



BYLAWS

OF

THE CALIFORNIA REAL ESTATE INSPECTION ASSOCIATION

(ADOPTED February 19, 1988)
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California Real Estate Inspection Association

ARTICLE 1 – GENERAL PROVISIONS

Section 1.01. Name. The name of this corporation is California Real Estate Inspection Association, hereafter referred to in these bylaws as "Association" or "CREIA".

Section 1.02. Principal Office. The principal office for the transaction of business of the Association shall be in the State of California at a location determined by the Board of Directors ("Board"). The Board shall have the authority to change the location of the principal office so long as the principal office remains in the State of California. The Association may also have offices at such other places within or without the State of California where it is qualified to do business, as its business may require and as the Board may from time to time designate.

Section 1.03. Vision. To protect lives, health and investments.

Purposes. The Association is formed for the purpose of engaging in any lawful act or activity for which a nonprofit corporation may be organized under the law, including but not limited to the following:

- (a) Planning, developing, and overseeing professional opportunities for members and others to achieve the highest level of respect for the real estate inspection profession;
- (b) Establishing, promoting, and maintaining professional standards and qualifications;
- (c) Communicating the ethics, standards, purposes, goals, and accomplishments of CREIA to its membership, government, and the general public;
- (d) Developing, reviewing, publishing, and presenting technical and educational materials;
- (e) Developing, maintaining, and enhancing membership growth and retention programs;
- (f) Promoting and enhancing relationships with other associations, governmental agencies, standards organizations, and the general public.

Section 1.04. Restrictions. All policies and activities of the Association shall be consistent with applicable federal, state, and local antitrust, trade regulation laws and other legal requirements, including the California Nonprofit Corporation Law under which the Association is organized and operated, and applicable tax-exemption requirements.

ARTICLE 2 – MEMBERS

Section 2.01. Voting Members. The Association is organized with members, but without capital stock. Any person meeting the qualifications for one of the following categories may submit a written request for a voting membership to the CREIA headquarters office:

- (a) Certified CREIA Inspector (CCI). A member in good standing and meeting all additional requirements as per CREIA policy.
- (b) Master CREIA Inspector (MCI). A CCI member in good standing verifiably meeting all requirements as per CREIA Policy at the time of application.
- (c) Retired CREIA Inspector. A CCI or MCI member of the Association verifiably meeting all requirements as per CREIA Policy at the time of application.

Retention of the CCI or MCI status requires attainment of Continuing Education Credits as per CREIA Policy. Retired CREIA Inspector members are not required to attain Continuing Education Credits.

Section 2.02. Non-Voting Members. Any applicant meeting the qualifications for one of the categories listed below shall be eligible for status as a non-voting member upon payment of such dues and fees as the Board may fix from time to time.

- (a) Associate. A person applying for membership who has not met all the requirements of that category and verifiably meets all other requirements as per CREIA Policy at the time of application.
- (b) CREIA Approved Professional (CAP). A person providing specialist evaluations of a specific component, system, or quality of a building for which CREIA has established an Approved Designation and verifiably meeting all requirements as per CREIA Policy at the time of application. A CAP may not provide a home inspection.
- (c) Affiliate. A person or entity providing supplies, products, or services to CREIA members or a person providing specialist evaluations of a specific component, system, or quality of a building for which CREIA has not established an Approved Designation. Applicants must verifiably meet all requirements as per CREIA Policy at the time of application.
- (d) Friend of CREIA. A person or entity supporting CREIA's stated mission and goals and verifiably meeting all requirements as per CREIA Policy at the time of application.
- (e) Inactive Member. A CCI or MCI member verifiably meeting all requirements as per CREIA Policy at the time of application.

Section 2.03. Fees and Dues. Each member must pay, within the time and on the conditions set by the Board, the fees, dues, and special assessments in amounts to be fixed from time to time by the Board. No dues will be refunded except as approved by two-thirds vote of the Board of Directors or its designee, in its sole and final discretion.

Section 2.04. Use of CREIA Logos. Certified CREIA Inspectors and Master CREIA Inspectors in good standing are entitled to utilize the appropriate CREIA logo for that class of membership. Eligible members agree that their right in the CREIA logo is no more than a non-exclusive revocable license to use the logo while carrying on their real estate inspection and related services and that nothing herein provides members with any ownership interest in the logo but only the limited use thereof. Members waive any and all possible right, ownership, or use of the logo other than as specifically provided in these bylaws or by the Board. Members agree not to file with the United States Patent and Trademark Office, or any other state or country, an application for the registration of the logo, or any type of trademark, service mark, trade name, or the like, which in any way incorporates the logo or its facsimile. Members specifically agree as a condition of membership that they will indemnify and defend the Association from any and all liability arising or resulting from the member's misuse of a CREIA logo or a misrepresentation regarding their membership status. The right to use the logo shall terminate on the same date as suspension or termination of membership. Members agree to cease and desist from use of the logo as of that date.

