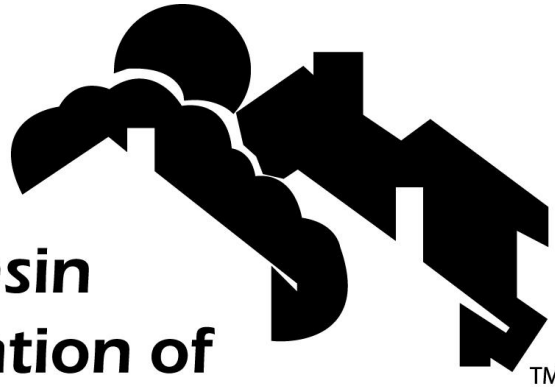


**Wisconsin
Association of
Home Inspectors, Inc.**



By-Laws and Code of Ethics

January 2019

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WAHI Mission Statement

*The foremost state professional home inspector's organization,
the Wisconsin Association of Home Inspectors,
will lead its membership by providing education opportunities,
advocacy and fellowship to develop professionalism
in the home inspection industry.*

BY-LAWS
of the
WISCONSIN ASSOCIATION OF HOME INSPECTORS, INC.

ARTICLE I – NAME, OBJECTIVES, LOCATION, AND ORGANIZATION

Section 1, Name: The name of this organization shall be the “Wisconsin Association of Home Inspectors, Inc.”. In this document, they shall be hereafter called the “Association”. The Association is organized as a voluntary, not-for-profit corporation.

Section 2, Objectives: The objectives of the Association are as follows:

- a. To unite those engaged in the recognized profession of home inspection for the purpose of exerting a beneficial influence upon the profession and related interests.
- b. To promote and maintain high standards of conduct in the home inspection profession as expressed in the State of Wisconsin Standards of Practice and the Association Code of Ethics.
- c. To join with the State of Wisconsin regarding home inspection issues by providing appropriate guidance and forging relationships with government and other professional agencies in allied professions, e.g., Realtors and Building Trades.
- d. To encourage professional home inspector training in order to continue, sustain, and improve the profession.
- e. To promote the importance and value of home inspections to the general public, particularly during the transfer of real estate.

Section 3, Location: The principal location of the Association headquarters within the State of Wisconsin shall be the office of the current Registered Agent and/or Corporate Secretary.

Section 4, Organization: The Association shall be organized with an Association State Headquarters, and a representative number of Chapters within the State of Wisconsin.

ARTICLE II – MEMBERSHIP

Section 1, Members: There shall be four classes of Members, as follows:

- a. Home Inspector Members – Individuals who are actively engaged in the home inspection profession, perform inspections of residential real properties, and

prepare written reports on their condition in compliance with the current rules of the governing State department and other applicable State Statutes.

- b. Affiliate Members – Individuals or firms who, while not engaged in the home inspection profession as outlined in Section 1a of this Article, have interests requiring information concerning home inspection practices and are in sympathy with the objectives of the Association.
- c. Associate Members – Individuals who are not yet engaged in the home inspection profession but are interested in becoming a home inspector after completion of any necessary home inspection training and successful completion of State licensing requirements.
- d. Retired Members – Individuals who have served as a home inspector for a minimum of five years, have retired from the home inspection profession, no longer hold a state home inspector license and wish to transfer from Regular Member status to Retired Member status.

ARTICLE III – PRIVILEGES AND OBLIGATIONS

Section 1, All Members: The privileges and obligations of all Members, in addition to those otherwise provided for in these By-Laws, shall be as specified in this Article.

Section 2, Home Inspector Members: Home Inspector Members, whose financial obligations to the Association are paid in full, shall be entitled to vote and to hold elective office in the Association, and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Association and the home inspection profession. Regular members are required to fulfill continuing education, meeting attendance and any other requirements as determined by the Membership Committee and approved by the Board of Directors.

Section 3, Affiliate Members: Affiliate Members cannot vote nor hold any elective office, but have such privileges, rights, and obligations as may be prescribed by the Board of Directors.

