

BYLAWS of the AMERICAN INSTITUTE OF INSPECTORS™

ARTICLE I – TITLE

The name of this professional association shall be the AMERICAN INSTITUTE OF INSPECTORS™.

ARTICLE II – PURPOSE

1. To build awareness and confidence in the home inspector.
2. To Promote excellence within the profession and to improve the inspection industry through the A.I.I. Standards of Practice & Code of Ethics.
3. To provide members and others with a forum in which to enhance their professionalism through education, an informed exchange of ideas, and other related benefits which can be provided best by an international association.
4. To interact with related professions, the legal community and government bodies as the leading authority in the home and building inspection profession.

ARTICLE III – MEMBERSHIP

1. MEMBERS – Members of the association shall be individuals who themselves perform inspections of residential, industrial, and commercial properties, and prepare written reports on their condition and who have met the requirements for membership as determined by the Board of Directors. There shall be two classifications of memberships:

- CERTIFIED MEMBERS = Those individuals who have completed the association’s requirements for certification as established by the Board of Directors.

ASSOCIATES= Those individuals who have interest in becoming a Certified Member or who otherwise have interest in belonging to the association as a vendor of products or services.

Certified Members shall be entitled to all rights and privileges of membership in the association so long as they comply with these bylaws and other rules and regulations of the association. All Members shall meet financial obligations as specified by the Board.

Only Certified Members shall have voting rights as stated in these Bylaws.

A. Any Member, Certified or Associate of the association who violates any of the rules, regulations, Bylaws, Standards of Practice or Code of Ethics of this association or who does any act which tends to interfere with the accomplishment of the objectives sought to be accomplished by this association may be suspended or expelled from membership or otherwise disciplined.

When any member of this association is charged with any act for which such members may be so disciplined, the President shall appoint three members, subject to the approval of the Board, as a Special Hearing Committee. Notice of a hearing before the Special Hearing Committee shall be served on such member personally or by mail at his last known address, and if, after due opportunity to be heard, the Special Hearing Committee by majority vote so decides, such member may be suspended or expelled or otherwise disciplined and his/her name dropped from the list of membership. The accused member shall have the right to appeal promptly the

determination of the Special hearing Committee to the Board for a new hearing based solely upon the preceding record.

B. To prevent a conflict of interest, members actively engaged in business as brokers or salespersons in the sale, purchase, or listing of real estate to third parties shall not inspect properties they sell or list. This prohibition shall not apply to Retired members, Associates, or Friends of the association.

Members shall not repair any conditions found during inspections and shall not solicit repair work.

C. Member use of the A.I.I. name and logo in promotional activities shall be governed by policy adopted by the Board. Associates and Friends may not use the A.I.I.'s policies, in promotional activities.

2. **RETIRED MEMBERS** – Retired members of the association shall be individuals who have been A.I.I. Certified Members in good standing for a minimum of five full years and who are no longer actively engaged in the home inspection profession including performing inspections, and supervision of inspectors. Retired members shall meet such financial obligations and shall be entitled to such rights and privileges of the association as may be adopted by the Board. Retired members may vote and hold office. Except as otherwise specified in these bylaws, all reference to members shall include retired members.

3. **ASSOCIATES** – Associates of the association shall be groups or individuals providing products and/or services to home inspectors and the inspection profession. Associates shall designate a specific individual to be representative to the association. Associates shall not vote

or hold office. Associates shall meet financial obligations as specified by the Board.

4. FRIENDS – Friends of the association shall be individuals who are not eligible to be Certified Members or Associates and shall have performed distinguished service to the community and the inspection profession. Friends shall pay no dues. Friends shall not vote or hold office.

ARTICLE IV – *(Incorporated in it's entirety into*

ARTICLE III, Number 1, Items A, B & C)

ARTICLE V – CHAPTERS AND REGIONS

1. Groups of members may be recognized as chapters of A.I.I. by a majority vote of the Board.
2. Groups of chapters may be recognized as regions by a majority vote of the Board.
3. Chapters and regions shall comply with the Bylaws and such other A.I.I. rules and regulations as may be determined by the Board.
4. A chapter or region which fails to comply with these Bylaws or for other cause which is deemed sufficient, may be suspended or disqualified as a chapter or region by a two-thirds vote of the Board, provided written notice has been given the chapter or region at least three months before such vote is taken.
5. A chapter or region which has been suspended or disqualified may be reinstated by a two-thirds vote of the Board.
6. All members of chapters and regions shall be A.I.I. Members. Chapter Presidents shall be A.I.I. Certified Members.

