

1 **INTERNATIONAL ASSOCIATION OF ASSESSING OFFICERS**

2
3 **BYLAWS**

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6 **ARTICLE 1. NAME AND ORGANIZATION**

7 Section 1.1. Name. The name of this association is the International Association of Assessing
8 Officers ("IAAO" or the "Association").

9 Section 1.2. Organization. The Association is organized under the General Not For Profit
10 Corporation Act of 1986 of the State of Illinois (the "Illinois Act").

11 **ARTICLE 2. MISSION**

12 Section 2.1. Mission. The mission of IAAO is to promote global excellence in property appraisal,
13 assessment administration, and property tax policy, through innovative professional development,
14 education, research, and technical assistance. To that end, IAAO shall:

- 15 A. Support and promote professional development;
- 16 B. Prepare and deliver educational services;
- 17 C. Provide technical assistance and consulting services;
- 18 D. Strengthen membership and encourage growth;
- 19 E. Provide information and counseling;
- 20 F. Provide and encourage research; and
- 21 G. Promote public understanding.

22 **ARTICLE 3. MEMBERSHIP**

23 Section 3.1. Membership Classes. IAAO shall have four classes of membership, as follows:

24 A. ***Regular Members***

25 1. Voting Rights. Regular members shall have voting rights and shall be entitled to
26 one vote on each matter submitted to a vote of said members.

27 2. Qualifications. Regular membership shall be open to any individual who:

28 a. is an officer, official, or employee of a governmental authority or jurisdiction
29 who has any or all of his or her duties related to property valuation, property tax
30 administration, or property tax policy;

31 b. provides professional services to governmental officers, officials, or offices

32 of a governmental authority or jurisdiction directly in support of the property valuation,
33 property tax administration, or property tax policy functions (but not including such ancillary
34 functions as providing hardware, software, other equipment, or the sale of goods or services
35 to government agencies);

36 c. is retired from full-time employment, but who had been a regular member
37 for at least ten years in the aggregate;

38 d. is a past president of IAAO.

39 **B. Associate Members**

40 1. *Voting Rights.* Associate members shall have voting rights solely with respect to
41 the election of the associate director as set forth in these Bylaws. Each associate member shall be
42 entitled to one vote.

43 2. *Qualifications.* Associate membership shall be open to any individual who:

44 a. is an officer, official, or employee of a governmental authority or jurisdiction
45 who does not have any of his or her duties related to property valuation, property tax
46 administration, or property tax policy;

47 b. is an officer, administrator, employee, or enrolled student of an educational
48 institution;

49 c. is involved in or interested in property valuation, property tax administration,
50 or property tax policy;

51 d. is a member of any organization, group, or association, whether local,
52 regional, national, or international, interested in property valuation, property tax
53 administration, or property tax policy;

54 e. is retired from full-time employment and who has been an associate
55 member for at least ten years in the aggregate.

56 **C. Affiliate Members**

57 1. *Voting Rights.* Affiliate members shall not have voting rights.

58 2. *Qualifications.* Affiliate membership shall be open to any organization or association
59 interested in property valuation, property tax administration, or property tax policy, in accordance
60 with requirements and procedures as determined by the board of directors.

61 **D. Honorary Members**

62 1. *Voting Rights.* Honorary Members shall not have voting rights.

63 2. *Qualifications.* Honorary membership shall be open to individuals who, in the
64 opinion of the Board of Directors, have made a distinct contribution to the advancement of property

65 valuation, property tax administration, or property tax policy, in accordance with such requirements
66 and procedures determined by the Board of Directors. Nominations may also be made by members.
67 The Board of Directors may not grant such membership to more than two individuals during any
68 single fiscal year.

69 Section 3.2. Professional Designations.

70 A. **Generally.** The Board of Directors shall establish and maintain procedural rules which shall
71 govern all aspects of IAAO's professional designation program. These procedural rules shall include but not
72 be limited to the requirements for candidacy, the requirements for qualification for each designation, and the
73 requirements for a program of periodic recertification. The Board of Directors will also establish a schedule
74 of fees for participation in IAAO's professional designation program.

75 Section 3.3. Discipline of Members.

76 A. All members shall subscribe to the mission and commitments of the Association and shall
77 subscribe to the Association's Code of Ethics and Standards of Professional Conduct.

