



# BYLAWS

## American Society of Home Inspectors, Inc.

*Amended: 10 Juner 2021*

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

- 1.1 Name** The name of this professional society is the American Society of Home Inspectors (the Society or ASHI), a not-for-profit corporation incorporated in a state such as determined by the Board of Directors.
- 1.2 Location** The principal office of the Society is located in the State of Illinois, or as determined by the Board of Directors (the Board).
- 1.3 Purpose** The primary purpose of the Society is to serve the needs of its membership and the general public through research, education, and exemplary practice in the home 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 preeminence in the home 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 Society;
  - 1.3.4 To communicate the ethics, standards, purposes, goals and accomplishments of the Society to its membership, government, private sectors and the general public;
  - 1.3.5 To promote and enhance relationships with the public, including the Society membership, other associations, governmental agencies, standards organizations, and the general public.
- 1.4 Restrictions** The policies and activities of the Society shall be consistent with the following:
- 1.4.1 It is the undeviating policy of the Society to comply strictly with the letter and spirit of all applicable federal, state, provincial, and international regulations and laws. Any activities of the Society or Society-related actions of its staff, officers, directors, or members which violate these regulations and laws are detrimental to the interests of the Society, are unequivocally contrary to Society policy and, in consideration of these Bylaws, lack authority.
  - 1.4.2 Applicable tax exemption requirements including the requirements that the Society 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 Society is available to persons and companies involved in or associated with the real estate inspection profession.

2.1.1 Persons and companies 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 persons and companies comply with these Bylaws and other applicable requirements of the Society, including financial obligations.

**2.2** *Voting Memberships* The Society has three voting classes of membership.

2.2.1 *ASHI Certified Inspector* ASHI Certified Inspectors are those persons who themselves perform inspections of real estate and who meet the requirements for membership as determined by the Certification Committee. Members conforming to the above are ASHI Certified Inspectors in good standing and shall be entitled to all rights and privileges of Membership in the Society.

2.2.2 *Retired Member* Retired Members are persons who have been ASHI Certified Inspectors in good standing for a minimum of five full years and who are no longer actively engaged in the real estate inspection profession including performing inspections or supervision of inspectors. Retired Members may be mentors, vote, and hold office, provided they are not actively engaged in business as a broker or salesperson in the sale, purchase, or listing of real estate. Except as otherwise specified in these Bylaws, all references to ASHI Certified Inspectors shall include Retired Members.

2.2.3 *ASHI Inspector* ASHI Inspectors must have completed the requirements for achieving ASHI Associate status.

**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 Society, including the chair of committees and task forces.

2.3.1 *ASHI Associate* ASHI Associates are persons who meet the requirements listed in the ASHI Policy Manual and who may be eligible to become ASHI Certified Inspectors upon satisfaction of all membership requirements. ASHI Associates shall not be members of the Member Relations Committee. ASHI Associates may vote on chapter matters and may hold chapter office, including the chair of committees and task forces, at the discretion of the chapter.

2.3.2 *Student.* Students are persons who are or have been enrolled in a home inspector education program, and who have not performed a home inspection for compensation.

2.3.3 *Affiliate* Affiliates of the Society are persons or companies providing products and/or services to real estate 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 Society.

2.3.4 *Allied Professional* Allied Professionals are persons or companies who have an interest in real estate inspection and related fields, such as, real estate, construction, engineering, and home repair or maintenance and are not eligible for other membership categories.

2.3.5 *Friend* Friends of the Society are persons who are not eligible to be ASHI Certified Inspectors, ASHI Inspectors, ASHI Associates, Allied Professionals, Students or Affiliates, and who shall have performed distinguished service to the inspection profession and who are nominated by the Board. Friends shall pay no dues.

**2.4** *Application for Membership* All applicants for membership other than for Friends must complete and sign the application form provided by the Society and submit the application to the principal office of the Society.

**2.5** *Resignation* Any person or company holding membership in the Society may resign by filing a written resignation with the Board.

