

HUDSON VALLEY ASHI CHAPTER

BY - LAWS

As revised and adopted January 3, 2006

ARTICLE I

Title and Functions

1. The name of this organization shall be HUDSON VALLEY ASHI.
2. HUDSON VALLEY ASHI (HVASHI) shall be a voluntary, not-for-profit Chapter of the American Society of Home Inspectors (ASHI).
3. This Chapter shall be incorporated as a not-for-profit corporation.
4. The functions of the Chapter shall support ASHI and include the following;
 - 4.1. 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 international association.
 - 4.2. To promote excellence within the profession and to improve inspection service through the ASHI Standards of Practice and Code of Ethics.
 - 4.3. To conduct appropriate research, technical projects and programs and issue technical reports.
 - 4.4. To interact with related professions, the legal community and government bodies as the leading authority in the home and building inspection profession.
 - 4.5. To build public awareness and confidence in the ASHI home inspector.

ARTICLE II

Membership

1. A Chapter Member shall be a MEMBER or CANDIDATE of ASHI who has paid Chapter dues. Chapter Members are required to maintain Membership or Candidacy in ASHI as a requirement for continued Chapter Membership. All Members and Candidates of ASHI are entitled to Chapter Membership.
2. Chapter Members who are Candidates of ASHI may vote on matters brought before the Chapter Membership including elections, may serve as committee chairs and committee members, may sign Chapter petitions, and may hold the office of Treasurer or Secretary.
3. Chapter Members who are Members of ASHI shall be eligible to hold the office of President or Vice President in addition to all the Chapter Membership privileges granted to Chapter Members who are Candidates of ASHI.
4. Retired Chapter Members shall be individuals who have been Members of ASHI in good standing for a minimum of five full years and who are no longer actively engaged in the home inspection profession, including performing inspections and supervising inspectors. Retired Chapter Members shall meet such financial obligation and shall be entitled to such rights and privileges of the Chapter as may be adopted by the Board of Directors. Retired Chapter members may vote and hold office.
5. The Chapter and its Members are required to comply with, and are subject to ASHI's existing and ongoing policies, regulations, rules, by-laws, Standards of Practice, Code of Ethics and board regulations. If any provision of these by-laws violates or contradicts any of the above, ASHI's position shall control.
6. All discipline of Chapter Members shall be the exclusive function of ASHI except for nonpayment of Chapter dues.
7. A Chapter Member who has resigned may apply for reinstatement.

ARTICLE III

Dues

1. Membership dues shall be an amount as established by the Board of Directors.
2. Dues for one year in advance shall be submitted to the Treasurer by October 30th.
3. If dues are not paid within sixty days of notice, such Chapter Members who have not paid dues shall be suspended.
4. Chapter Members who have been dropped from Membership for non-payment of dues may be reinstated as directed by the Board of Directors.
5. In the event of dissolution of the Chapter, any funds remaining shall be transferred by the Board of Directors to one or more organizations which are exempt from Federal Income Tax under Internal Revenue Code 501(C)(6).

ARTICLE IV

Officers

1. The officers of the Chapter shall be a President, Vice President, Secretary and Treasurer.
2. The officers of the Chapter shall perform the duties normally performed by such officers, together with such duties as shall be prescribed by the By-Laws and the Board of Directors.
3. The President and Vice President shall not be elected to the same office for more than two successive terms.

ARTICLE V

Duties of Officers

1. The President may sign checks for the disbursement of Chapter funds and the President shall be Chairperson of the Board of Directors, shall preside at meetings and shall be an ex-officio member of all committees except the Audit Review Committee and the Nominating Committee.
2. In the absence of the President, the Vice President shall assume the duties of the President and the duties assigned to him/her by the Board of Directors. In the event of a vacancy occurring in the office of the President, the Vice President shall serve as President to fill the unexpired term or until a successor is elected.
3. The Secretary shall keep the minutes of all meeting of the Chapter and the Board of Directors. He/she shall preserve all papers, letters and transactions of the Chapter and have custody of the corporate seal. Prior to the first meeting of the fiscal year he/she shall deliver to his/her successor all Chapter property within his/her possession.
4. The Treasurer shall collect, receive and have charge of all funds of the Chapter; shall deposit such funds in a bank designated by the Board of Directors; and shall provide for the expenditure of such funds. The Treasurer may sign checks for the disbursement of Chapter funds.
5. An officer may be temporarily suspended or removed as an officer by 2/3rd by a majority vote of the Chapter Members. Such a proposal must be brought before the Chapter Membership with the signatures of at least fifty (50) percent of the Chapter Members. Such a vote will take place at least 30 days after the posted date of a certified letter sent to the officer informing him or her of the proposal.

