



# BYLAWS

Texas Professional Real Estate Inspectors Association, Inc.

*Adopted May 15<sup>th</sup>, 2008*

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*Amended January 1<sup>st</sup>, 2011*

## **Our Mission Statement...**

To advance the Texas Real Estate Inspection industry; to recognize and promote Real Estate Inspection as a distinct profession; to provide leadership through education and to maintain ethical and technical standards; to enhance consumer protection and promote public awareness of the Industry and the Association.

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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 located 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.

2.1.2 To avoid the possibility or appearance of a conflict of interest, a Master TPREIA Inspector, a Certified TPREIA Inspector, an Inspector Member, an Apprentice Member or a Professional Engineer as defined in Sections 2.2 and 2.3 shall not,

a. repair, replace, or upgrade, for compensation, systems or components covered by Texas Real Estate Commissions Standards of Practice for one year after the inspection.

2.2 **Voting Memberships.** The Association has five voting classes of membership.

2.2.1 **Master TPREIA Inspector.** Master TPREIA Inspectors are those individuals who holds valid TREC Professional Inspectors license, holds valid International Residential Code Combination Certifications, has met the requirements of the CTI designation, subscribes to the TPREIA Code of Ethics, completed a TPREIA new membership class, maintains a minimum of 32-hours continued education hours annually and have completed 1500 fee paid inspections and/or 5-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.

2.2.1 **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, completed a TPREIA new membership class maintains a minimum of 32-hours continued education hours annually and have completed a minimum 1000 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.

2.2.2 **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, completed a TPREIA new membership class maintains a minimum of 24-hours continued education hours annually and have completed a minimum 750 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.

**2.2.3 Inspector Members.** TPREIA Inspector Members are those individuals who hold valid TREC Professional or Real Estate Inspectors license, completed a minimum of 50 fee paid inspections, subscribes to the TPREIA Code of Ethics, completed a TPREIA new membership class, 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.

**2.2.4 Apprentice Members.** TPREIA Apprentice Members are those individual who are engaged in the business or process of becoming 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, subscribes to the TPREIA Code of Ethics and has completed a TPREIA new membership class. Members conforming to the above are Apprentice Members in good standing and shall be entitled to all rights and privileges of Membership in the Association.

**2.2.5 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, completed a TPREIA new membership class, 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.

**2.2.6 Affiliate Members.** A person or company/corporation engaged in a business related to the real estate inspection profession, or a person or company/corporation who supplies products and/or business services to the real estate inspection profession. Affiliates have no voting, logo use privileges but do receive membership discounts for advertising, mailing labels and exhibition space at TPREIA® conferences.

**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.

**2.4 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.

**2.5 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.

- 2.6 **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.
- 2.7 **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. Approved applications are subject to confirmation by the Board. One negative vote by a Board Member constitutes non acceptance of the applicant's membership into the Association.
- 2.8 **Resignation.** Any individual holding membership in the Association may resign by filing a written resignation with the Board.
- 2.9 **Discipline.** Any individual holding membership in the Association may be censured, suspended or expelled for reasons as set forth in these Bylaws.
- 2.9.1 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.
- 2.9.2 Any TPREIA Member proposed for discipline, except for Section 2.6.1 above, 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 a tribunal, final written notice of the tribunal's decision, and the right of appeal to the Board.
- 2.9.3 Reasons for discipline include violations of TPREIA's bylaws, code of ethics, the TREC Standards of Practice, rules, policies or any act which tends to interfere with the objectives of TPREIA. TPREIA shall maintain disciplinary procedures.
- 2.10 **Readmission.** Any Voting Member or Non-Voting Member who has resigned, retired or 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 more than sixty days 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 for CoR representative selections and are not allowed to vote at chapters, other than their designated home chapter, for CoR Representation.
- 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 - Council of Representatives

- 5.1 **Purpose.** The Association shall have a Council of Representatives (the *Council*) to provide members with a representative vehicle to participate in the governance of the Association and to communicate with its leadership.
- 5.2 **Duties.**
- 5.2.1 The Council shall elect the non-officer members of the Board.
- 5.2.2 The Council may make presentations or proposals to the Board to convey its particular concerns or to request certain action.
- 5.2.3 The Council shall perform other duties specified in these Bylaws.
- 5.3 **Composition.** The Council shall be composed of members designated for minimum

terms of two years by recognized chapters eligible for representation and approved non-affiliated groups.