Dues and other administrative fees for members and associates shall be established by the Board.

1. Dues and administrative fees are payable in full in advance on the first day of the association's fiscal year, or such other date as the Board shall designate.
2. Dues and other administrative fees for new members and associates which are for a portion of a year shall be payable in full in advance according to a schedule approved by the Board.
3. Any Member or Associate more than sixty (60) days in arrears for any indebtedness to A.I.I. shall be considered "not in good standing" and may have his/her A.I.I. status herein suspended or revoked upon notice.
4. In the event of dissolution of the association, any funds remaining shall be transferred to one or more organizations which are exempt from federal income tax under Internal Revenue Code 501 (C) 8.

ARTICLES VII - OFFICERS

1. The officers of this association shall be a chairman of the Board, President, President-Elect, Vice-President, and Secretary/Treasurer.
2. The Chairman of the Board, President-Elect, Vice President, and Secretary/Treasurer shall be elected by the membership prior to the annual meeting. The incumbent President-Elect shall automatically succeed to the office of President upon election of all officers at the annual meeting.
3. All officers shall serve no more than three successive one-year terms.
(See also ARTICLE XII.)

ARTICLE VIII – DUTIES OF OFFICERS

1. Chairman of the Board shall chair the Board meetings, and the Annual Members Meeting, but shall not vote except to break ties. The Chairman shall be an ex-officio member of all committee.
2. The President shall be Chairman of the Executive Committee. The President shall be an ex-officio member of all committee except the nominating committee and the committee on Ethics and Professional Practices.
3. In the absence of the President, the President-Elect shall assume the duties of the President. The President-Elect shall also assume such other duties as may be assigned by the Board of Directors. In the event of a vacancy occurring the office of the President, the President- Elect shall serve as acting President until the expiration of the term, at which time the President-Elect will become President.
4. In the absence of the President the President-Elect, the Vice President shall assume the duties of the President. The Vice President shall also assume such other duties as are assigned by the Board. If the office of President-Elect shall become vacant, the Vice President shall automatically succeed to the office to fill the unexpired term. In the event of a vacancy occurring in the office of President and the President-Elect, the Vice President shall serve as Acting President until the expiration of the term. The Vice president, upon completing the unexpired term either as President-Elect or acting President does not automatically become president. Instead, for that year, the position of President shall be subject to nomination and election in accordance with Article XI, Number 3A and Article XII.

The Secretary shall be responsible for keeping the minutes of all meetings of the Board, the Executive Committee, the Annual Meeting and any special meetings conducted in accordance with Article XIII, Number 2. The Secretary shall also be responsible for the maintenance of all papers, letters, and transactions of the association, and shall have custody of the corporate seal.

5. The Treasurer shall have a general supervision over the fiscal affairs of the association. The Board shall designate, by resolution, signatories for all checks, notes, drafts, and other instruments for payment and retention of money and other assets.

The Treasurer shall report the financial standing of the association to the Board with interim reports at each regular executive committee meeting, and make a full report to the association at each annual meeting. The association's accounts shall be reviewed or audited annually by a non-member certified public accountant approved by the Board.

6. An officer or director can be removed from office for good cause by a three-quarter vote of the Board.

7. If the office of Vice President, Secretary/Treasurer shall become vacant, the President shall appoint a successor to fill out the unexpired portion of the term subject to approval by the Board. If the appointee is already holding elective or appointive office, the appointee shall serve in the appointed capacity in addition to other duties.

ARTICLE IX –BOARD OF DIRECTORS = Often referred to as the “Board”

1. The association shall have a Board of Directors consisting of the Chairman of the Board, President, president-Elect, Vice President, and Secretary/Treasurer. There shall also be six Directors-at-Large

elected, plus 2 Directors elected from the membership who are presidents of local chapters, or Certified members if no local chapters exist.

2. The Board shall hold at least one meeting each year.

3. Other meetings of the Board may be called by the President or Chairman with thirty (30) days notice to each Director and shall be called by the President in like manner or on like notice on the written request of not less than 25% of the Board. Special meetings shall be held at such times and places as shall be specified.

4. There shall be an Executive Committee of the Board composed of the President, President-Elect, and Secretary/Treasurer. This committee shall transact the general business of the association between meetings of the Board and as set forth in these Bylaws. All transactions of this committee shall be reported, in full, to the Board within ten (10) days of the action being taken or at the next regularly scheduled meeting of the Board, whichever occurs first.

