



BYLAWS OF THE

**ASSOCIATION OF APPRAISER
REGULATORY OFFICIALS**

Bylaws adopted October 1991

Amended

October 1995
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ARTICLE I
Name

The name of this organization is the Association of Appraiser Regulatory Officials (hereinafter referred to as the “Association”).

ARTICLE II
Mission Statement

The Association of Appraiser Regulatory Officials mission is to be an advocate for the member jurisdictions as to the enforcement and administration of appraiser and appraisal management company regulatory laws. The Association is committed to the success and advancement of state appraiser and appraisal management company regulatory programs and seeks to accomplish these objectives through:

Leadership: To provide leadership to the appraiser and appraisal management company regulatory community by staying informed and by conducting research, as needed, that may be vital to the appraiser and appraisal management company regulatory community. In doing so, the Association shall serve as a resource to its member jurisdictions and a liaison to other organizations whose purpose may be consistent with that of the Association.

Cooperation: Develop and encourage cooperation and community amongst appraiser and appraisal management company regulatory officials and other government organizations whose objectives may be consistent with the purpose of the Association.

Communication: Facilitate communication between appraiser and appraisal management company regulatory officials and other government agencies, organizations, groups or individuals who participate in or are impacted by the appraisal industry.

Education: Provide education and distribute information that is vital to its member jurisdictions.

ARTICLE III
Membership

Section 1: Any state, district, territory, commonwealth, or possession of the United States which has enacted an appraiser licensing and certification act is a MEMBER JURISDICTION.

Section 2: Each Member Jurisdiction that pays annual dues shall be entitled to one (1) vote on any matter or election coming before any meeting of the general membership of the Association, and

shall have one (1) voting delegate whose identity shall be determined by the jurisdiction's appraiser regulatory authority and who shall be registered for the meeting.

Section 3: An ACTIVE MEMBER of the Association is any individual who is affiliated with an agency in a Member Jurisdiction which is charged with administering the laws cited in Section 1 above and who is (1) a full-time employee of the agency, or (2) a member of the regulatory board or commission which directs the activities of the agency, or (3) an attorney retained to provide legal counsel on a regular basis to the agency, or (4) an individual retained as an advisor, consultant, administrator or investigator of a regulatory board or commission. If a Member Jurisdiction pays annual dues, an Active Member may represent his or her jurisdiction as its voting delegate, hold office, serve as a voting member on committees or councils, and perform other functions as authorized by his or her Member Jurisdiction.

Section 4: A person who was previously an Active Member of the Association may become an ASSOCIATE MEMBER upon approval of the Board of Directors and upon payment of annual dues established by the Board of Directors. Associate Members shall not have the right to vote or hold office in the Association, but such Associate Members may serve as a non-voting member of the committees or councils.

Section 5: Former Active Members who have held an office or position of leadership in the Association and who are no longer engaged in the administration or enforcement of appraisal laws may become HONORARY MEMBERS at the discretion of the Board of Directors. Honorary Members shall be exempt only from payment of annual dues. An Honorary Member shall not have the right to vote or hold office in the Association, but such Honorary Member may serve as a non-voting member of committees or councils.

Section 6: An AFFILIATE MEMBER is an entity that:

- a) does not qualify for membership as a MEMBER JURISDICTION
- b) has a demonstrated interest in the Mission of AARO;
- c) pays annual dues; and
- d) agrees to abide by the AARO Code of Conduct.

Affiliate Members may include, but are not limited to appraiser coalitions, appraisal management companies, education providers, examination providers, or errors and omissions insurers. Any such entity may become an Affiliate Member upon approval of the Board of Directors and upon payment of annual dues and fees established by the Board of Directors. A representative of an Affiliate Member shall not have the right to vote or hold office in the Association, except that a representative of an Affiliate Member may serve as chairperson, vice-chairperson or as a voting member of the Affiliate Member Advisory Council. A representative of an Affiliate Member may also serve as a non-voting member of other committees and councils.

ARTICLE IV

Status

The Association is a nonprofit corporation, in the state of Texas, directed by its own membership through it elected officers and directors.

ARTICLE V
Board of Directors

General Policy for the Association shall be determined by the Board of Directors.

