

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 \$125 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. Annual dues not paid within 60 days of the annual renewal will result in membership being terminated. 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 a 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 during the Fall months. The specific date, time, and location of which will be designated by the board. At the annual meeting, newly elected directors will be installed, the members shall 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 - Elections:* New Association directors shall be elected annually to replace those sitting members whose terms will expire at the Annual Meeting of the Association. The three (3) year term of office shall begin each year at the Annual Meeting of the Association. Directors shall, upon beginning their term, enter upon the performance of their duties and shall continue in office until their successors shall be duly elected or unless they resign, are removed, or are otherwise unable to fulfill their term. The Nominating Committee may propose to the Board appropriate terms for replacing departing board members to assure an equal number of board departures each year.

Directors of the Association not serving in an ex-officio capacity shall be elected by electronic ballot on the ATA website following this procedure:

- a. At least 120 days prior to the Association's Annual meeting, the Executive Director shall send out a Nomination Form to all designated members of the Association. Nominees shall have 30 days to submit their nomination forms to the Association.
- b. If there is one nominee for each seat, each nominee shall be considered to have been elected.
- c. If there are more nominees than seats available, no later than 60 days prior to the Association's Annual meeting, the Executive Director shall submit a written ballot to the voting members of the association, listing all nominees. Said ballot shall include a photo and a short biographical sketch of each nominee. Nominees may include a short video (maximum 2 minutes in length) that may be included on the ballot.
- d. Completed ballots must be received within 30 days after the mailing date to be valid. Seats will be filled by those nominees receiving the most votes. The Secretary and/or Executive Director will certify the voting results.
- e. The election process will close no later than 30 days prior to the Association's Annual meeting.
- f. In the event of a tie in any election, the Board shall elect one of the nominees to fill the seat in question.

*Section 7 - Voting:* All other issues to be voted on by the membership shall be decided by a simple majority of those voting members present at the annual 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 active members and one alternate member, all of whom must be voting members of the association. Active 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-term limit for directors with a one-year break before being considered eligible for re-election. Alternate Director shall be for a one-year term, but eligible for other future elections unless selected to serve a vacancy.

*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 four members representing the association's diverse constituency. In addition, any member can nominate a candidate as per the guidelines set forth in Article IV Section 6.

*Section 5 - Board elections:* Directors shall be elected or re-elected by a simple majority of voting members. Alternate Director shall be the first runner-up in the voting procedure.

*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 they are still completing part of a three-year term as director, in which case they shall continue to be a voting member until his/her term expires.

*Section 8 - Vacancies:* When a vacancy on the board occurs, the alternate director will fill the vacancy. If the alternate director is unable to fill the vacancy or more than one vacancy is to be filled, 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 or Executive Director to each board member at least two weeks in advance of the special meeting or sooner if a majority of the board approves.

*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 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 Standards Committee:* The Professional Standards Committee shall be appointed by the board and shall operate under guidelines established by the board.

*Section 4 - Bylaws Committee:* The Bylaws Committee shall be comprised of the Chairman of the Board, President, Vice-President, Secretary, Treasurer, and immediate Past-President.

*Section 5 - 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 or Executive Director 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 of 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)

(Amended February 24, 2017, to change Article V Sections 1, 2, 5 and 8 regarding the election of an "Alternate Director")

(Amended February 20, 2018, to change Article II Section 2 regarding the annual dues for appraiser members to be \$125; change to Article V Section 4 regarding the Nominating

Committee being responsible for nominating a slate of at least four members due to the addition of an Alternate Director)

(Amended August 3, 2018, to change Article V Section 4 regarding the circumstances when the Nominating Committee may not have a slate of four members, any member may volunteer or nominate a candidate at the General Membership Meeting at which directors will be elected.)

(Amended October 1, 2021, to change format of Article II, Section 1; change to Article II Section 2 regarding timeframe in which payment of annual dues are to be received; change to Article IV Section 2 regarding annual meetings being held in August to Fall months; and change to Article VII Section 3 correction to the committee's name.)

(Amended July 12, 2023, to change Article IV Section 2 regarding the election of the Board of Directors; change Article V Section 4 regarding the election of directors at the annual meeting; change Article V Section 5 regarding voting for directors at the annual meeting; change Article V Section 10 rewording the notice timeframe for Special Meetings and added the Executive Director to the person that may send notice to the Board; Article VII Sections 4 and 5 regarding the addition of the Bylaws Committee; Article IX Section 1 added the Executive Director to whom amendments are to be submitted; All references to board officers were capitalized.)

#### **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 29<sup>th</sup> day of April 2006.