



# BYLAWS

Texas Professional Real Estate Inspectors Association, Inc.

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## Article 1 -Name, Location, Purpose and Restrictions

- 1.1 **Name.** The name of this professional association is the Texas Professional Real Estate Inspectors Association (the Association or TPREIA), a not-for-profit corporation incorporated in the State of Texas.
- 1.2 **Location.** The principal office of the Association is in the State of Texas.
- 1.3 **Purpose.** The primary purpose of the Association is to serve the needs of its membership and the general public through research, education, and exemplary practice in the real estate inspection profession. The purpose includes the following goals:
  - 1.3.1 To plan, develop, and oversee professional opportunities for the members and others to achieve pre-eminence in the real estate inspection profession; establish, promote and maintain professional standards and qualifications; develop, review and publish technical and educational materials;
  - 1.3.2 To develop, maintain and enhance membership growth and retention programs;
  - 1.3.3 To develop and maintain the financial and human resources necessary to accomplish the purposes and goals of the Association;
  - 1.3.4 To communicate the ethics, purposes, goals and accomplishments of the Association to its membership, government, private sectors and the general public;
  - 1.3.5 To promote and enhance relationships with all publics, including the Associations membership, other associations, governmental agencies, standards organizations, and the general public.
- 1.4 **Restrictions.** The policies and activities of the Association shall be consistent with the following:
  - 1.4.1 It is the undeviating policy of the Association to comply strictly with the letter and spirit of all applicable federal and state regulations and laws. Any activities of the Association or Association-related actions of its staff, officers, directors, or members which violate these regulations and laws are detrimental to the interests of the Association, are unequivocally contrary to Association policy and, in consideration of these Bylaws, lack authority.
  - 1.4.2 Applicable tax exemption requirements including the requirements that the Association not be organized for profit and that no part of its net revenue inures to the benefit of any private individual or corporation.

## Article 2 -Membership

- 2.1 **Membership Qualifications.** Membership in the Association is available to individuals involved in or associated with the real estate inspection profession.
- 2.1.1 Individuals of each class of membership shall be entitled to the rights and privileges of that class, as specified by the Board, as long as those individuals comply with these Bylaws and other applicable requirements of the Association, including financial obligations.
- 2.2 **Voting Memberships.** The Association has six voting classes of membership.
- 2.2.1 **Master TPREIA Inspector.** Master TPREIA Inspectors are those individuals who holds valid TREC Professional Inspectors license, holds a valid International Residential Code Combination Certification, has met the requirements of the CTI designation, subscribes to the TPREIA Code of Ethics, maintains a minimum of 16-hours continued education hours annually and have completed 1500 fee paid inspections and/or 7-years of real estate inspections and are current on their annual membership dues. Members conforming to the above are Master TPREIA Inspectors in good standing and shall be entitled to all rights and privileges of Membership in the Association.
- 2.2.2 **Certified TPREIA Inspector.** Certified TPREIA Inspectors are those individuals who hold valid TREC Professional or Real Estate Inspectors license, has met the requirements of the TPREIA Inspector Member designation, subscribes to the TPREIA Code of Ethics, maintains a minimum of 16-hours continued education hours annually and have completed a minimum 750 fee paid inspections or 5-years real estate inspection experience and are current on their annual membership dues. Members conforming to the above are Certified TPREIA Inspectors in good standing and shall be entitled to all rights and privileges of Membership in the Association.
- 2.2.3 **Advanced TPREIA Inspector.** Advanced TPREIA Inspectors are those individuals who hold valid TREC Professional or Real Estate Inspectors license, has met the requirements of the Advanced TPREIA Inspector Member designation, subscribes to the TPREIA Code of Ethics, maintains a minimum of 16-hours continued education hours annually and have completed a minimum 450 fee paid inspections or 3-years real estate inspection experience and are current on their annual membership dues. Members conforming to the above are Advanced TPREIA Inspectors in good standing and shall be entitled to all rights and privileges of Membership in the Association.
- 2.2.4 **Inspector Members.** TPREIA Inspector Members are those individuals who hold a valid TREC Inspector's license, subscribes to the TPREIA Code of Ethics, maintains a minimum of 16-hours continued education hours annually and are current on their annual membership dues. Members conforming to the above are Inspector Members in good standing and shall be entitled to all rights and privileges of Membership in the Association.

