

**ARTICLE**  
**TITLE AND FUNCTIONS**

1. The name of this organization shall be the North Carolina Licensed Home Inspector Association, Inc. (Association or NCLHIA).
2. The Association shall be incorporated as a not-for-profit corporation and shall obtain and maintain, if possible, adequate and appropriate insurance coverage.
3. The Association shall submit a copy of its annual budget and financial statement to the various Chapters on June 1 of each year.
4. The functions of the Association shall include the following:
  - a. plan, develop, review and publish technical and educational materials,
  - b. plan and hold an Annual Meeting,
  - c. prepare and distribute an Association newsletter,
  - d. review applications for membership,
  - e. promote and enhance relationships with other associations, governmental agencies, the real estate community, and the general public,
  - f. develop, maintain and enhance membership growth and retention,
  - g. recognize, adopt and maintain the Code of Ethics and Standards of practice adopted by the North Carolina Home Inspector Licensure Board (NCHILB),
  - h. monitor the activities of the NCHILB,
  - i. plan and hold educational seminars, and
  - j. such other tasks as may prove necessary in the future.
5. The organization is organized exclusively for the charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code or corresponding section of any future Federal tax code (hereinafter "Internal Revenue Code").
6. The name of the association or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the objects of the association.
7. The association shall not - directly or indirectly - participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign or on behalf of, or in opposition to any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
8. No part of net earnings of the organization shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof.
9. Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted to be carried on: (i) by an organization exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
10. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more non-profit funds, foundations, or organizations which have established their tax-exempt status under Section 501(c)(6) of the Internal Revenue Code.

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**ARTICLE II**  
**MEMBERSHIP**

1. All North Carolina Licensed Home Inspectors, and Licensed Associate Home Inspectors are eligible for membership in the Association. All applicants for membership must complete and sign the application form provided by the Association and submit the application to the Association for approval.
2. There shall be four levels of membership
  - Full - North Carolina licensed home inspectors/Associate home inspectors
  - Affiliate - Industry-related professionals
  - Honorary - Previous Full members, now retired
  - Distinguished - lifetime membership with full member privileges

3. Only Full members are eligible to vote.
4. Members of the Association performing inspections of residential real properties shall prepare written reports on their condition in accordance with NCHILB Standards of Practice.
5. A member who has resigned may apply for reinstatement.

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### **ARTICLE III DUES**

1. Annual dues for Association members are determined and set by the Board and are due and payable on June 1 of each year. Annual dues for Affiliates are determined and set by the Board and are due and payable on June 1 of each year.

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### **ARTICLE IV CHAPTERS**

1. All members of Chapters shall be members of the Association
2. Chapters shall comply with these Bylaws and conform to such other requirements as may be established by the Association.
3. Chapters shall not publish for public record any opinions that are in conflict with the position of the Association.
4. A Chapter that fails to comply with these Bylaws, or for other cause deemed to be sufficient, may be suspended or disqualified as a Chapter by a two-thirds vote of the Board. Reasonable written notice must be given to the Chapter before such action. A Chapter that has been suspended or disqualified may be reinstated by a two-thirds vote of the Board

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### **ARTICLE V ASSOCIATION BOARD**

1. The Association Board shall be the governing body of the Association. The Board shall be comprised of the Association officers, the Immediate Past President, and the Council of Chapter Presidents.
2. The duties of the Board shall be as follows:
  - a. have authority and responsibility for the supervision, control and direction of the Association,
  - b. establish administrative policies governing the Association,
  - c. establish the requirements, rights and privileges and restrictions applicable to the membership, including use of the Association's name, acronym and logo, except as established by these Bylaws,
  - d. with regard to chapters, assume the responsibilities specified in Article IV of these Bylaws,
  - e. schedule, plan and carry out the Annual Meeting,
  - f. hire an Executive Director to perform such duties as specified by the Board, and
  - g. perform such other duties as specified in these By-laws.

