

Bylaws

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BYLAWS

Table of Contents

ARTICLE I: Name..... 5

ARTICLE II: Purposes and Limitations 6
Part A: Purposes 6
Part B: Powers 6
Part C: Limitations Upon Powers and Activities..... 6

ARTICLE III: Offices 8

ARTICLE IV: Membership Meetings 9

ARTICLE V: Members, Candidates, Practicing Affiliates and Affiliates 10
Part A: Members 10
Part B: Designated Membership Statuses 11
Part C: Candidates..... 12
Part D: Practicing Affiliates..... 13
Part E: Affiliates..... 13

ARTICLE VI: Rights and Obligations of Members, Candidates, Practicing Affiliates and Affiliates 15
Part A: Obligations 15
Part B: Voting Rights 16
Part C: Office Holding and Service 17
Part D: Other Rights, Privileges and Obligations 17
Part E: Resignation 18

ARTICLE VII: Disciplinary Actions 19

ARTICLE VIII: Dues, Fees and Assessments 20
Part A: Membership Dues 20
Part B: Administrative Fees for Temporarily Non-Practicing Designated Members, Non-Practicing Life Designated Members and Non-Practicing Retired Designated Members 20
Part C: Program Fees for Candidates..... 21
Part D: Affiliation Fees for Practicing Affiliates and Affiliates..... 22
Part E: Special Assessments 22
Part F: Waiver 23

ARTICLE IX: National Governance: Board of Directors	24
Part A: Powers	24
Part B: Composition	24
Part C: Terms.....	24
Part D: Qualifications to Serve	25
Part E: Resignation	25
Part F: Removal	25
Part G: Vacancies	26
Part H: Voting.....	27
Part I: Meetings and Quorum.....	27
Part J: Waiver of Notice	28
Part K: Action Without a Meeting	28
Part L: Past Officers.....	28
ARTICLE X: National Governance: Officers	29
Part A: Elected Officers.....	29
Part B: Powers and Duties.....	29
Part C: Election, Term and Succession	29
Part D: Qualifications to Serve	30
Part E: Removal	31
Part F: Vacancies.....	31
Part G: Chief Executive Officer	31
ARTICLE XI: National Governance: Committees	33
Part A: General	33
Part B: Committees of the Board	35
Part C: Panels and Project Teams.....	38
Part D: Other Entities	38
ARTICLE XII: Regional Governance	39
Part A: General	39
Part B: Purpose.....	39
Part C: Structure	39
Part D: Miscellaneous	39
ARTICLE XIII: Chapter Governance	40
Part A: General	40
Part B: Territory.....	40
Part C: Requirements.....	40
Part D: Miscellaneous	40

Part E: International Chapters..... 40

ARTICLE XIV: Indemnification and Insurance 41
Part A: Indemnification 41
Part B: Insurance 41

ARTICLE XV: Conduct of Meetings..... 42

ARTICLE XVI: Regulations 43

ARTICLE XVII: Amendments..... 44

ARTICLE XVIII: Delivery of Notices and Other Documentation..... 45

ARTICLE XIX: Fiscal Year..... 46

ARTICLE XX: Dissolution 47

1 **ARTICLE I**

2

3 **Name**

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5 The name of this organization is the Appraisal Institute.

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10 Purposes and Limitations

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13 Part A: Purposes

14 The Appraisal Institute is an Illinois not for profit corporation organized under the Illinois General Not For
15 Profit Corporation Act of 1986, as amended, (the "Act") for general education, research and professional
16 association purposes relating to appraisal services. The objectives of the Appraisal Institute are to serve
17 the general public; to establish, maintain and publicize minimum requirements for designated
18 membership and confer appropriate membership designations to properly qualified appraisers; to
19 formulate and maintain a Code of Professional Ethics and Standards of Professional Practice for the real
20 estate appraisal profession and enforce that Code and Standards on and for Members, Candidates,
21 Practicing Affiliates and Affiliates of the Appraisal Institute; to identify the body of knowledge in which the
22 appraisal profession operates; to establish, maintain and publicize educational standards and the means
23 for education for its Members, Candidates, Practicing Affiliates, Affiliates and others interested in the
24 appraisal and real estate professions; to promote research and publication of materials that further the
25 education and professional needs of the appraisal and real estate professions; to establish and maintain
26 effective liaison with governmental agencies concerned with appraising and represent itself in legislative
27 and regulatory matters concerning the appraisal and real estate professions; to provide and maintain an
28 effective and responsive organization and staff that serves the needs of Members, Candidates, Practicing
29 Affiliates and Affiliates; to conduct meetings, conferences, seminars, educational courses and other
30 activities that further the objectives of the Appraisal Institute; and to cooperate with other organizations on
31 issues of mutual concern such as legislative and regulatory matters, education and research activities.

32

33

34 Part B: Powers

35 Consistent with the purposes set forth in Part A above, the Appraisal Institute may exercise all powers
36 available to corporations organized under the Act.

37

38

39 Part C: Limitations Upon Powers and Activities

40 Notwithstanding any other provisions of these Bylaws to the contrary, the Appraisal Institute shall not,
41 except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not
42 in furtherance of the purposes of the Appraisal Institute. Further, the Appraisal Institute shall not carry on
43 any activities not permitted to be carried on:

44

- 45 1) by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue
46 Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or
- 47
- 48 2) pursuant to the Act.

49

50 The property, assets, profits and net income of the Appraisal Institute are dedicated irrevocably to the
51 purposes set forth in Part A above. No part of the net earnings of the Appraisal Institute shall inure to the
52 benefit of or be distributable to its Members, Candidates, Practicing Affiliates, Affiliates, Directors, Officers
53 or other private persons, except the Appraisal Institute shall be authorized and empowered to pay
54 reasonable compensation for services rendered and to make payments and distributions in furtherance of
55 the purposes set forth in Part A above.
56

58

59 **Offices**

60

61 The Appraisal Institute shall have and continuously maintain in Illinois a principal office and may have
62 other subordinate offices at any place or places within or without the state as the Board of Directors may
63 from time to time establish.

64

65

67

68 **Membership Meetings**

69

70 There shall be an annual meeting of the membership of the Appraisal Institute on or before June 30 of
71 each year.

72

73 Special meetings of the membership of the Appraisal Institute shall be held if authorized by: (1) the
74 President; or (2) a written petition signed by at least one-third (1/3) of the members of the Board of
75 Directors. Such petition may be in electronic form.

76

77 Notice of any meeting of the membership shall be delivered in writing to Designated Members at least
78 forty-five (45) days in advance of the meeting and shall specify the time, date, purpose and location of the
79 meeting.

80

81 Those Designated Members in good standing in attendance at any meeting of the membership shall
82 constitute a quorum for the transaction of business at such meeting. Except as provided otherwise by
83 these Bylaws or the Regulations of the Appraisal Institute, the vote of a majority of Designated Members
84 in good standing present and voting at a duly held quorum meeting shall be regarded as the act of the
85 membership.

86

88

89 **Members, Candidates, Practicing Affiliates and**
90 **Affiliates**

91

92 **Part A: Members**

93 The Appraisal Institute shall have two (2) categories of Members: Designated Members and Honorary
94 Members.

95

96 **Section 1. Designated Members**

97 A Designated Member is an individual who holds an Appraisal Institute designation.

98

99 An International Designated Member is a Designated Member whose principal place of business and
100 residence falls outside the United States, United States Territories and Canada.

101

102 A Designated Member in good standing is an individual who:

103

104 a) holds an Appraisal Institute designation; and

105

106 b) is not suspended from membership.

107

108 The Board of Directors shall adopt and maintain Regulations establishing the requirements for:

109

110 a) conferring membership designations;

111

112 b) retention of the membership designations;

113

114 c) admitting and readmitting individuals to designated membership; and

115

116 d) continuing education for Designated Members.

117

118 **Section 2. Honorary Members**

119 An Honorary Member is an individual who, in the opinion of the Board of Directors, has made a significant
120 contribution to the appraisal profession, but does not provide appraisal or review services.

121

122 **Part B: Designated Membership Statuses**

123 Designated Members shall hold the status of Practicing Designated Member or Non-Practicing
124 Designated Member.

125
126
127 **Section 1. Practicing Designated Members**

128 A Practicing Designated Member is a Designated Member in good standing who provides Service(s) as
129 defined by the Code of Professional Ethics. Some Practicing Designated Members may also hold the
130 status of Past President Designated Member, Life Designated Member or Semi-Retired Designated
131 Member:

132
133 a) Practicing Past President Designated Members

134 A Practicing Past President Designated Member is a Designated Member in good standing who
135 served as President of the Society of Real Estate Appraisers prior to 1991 or as President of the
136 American Institute of Real Estate Appraisers prior to 1991 or as President of the Appraisal Institute
137 since 1991.

138
139 b) Practicing Life Designated Members

140 A Practicing Life Designated Member is a Designated Member in good standing who has held
141 membership in the Appraisal Institute or its predecessor organizations continuously for at least forty
142 (40) years and is current in the payment of full membership dues.