ARTICLE VI

Board of Directors

1. The Chapter shall have a Board of Directors consisting of the President, Vice President, Secretary, Treasurer, immediate Past President, and two Directors.
2. The President upon giving fifteen (15) days notice to each Director may call meetings of the Board of Directors. The President shall call meetings of the Board of Directors on like notice upon receiving the written request of twenty-five (25) percent of the Board of Directors.
3. No director shall, because of his/her office, be entitled to receive any salary compensation for the performance of duties other than reimbursement for expenses as defined by the Board of Directors.
4. A director who is not an officer may be removed by a 2/3rd majority vote of the Board of Directors.

ARTICLE VII

Duties of the Board of Directors

1. The Board of Directors shall:
 - 1.1. Establish administrative policies governing the affairs of the Chapter and devise measures for Chapter growth and development.
 - 1.2. Provide for the proper care of material, equipment and funds of the Chapter. Provide the payment of legitimate expenses.
 - 1.3. Submit a copy of its annual budget and financial statement to its members following the annual audit.
 - 1.4. Approve the President's appointments to committees chairs.
 - 1.5. Have the power to fill any vacancies on the Board of Directors except vacancies occurring in the office of President or Vice President.
 - 1.6. Decide upon dates and locations of membership meetings and provide for the payment of the meeting room.
 - 1.7. Hold meetings of the Board of Directors.

ARTICLE VIII

Council of Representatives

1. A requisite number of Chapter Members shall be elected to serve on the ASHI Council of Representatives per ASHI Bylaws.
2. Representatives shall be elected by a simple majority of members at the first meeting of each August in an even numbered year, subject to a quorum being present. Their terms shall begin on the first day in September.
3. Secret balloting shall be held at the discretion of the President or if requested by any Chapter member.
4. Ties in the election shall be decided by lot.
5. Representatives shall serve a two year term.
6. The President shall make appointments, with the approval of the Board of Directors, to the office of Chapter Representative to the ASHI Council of Representatives in the event of a vacancy occurring in an unexpired term or to accommodate Chapter growth between elections.

ARTICLE IX

Committees

1. Committees shall assume such duties as are specified in these By-Laws and other duties as may be assigned by the Board of Directors.
2. The Chairperson of each committee shall maintain a liaison with the respective national committee as appropriate.
3. The following standing committees chairs shall be appointed by the President within 30 days of the beginning of his or her term and as required;
 - 3.1. Education
The Education committee shall arrange for speakers at the periodic Chapter meetings.
 - 3.2. By-Laws.
The By-Laws Committee shall review all proposed amendments to the by-laws and make recommendations to the Board of Directors.
 - 3.3. Public Relations
The Public Relations Committee shall develop a public relations program for the benefit of the Chapter members
 - 3.4. Legislative
The Legislative Committee shall monitor legislative matters concerning the home inspection profession and make periodic reports to the Membership.
 - 3.5. Seminar
The Seminar Committee shall plan for an educational seminar when and as directed by the Board of Directors.
 - 3.6. Audit Review
The Audit Review Committee will review and verify the annual budget and financial statements. This Committee shall report to the Chapter at the first meeting of the fiscal year.
 - 3.7. Library Committee
The Library Committee shall acquire (with Board of Directors approval) and manage education and related learning material, which Chapter Members may regularly borrow for learning purposes.
4. Nominating Committee
See ARTICLE X, 1, Elections.
5. The Board of Directors, may direct the President to establish such committees as it deems necessary and, subject to the Board of Director's supervision, these committees shall make studies and advise the Board in any field in which it the Board of Directors may require such material or information.
6. The Board of Directors may direct the President to terminate any committee when it is appropriate to do so.

ARTICLE X

Elections

1. At least three months prior to the election the President shall appoint a Nominating Committee, subject to the approval of the Board of Directors, for the purpose of nominating candidates for the election of officers and directors.
2. President, Vice President, Secretary and Treasurer shall be elected annually to serve for one year or until their successors are elected. Two Directors shall be elected annually to serve for one year or until their successors are elected.
3. Only Members who Members of ASHI (not Candidates) and who have served as an Officer for at least one term may run for President.

4. Chapter Members voting by ballot as hereinafter provided shall carry out elections.
5. A plurality vote shall decide an election. If there is a tie between or among the candidates running, the election shall be decided by lot.
6. The voting period shall be open for a period of time as shall be specified in advance by the Board of Directors.
7. Ballots shall allow a space for write-in candidates for each elected position.
8. Any Chapter Member may have his or her name printed on the ballot for one office by submitting a petition to the Nominating Committee with the signatures of ten (10) percent of the Chapter Members.
9. A valid ballot shall be a ballot that is returned, as instructed, in a blank envelope. The blank envelope containing the ballot shall be placed in an outer envelope for handing to or mailing to the Nominating Committee chair. The Chapter Member's signature shall be placed on the outer envelope only to assure secret balloting.
10. The Nominating Committee shall tabulate all ballots and shall notify the Board of Directors of the results.
11. The ballots shall be tabulated and officers and directors shall be elected at the first Chapter meeting in October. Their terms shall commence on the first day of January following their election.