**2.6** *Discipline* Any person or company holding membership in the Society 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 ASHI Associate or ASHI Inspector advancement to ASHI Certified Inspector 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 ASHI Certified Inspector, ASHI Inspector, ASHI Associate or Student proposed for discipline, except for Section 2.6.1 above, shall be provided due process according to existing policy, including reasonable written notice of the reason for discipline, opportunity to oppose the charge in writing or in person before the Complaints committee, final written notice of the committee's decision, and the right of appeal to the Board.

2.6.3 Reasons for discipline include: violations of ASHI's Bylaws, Code of Ethics, Standards of Practice, rules, policies, and conduct or any act which tends to interfere with the objectives of ASHI or diminish the good name or good will of ASHI. ASHI shall maintain disciplinary procedures.

**2.7** *Readmission* Any Voting Member or Non-Voting Member who has resigned, retired, or has been expelled may reapply for membership, pursuant to policy 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 ASHI, including payment of dues, may be considered not in good standing, and may be suspended or expelled.

## **Article 4 – Chapters and Meeting Groups**

- 4.1** *Chapters* Groups of members may be recognized as chapters or meeting groups of ASHI by a majority vote of members of the Board.
- 4.1.1 All voting members of chapters and meeting groups shall be ASHI Certified Inspectors, ASHI Inspectors, or ASHI Associates.
- 4.1.2 Chapters may have non-voting members that are not members of ASHI. Such members may not display or use ASHI logos and other ASHI intellectual property. Such members who are inspectors also may not use chapter logos and other chapter intellectual property.
- 4.2** *Qualifications* Chapters, and meeting groups shall comply with the Bylaws and must conform to such other requirements as may be established by the Board.
- 4.3** *Suspension or Disqualification* Chapters and meeting groups that fail to comply with these Bylaws, or for other cause set forth in the ASHI Policy Manual, may be suspended or disqualified as a chapter or meeting group by two-thirds vote of the Board.
- 4.3.1 Reasonable written notice, as determined by the Board, shall be given to the chapter or meeting group before such Board action.
- 4.3.2 A chapter or meeting group that has been suspended or disqualified may be reinstated by a two-thirds vote of the Board.

## **Article 5 – Qualifications for Office and Elections**

- 5.1** *Qualifications for Office* Candidates for Officer, Director, and Nominating Committee shall qualify under one or more of the following. In addition, candidates for President- elect shall be a current ASHI Officer or Director with at least one calendar year of service on the Board.
- 5.1.1 Serve on a national committee, as either the chair or a member, for at least three years within the immediate past five years and shall be a voting ASHI member in good standing for at least the immediate past five years.
- 5.1.2 Serve as a chapter President, President-elect, Immediate Past President, Vice President, Treasurer, or Secretary for at least three years within the immediate past five years and shall be a voting ASHI member in good standing for at least the immediate past five years.

5.1.3 Serve as an Officer, Director, Nominating Committee member, or Certification Committee member within the immediate past five years, and shall be a voting ASHI member in good standing for at least the immediate past five years.

5.1.4 Be a voting ASHI member in good standing for at least the immediate past ten years.

**5.2** *Qualifications for Certification Committee* Candidates for the Certification Committee shall be ASHI Certified Inspectors.

**5.3** *Term Limits* Officers, Directors, and Nominating Committee members shall be subject to the following term limits.

5.3.1 The Immediate Past President, President, President-elect and Secretary shall serve a one-year term and shall not be eligible for reelection to the same office for at least one year after completing a one-year term. A lifetime maximum of two terms may be served.

5.3.2 The Treasurer shall serve a one-year term and shall be eligible for reelection to not more than two additional terms. The Treasurer shall not be eligible for reelection to the same office for at least two years after completing three consecutive one-year terms.

5.3.3 Directors and Nominating Committee members shall serve a three-year term.

5.3.4 Officers, Directors, and Nominating Committee members shall be limited to a lifetime maximum of six years in the same office, subject to 5.3.5.

5.3.5 Officers, Directors and Nominating Committee members filling a vacated position shall be eligible to run for election to that position in the next election cycle.

**5.4** *Vacancies* A vacancy in the offices of Secretary, Treasurer, Director, or Nominating Committee shall be filled as follows.

5.4.1 The President shall appoint a successor to complete the unexpired portion of the term, subject to approval by a two-thirds vote of the Board.