**2.2.5 Student / Apprentice Members.** TPREIA Apprentice Members are those individuals who are engaged in the business or in the process of becoming a TREC Real Estate Inspector that has made application, has paid the appropriate fees but has not yet obtained the necessary State License and/or TPREIA verification to become a full TPREIA Inspector Member, and subscribes to the TPREIA Code of Ethics. Members conforming to the above are Students / Apprentice Members in good standing and shall be entitled to the rights and privileges of Membership in the Association.

**2.2.6 Professional Engineer Members.** Professional Engineer Members are those individuals who hold valid license as a Structural or Civil Professional Engineer, subscribes to the TPREIA Code of Ethics, maintain their professional engineer license and are current on their annual membership dues. Members conforming to the above are Professional Engineer Members in good standing and shall be entitled to all rights and privileges of Membership in the Association.

**2.3 Non-Voting Memberships.** The following membership classes do not have a vote and are not eligible to serve as directors or hold office in the Association, including the chair of committees and task forces.

**2.3.1 Honorary Members.** An Honorary Member designation is awarded by the Board of Directors for outstanding contributions on behalf of the Inspection Industry. Honorary Members receive membership mailings and are not subject to dues or Continued Education Credit requirements.

**2.3.2 Retired Member.** A person who has been active in the inspection industry, but who is no longer performing real estate inspections. Retired members receive membership mailings and are not subject to dues or Continued Education Credit requirements. They are not permitted logo use privileges or referrals from the Association.

**2.3.3 Affiliate.** Affiliates of the Association are individuals or companies providing products and/or services to home inspectors and the inspection profession. Affiliates shall meet requirements and shall be entitled to such rights and privileges as may be specified by the Board. Affiliates shall designate a specific individual to be the representative to the Association. Affiliates have no voting, logo use privileges, but do receive membership discounts for advertising, mailing labels and exhibition space at TPREIA® conferences.

**2.4 Application for Membership.** All applicants for membership must complete and sign the application form provided by the Association and submit the application to the principal office of the Association with all applicable dues and required documentation.

**2.5 Resignation.** Any individual holding membership in the Association may resign by filing a written resignation to the Board.

**2.6 Discipline.** Any individual holding membership in the Association may be censured, suspended or expelled for reasons as set forth in these Bylaws.

2.6.1 Failure to meet financial obligations, continuing education requirements, or the criteria for a TPREIA Member is, with reasonable written notice, adequate reason for suspension or expulsion and does not require deliberation by a hearing committee or the Board.

2.6.2 Any TPREIA Member proposed for discipline shall be provided due process according to existing guidelines, including reasonable written notice of the reason for discipline, opportunity to oppose the charge in writing or in person before the Council of Past Presidents, final written notice of the Council of Past Presidents decision, and the right of appeal to the Board.

2.6.3 Reasons for discipline include violations of TPREIA's bylaws, code of ethics, the TREC Standards of Practice, rules, policies, ethics or any act which tends to interfere with the objectives of TPREIA. TPREIA shall maintain disciplinary procedures.

2.7 **Re-admission.** Any Voting Member or Non-Voting Member who has resigned, retired or been expelled may reapply for membership, pursuant to the policies determined by the Board.

### **Article 3 -Dues and Other Financial Obligations**

3.1 **Dues and Other Financial Obligations of Membership.** Dues and other financial obligations of membership are established by the Board.

3.2 **Delinquency.** Any individual or affiliate in arrears for any indebtedness to TPREIA, including payment of dues, shall be considered not in good standing.

### **Article 4 -Chapters**

4.1 **Chapters.** Groups of members may be recognized as chapters of TPREIA by a majority vote of members of the Board.

4.1.1 All members of chapters shall be one of the TPREIA Membership classifications.

4.1.2 Chapter members may be a member of more than one TPREIA chapter. The members must designate one chapter as their home chapter.-

4.2 **Qualifications.** Chapters shall comply with the Bylaws of the Association and must conform to such other requirements as may be established by the Board.