143
144 c) Practicing Semi-Retired Designated Members

145 A Practicing Semi-Retired Designated Member is a Designated Member in good standing who is at
146 least sixty (60) years of age and earns no more than a certain dollar amount in each calendar year
147 from Service(s) as defined by the Code of Professional Ethics. The Board of Directors shall establish
148 such dollar amount from time to time.

149
150 **Section 2. Non-Practicing Designated Members**

151 A Non-Practicing Designated Member is a Designated Member in good standing who does not provide
152 any Service as defined by the Code of Professional Ethics. Some Non-Practicing Designated Members
153 may also hold the status of Temporarily Non-Practicing Designated Member, Retired Designated
154 Member, Past President Designated Member or Life Designated Member:

155
156 a) Temporarily Non-Practicing Designated Members

157 A Temporarily Non-Practicing Designated Member is a Designated Member in good standing who is
158 temporarily unavailable to provide any Service as defined by the Code of Professional Ethics due to:

159
160 (i) poor health or physical disability;

161
162 (ii) family obligation or responsibility;

163
164 (iii) military service; or
165

166 (iv) other good cause shown.

167

168 b) Non-Practicing Retired Designated Members

169 A Non-Practicing Retired Designated Member is a Designated Member in good standing who is at
170 least sixty (60) years of age and who does not provide any Service as defined by the Code of
171 Professional Ethics.

172

173 c) Non-Practicing Past President Designated Members

174 A Non-Practicing Past President Designated Member is a Designated Member in good standing who
175 served as President of the Society of Real Estate Appraisers prior to 1991, as President of the
176 American Institute of Real Estate Appraisers prior to 1991, or as President of the Appraisal Institute
177 since 1991. Non-Practicing Past President Designated Members shall enjoy all the rights and
178 privileges of Practicing Members.

179

180 d) Non-Practicing Life Designated Members

181 A Non-Practicing Life Designated Member is a Designated Member in good standing who has held
182 membership in the Appraisal Institute or its predecessor organizations continuously for at least forty
183 (40) years and is current in the payment of full membership dues.

184

185

186 **Part C: Candidates**

187 **Section 1. Candidate Definitions**

188 A Candidate is an individual who:

189

190 a) is a Candidate for designation in the Appraisal Institute;

191

192 b) is state certified or has met other criteria equivalent to state certification as determined by the
193 Admissions and Designation Qualifications Committee (ADQC); and

194

195 c) has committed to attain an Appraisal Institute designation in accordance with the Appraisal Institute
196 Bylaws, Regulations and policies.

197

198 A Candidate in good standing is an individual who meets the criteria set forth above in this section and:

199

200 a) is not suspended from candidacy;

201

202 b) is not the subject of a disciplinary proceeding as defined in the Regulations of the Appraisal Institute;
203 and

204

205 c) is not the subject of a peer review proceeding in which the Candidate has been sent an offer of a
206 publishable disciplinary action as set forth in the Regulations of the Appraisal Institute.

207

208 An International Candidate is a Candidate whose principal place of business and residence falls outside
209 the United States, United States Territories and Canada.

210 **Section 2. Candidate Statuses**

211 Candidates shall hold the status of Practicing Candidate or Temporarily Non-Practicing Candidate. A
212 Practicing Candidate is a Candidate in good standing who provides Service(s) as defined by the Code of
213 Professional Ethics. A Temporarily Non-Practicing Candidate is a Candidate in good standing who
214 temporarily is unavailable to provide any Service(s) as defined by the Code of Professional Ethics due to:

215

216 a) poor health or physical disability;

217

218 b) family obligation or responsibility;

219

220 c) military service; or

221

222 d) other good cause shown.

223

224

225 **Part D: Practicing Affiliates**

226 A Practicing Affiliate is an individual who:

227

228 a) is a Practicing Affiliate with the Appraisal Institute; and

229

230 b) provides Service(s) as defined by the Code of Professional Ethics.

231

232 A Practicing Affiliate in good standing meets the criteria set forth above in this Section and is not:

233

234 a) suspended;

235

236 b) the subject of a disciplinary proceeding as defined in the Regulations of the Appraisal Institute; or

237

238 c) the subject of a peer review proceeding in which the Practicing Affiliate has been sent an offer of a
239 publishable disciplinary action as set forth in the Regulations of the Appraisal Institute.

240

241 An International Practicing Affiliate is a Practicing Affiliate whose principal place of business and
242 residence falls outside the United States, United States Territories and Canada.

243

244

245 **Part E: Affiliates**

246 An Affiliate is an individual who:

247

248 a) is an Affiliate with the Appraisal Institute;

249

250 b) is interested in property economics; and

251

252 c) does not provide any Services as defined by the Code of Professional Ethics.

253

254 An Affiliate in good standing is an individual who:

255

256 a) meets the criteria as set forth above in this Part;

257

258 b) is not suspended from affiliation;

259

260 c) is not the subject of a disciplinary proceeding as defined in the Regulations of the Appraisal Institute;

261 and

262

263 d) is not the subject of a peer review proceeding in which the Affiliate has been sent an offer of a

264 publishable disciplinary action as set forth in the Regulations of the Appraisal Institute.

265

266 Affiliates may include individuals such as, by way of example only, university faculty, students, brokers,
267 developers, lawyers, accountants, financial planners, researchers and investors.

268

269 An International Affiliate is an Affiliate whose principal place of business and residence falls outside the

270 United States, United States Territories and Canada.

271

273
274 **Rights and Obligations of Members, Candidates,**
275 **Practicing Affiliates and Affiliates**

276
277 **Part A: Obligations**

278 Each Member, Candidate, Practicing Affiliate and Affiliate of the Appraisal Institute shall abide by, uphold
279 and conform his or her actions to the Bylaws, Regulations, Code of Professional Ethics and Standards of
280 Professional Practice of the Appraisal Institute as each may be amended from time to time. Each
281 Member, Candidate, Practicing Affiliate and Affiliate shall also abide by, uphold, and conform his or her
282 actions to such policies and procedures as the Board of Directors or duly authorized bodies or individuals
283 of the Appraisal Institute may promulgate from time to time.

284
285 Each Member, Candidate, Practicing Affiliate and Affiliate shall cooperate with the Appraisal Institute and
286 its duly authorized bodies and individuals including, but not limited to, Boards of Directors, officers and
287 committees in all matters relating to the official activities of the Appraisal Institute at all levels of the
288 organization.

289
290 Each Member, Candidate, Practicing Affiliate and Affiliate shall irrevocably waive any claims or rights of
291 action at law or equity that he or she may have at any time against the Appraisal Institute, its Board of
292 Directors or its duly authorized bodies and individuals, either as a group or as individuals, for any act in
293 connection with the business of the Appraisal Institute. The Board of Directors may require that each
294 Member, Candidate, Practicing Affiliate and Affiliate execute and deliver to the Appraisal Institute a
295 written waiver of claim in connection with any application or request made by such Member, Candidate,
296 Practicing Affiliate and Affiliate and directed to the Appraisal Institute or its duly authorized bodies or
297 individuals.

298
299 Any certificate, emblem or other indicia of membership, candidacy or affiliation in the Appraisal Institute
300 that may be issued to any individual and any designation that is conferred on any individual by the
301 Appraisal Institute, shall be used in accordance with the Bylaws and the Regulations of the Appraisal
302 Institute, shall at all times remain the property of the Appraisal Institute, held by the individual in trust,
303 and shall be returned to the Appraisal Institute upon written demand by the Chief Executive Officer or his
304 or her delegate if, for any reason an individual's membership, candidacy or affiliation in the Appraisal
305 Institute is suspended or terminated.

306
307 Suspension from membership, candidacy or affiliation is a temporary revocation of the rights and
308 privileges but not the obligations of Appraisal Institute membership, candidacy or affiliation.
309

310 No Member, Candidate, Practicing Affiliate or Affiliate shall be entitled to bring or otherwise pursue legal
311 action in the name or on behalf of the Appraisal Institute.

312
313 No Member shall be permitted to transfer or assign his or her membership in the Appraisal Institute or the
314 rights, privileges and obligations attendant thereto. No Candidate shall be permitted to transfer or assign
315 his or her candidacy in the Appraisal Institute or the rights, privileges and obligations attendant thereto.
316 No Practicing Affiliate or Affiliate shall be permitted to transfer or assign his or her affiliation in the
317 Appraisal Institute or the rights, privileges and obligations attendant thereto.

318
319 Each Designated Member, Candidate and Practicing Affiliate shall belong to a Chapter of the Appraisal
320 Institute, except where otherwise provided. Honorary Members and Affiliates may belong to a Chapter if
321 they so choose.

322
323 The Board of Directors shall adopt and maintain Regulations further establishing the rights and
324 obligations of Members, Candidates, Practicing Affiliates and Affiliates.

325
326

327 **Part B: Voting Rights**

328 **Section 1. Designated Members**

329 Designated Members in good standing, except Temporarily Non-Practicing Designated Members, shall
330 be entitled to vote on:

331

332 a) the disposition of all or substantially all of the assets of the Appraisal Institute;

333

334 b) any merger or consolidation and the substantial terms, and any substantial amendment of the terms,
335 of any such transaction;

336

337 c) any dissolution of the Appraisal Institute; and

338

339 d) any amendment, restatement or repeal of the Articles of Incorporation, with all such votes requiring a
340 sixty percent (60%) majority of those Designated Members in good standing present and voting for
341 approval.