Section 1: Composition. The Board of Directors shall consist of the President, President Elect, Vice President, Secretary, Treasurer, Immediate Past President, ten (10) Directors and five (5) Alternate Directors. In the event of the absence of a board member at a meeting, the President shall designate an Alternate Director to serve on the board and vote for that meeting.

Section 2: Election. Officers, Directors, and Alternate Directors shall be elected by the attending Member Jurisdiction at the Fall Association meeting. The Nominating Committee establishes a slate of nominees for Officers, Directors, and Alternate Directors to present to the AARO membership for election at the Fall Meeting. Nominations may also be made from the floor by the voting delegate of a Member Jurisdiction.

Section 3: Term. The AARO membership shall elect the President, President Elect, Vice President, Secretary, and Alternate Directors for a one (1) year term. All Directors shall be elected for a term of two (2) years. The Treasurer shall be elected for a term of three (3) years, and shall serve until the end of his or her term or until his or her successor has been duly elected and qualified. Individuals may be elected to the same office or directorship for no more than two (2) consecutive terms. Beginning in January 2018, the terms of office shall run from January 1 to December 31 and shall start on January 1 of the calendar year following election.

Section 4: Election Results. Election results shall be announced at the Fall Association meeting. The new Officers, Directors, and Alternate Directors shall be installed at the Fall Association meeting.

Section 5: Meetings. The Board of Directors shall meet at the time and place of the Association meetings and at other times and places, or by use of teleconference, as shall be called by the President or any six (6) members of the Board of Directors by ten (10) days written notice, unless such notice shall be waived by a three-fourths majority vote of the Board of Directors. Notices shall state the time, place, and purpose of the meeting. Eight (8) or more members of the Board shall constitute a quorum. Any vote by a majority of a duly constituted quorum of the Board shall be the act of the Board of Directors.

Section 6: Vacancies. Should a Director position be vacated, the Executive Committee shall, within thirty (30) days of notice of the vacancy, appoint an Alternate Director to serve on the Board until the end of the staggered term for that position. The appointed member shall not have been considered to have served one (1) term at the end of this appointment.

ARTICLE VI
Administration

The operation and conduct of daily business of the Association shall be administered by the elected officers: President, President Elect, Vice President, Secretary, Treasurer, or staff officially delegated by the Board of Directors. Such day-to-day policy shall be consistent with policy established by the Board of Directors. The Executive Committee for the Association shall consist of the: President, President Elect, Vice President, Immediate Past President, Secretary, Treasurer, and three Directors selected by the President.

Section 1: Officer Duties and Responsibilities. The duties and responsibilities of the officers shall be as follows.

- a. The President shall be the General Administrator and Chief Executive Officer of the Association and shall preside at Association meetings and meetings of the Board of Directors and Executive Committee. The President shall serve as the Chairperson of the Executive Committee.
- b. The President Elect shall be responsible for the coordination of, and the program for, the Association meetings and other duties as assigned by the President or by the Board of Directors.
- c. The Vice President shall be responsible for planning and membership retention, assisting with the coordination of Association meetings, and shall attend to such other duties as assigned by the President or the Board of Directors.
- d. The Treasurer, as the principal fiscal officer shall be in charge of and responsible for the funds and books of account of the Association, prepare a budget, on or before the end of the fiscal year, setting forth details of the estimated revenues and expenditures of the Association for the ensuing fiscal year to be submitted to the Board of Directors for approval.
- e. The Secretary shall be responsible for the minutes of all meetings of the membership and of the Board of Directors, assuring timely issuance of notice of meetings, and shall attend to such other duties as assigned by the President or Board of Directors.

Association funds shall be kept in banks or other depositories as approved by the Board of Directors.

The financial signing officers of the Association shall be the Treasurer or his or her designee, and any one of the following: President, President Elect, Vice President, Secretary or Managing Director.

Section 2: Managing Director. The Managing Director shall be in charge of managing the day-to-day operations including fiscal recordkeeping and reconciliation activities of the Association and shall attend to such other duties as assigned by the President or Board of Directors.

