



P.O. Box 714, Gardiner, ME 04345

BYLAWS

Approved August 7, 2001
Adopted January 1, 2002
Amended March 4, 2008

Effective March 4, 2008

ARTICLE I

NAME

The name of this Corporation shall be the Maine Coalition of Home Inspection Professionals (MeCHIPS).

ARTICLE II

LOCATION

The principal place of business of the Corporation shall be Gardiner, Maine, and/or such place as Board of Directors may designate.

ARTICLE III

PURPOSE

Section 1: The purpose and objective of this Corporation shall be to:

1. Advance and promote home inspection in the State of Maine through positive contact with the general public, lending institutions, and real estate professionals;
2. Foster professionalism within the home inspection industry through the use of Codes of Ethics, Standards of Practice and continuing education;
3. Encourage members to join national home inspection professional trade organizations of their choice;
4. Provide positive input in the creation of legislation affecting the home inspection industry and the well being of the citizens of Maine.

Section 2: The Corporation in its activities shall be nonpartisan, nonsectarian, and nonprofit.

Section 3: To that end, the Corporation shall not be conducted for financial profit or gain. It shall be self-supporting in its operation. The Corporation shall be supported and maintained by contributions, service fees, benefactions, endowments, government and private grants, special assessments and membership dues.

Section 4: No part of the funds or property of this Corporation shall inure to the benefit or profit of any private individual or member.

ARTICLE IV

MEMBERSHIP

Section 1: Membership in MeCHIPs is open to individuals who agree with the objectives set forth in Article III and who agree to abide with these Bylaws. There shall be four categories of membership:

1. Professional Members: Shall be persons who are actively engaged in the home inspection business. Professional Members shall have voting rights.
2. Candidate Members: Shall be persons who are actively engaged in the home inspection business who have not yet passed an examination specified in Section 2. Candidate Members shall not have voting rights.
3. Affiliate Members: May be persons who are sympathetic to the purpose of the Corporation as set forth in Article III but who are not actively engaged in the home inspection business. Affiliate Members shall not have voting rights.
4. Honorary Members: The Board of Directors may confer Honorary Memberships on individuals. Honorary Members shall not have voting rights.
5. Corporate Affiliate Members: Corporate Affiliate Members represent non-inspection businesses, which are supportive of MeCHIPs mission and purpose and representatives of the corporation are not the owners and change or relocate their positions to other localities. Memberships must be in the name of the business and their designated representatives, who may change from time to time. Designated members who attend MeCHIPs meetings will be required to pay the same meeting expenses as other attendees. Corporations may be able to promote their business, display their logo, offer program seminars, workshops, etc. from time to time as arranged with MeCHIPs administration for fees agreed to by the MeCHIPs Board of Directors.

Memberships are non-transferable. Hereafter, unless otherwise specified, "Member(s)" shall refer to Professional Members and Candidate Members and "member(s)" shall refer to all categories of membership.

Section 2: New members in MeCHIPs must be approved for membership by a majority of Professional Members present at a regularly scheduled Business Meeting. Any person seeking to become a Professional Member after February 1, 2001 shall have passed the National Home Inspector Examination, The American Society of Home Inspectors examination, The National Association of Home Inspectors examination, or an examination approved by the Board of Directors.

Section 3: A Member in good standing is a person who:

1. Agrees with the objectives and bylaws of this Corporation,
2. Has been approved for membership by the Professional Members, and,
3. Has paid membership dues and assessments for the current fiscal year.

Section 4: Honorary Members will not be required to pay dues and assessments.

Section 5: The Board of Directors shall establish annual membership dues and assessments subject to approval by the Professional Members. In extraordinary circumstances the Board of Directors may reduce or waive the payment of dues for a specified period for individual members.

Section 6: Further conditions for good standing for Members only shall include:

1. Adherence to MeCHIPs Standards of Practice and Code of Ethics.
2. Earning 48 continuing education credits over a 3 year period of membership.
3. Utilization of a written contract with their clients that shall provide for dispute resolution to be conducted by arbitration or mediation.

Section 7: A Member may be removed from membership in good standing by a majority vote of the Board of Directors if found to have failed to meet the conditions prescribed in Sections 3 and 6 above by the Professional Practice Committee.

ARTICLE V

ORGANIZATIONAL STRUCTURE

Section 1: The Officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer. The Officers of the Corporation shall be Professional Members elected at the Annual Meeting by a simple majority of those Professional Members present or represented by proxy at the Annual Meeting and shall continue in office until their respective successors are elected.

The Board of Directors shall consist of the four Officers elected in accordance with the paragraph above and the immediate past President and shall be responsible for carrying out all decisions of the membership.

Other Officers may be elected from time-to-time to meet particular needs and shall serve for limited terms.

No person shall hold more than one (1) Office. All Officers shall have such duties and powers as are normally associated with the office such as their title, by general usage, would indicate, as required by law, and as may be assigned to them by the membership. Specifically:

President - The President shall exercise general supervision of the affairs of the Corporation. The President shall preside at all meetings. He/she shall have and perform such other duties as from time to time may be assigned to him/her by the Board of Directors.