342

343 Designated Members in good standing, except Temporarily Non-Practicing Designated Members, shall
344 have one (1) vote and shall be entitled to attend membership meetings and vote by proxy.

345

346 **Section 2. Honorary Members**

347 Honorary Members shall not have voting rights at any level of the organization.

348

349 **Section 3. Candidates**

350 Candidates in good standing:

351

352 a) shall be entitled to vote at the chapter level; and

353

354 b) may vote at the regional and national levels where specifically permitted by the Bylaws, Regulations
355 and policies of the Appraisal Institute.

356
357 Candidates may not vote on education issues where examination security is impacted or on admissions
358 issues.

359

360 **Section 4. Practicing Affiliates and Affiliates**

361 Practicing Affiliates and Affiliates in good standing may vote at the chapter level where specifically
362 permitted by the Bylaws, Regulations and policies of the Appraisal Institute. Practicing Affiliates and
363 Affiliates may not vote on education issues where examination security is impacted or on admissions
364 issues.

365

366

367 **Part C: Office Holding and Service**

368 **Section 1. Designated Members**

369 Subject to the requirements of the Bylaws, Regulations and policies of the Appraisal Institute, Designated
370 Members in good standing, except Temporarily Non-Practicing Designated Members, may hold any
371 offices and serve on any boards, committees, panels, project teams and other bodies at any level of the
372 organization.

373

374 **Section 2. Honorary Members**

375 Honorary Members are not eligible to hold any offices, or serve on any boards, committees, panels,
376 project teams or other bodies at any level of the organization.

377

378 **Section 3. Candidates**

379 Subject to the requirements of the Bylaws, Regulations and policies of the Appraisal Institute, Candidates
380 in good standing may serve on committees, subcommittees, panels, project teams and other bodies in
381 positions open to Candidates. Candidates also may serve on Chapter Boards of Directors and in Chapter
382 offices other than President. Candidates may not participate in education issues where examination
383 security is impacted or in confidential admissions issues.

384

385 **Section 4. Practicing Affiliates and Affiliates**

386 Subject to the requirements of the Bylaws, Regulations and policies of the Appraisal Institute, Practicing
387 Affiliates and Affiliates in good standing may serve on panels, project teams and other bodies in positions
388 open to Practicing Affiliates and Affiliates. Practicing Affiliates also may serve on chapter committees
389 open to Practicing Affiliates as set forth in the Bylaws, Regulations and policies of the Appraisal Institute.
390 Practicing Affiliates and Affiliates may not participate in education issues where examination security is
391 impacted or in confidential admissions issues.

392

393

394 **Part D: Other Rights, Privileges and Obligations**

395 **Section 1. Designated Members**

396 The Board of Directors shall adopt and maintain Regulations governing the use by Designated Members
397 of the:

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- a) Appraisal Institute logo; and
- b) the designations conferred upon Designated Members of the Appraisal Institute.

Designated Members shall have such other rights, privileges and obligations as set forth in the Bylaws, Regulations and policies of the Appraisal Institute.

Section 2. Honorary Members.

Honorary Members only may refer to their honorary membership and their relationship with the Appraisal Institute as provided in the Bylaws, Regulations and policies of the Appraisal Institute. Honorary Members shall have such other rights, privileges and obligations as set forth in the Bylaws, Regulations and policies of the Appraisal Institute.

Section 3. Candidates

Candidates only may refer to their candidacy and their relationship with the Appraisal Institute as provided in the Bylaws, Regulations and policies of the Appraisal Institute. Candidates shall have such other rights, privileges and obligations as set forth in the Bylaws, Regulations and policies of the Appraisal Institute.

Section 4. Practicing Affiliates and Affiliates

Practicing Affiliates and Affiliates only may refer to their affiliation with the Appraisal Institute as provided in the Bylaws, Regulations and policies of the Appraisal Institute. Practicing Affiliates and Affiliates shall have such other rights, privileges and obligations as set forth in the Bylaws, Regulations and policies of the Appraisal Institute.

Part E: Resignation

No Member, Candidate, Practicing Affiliate or Affiliate shall be permitted to voluntarily resign from the Appraisal Institute unless and until such Member, Candidate, Practicing Affiliate or Affiliate has given the Chief Executive Officer formal written notice of his or her desire to resign accompanied by any indicia of membership, candidacy or affiliation issued to such Member, Candidate, Practicing Affiliate or Affiliate and such resignation has been accepted by the Chief Executive Officer or his or her delegate. If the resigning individual is the subject of the disciplinary action of suspension, a pending disciplinary proceeding or a pending peer review proceeding in which the Member, Candidate, Practicing Affiliate or Affiliate has been sent an offer of disciplinary action, the Appraisal Institute shall publish such resignation in a manner it deems appropriate. A Member, Candidate, Practicing Affiliate or Affiliate who is the subject of any pending peer review proceeding and who resigns authorizes, but does not obligate, the Appraisal Institute to complete any such peer review proceedings.

437

438 **Disciplinary Actions**

439

440 The Board of Directors shall adopt a Code of Professional Ethics and Standards of Professional Practice,
441 which in addition to the Bylaws, Regulations and policies of the Appraisal Institute shall govern the
442 conduct of all Members, Candidates, Practicing Affiliates and Affiliates of the Appraisal Institute. The
443 Board of Directors shall adopt and maintain Regulations with respect to the enforcement of the Code of
444 Professional Ethics and the Standards of Professional Practice. Such Regulations shall establish the
445 causes, procedures and forms of remedial and disciplinary actions of the Appraisal Institute with regard to
446 the conduct of Members, Candidates, Practicing Affiliates and Affiliates. Such forms of remedial and
447 disciplinary actions may include suspension or expulsion from membership, candidacy or affiliation in or
448 with the Appraisal Institute.

449

450

452

453 **Dues, Fees and Assessments**

454

455 **Part A: Membership Dues**

456 The Board of Directors shall set from time to time annual national membership dues and late fees
457 payable by Designated Members of the Appraisal Institute, except for Practicing Past President
458 Designated Members, Non-Practicing Past President Designated Members, Non-Practicing Retired
459 Designated Members, Non-Practicing Life Designated Members, Temporarily Non-Practicing Designated
460 Members and Honorary Members.

461

462 Chapters may set from time to time annual Chapter dues and late fees for Designated Members as
463 permitted by the Bylaws, Regulations and policies of the Appraisal Institute. Regions may set from time
464 to time annual Region dues and late fees for Designated Members as permitted by the Bylaws,
465 Regulations and policies of the Appraisal Institute.

466

467 The Board of Directors shall adopt a policy that sets forth a date by which membership dues at all levels
468 of the organization shall be due and payable, a date by which late fees at all levels of the organization will
469 begin accruing and the amount of such late fees if dues have not been paid, a date when an individual
470 will be automatically suspended if the individual has not paid dues and late fees, and a date on which an
471 individual's membership will be automatically terminated if the individual has not paid dues and late fees.

472

473 If an individual's membership terminates pursuant to this Part, the Appraisal Institute shall publish notice
474 of such termination in a manner it deems appropriate if, at the date of termination, the individual is the
475 subject of the disciplinary action of suspension, a pending disciplinary proceeding or a pending peer
476 review proceeding in which the individual has been sent an offer of disciplinary action. An individual
477 whose membership is terminated for failure to pay all membership dues and late fees authorizes but does
478 not obligate the Appraisal Institute to complete any peer review proceedings.

479

480 The membership dues of a new Member shall be prorated monthly. The dues of Members joining after
481 November 1 shall be credited to the following fiscal year.

482

483 **Part B: Administrative Fees for Temporarily Non-Practicing Designated 484 Members, Non-Practicing Life Designated Members and Non-Practicing 485 Retired Designated Members**

486

487 Temporarily Non-Practicing Designated Members, Non-Practicing Life Designated Members and Non-
488 Practicing Retired Designated Members shall not be assessed membership dues at any level of the
489 organization; however:

- 490
- 491 1) The Board of Directors shall set from time to time annual national administrative fees and late fees
492 payable by such Designated Members;
- 493

494 2) Regions may set from time to time annual Region administrative fees and late fees payable by such
495 Designated Members within their Regions as permitted by the Bylaws, Regulations and policies of the
496 Appraisal Institute; and
497

498 3) Chapters may set from time to time annual Chapter administrative fees and late fees payable by such
499 Designated Members who are members of their Chapters as permitted by the Bylaws, Regulations
500 and policies of the Appraisal Institute.
501

502 Non-Practicing Life Designated Members and Non-Practicing Retired Designated Members who do not
503 timely pay administrative fees shall cease to receive any services provided to such members.
504

505 The Board of Directors shall adopt a policy that sets forth a date by which administrative fees at all levels
506 of the organization shall be payable, a date by which late fees at all levels of the organization will begin
507 accruing and the amount of such late fees if administrative fees have not been paid, a date when
508 Temporarily Non-Practicing Designated Members will be automatically suspended if such individuals have
509 not paid administrative fees and late fees, and a date on which Temporarily Non-Practicing Designated
510 Members' membership will be automatically terminated if such individuals have not paid administrative
511 fees and late fees.
512