ARTICLE XI

Chapter Meetings

1. The Chapter shall hold periodic meetings. The Board of Directors shall designate the time and place of the meeting and notification will be made to all Chapter Members.
2. Special meetings of the Chapter may be called by the Board of Directors and shall be called by the President upon the written request of twenty-five (25%) percent or more of the Chapter Members. The Chapter Board of Directors shall designate the time and place of any special meeting. Official notice of a special meeting shall be mailed to all Chapter Members at least two weeks prior to the meeting. The time, place and purpose of the meeting shall be stated in the official notice.
3. The order of business at each meeting may include;
 - 3.1. Education Session
 - 3.2. Reading of the minutes of the previous meeting.
 - 3.3. Reports of the Board of Directors.
 - 3.4. Reports of Committees.
 - 3.5. Report of the Treasurer.
 - 3.6. Reports of Special Committees.
 - 3.7. Unfinished Business.
 - 3.8. New Business.
4. The Chapter shall hold an Annual meeting on the first Tuesday of every January.

ARTICLE XII

Quorum

1. At least twenty-five (25%) percent of the Chapter Membership shall constitute a quorum at any regular or special meeting of the Chapter, provided that the quorum includes the President or the Vice President and two other officers or directors.
2. A majority of the Board Members shall constitute a quorum at any meeting of the Board of Directors provided that the President or Vice President is part of the quorum.
3. A majority of the Members of any standing or special committee shall constitute a quorum.

ARTICLE XIII

Fiscal Year

1. The fiscal year shall be the calendar year.

ARTICLE XIV

Parliament Authority

1. The rules contained in the latest edition of *Roberts Rules of Order* shall govern meetings of the Chapter in all cases to which they apply and in which they are not inconsistent with these By-Laws.

ARTICLE XV

Amendments

1. These by-laws may be amended at any Chapter membership meeting by a two-thirds vote of the Chapter Members present subject to the previously mentioned quorums being present and subject to subsequent approval by ASHI.
2. The By-Laws Committee shall assure that a document containing the proposed amendments with the Committee's recommendation is submitted to the Secretary for distribution to the Membership at least one meeting prior to the voting meeting and shall also mail, at least fifteen (15) days prior to the scheduled voting meeting, an announcement to the Membership of the upcoming vote which shall include a web site link of the distributed document containing the proposed amendments.
3. An amendment may be proposed by a petition signed by ten (10%) percent of the Chapter Membership and is subject to the same requirements as amendments proposed by the By-Laws Committee.

ARTICLE XVI

Indemnification

1. 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 Society to procure judgment in its favor) by reason of the fact that he/she is or was a representative of the Chapter, against expenses including attorneys fees, judgment, fines, and amounts paid in settlement, actually and reasonable incurred, if such person has been successful on the merits 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 XVII

Affiliates

1. Affiliates of the Chapter shall be groups of individuals providing products and/or services of interest to home inspectors and the inspection profession. Affiliates shall designate a specific individual to be the representative to the Chapter.
2. Affiliates must apply to the Board of Directors for application into the Chapter.
 - 2.1. Affiliate applications must be announced by the Secretary at the earliest possible Chapter meeting and announced by e-mail at the earliest possible opportunity.
 - 2.2. Chapter Members have the right to reject an affiliate application with a petition presented to the Board of Directors and signed by at least twenty-five (25) percent of the Chapter Members. The petition must be received by the Board of Directors at the soonest Chapter meeting which takes place at least 15 days after the e-mail notice of the affiliate application. The petition does not need to state the reason for the rejection.
 - 2.3. If a valid petition is received the Board of Directors will, as soon as possible, inform the applicant that the chapter has rejected the affiliate membership on the grounds of incompatibility and that the applicant may apply again after a year's time.
 - 2.4. If no petition is presented to the Board of Directors at the soonest Chapter meeting which takes place at least 15 days after e-mail notification of the affiliate application, the affiliate application shall be approved by the Board of Directors
3. Affiliates shall not be persons who or organizations that practice home inspections.
4. Affiliates shall not hold office.
5. Affiliates shall meet financial obligations as specified by the Board of Directors.
6. Affiliates of the Chapter shall abide by all Board policies.
7. Affiliates shall be removed from the Chapter by the Board of Directors when the Board of Directors are presented with a petition signed by twenty five (25) percent of the Chapter Members. The petition does not need to state the reason for the removal. If an affiliate is removed by petition the Board of Directors will, as soon as possible, inform the affiliate that the chapter has rejected the affiliate membership on the grounds of incompatibility and that the applicant may re-apply for affiliation after a year's time. All affiliation fees paid by the removed affiliate in the fiscal year of the removal shall be returned to the affiliate.