5. The Board and the executive Committee may, without meeting together, transact business by mail by voting upon proposals mailed to them at the direction of the President. If within twenty (20) days thereafter a majority of the members of the Board, or Executive Committee respectively, shall send in writing their vote in favor of such proposal, said proposal shall be deemed to have been adopted. The ballots recording such votes shall be produced upon request at the following meeting of the Board before being destroyed.

6. The Board may, on behalf of the association, retain an individual or firm with compensation as executive Director. The Executive Director shall be an ex-officio member of the Board and the executive Committee with no vote. The Executive Director shall perform such duties as are specified in these Bylaws and as assigned by the Board.

If the fiscal management of the Association is to be carried out by the Executive Director, the Executive Director will be required to give an appropriate bond. The expenditure of association funds whether by the Executive Director or by its officers will be governed by the annual budget of the association.

ARTICLE X – DUTIES OF THE BOARD OF DIRECTORS

THE BOARD OF DIRECTORS SHALL:

1. Establish administrative policies governing the affairs of the association and devise measures for the association's growth and development.
2. Provide for proper care of materials; equipment, and funds of the association, for the payment of legitimate expenses and for the annual review/audit of all books of accounts by a non-member certified public accountant.
3. Assume responsibility with regard to chapters and regions as specified in Article V of these Bylaws.
4. Approve the President's appointments to committee chairmanships.
5. Fill any vacancies on the Board except vacancies occurring in the office of President or President-Elect.
6. Schedule the Annual Meeting of the association in conjunction with annual conference or at such other time and date as may be determined.
7. Establish the qualifications, rights and privileges, if any, in the association of Certified Members, Retired Members and Associate Members.
8. Perform such other duties as are specified in these Bylaws.

ARTICLE XI – STANDING COMMITTEES

1. All standing Committees shall have a minimum of one chairman and two other members. The Chairman shall be appointed by the President and approved by the Board unless otherwise noted herein. The President may terminate membership to any committee except the committee on Ethics and Professional Practice and the Nominating Committee.

2. The Standing Committees shall perform the duties which these Bylaws describe and such other duties as may be directed by the Board.

3. The following Standing Committee shall be appointed at or immediately after each annual meeting to serve until the next annual meeting, or until their respective successors are appointed:

A. NOMINATING

The Nominating Committee shall select annually, for election by general membership, one or more nominees for each of the following offices: Chairman of the Board, President-Elect, Vice President, Secretary/Treasurer, Director(s)-At-Large, and procedures established by the Board.

The Nominating Committee shall consist of the two (2) *Certified* Member Directors, four (4) Board members, and the Chairman of the Board.

B. MEMBERSHIP

The Committee on Membership shall determine the qualifications for membership and other entities defined in Articles III and Article IV of these Bylaws subject to the approval of the Board and in conformance with these Bylaws. The committee shall consider all applications for membership.

There may also be a sub-committee on Complaints Against Associates which reports to the membership Committee.

C. ETHICS AND PROFESSIONAL PRACTICE

The Committee on Ethics and Professional Practice shall establish and maintain a Code of Ethics, shall review any complaints received and recommend action in accordance with procedures adopted by the Board.

D. EDUCATION

The Committee on Education shall establish and maintain a continuing education program for the members.

E. FINANCE

The Committee on Finance shall prepare an annual budget, advise on expenditures of funds and report same to the Board. The Secretary/Treasurer shall serve as chairman.

F. STANDARDS

Committee on Standards shall develop and maintain recommended inspection standards in accordance with procedures that may be adopted by the Board. The Standards of Practice may be amended by a majority vote of all members in good standing voting by mail ballot, provided a quorum as specified in Article XIV, Number 2, is met.

G. CHAPTER AND MEMBERSHIP DEVELOPMENT

The Committee on Chapter and membership development shall cooperate with existing and proposed chapters and regions in developing methods to obtain new members and promoting chapter and region development.

H. PUBLIC RELATIONS

The Committee on Public Relations shall develop a public relations program for the benefit of the members.

I. EXECUTIVE COMMITTEE = See ARTICLE IX, Number 4

4. The Board from time to time may direct the President to establish such special committee as it deems necessary and, subject to its supervision. These committee shall make studies and advise the Board in any field of activity in which it may be engaged.