513 If a Temporarily Non-Practicing Designated Member's membership terminates pursuant to this Part, the
514 Appraisal Institute shall publish notice of such termination in a manner it deems appropriate if, at the date
515 of termination, the individual is the subject of the disciplinary action of suspension, a pending disciplinary
516 proceeding or a pending peer review proceeding in which the individual has been sent an offer of
517 disciplinary action. A Temporarily Non-Practicing Designated Member whose membership is terminated
518 for failure to pay all administrative fees and late fees authorizes but does not obligate the Appraisal
519 Institute to complete any peer review proceedings.
520

521 The administrative fees for Temporarily Non-Practicing Designated Members shall be prorated as of the
522 first day of the month in which the application for such status is accepted.
523

524

525 **Part C: Program Fees for Candidates**

526 The Board of Directors shall set from time to time annual national program fees and late fees payable by
527 Candidates of the Appraisal Institute. Chapters may set from time to time annual chapter program fees
528 and late fees payable by Candidates of the Appraisal Institute as permitted by the Bylaws, Regulations
529 and policies of the Appraisal Institute.
530

531 The Board of Directors shall adopt a policy that sets forth a date by which program fees at all levels of the
532 organization shall be payable, a date by which late fees at all levels of the organization will begin accruing
533 and the amount of such late fees if program fees have not been paid, a date when an individual will be
534 automatically suspended if the individual has not paid program fees and late fees, and a date on which an
535 individual's candidacy will be automatically terminated if the individual has not paid program fees and late
536 fees.
537

538 If an individual's candidacy terminates pursuant to this Part, the Appraisal Institute shall publish notice of
539 such termination in a manner it deems appropriate if, at the date of termination, the individual is the
540 subject of the disciplinary action of suspension, a pending disciplinary proceeding, or a pending peer
541 review proceeding in which the individual has been sent an offer of disciplinary action. An individual
542 whose candidacy is terminated for failure to pay program fees and late fees authorizes but does not
543 obligate the Appraisal Institute to complete any peer review proceedings.

544
545 The program fees of a new Candidate shall be prorated monthly. The program fees of Candidates joining
546 after November 1 shall be credited to the following fiscal year.

547
548

549 **Part D: Affiliation Fees for Practicing Affiliates and Affiliates**

550 The Board of Directors shall set from time to time annual national affiliation fees and late fees payable by
551 Practicing Affiliates and Affiliates of the Appraisal Institute. Chapters may set from time to time annual
552 chapter affiliation fees and late fees payable by Practicing Affiliates and Affiliates of the Appraisal Institute
553 as permitted by the Bylaws, Regulations and policies of the Appraisal Institute.

554
555 The Board of Directors shall adopt a policy that sets forth a date by which affiliation fees at all levels of
556 the organization shall be payable, a date by which late fees at all levels of the organization will begin
557 accruing and the amount of such late fees if affiliation fees have not been paid, a date when an individual
558 will be automatically suspended if the individual has not paid affiliation fees and late fees, and a date on
559 which an individual's affiliation will be automatically terminated if the individual has not paid affiliation fees
560 and late fees.

561
562 If an individual's affiliation terminates pursuant to this Part, the Appraisal Institute shall publish notice of
563 such termination in a manner it deems appropriate if, at the date of termination, the individual is the
564 subject of the disciplinary action of suspension, a pending disciplinary proceeding or a pending peer
565 review proceeding in which the individual has been sent an offer of disciplinary action. An individual
566 whose affiliation is terminated for failure to pay all affiliation fees and late fees authorizes but does not
567 obligate the Appraisal Institute to complete any peer review proceedings.

568
569 The affiliation fees for a new Practicing Affiliate or Affiliate shall be prorated monthly. The affiliation fees of
570 a Practicing Affiliate or Affiliate joining after November 1 shall be credited to the following fiscal year.

571
572

573 **Part E: Special Assessments**

574 The Board of Directors may levy from time to time special assessments upon Designated Members,
575 Candidates Practicing Affiliates and Affiliates, when in its opinion circumstances warrant. Such special
576 assessments shall be levied upon the vote of sixty percent (60%) of the Board of Directors voting at a
577 quorum meeting. In no event shall special assessments in any calendar year:

578
579 1) for any Designated Member exceed the amount of the annual national membership dues for such
580 year;

581

- 582 2) for any Candidate exceed the annual national program fees for such year; or
583
584 3) for any Practicing Affiliate or Affiliate exceed the annual national affiliation fee for such year.
585

586 Special assessments shall be payable on the date(s) specified by the Board of Directors.
587

588 Any Designated Member, Candidate, Practicing Affiliate or Affiliate who fails to pay a special assessment
589 within ninety (90) days from the date of such assessment shall automatically be suspended from all
590 privileges of membership, candidacy or affiliation and shall return all indicia of membership, candidacy or
591 affiliation to the Chief Executive Officer or his or her delegate. If the suspended Designated Member,
592 Candidate, Practicing Affiliate or Affiliate pays the delinquent assessment within one (1) year of the date
593 of such assessment, all indicia of membership, candidacy or affiliation shall be returned and the rights
594 and privileges of membership, candidacy or affiliation shall be restored.
595

596 If a special assessment has not been paid within one (1) year of the date it was assessed, the individual's
597 membership, candidacy or affiliation shall automatically terminate. The Appraisal Institute shall publish
598 notice of such termination in a manner it deems appropriate if, at the date of termination, the Designated
599 Member, Candidate, Practicing Affiliate or Affiliate is the subject of the disciplinary action of suspension, a
600 pending disciplinary proceeding or a pending peer review proceeding in which the Designated Member,
601 Candidate, Practicing Affiliate or Affiliate has been sent an offer of disciplinary action. A Designated
602 Member, Candidate, Practicing Affiliate or Affiliate who fails to pay a special assessment within one (1)
603 year of the date it was assessed authorizes, but does not obligate the Appraisal Institute to complete any
604 peer review proceedings.
605

606

607 **Part F: Waiver**

608 The Chief Executive Officer may, in his or her reasonable judgment, grant extensions of payment or fully
609 or partially waive the payment of any Member's annual membership dues, any Candidate's annual
610 program fees, any Practicing Affiliate's or Affiliate's annual affiliation fees, any administrative fees, any
611 late fees and/or any special assessments of the Appraisal Institute. If the Chief Executive Officer denies
612 an extension or waiver request, the Executive Committee shall review such decision.
613

615

616 **National Governance: Board of Directors**

617

618 **Part A: Powers**

619 The Board of Directors shall be the governing body of the Appraisal Institute and shall have the final
620 authority in all matters relating to the Appraisal Institute. In addition to such powers as are set forth in
621 these Bylaws, the Board of Directors shall have and may exercise all of the powers of the Appraisal
622 Institute, subject only to the provisions of the Act, the Articles of Incorporation and these Bylaws. The
623 Board of Directors may delegate to committees or other appropriate bodies such of its activities and
624 powers as are legal, reasonable and proper and not inconsistent with the Articles of Incorporation or
625 these Bylaws. The Board of Directors is responsible for the exercise of delegated power and liable for the
626 abuse of it.

627

628 The Board of Directors shall adopt and maintain Regulations and policies governing the nomination and
629 election of members to the Board of Directors by the Regional Committees and policies governing the
630 nomination and election of the International Designated Member to the Board of Directors.

631

632

633 **Part B: Composition**

634 The Board of Directors shall consist of:

635

636 1) the officers of the Appraisal Institute;

637

638 2) the Chair and Vice Chair of each Regional Committee;

639

640 3) one International Designated Member in good standing elected by the Board of Directors;

641

642 4) any member of the Audit Committee who is not serving on the Board by virtue of holding the position
643 of Chair or Vice Chair of a Regional Committee;

644

645 5) the individual elected to serve in the office of Vice President beginning January 1st of the year
646 following election ("Vice President Elect") unless he or she already is a member of the Board of
647 Directors; and

648

649 6) the Chief Executive Officer of the Appraisal Institute.

650

651

652 **Part C: Terms**

653 The Officers shall serve terms on the Board of Directors commensurate with their terms as Officers. If not
654 already a Director at the time of election, the Vice President Elect shall serve as a Director while Vice
655 President Elect

656

657 Members of the Board of Directors elected by the Regions shall serve a four (4) year term, which shall
658 commence on January 1st of the first year of each member's term, except where the Bylaws and
659 Regulations of the Appraisal Institute for filling vacancies provide otherwise. During the year prior to the
660 commencement of service on the Board, Third Regional Directors shall attend all meetings of the Board
661 of Directors but shall not have speaking or voting privileges.

662
663 The International Designated Member elected to serve on the Board of Directors shall serve a two (2)
664 year term that shall commence on January 1st of the first year of the International Designated Member's
665 term. Except as otherwise provided, the International Designated Member shall be elected at the third
666 regular Board of Directors meeting in the year prior to commencement of the International Designated
667 Member's term.