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### **ARTICLE VI ASSOCIATION OFFICERS**

1. The Association officers are President, Vice-president, and Secretary, and Treasurer.
2. The officers shall be elected by **Full** members voting by ballot as hereinafter provided.
3. Ballots shall be mailed to all eligible voting members at least forty-five (45) days prior to the annual meeting. A return *receipt* date (poll closing) [to be determined by the Executive Director] shall be included on the ballot. Ballots received after this date will be considered void. The *receipt* date shall be prior to the annual meeting and allow the Nominating Committee time to tabulate the results and notify the Board.

Ballots shall contain a biographical sketch of each candidate, including contact information. Candidates may also include a position statement.

4. A plurality vote shall constitute an election. In the case of a tie, the choice shall be by lot. Ballots shall be secret, and shall allow for write-in candidates for each office.

5. The President, Vice-president, Secretary, and Treasurer shall be elected to serve for a term of two years. The President elected in 1998 shall serve for a term of one year only. Each term shall coincide with the Annual Meeting.
6. The President shall be an ex-officio member of all committees except the Committee for Nominations.
7. In the absence of the President, the Vice-president shall assume the duties as are assigned to him by the Association. In the event of a vacancy occurring in the office of the President, the Vice-president shall serve as President until the adjournment of the next annual meeting, or until a successor is selected. .
8. The Secretary shall keep the minutes of all meetings of the Board. He shall also preserve all papers, letters, and transactions of the Association. He shall deliver to his successor, within one month after the Annual Meeting, all Association property in his possession.
9. The Treasurer and/or the Executive Director shall collect, receive and have charge of all funds of the Association; shall deposit such funds in a bank designated by the Association board, and shall provide for the expenditure of such funds. Either the Treasurer or the Executive Director may sign checks for the disbursement of Association funds.

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#### **ARTICLE VII** **DUTIES OF ASSOCIATION BOARD**

1. Establish administrative policies governing the affairs of the Association and devise measures for the Association's growth and development.
2. Provide for the purchase and proper care of material and equipment and for the funds of the Association for the payment of legitimate expenses.
3. Vote on approval of the President's appointments to committees.
4. Have the power to fill any vacancies excepting vacancies occurring in the office of the President or Vice-president.
5. Decide upon the exact date and place for holding the Annual Meeting, provide for the payment for the place of meeting, and hold meetings of the Association Board.
6. The Association Board shall meet at least quarterly.
7. Other meetings of the Association Board may be called by the President on fifteen (15) days' notice to each member and shall be called by the President in like manner on notice by the written request of not less than 25% of the Association Board. Special meetings shall be held at such times and place as shall be specified. Conference calls may serve as Board meetings, if necessary.

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#### **ARTICLE VIII** **COMMITTEES**

1. Committees, except as noted, shall assume such duties as are specified in these Bylaws and other duties as may be assigned by the Association Board.
2. The following committees shall be appointed by the President, at or immediately following each annual meeting (or as appropriate) as follows:
  - a. Nominating (a standing committee comprised of the Council of Chapter Presidents)
 

At least sixty (60) days prior to the annual meeting, the Nominating Committee shall submit to the Executive Director a slate of candidates for the upcoming election. This submission shall include biographical data, contact information, and (if submitted by the candidate) candidate position statements that will be used to formulate the official ballot.
  - b. Bylaws (a standing committee).
 

The Committee on Bylaws shall review all proposed amendments to the Bylaws and make recommendations to the Association Board.
  - c. Public Relations (a standing committee).
 

The Committee on Public Relations shall develop a public relations program for the benefit of all members.
3. The Association Board, from time to time, may direct the President to establish such committees as it deems necessary, and, subject to its supervision, these committees shall make studies and advise the Association Board in any field in which it may require such material.
4. The Association Board may direct the President to terminate any committee when it is appropriate to do so.

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**ARTICLE IX**  
**COUNCIL OF CHAPTER PRESIDENTS**

1. The Association shall have a Council of Chapter Presidents ( the Council or CCP) to provide Chapter members with a representative vehicle to participate in the governance of the Association and to communicate with the Association leadership.
2. The Council may make presentations or proposals to the Association to convey its particular concerns, or to request certain action.
3. The Council shall meet quarterly at the time and place of the Board's quarterly meetings.

