

# Bylaws

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**BYLAWS**

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1 **ARTICLE I**

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2

3 **Name**

4

5 The name of this organization is the Appraisal Institute.

6

8

## 9 **Purposes and Limitations**

10

11

### 12 **Part A: Purposes**

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

31

32

### 33 **Part B: Powers**

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

36

37

### 38 **Part C: Limitations Upon Powers and Activities**

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

- 43
- 44 1) by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue  
45 Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or
  - 46
  - 47 2) pursuant to the Act.

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

56

57 **Offices**

58

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

62



64

## 65 **Membership Meetings**

66

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

69

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

73

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

77

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

84

# 85 **Members, Candidates, Practicing Affiliates and** 86 **Affiliates**

87

## 88 **Part A: Members**

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

91

### 92 **Section 1. Designated Members**

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

94

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

97

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

99

100 a) holds an Appraisal Institute designation; and

101

102 b) is not suspended from membership.

103

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

105

106 a) conferring membership designations;

107

108 b) retention of the membership designations;

109

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

111

112 d) continuing education for Designated Members.

113

### 114 **Section 2. Honorary Members**

115 An Honorary Member is an individual who, in the opinion of the Board of Directors, has made a significant  
116 contribution to the appraisal profession, and is not engaged in Valuation Practice as defined by the Code  
117 of Professional Ethics.

118 **Part B: Designated Membership Statuses**

119 Designated Members shall hold the status of Practicing Designated Member or Non-Practicing  
120 Designated Member.

121  
122 **Section 1. Practicing Designated Members**

123 A Practicing Designated Member is a Designated Member in good standing who is engaged in Valuation  
124 Practice as defined by the Code of Professional Ethics. Some Practicing Designated Members may also  
125 hold the status of Life Designated Member or Semi-Retired Designated Member:

126  
127 a) Practicing Life Designated Members

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

131  
132 b) Practicing Semi-Retired Designated Members

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

137  
138 **Section 2. Non-Practicing Designated Members**

139 A Non-Practicing Designated Member is a Designated Member in good standing who is not engaged in  
140 Valuation Practice as defined by the Code of Professional Ethics. Some Non-Practicing Designated  
141 Members may also hold the status of Retired Designated Member or Life Designated Member:

142  
143 a) Non-Practicing Retired Designated Members

144 A Non-Practicing Retired Designated Member is a Designated Member in good standing who is at  
145 least sixty (60) years of age and who is not engaged in Valuation Practice as defined by the Code of  
146 Professional Ethics.

147  
148 b) Non-Practicing Life Designated Members

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

152  
153  
154 **Part C: Candidates**

155 A Candidate is an individual who:

156  
157 a) is a Candidate for designation in the Appraisal Institute;

158  
159 b) is state certified or has met other criteria equivalent to state certification as determined by the  
160 Admissions and Designation Qualifications Committee (ADQC); and

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

163  
164 A Candidate in good standing is an individual who meets the criteria set forth above in this section and:

- 165  
166 a) is not suspended from candidacy;  
167  
168 b) is not the subject of a disciplinary proceeding as defined in the Regulations of the Appraisal Institute;  
169 and  
170  
171 c) is not the subject of a peer review proceeding in which the Candidate has been sent an offer of a  
172 publishable disciplinary action as set forth in the Regulations of the Appraisal Institute.

173  
174 An International Candidate is a Candidate whose principal place of business and residence falls outside  
175 the United States, United States Territories and Canada.

176  
177

## 178 **Part D: Practicing Affiliates**

179 A Practicing Affiliate is an individual who:

- 180  
181 a) is a Practicing Affiliate with the Appraisal Institute; and  
182  
183 b) is engaged in Valuation Practice as defined by the Code of Professional Ethics.

184  
185 A Practicing Affiliate in good standing meets the criteria set forth above in this Section and is not:

- 186  
187 a) suspended;  
188  
189 b) the subject of a disciplinary proceeding as defined in the Regulations of the Appraisal Institute; or  
190  
191 c) the subject of a peer review proceeding in which the Practicing Affiliate has been sent an offer of a  
192 publishable disciplinary action as set forth in the Regulations of the Appraisal Institute.

193  
194 An International Practicing Affiliate is a Practicing Affiliate whose principal place of business and  
195 residence falls outside the United States, United States Territories and Canada.

196  
197

## 198 **Part E: Affiliates**

199 An Affiliate is an individual who:

- 200  
201 a) is an Affiliate with the Appraisal Institute;  
202  
203 b) is interested in property economics; and

204 c) is not engaged in Valuation Practice as defined by the Code of Professional Ethics.

205

206 An Affiliate in good standing is an individual who:

207

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

209

210 b) is not suspended from affiliation;

211

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

214

215 d) is not the subject of a peer review proceeding in which the Affiliate has been sent an offer of a  
216 publishable disciplinary action as set forth in the Regulations of the Appraisal Institute.

217

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

220

221 An International Affiliate is an Affiliate whose principal place of business and residence falls outside the  
222 United States, United States Territories and Canada.