4.3 **Suspension or Disqualification.** A chapter that fails to comply with these Bylaws, or for other cause deemed sufficient, may be suspended or disqualified as a chapter by two-thirds vote of the Board.

4.3.1 Reasonable written notice, as determined by the Board, must be given to the chapter before such Board action.

- 4.3.2 A chapter that has been suspended or disqualified may be reinstated by a two-thirds vote of the Board.

## **Article 5 -Board of Directors**

- 5.1 **Purpose.** There shall be a Board of Directors, which shall be the governing body of the Association.
- 5.2 **Duties.** The Board shall:
- 5.2.1 Have authority for and be responsible for the supervision, governance and direction of the Association;
  - 5.2.2 Establish administrative and fiscal policies governing the Association, including discharge of fiscal obligations and the designation of independent certified public accountants to audit all books of accounts for the current fiscal year;
  - 5.2.3 Establish the requirements, rights and privileges, and restrictions applicable to each class of membership, including use of TPREIA's name, acronym and logo, except as established by these Bylaws;
  - 5.2.4 Regarding chapters, assume the responsibilities specified in Article 4 of these Bylaws;
  - 5.2.5 Schedule the Annual Meeting;
  - 5.2.6 Act on the President's appointments to committee chairs;
  - 5.2.7 Respond to recommendations of the Council of Past Presidents.
  - 5.2.8 Plan for and devise measures for the Association's development;
  - 5.2.9 Perform such other duties as are specified in these Bylaws.
- 5.3 **Executive Director.** The Board may, on behalf of the Association, retain an Executive Director, who shall be an ex-officio member of the Board with no vote. The exception to this bylaw is for the Founding Executive Director, who shall have full rights as a Board of Director Member.
- 5.3.1 The Executive Director shall perform such duties as are specified in these Bylaws or as may be assigned by the Board, including fiscal management and adherence to the approved budget.
  - 5.3.2 The Executive Director shall not be liable to provide any appropriate bond.

- 5.4 ***Composition of the Board.*** The Board shall consist of eleven voting members: directors and officers. All Board Members shall be full time Inspectors and their main source of revenue shall be derived from the inspection business.
- 5.4.1 Past Presidents, other than the immediate Past President are lifetime ex-officio members of the Board with no vote. The Founding President and the immediate Past President are ex-officio members of the Board and shall be entitled to voting privileges.
- 5.4.2 Past presidents shall not be ex-officio members of the Board while serving as an Officer or Director.
- 5.4.3 In such case that no qualified members are willing to serve to fill the Board of Directors, the Founding President shall assume all operations of the Association and convert the Association into a Private Association. At that time the Board would be dissolved and these Bylaws would become null.
- 5.5 ***Vacancies.*** If a vacancy other than that of an officer shall occur, the position shall be filled by Board of Directors for the unexpired portion of the term. Vacancies occurring among the officers shall be filled as provided for in Article 6.
- 5.6 ***Meetings.*** The Board shall meet at whatever times and places as may be specified by the President, but at least four times annually. Such regular meetings shall be called by the President with notice.
- 5.6.1 Special Board meetings in addition may, with reasonable notice, be called by the President pursuant to and within seven days of the President's receiving such written request from not less than twenty-five percent of the Board.
- 5.6.2 Special Board meetings in addition shall, with reasonable notice, may be called by the President within seven days and to occur within sixty days of the President's receiving a valid petition pursuant to Section 5.8.
- 5.6.3 The Board may, in addition, meet via telephone conference call or electronic means.
- 5.6.4 Provided a quorum of the members is present or participating, a majority of the Board is necessary to make a decision except where some other number is required by law or by these Bylaws.
- 5.6.5 Absentee voting and result determination shall be conducted in accordance with the laws of the state in which the Association is incorporated.
- 5.6.6 Proxy voting is not permitted at Board meetings

- 5.7 **Quorum.** A majority of members of the Board, including the presence of the President, President-Elect and three Vice Presidents, shall constitute a quorum.
- 5.8 **Removal of a Director.** A director may be removed from office for good cause by a majority vote of the Council. A directorship so vacated shall be immediately be filled by the Council alternate who shall serve the remaining term of the removed director.