Section 4, Associate Members: Associate Members cannot vote nor hold any elective office, but have such privileges, rights, and obligations as may be prescribed by the Board of Directors.

Section 5, Retired Members: Retired Members have all the privileges, rights, and obligations as a Regular Member; however, they may not hold the elected offices of Association President or Association Vice-President.

ARTICLE IV – OFFICERS AND DIRECTORS

Section 1, Association Officers: The Officers of the Association shall be a President, Vice-President, Treasurer, Secretary and Past President, when applicable. The Offices of President and Vice-President are elected positions; the positions of Treasurer and Secretary are appointed by the Board of Directors. The President’s term is two years and he or she can be re-elected for two more consecutive terms, equaling six consecutive years as President. The President must then step down. He or she may be re-elected for office after a one year minimum gap during which he or she cannot hold the office of President. The Vice-President’s term is two years with no restrictions on re-election. The positions of Treasurer and Secretary are appointed by a majority vote of the Board of Directors. These incumbents can only be replaced by a majority vote of the Board of Directors whenever the Board of Directors deems it appropriate. The Past President’s term is a one year term with voting rights.

Section 2, Chapter Officers: Each Chapter shall have a President, Vice-President, Secretary, and Treasurer all of whom shall be elected by each respective Chapter’s membership. Each will serve for a term of two years.

Section 3, Board of Directors: The governing body of the Association shall be a Board of Directors and shall consist of the following:

- a. Association President
- b. Association Vice-President
- c. Association Secretary (no voting rights)
- d. Association Treasurer
- e. “Chapter-Elected Member At Large” representatives, one from each respective Chapter, with no restrictions on re-election
- f. Four “State-Elected Member At Large” representatives, with no restrictions on Chapter affiliation or re-election
- g. Past President

All members of the Board of Directors must be a Member in good standing at time of election and throughout their terms. Each member of the Board of Directors shall have one vote on all matters, with the exception of the Secretary.

Section 4, General Duties of the Directors:

- a. The Board of Directors shall be responsible for the overall supervision, control, oversight, and direction of the Association.
- b. The Association President will serve as Chairman of the Board of Directors.
- c. The Association Secretary will attend all Board of Directors meetings and keep the minutes; the Secretary will have no voting rights.

- d. The Board of Directors will review finances and/or adopt an annual budget, which shall provide for the payment of all expenses of the Association subject to restrictions contained in these By-Laws. The Board of Directors will approve all Bank Resolutions governing the Association and every Chapter and ensure that proper signatories are approved.
- e. The Board of Directors shall schedule the regular meetings of the Association as set forth in these By-Laws. Notice of the Annual Meeting and each regular meeting or special meeting shall be provided to all Members in good standing no later than fifteen days prior to the meeting date.
- f. The Chairman may call a special meeting of the Board of Directors at any time upon three days notice to each member of the Board of Directors.
- g. A majority of the Board of Directors may call a special meeting at any time upon three days notice to each member of the Board of Directors.
- h. The Board of Directors may establish Association Committees as required to address specific Association issues and procedures. The Chairman shall nominate all Committee chairs for Board of Director approval. Each Committee shall report its activities and state of affairs, in writing, to the Board of Directors as required. Each Committee may also be directed by the Board of Directors to report at the Annual Meeting or any regular or special meetings as needed.
- i. The Board of Directors shall undertake to ensure that any amendments to the Articles of Incorporation or to the By-Laws, as adopted by the membership, are properly instituted.
- j. The Board of Directors may establish rules, regulations, and procedures to carry out the intent of these By-Laws and to provide for the orderly administration of the Association and its business. The rules, regulations, and procedures shall be set forth in writing and made available to members upon written request.
- k. No member of the Board of Directors, by reason of his or her office, shall be entitled to receive any salary or direct compensation for the performance of the duties of office. Direct compensation excludes waiving the seminar fee for Board members who attend a Board meeting held in conjunction with a seminar, reimbursement of mileage and reimbursement of out of pocket expenses for WAHI business. A member of the Board of Directors may receive reimbursement for expenses personally incurred on behalf of the Association upon submission of a request for reimbursement to the Association Treasurer for verification of the expense and subsequent reimbursement. Due to these positions being appointed, the Board of Directors may determine remuneration for the Association Secretary and Association Treasurer as is appropriate for duties performed.