224

## 225 Rights and Obligations of Members, Candidates, 226 Practicing Affiliates and Affiliates

227

### 228 **Part A: Obligations**

229 Each Member, Candidate, Practicing Affiliate and Affiliate of the Appraisal Institute shall abide by, uphold  
230 and conform his or her actions to the Bylaws, Regulations, Code of Professional Ethics and Standards of  
231 Professional Practice of the Appraisal Institute as each may be amended from time to time. Each  
232 Member, Candidate, Practicing Affiliate and Affiliate shall also abide by, uphold, and conform his or her  
233 actions to such policies and procedures as the Board of Directors or duly authorized bodies or individuals  
234 of the Appraisal Institute may promulgate from time to time.

235

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

240

241 Each Member, Candidate, Practicing Affiliate and Affiliate shall irrevocably waive any claims or rights of  
242 action at law or equity that he or she may have at any time against the Appraisal Institute, its Board of  
243 Directors or its duly authorized bodies and individuals, either as a group or as individuals, for any act in  
244 connection with the business of the Appraisal Institute. The Board of Directors may require that each  
245 Member, Candidate, Practicing Affiliate and Affiliate execute and deliver to the Appraisal Institute a  
246 written waiver of claim in connection with any application or request made by such Member, Candidate,  
247 Practicing Affiliate and Affiliate and directed to the Appraisal Institute or its duly authorized bodies or  
248 individuals.

249

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

257

258 Suspension from membership, candidacy or affiliation is a temporary revocation of the rights and  
259 privileges but not the obligations of Appraisal Institute membership, candidacy or affiliation.

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

262  
263 No Member shall be permitted to transfer or assign his or her membership in the Appraisal Institute or the  
264 rights, privileges and obligations attendant thereto. No Candidate shall be permitted to transfer or assign  
265 his or her candidacy in the Appraisal Institute or the rights, privileges and obligations attendant thereto.  
266 No Practicing Affiliate or Affiliate shall be permitted to transfer or assign his or her affiliation in the  
267 Appraisal Institute or the rights, privileges and obligations attendant thereto.

268  
269 Each Designated Member, Candidate and Practicing Affiliate shall belong to a Chapter of the Appraisal  
270 Institute, except where otherwise provided. Honorary Members and Affiliates may belong to a Chapter if  
271 they so choose.

272  
273 The Board of Directors shall adopt and maintain Regulations further establishing the rights and  
274 obligations of Members, Candidates, Practicing Affiliates and Affiliates.

275

276

## 277 **Part B: Voting Rights**

### 278 **Section 1. Designated Members**

279 Designated Members in good standing shall be entitled to vote on:

280

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

282

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

285

286 c) any dissolution of the Appraisal Institute; and

287

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

291

292 Designated Members in good standing shall have one (1) vote and shall be entitled to attend membership  
293 meetings and vote by proxy.

294

### 295 **Section 2. Honorary Members**

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

297

### 298 **Section 3. Candidates**

299 Candidates in good standing:

300

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

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

304  
305 Candidates may not vote on education issues where examination security is impacted or on admissions  
306 issues.

307

#### 308 **Section 4. Practicing Affiliates and Affiliates**

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

313

314

### 315 **Part C: Office Holding and Service**

#### 316 **Section 1. Designated Members**

317 Subject to the requirements of the Bylaws, Regulations and policies of the Appraisal Institute, Designated  
318 Members in good standing may hold any offices and serve on any boards, committees, panels, project  
319 teams and other bodies at any level of the organization.

320

#### 321 **Section 2. Honorary Members**

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

324

#### 325 **Section 3. Candidates**

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

331

#### 332 **Section 4. Practicing Affiliates and Affiliates**

333 Subject to the requirements of the Bylaws, Regulations and policies of the Appraisal Institute, Practicing  
334 Affiliates and Affiliates in good standing may serve on panels, project teams and other bodies in positions  
335 open to Practicing Affiliates and Affiliates. Practicing Affiliates also may serve on chapter committees  
336 open to Practicing Affiliates as set forth in the Bylaws, Regulations and policies of the Appraisal Institute.  
337 Practicing Affiliates and Affiliates may not participate in education issues where examination security is  
338 impacted or in confidential admissions issues.

339

340

### 341 **Part D: Other Rights, Privileges and Obligations**

#### 342 **Section 1. Designated Members**

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



- 345 a) Appraisal Institute logo; and  
346  
347 b) the designations conferred upon Designated Members of the Appraisal Institute.  
348

349 Designated Members shall have such other rights, privileges and obligations as set forth in the Bylaws,  
350 Regulations and policies of the Appraisal Institute.  
351

352 **Section 2. Honorary Members.**

353 Honorary Members only may refer to their honorary membership and their relationship with the Appraisal  
354 Institute as provided in the Bylaws, Regulations and policies of the Appraisal Institute. Honorary Members  
355 shall have such other rights, privileges and obligations as set forth in the Bylaws, Regulations and policies  
356 of the Appraisal Institute.  
357

358 **Section 3. Candidates**

359 Candidates only may refer to their candidacy and their relationship with the Appraisal Institute as provided  
360 in the Bylaws, Regulations and policies of the Appraisal Institute. Candidates shall have such other rights,  
361 privileges and obligations as set forth in the Bylaws, Regulations and policies of the Appraisal Institute.  
362