668
669

670 **Part D: Qualifications to Serve**

671 To be eligible for service on the Board of Directors, an individual shall:

672

- 673 a) be a Designated Member of the Appraisal Institute in good standing;
- 674
- 675 b) hold the status "continuing education program completed";
- 676
- 677 c) have not been subject to a publishable disciplinary action as defined by the Regulations of the
678 Appraisal Institute within the five (5) years prior to the date of election;
- 679
- 680 d) be able to read, speak and understand the English language;
- 681
- 682 e) stay up-to-date on the content of Appraisal Institute communications, including but not limited to, the
683 content of all non-commercial e-mails originating from all levels of the organization; and
- 684
- 685 f) have met such other minimum qualifications for service as may be adopted by the Board of Directors
686 from time to time.

687

688 The individual elected to fill the International Designated Member position on the Board of Directors must
689 be an International Designated Member at the time of the election.

690

691

692 **Part E: Resignation**

693 A Director may resign by notice delivered in writing to the President, however, such resignation shall not
694 become effective until accepted by the President.

695

696

697 **Part F: Removal**

698 The body that elected a Director may remove such Director, for cause, upon the vote of two-thirds (2/3) of
699 those voting at a quorum meeting of the body that voted to elect the Director.

700

701 A Director shall be automatically removed from serving on the Board of Directors if he or she:
702
703 1) ceases to be a Designated Member of the Appraisal Institute in good standing;
704
705 2) receives a publishable disciplinary action as defined in the Regulations of the Appraisal Institute;
706
707 3) ceases to hold the status "continuing education program completed"; or
708
709 4) fails to attend a regularly scheduled or special meeting of the Board of Directors, unless such
710 absence is excused.

711
712 The President shall determine whether an absence is excused, however, if there is any dispute as to
713 whether an absence should or should not be excused, the Board of Directors shall make the final
714 determination.

715
716 If, during the period between election to a Director position and the assumption of such position, the
717 elected individual:

718
719 1) ceases to be a Designated Member of the Appraisal Institute in good standing;
720
721 2) receives a publishable disciplinary action as defined in the Regulations of the Appraisal Institute;
722
723 3) ceases to hold the status "continuing education program completed"; or
724
725 4) fails to meet such other requirements as the Board of Directors may adopt from time to time and were
726 in effect at the time of the election, the elected individual shall be disqualified from serving and a new
727 election shall be held.

728
729 If the International Designated Member on the Board of Directors ceases to be an International
730 Designated Member during his or her term but continues to meet all other requirements for service on the
731 Board, such individual may serve the remainder of the term.

732 733 **Part G: Vacancies**

734
735 Each vacancy on the Board of Directors, whether by reason of death, incapacity, removal, resignation or
736 otherwise, shall be filled:

737
738 1) in the case of Directors elected by the Regional Committees, by automatic succession or election in
739 accordance with the Regulations of the Appraisal Institute;
740
741 2) in the case of officers of the Appraisal Institute, by Nominating Committee nomination and Board of
742 Directors election as provided in these Bylaws; and
743

744 3) in the case of any Director who was elected by the Board of Directors, by election of the Board at its
745 next meeting.

746

747 Each individual so elected to fill a vacancy shall serve on the Board of Directors in the previous
748 incumbent's position for the unexpired portion of the term of the previous incumbent. If a vacancy occurs
749 in the office of Immediate Past President, such office shall remain vacant until the following year.

750

751

752 **Part H: Voting**

753 Each member of the Board of Directors shall have one (1) vote, except as provided below. Directors who
754 are serving on the Board of Directors solely by virtue of their membership on the Audit Committee shall
755 not have voting privileges or the right to make motions, but shall have speaking privileges. The Vice
756 President Elect, if serving on the Board solely by virtue of such position, shall not have voting privileges or
757 the right to make motions on the Board of Directors, but shall have speaking privileges. The Chief
758 Executive Officer shall not have voting privileges or the right to make motions on the Board of Directors,
759 but shall have speaking privileges.

760

761 Each member of the Board of Directors shall vote his or her own conscience on every matter brought
762 before the Board of Directors using the best interests of the Appraisal Institute as a guide. A member of
763 the Board of Directors may not attend a meeting by proxy or vote by proxy.

764

765

766 **Part I: Meetings and Quorum**

767 The Board of Directors shall hold four (4) regular meetings each calendar year. Special meetings of the
768 Board of Directors may be called:

769

770 1) by the President;

771

772 2) pursuant to a written petition signed by a majority of the Executive Committee; or

773

774 3) pursuant to a written petition signed by one-third (1/3) of the members of the Board of Directors.

775

776 Such written petitions may be in electronic form.

777

778 Notice of a regular meeting of the Board of Directors shall be delivered in writing to each Director at least
779 forty-five (45) days in advance of such meeting and shall specify the time, date, purpose and location of
780 the meeting. Unless otherwise provided, notice of a special meeting of the Board of Directors shall be
781 delivered in writing to each Director at least forty-eight (48) hours in advance of such meeting and shall
782 specify the time, date, purpose and location of the meeting.

783

784 Except as provided below, a majority of the members of the Board of Directors shall constitute a quorum
785 for the transaction of business at any meeting of the Board of Directors. Two-thirds (2/3) of the members
786 of the Board of Directors shall constitute a quorum for the transaction of business at any special meeting
787 of the Board of Directors where notice is delivered in writing less than fifteen (15) days in advance of such

788 special meeting. A meeting at which a quorum is initially present may continue to transact business,
789 notwithstanding the withdrawal of Directors, if any action is approved by a majority of the required quorum
790 for that meeting.

791

792 Except as provided otherwise by the Bylaws or the Regulations of the Appraisal Institute, the vote of a
793 majority of Directors voting at a duly held meeting at which a quorum is present shall be regarded as the
794 act of the Board of Directors.

795

796 The Board of Directors may hold meetings either in person or by interactive technology, so long as all
797 Directors participating in the meeting can communicate with one another. Interactive technology includes
798 but is not limited to conference telephone, electronic transmission, Internet usage and remote
799 communication. Action taken at a meeting held via interactive technology shall be as effective as if the
800 Directors had met in person.

801

802

803 **Part J: Waiver of Notice**

804 Notice of a meeting need not be delivered in writing to any Director who signs a waiver of notice or a
805 written consent to holding the meeting or an approval of the minutes thereof, whether before or after the
806 meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers,
807 consents and approvals shall be filed with the corporate records or made a part of the minutes of the
808 meeting. Notice of a meeting need not be delivered in writing to any Director who attends the meeting
809 without protesting before or at its commencement the lack of proper notice to such Director.

810

811

812 **Part K: Action Without a Meeting**

813 Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if
814 all members of the Board of Directors consent in writing to that action. A member of the Board of
815 Directors may provide such written consent in electronic form. An action by written consent shall have the
816 same force and effect as any other validly approved action of the Board of Directors. Such written
817 consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

818

819

820 **Part L: Past Officers**

821 All past officers of the Society of Real Estate Appraisers and the American Institute of Real Estate
822 Appraisers shall be past officers of the Appraisal Institute. All past Presidents of the Appraisal Institute
823 and its predecessors shall have floor privileges, but not voting privileges, except for the Immediate Past
824 President who shall serve on the Executive Committee and Board of Directors.

825

827

828 National Governance: Officers

829

830 Part A: Elected Officers

831 The elected officers of the Appraisal Institute shall be the President, President Elect, Vice President and
832 Immediate Past President. The Vice President shall also serve as Treasurer.

833

834

835 Part B: Powers and Duties

836 The President shall generally oversee the affairs of the Appraisal Institute and shall have the general
837 powers and duties usually vested in the Chief Elected Officer of a not for profit association. The President
838 shall preside at all meetings of the membership, the Board of Directors and the Executive Committee.

839 The President, or his or her designee, shall act as the spokesperson for the Appraisal Institute and shall
840 have the authority to represent the Appraisal Institute consistent with the directives, resolutions and
841 policies of the Board of Directors. The President shall act on behalf of the Appraisal Institute when the
842 Appraisal Institute is the sole voting member of another not for profit corporation. The President shall
843 have such other powers and perform such other duties as may be prescribed in the Bylaws and
844 Regulations of the Appraisal Institute or as directed by the Board of Directors from time to time.

845

846 Except as otherwise provided in the Bylaws and Regulations of the Appraisal Institute, the President shall
847 appoint the Chair and members of committees, boards, and panels, subject to the approval of the Board
848 of Directors. The President may appoint project teams as he or she deems necessary or appropriate from
849 time to time.

850

851 The President Elect shall preside at meetings of the membership, the Board of Directors and the
852 Executive Committee in the event the President is for whatever reason unable to preside and shall act for
853 the President in other matters when the President is unable to act. The President Elect shall have such
854 other powers and perform such other duties as may be prescribed in these Bylaws and the Regulations
855 and as directed by the Board of Directors or the President from time to time.

856

857 The Vice President shall serve as Chair of the Finance Committee and shall have such other powers and
858 duties as may be prescribed in the Bylaws and the Regulations and as directed by the Board of Directors
859 or the President from time to time.

860

861

862 Part C: Election, Term and Succession

863 The Nominating Committee shall submit its nomination(s) for Vice President to the Board of Directors
864 during the second regular Board of Directors meeting each year, unless a vacancy in the office of Vice
865 President occurs during the course of a Vice President's term, in which case the nomination(s) for Vice
866 President shall be submitted as soon as practicable after the vacancy occurs or after notice of the
867 impending vacancy is received. If a vacancy occurs in the office of President or President Elect and such
868 vacancy is not filled by automatic succession, the Nominating Committee shall submit its nomination(s)

869 for such vacant position as soon as practicable after the vacancy occurs or after notice of the impending
870 vacancy is received.