Section 5, Specific Duties of Association Officers:

a. Association President

1. Act as Chairman of the Board of Directors
2. Preside over all Annual Member meetings
3. Nominate all Committee chairs and act as an ex-officio Member of all committees.
4. Assign projects approved by the Board of Directors to Board members and committees.
5. Report directly to the members at the Annual Member meeting on the state of affairs of the Association and the activities of the Board of Directors.
6. Act as official spokesperson for the Association or appoint other members to accomplish this task.
7. Execute all Articles of Amendment, which amend the Articles of Incorporation.
8. Undertake other duties or assignments as determined by the Board of Directors or as set forth in the By-Laws.

b. Association Vice-President

1. Act as a member of the Board of Directors.
2. Assume the duties of the Chairman in the absence of the Chairman at meetings or other events requiring the Chairman's presence.
3. Act as Chairman in the event of a vacancy occurring in the office of the Chairman until a successor is elected.
4. Undertake those duties assigned by the Board of Directors or the Chairman.

c. Association Secretary

1. Act as Secretary at all Board of Directors meetings and the Annual Member meeting, keeping the minutes.
2. Maintain and keep all official records of the Association.
3. Maintain and keep a current list of all Members in good standing entitled to vote, and a current list of all other Members of the Association.
4. Preserve all papers, letters, and transactions of the Association and have custody of the Association seal (if any).
5. Ensure all Association records and properties used in the performance of the duties of Association Secretary are maintained at the Association's registered place of business (headquarters).
6. Provide notices of meetings and/or votes to the Members in good standing as set forth in these By-Laws.

d. Association Treasurer

1. Act as Member of the Audit Committee.
2. Designate procedures to:
 - a) Oversee the collecting, receiving, and have charge of all funds of the Association.
 - b) Maintain the financial records of the Association and provide for the

- expenditure of all funds.
- c) Approve all payments for the expenditures of Association funds as provided by these By-Laws and any Bank Resolutions properly approved and governing the Association and every Chapter.
- d) Undertake those duties assigned by the Board of Directors or the Chairman.

Section 6, Chapter Officers: The Chapter President shall direct the duties of the Chapter Vice-President, Chapter Secretary, and Chapter Treasurer. The Chapter President and/or the Chapter Treasurer may approve payment of incidental Chapter expenses as provided for in an appropriately authorized and approved Bank Resolution.

ARTICLE V – COMMITTEES

Section 1, General: Each Committee shall develop and/or abide by a set of rules and procedures and present such rules and procedures (in writing) to the Board of Directors for approval. In addition, Committees, except as noted, shall assume such duties specified in these By-Laws, and other duties as may be assigned by the Chairman. Every committee shall consist of no less than three Members. All Members of a committee must be Members in good standing.

Section 2, Standing Committees: The following standing committees shall be appointed by the Chairman, subject to confirmation by the Board of Directors, at or immediately following each Annual Member meeting (or as appropriate), and shall meet as directed by the Committee Chair:

- a. **Audit Committee:** This committee shall oversee the annual review of the Association's financial records and report the results to the Board of Directors. A full audit would require Board of Director approval. The Association Treasurer shall be a permanent member of this committee.
- b. **Legislative Committee:** This committee shall coordinate home inspection matters with the State of Wisconsin and participate in lobbying and state legislative efforts.
- c. **Long-Range Planning Committee:** This committee shall determine goals that outline the path for the association's future and develop a strategic plan to define the objectives and actions necessary to achieve the goals.
- d. **Membership Committee:** This committee shall review all applications for Membership, investigate and present recommendations regarding revocation of Membership, and accept petitions for removal.
- e. **Nominating and Election Committee:** The Chairman shall appoint a Nominating and Election Committee for the purpose of accepting nomination

papers or nominating candidates for the election. The Nominating and Election Committee shall present the Membership with the slate of candidates.

