

BY-LAWS of the
MICHIGAN ASSOCIATION OF HOME INSPECTORS, INC.

Article I - Name, Organization, Objectives, Location.

- A.** The name of this organization is “Michigan Association of Home Inspectors, Inc.” It shall be referred to here as “The Association”.
- B.** The Association is organized as a voluntary, non-profit corporation. It is independent of government entities and of other associations.
- C.** The objectives of the Association are:
1. To unite those engaged in the recognized profession of home inspection for the purpose of exerting a beneficial influence upon the profession.
 2. To promote and maintain high standards of conduct in the home inspection profession, as expressed in the Association’s Standards of Practice and Code of Ethics.
 3. To provide guidance to the Michigan Legislature and other governing bodies regarding home inspection issues.
 4. To encourage inspectors to continually improve their knowledge and skills.
 5. To promote the importance and value of home inspections by professional inspectors to the public.
- D.** The principal location of the Association headquarters shall be the office of the current Registered Agent and/or Corporate Secretary.

ARTICLE II– MEMBERSHIP

A: Types of Members. There shall be three classes of Members:

1. **Regular Members** – Individuals who are actively engaged in the home inspection profession; They perform inspections of residential real properties, and prepare written reports on their condition.
2. **Affiliate Members** – Individuals or firms who, while not engaged in the home inspection profession as outlined in Section 1 of this Article, have an interest in the profession and are in sympathy with the objectives of the Association.
3. **Retired Members** – Individuals who have held regular membership for a minimum of five years, have retired from the home inspection profession, and wish to transfer from Regular Member status to Retired Member status.

B: Privileges and Obligations of Members.

1. **Regular Members-**
 - a. Regular members shall be entitled to vote in Association elections and to serve in any elected or appointed office.
 - b. Regular members must conduct business in accordance with the Standards of Practice and Code of Ethics of this Association.
 - c. Regular members must remain in compliance with any applicable Michigan regulations.
2. **Affiliate Members**
 - a. Affiliate Members shall not vote or hold office in the Association.
3. **Retired Members**
 - a. Retired Members shall not vote or hold office in the Association.
4. All members must pay dues as established by the Board of Directors.
5. All members in good standing shall have the right to use the Association name, materials, and insignia in a manner prescribed by the Board of Directors.

C: Application.

1. Application for membership shall be made as prescribed by the BOD. Each applicant shall receive a copy of SOP, COE and Bylaws.
2. The application form shall contain the following statement, among those to be signed by the applicant: "I hereby agree to conduct myself in compliance with the SOP, COE and Bylaws of the association."

D: Resignation

1. A member may offer their resignation in writing to the Board of Directors at any time. Resignations shall become effective when received by the Association.

E: Revocation.

1. The association shall have the right to revoke an individual's membership for cause. Cause exists if a member fails to comply with the requirements of Membership as outlined in Article II, Section B.

ARTICLE III – OFFICERS AND DIRECTORS

A. Officers

1. The officers of the association shall be a President, Vice-President, Secretary and Treasurer. The Officers shall be elected by the Board of Directors from the Board of Directors.
2. The President's term is one year. The president can be elected for two more terms for a total of three consecutive years.
3. The Vice-President's term is one year. The Vice-President can be elected for three more terms for a total of four consecutive years.
4. Election of officers shall be by secret ballot at the appropriate Board of Directors meeting.

B. Directors:

1. The Board of Directors shall consist of four at-large Directors, the Local Area Directors and the immediate past President.
2. The At-Large Directors shall be elected by the general membership. Terms shall be two years. Elections shall be scheduled each year to replace half of the directors-at-large.
3. Local Area Directors shall be elected by the members of each Local Area for a term of three years.

C. Duties of Officers.

1. The President.

- a) Act as chairman of the Board of Directors.
- b) Preside over annual member meetings.
- c) Appoint all Committee chairs, an act as ex-officio member of committees except the Membership committee and the Nominating and Elections committee.
- d) Act as official spokesperson of the organization.
- e) Undertake other duties as determined by the Board of Directors or as set forth in the By-Laws.
- f) Vote in meetings of the Board only when a tie exists among regular voting Board members.