871

872 Additional nomination(s) for Vice President or any other vacant Officer position(s) not filled by automatic
873 succession may be received from the Board of Directors, provided a written petition signed by at least
874 twenty percent (20%) of the Directors is delivered in writing to the Chief Executive Officer no later than
875 forty-five (45) days after the Nominating Committee's submission of its nomination(s) to the Board. Such
876 petition(s) may be in electronic form. The Chief Executive Officer shall promptly notify the Board of
877 Directors of any written petition for additional nomination(s) that is received. At the close of the forty-five
878 (45) day petition period, the membership, chapters and regions shall be notified of all the nomination(s)
879 and shall have the opportunity for input prior to the Board's decision.

880

881 Provided that there are at least seventy-five (75) days between the second and third regular Board
882 meetings, the annual election of officers shall occur at the third regularly scheduled Board of Directors
883 meeting each year. If there are not at least seventy-five (75) days between the second and third regular
884 Board meetings, the annual election of the officers shall occur at the fourth regular Board of Directors
885 meeting or at a special Board of Directors meeting at least seventy-five (75) days after the second regular
886 Board meeting and called with at least thirty (30) days notice.

887

888 A special election to fill a vacancy in the office of Vice President, President Elect or President shall occur
889 at the first regular or special Board of Directors meeting that occurs after the period for additional
890 nomination(s) has closed. The elected officers shall serve for a term of one (1) year in the office to which
891 he or she has been elected, unless filling a vacancy pursuant to Part F of this Article. The term of office
892 shall commence on January 1 following election to office.

893

894 The Vice President shall automatically succeed to the office of President Elect, the President Elect shall
895 automatically succeed to the office of President and the President shall automatically succeed to the
896 office of Immediate Past President. The automatic succession will not occur if good cause is shown and a
897 motion to the contrary is passed by two-thirds (2/3) of the Directors voting on the issue at a quorum
898 meeting of the Board of Directors.

899

900

901 **Part D: Qualifications to Serve**

902 To be eligible for service as an elected officer of the Appraisal Institute, an individual shall:

903

904 a) be a Designated Member in good standing of the Appraisal Institute;

905

906 b) not have been subject to a publishable disciplinary action as defined by the Regulations of the
907 Appraisal Institute within five (5) years of the date of election;

908

909 c) hold the status "Continuing education program completed";

910

911

- 912 d) stay up-to-date on the content of Appraisal Institute communications, including but not limited to, the
913 content of all non-commercial e-mails originating from all levels of the organization; and
914
915 e) have met such other minimum qualifications for service as may be adopted by the Board of Directors
916 from time to time.
917

918

919 **Part E: Removal**

920 Officers may be removed from office, for cause, by the vote of two-thirds (2/3) of the members of the
921 Board of Directors voting at a quorum meeting of the Board of Directors.
922

923 An officer shall be automatically removed if he or she:

924

- 925 1) ceases to be a Designated Member in good standing;
926
927 2) becomes subject to a publishable disciplinary action by the Appraisal Institute while in office; or
928
929 3) ceases to hold the status "Continuing education program completed."
930

931

932 **Part F: Vacancies**

933 If a vacancy for whatever reason occurs in the office of the President, such vacancy shall be filled by the
934 President Elect who shall thereafter serve his or her own term as President. If a vacancy for whatever
935 reason occurs in the office of the President Elect, such vacancy shall be filled by the Vice President who
936 shall thereafter serve his or her own term as President Elect. If a vacancy occurs in the office of Vice
937 President during the course of a Vice President's term, the Nominating Committee shall nominate an
938 individual (or two (2) individuals if there is a deadlock after three consecutive votes between the same
939 candidates) for consideration by the Board of Directors in an election at its next regularly scheduled or
940 special meeting; however, the individual(s) so nominated must be qualified to serve from the time of
941 nomination until the election. If a vacancy occurs in the office of Immediate Past President, such office
942 shall remain vacant until the following year
943

944

945 **Part G: Chief Executive Officer**

946 There shall be a Chief Executive Officer of the Appraisal Institute approved by the Board of Directors. The
947 Chief Executive Officer shall report to the Executive Committee and the Board of Directors.
948

949

950 The Chief Executive Officer shall have the general powers and duties of management usually vested in
951 the position of chief executive officer of a not for profit association and such other powers and duties as
952 may be prescribed by the Bylaws, the Regulations and the Board of Directors from time to time. The Chief
953 Executive Officer shall oversee office operations and staffing, manage the execution of the Appraisal
954 Institute's strategic and operating plans and represent the Appraisal Institute at the direction of the Board
955 of Directors or the President, consistent with the directives, resolutions and policies of the Board of
Directors.

956 The Chief Executive Officer shall also serve as and perform all of the functions of corporate secretary of
957 the Appraisal Institute. The Chief Executive Officer shall be an administrative officer of the Appraisal
958 Institute and shall hold this position for the term of his or her employment or until such time as he or she
959 retires, resigns or is removed by the Board of Directors.

960

961

963
964 **National Governance: Committees**

965 **Part A: General**

966 **Section 1. Establishment**

967 The Board of Directors may from time to time establish and abolish committees as it deems necessary or
968 appropriate. Committees shall report to the Board of Directors.
969

970
971 **Section 2. Appointment and Terms**

972 Except as otherwise provided in the Bylaws and the Regulations of the Appraisal Institute:
973

974 a) the President shall appoint the Chairs and other members of committees, subject to the approval of
975 the Board of Directors; and

976
977 b) Committee Chairs shall appoint their respective Vice Chairs from among the committee members.
978

979 The duration of the terms of Chairs and whether Chairs may be re-appointed shall be as specified in the
980 Bylaws and the Regulations of the Appraisal Institute. Vice Chairs shall serve one (1) year terms and may
981 be reappointed. The other members of committees shall serve two (2) year terms with staggered
982 expiration dates and may serve two (2) consecutive full terms, unless otherwise provided in the Bylaws
983 and the Regulations of the Appraisal Institute. Such terms shall commence on January 1 of the appointing
984 President's term.
985

986 **Section 3. Eligibility**

987 To be eligible for service on a committee, all members, including Chairs and Vice Chairs shall:
988

989 a) be in good standing if a Designated Member of the Appraisal Institute;
990

991 b) not have been subject to a publishable disciplinary action by the Appraisal Institute within the five (5)
992 years prior to appointment or election;
993

994 c) hold the status "Continuing education program completed" if a Designated Member;
995

996 d) be adept at and possess technical capability for prompt Internet communication including the ability to
997 access and respond to e-mail;
998

999 e) have completed the Leadership Resource Registry;
1000

1001 f) stay up-to-date on the content of Appraisal Institute communications, including but not limited to, the
1002 content of all non-commercial e-mails originating from all levels of the organization; and
1003

1004 g) have met such other minimum qualifications for service as may be adopted by the Board of Directors
1005 from time to time.

1006

1007 **Section 4. Removal**

1008 A committee Chair, Vice Chair, or member shall be automatically removed if he or she:

1009

1010 a) ceases to be a Designated Member or Candidate in good standing if such status is required for the
1011 position;

1012

1013 b) becomes subject to a publishable disciplinary action by the Appraisal Institute while in such position;
1014 or

1015

1016 c) ceases to hold the status "Continuing education program completed" if a Designated Member.

1017

1018 Further, the Board of Directors may remove a Chair, Vice Chair, or member of a committee for cause by a
1019 sixty percent (60%) vote.

1020

1021 **Section 5. Vacancies**

1022 Unless otherwise established by these Bylaws, if a vacancy for whatever reason occurs in a committee
1023 position, such vacancy shall be filled by appointment by the President or election, depending on the
1024 means by which the position is regularly filled. However, the committee member so appointed or elected
1025 must be qualified to serve in the position from the time of appointment or election. Any appointment by
1026 the President to fill a vacant committee position shall be subject to approval by the Board of Directors at
1027 its next regularly scheduled or special meeting.

1028

1029 **Section 6. Meetings, Quorum, and Voting**

1030 A committee may hold meetings either in person or by interactive technology, so long as all members of
1031 the committee participating in the meeting can communicate with one another. Interactive technology
1032 includes, but is not limited to, conference telephone, electronic transmission, Internet usage and remote
1033 communication. Action taken at a meeting held via interactive technology shall be as effective as if the
1034 committee members had met in person.

1035

1036 A majority of the members of a committee shall constitute a quorum for the transaction of the business of
1037 that committee, except as otherwise provided in these Bylaws. The vote of a majority of members of a
1038 committee voting at a duly held meeting shall be regarded as the act of that committee. A meeting at
1039 which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of
1040 members, if any action taken is approved by a majority of the required quorum for that meeting.

1041

1042 Except where otherwise provided, each member of a committee shall have one (1) vote on each matter
1043 coming before that committee. A member of a committee may not attend a committee meeting by proxy
1044 or vote by proxy. Each member of a committee shall vote his or her own conscience on every matter
1045 brought before such committee using the best interests of the Appraisal Institute as a guide.