- f. Rules and By-Laws Committee: This committee shall review all proposed amendments to the By-Laws and make recommendations to the Board of Directors and Members as necessary.

Section 3, Special Committees: The Board of Directors may create any special committee which may be required to carry out certain functions or duties which may arise from time to time.

ARTICLE VI – MEETINGS

Section 1, Annual Meetings: The Annual Member meeting of the Association shall be held with the date, place, and hour to be designated by the Board of Directors. The order of business at each Annual Member meeting shall be fixed at the beginning of the meeting and shall include, at a minimum:

- a. Address of the Chairman
- b. Introduction of current, incoming and outgoing Officers
- c. Reports of Officers
- d. Reports of Committees
- e. Miscellaneous Business

Section 2, Board of Directors Meetings: The Board of Directors shall designate a time and place of meeting and shall be held as needed. The Board of Directors may transact business by mail, fax, email or the internet. Unless specified otherwise in these By-Laws, a vote of the majority of members of the Board of Directors shall determine the result. In the event of an objection to a mail, fax, email or the internet ballot by one-third or more of the members of the Board of Directors, the ballot shall be delayed until the next meeting of the Board of Directors.

Section 3, Special Meetings:

- a. The Board of Directors and the Chairman shall have authority to call a special meeting of the Membership.
- b. The Members may call a special meeting at any time upon submission of a petition containing at least 20 (twenty) percent of the Members' signatures to the Board of Directors. Notice of the special meeting and the purpose of the special meeting shall be provided to all Members in good standing in advance of the special meeting.

Section 4, Other Meetings: Meetings of the Members may be held at such other times as the Chairman of the Board of Directors may determine, upon written request of at least 10 (ten) percent of the Members.

Section 5, Reporting: Following any special meeting, a summary of all official actions taken at the meeting shall be provided for all members by mail, email or posting on the organization website, within one week of the special meeting.

ARTICLE VII – VOTING AND QUORUM

Section 1, Voting: All Members in good standing desiring to vote during any regular or special meeting on any issue must appear in person to cast their ballot. There shall be no voting by proxy; however, ballots may be mailed or emailed to Members in order to cast their vote and to return the ballot to the appropriate Committee by a specified date. Only one vote per Member is permissible.

Section 2, Quorum:

- a. At least 25 (twenty five) percent of the Membership shall constitute a quorum at any regular or special meeting of the Association. All meetings must comply with the notice requirements contained in these By-Laws and at least one officer must be present to convene the meeting.
- b. A majority of the Board of Directors shall constitute a quorum for the purposes of all meetings of the Board of Directors.
- c. A majority of the Membership of any standing or special committee shall constitute a quorum of the committee.
- d. At least 25 (twenty five) percent of the Membership shall constitute a quorum for a statewide election of the Association. All elections must comply with the requirements contained in these By-Laws.

ARTICLE VIII – CHAPTERS

Section 1, General: Chapters, representing the Association, may be established throughout the State of Wisconsin with the approval of the Board of Directors.

Section 2, Organization: Each Chapter recognized by the Board of Directors shall be organized along the lines of the Association, less a Board of Directors. The elected Chapter officers are President, Vice-President, Secretary, and Treasurer. In addition to the four elected Chapter officers, an Education Chair should be appointed to facilitate ongoing education programs/speakers, within each Chapter. Each Chapter shall elect a “Chapter-Elected Member At Large” representative to serve as a member of the Association’s Board of Directors in odd numbered years.

Section 3, Objectives: The objectives of each Chapter shall be to fully support the Association’s objectives as outlined in Article 1, Section 2, of these By-Laws and the following initiatives:

- a. To provide appropriate training and education for all Chapter members.
- b. To inform the public on the role of the home inspector in the home buying process, on industry standards, and on the State of Wisconsin home inspector certification process.

