

Greater Houston Chapter of TPREIA Bylaws

June 2008

ARTICLE I

TITLE

The name of this Texas Professional Real Estate Inspectors Association Chapter shall be the Greater Houston Chapter of TPREIA (GHCT).

ARTICLE II

OFFICES

1. **PRINCIPLE OFFICE**-The principal office of the corporation is located in Montgomery County, State of Texas.
2. **CHANGES OF ADDRESS** The Board of Directors may change the principal office from one location to another within Texas by noting the changed address shall not be deemed, nor require, an amendment of these Bylaws as of June 30th, 2008

ARTICLE III

NON-PROFIT PURPOSE

1. To build public awareness and confidence in the home inspector
2. To promote excellence within the profession and to improve inspection service through the TPREIA Standards of Practice and Code of Ethics
3. To provide members and others with a forum in which to enhance their professionalism through education, an informed exchange of ideas, and other related benefits which can be provided best by an association.
4. To interact with related professions, the legal community and government bodies as the leading authority in the home and building inspection profession.

ARTICLE IV

MEMBERSHIP

1. Membership of the Chapter shall only include Members in good standing of TPREIA.
2. All discipline of membership shall be the exclusive function of TPREIA except for non-payment of Chapter dues, fees and/or assessments.
3. Regular communications and notices between the Chapter and the membership will be by first class U.S. mail or email.

ARTICLE V

DUES

1. Dues, fees and assessments for membership and for Affiliates shall be an amount established from time to time by the Board of Directors.
2. Any Member or affiliate more than sixty (60) days in arrears for any indebtedness to the Chapter shall be automatically considered not in good standing and forfeit all membership rights, and may have his/her status suspended or revoked upon prior written notice.
3. Members or affiliates that have been dropped from the Chapter for non-payment of dues or other indebtedness to the Chapter may be reinstated by a vote of the Board of Directors.
4. Yearly dues for Chapter Membership may be determined in June each year by the Board of Directors.
5. Membership dues are non-refundable.
6. Dues will be established to provide for the following specific purposes.
 1. Normal Chapter operating expenses.
 2. A Greater Houston Chapter of TPREIA Chapter Internet domain name and web site. The web site will contain a public access area for Member listing.
 3. Travel expenses (if funds are approved and available) for a Chapter representative(s) to the State TPREIA Chapter Leadership meeting and any Council of Representatives meetings other than the meeting at the TPREIA Annual Conference. Documents and notes from these meetings will be posted (if they may be made public) on the private section of the web site so Chapter membership may keep abreast on Home Inspector related events. Travel expenses to the Annual Conference will not be covered.
 4. The Greater Houston Chapter of TPREIA Board of Directors may provide for coverage of travel expenses to other meetings by a majority vote.
 5. Any further proper functions as determined by the Board of Directors.

ARTICLE VI

OFFICERS

1. The officers of this Chapter shall be President, Vice President, Secretary, and Treasurer,
2. Only TPREIA Member and holder of a TREC Inspectors license may hold a Chapter office.

ARTICLE VII

DUTIES OF OFFICERS

1. The President shall be chairperson of the Board of Directors and chief executive officer of the Chapter and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and at all meetings of the membership. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall be responsible to ensure adequate communications between the Chapter and TPREIA and shall report such communications to the Chapter membership.
2. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the power of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board.
3. The Secretary shall:
 1. Certify and keep at the principal office of the Chapter the original, or copy, of these Bylaws as amended or otherwise altered to date.
 2. Keep at such place as the board may determine, a book of the minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
 4. Be custodian of the records and of the seal of the Chapter and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Chapter.
 5. Keep at such place as the board may determine, a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
 6. Exhibit at all reasonable times to any director of the Chapter, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the Chapter.
 7. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
 8. All minutes must be completed in the approved minute format and all minutes must be submitted to the Board within seven days of the meeting for corrections and approval. All minutes shall be posted to the chapter web site within 15-days of the actual meeting.
4. The Treasurer shall:
1. Have charge and custody of, and be responsible for, all funds and securities of the Chapter, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
 2. Receive, and give receipt for, money due and payable to the Chapter from any source whatsoever.
 3. Disburse, or cause to be disbursed, the funds of the Chapter as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
 4. Keep and maintain adequate and correct accounts of the Chapter's properties and business transaction, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
 5. Exhibit at all reasonable times the books of account and financial records to any director of the Chapter, or to his or her agent or attorney, on request therefore.
 6. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Chapter.
 7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
 8. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by laws, by the Articles of Incorporation of the Chapter, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