Vice-President - The Vice-President shall have such powers and perform such duties as may be assigned to him/her by the Board of Directors. The Vice-President shall act as President in the President's absence. The Vice-President shall also be President-Elect and serve as Chair of the Membership Committee.

Treasurer - The Treasurer shall perform the duties incident to the office and such other duties as are required by the Board of Directors.

Secretary – The Secretary shall keep the minutes of the Business Meetings; shall issue notice of meetings; keep a roster of the membership; and shall perform other such duties as are incident to the office and as required by the Board of Directors.

Other Officers - Other Officers who may from time to time be elected by the Board of Directors and/or the Professional Members shall perform duties assigned to them by the Board of Directors and/or the Professional Members.

Section 2: The Board of Directors shall meet on call of the President within ten (10) days, but not less frequently than four times per year, or on written request of not less than five Professional Members of MeCHIPs.

Members of the Board of Directors may be removed from office by a vote of 75% of all Professional Members present or represented by proxy at any regular or special meeting provided that notice of the vote has been given to all Members at least 30 days in advance.

In the event of a vacancy on the Board of Directors, the remainder of the Board shall appoint an acting Board Member to complete the term, subject to ratification by a majority of the Professional Members present or represented by proxy at the next regular Business Meeting.

Members of the Board must attend at least three (3) regular meetings and at least three (3) Board meetings per year to continue as members of the Board.

The quorum required to conduct business at a Board of Directors meeting shall be not less than three (3) Directors.

At the first Board of Directors meeting following the Annual Meeting the Board of Directors shall elect a clerk who shall have the duties as provided by law and whose Office shall be the registered Office of the Corporation.

Section 3: Notice of elections shall be given to all members at least fifteen (15) days in advance. All candidates for office must be MeCHIPs Professional Members in good standing.

Section 4: Standing Committees: There shall be Standing Committees with duties as described below:

1. Bylaw Committee: Shall draft, review, and make recommendations for Bylaw changes to the Members
2. Education Committee: Shall organize educational programs at regular meetings and special events
3. Legislative Committee: Shall monitor the Maine Legislature, the U. S. Legislature, the major national home inspection professional organizations, and the media for legislative activity or issues that would affect the home inspection profession.

The Committee shall organize and coordinate legislative efforts by:

1. Acting as liaison with a lobbyist should one be employed
2. Acting as liaison with the major national home inspection professional organizations about legislation or regulation

The Legislative Committee shall draft, review, and make recommendations for Model Legislation changes to the Members.

The Legislative Committee shall draft, review, and make recommendations for Model Regulation Rules changes to the Members.

4. Professional Practice Committee: Shall review and investigate complaints against a Member and shall recommend action to the Board of Directors.

The Professional Practice Committee shall notify Members 90 days in advance of when their documentation of educational credits are due for submittal. The Committee shall review the continuing education submittals and notify the Board of Directors of any Professional Member who has failed to earn sufficient credits in the allotted time.

5. Membership of each Standing Committee shall consist of at least one Officer and at least two Professional Members and shall be elected to two-year terms on the Committee. Terms of Committee members shall be set so that not all Committee members are replaced in a given year. Committees shall perform other duties in the Committee's area of responsibility as directed by the Board of Directors

ARTICLE VI

COMPLAINTS AGAINST MEMBERS

Section 1: Complaints against a Member may only be brought for failure to comply with conditions for good standing described in Article IV, Sections 3 and 6.

- Section 2: A complaint by a Member against another Member shall be submitted in the form of a letter to the Secretary signed by the complainant. The complaint shall specify the nature of the offense providing as much documentation as practical.
- Section 3: If a Member is approached by an individual outside of the organization with a complaint, the complainant shall be requested to prepare a signed letter identical to the one described in Section 2 above and give it to the Member. Member shall forward the letter to the Secretary.
- Section 4: The Secretary shall provide copies of the letter of complaint to the accused, the Board of Directors and the Professional Practice Committee Members. The matter shall otherwise be kept confidential unless the Board of Director's action is appealed as described in Section 7 below.
- Section 5: If necessary, the President shall appoint temporary Members to, or eliminate Members from, the Professional Practice Committee so that five Members of the Committee are considering the complaint. Committee members should, to the greatest extent possible, represent geographic areas served by MeCHIPs. No Member whose office is located within a 25 mile radius of the accused shall be among those reviewing the complaint. The Professional Practice Committee's recommended action shall be proportionate to the seriousness of the infraction and may include a written reprimand suspension of membership, termination of membership or other action judged appropriate by the Committee.
- Section 6: The Board of Directors will consider the Professional Practice Committee's recommendation and communicate their decision to the accused and the complainant in writing.
- Section 7: The Board of Directors' action may be appealed to the body of Professional Members by the accused. In a secret ballot a minimum of a two thirds vote of the Professional Members present at a regularly scheduled meeting shall be required to overturn the Board of Directors' action.