5.3.1 Recognized chapters are those approved by the Board as provided in Article 4 of these Bylaws.

5.3.2 Council representation may be established by groups of voting members of the Association who are not affiliated with a chapter eligible for representation. A minimum of ten such voting members in good standing shall sign and submit to TPREIA an approved petition form by a date specified by the Board for consideration and action by the Board.

5.3.3 The number of Council representatives shall be determined according to the number of voting members of the chapter or non-affiliated group, as follows: 10-35 voting members, one representative; 36-70 voting members, two representatives; for each additional 35 voting members beyond 71, one representative, with a cap of five representatives.

5.3.4 The chapter and groups shall notify TPREIA of the names of representatives and optional alternates for each representative in a manner and at a time designated by the Board.

5.4 **Organization.** The Council shall organize itself to carry out its duties and to exercise its designated powers. Representatives shall elect by plurality vote from among themselves a Speaker and an Alternate Speaker. The Speaker shall preside over all Council meetings; in the Speaker's absence, the Alternate Speaker shall preside.

5.5 **Election of Directors to the Board.** The Council shall elect three members from among themselves to the Board. Three directors will be elected annually by plurality vote for one-year terms; one alternate will also be elected annually for a one year term. Terms of office shall coincide with those of the officer-members of the Board.

5.5.1 Nominees shall be voting members in good standing who have served a minimum of one year on the Council.

5.5.2 Council members so elected shall not continue to serve on the Council during their term as director. The affected Chapters and non-affiliated groups may fill the vacancies this creates.

5.5.3 When an alternate serves on the Board for a period of less than two years, he shall remain eligible for nomination to the Board for the succeeding term.

5.5.4 The current alternate shall remain eligible for nomination to the Board while serving as the alternate director.

5.6 **Meetings.** The Council shall meet at the place and time of the Association's Annual Meeting to

discuss Association matters and to recognize its newly elected Board.

5.6.1 Special meetings may be called by the Council as necessary.

5.6.2 Proxy voting and absentee ballots are not permitted at Council meetings.

5.6.3 The Council may conduct business by mail, electronic mail or facsimile.

5.7 **Quorum.** A majority of the representatives shall constitute a quorum.

5.8 **Advising the Board.** A majority of the representatives may petition the President to call a special Board meeting to consider an issue, provided that a regular Board meeting has not been scheduled within sixty days of receipt of the petition.

5.9 **Financial Considerations.** Policies regarding payment, including reimbursement, of travel costs and expenses of attending Council meetings will be determined by the Board.

## Article 6 -Board of Directors

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

6.2 **Duties.** The Board shall:

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

6.2.2 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;

6.2.3 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;

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

- 6.2.5 Schedule the Annual Meeting;
- 6.2.6 Act on the President's appointments to committee chairs;
- 6.2.7 Respond to recommendations of the Council;
- 6.2.8 Plan for and devise measures for the Association's development;
- 6.2.9 Perform such other duties as are specified in these Bylaws.

6.3 ***Executive Director.*** The Board may, on behalf of the Association, retain an Executive Director, who shall be an ex-officio member of the Board and Council with no vote.

6.3.1 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.

6.3.2 The Executive Director shall not be liable to provide any appropriate bond.

6.4 ***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.

6.4.1 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 lifetime ex-officio members of the Board and shall be entitled to voting privileges.

6.4.2 Past presidents shall not be ex-officio members of the Board while serving as a Council Representative, Officer or Director.

6.5 ***Vacancies.*** If a vacancy other than that of an officer shall occur, the position shall be filled by the Council for the unexpired portion of the term. Vacancies occurring among the officers shall be filled as provided for in Article 7.

6.6 ***Meetings.*** The Board shall meet together 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.

6.6.1 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.

6.6.2 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.

6.6.3 The Board may, in addition, meet via telephone conference call or electronic means.

6.6.4 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.

6.6.5 Absentee voting and result determination shall be conducted in accordance with the laws of the state in which the Association is incorporated.

6.6.6 Proxy voting is not permitted at Board meetings.

6.7 **Quorum.** A majority of members of the Board, including the presence of the President, President-Elect and three Vice Presidents, shall constitute a quorum.

6.8 **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 filled by the Council alternate who shall serve the remaining term of the removed director.

## Article 7 -Officers

7.1 **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 and the Immediate Past President. All officers shall be full time Inspectors and their main source of revenue shall be derived from the inspection business.

7.1.1 The Founding President is a lifetime permanent Board Member with all rights, voting privileges and benefits.

7.2 **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.

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

7.2.2 Election shall be by mail or electronic ballot of the voting members of the Association in good standing. A majority vote shall constitute an election.