1046

1047 Any action required or permitted to be taken by a committee may be taken without a meeting if all
1048 members of the committee consent in writing to that action. A member of the committee may provide such
1049 written consent in electronic form. An action by written consent shall have the same force and effect as
1050 any other validly approved action of the committee. Such written consent or consents shall be filed with
1051 the minutes of the proceedings of the committee that took the action.
1052

1053 **Section 7. Miscellaneous**
1054 The Board of Directors shall adopt and maintain Regulations establishing the composition, powers, duties
1055 and responsibilities of committees.
1056

1057

1058 **Part B: Committees of the Board**

1059 **Section 1. Executive Committee**

1060 a) Composition

1061 There shall be an Executive Committee composed of the elected officers (President, President Elect, Vice
1062 President and Immediate Past President) and the Chief Executive Officer, who shall serve as a nonvoting
1063 member. If a vacancy for whatever reason occurs in the position of Immediate Past President, such
1064 position shall remain vacant for the remainder of the year.
1065

1066 b) Powers and Duties

1067 The Executive Committee shall report to the Board of Directors and shall:

- 1068
- 1069 1) monitor implementation of strategic and operating plans and take appropriate actions to advance
1070 such implementation;
 - 1071
 - 1072 2) develop and monitor relationships with external parties consistent with the directives and policies
1073 of the Board of Directors;
 - 1074
 - 1075 3) advise, counsel and evaluate the Chief Executive Officer; and
1076
 - 1077 4) perform such other duties as may be assigned to it by the Board of Directors.
1078

1079 The Executive Committee may also act on behalf of the Appraisal Institute between meetings of the
1080 Board of Directors provided that, in the judgment of the Executive Committee:

- 1081
- 1082 1) it is imprudent or impractical to defer taking such action until the Board of Directors can meet; or
1083
 - 1084 2) there is an emergency that requires the Executive Committee to act on behalf of the Board.
1085

1086 However, the Executive Committee may not take any action that is inconsistent with any action previously
1087 taken by the Board of Directors and must report any action it takes to the Board of Directors. The Board
1088 of Directors shall decide whether to ratify such actions.
1089

1090

1091 **Section 2. Audit Committee**

1092 a) Composition

1093 There shall be an Audit Committee composed of five (5) members elected by the Board of Directors.

1094
1095 At its third regular meeting each year, the Board of Directors shall hold an election for those Audit
1096 Committee positions whose terms end that year. When elected, members must be an Appraisal Institute
1097 Designated Member in good standing and be currently serving on the Board of Directors or serving as a
1098 Third Regional Director. Furthermore, at least one (1) of the members elected each year must have one
1099 (1) year remaining on his or her Board term or must be a Third Regional Director, whose Audit Committee
1100 term would commence concurrently with his or her term on the Board of Directors. Executive and
1101 Finance Committee members may not serve concurrently on the Audit Committee.

1102
1103 The elected members of the Audit Committee shall serve two (2) year staggered terms beginning on
1104 January 1 following election to office. The Chair of the Audit Committee shall be selected annually by the
1105 Audit Committee members.

1106
1107 b) Powers and Duties

1108 The Audit Committee shall report to the Board of Directors. The Audit Committee shall:

- 1109
- 1110 1) receive monthly reports from the Finance Committee;
 - 1111
 - 1112 2) recommend independent auditors to the Board of Directors;
 - 1113
 - 1114 3) cause an annual audit of Appraisal Institute accounts to be made;
 - 1115
 - 1116 4) recommend as appropriate that an audit be made on the accounts of entities under the control of
 - 1117 the Appraisal Institute;
 - 1118
 - 1119 5) conduct and/or oversee investigations to protect the integrity of the Appraisal Institute;
 - 1120
 - 1121 6) oversee management and internal control structure and financial reporting processes of the
 - 1122 Appraisal Institute;
 - 1123
 - 1124 7) recommend policies and actions to protect the financial integrity of the Appraisal Institute and
 - 1125 entities under its control;
 - 1126
 - 1127 8) evaluate threats to the corporate assets of the Appraisal Institute and make appropriate
 - 1128 recommendations;
 - 1129
 - 1130 9) inform the Board of Directors when boards, committees or other bodies have not complied with
 - 1131 Appraisal Institute financial procedures and financial internal controls;
 - 1132
 - 1133 10) review potential conflicts of interest of individuals serving in the national governance structure
 - 1134 with counsel and make appropriate recommendations to the Board of Directors;

1135 11) otherwise act in accordance with Audit Committee Policies and Procedures approved by the
1136 Board of Directors; and

1137

1138 12) perform such other duties as may be assigned to it by the Board of Directors.

1139

1140 **Section 3. Nominating Committee**

1141 a) Composition

1142 There shall be a Nominating Committee that is composed of the Immediate Past President and one (1)
1143 member from each Region elected by the Regional Committee in each Region. The Immediate Past
1144 President shall serve as the Chair of the Nominating Committee without a vote. If the Immediate Past
1145 President is unavailable to serve his or her term, or any part thereof, as Chair of the Nominating
1146 Committee, the most recent Past President willing and able shall serve as Chair of the Nominating
1147 Committee without a vote.

1148

1149 The members of the Nominating Committee shall serve a one-year term commencing on January 1
1150 following their election. If an elected member of the Nominating Committee is unable to serve, an
1151 alternate member elected from the Region shall serve the remainder of the elected member's one (1)
1152 year term.

1153

1154 To be eligible to serve as a member elected by a Region on the Nominating Committee, an individual:

1155

1156 1) shall be a Designated Member in good standing;

1157

1158 2) shall have at least one (1) year of service as a Chapter President, two (2) years of service as a
1159 regional representative or two (2) years of service on a national committee or on the national
1160 Board of Directors;

1161

1162 3) shall not have served on the Nominating Committee or its predecessors in the previous six (6)
1163 years;

1164

1165 4) shall not be serving concurrently as a Board member or Third Regional Director unless the
1166 member's Region requests an exception that is approved by the Executive Committee;

1167

1168 5) shall not be serving concurrently on any other national Appraisal Institute board or committee;
1169 and

1170

1171 6) shall satisfy the other requirements for committee service set forth in these Bylaws.

1172

1173 b) Powers and Duties

1174 The Nominating Committee shall report to the Board of Directors and shall:

1175

1176 1) interview and evaluate candidates for Vice President and for any other vacant Officer position(s);

1177

- 1178 2) identify key issues for the written questionnaire that candidates for Vice President and for any
1179 other vacant Officer position(s) must complete;
1180
- 1181 3) identify key issues for the oral interviews of candidates for Vice President and for any other
1182 vacant Officer position(s);
1183
- 1184 4) solicit input from the membership, chapters and regions on the candidates for Vice President and
1185 for any other vacant Officer position(s) prior to finalization of the Nominating Committee's
1186 decision;
1187
- 1188 5) nominate for Board of Directors consideration an individual (or two (2) individuals if there is a
1189 deadlock after three consecutive votes between the same candidates) for Vice President and for
1190 any other vacant Officer position(s);
1191
- 1192 6) submit its nomination (or two (2) nominations if there is a tie vote as noted above) for Vice
1193 President to the Board of Directors at its second regular meeting, with the rationale for its
1194 decision, unless a vacancy in the office of Vice President occurs during the course of a Vice
1195 President's term, in which case the nomination(s) for Vice President and rationale shall be
1196 submitted to the Board of Directors as soon as practicable after notice of the impending vacancy
1197 is received or after the vacancy occurs;
1198
- 1199 7) submit its nomination (or two (2) nominations if there is a tie vote as noted above) for any other
1200 vacant Officer position(s) to the Board of Directors, with the rationale for its decision, as soon as
1201 practicable after notice of the impending vacancy is received or after the vacancy occurs;
1202
- 1203 8) nominate for Board of Directors consideration one (1) or more International Designated Members
1204 for election to the International Designated Member position on the national Board of Directors;
1205 and
1206
- 1207 9) perform such other duties as may be assigned to it by the Board of Directors.
1208
1209

Part C: Panels and Project Teams

1211 The Board of Directors may from time to time establish and abolish Panels and Project Teams as it deems
1212 necessary or appropriate. The Board of Directors may adopt and maintain Regulations, directives and
1213 policies establishing the powers, duties and responsibilities of Panels and Project Teams.
1214

Part D: Other Entities

1216 The Board of Directors may from time to time establish other entities and abolish those entities, subject to
1217 their bylaws or other governing documents, or applicable laws, as it deems necessary or appropriate. The
1218 Chairs or Presidents of such entities report to the Board of Directors as appropriate.
1219
1220
1221

1223

1224 **Regional Governance**

1225

1226 **Part A: General**

1227 The Board of Directors of the Appraisal Institute shall establish geographic Regions and the territory
1228 associated with each such Region from time to time. Each Region shall exist solely by reason of action
1229 taken by the Board of Directors and shall hold all its property and assets in trust for the Appraisal Institute.

1230

1231 At least every five (5) years, the Board of Directors shall review regional populations and alignment and
1232 take whatever action it deems necessary and appropriate to maintain approximate balance of populations
1233 among the Regions.