5.4.2 If the appointee is already holding elective or appointive office, the appointee shall serve in both offices simultaneously.

5.4.3 The President may replace such appointees, subject to approval by a two-thirds vote of the Board.

**5.5** *Vacancies - President and President-elect* A vacancy in the office of President or President-elect shall be filled as follows.

5.5.1 Upon the inability of the President to perform his/her duties, or upon the suspension or removal of the President, the President-elect shall assume the duties of the President. The President-elect shall serve as Acting President until the expiration of the term, and at that time shall become President. The office of President-elect shall remain vacant until a new President-elect is elected during a scheduled election cycle pursuant to these Bylaws.

5.5.2 Upon a simultaneous vacancy in the offices of President and President-elect, the Board shall, by a majority vote, appoint either the Treasurer or Secretary to serve as Acting President until such time as an election by the voting members can be held pursuant to 5.5.3. The vacated Treasurer or Secretary office shall be filled pursuant to 5.4. In the event that the Board cannot agree on the appointment, the issue shall be decided by a coin toss.

5.5.3 The election for a President and a President-elect held pursuant to 5.5.2 shall be conducted pursuant to 5.7 and 5.8. The President and President-elect elected pursuant to this section shall serve the remaining terms of their respective vacated offices and shall serve a full one-year term thereafter.

**5.6** *Suspension or Removal* An Officer, Director, or Nominating Committee member may be suspended, reinstated after a suspension, or may be removed from office. Suspension and removal from office shall require reasonable cause and due process.

5.6.1 Suspension and reinstatement shall require a two-thirds vote of the Board.

5.6.2 Removal from office shall require a two-thirds vote of the Board, or a majority vote of the voting members.

5.6.3 The subject Officer, Director or Nominating Committee member shall have no vote and not be counted in any way.

**5.7** *Election* The President-elect, Secretary, Treasurer, Directors, Certification Committee members and Nominating Committee members shall be elected by the voting members. The President-elect shall become President when the newly elected Officers, Directors, Certification Committee members and Nominating Committee members are installed.

5.7.1 The schedule for nominations and balloting shall be determined by the Board and shall be announced to the voting members.

5.7.2 Election shall be by mail or, by Board approved electronic ballot, of the voting members of the Society in good standing. A plurality of votes cast shall constitute an election.

5.7.3 Ballots shall be secret.

5.7.4 The Nominating Committee's slate shall be identified on the voter's ballot.

5.7.5 No write in candidates are permitted.

**5.8 Nominating Committee** The Nominating Committee shall be organized, and shall function, as follows.

5.8.1 The committee shall consist of six members, plus the Immediate Past President, who shall serve as the committee chair. All members, including the chair, shall be entitled to vote.

5.8.2 If the Immediate Past President is unwilling or unable to serve, the President shall fill the position pursuant to these Bylaws.

5.8.3 The committee shall create an identified slate of at least one candidate for President-elect, Treasurer, and Secretary, and one candidate for each available position of Director, Nominating Committee member, and Certification Committee member. The committee shall include all qualified candidates on the ballot.

5.8.3.1 Nominating Committee members may submit a matrix for elected office, and upon doing so shall resign from the Nominating Committee.

5.8.4 The Board shall establish a policy for the submission of nominations and candidate eligibility for the Nominating Committee's consideration.

## **Article 6 - Board of Directors**

**6.1 Purpose** There shall be a Board, which shall be the governing body of the Society.

**6.2 Duties** The Board shall:

6.2.1 Have authority for and be responsible for the supervision, control and direction of the Society;

6.2.2 Establish administrative and fiscal policies governing the Society, including discharge of fiscal obligations and the designation of independent certified public accountants to audit all books of accounts for the current fiscal year;

6.2.3 Establish the requirements, rights and privileges, and restrictions applicable to each class of membership, including use of the American Society of Home Inspectors name, acronym and logo, except as established by these Bylaws;

6.2.4 With regard to chapters and meeting groups, assume the responsibilities specified in Article 4 of these Bylaws;

6.2.5 Schedule the Annual Meeting

6.2.6 Act on the President-elect's appointments to committee chairs;

6.2.7 Plan for and devise measures for the Society's development;

6.2.8 Perform such other duties as are specified in these Bylaws.

**6.3 Composition of the Board** The Board shall consist of fourteen voting members: nine directors and five officers.

**6.4 Meetings** The Board shall meet at whatever times and places, and by whatever means, as may be specified by the President, but at least four times annually. Such regular meetings shall be called by the President with notice.