Section 3: Executive Committee. The Executive Committee shall meet upon the call of the President, or whenever any five (5) of the other committee members so request. A quorum shall consist of five (5) committee members. The main purpose of the Executive Committee shall be in interpreting established policies or in developing new policy as necessary for the day-to-day administration of the Association.

Section 4: Vacancies. Whenever a vacancy or vacancies occur(s) in the office of President, President Elect, or Vice President, the officer who would normally ascend to the vacant position, e.g., President Elect to President, Vice President to President Elect, or Secretary to Vice President, shall be given the option of immediately ascending to the vacant position to fill the unexpired term. If a vacancy occurs in the office of Immediate Past President, the next most recent Immediate Past President shall be given the option to fill the vacancy to complete the unexpired term. If the officer given the option declines to ascend to fulfill the unexpired term of the vacant position, the Executive

Committee shall fill the remaining term of the vacant position by majority vote. The vote may be by teleconference or by written communication by the Executive Committee. The Executive Committee may fill the unexpired term or terms of the vacancy or vacancies by electing a member or members of the Board of Directors or by electing a current officer or officers to fill the vacant officer position or positions. The Executive Committee may also elect past members of the Board of Directors or past elected officers to fill the unexpired term or terms of the vacant officer position or positions. Any officer who ascends to fulfill the unexpired term of another office or any person who has been elected to a vacant officer position to fill an unexpired term shall not have that service counted in the limitation of full terms that can be served. An officer who declines to ascend to a vacant position will continue to serve in their current position, and this choice will not be counted against the officer for consideration for future position(s).

Section 5: Resignation. Any Director, Alternate Director or officer may resign at any time by giving written notice to the President or Executive Committee. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance by the Executive Committee.

Section 6: Removal. Any Director, Alternate Director or officer may be removed from such office by a two-thirds vote of the voting members of the Association at any regular or special meeting of the members called expressly for that purpose.

ARTICLE VII

Meetings and Voting Procedures

Section 1: Place of Meeting. All meetings of the Association shall be held at a time and place as determined by the Executive Committee.

Section 2: Regular Meetings. The Association shall conduct a spring meeting and a fall meeting each calendar year for the purpose of transacting business.

Section 3: Special Meetings. A special meeting of the Member Jurisdictions for any purpose or purposes may be called at any time by order of the Board of Directors, and shall be called by the President or the Secretary at the request of at least twenty (20) percent of the Member Jurisdictions of the Association entitled to vote.

Section 4: Members Eligible to Vote and Voting Lists. The Board of Directors shall fix a date not more than forty-five (45) days before the date of any meeting of Member Jurisdictions as a record date for the determination of Member Jurisdictions entitled to notice of, and to vote at any such meeting. The Secretary shall make a complete list of the Member Jurisdictions as of such record dates arranged in alphabetical order, with the address of the Member Jurisdiction.

Section 5: Notice of Meetings. Notice of each meeting of the members, whether regular or special, shall be given at least thirty (30) days before the day on which the meeting is to be held. Such notice shall be given to each Member Jurisdiction of record on the record date set by the Board by delivering by first class mail, e-mail, or by other means of electronic transmission as are available a notice thereof to each such Member Jurisdiction. Every such notice shall state the time and place of the meeting, but need not state the purposes thereof, except as otherwise in these bylaws expressly provided or required.

Section 6: Organization. At every meeting of the Association and Board of Directors, the President, or in the President's absence, President Elect, shall act as Chairperson and the Secretary, or in the Secretary's absence, an individual designated by the President, shall record the minutes of the meeting.

Section 7: Quorum. At each meeting of the Member Jurisdictions, all Member Jurisdictions eligible to vote that are present constitute a quorum authorized to transact any business of the Association.

Section 8: Voting. At each meeting of the Association, each Member Jurisdiction entitled to vote thereat shall be entitled to one vote in person. Proxy ballots shall not be allowed. Only Member Jurisdictions eligible to vote shall have the right to vote at the meetings specified in Sections 2 and 3 above. Other classes of members may attend meetings, but may not vote.

A quorum being present, all matters of the Association and the election of Officers and Directors and Alternate Directors shall be decided by a majority vote of the Member Jurisdictions present, and who are eligible to vote thereat in accordance with Section 4, above.