78 B. The Board of Directors shall adopt procedural rules for the investigation of any alleged
79 violation of the Code of Ethics and Standards of Professional Conduct and the discipline for any such
80 violation. Such rules shall set forth the process of a hearing before an Ethics Committee established
81 by the Board of Directors.

82 C. The Board of Directors shall adopt procedural rules for the suspension or expulsion of any
83 member of the Association who is indicted under any statutorily authorized legal proceeding for a
84 felony or for an alleged crime which reflects upon his or her professional or ethical conduct.

85 **ARTICLE 4. OFFICERS**

86 Section 4.1. Officers. The officers of IAAO shall be President, President-Elect, Vice-President,
87 Immediate Past-President, Secretary-Treasurer and Executive Director.

88 A. **President** – The President shall preside at all meetings of the Board of Directors, the
89 Executive Committee and the members, and shall annually report to the membership on the status of IAAO.
90 The President shall make all committee appointments that have become vacant, or other appointments as
91 the Board of Directors shall determine and shall perform such other duties as may be assigned by the Board
92 of Directors. The President shall coordinate and approve all travel by the elected officers of the Association
93 and shall ensure that the President-Elect receives maximum exposure to local organizations to provide for a
94 smooth transition.

95 B. **President-Elect** – The President-Elect shall exercise all the powers and duties of the
96 President during the President's absence or inability to act and shall perform such other duties as may be
97 assigned by the Board of Directors. The President-Elect shall represent IAAO at chapter, affiliate, and other
98 professional organization meetings as directed by the President. The president-elect shall also serve as
99 Chair of the Finance Committee;

100 C. **Vice-President** – The Vice-President shall exercise all the powers and duties of the
101 President during the absence or inability to act of the President and the President-Elect and shall perform

102 such other duties as may be assigned by the Board of Directors. At the direction of the President, the Vice-
103 President shall represent IAAO at meetings at which such representation may be appropriate. The Vice-
104 President shall serve as a member of the Finance Committee.

105 **D. Immediate Past-President** – The Immediate Past-President shall provide counsel and
106 advice to the officers and Board of Directors members in an effort to facilitate the continuity of actions and
107 programs of the Association. The Immediate Past-President shall exercise all the powers and duties of the
108 President during the absence or inability to act of the President, President-elect, and the Vice-President. At
109 the direction of the President, the Immediate Past-President shall represent IAAO at meetings at which such
110 representation may be appropriate.

111 **E. Secretary-Treasurer** – The Secretary-Treasurer shall give notice and keep minutes of all
112 meetings, have custody of the records of the Association and the Association seal, and attest all necessary
113 instruments. In addition, the Secretary-Treasurer shall annually propose a budget and upon its approval by
114 the Board of Directors, shall be responsible for any moneys of the Association, keeping of the accounting
115 records, and the preparing of financial statements in such form and in accordance with such procedure as
116 may be required by the Board of Directors.

117 **F. Executive Director** – The Board of Directors shall select an Executive Director to serve at
118 the pleasure of the Board of Directors, performing such duties and receiving such compensation as
119 determined by the Board of Directors. The Executive Director shall (1) supervise the business and affairs of
120 the Association, (2) carry out the orders, resolutions and assignments of the officers and the Board of
121 Directors, (3) manage the day-to-day operations of the Association, (4) serve as the Secretary-Treasurer of
122 the Association and (5) perform such other duties as may be from time to time assigned by the Board of
123 Directors. The Executive Director may execute all bonds, deeds, mortgages, conveyances, contracts and
124 other instruments, in the name of and on behalf of the Association, except as otherwise required by law or
125 these Bylaws, and except in cases when the Board of Directors expressly delegates such authority to some
126 other officer or agent of the Association. The Executive Director may appoint and discharge any employees
127 or subordinates, prescribe their duties, and fix their compensation within the limits provided in the approved
128 budget.

129 Section 4.2. Term of Office. All officers (other than the Secretary-Treasurer and Executive
130 Director) shall serve for a term of one year or until a successor is elected and assumes office. The
131 Secretary-Treasurer and Executive Director shall serve at the pleasure of the Board of Directors. At
132 the expiration of their terms, the President-Elect shall automatically succeed to the office of President
133 and the President shall automatically succeed to the office of Immediate Past-President. All officers
134 and directors shall assume office at 12:01 am on January 1 each year.

