

BY LAWS OF
ARIZONA APPRAISERS WHO CARE
(DBA) COALITION OF ARIZONA APPRAISERS (CoAA) "PROMOTING
PROFESSIONALISM"

As Amended 11 /19/2009

ARTICLE I.

NAME AND OFFICE

The Name of the Corporation shall be "Arizona Appraisers Who Care". The Corporation will do business as (dba) Coalition of Arizona Appraisers. The Corporation may also use the acronym "CoAA" and is referred to herein as CoAA or the Organization.

The Registered Office of CoAA will be set forth in the Name & Articles of Incorporation by the founding members, or in the most recent amendment or restatement of such Articles of Incorporation, or in a certificate of change of registered office filed with the Secretary of State of Arizona reflecting the adoption or a resolution by the Board of Directors of the Corporation changing such registered office. The registered Office will be within the jurisdiction of the State of Arizona.

ARTICLE II.

PURPOSE

The purpose for which CoAA is organized is:

1. Arizona Appraisers Who Care dba Coalition of Arizona Appraisers (CoAA) is a non-profit organization.
2. We endeavor to foster the public trust and represent all appraisers with a united voice through non-partisan communication with other appraisal organizations, legislative bodies, and government agencies.
3. We work to promote, protect, communicate, and raise funds to accomplish our purposes to uphold the appraisal profession for all appraisers and the general public alike.
4. We support the maintenance and improvement of the Uniform Standards of Professional Appraisal Practice (USPAP), Applicable State Statutes (ARS) and rules set forth by the Arizona State Board of Appraisal (ABOA) and its enforcement by the state of Arizona.
5. Finally, we advocate continued education and strongly encourage active and continued membership in national appraisal organizations, and the highest standards of professionalism among all appraisers within every discipline in Arizona. No part of the net income of the Organization shall inure to the benefit of any individual, or any member, or any group of members of the Organization. The Organization is not organized for profit or to engage in any activity ordinarily carried on for profit. CoAA will not engage in the qualification and/or issuance of professional appraisal designations and this organization does not intend to compete with any of the nationally recognized appraisal organizations.

ARTICLE III.

MEMBERSHIP

Eligible for General Membership in CoAA are any of the following issued within the state of Arizona:

- A. Certified General Appraiser
- B. Certified Residential Appraiser
- C. Licensed Residential Appraiser
- D. Registered Trainee Appraiser

Eligible for **Sponsor Membership** in CoAA is any person, firm, or organization other than a person eligible for membership. Those entities may apply to the Board of Directors for admissions as a sponsor member. The Board shall establish criteria and procedures for admission of sponsor members, and the benefits and privileges of sponsor members. Sponsor members shall not have voting rights on any matters.

No individual, organization nor chapter of any organization shall be denied membership in CoAA on the basis of race, color, sex, age, national or ethnic origin or religion, nor shall any member of the Corporation be discriminated against on any such basis.

ARTICLE IV.

MEMBERSHIP DUES

The annual dues for General Members are to be no more than \$100 per year.

The membership dues for Sponsorship members are as follows:

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|---------------------------|-------|---------|-----------|
| A. Grassroots Sponsorship | | \$25 | , or more |
| B. Ocotillo Sponsorship | | \$1,000 | , or more |
| C. Palo Verde Sponsorship | | \$2,500 | , or more |
| D. Saguaro Sponsorship | | \$5,000 | , or more |

Annual dues are due by March 15th of each year. The Board of Directors will determine when the dues become past due, delinquent and when membership and voting privileges will be suspended.

In the initial year, all dues paid through March 15th will be considered as voluntary membership.

ARTICLE V.

OFFICERS

With the exception of the founding Board of Directors set forth in the Articles of Incorporation, CoAA shall have a five or seven-member Board of Directors made up of Officers that are elected from the membership. These Officers will include a President, a Vice-President, a Secretary, a Treasurer, and a Member(s)-At-Large (up to 3). In addition, up to 5 Directors shall be elected as representatives of various regions across the State.