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**ARTICLE X**  
**MEETINGS**

1. Regular Association meetings shall be held at least annually. The number, time and place of these regular Association meetings shall be determined by the Board. Meetings of General Membership for the purpose of discussion of actions or policies concerning the Association Board or the membership shall not be valid without the attendance of the President or the Vice President, and one other officer of the Association Board.
2. The Association shall hold an Annual meeting. The time and place of the Annual Meeting shall be designated by the Association Board and announced by mail at least forty-five (45) days prior to such meeting.
3. The order of business at each Annual Meeting shall be fixed at the beginning of the meeting and shall include:
  - a. Address of the President.
  - b. Reports of the Association officers.
  - c. Reports of committees.
  - d. Results of the election of officers.
4. Special meetings of the Association may be called by the Board and shall be called by the President upon the written request of 25% or more of the Association Full members. The time and place of any special meeting shall be designated by the Board. Official notice of a special meeting shall be mailed to the individual members of the Association at least two weeks prior to the meeting. The time, place and purpose of the meeting shall be stated in the official notice.

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**ARTICLE XI**  
**QUORUM**

1. A Quorum shall constitute a simple majority (50% plus 1 member) of those members in good standing having registered as being in attendance to the assembly or meeting. A registration shall be taken upon arrival to the assembly or meeting of all Members in Good Standing (those able to vote) and that number shall be used for the application of a Quorum formula. The Secretary or Registrar shall supply to the Chair, whenever requested to do so, a list and total number of Members in Good Standing who are registered as in attendance at the assembly or meeting, regardless of whether they are in inside the meeting room at the occurrence of a call for a Quorum. In the event that the number of Members in Good Standing who are present for the vote, or call for a quorum, total at least 50% plus one additional member, the Chair shall rule that a quorum exists and a vote shall be allowed.
2. A majority of the Board members shall constitute a quorum at any meeting of the Board provided that the President or the vice-president is part of that quorum.

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**ARTICLE XII**  
**FISCAL YEAR**

1. The fiscal year shall be June 1 through May 31.

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**ARTICLE XIII**  
**PARLIAMENT AUTHORITY**

The rules contained in Robert's Rules of Order shall govern meetings of the Chapter in all cases to which they apply, and where they are not inconsistent with these Bylaws

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**ARTICLE XIV**  
**AMENDMENTS**

1. These Bylaws may be amended at any quarterly Board meeting by a two-thirds vote of the members present.

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**ARTICLE XV**  
**INDEMNIFICATION**

This Association shall indemnify any person who has, or is, a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that he is or was a representative of the Association, against expenses including attorney's fees. Judgments, fines and amounts paid in settlement, actually and reasonably 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 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 the law.

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**ARTICLE XVI**  
**HONORARY AND AFFILIATE and DISTINGUISHED MEMBERS**

1. Honorary membership in the Association is a privilege that may be awarded by the Board to an individual. Retired members as well as any other deserving individuals shall be eligible for consideration for Honorary membership. Honorary members do not pay dues. Honorary members may attend regular Association meetings but may not vote.
2. Affiliate membership in the Association shall be granted to an interested individual by the Board. Affiliate members may attend regular Association meetings but may not vote.
3. Distinguished membership in the Association is a privilege that may be awarded by the Board to an individual. Distinguished members do not pay dues. Distinguished membership embodies all rights and privileges of a Full member.
4. Individuals for any of these memberships may be submitted to the Board by any Full member. A majority vote of a Board quorum is required for approval.
  - a. Honorary and affiliate Association members may not engage in home inspection activity. They may not use the affiliation as an enhancement in other professional activities. Violation of this condition shall be brought to the attention of the Executive Director for an appropriate recommendation to the Association Board.
5. If an honorary or affiliate member wishes to convert to Full membership, this shall be handled through application to the Executive Director with a subsequent recommendation to the Association Board for consideration.