9. The Treasurer shall be bonded if deemed by the Board of Directors.
10. The Chapter will have a yearly audit performed by either a licensed CPA or by a committee of three officers and their report submitted to the board and the membership. This audit will take place before the annual election of officers.
11. The Treasurer shall report the financial standing of the Chapter to the Board with interim reports at regular Executive Committee or Board meeting and shall make a full report at the Annual Meeting.
5. An officer may be temporarily suspended from office for good cause by a majority vote of the Board. An officer may be removed from office by a majority vote of the membership with or without cause.
6. If the office of Vice President, Secretary or Treasurer shall become vacant the President shall, subject to approval by the Board, appoint a successor to fill out the unexpired portion of the term. If the appointee is already holding elective or appointive office, the appointee shall serve in the appointed capacity in addition to other duties.
7. The officers shall serve without compensation except that a reasonable fee may be paid to officers for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

ARTICLE VIII

BOARD OF DIRECTORS

The Chapter shall have a Board of Directors. The Board will be comprised of seven Greater Houston Chapter of TPREIA members as follows; President, Vice President, Secretary, Treasurer, and 3 Members at large elected by the membership.

ARTICLE IX

DUTIES OF THE BOARD OF DIRECTORS

1. **QUALIFICATIONS.** Directors shall be members of Greater Houston Chapter of TPREIA who are 21 years of age, a Member of TPREIA and hold a TREC Inspector licensed. Directors shall be committed to the success of the organization.
2. The Board of Directors shall:
 1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
 2. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

3. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
 4. Meet at such times and places as required by these Bylaws;
 5. Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraph to them at such addresses shall be valid notices thereof.
 6. Have the option to retain a full or part time Executive Director or Executive Secretary.
3. **COMPENSATION.** Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.
 4. **VACANCIES.** Unless otherwise prohibited by the Articles of GREATER HOUSTON CHAPTER OF TPREIA, these Bylaws or provision of law, vacancies on the board may be filled by approval of the Board of Directors
 1. A person elected to fill a vacancy on the board from the membership shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.
 2. Directors may be suspended or removed from office, with cause, as permitted by and in accordance with laws of Texas or by a 3/4 vote of the Board.
 3. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by sole remaining director.

ARTICLE X

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

1. **EXECUTION OF INSTRUMENTS.** The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Chapter to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
2. **CHECKS AND NOTES.** Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Chapter shall be signed by the Treasurer and countersigned by the President of the Chapter.
3. **DEPOSITS.** All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies, or other depositories as the Board of Directors may select.

4. GIFTS. The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest, from its members, or devise for the nonprofit purposes of this corporation.

ARTICLE XI

CORPORATE RECORDS, REPORTS AND SEAL

1. **MAINTENANCE OF CORPORATE RECORDS.** The Chapter shall keep at its principal office:
 1. Minutes of all meetings of directors, committees of the board and all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the of those present and proceedings thereof;
 2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
 3. A record of its members indicating their names and addresses and the class of membership held by each member and the termination date of any membership;
 4. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Chapter at all reasonable items during office hours.
2. **CORPORATION SEAL.** The Board of Directors may adopt, use and at will alter, a corporate seal only if the President agrees. Such seal shall be kept at the principal office of the Chapter. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.
3. **DIRECTORS' INSPECTION RIGHTS.** Every director shall have the absolute right at any reasonable time to inspect but may not copy any books, records and documents of any kind. Directors may inspect the physical properties of the Chapter and shall have such other rights to inspect the books, records and properties of this Chapter as may be required under the Articles of Incorporation, other provisions of these bylaws, and provisions of law.
4. **MEMBERS' INSPECTION RIGHTS** Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:
 1. To inspect but not copy the record of all members' names, addresses and voting rights, at any time, only written demand on the Secretary of the Chapter, which demand shall state the purpose for which the inspection rights are requested and approved by the Board of Directors and President and Vice President.
5. **RIGHT TO COPY AND MAKE EXTRACTS.** Agent or attorney may make in person or any inspection under the provisions of this Article and the right to inspection shall include the right to copy and make extracts.
6. **PERIODIC REPORT.** The board shall cause any annual or periodic report required under law to be so prepared and delivered to an office of this state to the membership, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE XII