The Board of Directors shall meet twice annually. The meetings of the Board of Directors shall be considered membership meetings for purposes of these Bylaws. Notice of meetings of the Board of Directors shall be given either personally, by mail, or by e-mail not less than thirty (30) nor more than fifty (50) days prior to the date of such meeting.

The election of Officers shall be held at a general meeting of the Membership in November or December of every year (except for the first year). Each Officer shall serve a term of one year. After the election of the first Board of Directors, the term of Officers for each subsequent year shall begin with the certification of the election results by the outgoing Board of Directors subsequent to the election, but not longer than 30 days after the election is held.

No Officer shall serve more than two consecutive terms in any individual office. The same person may not serve as President and Treasurer simultaneously.

Eligibility: A General Member of the Organization is eligible to serve on the Board of Directors if he or she is a member in good standing. Good standing as it pertains to membership in CoAA will be established by the Board of Directors.

Removal: An elected member of the Board or Directors who fails to fulfill the duties of his or her position or who fails to attend three (3) consecutive Board meetings may be removed by a 51% vote of the Board of Directors. An elected member of the Board of Directors shall be automatically removed if he or she ceases to be a member of the Organization in good standing.

Vacancies: If a vacancy occurs among the elected members of the Board of Directors, the Board, by a majority vote, shall fill the vacancy. The member elected in this manner shall serve until the remainder of the unexpired term is filled by election.

Action Without a Meeting: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors

consent in writing to that action. A member of the Board may provide such written consent in electronic form. An action by written consent shall have the same force and effect as any other validly approved action of the Board of Directors. The written consent(s) shall be filed with the minutes of the meetings of the Board of Directors.

Resignations of any Board members shall be made in writing to the President.

A **Quorum** at any meeting of the Board of Directors shall be a simple majority of the members of the Board. The Board of Directors present at any meeting with a quorum present shall have full authority to transact all business properly before such body.

ARTICLE VI.

COMPENSATION OF OFFICERS, MEMBERS AND EXECUTIVE DIRECTOR

The Officers and Members shall not receive any salary or other compensation for their service as Officers or Members. However, the Board of Directors may determine to reimburse the Officers or Members for out-of-pocket expenses, travel expenses, meals and lodging incurred in the performance of their duties on behalf of the Organization. The Board of Directors shall have the right to set compensation for an Executive Director as an annual budgetary item.

ARTICLE VII.

DUTIES OF OFFICERS

The Board of Directors shall, without prejudice to general powers established by law, have the following power:

1. To make and change regulations not inconsistent with these Bylaws for the management of the Organization's business and affairs.
2. To remove any member of the Board of Directors (Officers) for cause. Cause is hereby defined to include acts of dishonesty, knowing violations of the corporation policy, and violation of applicable laws, rules and/or regulations regarding professional demeanor or ethics.
3. To establish policies and procedures or the Corporation.

The duties of the Officers of the Organization shall be as follows:

1. **President:** The President shall be the Chief Officer of the Organization. When present, he/she shall preside at all meetings of the Board of Directors and shall as act as Chairman of those meetings. The President shall have the power to call regular or special meetings of the Board of Directors. The President with the approval of the Board, shall have the power to make and sign contracts and agreements in the name of and behalf of the Corporation and shall have the general control and management of the business and affairs of the Corporation which includes establishing an Advisory Sub-Committee to assist the President. The President shall see that the books, records, statements, reports and certificates required by the statute under which the Corporation is organized, or any other laws applicable hereto, are property kept, made and filed accordingly to law, and shall generally do and perform all acts incident to the office of President, which are authorized or required by law.
2. **Vice President:** The Vice President shall be vested with all of the powers and shall perform all of the duties of the President in the absence or disability of the latter, unless and until the Board of Directors of the Corporation shall determine otherwise. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of the Corporation.
3. **Secretary:** The Secretary shall, at the direction of the President, give or cause to be given notice of all meetings of members of the Organization, and all such other notices required by law or by these Bylaws. The Secretary shall record all of the

proceedings of the meetings or the Board of Directors and General Members and shall perform such other duties as may be assigned to the Secretary by the Board.