135 **ARTICLE 5. MEMBERSHIP MEETINGS**

136 Section 5.1. Place. All meetings of the members of the Association shall be held at such place
137 within or without the State of Illinois as determined from time to time by the Board of Directors. The
138 Board of Directors may, in its sole discretion, determine that the meeting shall not be held at any
139 place, but may instead be held solely by means of remote communication, as authorized in these
140 bylaws.

141 Section 5.2. Annual Meeting. The annual meeting of the members of the Association shall be
142 held during the annual conference of the Association, for the purpose of transacting such business as
143 may properly be brought before the meeting.

144 Section 5.3. Special Meetings. Special meetings of the members, for any purpose or purposes,
145 unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the
146 President or the Board of Directors. Special meetings may not be called by the members.

147 Section 5.4. Quorum. Five percent (5%) of all members entitled to vote at any meeting shall
148 constitute a quorum at a meeting of the members; provided, however, in the election of officers and/or
149 Regular At-Large Directors, five percent (5%) of all Regular Members shall constitute a quorum for
150 such election and in the election of the Associate At-Large Director, five percent (5%) of all Associate
151 Members shall constitute a quorum. Except as specifically set forth in these Bylaws or as required by
152 the Illinois Act, the act of a majority of the Regular Members (or, in the case of the election of the
153 Association At-Large Director, Associate Members) at any meeting at which there is a quorum shall
154 be the act of the members.

155 Section 5.5. Notice of Meetings, Annual or Special.

156 A. Written notice of each meeting of the members stating the place, if any, the date and hour
157 of such meeting, and the means of remote communications, if any, by which members may be deemed to be
158 present in person and vote at such meetings, and, in the case of a special meeting, the purpose or purposes
159 of such meeting, shall be given either personally or by mail to each member of record entitled to vote at such
160 meeting, not less than five (5) nor more than sixty (60) days before the date of the meeting (except in the
161 case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange
162 of assets, the notice shall be given not less than twenty (20) nor more than sixty (60) days before the date of
163 the meeting). If mailed, notice is given when deposited in the United States mail, postage prepaid, directed
164 to the member at his or her address as it appears on the records of the Association.

165 B. Written notice shall include notice by electronic transmission. Notice given by a form of
166 electronic transmission shall be deemed given: (a) if by facsimile telecommunication, when directed to a
167 number at which the member has consented to receive notice; (b) if by electronic mail, when directed to an
168 electronic mail address at which the member has consented to receive notice; (c) if by a posting on an
169 electronic network together with separate notice to the member of such specific posting, upon the later of (i)
170 such posting and (ii) the giving of such separate notice; and (d) if by any other form of electronic transmission,
171 when directed to the member.

172 C. When a meeting is adjourned to another time or place, notice need not be given of the
173 adjourned meeting if the time and place, if any, thereof, and the means of remote communications, if any, by
174 which members may be deemed to be present in person and vote at such adjourned meeting are announced
175 at the meeting at which the adjournment is taken. If the adjournment is for more than thirty (30) days, or if
176 after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting
177 shall be given to each member of record entitled to vote at the meeting.

178 Section 5.6. Waiver of Notice. Whenever a member shall be entitled to notice under any
179 provision of these Bylaws, the Articles of Incorporation, or the Illinois Act, a written waiver thereof,
180 signed by the member entitled to notice, or a waiver by electronic transmission by the member,

181 whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of
182 a member at any meeting shall constitute a waiver of notice of such meeting, except when a member
183 attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the
184 transaction of any business because the meeting is not lawfully called or convened.

185 Section 5.7. Mail Ballot.

186 A. Any action to be taken at any annual or special meeting of the members, may be taken by
187 written ballot without a meeting by mail, electronic mail, or any other electronic transmission pursuant to
188 which the members entitled to vote thereon are given the opportunity to vote for or against the proposed
189 action, and the action receives approval by a majority of the members casting votes, or such larger number
190 as may be required by the Articles of Incorporation, these Bylaws or the Illinois Act, provided that the number
191 of members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must
192 remain open for not less than five (5) days from the date the ballot is delivered; provided, however, in the
193 case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange
194 of assets, the voting must remain open for not less than twenty (20) days from the date the ballot is delivered.