Section 9: Procedures. Roberts Rules of Order, latest edition, shall be recognized as the parliamentary authority governing all meetings of the Association and of the Board of Directors when not in conflict with these Bylaws.

Section 10: Telephone Meeting. The officers and Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Notice of each meeting of the members shall be given at least ten (10) days before the day on which the meeting is to be held. Participation by telephone shall be equivalent to presence in person at any such meeting for purposes of determining if a quorum is present.

ARTICLE VIII

Fees

Section 1: Dues and Fees. The Board of Directors shall establish dues for Member Jurisdictions, Associate Members, and Affiliate Members at a level necessary to carry out the purposes of the Association. Such dues are to be approved, amended, or rejected by a majority vote of the Member Jurisdictions at a meeting of the Association. Changes in dues for Member Jurisdictions, after the initial adoption of the dues, become effective the calendar year after the Member Jurisdictions have, by majority vote, approved the change.

Dues for a Member Jurisdiction may be set at a different level than dues for an Associate Member or dues for an Affiliate Member. Dues and fees shall be paid in U.S. currency or equivalent. Dues and fees shall be payable annually at such times as the Board of Directors may direct. Non-payment of required dues by any Member Jurisdiction for a period of three (3) months following the payment due date shall suspend Member Jurisdiction from its voting privileges and suspend any Active Member from such Member Jurisdiction from holding an office or directorship in the Association. Non-payment of dues by an Associate Member or an Affiliate Member, on or before the annual deadline for payment shall terminate the membership or affiliation.

Section 2: Special Services. The Board of Directors shall establish registration fees for the spring and fall Association meetings at a level necessary for the conduct of the meeting and may charge fees for special services.

Section 3: Financial Disclosure. The Treasurer shall provide at each annual meeting: (a) financial statements for the previous year ended December 31st and a current year to date, and (b) any further information regarding the financial affairs of the Association.

ARTICLE IX **Committees, Councils and Appointments**

Section 1: Committees. The President shall establish the following committees:

- A. Planning and Policy Committee
- B. Program Committee
- C. Finance, Budget, and Sponsorship Committee
- D. Communications Committee
- E. Nominating Committee
- F. Education Committee

If the President establishes a “special task force,” it shall be performed under a defined scope of work, a reporting time, and with a fixed date for dissolution. The scope of work for a special task force shall be limited to issues that are exclusive of the duties and responsibilities of the Association’s standing committees.

Section 1A: Planning and Policy Committee. The Planning and Policy Committee shall develop and recommend policy to the Board of Directors that is in the best interest of the Association regarding the Association’s membership, bylaws, programs/meeting, publications, governance, administration/operation, funding, education, training, research, and other relevant matters. The Committee shall review the Bylaws at least every two (2) years. The Committee shall establish and maintain a Policy and Procedures Manual, subject to approval by the Association Board of Directors, to serve as guidance to Association officers, committees and Member Jurisdictions. The Vice President shall serve as Chairperson.

Section 1B: Program Committee. The Program Committee shall make all arrangements for the fall and spring Association meetings, with the President Elect serving as Chairperson. The Program Committee shall develop and present programs with emphasis on subject matter of interest to the Member Jurisdictions and consistent with the mission statement of the Association. The Committee shall also determine sponsorship opportunities for Association meetings and shall solicit suitable sponsors for meetings.

Any person invited to speak at an AARO meeting shall clear the topic and general content of their speech prior to its delivery with the President and President Elect.

Section 1C: Finance, Budget, and Sponsorship Committee. The Finance, Budget and Sponsorship Committee shall monitor the financial needs of the Association. The Treasurer shall serve as Chairperson. This Committee shall review the previous year’s financial report, the current financial status, project future income, and prepare a proposed budget for the coming calendar year. The proposed budget shall be presented to the Board of Directors at the Fall Association meeting.

If the proposed budget exceeds projected revenue, the committee shall also present a detailed plan for securing such additional income as necessary to achieve a balanced budget.