4. **Treasurer:** The Treasurer shall have the custody of all funds, securities, evidences of indebtedness and other valuable documents of the Organization. The Treasurer shall receive and give or cause to be given receipts and documentation for money in accounts of the Organization and shall enter full and accurate accounts of all monies received by or paid out on behalf of the Organization, or when required or requested by the President or the Board of Directors, shall render a statement of cash accounts, and shall keep or cause to be kept such other books as will show a true record of the expenses, losses, gains, assets, and liabilities of the Organization. The Treasurer shall serve as the Chair of the Finance Committee.
5. **Member(s)-At-large:** The Member(s)-At-Large shall have the responsibility of attending Board of Directors' meetings and representing the general members. There shall be no more than three (3) Member(s)- At-Large at any time.
6. **Director:** Directors shall perform all of the duties required of their position, as established by the Board of Directors, for the term of one to two years. Directors shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of the Corporation, and shall have a voting position on the Board.

ARTICLE VIII.

STANDING COMMITTEES

The Organization shall have five standing committees. These shall be the Membership Committee, the Finance Committee, the Government Relations Committee, and Bylaws and Website Committee.

Eligibility: Any General Member in good standing may serve on any of the standing committees.

Removal: A general member who fails to fulfill their duties on a Committee may be removed by a 51% vote of the Board of Directors. Board members automatically will be removed if they cease to be a General Member of the Organization in good standing.

Vacancy: In the event that a vacancy occurs on a Standing Committee, the President shall appoint a replacement who shall serve the remainder of the term, subject to approval by the Board of Directors.

MEMBERSHIP COMMITTEE

The Membership Committee shall consist of a Chair and a minimum of one (1) other member who shall be appointed by the President with the approval of the Board of Directors. The Chair shall be appointed to serve a one-year term and can serve no more than two consecutive terms as Chair. The other members shall be appointed to serve two-year terms. The Membership Committee shall develop, implement, and oversee the Organization's recruitment, development and retention program.

FINANCE COMMITTEE

The Finance Committee shall consist of the Treasurer of the Organization and at least two (2) other members. The Treasurer shall be the Chair of the Finance Committee. The other members shall be appointed by the President with the approval of the Board of Directors and shall not be eligible to serve more than two consecutive terms.

The Finance Committee shall prepare a proposed budget for the succeeding operating year and shall deliver in writing its recommendations concerning proposed changes in the Organization's budget for the current year to the Board of Directors for approval. The Finance Committee must periodically review the general financial condition of the Organization and submit reports concerning such condition to the Board of Directors.

GOVERNMENT RELATIONS COMMITTEE

The Government Relations Committee shall consist of a Chair and a minimum of one (1) other member who shall be appointed by the President with the approval of the Board of

Directors. The Chair shall be appointed to a one year term. The other members shall be appointed to serve two-year terms. The Chair and other members shall be eligible to serve consecutive terms. The duties of the Government Relations Committee shall be to promote the Organization's purpose regarding legislation and regulations, which are of interest and importance to appraisers.

BYLAWS COMMITTEE

The Bylaws Committee shall consist of a Chair and a minimum of one (1) other member who shall be appointed by the President with the approval of the Board of Directors. The Chair shall be appointed to a one-year term. The other members shall be appointed to serve two-year terms. The Chair and other members shall be eligible to serve consecutive terms. The duties of the Bylaws Committee shall originally be the creation of the Bylaws for the Organization. Subsequently, the duty shall be the update of the Bylaws as deemed necessary by the Board of Directors.

WEBSITE COMMITTEE

The Website Committee shall consist of a Chair and a minimum of one (1) other member who shall be appointed by the President with the approval of the Board of Directors. The Chair shall be appointed to a one-year term. The other members shall be appointed to serve two-year terms. The Chair and other members shall be eligible to serve consecutive terms. The duties of the Website Committee shall originally be the creation of the website for the Organization. Subsequently, the duty shall be the update of the website as deemed necessary by the Board of Directors and to be responsible for all communications to the public necessary by the organization.