363 **Section 4. Practicing Affiliates and Affiliates**

364 Practicing Affiliates and Affiliates only may refer to their affiliation with the Appraisal Institute as provided  
365 in the Bylaws, Regulations and policies of the Appraisal Institute. Practicing Affiliates and Affiliates shall  
366 have such other rights, privileges and obligations as set forth in the Bylaws, Regulations and policies of  
367 the Appraisal Institute.  
368

369

370 **Part E: Resignation**

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

383

## 384 **Disciplinary Actions**

385

386 The Board of Directors shall adopt a Code of Professional Ethics and Standards of Professional Practice,  
387 which in addition to the Bylaws, Regulations and policies of the Appraisal Institute shall govern the  
388 conduct of all Members, Candidates, Practicing Affiliates and Affiliates of the Appraisal Institute. The  
389 Board of Directors shall adopt and maintain Regulations with respect to the enforcement of the Code of  
390 Professional Ethics and the Standards of Professional Practice. Such Regulations shall establish the  
391 causes, procedures and forms of remedial and disciplinary actions of the Appraisal Institute with regard to  
392 the conduct of Members, Candidates, Practicing Affiliates and Affiliates. Such forms of remedial and  
393 disciplinary actions may include suspension or expulsion from membership, candidacy or affiliation in or  
394 with the Appraisal Institute.

395

397

## 398 Dues, Fees and Assessments

399

### 400 Part A: Membership Dues

401 The Board of Directors shall set from time to time annual national membership dues and late fees  
402 payable by Designated Members of the Appraisal Institute, except for national Past Presidents, Non-  
403 Practicing Retired Designated Members, Non-Practicing Life Designated Members and Honorary  
404 Members.

405

406 Chapters may set from time to time annual Chapter dues and late fees for Designated Members as  
407 permitted by the Bylaws, Regulations and policies of the Appraisal Institute. Regions may set from time  
408 to time annual Region dues and late fees for Designated Members as permitted by the Bylaws,  
409 Regulations and policies of the Appraisal Institute.

410

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

416

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

423

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

426

427

### 428 Part B: Administrative Fees for Non-Practicing Life Designated Members 429 and Non-Practicing Retired Designated Members

430 Non-Practicing Life Designated Members and Non-Practicing Retired Designated Members shall not be  
431 assessed membership dues at any level of the organization; however:

432

433 1) The Board of Directors shall set from time to time annual national administrative fees and late fees  
434 payable by such Designated Members;

435

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

439

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

443

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

446

447 The Board of Directors shall adopt a policy that sets forth a date by which administrative fees at all levels  
448 of the organization shall be payable and a date by which late fees at all levels of the organization will  
449 begin accruing and the amount of such late fees if administrative fees have not been paid.

450

### 451 **Part C: Program Fees for Candidates**

452 The Board of Directors shall set from time to time annual national program fees and late fees payable by  
453 Candidates of the Appraisal Institute. Chapters may set from time to time annual chapter program fees  
454 and late fees payable by Candidates of the Appraisal Institute as permitted by the Bylaws, Regulations  
455 and policies of the Appraisal Institute.

456

457 The Board of Directors shall adopt a policy that sets forth a date by which program fees at all levels of the  
458 organization shall be payable, a date by which late fees at all levels of the organization will begin accruing  
459 and the amount of such late fees if program fees have not been paid, a date when an individual will be  
460 automatically suspended if the individual has not paid program fees and late fees, and a date on which an  
461 individual's candidacy will be automatically terminated if the individual has not paid program fees and late  
462 fees.

463

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

470

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

473

474

### 475 **Part D: Affiliation Fees for Practicing Affiliates and Affiliates**

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

480 The Board of Directors shall adopt a policy that sets forth a date by which affiliation fees at all levels of  
481 the organization shall be payable, a date by which late fees at all levels of the organization will begin  
482 accruing and the amount of such late fees if affiliation fees have not been paid, a date when an individual  
483 will be automatically suspended if the individual has not paid affiliation fees and late fees, and a date on  
484 which an individual's affiliation will be automatically terminated if the individual has not paid affiliation fees  
485 and late fees.

486

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

493

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

496

497

## 498 **Part E: Special Assessments**

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

503

504 1) for any Designated Member exceed the amount of the annual national membership dues for such  
505 year;

506

507 2) for any Candidate exceed the annual national program fees for such year; or

508

509 3) for any Practicing Affiliate or Affiliate exceed the annual national affiliation fee for such year.

510

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

512

513 Any Designated Member, Candidate, Practicing Affiliate or Affiliate who fails to pay a special assessment  
514 within ninety (90) days from the date of such assessment shall automatically be suspended from all  
515 privileges of membership, candidacy or affiliation and shall return all indicia of membership, candidacy or  
516 affiliation to the Chief Executive Officer or his or her delegate. If the suspended Designated Member,  
517 Candidate, Practicing Affiliate or Affiliate pays the delinquent assessment within one (1) year of the date  
518 of such assessment, all indicia of membership, candidacy or affiliation shall be returned and the rights  
519 and privileges of membership, candidacy or affiliation shall be restored.