Section 1D: Communications Committee. The Communications Committee shall oversee all publications of the Association (except for membership), shall develop and publish a newsletter to inform members of real estate appraiser and appraisal management company regulation and enforcement matters, research, educational trends and activities, and shall promote and publicize the Association to nonmembers. The chairperson shall be appointed by the President.

Section 1E: Nominating Committee. For each annual election, the Nominating Committee shall propose a candidate for each office or position in the Association to be filled. No nominees shall be proposed for President because the President Elect shall automatically accede to this office, unless more than two-thirds of the voting Member Jurisdictions shall vote not to allow said President Elect to accede to the office of President.

The Immediate Past President of the Association shall serve as Chairperson, or if the Immediate Past President is unable to serve, a Director, appointed by the President, shall serve as Chairperson. Whenever practicable the Nominating Committee should consider slating nominees for President Elect, Vice President, Secretary, and for Treasurer who have served a minimum of one year on the Board of Directors. The committee shall give appropriate consideration to geographical location, experience in the Association, and regulatory expertise in nominating candidates. The Nominating Committee shall solicit nominees from the membership and shall meet during the Fall Association meeting to adopt a committee report. A copy of the Nominating Committee report shall be promptly posted at the registration desk of the meeting.

Section 1F: Education Committee. The Education Committee shall review and analyze information relevant to producing appropriate education opportunities for the Association's appraiser regulatory officials (e.g. board members, executive directors/administrators, administrative staff, legal counsel, and investigators). The Committee shall provide recommendations to the Association Board of Directors for approval to develop educational courses that are relevant and designed to advance the competency and professionalism of all appraiser regulatory officials. Upon approval of the Association Board of Directors, the Committee shall develop, deliver, and maintain the approved educational courses.

Section 2: Advisory Councils. The President may establish the following Advisory Councils as necessary to carry out the mission of the Association:

- A. Appraiser Qualifications Advisory Council
- B. Uniform Standards of Professional Appraisal Practice Advisory Council
- C. Past Presidents Advisory Council
- D. Appraisal Subcommittee Advisory Council
- E. Affiliate Member Advisory Council

Section 2A: Appraiser Qualifications Advisory Council. The Appraiser Qualifications Advisory Council shall be primarily responsible to be the eyes and ears of the Association with regards to The Appraisal Foundation's Appraiser Qualifications Board (AQB) activities, and be responsible to:

1. Provide jurisdictions with clear and concise interpretation and reviews of AQB proposals;
2. Provide input as a regulator to the AQB's interpretive responses to industry questions; and

3. Periodically assimilate from within the regulatory community relevant issues which in turn are communicated to the AQB for consideration. To maintain communications and cooperation between AARO members and the Appraisal Qualifications Board.

Section 2B: Uniform Standards of Professional Appraisal Practice Advisory Council. The Uniform Standards of Professional Appraisal Practice Advisory Council will be the eyes and ears of the Association with regards to The Foundation's Appraisal Standards Board (ASB) activities. The Council's primary function will be to:

1. Provide jurisdictions with clear and concise interpretations and reviews of ASB proposals;
2. Provide input as a regulator to the ASB's interpretive responses to industry questions; and
3. Periodically assimilate from within the regulatory community relevant issues which in turn are communicated to the ASB for consideration. Maintain communications and cooperation between AARO members and the Appraisal Standards Board.

Section 2C: Past Presidents Advisory Council. The Past Presidents Advisory Council shall consist of past Association Presidents. The primary function of this Council will be to maintain a historical perspective of Association matters in order to provide guidance to current Association leadership and to complete special projects as assigned by the President.

Section 2D: Appraisal Subcommittee Advisory Council. The Appraisal Subcommittee Advisory Council shall monitor the policies and activities of the Appraisal Subcommittee (ASC) and disseminate information as to the ASC's current philosophies and interpretations to assist Member Jurisdictions with compliance issues. The Council shall be responsible for:

1. Acquiring information from Member Jurisdictions and other sources regarding results of recent field reviews by ASC policy managers;
2. Analyzing information acquired and determine means of achieving full compliance by Member Jurisdictions; and
3. Disseminating information and assistance to member and non-member jurisdictions.