7.2.3 Ballots shall be secret, and shall allow for write-in candidates for each office.

7.2.4 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, provided that:

a. petitions are submitted to TPREIA Headquarters on the Association's official Petition Form, and

b. the petition 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.

7.3 **Terms of Office.** The President-Elect and all Vice Presidents shall be elected annually to serve for a non-consecutive term of one year. 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. The Founding President is a lifetime term and a permanent Board Member. The Vice President -Treasurer shall be elected annually to serve for one year, and shall be eligible for re-election for a maximum of two additional consecutive such terms. The President and Immediate Past President shall serve for a term of one year. Each one-year term shall extend from Annual Meeting to Annual Meeting.

7.3.1 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.

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

7.4.1 The President shall be Chairperson of the Board and an ex-officio, member of all committees except the Nominating Committee and the Complaints Committee. He shall vote only on the Board, and only to break a tie.

7.4.2 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.

7.4.3 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.

7.4.4 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.

7.4.5 The Vice President -Treasurer shall have general supervision over the fiscal affairs of the Association and shall be responsible for safeguarding all assets.

7.4.6 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.

## 7.5 *Suspension or Removal.*

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

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

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

## 7.6 *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.

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

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

## 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.** 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 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. The 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 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 eight additional members selected by the Council from among themselves. The chair shall vote only to break a tie.

b. An alternate member of the Nominating Committee shall be appointed by the Speaker of the Council and shall serve in the event of unavailability of any member.

8.2.2 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.

8.2.3 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.

8.2.4 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.

8.2.5 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.

- 8.3 **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.
- 8.4 **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.
- 8.5 **Quorum.** A majority of the members of any Committee shall constitute a quorum.

## **Article 9 -Meetings and Voting**

- 9.1 **Annual Meetings.** The Association shall hold an Annual Meeting. The place, date and hour of the Annual Meeting shall be designated by the Board.
- 9.2 **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.
- 9.3 **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.
- 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 Association, provided that the President, President-Elect and at least one Vice President 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 or by mail 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. In questions with more than two options, the matter shall be decided

by the majority vote.

9.5.2 Any matter submitted by mail 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 thirty percent of such voting members shall be received. In questions with more than two options, the matter shall be decided by the majority vote.

## **Article 10 -General**

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

- 10.3 **Publication for Official Notices.** *The TPREIA Reporter*, 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.
- 10.4 **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.
- 10.5 **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.
- 10.6 **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.
- 10.7 **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 11 -Amendments

- 11.1 These Bylaws and Code of Ethics may be amended by two-thirds of all voting members in good standing voting by mail ballot in conformance with Section 9.5. 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 may be proposed by a petition signed by ten percent of

the voting members or such lesser number as may be established by the Board, by a two-thirds vote of the Council of Representatives 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.

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## TPREIA CODE OF ETHICS

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***All Inspector Members of TPREIA have agreed to abide by this Code of Ethics.***

1. Inspectors shall avoid conflicts of interest or activities that compromise, or appear to compromise, professional or objectivity.
2. Inspectors shall avoid inspecting properties for compensation in which they have, or expect to have, a financial interest.
3. Inspectors shall not inspect properties under contingent arrangements whereby any compensation or future referrals are dependent on reported findings or on the sale of a property.
4. Inspectors shall not pay compensation to real estate agent agents, or any other party having a financial interest in the closing or settlement of real estate transactions, for the referral of inspections or for inclusion on a list of recommended inspectors, preferred providers, or similar arrangements.
5. Inspectors shall not receive compensation from anyone other than the client unless agreed upon prior to the inspection.
6. Inspectors shall not accept compensation, directly or indirectly, for recommending contractors, services, or products to inspection clients or other parties having an interest in inspected properties.
7. Inspectors shall not ever repair, replace, or upgrade, for compensation, systems or components covered by Standards of Practice.
8. The Inspector shall inspect in good faith and fairness to all interested parties involved in the real estate transaction.
9. Inspectors shall be discreet and not discuss inspection results or client information without client approval. Inspectors, at their discretion, may discuss or warn owners about immediate safety hazards to occupants exposed to such hazards, when feasible.
10. Inspectors shall limit their practice to their area of expertise and shall inform their client at the earliest possible time of that the inspector discovers areas he feels he is not fully capable of inspecting a particular system.
11. The inspector shall conduct his business as not to bring discredit on the inspection industry; He shall conduct his business manner that reflects professionalism, independence and fairness to himself and the inspection industry.