TPREIA COUNCIL OF REPRESENTATIVES

TPREIA provides for a Council of Representatives with representation from each Chapter depending on the number of full TPREIA Members in the Chapter.

1. Only Members of the Chapter Board are eligible to be elected as a COR delegates. All Greater Houston Chapter of TPREIA Council of Representatives delegates will be elected by the membership.
2. The COR delegates will hold a two year term with TPREIA even if that delegate leaves the Greater Houston Chapter of TPREIA Board of Directors. If the delegate is suspended or removed from the Board then their status as COR delegate is also suspended or removed.

ARTICLE XIII

STANDING OR SPECIAL COMMITTEES

1. An Executive Committee will be comprised of the Chapter officers.
2. Standing Committees shall perform the duties that these Bylaws describe and other duties as may be directed by the Board. The President, subject to Board approval, shall appoint members to the Standing Committees. The committee will elect a chair person from their ranks. The Vice President will chair the Nominations Committee and appoint, subject to Board approval, members to this committee.
3. The president, with the approval of the Board of Directors, shall appoint such other committees, subcommittees or task forces as are necessary and which are not in conflict with other provisions of these bylaws, and the duties of any such committees shall be prescribed by the Board of Directors upon their appointment.

ARTICLE XIV

ELECTIONS

1. A President, Vice President, Secretary, Treasurer and Webmaster shall be elected annually to serve for one year. The Vice President will automatically serve as President for the following year if he/she agrees to serve before the election.
2. Officers and other members of the Board shall be elected annually to serve for 1 year or until successors are elected.
3. The officers and board of directors shall be elected by the membership. Voting by an email ballot or by fax to the Secretary is acceptable.

4. A plurality vote shall constitute an election. The candidates receiving the highest number of votes shall be declared elected. In case of a tie, the choice shall be decided by a revote of the tied candidates.
5. The schedule for nominations, procedures and balloting shall be determined by the Board and announced to the membership.
6. All officers shall be elected prior to the beginning of the new calendar year. Their term shall commence at the adjournment of the meeting at which they were elected. Officers will service until replaced by duly elected officers. All voting and elections will be by closed ballot at an in person Chapter meeting of the membership.

ARTICLE XV

MEETINGS

1. The Chapter shall hold an in person annual membership meeting each year. The place, date, and hour of the annual meeting shall be designated by the Board and announced to the membership at least thirty (30) days prior to the meeting.
2. Meetings of the Board of Directors may be in person or over electronic communication channels such as the Internet or by conference call.
3. The membership must be notified of all meetings via first class U.S. mail or email notice.
4. An online Board of Director meeting may be called with a two week notice by any two members of the board or with ten day notice by any two officers.
5. The online meetings will last two weeks from the opening date unless a different period is specified in the meeting notice. All Greater Houston Chapter of TPRESIA Membership may attend the Board meeting and submit comments.
6. A notice of all meetings will be sent by email and regular mail within the required specified in Articles VII.3.or VII.10.
7. All online Board of Director meetings may be extended to cover unfinished business. The meeting extension must be announced by the President before the close of the meeting. The extension is limited to 3 days.
8. The President shall assure that Officers and Committee reports, when available, are posted before the meeting begins.
9. Any officer or board Member may post motions and proposals in the Internet meeting room section.
10. Documents that are to be provided for discussion at a Board of Directors meeting, such as proposed motions and other documents for their review must be posted in the Chapter Library before or during the meeting
11. An in person meeting shall be held at a time and location as designated by the President and approved by the board or as may be designated from time to time by resolution of the Board of Directors.
12. Special Membership meeting of the Chapter may be called by the Board or shall be called by the President upon written request of 25% or more of the Members. The place, date, and hour of any special meeting shall be designated by the Board.