520

521 If a special assessment has not been paid within one (1) year of the date it was assessed, the individual's  
522 membership, candidacy or affiliation shall automatically terminate. The Appraisal Institute shall publish  
523 notice of such termination in a manner it deems appropriate if, at the date of termination, the Designated

524 Member, Candidate, Practicing Affiliate or Affiliate is the subject of the disciplinary action of suspension, a  
525 pending disciplinary proceeding or a pending peer review proceeding in which the Designated Member,  
526 Candidate, Practicing Affiliate or Affiliate has been sent an offer of disciplinary action. A Designated  
527 Member, Candidate, Practicing Affiliate or Affiliate who fails to pay a special assessment within one (1)  
528 year of the date it was assessed authorizes, but does not obligate the Appraisal Institute to complete any  
529 peer review proceedings.

530

531

## 532 **Part F: Waiver**

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

539

## 540 **National Governance: Board of Directors**

541

### 542 **Part A: Powers**

543 The Board of Directors shall be the governing body of the Appraisal Institute and shall have the final  
544 authority in all matters relating to the Appraisal Institute. In addition to such powers as are set forth in  
545 these Bylaws, the Board of Directors shall have and may exercise all of the powers of the Appraisal  
546 Institute, subject only to the provisions of the Act, the Articles of Incorporation and these Bylaws. The  
547 Board of Directors may delegate to committees or other appropriate bodies such of its activities and  
548 powers as are legal, reasonable and proper and not inconsistent with the Articles of Incorporation or  
549 these Bylaws. The Board of Directors is responsible for the exercise of delegated power and liable for the  
550 abuse of it.

551

552 The Board of Directors shall adopt and maintain Regulations and policies governing the nomination and  
553 election of members to the Board of Directors by the Regional Committees and policies governing the  
554 nomination and election of the International Designated Member to the Board of Directors.

555

556

### 557 **Part B: Composition**

558 The Board of Directors shall consist of:

559

560 1) the officers of the Appraisal Institute;

561

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

563

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

565

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

568

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

572

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

574

575

### 576 **Part C: Terms**

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

580 Members of the Board of Directors elected by the Regions shall serve a four (4) year term, which shall  
581 commence on January 1st of the first year of each member's term, except where the Bylaws and  
582 Regulations of the Appraisal Institute for filling vacancies provide otherwise. During the year prior to the  
583 commencement of service on the Board, Third Regional Directors shall attend all meetings of the Board  
584 of Directors but shall not have speaking or voting privileges.  
585

586 The International Designated Member elected to serve on the Board of Directors shall serve a two (2)  
587 year term that shall commence on January 1st of the first year of the International Designated Member's  
588 term. Except as otherwise provided, the International Designated Member shall be elected at the third  
589 regular Board of Directors meeting in the year prior to commencement of the International Designated  
590 Member's term.  
591

592

### 593 **Part D: Qualifications to Serve**

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

595

- 596 a) be a Designated Member of the Appraisal Institute in good standing;
- 597
- 598 b) hold the status "continuing education program completed";
- 599
- 600 c) have not been subject to a publishable disciplinary action as defined by the Regulations of the  
601 Appraisal Institute within the five (5) years prior to the date of election;
- 602
- 603 d) be able to read, speak and understand the English language;
- 604
- 605 e) stay up-to-date on the content of Appraisal Institute communications, including but not limited to, the  
606 content of all non-commercial e-mails originating from all levels of the organization; and  
607
- 608 f) have met such other minimum qualifications for service as may be adopted by the Board of Directors  
609 from time to time.

610

611 The individual elected to fill the International Designated Member position on the Board of Directors must  
612 be an International Designated Member at the time of the election.  
613

614

615

### 615 **Part E: Resignation**

616 A Director may resign by notice delivered in writing to the President, however, such resignation shall not  
617 become effective until accepted by the President.  
618

619

620

### 620 **Part F: Removal**

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



623 A Director shall be automatically removed from serving on the Board of Directors if he or she:  
624  
625 1) ceases to be a Designated Member of the Appraisal Institute in good standing;  
626  
627 2) receives a publishable disciplinary action as defined in the Regulations of the Appraisal Institute;  
628  
629 3) ceases to hold the status "continuing education program completed"; or  
630  
631 4) fails to attend a regularly scheduled or special meeting of the Board of Directors, unless such  
632 absence is excused.

633  
634 The President shall determine whether an absence is excused, however, if there is any dispute as to  
635 whether an absence should or should not be excused, the Board of Directors shall make the final  
636 determination.

637  
638 If, during the period between election to a Director position and the assumption of such position, the  
639 elected individual:

640  
641 1) ceases to be a Designated Member of the Appraisal Institute in good standing;  
642  
643 2) receives a publishable disciplinary action as defined in the Regulations of the Appraisal Institute;  
644  
645 3) ceases to hold the status "continuing education program completed"; or  
646  
647 4) fails to meet such other requirements as the Board of Directors may adopt from time to time and were  
648 in effect at the time of the election, the elected individual shall be disqualified from serving and a new  
649 election shall be held.

650  
651 If the International Designated Member on the Board of Directors ceases to be an International  
652 Designated Member during his or her term but continues to meet all other requirements for service on the  
653 Board, such individual may serve the remainder of the term.