6.4.1 Special Board meetings in addition may, with reasonable notice, be called by the President or pursuant to and within seven days of the President's receiving such written request from not less than twenty-five percent of the Board.



6.4.2 The Board may meet via telephone conference call or electronic means.

6.4.3 Provided a quorum of the members is present or participating, a majority of the Board is necessary to decide matters, except where some other number is required by law or by these Bylaws.

6.4.4 The Board may take other actions without a meeting provided there is unanimous written approval of such action by all members of the Board.

6.4.5 Proxy voting is not permitted at Board meetings.

**6.5 Quorum** A majority of members of the Board, including the presence of the President or President-Elect shall constitute a quorum.

## **Article 7 - Officers**

**7.1 Officers** The officers of the Society are a President, President-elect, Secretary, Treasurer, and the Immediate Past President.

**7.2 Duties** The Officers perform those duties usual to their positions, including those specified herein and as assigned to them by the Board.

7.2.1 The President shall be Chairperson of the Board and an ex-officio member of all committees except the Nominating Committee and the Complaints Committee. The President shall vote only on the Board.

7.2.2 The 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 Society. The Secretary shall have custody of the corporate seal and oversee all balloting by the Board and by the voting members.

## **Article 8 - Committees**

**8.1 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.

**8.2 Standing Committees** The Board may create and dissolve standing committees and may determine their specific charges, except those standing committees identified in these Bylaws. The Board may assign additional duties to any standing committee. All standing committees shall have a minimum of three members, including a chairperson who is appointed by the President-elect and approved by the Board, unless otherwise noted herein. The President may terminate membership on any standing committee with two thirds approval of the Board except the Nominating Committee and the Complaints Committee. Each standing committee shall perform the duties described by these Bylaws and such other duties as may be directed by the Board. Members of standing committees 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.

8.2.1 The Nominating Committee shall be populated and operate in accordance with Articles 5.7 and 5.8 of these Bylaws.

8.2.2 The Member Relations Committee have a minimum of six members, including a chairperson who is appointed by the President-elect and approved by the Board, unless otherwise noted herein.

8.2.2a Board Relations. The Chairperson of the Member Relations Committee may be an invited guest of the Board of Directors at all regular meetings. The Chairperson may present motions to the Board through any director. Attendance at the Executive session shall be at the discretion of the Board. The Complaints Committee shall review any complaints received against members regarding alleged violations of the Code of Ethics, these Bylaws, policies, the Standards of Practice, and other rules and conduct, as applicable.

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

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

8.2.5 The Standards Committee shall develop and maintain recommended inspection standards in accordance with procedures adopted by the Board. The *Standards of Practice* may be amended in accordance with Article 11.

8.2.6 The Certification Committee shall independently govern the ASHI Certification Program, and shall have authority over all essential program decisions related to the development, administration, scoring and ongoing maintenance of the certification program.

a. The Committee shall solely establish, approve and adopt program operating policy and procedure and provide reporting to the Board of Directors.

b. The Committee's budget shall be a part of ASHI's overall operating budget.

c. The Committee shall consist of eight (8) voting members. All positions will have a term limit of 2 terms. No member of the Board of Directors or members of the Education Committee may serve on the Committee.

1. Each year, two ASHI Certified members shall have their qualifications verified by the Nominating Committee and be elected by secret ballot of the membership in the manner stated in 5.7 to a three-year term.

2. Each year, one ASHI Certified member will be appointed by the President- elect and approved by the Board.

3. One public member shall be appointed for a two-year term by the seven ASHI Certification Committee members.

4. Vacancies In the case of a vacancy in an elected member's seat, the Certification Committee shall nominate candidate(s) and elect an individual to complete the unexpired portion of the term. This person shall remain eligible for nomination for the succeeding term. If the vacancy is the appointed members position, that member shall be replaced by a choice of the President to complete the unexpired portion of the term. If the Public Member position is vacant, it shall be replaced by vote of the Committee Members to complete the unexpired portion of the term. This person shall remain eligible for the succeeding term.