195 B. Such informal action by members shall become effective only if, at least five (5) days prior
196 to the effective date of such informal action, a notice in writing of the proposed action is delivered to all of the
197 members entitled to vote with respect to the subject matter thereof.

198 Section 5.8. Proxies. Members shall not be permitted to vote by proxy.

199 Section 5.9. Meeting by Voice Communication Technologies. Subject to any guidelines and
200 procedures adopted by the Board of Directors, members not physically present at a meeting of
201 members may participate in a meeting of the members by means of conference telephone or other
202 communications equipment by means of which all persons participating in the meeting can hear each
203 other, and participation in a meeting by use of such equipment shall constitute presence in person at
204 such meeting.

205 Section 5.10. Definition of "Electronic Transmission". As used throughout these Bylaws, the
206 phrase "electronic transmission" means any form of communication not directly involving the physical
207 transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a
208 recipient thereof, and that may be directly reproduced in paper form by such a recipient through an
209 automated process.

210 **ARTICLE 6. BOARD OF DIRECTORS**

211 Section 6.1. Board of Directors. The Association shall be governed by a Board of Directors who
212 shall manage its business and affairs in accordance with its fiduciary responsibilities.

213 Section 6.2. Composition. The Board of Directors shall be composed of the President, President-
214 Elect, Vice-President, Immediate Past-President, nine Regular Members (the "Regular At-Large
215 Directors"), and one Associate Member (the "Associate At-Large Director").

216 Section 6.3. Term of Office.

217 A. The Regular At-Large Directors shall be divided into three classes, with each class
218 consisting of three directors and serving for a term of three years, with the term of office of one class expiring
219 each year. Each year, candidates for Regular At-Large Director shall be placed in positions numbered 1, 2,
220 and 3 by the nominating committee, with said positions representing three general geographic areas. The
221 ballot shall contain a blank space for each position for write-in votes.

222 B. The Associate At-Large Director shall serve for a three-year term.

223 C. No two people from the same state or province may concurrently hold Regular At-Large
224 Director positions; provided, however, should a Regular At-Large Director relocate during his or her term, he
225 or she shall be entitled to complete the term of office, provided all other requirements of the position are met.

226 D. Whenever any officer or director separates from the employment that made the individual
227 eligible for membership, the individual must re-certify that he or she is eligible for the appropriate membership
228 category within 120 days of such separation or the individual's membership shall be deemed terminated and
229 the position held by such individual will be deemed vacant.

230 E. Individuals shall not be eligible to serve as a Regular At-Large Director or an Associate At-
231 Large Director unless there have been at least three years between any prior service on the Board of
232 Directors except in cases where the individual is appointed to fill a vacancy.

233 Section 6.4. Board Meetings.

234 A. Meetings of the Board of Directors shall be held at such place within or without the State of
235 Illinois as may be designated by the Board of Directors.

236 B. The annual meeting of the Board of Directors shall be held in January each year. Special
237 meetings of the Board of Directors may be held at any time upon call of the President or upon the request of
238 a majority of the Board of Directors, and upon such call, the Executive Director shall provide notice and,
239 within five business days, verify to the person(s) calling the meeting that notice was sent.

240 C. Regular meetings of the Board of Directors may be held without notice. Special meetings
241 of the Board of Directors may be held upon not less than two (2) days' written notice of the time, place, and
242 purpose of the meeting addressed to each director and delivered by electronic transmission or by United
243 States mail, postage prepaid. Such notice shall be deemed to be given when electronically transmitted or
244 deposited in the United States mail, postage prepaid.

245 D. Whenever a director shall be entitled to notice under any provision of these Bylaws, a written
246 waiver thereof, signed by the person entitled to notice, or a waiver by electronic transmission by the person
247 entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice.
248 Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a
249 director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the
250 transaction of any business because the meeting is not lawfully called or convened. Neither the business to
251 be transacted at nor the purpose of any regular or special meeting of the directors or members of a committee
252 of directors need be specified in any waiver of notice.

253 E. At all meetings of the Board of Directors, seventyfive percent of the total number of directors
254 shall constitute a quorum for the transaction of business.