1234

1235

1236 **Part B: Purpose**

1237 The purpose of the regional structure shall be to facilitate the flow of information between the Board of
1238 Directors and the Chapters and among the Chapters within each Region and to provide opportunities for
1239 service to the Appraisal Institute.

1240

1241

1242 **Part C: Structure**

1243 Each Region shall have a Regional Committee as provided in the Regulation governing Regions. Each
1244 Regional Committee shall elect a Chair and Vice Chair, who shall administer the affairs of the Region and
1245 serve as members of the Board of Directors of the Appraisal Institute.

1246

1247

1248 **Part D: Miscellaneous**

1249 The Board of Directors shall adopt and maintain Regulations governing the regional structure so as to
1250 achieve the purposes of the Articles of Incorporation and these Bylaws.

1251

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1256 **Chapter Governance**

1257

1258 **Part A: General**

1259 The Board of Directors shall establish from time to time such Chapters of the Appraisal Institute as it
1260 deems necessary and appropriate. Each Chapter shall exist solely by reason of the charter granted to it
1261 by the Appraisal Institute or by written affiliation agreement with the Appraisal Institute. Except as
1262 provided in Part E below, each Chapter shall hold all its property and assets in trust for the Appraisal
1263 Institute.

1264

1265

1266 **Part B: Territory**

1267 The geographic territory assigned to each Chapter shall be determined by the Board of Directors of the
1268 Appraisal Institute and shall be clearly defined in the charter issued by the Board of Directors to each
1269 Chapter or in the written affiliation agreement. Only the Board of Directors can change the geographic
1270 territory of a Chapter.

1271

1272

1273 **Part C: Requirements**

1274 Except as provided in Part E below:

1275

- 1276 1. Each Chapter is required to adopt standard Bylaws that conform to the Bylaws and Regulations of the
1277 Appraisal Institute;
- 1278 2. Each Chapter is prohibited from acting in any manner inconsistent with the Bylaws and Regulations of
1279 the Appraisal Institute; and
- 1280 3. Chapter Bylaws and any amendments thereto must be approved by the Appraisal Institute.

1281

1282

1283 **Part D: Miscellaneous**

1284 The Board of Directors of the Appraisal Institute shall adopt and maintain Regulations governing
1285 Chapters, including dues, fees, elections, meetings, committees, Chapter charters, written affiliation
1286 agreements, and any other matter that the Board of Directors deems appropriate to achieve the purposes
1287 of the Articles of Incorporation and these Bylaws.

1288

1289

1290 **Part E: International Chapters**

1291 The terms of the affiliation agreement between the Appraisal Institute and any International Chapter shall
1292 set forth the policies and procedures with which the International Chapter must comply to maintain its
1293 status as an International Chapter of the Appraisal Institute.

1294

1296

1297 **Indemnification and Insurance**

1298

1299 **Part A: Indemnification**

1300 The Appraisal Institute shall, in accordance with the procedures required by the Act and to the fullest
1301 extent permitted by law, indemnify its Directors, Officers, Members, Candidates, Practicing Affiliates,
1302 Affiliates, employees and agents from and against all expenses, judgments, fines, settlements and other
1303 amounts (including attorneys' fees) actually incurred in connection with any threatened, pending or
1304 completed action, suit or proceeding, whether civil, criminal, investigative or administrative brought by
1305 reason of the fact that such Director, officer, Member, Candidate, Practicing Affiliate, Affiliate, employee
1306 or agent is or was a Director, officer, committee member, panel member, Board member, project team
1307 member, employee or agent of the Appraisal Institute or is or was cooperating with any committee, panel
1308 or Board; provided, however, such individual was attempting in good faith to act according to the Bylaws
1309 and Regulations of the Appraisal Institute. This provision shall not apply to International Chapters unless
1310 the Appraisal Institute has undertaken such obligations separately in writing.

1311

1312

1313 **Part B: Insurance**

1314 The Appraisal Institute shall have the right and power to purchase and maintain insurance to the fullest
1315 extent permitted by law on behalf of its Directors, officers, Members, Candidates, Practicing Affiliates,
1316 Affiliates, Chapters, Regions, employees and agents against any liability asserted against or incurred by a
1317 Director, officer, Member, Candidate, Practicing Affiliate, Affiliate, chapter, region, employee or agent in
1318 such capacity or arising out of the Director's, officer's, Member's, Candidate's, Practicing
1319 Affiliate's, Affiliate's, chapter's, region's, employee's or agent's status as such. This provision shall not
1320 apply to International Chapters unless the Appraisal Institute has undertaken such obligations separately
1321 in writing.

1322

1323 **ARTICLE XV**

1324

1325 **Conduct of Meetings**

1326

1327 The rules contained in *Robert's Rules of Order, Newly Revised*, shall govern meetings at all levels of the
1328 Appraisal Institute, unless inconsistent with the Articles of Incorporation, these Bylaws or the Regulations.

1329

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1334 **Regulations**

1335

1336 Regulations shall have the same force and effect as the Bylaws; however, if there is a conflict between
1337 the Bylaws and any Regulation, the Bylaws shall prevail. The Board of Directors shall adopt such
1338 Regulations as are required by these Bylaws and such other Regulations that it deems necessary or
1339 appropriate from time to time and which are not inconsistent with the Act, the Articles of Incorporation or
1340 these Bylaws. The Board of Directors shall be empowered to enforce all Regulations of the Appraisal
1341 Institute.

1342

1343

1345

1346 **Amendments**

1347

1348 The Board of Directors shall have the sole authority to adopt or amend these Bylaws and then only upon
1349 a vote of sixty percent (60%) of the Directors voting at a quorum meeting after notice has been delivered
1350 in writing to Members, Candidates, Practicing Affiliates and Affiliates of the Appraisal Institute not fewer
1351 than forty-five (45) days before such meeting.

1352

1353 The Board of Directors shall have the sole authority to adopt or amend the designation requirements in
1354 the Admissions Regulations and then only if:

1355

1356 a) sixty percent (60%) of the Directors with voting rights vote in favor at a quorum meeting, regardless of
1357 how many Directors are present at such meeting; and

1358

1359 b) notice has been delivered in writing to Members, Candidates, Practicing Affiliates and Affiliates of the
1360 Appraisal Institute not fewer than forty-five (45) days before such meeting.

1361

1362 The Board of Directors shall have the sole authority to adopt or amend the Code of Professional Ethics
1363 and Standards of Professional Practice, and then only upon a vote of a majority of the Directors voting at
1364 a quorum meeting after notice has been delivered in writing to Members, Candidates, Practicing Affiliates
1365 and Affiliates of the Appraisal Institute not fewer than forty-five (45) days before such quorum meeting.

1366

1367 The Board of Directors shall have the sole authority to adopt or amend the other Regulations of the
1368 Appraisal Institute and then only upon a vote of a majority of the Directors voting at a quorum meeting.

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1375 **Delivery of Notices and Other Documentation**

1376

1377 When the Bylaws and Regulations provide for notice or other documentation to be “delivered in writing,”
1378 or use some variation of that terminology such as “deliver in writing” or “delivers in writing,” such notice or
1379 documentation may be transmitted via United States mail, traceable carrier, personal delivery or
1380 electronic means, including but not limited to facsimile and e-mail.

1381

1382 Any notice to a Member, Candidate, Practicing Affiliate or Affiliate that is addressed to the principal place
1383 of business or home of such Member, Candidate, Practicing Affiliate or Affiliate, or the facsimile number
1384 or e-mail address of such Member, Candidate, Practicing Affiliate or Affiliate, as it appears in the official
1385 records of the Appraisal Institute and that is transmitted within the time limits set forth in the Bylaws or
1386 Regulations shall be deemed good and sufficient notice for all purposes. Unless specifically provided
1387 otherwise, the effective date of delivery for such notices shall be the date of mailing, transmittal, or
1388 delivery to a traceable carrier, or in the case of personal delivery, the date that the notice is delivered to
1389 the Member’s, Candidate’s, Practicing Affiliate’s or Affiliate’s principal place of business or home.

1390

1391 Each Member, Candidate, Practicing Affiliate or Affiliate shall keep the Appraisal Institute advised as to
1392 the current address of his or her principal place of business and home, current facsimile number and
1393 current e-mail address.

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1398 **ARTICLE XIX**

1399

1400 **Fiscal Year**

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1402 The fiscal year of the Appraisal Institute shall be the calendar year.

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1404

1406

1407 **Dissolution**

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1409 Upon the dissolution of the Appraisal Institute, the Board of Directors shall, after paying or adequately
1410 providing for the payment of all of the liabilities of the Appraisal Institute, dispose of all the assets of the
1411 Appraisal Institute to such organization or organizations organized and operated for educational, research
1412 and professional association purposes relating to appraisal services as shall at the time qualify as an
1413 exempt organization or as exempt organizations under Section 501(c)(3) or Section 501(c)(6) of the
1414 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal
1415 Revenue Law), in such manner as the Board of Directors shall determine. Any such assets not so
1416 disposed of by the Board of Directors shall be disposed by the appropriate court of the county in which
1417 the principal office of the Appraisal Institute is located to an exempt organization or to exempt
1418 organizations organized and operated for the purposes described in Article II of these Bylaws.

1419