Section 2.05. Rights to Programs/Products. The Association retains all legal rights to ownership in any works, intellectual products, or ideas created by any committee or task force within their volunteer efforts on behalf of the Association.

Section 2.06. Not Used.

Section 2.07. Member in Good Standing. A member in good standing is one who has paid current dues and assessments, has no other outstanding obligations to the Association, and who has not been found by the

Association to be in violation of membership conditions and requirements established by the Association, including the Code of Ethics.

Section 2.08. Termination of Membership. A membership shall be suspended or terminated whenever the Board, or a committee or person authorized by the Board, in good faith determines that any of the following events have occurred:

- (a) Resignation of a member upon notice to Association;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board.
- (c) Failure of a member to pay dues, fees, or assessments in the amount and under the terms set by the Board.
- (d) Failure to abide in the lawful decisions of any duly constituted committee of the Association.
- (e) Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.

Section 2.09. Discipline. A member may be publicly reprimanded, fined, suspended, or terminated for cause by the Board or its designee (the Ethics Committee). Cause shall include a failure, in serious degree,, to (1) observe the Association's rules of conduct as prescribed by the Board in these Bylaws or otherwise, (2) to abide in the lawful decisions of any duly constituted committee of the Association, or to engage in any conduct which is deemed by the Board or its designee contrary or prejudicial to the interests and/or purposes of the Association. The discipline shall occur only after the member has been given a fifteen-day prior written notice of the proposed discipline and the reasons therefor. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by the Board or its designee. The Board or its designee shall determine whether cause exists and the appropriate discipline, if any. The Board is not required to follow the above procedure when imposing lesser discipline such as private reprimand.

Section 2.10. Member Liability. No member of the Association shall be personally or otherwise liable for any of the debts or obligations of the Association.

Section 2.11. Membership Meetings.

- (a) Annual Membership Meeting. The Association shall hold an annual meeting of the regular membership at the place and on the date that the Board determines. At the annual meeting the Board shall report the activities of the Association to the members and other business shall be transacted as may be properly brought before the meeting.
- (b) Special Meetings. The Chairman of the Board, the Board, or twenty (20) percent or more of the members may call special meetings of the regular membership.
- (c) Notice. The Board must give Association members reasonable notice of all annual and special meetings. The notice shall include a description of the business to be discussed and shall be given at least 30 days (but not more than 90 days) before the meeting.
- (d) Quorum and Voting. The presence of twenty percent of the regular membership constitutes a quorum. Whenever a quorum is present, an act or decision made by a majority of the members is a valid act or decision. Proxy voting is not permitted at any meeting.

Section 2.12. Action Without a Meeting; Written Ballot. Any action which may be taken at a meeting of the members may be taken by conforming to the mail balloting procedure specific in the California Nonprofit Corporation Law.

ARTICLE 3 – Chapters

Section 3.01. Chapters. The Board may recognize chapters on such terms and conditions as it deems appropriate which shall be included in an appropriate written agreement between the Association and the chapter addressing all significant aspects of the relationship.

ARTICLE 4 – Directors

Section 4.01. Number, Qualifications, Duties, and Benefits. The number of directors on the Board shall be ten (10) and consist of the Regional Directors and State Directors. Every director must be a voting member in good standing at the time elected and for the two years previous to election. The Regional Directors shall represent their respective region's membership to the Board. The duties of the State and Regional Directors are as described in these Bylaws and in the CREIA Policy Manual. The Board may convert Regional Director positions to State Director positions and vice versa, provided that the total number of directors remains ten (10). Compensation of directors shall be limited to the waiver of dues and other fees and to reimbursement for travel and other actual expenses as prescribed in the CREIA Policy Manual.

Section 4.02. Nomination and Election of Directors. Directors shall be elected by the voting members. The Regional Directors shall be elected by and from the voting members in their respective regions. A Nominating Committee, consisting of all Chapter Presidents and a Board-assigned Chair selected from among the Past Chairmen of the Boards of the Association, shall select qualified candidates for election to the Board at least 60 days prior to the election.

Section 4.03. Terms of Office. The term of office of each director shall be two (2) years and all directors shall serve until expiration of the term for which elected and until a successor has been elected and qualified.

Section 4.04. Vacancies. If a vacancy occurs on the Board for any reason, the Board may fill the unexpired portion of the term.

Section 4.05. Meetings. The Board shall meet at least once per year. Other meetings of the Board may be held from time to time on the call of the Chairman of the Board or any four (4) directors. Robert's Rules of Order shall control if any question of procedure arises during a Board meeting which is not otherwise addressed by the Bylaws, CREIA policy, or law.

Section 4.06. Notice of Meetings. The Board may hold meetings upon four (4) days notice by first class mail or 48 hours notice delivered personally or by telephone, telegraph, email, or facsimile.

Section 4.07. Meetings by Conference Call or Other Electronic Means. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply:

- (a) Each member can communicate with all of the other members concurrently.
- (b) Each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken.
- (c) A means of verification is adopted and implemented by the Association as to both of the following:
 - (1) The person communicating by electronic means is entitled to participate in the Board.
 - (2) All statements, questions, actions, or votes were made by that person and not by another not entitled to participate.