## 654 655 **Part G: Vacancies**

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

659  
660 1) in the case of Directors elected by the Regional Committees, by automatic succession or election in  
661 accordance with the Regulations of the Appraisal Institute;  
662  
663 2) in the case of officers of the Appraisal Institute, by Nominating Committee nomination and Board of  
664 Directors election as provided in these Bylaws; and

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

667

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

671

672

## 673 **Part H: Voting**

674 Each member of the Board of Directors shall have one (1) vote, except as provided below. Directors who  
675 are serving on the Board of Directors solely by virtue of their membership on the Audit Committee shall  
676 not have voting privileges or the right to make motions, but shall have speaking privileges. The Vice  
677 President Elect, if serving on the Board solely by virtue of such position, shall not have voting privileges or  
678 the right to make motions on the Board of Directors, but shall have speaking privileges. The Chief  
679 Executive Officer shall not have voting privileges or the right to make motions on the Board of Directors,  
680 but shall have speaking privileges.

681

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

685

686

## 687 **Part I: Meetings and Quorum**

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

690

691 1) by the President;

692

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

694

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

696

697 Such written petitions may be in electronic form.

698

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

704

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

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

712

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

716

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

722

723

### 724 **Part J: Waiver of Notice**

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

731

732

### 733 **Part K: Action Without a Meeting**

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

739

740

### 741 **Part L: Past Officers**

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

746

748

## 749 **National Governance: Officers**

750

### 751 **Part A: Elected Officers**

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

754

755

### 756 **Part B: Powers and Duties**

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

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

766

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

771

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

777

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

781

782

### 783 **Part C: Election, Term and Succession**

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

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

792

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

801

802 Provided that there are at least seventy-five (75) days between the second and third regular Board  
803 meetings, the annual election of officers shall occur at the third regularly scheduled Board of Directors  
804 meeting each year. If there are not at least seventy-five (75) days between the second and third regular  
805 Board meetings, the annual election of the officers shall occur at the fourth regular Board of Directors  
806 meeting or at a special Board of Directors meeting at least seventy-five (75) days after the second regular  
807 Board meeting and called with at least thirty (30) days notice.

808

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

814

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

820

821

## 822 **Part D: Qualifications to Serve**

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

824

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

826

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

829

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

- 831 d) stay up-to-date on the content of Appraisal Institute communications, including but not limited to, the  
832 content of all non-commercial e-mails originating from all levels of the organization; and  
833  
834 e) have met such other minimum qualifications for service as may be adopted by the Board of Directors  
835 from time to time.  
836

837

### 838 **Part E: Removal**

839 Officers may be removed from office, for cause, by the vote of two-thirds (2/3) of the members of the  
840 Board of Directors voting at a quorum meeting of the Board of Directors.  
841

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

843

- 844 1) ceases to be a Designated Member in good standing;  
845  
846 2) becomes subject to a publishable disciplinary action by the Appraisal Institute while in office; or  
847  
848 3) ceases to hold the status "Continuing education program completed."  
849

850

### 851 **Part F: Vacancies**

852 If a vacancy for whatever reason occurs in the office of the President, such vacancy shall be filled by the  
853 President Elect who shall thereafter serve his or her own term as President. If a vacancy for whatever  
854 reason occurs in the office of the President Elect, such vacancy shall be filled by the Vice President who  
855 shall thereafter serve his or her own term as President Elect. If a vacancy occurs in the office of Vice  
856 President during the course of a Vice President's term, the Nominating Committee shall nominate an  
857 individual (or two (2) individuals if there is a deadlock after three consecutive votes between the same  
858 candidates) for consideration by the Board of Directors in an election at its next regularly scheduled or  
859 special meeting; however, the individual(s) so nominated must be qualified to serve from the time of  
860 nomination until the election. If a vacancy occurs in the office of Immediate Past President, such office  
861 shall remain vacant until the following year  
862

863

### 864 **Part G: Chief Executive Officer**

865 There shall be a Chief Executive Officer of the Appraisal Institute approved by the Board of Directors. The  
866 Chief Executive Officer shall report to the Executive Committee and the Board of Directors.  
867

868

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

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

879

881

## 882 **National Governance: Committees**

883

### 884 **Part A: General**

#### 885 **Section 1. Establishment**

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

888

#### 889 **Section 2. Appointment and Terms**

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

891

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

894

895 b) Committee Chairs shall appoint their respective Vice Chairs from among the committee members.

896

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

903

#### 904 **Section 3. Eligibility**

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

906

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

908

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

911

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

913

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

916

917 e) have completed the Leadership Resource Registry;

918

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



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

923

#### 924 **Section 4. Removal**

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

926

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

929

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

932

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

934

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

937

#### 938 **Section 5. Vacancies**

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

945

#### 946 **Section 6. Meetings, Quorum, and Voting**

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

952

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

958

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

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

968  
969 **Section 7. Miscellaneous**

970 The Board of Directors shall adopt and maintain Regulations establishing the composition, powers, duties  
971 and responsibilities of committees.

