

Bylaws
Association of Texas Appraisers, Inc.

ARTICLE I --- NAME AND PURPOSE

Section 1 - Name: The name of the organization shall be the Association of Texas Appraisers, Inc. It shall be a nonprofit organization incorporated under the laws of the State of Texas.

Section 2 - Purpose: The Association of Texas Appraisers is organized for education, charitable purposes, and protecting the interests of all professional appraisers in Texas.

2a: The purposes of this organization are to provide opportunities for continuing education and professional association for real estate appraisers and other interested parties within the State of Texas; to establish and maintain minimum requirements for membership; to confer membership designations to properly qualified appraisers; and to provide and maintain an organization that serves the needs of its members.

ARTICLE II --- MEMBERSHIP

Section 1 - Eligibility for membership: Application for membership shall be open to any person who is actively engaged in or concerned with real estate appraising or appraisal education. Membership shall be granted after completion and receipt of a membership application and annual dues.

There shall be four (4) membership categories: Appraiser (voting) members shall include all real estate appraisers who are either certified or licensed by the Texas Appraiser Licensing & Certification Board (TALCB). Associate (non-voting) members shall include all others who are eligible for membership including appraiser trainees. Honorary (non-voting) members shall include former Appraiser Members who are retired and were members in good standing for at least five (5) years to be extended to ten (10) years on the tenth anniversary of the ATA. ATA Life Member (voting) shall include any real estate appraiser who has been awarded this status by the Board of Directors.

Section 2 - Annual dues: Annual dues for appraiser members shall be \$100 each year and for associate members, \$50 each year, unless changed by a two-thirds (2/3) vote of the board.

Section 3 - Termination: Continued membership shall be contingent upon payment of annual dues. A member can have their membership terminated for good cause by a two-thirds (2/3) vote of the board.

Section 4 – ATA Life Member: The President of ATA, with approval of the Board of Directors, may award Life Member status to any of the original incorporators, or to any other member recognized by the President due to the member's distinguished service to ATA. Only one Life Member award shall be eligible for recommended by the President in any given fiscal year. A Life Member of ATA shall always be considered a member in good standing, and is not required to pay membership dues.

ARTICLE III -- DESIGNATIONS

Section 1 - Application for Designation: Members may apply for a designation by filling out an application form and paying a one-time designation fee of \$25. The following designations shall be issued to active qualifying members upon application and approval:

Ia: To be awarded the Associate of Texas Appraisers - General (ATA-G) designation, the applicant must have met the requirements of the Texas Appraiser Licensing and Certification Board (TALCB) for General Appraiser, must hold a General Appraiser certification from the TALCB, and must meet the general requirements listed below.

Ib: To be awarded the Associate of Texas Appraisers - Residential (ATA-R) designation, the applicant must have met the requirements of the Texas Appraiser Licensing and Certification Board (TALCB) for Residential Appraiser, must hold a Residential Appraiser certification from the TALCB, and must meet the general requirements listed below.

Ic: To be awarded the Associate of Texas Appraisers - Licensed (ATA-L) designation, the applicant must have met the requirements of the Texas Appraiser Licensing and Certification Board for Licensed Appraiser (TALCB), must hold an Appraiser License from the TALCB and must meet the general requirements below.

Id: Candidates for a designation must have two years experience as a General, Residential or Licensed appraiser with TALCB and must be recommended by two designated or charter members or have 4 letters of recommendation from other appraisers (minimum of 2 by members; others may be from members or non-members) of the association.

Ie: Notice of application shall be posted in the association's quarterly newsletter, in meeting notices, or through e-mail to each member so that members may advise the board if they have an opinion as to whether the awarding of a designation should be approved or not.
(Amended 8-18-06)

If: Application for designation shall be reviewed and approved by the board, at which time requested designation will be awarded to the candidate.

Section 2 - Maintenance of Designation: In order to maintain a designation, a designated member must attend at least one association meeting per year. Any request for waiver of this requirement due to extenuating circumstances must be submitted in writing to the board for approval.

Section 3 - Termination of Designation: Any designation that is awarded to a member shall at all times remain the property of the Association of Texas Appraisers and shall be returned to the association upon written request by the president of the association if an individual fails to meet the attendance requirements above, if their designation is revoked for cause, or if their membership in the association lapses or is terminated.

ARTICLE IV --- MEETINGS OF MEMBERS

Section 1 - Regular meetings: At least two educational meetings shall be held per year at a time and place designated by the board.

Section 2 - Annual meetings: An annual meeting of the members shall take place in the month of August, the specific date, time and location of which will be designated by the board. At the annual meeting the members shall elect directors, receive reports on the activities of the association, and conduct such other business as may be required to maintain the continued operation of the association.

Section 3 - Special meetings: Special meetings of the members may be called by the president, the Executive Committee, or a simple majority of the board. A special meeting may also be called by submission of a petition signed by five percent of voting members.

Section 4 - Notice of meetings: Printed notice of each regular meeting shall be given to each member, by mail or e-mail, not less than one month prior to the meeting.

Section 5 - Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 6 - Voting: All issues to be voted on by the membership shall be decided by a simple majority of those voting members present at the meeting.

ARTICLE V --- BOARD OF DIRECTORS

Section 1 - Board role, size, and compensation: The board is responsible for overall policy and direction of the association. The board shall have a Chairman of the Board plus nine members, all of whom must be voting members of the association. Directors shall receive a \$50 stipend for attending board meetings. The amount of the director's fee shall be recommended by the board as part of the annual budget and as approved by the members at the annual meeting. Directors shall also receive complimentary registration to association meetings.