Section 4.08. Quorum and Voting. A majority of the directors then in office shall be necessary to constitute a quorum of the Board. Proxy voting is not permitted at any meeting.

Section 4.09. Board Action. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. The Board may adopt rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, Directors, and officers.

Section 4.10. Action by Unanimous Written Consent Without a Meeting. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

ARTICLE 5 – OFFICERS

Section 5.01. Officers/Term. At the first Board meeting following the Board of Director elections the Board shall elect a Chairman of the Board, Vice-Chairman of the Board, Secretary, and the Chief Financial Officer, all of whom must be voting directors and all of whom are referred to as “elected officers.” The newly elected officers shall take office on July 1st. The Chief Executive Officer of the Association is also an officer, but not an elected officer. The term of office for elected officers is one year and until a successor is elected and qualified.

Section 5.02. Compensation of Officers. The Chief Executive Officer shall receive compensation as approved by the Board. Compensation of the elected officers shall be limited to the compensation authorized in Section 4.01 of these Bylaws.

Section 5.03. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the members and the Board. The Chairman of the Board shall be an *ex-officio* member of all committees. The Chairman of the Board shall appoint all committee chairpersons except as otherwise specified in these Bylaws and in the CREIA Policy Manual. All committee chairs, committee members, and the establishment of any task force shall be subject to the approval of the Board.

Section 5.04. Vice-Chairman of the Board. In the absence or disability of the Chairman of the Board, the Vice Chairman of the Board shall perform all the duties of the Chairman of the Board, and when so acting, shall have all the power of and be subject to all the restrictions of the Chairman of the Board. The Vice Chairman of the Board shall have whatever other powers and duties as may be prescribed from time to time by the Board.

Section 5.05. Secretary. The Secretary shall oversee the keeping of a book of minutes of all membership meetings and meetings of the Board, stating the time and place, the names of those directors present, and the proceedings of those meetings. These records shall be kept at the principal office or other place that the Board may designate. The Secretary shall have whatever other powers and duties as may be prescribed from time to time by the Board.

Section 5.06. Chief Financial Officer. The Chief Financial Officer shall oversee the keeping of adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gain, losses, capital, and surplus. The Chief Financial Officer shall cause to be filed all reports required by government entities, including but not limited to the Internal Revenue Service, the California Franchise Tax Board, and the Secretary of State.

The Chief Financial Officer shall render to the Chairman of the Board and directors, on request, an account of all of the transactions and of the financial condition of the Association, and shall have whatever other powers and duties may be prescribed by the Board.

Section 5.07. Immediate Past Chairman of the Board. The Immediate Past Chairman of the Board is a nonvoting advisory position to the board (unless elected as a voting director by the membership). If the Immediate Past Chairman of the Board is unable or unwilling to serve, the Board may name an individual from among the other Past Chairmen of the Boards of the Association to serve as the Immediate Past Chairman of the Board.

Section 5.08 Chief Executive Officer. The Board of Directors may retain the services of a Chief Executive Officer, who shall be an individual specified in a written agreement signed by the Chairman of the Board and shall be subject to the supervisory powers of the Board. As an alternative, the Chairman of the Board shall also be the Chief Executive Officer and the Board may contract for the services of a professional management company.

ARTICLE 6 – COMMITTEES

Section 6.01. Executive Committee. The Executive Committee shall consist of the Chairman of the Board, Vice Chairman of the Board, Secretary, Chief Financial Officer, and Immediate Past Chairman of the Board. The Chairman of the Board shall serve as Chairman of the Executive Committee. The Executive Committee shall act in the place and stead of the Board between Board meetings on all matters except those specifically reserved by the Board. The Executive Committee shall report its actions to the Board no later than the next meeting of the Board.

Section 6.02. Advisory Committee and Task Forces. The Board may form, revise, or terminate advisory committees and task forces on such terms and conditions as it deems to be appropriate, and as described in the CREIA Policy Manual.

ARTICLE 7 –INDEMNIFICATION AND INSURANCE

Section 7.01. Indemnification. To the fullest extent permitted by the law, the Association shall defend, indemnify, and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the Association's behalf. "Agent" for this purpose shall include representatives, Directors, officers, and employees.

Section 7.02. Insurance. The Association may purchase and maintain insurance to the fullest extent permitted by the law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

ARTICLE 11 – AMENDMENTS

Section 11.01. Amendment to Bylaws. These bylaws may be amended by a two-thirds vote of the Board, provided that certain amendments to the Bylaws specific in the California Nonprofit Corporation Law, including those that materially and adversely affect the rights of members or change the authorized number of Directors, must be approved by a majority of the members.

ARTICLE 12 – INTERPRETATION These Bylaws constitute a written agreement between the Association and its members, Directors, and officers. The Bylaws should be interpreted in connection with the California Nonprofit Corporation Law that supplements and controls these Bylaws.