## Article 6 -Officers

- 6.1 **Officers.** The officers of the Association are a Founding President, President, President-Elect, Vice President-Secretary, Vice President-Treasurer, Vice President-Education, Vice President - Public Relations, Vice President-Membership, the Immediate Past President and three At-Large Members. All officers shall be full time Inspectors and their main source of revenue shall be derived from the inspection business.
- 6.1.1 The Founding President is a lifetime permanent Board Member with all rights, voting privileges and benefits.
- 6.2 **Election.** The President-Elect, Vice President-Secretary, Vice President-Treasurer, Vice President-Education, Vice President-Public Relations, Vice President-Membership shall be elected prior to the Annual Meeting. The incumbent President-Elect shall succeed to the office of President upon installation of all Officers at the Annual Meeting.
- 6.2.1 The schedule for nominations and balloting shall be determined by the Board and announced to the voting members.
- 6.2.2 Election shall be by mail or electronic ballot of the voting members of the Association in good standing. A majority of those voting shall constitute an election.
- 6.2.3 Ballots shall be secret, and shall allow for write-in candidates for each office.
- 6.2.4 A valid petition containing the printed name and signature of a minimum of ten percent of the then TPREIA voting members in good standing submitted to the TPREIA Headquarters shall cause the name of a qualified voting member to be added to the ballot as a candidate for a specified (named) office, if:
- a. Petitions are submitted to TPREIA Headquarters on the Association's official Petition Form, and
  - b. The petitions is received via US Mail, email or facsimile at TPREIA Headquarters at least 10 days prior to the distribution of the ballots, and
  - c. TPREIA staff has verified the validity of the petition prior to placing the name of the candidate for office on the ballot.



- 6.3 ***Terms of Office.*** The President-Elect and all Vice Presidents shall be elected annually to serve a term of two years. The initial term for the Associations Founding Officers shall be the exception and shall be for a term of three years and may serve consecutive terms. Each two year term shall extend from the first calendar day of each year to the last calendar day of the second year.
- 6.3.1 Those elected may not serve more than two consecutive terms in one position.
- 6.3.2 The President and President Elect shall serve concurrent terms.
- 6.3.3 The Vice President-Treasurer, Vice President-Education, Vice President-Membership and one At-Large Directors shall serve concurrent terms and be subject to election on even number years. The Vice President-Secretary, Vice President-Public Relations and two At-Large Directors members shall serve concurrent terms and be subject to election on odd number years.
- 6.3.4 The Founding President is a lifetime permanent Board Member with all rights, voting privileges and benefits. The Founding President shall pay no membership dues or normal educational event expenses and will receive all CEU's with no cost.
- 6.4 ***Duties.*** The officers perform those duties usual to their positions, including those specified herein and as assigned to them by the Board.
- 6.4.1 The President shall be Chairperson of the Board and ex-officio, member of all committees except the Nominating Committee and the Complaints Committee. He shall vote only on the Board, and only to break a tie.
- 6.4.2 The President-Elect, upon the inability of the President to act, shall assume the duties of the President. In the event of a vacancy occurring in the office of the President, the President-Elect shall serve as Acting President until the expiration of the term, and at that time, shall become President.
- 6.4.3 The Vice President-Treasurer, upon the inability of the President and President-Elect to act, shall assume the duties of the President. In the event of a vacancy occurring in the office of the President and the President-Elect, the Vice President-Treasurer shall serve as Acting President, until the expiration of the term. For the subsequent term, the position of President shall be subject to nomination and election in accordance with this Article 7 of the Bylaws.
- 6.4.4 The Vice President-Secretary shall be responsible for keeping and distributing the minutes of all meetings of the Board, the Annual Meeting, and any special members' meetings of the Association. The Vice President-Secretary shall have custody of the corporate seal, and oversee all balloting by the Board and by the voting members.
- 6.4.5 The Vice President-Treasurer shall have general supervision over the fiscal affairs of the Association and shall be responsible for safeguarding all assets.