2. The Vice President

- a) Assume the duties of President during the absence of the President at meetings.
- b) Act as President in the event of a vacancy occurring in the office of President until a successor is elected.
- c) Undertake other duties assigned by the Board of Directors or President.

3. Secretary

- a) Keep minutes of all Board of Directors meetings and the Annual meeting.
- b) Maintain all official records of the Association.
- c) Maintain a list of all Members in good standing.
- d) Provide at least fifteen days notice of regular meetings to members in good standing.
- e) Undertake those duties as assigned by the Board of Directors.

4. Treasurer

- a) Collect, receive and have all funds of the Association and deposit such funds in bank accounts in the name of the Association.
- b) Maintain financial records and provide information from those records to the Board of Directors and authorized government agencies.
- c) Provide for the expenditure of funds.
- d) Exercise oversight of expenditures.
- e) Undertake those duties as assigned by the Board of Directors.

D. Duties of Directors.

1. The Board of Directors shall be responsible for the supervision and direction of the Association.
2. The Board shall ensure that the By-Laws and Articles of Incorporation are properly executed.
3. The Board shall schedule regular and special meetings of the Association.
4. The Board of Directors shall approve all bank resolutions governing the Association.
5. A special meeting of the Board of Directors may be called by a majority of the Board or by the President. Three days notice to the Board and the Officers shall be required for such a meeting.
6. The Board may confirm the establishment or dissolution of committees by the president. Each committee shall report to the Board as directed.
7. The Board shall determine the minimum number of members for each Local Area Group, and the area each group will cover.
8. A director may only be compensated as reimbursement for expenses personally incurred on behalf of the Association and submitted to the Treasurer for verification. No member of the Board of Directors, by reason of their office, shall receive any salary or compensation.

ARTICLE IV - ELECTIONS

- A. **Two election procedures** are hereby authorized: When the total number of voting members on Dec. 1 of any year is less than 150, Procedure 1 shall be used for the next election cycle. When the total number of voting members is 150 or more, Procedure 2 shall be used.
1. **Procedure 1:** At the location of the annual meeting, but before that meeting is called to order, the floor shall be opened for nominations. The nominations for director shall be made verbally from the floor by the members in good standing. Individuals can be nominated whether or not they are present. If a member who is not present is nominated from the floor, the member nominating him/her shall present a signed statement from the nominee indicating willingness to serve. After a reasonable period of time, the floor shall be closed for nominations, and ballots prepared. Ballots will then be distributed to qualified members present at the meeting. The voted ballots shall be collected from the members and tabulated. Those elected shall then be formally appointed at the appropriate part of the agenda of the formal meeting.
 2. **Procedure 2:** The opening of nominations for the position of Director will be announced on December 1, by email from the President, on the Web site and by

any other means found convenient. Nominations will be accepted during December and January. Any voting member can nominate any other voting member, by a written signed notice to the Nomination committee chairman. Nominations shall close on Jan. 31. The Nomination Committee shall contact each nominee, determine if they are willing to serve and check to see that they are members in good standing. The Committee shall then prepare and send the ballot with instructions by e-mail to each member in good standing on Feb. 14. The voting members shall print their ballot, cast their vote and return the ballots to the Committee in a double envelope. The instructions with the ballot will direct them to place the ballot in the inner envelope, leave that envelope otherwise blank, and enclose it in the outer envelope. The voter shall write his/her name in the return address of the outer envelope and return it by US First-Class mail to the Committee. Ballots must be received by the committee by March 1 in order to be considered valid. The Committee shall verify the eligibility of each voter by examining the information on the outer envelope, then discard this envelope. The inner envelopes of eligible voters will then be opened, and the votes tabulated. This work shall be completed by March 4. The chairman of the Committee shall notify the winners directly. He/She shall also notify the President, who will announce the new directors at the March general meeting.

ARTICLE V – REMOVAL OF OFFICERS AND DIRECTORS.

- A. An officer or may be removed for cause by the Board of Directors if that officer fails to remain a Member in good standing. Removal may also be done by a petition from the membership showing signatures of a majority of members. An officer may also resign by written notice to the Board.
- B. A director may be removed for cause by a majority vote of the Members. An officer may also resign by written notice to the Board. The director's absence from 2 consecutive meetings shall be considered a resignation, if accepted by the Board.