255 F. Except as specifically set forth in these Bylaws, the act of a majority of the directors present
256 at any meeting at which there is a quorum shall be the act of the Board of Directors.

257 G. Unless otherwise restricted by the Articles of Incorporation, any action required or permitted
258 to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a
259 meeting, if all members of the Board of Directors or committee, as the case may be, consent thereto in writing,
260 or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed
261 with the minutes of proceedings of the Board of Directors or committee. Such filing shall be in paper form if
262 the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in
263 electronic form.

264 H. Unless otherwise restricted by the Articles of Incorporation, members of the Board of
265 Directors or of any committee thereof, may participate in a meeting of the Board of Directors or committee
266 by means of conference telephone or other communications equipment by means of which all persons
267 participating in the meeting can hear each other, and participation in a meeting by use of such equipment
268 shall constitute presence in person at such meeting.

269 Section 6.5. Executive Committee.

270 A. There shall be an Executive Committee composed of the President (who shall serve as the
271 Chair), President-Elect, Vice-President, and Immediate Past-President, which shall, subject to the limitations
272 set forth in these Bylaws, act on behalf of the Board of Directors between meetings of the Board of Directors.

273 B. All minutes of Executive Committee meetings shall be reported to all members of the Board
274 of Directors within 48 hours of such meeting. All actions taken by the Executive Committee shall cease and
275 be null and void unless they are ratified by a majority of the Board of Directors within said five business days.

276 Section 6.6. Vacancies.

277 A. A vacancy in the office of President shall be filled by the President-Elect for the remainder
278 of that term, who shall then continue to serve a full term as President had the vacancy not occurred.

279 B. A vacancy in the office of President-Elect shall be filled by the Vice-President for the
280 remainder of the term.

281 C. In the event of concurrent vacancies in two of the three offices of President, President-Elect,
282 and Vice-President, the remaining officer shall hold the office of President for the remainder of the term, and
283 the Board of Directors shall appoint eligible regular members in good standing to fill the vacancies in the
284 offices of President-Elect and Vice-President. No person appointed to fill any vacancy shall succeed to the
285 office of President without being elected to that position.

286 D. In the event of concurrent vacancies in all three offices of President, President-Elect, and
287 Vice-President, the Board of Directors shall appoint eligible regular members in good standing to fill said
288 vacancies. The Board of Directors may also hold a special election for the office of President.

289 E. In the event of a vacancy in the office of Immediate Past-President, the President shall
290 appoint another Past-President who is in good standing to fill the unexpired term, subject to confirmation by
291 the Board of Directors.

292 F. In the event of a vacancy of the Associate At-Large Director, the President shall appoint an
293 eligible Associate Member in good standing to fill said vacancy, subject to confirmation by the Board of
294 Directors.

295 G. In the event of a vacancy of any Regular At-Large Director, the Board of Directors shall fill
296 the vacancy until the next election cycle. Vacancies with less than six months remaining may remain vacant
297 at the option of the Board of Directors.

298 Section 6.7. Removal of Director or Officer. One or more directors or officers may be removed,
299 with or without cause. Upon the request of members constituting at least ten percent (10%) of the
300 members in good standing eligible to vote for such director(s) or officer(s), as applicable, the Board
301 of Directors shall establish a vote by ballot by mail, e-mail, or any other electronic means pursuant to
302 which the members entitled to vote thereon are given the opportunity to vote for or against the removal
303 of the director(s) or officer(s). The director(s) or officers(s) shall be removed from their position by the
304 affirmative vote of two-thirds of the votes cast provided that the number of members casting votes
305 would constitute a quorum if such action had been taken at a meeting.

306 **ARTICLE 7. ELECTIONS**

307 Section 7.1. Generally.

308 A. The officers (other than the Secretary-Treasurer and Executive Director) and the Regular
309 At-Large Directors shall be elected by plurality vote of the Regular Members.

310 B. The Associate At-Large Director shall be elected by plurality vote of the Associate Members.

311 Section 7.2. Procedural Rules.

312 A. The Board of Directors shall establish and maintain procedures, regulations, and rules of
313 order as deemed necessary to carry out the election process in accordance with these Bylaws, including
314 rules to ensure a timely secret ballot and impartial counting and tabulation of the eligible votes. Such rules
315 shall also provide rules and procedures for petitions. The President shall certify the election results and
316 announce the vote count at the first Board of Directors meeting following the election.