Official notice of a special meeting stating the purpose of purposes for which the meeting is held will be sent by the Secretary to the Membership.

13. An in person Board of Directors meeting may take place at any Greater Houston Chapter of TPRESIA function or at the TPRESIA Annual Conference with three week notice from the President.
14. Voting at the annual meeting or special Membership meeting of the Chapter may be email, in person or by proxy. A signed and dated proxy shall be mailed, faxed or otherwise delivered to the Secretary before the commencement of the meeting. Proxies may be revoked by the maker prior to their being voted.

ARTICLE XVI

QUORUM

1. A quorum at an electronic Board of Directors meeting shall consist of 25%-of the membership and must include the President or Vice President and one other officer. Members signing in the appropriate section will determine attendance of the meeting.
2. An in person Board of Directors or membership meeting shall consist of at least a majority of the board members entitled to vote and shall constitute a quorum at any regular or special meeting of the Chapter. The quorum requirement also shall include attendance of the President or Vice President and one other officer. A Board member may attend a meeting by use of a conference telephone call in which all attendees can hear the caller and be heard by the caller.
3. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of Law require a greater percentage of different voting rules for approval of a matter by the board.
4. A majority of the membership of any standing committee or special committee shall constitute a quorum.

ARTICLE XVII

FISCAL YEAR

The fiscal year shall be from July 1st to June 30th each year.

ARTICLE XVIII

PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order* (current edition) shall govern meetings of this Chapter where not inconsistent with these Bylaws.

ARTICLE XIX

AMENDMENTS

These Bylaws may be amended at any annual or special meeting by a 2/3rd vote of Chapter Members present and voting at such meeting. Advance written notice of proposed Bylaw amendments must be submitted to the membership before the meeting via first class U.S. mail or email.

ARTICLE XIX

INDEMNIFICATION

The Chapter shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding (including actions by or in right of the Chapter to procure a judgment in its favor) by reasons of the fact that the person is or was a representative of the Chapter, against expenses including attorney's fee, judgments, fines and amounts paid in settlement, actually and reasonable incurred, if such person has been successful on the merit or otherwise in such action or, upon a determination in the specific case that such indemnification is proper in the circumstances. The Chapter may purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons to the full extent authorized by law.

ARTICLE XX

RESTRICTIONS

1. All policies and activities of the Chapter shall be consistent with applicable tax exemption requirements including that the Chapter not be organized for profit and that no part of its earnings inure to the benefit of any private individual or corporation.
2. This Chapter shall comply with the bylaws and such other rules and policies set forth by TPRESIA.

3. It is the undeviating policy of the Chapter to comply strictly with the letter and spirit of all applicable federal, state, provincial, and international regulations and laws. Any activities of the Chapters or Chapter related actions of its staff, officers, directors, or members which violate these regulations and laws are detrimental to the interests of the Chapter, are unequivocally contrary to Chapter policy and, in consideration of these Bylaws, lack authority.
4. In the event of dissolution of the Chapter, any funds remaining shall be transferred to one or more organizations which are exempt from Federal Income Tax under Internal Revenue Code 501 (C.6).

ARTICLE XXI

TAX EXEMPTION PROVISIONS

1. **PROHIBITION AGAINST PRIVATE INURNMENT**
No part of the net earnings of this Chapter shall inure to benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes of this corporation.
2. **PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**
In any taxable year in which this corporation is a private foundation as described in Section 509 (a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under section 4944 if the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of Internal Revenue Code.

ARTICLE XXII

CONSTRUCTION AND TERMS

1. If there is the any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.
2. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

3. All references in these Bylaws to the Article of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.
4. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time, or to corresponding provisions of any future federal tax code.