ARTICLE VI – COMMITTEES

- A. Committees shall be created, staffed and dissolved by the President, subject to confirmation by a majority of the Board of Directors. The committees shall included but not be limited to:
 - 1. The Nominating committee: Qualifies electors, accepts and verifies nominations, provides and tabulates ballots for Director elections.
 - 2. The Membership committee: Reviews applications, investigates and presents recommendations regarding revocation of Membership, and accepts petitions for removal.
 - 3. Rules and bylaws committee: Reviews all proposed amendments to the By-Laws, and makes recommendations to the Board of Directors and the Membership as necessary.

ARTICLE VII – MEETINGS

- A. **Annual Meetings:** The annual meeting of the Association shall be held in March, with the place date and time to be designated by the Board of Directors. The agenda for the meeting shall be fixed and published at the beginning of the meeting. The agenda shall include but not be limited to:
1. Address of the President to the Membership.
 2. Reports of Officers
 3. Reports of Committees
 4. Installation of new officers
 5. Other business as deemed needed by the Board and Membership.
- B. **Board Meetings:** The Board of Directors shall meet quarterly at a time and place to be designated by the Board. The Board may transact business by mail, fax or email by voting on proposals submitted to them at the direction of the Chairman. Unless specified otherwise in these By-Laws, a vote of the majority of the members of the Board of Directors present at the meeting shall determine the result. In the event of an objection to a mail, fax or email ballot by one-third or more of the Members of the Board, the ballot shall be delayed until the next meeting of the Board.
- C. **Special meetings.** The Board of Directors and the chairman shall have the authority to call a special meeting of the Membership.

ARTICLE VIII – LOCAL AREA GROUPS

- A. Local Area Groups, representing the association, may be established throughout the State of Michigan with the approval of the Board of Directors. Members of these groups shall be members of the Association, or shall obtain membership in the organization within a reasonable time.
- B. Each Local Area Group shall elect a member to serve on the Board of Directors.
- C. The objectives of the Local Area Groups shall be to fully support the Association's objectives as outlined in Article I of these By-Laws.

Article IX – FISCAL YEAR

- A. The Association's fiscal year shall begin on January 1.

Article X PARLIAMENTARY AUTHORITY

- A. *The Modern Rules of Order* by Donald A. Tortorice shall be recognized as the authority governing meetings of the Association, its Board of Directors, committees and Local Area Groups, except where such Rules conflict with these By-Laws.

Article XI – AMENDMENTS TO ARTICLES OF INCORPORATION.

- A. An amendment to the Articles of Incorporation requires a two-thirds vote of the Members present at any special meeting or at the annual meeting. Notice of the proposed amendment and vote must be provided to the members in good standing fifteen days prior to the vote.

Article XII - AMENDMENTS TO THE BY-LAWS

- A. These By-Laws may be amended by two-thirds vote of members in good standing.
- B. An amendment to the By-Laws may be proposed by the By-Laws Committee, or by a petition signed by 10 percent of the members. The proposal for amendment must be submitted to the Bylaws Committee at least 30 days prior to the next Board meeting. The committee shall present the amendment to the Board at its next meeting, but the Board may correct only article and section designations, punctuation, English usage, spelling and cross-references and may make non-substantive technical changes. The corrected amendment shall then be sent by mail to the members for the vote. If the amendment is approved by the members, it shall come into force on the date of the next annual meeting.

Article XIII - INDEMNIFICATION

- A. The association shall indemnify any Member or the Board of Directors, any officer or any Member appointed to a committee who is party to any threatened, pending or completed action, suit or other proceeding at law. All such representatives shall conform to the definition of “insured” under any applicable Association liability insurance coverage. The Association may purchase and maintain insurance for the purpose of indemnification on behalf of any or all such persons to the full extent authorized by law.

Article XIV – AUDITS

- A. The Board of Directors or a quorum of the membership may call for an independent audit of the Association’s funds.

Article XV – DISSOLUTION

In the event that the members of the Association vote to dissolve the Association, any assets of the Association shall be first used to pay any outstanding obligations. If assets remain, they shall be distributed to another non-profit organization as described in V of the Articles of Incorporation, as amended on March 23, 2006

BY-LAWS of the
MICHIGAN ASSOCIATION OF HOME INSPECTORS, INC.