Section 2 - Terms: All Board members (except the Chairman of the Board) shall serve three year terms but are eligible for re-election. At the time of election of the first board, directors shall draw for, or otherwise agree to, one, two or three year terms, so there shall be staggered terms with three directors being elected each of the following years. There shall be a two consecutive term limit for directors with a one-year break before being considered eligible for re-election.

Section 3 - Meetings and notice: The board shall meet at least semi-annually, at an agreed upon time and place. Directors shall receive written notice of semi-annual meetings, by mail or e-mail, not less than one month prior to the meeting.

Section 4 - Nominations: The Nominating Committee shall be responsible for nominating a slate of at least three members representing the association's diverse constituency. In addition, any member can nominate a candidate at the meeting at which directors will be elected.

Section 5 - Board elections: Directors shall be elected or re-elected by a simple majority of voting members present at the annual meeting.

Section 6 - Quorum: For business transactions to take place and motions to be passed, five board members represent a quorum.

Section 7 - Officers and duties: There shall be a Chairman of the Board and four officers of the board: president, vice-president, secretary and treasurer. Their duties are as follows:

7a: The Chairman of the Board is to manage and provide leadership to the Board of Directors. The Chairman is accountable to the Board and acts as direct liaison between the officers, directors and membership. The Chairman acts as the communicator for Board decisions where appropriate. The Chairman provides independent advice, recommendations and counsel to the Board and to the Executive Director. The Chairman of the Board is a non-expiring position appointed by the Board of Directors. The Chairman has voting privileges at all Board of Director meetings. Compensation will be as determined by the board as part of the annual budget.

7b: The president shall oversee the operation of the association and shall have the duties and powers typically vested in the chief elected officer of a not for profit association. The president shall convene regularly scheduled board and membership meetings and shall preside at said meetings. The president shall have such other powers and perform such other duties as may be directed from time to time by the board.

7c: The vice-president shall convene and preside at meetings in the absence of the president and shall automatically succeed to the presidency at the end of his term.

7d: The secretary shall be responsible for maintaining records of the association, including the taking of minutes at all board and membership meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records and reports are up to date and maintained.

7e: The treasurer shall be responsible for maintaining the financial records of the association and shall receive and account for all income and pay and account for all expenses. The treasurer shall make a report at each board meeting relative to the financial status of the association, shall assist the president in preparing the annual budget, and shall ensure that any required financial reports to governmental entities are filed in a timely manner.

7f: The immediate past president shall serve as an ex-officio member of the board with no voting rights, unless he/she is still completing part of a three year term as director, in which case he/she shall continue to be a voting member until his/her term expires.

Section 8 - Vacancies: When a vacancy on the board occurs mid-term, the secretary shall receive nominations for a new member from present board members in advance of the next regular board meeting. These nominations shall be sent out to board members with the regular board meeting notice and will be voted upon at the next board meeting. Such vacancy or vacancies will be filled only until the end of the departing board member's term.

Section 9 - Resignation, absences and termination: Resignation from the board must be in writing and received by the president or secretary. A board member shall be terminated from the board due to excess absences, i.e., more than two unexcused absences in a row from board meetings. A board member, including Chairman of the Board, may be removed for cause by a three-fourths

(3/4) vote of the remaining directors.

Section 10 - Special meetings: Special meetings of the board shall be called upon the request of the president or one-third (1/3) of the board. Notice of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

Section 11 - Action without a meeting: Any action required or permitted to be taken by the board may be taken without a meeting if a majority of the board consents in writing to that action. Such consent may be in electronic form. An action by written consent shall have the same force and effect as any other validly approved action of the board. Such written consents shall be filed with the minutes of the proceedings of the board.

Section 12 - Executive director: The board may, as deemed necessary, engage the services of an individual to serve as executive director of the association. The duties of the executive director shall be to assist the board in conducting the business of the association and as specifically delineated by the board. Association members are not precluded from filling this position. Compensation will be as determined by the board as part of the annual budget.

Section 13 - Budget: The president, with the assistance of the treasurer and the executive director, shall prepare an annual budget to be reviewed by the board and approved by the members at the annual meeting.

ARTICLE VI --- FISCAL YEAR

Section 1 - Fiscal year: The fiscal year of the association shall be from September 1 to August 31.

ARTICLE VII --- COMMITTEES

Section 1 - Executive Committee: The Executive Committee shall be comprised of the president, vice president, secretary, and treasurer.

Section 2 - Nominating Committee: The Nominating Committee shall be comprised of the immediate past president, the president, and the vice president.

Section 3 - Professional Standard Committee: The Professional Standards Committee shall be appointed by the board and shall operate under guidelines established by the board.

Section 4 - Other committees: The board may from time to time establish such other committees as are deemed necessary for the proper operation of the association.

ARTICLE VIII --- CONDUCT OF MEETINGS

Section 1 - Conduct of meetings: The rules contained in *Robert's Rules of Order, Newly Revised*, shall govern the meetings of the association, unless inconsistent with the Articles of Incorporation or these Bylaws.

ARTICLE IX --- AMENDMENTS

Section 1 - Amendments: These bylaws may be amended when necessary by two-thirds (2/3) vote of the board. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements and shall be noticed to the membership prior to the board vote.

(Amended August 2, 2013 to change Article I Section 2 (Purpose) to provide clarity to the purpose of the organization; change Article II add a third membership category and add Section 4 ATA Life Member; change to Article III Item 1d regarding recommendation letters; change to Article V regarding directors attending association meetings)

(Amended August 1, 2014 to change Article V Section 7 regarding the addition Chairman of the Board to the officers of the board)

(Amended February 20, 2015 to change Article V Section 2 regarding the term limits and break in service before eligible to run additional terms)

ARTICLE X --- DISSOLUTION

(Amended November 6, 2007, to remove Article X - Dissolution)

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a unanimous vote on the 29th day of April, 2006.