6.4.6 The Founding President shall serve on the Board of Directors with all rights and voting privileges. The Founding President shall be the voice of reason and provide instructions to the Board as needed or requested on all TPREIA matters. The Founding President shall chair the Council of Past Presidents.

6.5 ***Suspension or Removal.***

6.5.1 The authority of any officer may be suspended for cause and reinstated by a two-thirds vote of the Board.

6.5.2 The authority of any director may be suspended for cause and reinstated by a two-thirds vote of the Board.

6.5.3 An officer elected by the voting members may be removed, with or without cause, only by a majority vote of the voting members.

6.6 ***Vacancies.*** If the offices of a Vice President shall become vacant, the President shall appoint a successor to fill out the unexpired portion of the term subject to the approval of the Board.

6.6.1 If the appointee is already holding elective or appointive office, the appointee shall serve in the appointed capacity in addition to other duties.

6.6.2 The President may replace any such appointees, subject to the approval of the Board.

## **Article 7 -Committees**

7.1 ***Purpose.*** The purpose of Committees is to carry out their specific charges. Unless otherwise specified in these Bylaws, they make recommendations in accordance with procedures adopted by the Board and, when requested by the Board, they assist in their implementation.

7.2 ***Standing Committees.*** All standing Committees shall have a minimum of three members, including a chairperson appointed by the President and approved by the Board, unless otherwise noted herein. The President may terminate membership on any standing committee except the Nominating Committee, the Complaints Committee, and the Council of Past Presidents. Each standing committee shall perform the duties described by these Bylaws and such other duties as may be directed by the Board except for the Council of Past Presidents. The standing Committees, with the exception of the Council of Past Presidents, shall be appointed at or immediately after each Annual Meeting to serve until the next Annual Meeting or until their respective successors are appointed.

The Standing Committees follow;

7.2.1 The Nominating Committee shall select annually, for election by the voting members of the Association, one or more nominees for each of the following offices: President-Elect, Vice President, Secretary, and Treasurer, in accordance with these Bylaws and with procedures established by the Board.

- a. The Nominating Committee shall consist of a chair, who shall be a past officer appointed by the President and approved by the Board, and four additional members selected by the committee chair. The chair shall vote only to break a tie.

7.2.2 The Membership Committee shall establish qualifications for all classifications of membership, subject to the approval of the Board and to conformance with these Bylaws. The committee shall evaluate all applications for membership and all Associates and Associates with Logo Use for satisfaction of these qualifications.

7.2.3 The Complaints Committee shall review any complaints received against both voting and non-voting memberships regarding alleged violations of the Code of Ethics, these Bylaws, policies, the Standards of Practice, and other rules, as applicable.

7.2.4 The Bylaws Committee shall, when advisable, prepare proposed amendments to the Bylaws of the Association. It shall also counsel on interpretations of the Bylaws and on policy conflicts with the Bylaws.

7.2.5 The Finance Committee shall be responsible for the financial planning and policies of the Association, including the annual budget. The Treasurer shall serve as chairperson.

7.2.6 The Council of Past Presidents shall consist of past Presidents having served full terms, and willing to serve on this committee. The Council will provide council to the TPRESIA Board of Directors and the Associations Membership on State Legislative matters, on all State Governmental matters, and on the Texas Real Estate Commission actions both proposed and pending.

- a. The Council of Past Presidents shall consist of the most senior five past presidents having served full terms and will be chaired by the Founding President.
- b. If the founding President is unable to serve, the most senior past President shall serve as the Chair.
- c. Council of Past Presidents will serve as a Membership Advocate when there is a conflict between the Board and the Membership and the Council's final decisions will be implemented by the Board.

7.3 **Other Standing Committees.** The Board may establish other standing committees with defined purpose. Such Committees shall be subject to all the same conditions common to standing Committees as stated in Section 8.2.

7.4 **Special Committees.** The Board from time to time may establish such special Committees as it

deems necessary. The composition and charge of special Committees, including the appointment and service of their members shall be determined by the Board. The tenure of such committees shall be through completion of their charge or as otherwise specified by the Board.