AUTHENTICATED AND APPROVED: THIS 21 DAY OF AUGUST, 2008 *Robert Meier*
Dennis Durandetto Dennis Durandetto 08/21/08
Print name Signature Date

MICHAEL S HOLMES Michael S Holmes 8-21-08
Print name Signature Date

MELVIN F. JACOBS Melvin F. Jacobs 8/21/08
Print name Signature Date

RANDALL ALDERING Randall Aldering 8/21/08
Print name Signature Date

Donald L. Bergman Donald L Bergman 8/21/08
Print name Signature Date

JANIS PUTEZIS JR. Janis Putelis Jr. 9-11-08
Print name Signature Date

PATRICK MICHAEL LYONS Patrick Michael Lyons 9-11-08
Print name Signature Date

Print name Signature Date

Rules of Order

Rules 1 and 2 are mandatory; the remaining rules serve as guidance to the Chair and are subject to Rules 1 and 2.

Rule 1

Role of the Chair

Authority for conduct of the meeting is assigned to the Chair, who shall be responsible for timely, fair and reasonable conduct of the meeting's business. Decisions of the Chair are final on questions of procedure, except that any ruling can be appealed to a vote of the meeting. If a ruling of the Chair is corrected by the meeting, the Chair shall amend its ruling to reflect the will of the meeting.

Rule 2

The Rules and Governing Law

The rules of conduct of the meeting are subordinate to bylaws of the organization, which are subordinate to the articles (or charter) and to prevailing state or federal law.

Rule 3

The Agenda

The Chair shall be responsible for establishing the order of business, or agenda, in consultation with the Secretary, and shall ensure that the order of business is posted or circulated as required by the bylaws, articles or law.

Rule 4

Convening the Meeting

The Chair shall be responsible for ascertaining and announcing the presence of a quorum and the due convening of the meeting.

Rule 5

Special Officers

The Chair shall have authority to appoint a Special Chair to conduct the meeting, a Special Secretary to record minutes or other special officers for the purpose of assisting in conduct of the meeting. The Special Chair or other specially appointed officers shall serve under the authority of and be subject to direction of the elected Chair. A Special Secretary shall also serve under supervision of the elected Secretary.

Rule 6

Approval of Minutes and Reports as Submitted

By announcement of the Chair, unless an objection is raised, previously circulated minutes of meetings and reports not requiring action may be approved as submitted. If an objection is made, approval shall be presented in the form of a motion.

Rule 7

General Discussion

Issues that require consideration of the meeting may be discussed with or without formal motion. An issue may be resolved by recording (a) the general consensus or "sense of the meeting," or (b) by a formal motion.

Rule 8

General Principles for Discussion or Debate

Discussion of any issue is subject to regulation by the Chair to assure adequate consideration of relevant points of view in the best interests of the organization. The objectives of discussion are to:

- (a) determine the will of the body and to articulate decisions for conduct of business;
- (b) assure sufficient discussion and consideration of issues so that all pertinent points of view are considered;
- (c) maintain at all times the dignity of the meeting so that each recognized speaker's views are made known to voting participants and to ensure that appropriate respect is accorded all members; and
- (d) present the consideration of business in a manner understood by all participants.

Rule 9

General Consensus or Sense of the Meeting

When the meeting participants embrace a course of action by a clear consensus, the Chair may, if there is no objection, state that action upon the issue is resolved by "general consensus" or the "sense of the meeting." A ruling as to general consensus or the sense of the meeting shall be recorded in the minutes as the decision of the meeting. The Chair may also announce that, without objection, a matter may be recorded as the unanimous action of the meeting.

Rule 10

Use of Motion Practice

Where a sense of the meeting cannot be determined with reasonable certainty (as discussed in Rule 9), or where by reason of importance of the matter formal approval or a count of the votes is desired, the Chair or any member may state the proposal as a motion under Rules 11 and 12.

Rule 11

Motion Practice

The rules of motion practice shall be applied as a guide to the Chair in disposition of formal motions, which are resolved by a vote of the meeting.