ARTICLE IX – PARLIAMENTARY AUTHORITY

Section 1: Robert’s Rules of Order shall be recognized as the guide for meetings of the Association, the Board of Directors, committees, and Chapters, in all instances wherein the provisions do not conflict with these By-Laws.

ARTICLE X – AMENDMENTS TO THE ARTICLES OF INCORPORATION

Section 1: An amendment to the Articles of Incorporation requires a two thirds vote of the Members present at any special meeting or at the Annual Meeting. Notice of the proposed amendment and vote must be provided to the Members in good standing at least 15 (fifteen) days prior to the date of the annual or special meeting.

ARTICLE XI – AMENDMENTS TO THE BY-LAWS

Section 1: The Board of Directors may propose amendments to these By-Laws. Proposed amendments shall be presented to the Rules and By-Laws Committee for review and recommendation prior to being adopted by the Board of Directors. The proposed amendments shall be presented to the Board of Directors for their action prior to being sent to the members for a two week discussion period. All member comments must be submitted in writing to the Rules and By-Laws Committee. After the member discussion period, the Rules and By-Laws Committee shall prepare a final draft of the By-Law amendments/changes to the Board of Directors for their approval. The proposed By-Laws will then be presented to the membership for a vote to adopt. The vote may be conducted by mail, email, the Internet or at a meeting. The proposed amendments shall be approved by a two thirds vote of the returned ballots, providing a minimum of 25 (twenty five) percent of the ballots is returned.

ARTICLE XII – INDEMNIFICATION

Section 1: The Association shall indemnify any Member or the Board of Directors, any officer or any Member appointed to a committee who has, 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 on behalf of the Association to procure judgment in its favor by reasons of the fact that the person did or does represent the Association. Such indemnification shall protect against expenses including attorney's fees, 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 under the circumstances. All such representatives shall conform to the definition of an "insured" under any applicable Association liability insurance coverage. 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 law.

ARTICLE XIII – MERGER, CONSOLIDATION, DISSOLUTION

Section 1, Merger or Consolidation: In the event there is a merger or consolidation of the Association, the Board of Directors shall comply with the applicable provisions of Chapter 181 of Wisconsin Statutes.

Section 2, Dissolution: In the event the Membership of the Association elects to discontinue as an Association, it shall require a vote of the Members as specified in Chapter 181 of Wisconsin Statutes. In the event of dissolution of the Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets as determined by majority vote of the Members. The distribution of any assets shall under no circumstances be to an individual Board Member, officer, or any Member of the Association.

WAHI Home Inspector Code of Ethics

In order to maintain the integrity and high standards of skill and practice in the home inspection profession, the following rules of conduct and ethics shall be binding upon membership in the Wisconsin Association of Home Inspectors, Inc. Each member shall recognize these ethics as principles that guide their conduct. It is the duty of all members to practice the profession according to this Code of Ethics.

1. Each member will act as an independent third party, and will discharge his duties with integrity and fidelity to the public with fairness and impartiality to all concerned parties.
2. Each member shall uphold the honor and dignity of the profession and avoid association with any enterprise of questionable character or an apparent conflict of interest.
3. Each member shall express an opinion only when it is based on practical experience and an honest conviction.
4. Each member shall always act in good faith towards all clients.
5. Each member shall not deliver a home inspection report to any person other than the original client, unless the original client consents.
6. Each member shall not accept compensation, financial or otherwise, from more than one interested party, for the same service, on the same property, for the same client, without the consent of all interested parties.
7. Each member shall not be involved in any financial or equity relationship with any individual or organization involved in the transactions of a property being inspected.
8. Each member shall not accept nor offer commissions or allowances, directly or indirectly, from other parties dealing with their client in connection with work for which the member is responsible.
9. Each member shall promptly disclose to their client any interest in any other business that may affect the client, the quality or the result of the inspection that they may be called upon to perform. Each member will not knowingly use the inspection as a vehicle to intentionally obtain work in another field.
10. Each member shall not express an appraisal or an opinion of the market value of the inspected property within the context of the inspection process.
11. Each member shall make every effort to uphold, maintain and improve the professional practice, integrity and reputation of the Wisconsin Association of Home Inspectors, Inc., and the home inspection profession. Each member shall report any violation of this Code of Ethics to the Association for necessary action.
12. Each member shall use the Association logo and name with integrity and dignity.