972  
973  
974 **Part B: Committees of the Board**

975 **Section 1. Executive Committee**

976 a) Composition

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

981  
982 b) Powers and Duties

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

- 984
- 985 1) monitor implementation of strategic and operating plans and take appropriate actions to advance  
986 such implementation;
  - 987
  - 988 2) develop and monitor relationships with external parties consistent with the directives and policies  
989 of the Board of Directors;
  - 990
  - 991 3) advise, counsel and evaluate the Chief Executive Officer; and  
992
  - 993 4) perform such other duties as may be assigned to it by the Board of Directors.

994  
995 The Executive Committee may also act on behalf of the Appraisal Institute between meetings of the  
996 Board of Directors provided that, in the judgment of the Executive Committee:

- 997
- 998 1) it is imprudent or impractical to defer taking such action until the Board of Directors can meet; or  
999
  - 1000 2) there is an emergency that requires the Executive Committee to act on behalf of the Board.

1001  
1002 However, the Executive Committee may not take any action that is inconsistent with any action previously  
1003 taken by the Board of Directors and must report any action it takes to the Board of Directors. The Board  
1004 of Directors shall decide whether to ratify such actions.

1005 **Section 2. Audit Committee**

1006 a) Composition

1007 There shall be an Audit Committee composed of five (5) members elected by the Board of Directors.

1008  
1009 At its third regular meeting each year, the Board of Directors shall hold an election for those Audit  
1010 Committee positions whose terms end that year. When elected, members must be an Appraisal Institute  
1011 Designated Member in good standing and be currently serving on the Board of Directors or serving as a  
1012 Third Regional Director. Furthermore, at least one (1) of the members elected each year must have one  
1013 (1) year remaining on his or her Board term or must be a Third Regional Director, whose Audit Committee  
1014 term would commence concurrently with his or her term on the Board of Directors. Executive and  
1015 Finance Committee members may not serve concurrently on the Audit Committee.

1016  
1017 The elected members of the Audit Committee shall serve two (2) year staggered terms beginning on  
1018 January 1 following election to office. The Chair of the Audit Committee shall be selected annually by the  
1019 Audit Committee members.

1020

1021 b) Powers and Duties

1022 The Audit Committee shall report to the Board of Directors. The Audit Committee shall:

1023

- 1024 1) receive monthly reports from the Finance Committee;
- 1025
- 1026 2) recommend independent auditors to the Board of Directors;
- 1027
- 1028 3) cause an annual audit of Appraisal Institute accounts to be made;
- 1029
- 1030 4) recommend as appropriate that an audit be made on the accounts of entities under the control of
- 1031 the Appraisal Institute;
- 1032
- 1033 5) conduct and/or oversee investigations to protect the integrity of the Appraisal Institute;
- 1034
- 1035 6) oversee management and internal control structure and financial reporting processes of the
- 1036 Appraisal Institute;
- 1037
- 1038 7) recommend policies and actions to protect the financial integrity of the Appraisal Institute and
- 1039 entities under its control;
- 1040
- 1041 8) evaluate threats to the corporate assets of the Appraisal Institute and make appropriate
- 1042 recommendations;
- 1043
- 1044 9) inform the Board of Directors when boards, committees or other bodies have not complied with
- 1045 Appraisal Institute financial procedures and financial internal controls;
- 1046
- 1047 10) review potential conflicts of interest of individuals serving in the national governance structure
- 1048 with counsel and make appropriate recommendations to the Board of Directors;

1049 11) otherwise act in accordance with Audit Committee Policies and Procedures approved by the  
1050 Board of Directors; and

1051  
1052 12) perform such other duties as may be assigned to it by the Board of Directors.  
1053

1054 **Section 3. Nominating Committee**

1055 a) Composition

1056 There shall be a Nominating Committee that is composed of the Immediate Past President and one (1)  
1057 member from each Region elected by the Regional Committee in each Region. The Immediate Past  
1058 President shall serve as the Chair of the Nominating Committee without a vote. If the Immediate Past  
1059 President is unavailable to serve his or her term, or any part thereof, as Chair of the Nominating  
1060 Committee, the most recent Past President willing and able shall serve as Chair of the Nominating  
1061 Committee without a vote.

1062  
1063 The members of the Nominating Committee shall serve a one-year term commencing on January 1  
1064 following their election. If an elected member of the Nominating Committee is unable to serve, an  
1065 alternate member elected from the Region shall serve the remainder of the elected member's one (1)  
1066 year term.

1067  
1068 To be eligible to serve as a member elected by a Region on the Nominating Committee, an individual:

- 1069
- 1070 1) shall be a Designated Member in good standing;
  - 1071
  - 1072 2) shall have at least one (1) year of service as a Chapter President, two (2) years of service as a  
1073 regional representative or two (2) years of service on a national committee or on the national  
1074 Board of Directors;
  - 1075
  - 1076 3) shall not have served on the Nominating Committee or its predecessors in the previous six (6)  
1077 years;
  - 1078
  - 1079 4) shall not be serving concurrently as a Board member or Third Regional Director unless the  
1080 member's Region requests an exception that is approved by the Executive Committee;
  - 1081
  - 1082 5) shall not be serving concurrently on any other national Appraisal Institute board or committee;  
1083 and
  - 1084
  - 1085 6) shall satisfy the other requirements for committee service set forth in these Bylaws.