Rule 12

Motion Practice and Precedence

Under these Rules, motions should be limited to those set forth below. They are grouped into three categories and listed in order of precedence:

- (a) when any motion is pending, any motion listed above it in the list is in order, but those below it are out of order;
- (b) where a required vote is stated, reference is made to those present; and voting
- (c) or, in situations such as stockholders meetings where participants may have more than one vote, reference is to the number of votes cast.

Meeting Conduct Motions

1. Point of Privilege

Characteristics:

- . May interrupt a speaker
- . Second not required
- . Not debatable
- . Not amendable
- . Resolved by the Chair, no vote is required

2. Point of Procedure

Characteristics:

- . May interrupt a speaker
- . Second not required
- . Not debatable
- . Not amendable
- . Resolved by the Chair, no vote is required

Similar- Motions Included: Point of order, point of inquiry

3. To Appeal a Ruling of the Chair

Characteristics:

- . May not interrupt a speaker
- . Second required
- . Debatable
- . Not amendable
- . Majority vote required

Special Note: If a ruling of the Chair is based on governing law (e.g., not a proper subject of the meeting or a matter requiring prior notice), it is not appealable.

Disposition Motions

1. To Withdraw a Motion

Characteristics:

- . May interrupt a speaker
- . Second not required
- . Not debatable
- . Not amendable
- . Resolved by the Chair, no vote is required

2. To Postpone Consideration

Characteristics:

- . May not interrupt a speaker
- . Second required
- . Debatable
- . Amendable
- . Majority vote required

Similar- Motion Included: To table; to postpone indefinitely

3. To Refer

Characteristics:

- . May not interrupt a speaker
- . Second required
- . Debatable
- . Amendable

. Majority vote required

4. To Amend

Characteristics:

- . May not interrupt a speaker. Second required
- . Debatable
- . Amendable
- . Majority vote required

5. To Limit, Extend or Close Debate

Characteristics:

- . May not interrupt a speaker. Second required
- . Debatable
- . Amendable
- . Two-thirds vote required

Similar Motions Included: To move the question; to call the previous question

6. To Count the Vote

Characteristics:

- . May not interrupt a speaker
- . Second required
- . Not debatable
- . Not amendable
- . Mandatory when seconded, no vote required

Similar Motions Included: To divide the assembly

Main Motions-To Take Action or Reconsider Action Taken

Characteristics:

- . May not interrupt a speaker
- . Second required
- . Debatable
- . Amendable
- . Majority vote required unless a greater vote is prescribed by the bylaws, articles or law

Rule 13 Elections

Elections are initiated by the process of nomination set forth in the bylaws, charter or prevailing law. If more than one candidate is nominated to any office, reasonable discussion should be allowed as to the fitness of candidates to serve. For particular offices, a majority vote is required; however, the directors are chosen by plurality vote (unless otherwise prescribed in the bylaws, charter or governing law).

Rule 14 Adjournment

Upon completion of the meeting's agenda, if no further business is indicated, the Chair shall adjourn the meeting

Adjournment may be accomplished by motion or announcement of the Chair. A motion to adjourn prior to completion of the agenda is out of order.

Rule 15 Minutes

Minutes of the meeting shall be recorded by or under supervision of the Secretary and be submitted for approval at a subsequent meeting. In the absence of the Secretary, the Chair shall appoint a Special Secretary of the meeting.

Motion	Interrupt a Speaker?	Second Required?	Debatable?	Vote Amendable?	Required?
Meeting					
Conduct Motions:					
Point of Privilege	yes	no	no	no	none
Point of Procedure	yes	no	no	no	none
To Appeal	no	yes	yes	no	majority
To Recess	no	yes	yes	yes	majority
Disposition Motions:					
To Withdraw	yes	no	no	no	none
To Postpone Consideration	no	yes	yes	yes	majority
To Refer	no	yes	yes	yes	majority
To Amend	no	yes	yes	yes	majority
To Limit, Extend or Close Debate	no	yes	yes	yes	2/3
To Count the Vote	no	yes	no	no	none
Main Motions:					
To Take Action,					majority unless
To Reconsider, or To Elect	no	yes	yes	yes	otherwise required