WAHI Affiliate Member Code of Ethics

In order to maintain the integrity and high standards of skill and practice in the home inspection profession, the following rules of conduct and ethics shall be binding upon Affiliate membership in the Wisconsin Association of Home Inspectors, Inc. Each member shall recognize these ethics as principles that guide their conduct. It is the duty of all members to practice the profession according to this Code of Ethics.

1. Each affiliate member will act as an independent third party, and will discharge his or her duties with integrity and fidelity to the public with fairness and impartiality to all concerned parties.
2. Each affiliate member acting as a consultant shall promptly disclose to their client any interest in any other business that may affect the client, the quality or the result of the inspection that they may be called upon to perform. Each member will not knowingly use the inspection as a vehicle to intentionally obtain work.
3. Each affiliate member shall uphold the honor and dignity of their profession and avoid association with any enterprise of questionable character or an apparent conflict of interest.
4. Each affiliate member shall express an opinion only when it is based on practical experience and an honest conviction. Member shall consult only on fields that he or she is licensed and/or credentialed in.
5. Each affiliate member shall always act in good faith towards all clients, sellers, buyers, agents and home inspectors.
6. Affiliate members shall understand the limitations of the Wisconsin Standards of Practice for Home Inspectors.
7. Each affiliate member shall not accept nor pay compensation, financial or otherwise, from or to more than one interested party, for the same service, on the same property, for the same client, without the consent of all interested parties.
8. Each affiliate member shall not be involved in any financial or equity relationship with any individual or organization involved in the transactions of a property being inspected.
9. Each affiliate member shall not accept nor offer commissions or allowances, directly or indirectly, from other parties dealing with their client in connection with work for which the member is responsible. Each affiliate member acting as a consultant shall promptly disclose to their client any interest in any other business that may affect the client, the quality or the result of the inspection that they may be called upon to perform. Each affiliate member will not knowingly use the inspection as a vehicle to intentionally obtain work.
10. No affiliate member shall use scare tactics in an attempt to sell repair work. Scare tactics are defined as predictions of events unlikely to happen.
11. No affiliate member shall initiate a repair contract with the intent of selling additional work after the repair has started.

- 12.No affiliate member who has been hired as a consultant shall deliberately understate the necessary repairs or damage in order to assist a real estate agent, home inspector, homeowner or agent in the selling of a house.
- 13.Any affiliate members who do inspections shall report on the entire building system. The report shall indicate who hired them and any limitations imposed by the client in the scope of the inspection and/or report.
- 14.No affiliate member shall slander other members or other repair contractors.
- 15.Each affiliate member shall agree to inform the referring Home Inspector of findings and opinions.
- 16.Each affiliate member shall not inflame any issues or promote litigation against Home Inspectors.
- 17.Each affiliate member shall not express an appraisal or an opinion of the market value of the inspected property within the context of the inspection process.
- 18.Each affiliate member shall make every effort to uphold, maintain and improve the professional practice, integrity and reputation of the Wisconsin Association of Home Inspectors, Inc., and the home inspection profession. Each member shall report any violation of this Code of Ethics to the Association for necessary action.
- 19.Each affiliate member shall use the Association logo and name with integrity and dignity.

Reports of violations of this Affiliate Member Code of Ethics shall be investigated by the Membership Committee. The committee shall conduct a hearing. The committee shall hear from both the complainant and the member complained against. If the committee determines that there has been a violation of the Code of Ethics a report shall be issued to the WAHI Board of Directors. If the WAHI Board of Directors affirms the decision a written notice shall be sent by certified mail to the accused member informing him or her of the findings. Accused member shall have 30 days to appeal the decision to the Membership Committee. The punishment for violation of the Affiliate Code of Ethics is expulsion from WAHI. Any remaining dues shall be prorated and refunded.