1086  
1087 b) Powers and Duties

1088 The Nominating Committee shall report to the Board of Directors and shall:

- 1089
- 1090 1) interview and evaluate candidates for Vice President and for any other vacant Officer position(s);

- 1091 2) identify key issues for the written questionnaire that candidates for Vice President and for any  
1092 other vacant Officer position(s) must complete;  
1093
- 1094 3) identify key issues for the oral interviews of candidates for Vice President and for any other  
1095 vacant Officer position(s);  
1096
- 1097 4) solicit input from the membership, chapters and regions on the candidates for Vice President and  
1098 for any other vacant Officer position(s) prior to finalization of the Nominating Committee's  
1099 decision;  
1100
- 1101 5) nominate for Board of Directors consideration an individual (or two (2) individuals if there is a  
1102 deadlock after three consecutive votes between the same candidates) for Vice President and for  
1103 any other vacant Officer position(s);  
1104
- 1105 6) submit its nomination (or two (2) nominations if there is a tie vote as noted above) for Vice  
1106 President to the Board of Directors at its second regular meeting, with the rationale for its  
1107 decision, unless a vacancy in the office of Vice President occurs during the course of a Vice  
1108 President's term, in which case the nomination(s) for Vice President and rationale shall be  
1109 submitted to the Board of Directors as soon as practicable after notice of the impending vacancy  
1110 is received or after the vacancy occurs;  
1111
- 1112 7) submit its nomination (or two (2) nominations if there is a tie vote as noted above) for any other  
1113 vacant Officer position(s) to the Board of Directors, with the rationale for its decision, as soon as  
1114 practicable after notice of the impending vacancy is received or after the vacancy occurs;  
1115
- 1116 8) nominate for Board of Directors consideration one (1) or more International Designated Members  
1117 for election to the International Designated Member position on the national Board of Directors;  
1118 and  
1119
- 1120 9) perform such other duties as may be assigned to it by the Board of Directors.  
1121  
1122

### **Part C: Panels and Project Teams**

1124 The Board of Directors may from time to time establish and abolish Panels and Project Teams as it deems  
1125 necessary or appropriate. The Board of Directors may adopt and maintain Regulations, directives and  
1126 policies establishing the powers, duties and responsibilities of Panels and Project Teams.  
1127

### **Part D: Other Entities**

1128  
1129 The Board of Directors may from time to time establish other entities and abolish those entities, subject to  
1130 their bylaws or other governing documents, or applicable laws, as it deems necessary or appropriate. The  
1131 Chairs or Presidents of such entities report to the Board of Directors as appropriate.  
1132

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1135

## 1136 **Regional Governance**

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### 1138 **Part A: General**

1139 The Board of Directors of the Appraisal Institute shall establish geographic Regions and the territory  
1140 associated with each such Region from time to time. Each Region shall exist solely by reason of action  
1141 taken by the Board of Directors and shall hold all its property and assets in trust for the Appraisal Institute.

1142

1143 At least every five (5) years, the Board of Directors shall review regional populations and alignment and  
1144 take whatever action it deems necessary and appropriate to maintain approximate balance of populations  
1145 among the Regions.

1146

1147

### 1148 **Part B: Purpose**

1149 The purpose of the regional structure shall be to facilitate the flow of information between the Board of  
1150 Directors and the Chapters and among the Chapters within each Region and to provide opportunities for  
1151 service to the Appraisal Institute.

1152

1153

### 1154 **Part C: Structure**

1155 Each Region shall have a Regional Committee as provided in the Regulation governing Regions. Each  
1156 Regional Committee shall elect a Chair and Vice Chair, who shall administer the affairs of the Region and  
1157 serve as members of the Board of Directors of the Appraisal Institute.

1158

1159

### 1160 **Part D: Miscellaneous**

1161 The Board of Directors shall adopt and maintain Regulations governing the regional structure so as to  
1162 achieve the purposes of the Articles of Incorporation and these Bylaws.

1163

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## Chapter Governance

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### **Part A: General**

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### **Part B: Territory**

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### **Part C: Requirements**

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1183

Except as provided in Part E below:

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### **Part D: Miscellaneous**

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### **Part E: International Chapters**

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

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1207 **Indemnification and Insurance**

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1209 **Part A: Indemnification**

1210 The Appraisal Institute shall, in accordance with the procedures required by the Act and to the fullest  
1211 extent permitted by law, indemnify its Directors, Officers, Members, Candidates, Practicing Affiliates,  
1212 Affiliates, employees and agents from and against all expenses, judgments, fines, settlements and other  
1213 amounts (including attorneys' fees) actually incurred in connection with any threatened, pending or  
1214 completed action, suit or proceeding, whether civil, criminal, investigative or administrative brought by  
1215 reason of the fact that such Director, officer, Member, Candidate, Practicing Affiliate, Affiliate, employee  
1216 or agent is or was a Director, officer, committee member, panel member, Board member, project team  
1217 member, employee or agent of the Appraisal Institute or is or was cooperating with any committee, panel  
1218 or Board; provided, however, such individual was attempting in good faith to act according to the Bylaws  
1219 and Regulations of the Appraisal Institute. This provision shall not apply to International Chapters unless  
1220 the Appraisal Institute has undertaken such obligations separately in writing.