Amendment of Bylaws: The powers to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors after review and approval by the voting membership of the Organization. The voting membership of the Organization shall be the General Members, each of which shall have one vote. Such vote to amend the Bylaws shall require a simple majority of at least 30% of the members present at that meeting.

ARTICLE VIII.

Nominations and Elections

Composition of Nominating Committee

The Organization shall annually create a Nominating Committee consisting of an ex officio member, two (2) appointed members and two (2) members elected by the Organization membership.

The ex officio member of the Nominating Committee shall be the Immediate Past President of the Organization. He or she shall serve as Chair of the Nominating Committee and shall be a full voting member of that committee. If the Immediate Past President of the Organization is unwilling or unable to serve in this capacity, the Organization Board of Directors shall elect an individual to act as Chair of the Nominating Committee.

The President shall appoint one (1) member of the Nominating Committee at, or prior to, the first regular meeting of the Board of Directors each year. The Board of Directors shall appoint one (1) member of the Nominating Committee at its first regular meeting each year. Appointed members of the Nominating Committee shall serve a one (1) year term and shall not be eligible to serve consecutive terms on the Nominating Committee.

The two (2) elected members of the Nominating Committee shall be elected by the organization membership at the first regular membership meeting in each year. All nominations for the elected members shall be made from the floor. Elected members of the Nominating Committee shall serve a one (1) year term and shall not be eligible to serve consecutive terms on the Nominating Committee. The current President of the Organization shall not serve on the Nominating Committee.

Duties of Nominating Committee

Each year the Nominating Committee shall prepare a slate consisting of at least one (1) nominee for each Organization office and each vacancy on the Board of Directors position to be filled for the succeeding year.

Report of Nominating Committee

Each year the Nominating Committee shall make its selections, prepare an appropriate report, and deliver this report in writing to the Secretary no fewer than thirty-five (35) days prior to the date on which elections are scheduled to be held. The Organization Secretary shall deliver in writing a copy of the Nominating Committee report to each Organization member no fewer than twenty-five (25) days prior to the date on which elections are scheduled to be held.

Additional Nominations

Additional nominations may be made by a timely filing of a written petition signed by at least five percent (5%) of the total Organization membership. Such petition may be in electronic form. To be effective, each nominating petition must be delivered in writing to the Organization Secretary no fewer than fifteen (15) days prior to the regular membership meeting at which the election is to be held. The Organization Secretary shall deliver in writing a copy of any petition filed to each Organization member no fewer than ten (10) days prior to the date on which elections are scheduled to be held.

Election

Elections shall be held prior to December 10th each year. At the regular Organization membership meeting at which the election is to be held, the membership shall receive the Nominating Committee report and any petitions for additional nominations. No additional nominations may be made from the floor.

The membership shall then proceed to elect the necessary Officers and Directors for the succeeding year.

Alternatively, by at least a majority vote of the Organization Board of Directors, elections may be conducted by mail ballot or by electronic means. If a mail ballot or electronic means are utilized, the Organization must adopt a procedure that ensures voting security. For voting by mail ballot, such security shall include, at a minimum, the mailing by the Organization Secretary of a numbered ballot to each member with a numbered return envelope. At least twenty (20) days shall be allowed for the return of ballots. For voting by electronic means, the procedure must ensure that each ballot is cast by a member having the right to vote and that such member has voted no more than once.

Examples of such secure electronic voting procedures include use of electronic signatures and passwords. At least ten (10) days shall be allowed for the return of electronic ballots and access to electronic ballots shall be limited to the Organization Secretary and/or no more than two individuals designated by the Organization Board of Directors. Tabulation of mail or electronic ballots shall be conducted by the Organization Secretary and/or no more than two individuals designated by the Organization Board of Directors. The Organization Secretary shall be responsible for the notification of results as provided for in the following section.

Notification of Results

Immediately upon completion of the annual election, the Organization Secretary shall provide notice delivered in writing to the Organization membership as to the names and addresses of the individuals elected for the ensuing year.