7.5 **Quorum.** A majority of the members of any Committee shall constitute a quorum.

## **Article 8 -Meetings and Voting**

8.1 **Annual Meetings.** The Association shall hold an Annual Meeting. The place, date and hour of the Annual Meeting shall be designated by the Board.

8.2 **Special Meetings.** Special Meetings of the Association may be called by the Board or, conforming to law, by the voting members. The place, date, and hour of any Special Meeting shall be determined by the President, subject to the Board's approval.

8.3 **Notice.** Adequate notice of each meeting shall be mailed or electronically mailed to voting members prior to the meeting. The notice must include a description of the business to be discussed.

8.4 **Quorum.** Two-thirds of the members of the Board shall constitute a quorum to conduct business at annual and special meetings of the Association.

8.5 **Voting.** Whenever, in the judgment of the Board, any matter shall arise which requires a vote of the voting members, the Board shall, unless otherwise required by these Bylaws, submit such matter at a meeting, by mail or electronic means to the voting members in good standing for vote.

8.5.1 Any matter at a meeting, requiring a vote, shall be decided, ~~in questions with two options,~~ by the majority vote of such voting members present, casting a vote, unless otherwise mandated by these Bylaws. In case of a tie vote, the current TPREIA President shall cast the deciding vote.

8.5.2 Any matter submitted by mail or electronic ballot shall, unless otherwise mandated by the Bylaws, be decided by the majority of the votes that are received within a period of time, determined by the Board, after submission to such voting members. In case of a tie vote, the current TPREIA President shall cast the deciding vote.

## **Article 9 -General**

9.1 **Fiscal Year.** The fiscal year of the Association shall be as specified by the Board.

9.2 **Indemnification.** The Association shall indemnify any person who was, or is, a party or threatened to be a party to any threatened, pending, or completed action, suit or proceedings

(including actions by the Association to procure a judgment in its favor) by reasons of the fact that the person did, or does, represent the Association. All such representatives shall conform to the definition of an "insured" under any applicable association liability insurance coverage. Such indemnification shall protect against expenses including attorney's fees, fines, and amounts paid in settlement, actually and reasonably incurred, 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 shall, if available and feasible, purchase and maintain insurance for the purpose of indemnification on behalf of such persons to the full extent authorized by law.

- 9.3 **Publication for Official Notices.** *The TPREIA Professional Inspector*, or any successor publication, shall be the publication for official notices of the Association and may print and distribute to all members' official notices of the Association and other information of interest to members, including election and referendum results.
- 9.4 **Parliamentary Authority.** The rules contained in *Robert's Rules of Order* (most recent edition) shall, in connection with meetings, govern this Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and with any special rules of order the Association may adopt.
- 9.5 **Seal.** The Board may adopt a seal for the Association, to be in such form and to be used in such manner as the Board shall direct.
- 9.6 **Dissolution.** In the event that the Texas Professional Real Estate Inspectors Association shall elect or be caused to discontinue, it shall require a vote of the members as specified by the laws of the State of incorporation. In the event of dissolution, the Board shall distribute all corporate assets remaining, after all debts and other obligations of the Association are discharged, for the exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code.
- 9.7 **Electronic Voting.** Whenever the Bylaws authorize mail voting by the voting members, electronic means may be used; this is at the discretion of the Board. Voting members shall have the option to vote electronically or by mail whenever electronic means are used.

## Article 10 -Amendments

- 10.1 These Bylaws and Code of Ethics may be amended by two-thirds of the members' voting, that are in good standing, voting by ballot in conformance with Section 9.7. The ballot return deadline shall be no less than forty-five days following the mailing of the ballot to the voting members.
- 10.2 **Amendment Proposals.** An amendment may be proposed by a petition signed by ten percent of the voting members or such lesser numbers as may be established by the Board or by the Bylaws Committee. In each case, the petition or proposal for amendment must be submitted to

the Bylaws Committee in time for submission by the committee to the Board. The Board may correct article and section designations, punctuation, English usage, spelling and cross-references and may make non-substantive technical changes.