1221

1222

1223 **Part B: Insurance**

1224 The Appraisal Institute shall have the right and power to purchase and maintain insurance to the fullest  
1225 extent permitted by law on behalf of its Directors, officers, Members, Candidates, Practicing Affiliates,  
1226 Affiliates, Chapters, Regions, employees and agents against any liability asserted against or incurred by a  
1227 Director, officer, Member, Candidate, Practicing Affiliate, Affiliate, chapter, region, employee or agent in  
1228 such capacity or arising out of the Director's, officer's, Member's, Candidate's, Practicing  
1229 Affiliate's, Affiliate's, chapter's, region's, employee's or agent's status as such. This provision shall not  
1230 apply to International Chapters unless the Appraisal Institute has undertaken such obligations separately  
1231 in writing.

1232



1234

1235 **Conduct of Meetings**

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1237 The rules contained in *Robert's Rules of Order, Newly Revised*, shall govern meetings at all levels of the  
1238 Appraisal Institute, unless inconsistent with the Articles of Incorporation, these Bylaws or the Regulations.

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## Regulations

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

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1250

## 1251 **Amendments**

1252

1253 The Board of Directors shall have the sole authority to adopt or amend these Bylaws and then only upon  
1254 a vote of sixty percent (60%) of the Directors voting at a quorum meeting after notice has been delivered  
1255 in writing to Members, Candidates, Practicing Affiliates and Affiliates of the Appraisal Institute not fewer  
1256 than forty-five (45) days before such meeting.

1257

1258 The Board of Directors shall have the sole authority to adopt or amend the designation requirements in  
1259 the Admissions Regulations and then only if:

1260

1261 a) sixty percent (60%) of the Directors with voting rights vote in favor at a quorum meeting, regardless of  
1262 how many Directors are present at such meeting; and

1263

1264 b) notice has been delivered in writing to Members, Candidates, Practicing Affiliates and Affiliates of the  
1265 Appraisal Institute not fewer than forty-five (45) days before such meeting.

1266

1267 The Board of Directors shall have the sole authority to adopt or amend the Code of Professional Ethics  
1268 and Standards of Professional Practice, and then only upon a vote of a majority of the Directors voting at  
1269 a quorum meeting after notice has been delivered in writing to Members, Candidates, Practicing Affiliates  
1270 and Affiliates of the Appraisal Institute not fewer than forty-five (45) days before such quorum meeting.

1271

1272 The Board of Directors shall have the sole authority to adopt or amend the other Regulations of the  
1273 Appraisal Institute and then only upon a vote of a majority of the Directors voting at a quorum meeting.

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1276

## 1277 **Delivery of Notices and Other Documentation**

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1279 When the Bylaws and Regulations provide for notice or other documentation to be “delivered in writing,”  
1280 or use some variation of that terminology such as “deliver in writing” or “delivers in writing,” such notice or  
1281 documentation may be transmitted via United States mail, traceable carrier, personal delivery or  
1282 electronic means, including but not limited to facsimile and e-mail.

1283

1284 Any notice to a Member, Candidate, Practicing Affiliate or Affiliate that is addressed to the principal place  
1285 of business or home of such Member, Candidate, Practicing Affiliate or Affiliate, or the facsimile number  
1286 or e-mail address of such Member, Candidate, Practicing Affiliate or Affiliate, as it appears in the official  
1287 records of the Appraisal Institute and that is transmitted within the time limits set forth in the Bylaws or  
1288 Regulations shall be deemed good and sufficient notice for all purposes. Unless specifically provided  
1289 otherwise, the effective date of delivery for such notices shall be the date of mailing, transmittal, or  
1290 delivery to a traceable carrier, or in the case of personal delivery, the date that the notice is delivered to  
1291 the Member’s, Candidate’s, Practicing Affiliate’s or Affiliate’s principal place of business or home.

1292

1293 Each Member, Candidate, Practicing Affiliate or Affiliate shall keep the Appraisal Institute advised as to  
1294 the current address of his or her principal place of business and home, current facsimile number and  
1295 current e-mail address.

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1297 **ARTICLE XIX**

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1299 **Fiscal Year**

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1301 The fiscal year of the Appraisal Institute shall be the calendar year.

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1305 **Dissolution**

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1307 Upon the dissolution of the Appraisal Institute, the Board of Directors shall, after paying or adequately  
1308 providing for the payment of all of the liabilities of the Appraisal Institute, dispose of all the assets of the  
1309 Appraisal Institute to such organization or organizations organized and operated for educational, research  
1310 and professional association purposes relating to appraisal services as shall at the time qualify as an  
1311 exempt organization or as exempt organizations under Section 501(c)(3) or Section 501(c)(6) of the  
1312 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal  
1313 Revenue Law), in such manner as the Board of Directors shall determine. Any such assets not so  
1314 disposed of by the Board of Directors shall be disposed by the appropriate court of the county in which  
1315 the principal office of the Appraisal Institute is located to an exempt organization or to exempt  
1316 organizations organized and operated for the purposes described in Article II of these Bylaws.