ARTICLE VII

MEETINGS

- Section 1: There shall be a minimum of six (6) Business Meetings held each fiscal year. The Board of Directors shall determine date, time, and place for each meeting. Meetings of the Corporation shall be open to all Members, Affiliate Members, Honorary Members and Guests. Non-members may be excluded from a meeting by a majority vote of the Professional Members present at that meeting.
- Section 2: At Business Meetings, each Professional Member represented in person or by proxy shall be entitled to vote. Candidate Members, Affiliate Members and Honorary Members may not vote. Proxies shall be in writing and shall be signed by the Professional Member being represented. Individual Professional Members are assigned one (1) vote.

Section 3: The quorum required to conduct business or to elect Officers at a Business Meeting shall be not less than 25 % of the total Professional Members in good standing at the time of the vote.

Section 4: Any actions required or permitted to be taken at any Business Meeting may be taken without a Business Meeting provided that said action(s) receive written approval by a majority of the Professional Members in good standing.

Section 5: Except as specified in Section 6 below, due notice of meetings and of election of officers must be given to every member at least fifteen (15) days in advance.

Section 6: EXCEPTION: The Board of Directors may call an Emergency Meeting with less than fifteen days' notice to Members when, in their judgment, such a delay would impair the ability of the Corporation to act in its best interests.

Section 7: Parliamentary procedure as specified in the latest issue of Robert's Rules of Order shall govern the conduct of all meetings.

ARTICLE VIII

FISCAL RESPONSIBILITIES

Section 1: No Officer, Committee Member or Employee of the Corporation shall contract any obligation or incur any debt on behalf of the Corporation or in any way render it liable unless authorized to do so by the Board of Directors. Expenditure of greater than \$500.00 per year must be approved by the Professional Members as a budget item or as a one-time expense.

The Board of Directors shall be empowered to authorize the expenditure of funds of up to \$750.00 per year for organizational purposes. This limit is waived for direct costs incurred for general membership meetings.

Section 2: The Treasurer shall submit to the members at each meeting an Interim Financial Report showing all holdings, revenues, and disbursements for the year to date. The Treasurer shall submit to the Annual Meeting an Annual Financial Report showing all holdings, revenues, and disbursements for the year. Financial records of the Corporation shall be open for review by members.

Section 3: The Board of Directors shall be responsible for submitting an Annual Budget for approval by the first Business Meeting after the Annual Meeting.

Section 4: The President and Treasurer shall approve all expenditures over \$250.00 in writing or by e-mail.

Section 5: Except as from time to time otherwise determined by the Professional Members, the Fiscal Year of the Corporation shall be from January 1 to December 31 each year.

ARTICLE IX

ANNUAL MEETING

There shall be an Annual Meeting held in the month of February for the purpose of electing Officers of the Corporation. The Board shall determine the date for the meeting not later than 120 days prior to the date chosen.

ARTICLE X

BYLAW CHANGES

Section 1: These Bylaws may be amended by a two-thirds majority of the Professional Members present or represented by proxy at any Business Meeting or Special Business Meeting provided that the text of proposed amendments shall be provided in the notice for the meeting at which they are to be considered.

Section 2: Due notice of meetings at which such amendments are to be considered must be sent by mail or e-mail to every member at least fifteen (15) days in advance.

ARTICLE XI

USE OF MeCHIPs FOR PROMOTIONAL PURPOSES

The use of the Corporation's name or the MeCHIPs acronym or the MeCHIPs logo by members is encouraged to demonstrate the member's desire for professional development and to promote MeCHIPs in the real estate community and in the public awareness.

The use of the Corporation's name or the MeCHIPs acronym or the MeCHIPs logo shall not be used in any way that implies that MeCHIPs certifies competence, or ensures qualifications of its Members.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND AGENTS

Section 1: Directors, Officers, Employees, and Agents of the Corporation shall be indemnified by the Corporation to the full extent as provided in 13-A, M.R.S.A. s714 Subsections 1-5 inclusive, which are incorporated herein and shall be both a statutory right and a right required by the bylaws.

Section 2: The Board of Directors may purchase and maintain insurance for the purpose of meeting any liability under this section or against any liability asserted against any Director, Officer, Employee, or Agent of the Corporation and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under this section.

ARTICLE XIII

BONDING

The following Officers and Employees may be required by the Board of Directors to give Bond for faithful discharge of their duties in such sum and with such surety as the membership may determine, the expense of such Bond to be paid by the Corporation Treasurer.

ARTICLE XIV

MISCELLANEOUS PROVISIONS

Section 1: Upon dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated for such purposes as shall then qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and as a charitable, religious, eleemosynary, benevolent, or educational corporation within the meaning of Title 13B, Chapter 525, of the Maine Revised Statutes, as amended.

No part of the net earnings of the Corporation shall inure to the benefit of any member, Director or Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in carrying out one or more of its purposes), and no Member, Director, or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.