317 B. The Executive Director may be contacted concerning campaign, nomination, and election
318 procedures.

319 Section 7.3. Nominating Committee.

320 A. The Board of Directors shall annually appoint a Nominating Committee composed of four
321 Regular Members, one of which shall be appointed as chair, and one Associate Member.

322 B. Members of the Nominating Committee shall not be eligible for nomination to Board of
323 Directors or Executive Officer positions.

324 Section 7.4. Nominations.

325 A. Nominations may be made by the Nominating Committee or by petition. Any eligible member
326 shall have the right of petition to have his or her name placed on the ballot for any one elected position.

327 B. Completed petitions must be submitted to the Executive Director within five days following
328 the end of the annual conference, along with a completed candidate's questionnaire, profile, and photograph.
329 Petitions for officer positions or Regular At-Large Director positions must be signed by no fewer than five
330 percent (5%) of the total number of Regular Members, and petitions for Associate At-Large Director shall be
331 signed by no fewer than five percent (5%) of the Associate Members. All members whose names appear on
332 petitions must be members of IAAO as of January 1st of that year; and no state, or province, shall represent
333 or account for more than twenty-five percent of the required total. The Executive Director shall certify the
334 validity of any petition.

335 C. No individual shall be eligible to serve as an officer unless he or she has served at least
336 three full years as a Regular At-Large Director and at least one year has passed since the end of his or her
337 most recent term as a Regular At-Large Director.

338 Section 7.5. Campaigning.

339 A. Candidates shall not make campaign expenditures or receive or otherwise benefit from
340 contributions that would give the appearance of impropriety. Candidates shall be defined as persons who
341 have:

- 342 1. Been nominated by the Nominating Committee for any position;
- 343 2. Publicly declared that they are seeking an IAAO elective position for any election
344 year;
- 345 3. Solicited contributions intended to support a campaign for an IAAO elective position,
346 or endorsements for such a position, on their own behalf; or
- 347 4. Made any campaign expenditures on their own behalf.

348 B. Candidates for all offices and regular member Board of Directors positions shall only accept
349 direct cash contributions or personal service contributions from regular members, IAAO chapters, or IAAO
350 affiliates. Associate members are prohibited from making cash or personal service contributions to
351 candidates for all offices and regular member positions on the Board of Directors.

352 C. Candidates for the associate member Board of Directors position shall accept direct cash
353 contributions or personal service contributions only from associate members.

354 D. Each candidate shall file a campaign report on a form approved by the Board of Directors.
355 The report shall be filed by all candidates by December 7th following the election. This report shall list all
356 campaign contributions received and campaign expenditures made by the candidate or on the candidate's
357 behalf of which the candidate is aware.

358 E. All campaign reports shall be reviewed by the Nominating Committee. If the the Nominating
359 Committee finds irregularities, the chair shall present such irregularities to the Ethics Committee. If the Ethics
360 Committee confirms such irregularities, the Ethics Committee shall present such information to the Board of

361 Directors, who shall require the candidate to correct the irregularity. If such irregularity is not corrected
362 within 30 days of notification, the Board of Directors shall report such failure to the Ethics Committee for
363 appropriate action.

364 F. Members doing IAAO business, such as IAAO instructor or committee member
365 assignments, shall not engage in any political activity on behalf of themselves or other IAAO candidates when
366 on an instructing assignment or when representing IAAO.

367 G. All campaign advertisements appearing in IAAO publications or electronic media shall
368 clearly indicate what person or organization paid for and/or sponsored the advertisements.

369 Section 7.6. Election.

370 A. Balloting may be done by any means that provides for a secret ballot with security, an audit
371 trail, no duplication of votes, and does not disenfranchise voters. The election ballot shall contain a space for
372 the entering of the name of any member not preprinted on the ballot for election to each position on the ballot.

373 B. The Board of Directors shall contract with an independent tabulating company to count the
374 ballots returned and certify the results of the election. The Board of Directors shall establish and maintain
375 procedural rules for notification of election results.