Section 2E: Affiliate Member Advisory Council. The Affiliate Member Advisory Council shall facilitate cooperation and communication between the Association's Affiliate Members and the Association's leadership and Member Jurisdictions. The Council shall be responsible for:

1. Identifying regulatory challenges facing Affiliate Members regarding compliance with education and qualifications requirements;
2. Acquiring and analyzing information from Member Jurisdictions regarding regulatory challenges of the Member Jurisdictions responsible for regulating Affiliate Members;
3. Assist the Association leadership in developing solutions to challenges faced by Affiliate Members that are consistent with regulatory authority;
4. Disseminating information and assistance to member jurisdictions and Affiliate Members to improve the communication between member jurisdictions and Affiliate Members; and

5. Act as a resource by conducting necessary research.

Section 3: Committee and Council Chairperson Appointments. The President shall be responsible for making all committee and council chairperson appointments when not specifically designated by the bylaws. The President may delegate some or all of the committee membership recruitment and appointment to the committees or council's chairperson. With the exception of the Affiliate Member Advisory Council, committee and council chairpersons and members shall be Active Members of the Association as defined in Article III, Section 3. Whenever possible, the President shall appoint as committee chairpersons members who have had prior experience on the committee for which a chairperson is being appointed. All committee or council chairperson and membership assignments shall be made no later than thirty (30) days following adjournment of the fall meeting.

Chairpersons for the following committees and councils shall be appointed for two (2) year terms as follows:

Even numbered year: Communications Committee, Appraiser Qualifications Advisory Council, Affiliate Member Advisory Council, and Past Presidents Advisory Council. Odd numbered year: Education Committee, Uniform Standards of Professional Appraisal Practice Advisory Council, and Appraisal Subcommittee Advisory Council.

The President shall be responsible for making any appointments required to replace any individuals appointed as committee chairpersons in the event that an appointed individual resigns, loses status as an Active Member, or is unable to serve for any reason.

Section 4: Committee and Council Vice Chairperson Appointments. The President Elect may appoint a vice chairperson to the committees and councils. With the exception of the Affiliate Member Advisory Council, committee and council vice chairpersons shall be Active Members of the Association as defined in Article III, Section 3. The vice chairperson appointments shall be made no later than thirty (30) days following adjournment of the fall meeting.

Vice chairpersons shall serve for a one (1) year term.

Section 5: The Appraisal Foundation Advisory Council Appointment. The President, with Executive Committee approval, shall appoint the Association's representative to The Appraisal Foundation Advisory Council. The representative appointed by the President shall be appointed for a three (3) year term, and may be eligible for reappointment to one additional three (3) year term.

ARTICLE X **Publications**

The Board of Directors may initiate publications as necessary to carry out the purposes of the Association.

ARTICLE XI **Training and Certification Programs**

The Board of Directors may initiate training and certification programs as necessary to carry out the purposes of the Association.

ARTICLE XII
Amendments

These bylaws may be amended by a two-thirds vote or greater of the quorum at the Fall Association meeting, with notice of intent to amend delivered by first class mail, e-mail, or by other means of electronic transmission as are available to all Member Jurisdictions at least thirty (30) days prior to such meeting. This notice of intent to amend requirement may not be waived.

Amendments shall become effective on the date of approval unless specified otherwise.

ARTICLE XIII
Operating Procedures

The Board of Directors may initiate and approve additional organizational procedures for the Association as necessary. Approved procedures shall be available to members on individual request.

ARTICLE XIV
Administrative Staff

The Board of Directors may engage paid administrative staff to assist with the operation and daily business of the Association if the Board of Directors determines that the need exists and that adequate financial resources are available. Paid administrative staff shall be under the direct supervision of the President and will answer directly to the Executive Committee. Employment and/or fees shall be negotiated by the Executive Committee and recommended to the full Board for approval.

ARTICLE XV
Spokesperson for the Association

No member or person, or group of members or persons, except the duly elected President or his or her successor, shall represent or speak for as having the endorsement of this Association, unless consent hereto has first been given by a majority vote of the member jurisdictions of the Association at a meeting of the Association or by three-fourths of the members of the Board of Directors.

Any position paper, resolution, or letter to be sent out on the Association's behalf, shall be approved by the Executive Committee prior to its release.