**8.4 Special Committees** The Board may establish 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.

- 8.5** *Quorum* A majority of the members of any committee shall constitute a quorum.

## **Article 9 - Meetings and Voting of the Society**

- 9.1** *Annual Meetings* The Society shall hold an Annual Meeting. The place, date, hour, and means of holding the Annual Meeting shall be designated by the Board.

- 9.2** *Special Meetings* Special Meetings of the Society 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 approval by the Board.

- 9.3** *Notice* Adequate notice of each meeting shall be provided to voting members prior to the meeting. The notice must include a description of the business to be discussed.

- 9.4** *Quorum* At least ten percent of the voting members in good standing present in person shall constitute a quorum for the conduct of business at annual and special meetings of the Society, provided that the President or President-elect, and two other members of the Board are present.

- 9.5** *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 by electronic means to the voting members in good standing for vote.

9.5.1 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 or by law. In questions with more than two options, the matter shall be decided by the plurality vote.

9.5.2 Any matter submitted by mail or electronic ballot shall, unless otherwise mandated by the Bylaws, be decided, in questions with two options, by the majority of the votes that are received within a period of time, determined by the Board, after submission to such voting members, provided that in each case votes of fifteen percent of such voting members shall be received. In questions with more than two options, the matter shall be decided by the plurality vote.

## **Article 10 - General**

- 10.1** *Fiscal Year* The fiscal year of the Society shall be as specified by the Board.

- 10.2** *Indemnification* The Society shall indemnify any person who was, or is, a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceedings (including actions by the Society to procure a judgment in its favor) by reasons of the fact that the person did, or does, represent the Society. 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 Society 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.

- 10.3 *Publication for Public Notices*** The Board of Directors shall approve a means of publication and distribution of all official notices of the Society, election results, referendum results and other information of interest to all members of the Society.
- 10.3.1 The membership shall be notified of the official method of distribution. Each member, in writing, shall provide consent to receive notifications in the approved manner and their official address for such delivery.
- 10.3.2 Any member may request, in writing, that delivery be by United States First Class mail to the official postal address provided by the member.
- 10.4 *Executive Director*** The Board may, on behalf of the Society, retain an Executive Director. 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 and be an invited guest of the Board.
- 10.5 *Parliamentary Authority*** The rules contained in *Robert's Rules of Order* (most recent edition) shall, for meetings, govern this Society 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 Society may adopt.
- 10.6 *Seal*** The Board may adopt a seal for the Society, to be in such form and to be used in such manner as the Board shall direct.
- 10.7 *Dissolution*** In the event that the American Society of Home Inspectors 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 Society 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.
- 10.8 *Electronic Voting*** Whenever the Bylaws authorize mail voting by the voting members, electronic means may be used. Voting members shall have the option to vote electronically or by United States First Class mail whenever electronic means are used.

## **Article 11 - Amendments**

- 11.1 *Amendments*** These Bylaws, all Standards of Practice and Code of Ethics may be adopted or amended by majority approval of the responding eligible members, voting by mail or electronic ballot. For the vote to be valid, ballots must be received from fifteen percent of those members eligible to vote on the day the ballot is distributed. The ballot return deadline shall be no less than forty-five days following the mailing of the ballot to the voting members.
- 11.2 *Amendment Proposals*** An amendment to the Bylaws may be proposed by any one of the following means:
- 11.2.1 A petition signed by ten percent of the voting members,
- 11.2.2 Bylaws Committee recommendation,
- 11.2.3 A two-thirds vote of the Board of Directors.

In each case, the petition or proposal for amendment must be submitted to the Bylaws Committee for their review.

- 11.3 *Errata Changes to Bylaws*** The Board or the Bylaw Committee, independently or at the request of the Board, may correct errors and make non-substantive changes in the

existing Bylaws without fulfilling these amendment requirements and without a vote by the membership provided such error corrections do not alter substantive meaning as verified by ASHI counsel and as approved by a two-thirds vote of the ASHI Board of Directors.