ARTICLE XII – ELECTIONS AND TERMS

1. The Chairman shall be elected for a three year term.
2. A President-Elect, and Vice President, shall be elected annually to serve for one year only, and a Secretary/Treasurer shall be elected for one year with the option of *successive* re-election for a maximum of three (3) two more one-year terms, Two Directors-at-Large shall be elected annually to serve for three years or until successors are elected.

Elections shall be carried out by members eligible to vote. **Voting shall be carried out by postal mail or by electronic mail. Ballots for general election of officers will be postal mailed to those members who do not have an active email address.** Revised 11.2001

3. A plurality vote shall constitute an election. The nominees for directors who receive the highest number of votes shall be declared elected. In case of a tie vote for Officers and Directors, the choice shall be decided by lot.
4. The schedule for nominations and balloting shall be determined by the Board and announced to the membership.
5. Ballots shall be **emailed or postal** mailed to each member entitled to vote **at least 30 days prior to the date of the Annual Meeting and need to be returned to the A.I.I.® Executive Office by either postal mail, fax or email at least seven days prior to the date of the Annual Meeting.**

Revised 11.2001

6. At least one member of the nominating committee, designated by the Chairman, and one other person designated by the President shall be present as monitors during the opening and tabulation and shall notify the Board of the Results.

ARTICLE XIII – MEETINGS

1. The association shall hold an Annual Meeting. The place, date, and hour of the annual meeting shall be designated by the Board and announced to the membership at least thirty days prior to the meeting. **Board Meetings may also be held by conference calls, electronic mail or by private electronic chat rooms via the internet. Notification of Board meetings will be announced to the general membership by postal mail, email, telephone or fax at least 7 days prior to the meeting.** Revised 11.2001

2. Special Membership Meetings of the association may be called by the Board, (or shall be called by the President upon the written request of 25% or more of the members). The place, date, and hour of any special meeting shall be mailed to the individual members of this association at least thirty days prior to the meeting, and state the purpose or purposes for which the meeting is called.

3. Voting at the annual meeting or a special membership meeting of the association shall be in person.

ARTICLE XIV – QUORUM

1. At Least 10% of the members entitled to vote and voting in person shall constitute a quorum at any regular or special meeting of the association, provided the quorum includes four Officers or Directors.

2. In the event of a mail ballot, response by 40% of the members entitled to vote shall constitute a quorum.

3. One half of the Board members plus one shall constitute a quorum at any meeting of the Board.

4. One half of the Executive Committee members plus one shall constitute a quorum at any meeting of the Executive Committee provided the president or President-Elect is part of the quorum.

A majority of the members of any Standing or Special Committee shall constitute a quorum.

ARTICLE XV – FISCAL YEAR

The fiscal year shall be the calendar year.

ARTICLE XVI – PARLIMENTARY AUTHORITY

The rules contained in Robert’s Rules of Order (current edition) shall govern meetings of this association in all cases to which they are applicable and in turn are not inconsistent with these Bylaws.

ARTICLE XVII – AMENDMENTS

1. These Bylaws may be amended at any annual meeting by a majority of the members present in person and voting. The Committee on Bylaws shall submit all proposed amendments with the committee’s recommendation to the Secretary at least sixty (60) days before the date of the meeting and such proposals shall be provided to the membership at least thirty (30) days prior to the meeting.

2. An amendment may be proposed by a petition signed by 25% of the members. Such petitions must first be submitted to the Committee on Bylaws in time for submission to the Secretary at least sixty (60) days before the date of the Annual meeting.

3. These Bylaws may also be amended by two-thirds of all members in good standing voting by mail ballot, provided a quorum as specified in Article XIV, Number 2 is met.

ARTICLE XVIII – INDEMNIFICATION

The association shall endemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding (including actions by or in right of the association to procure a judgement in its favor) by reasons of the fact that the person is or was a representative of the association, against expenses including attorney’s gee, judgements, fines and amounts paid in settlement, actually and reasonably incurred. Expenses as used in this provision shall have the same meaning as in Section 9246 (a) of the

California Corporation Code. If such person has been successful on the merits or otherwise in such action or, upon a determination in the specific case that such indemnification is proper in the circumstances. The association may purchase and maintain insurance for the purpose of indemnification on behalf of any or all person to the full extent authorized by law.

ARTICLE XIX – RESTRICTIONS

All policies and activities of the association shall be consistent with applicable tax exemption requirements including the requirements that the association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual or corporation.

The most current revisions have been noted in **bold** print.