376 C. If no candidate receives a plurality vote (i.e., there is a tie vote), the Executive Director shall
377 order a recount of the ballots. If the recount confirms that no candidate received a plurality vote, the President
378 shall call a special meeting of the Board of Directors. The names of the candidates shall be drawn by lot by
379 the Executive Director or an appointed substitute and the name drawn shall be declared elected.

380 D. If the difference in the number of votes received by the two candidates receiving the most
381 votes for the same position or office is less than one percent of the total votes cast for that position or office,
382 the Executive Director shall order a recount of the ballots cast to be made.

383 E. Candidates wishing to challenge election results must transmit challenges, in writing, to the
384 Executive Director so that the challenges are received no later than ten working days following the notification
385 of the election results to the candidates. A member who is under challenge shall not be sworn in until
386 resolution of the challenge. A \$500 cashier's or certified check, payable to the Association, shall accompany
387 the written challenge. Any additional costs of recounting the ballots over the \$500 amount shall be assessed
388 against the challenger. If the challenge results in a new winner being declared for the position challenged, all
389 money paid by the challenger shall be refunded.

390 F. Any member wishing to file a complaint for any alleged misconduct in the election
391 proceedings shall do so in accordance with the rules and procedures of the Ethics Committee.

392 **ARTICLE 8. OTHER AFFILIATIONS**

393 Section 8.1. Chapters of the International Association of Assessing Officers may be organized
394 and operated according to procedures established by the Board of Directors.

395 Section 8.2. The Appraisal Foundation. The Association shall maintain a sponsor organization
396 relationship with The Appraisal Foundation (TAF).

397 Section 8.3. Other affiliations shall be as determined by the Board of Directors.

398 **ARTICLE 9. COMMITTEES AND TASK FORCES**

399 Section 9.1. Committees.

400 A. There shall be the following standing committees:

- 401 Executive Committee
- 402 Ethics Committee
- 403 Nominating Committee
- 404 Finance Committee

405
406 B. The Board of Directors may create one or more additional committees. Each such
407 committee shall have two or more directors, a majority of its membership shall be directors, and all committee
408 members shall serve at the pleasure of the Board of Directors. However, committees appointed by the Board
409 of Directors or otherwise authorized by these Bylaws relating to the election, nomination, qualification, or
410 credentials of directors or other committees involved in the process of electing directors may be composed
411 entirely of non-directors.

412 C. The Board of Directors shall establish procedural rules for the area of responsibility,
413 organization, and operation of each committee. Unless the appointment by the Board of Directors requires
414 a greater number, a majority of any committee shall constitute a quorum, and a majority of committee
415 members present and voting at a meeting at which a quorum is present is necessary for committee action.

416 D. To the extent specified by the Board of Directors, a committee may exercise the authority of
417 the Board of Directors; provided, however, a committee may not:

- 418 1. Adopt a plan for the distribution of the assets of the Association, or for dissolution;
- 419 2. Approve or recommend to members any act the Illinois Act requires to be approved
420 by members, except that committees appointed by the board or otherwise authorized by these
421 Bylaws relating to the election, nomination, qualification, or credentials of directors or other
422 committees involved in the process of electing directors may make recommendations to the
423 members relating to electing directors;
- 424 3. Fill vacancies on the board or on any of its committees;
- 425 4. Elect, appoint or remove any officer or director or member of any committee, or fix
426 the compensation of any member of a committee;
- 427 5. Adopt, amend, or repeal the Bylaws or the Articles of Incorporation;
- 428 6. Adopt a plan of merger or adopt a plan of consolidation with another corporation, or
429 authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of
430 the corporation; or

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ARTICLE 13. AMENDMENT

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Section 13.1. Proposals.

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A. Amendments may be proposed by the Board of Directors, provided that the full text of the proposed amendment shall be transmitted to the Executive Director and to each member of the Board of Directors at least 30 days prior to the vote. A seventy-five percent of the total Board of Directors members vote shall be required to send proposed bylaws amendments for membership vote.

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B. Amendments may also be proposed by a petition of Regular Members, which must be signed by not less than five percent of the total number of Regular Members at the time of the proposal. Such petition must represent at least five states or provinces, and no state or province may account for more than twenty-five percent of the petitioning members. The petition or resolution shall be placed in the hands of the Executive Director, who shall verify that the amendment is in conformance with this section.

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Section 13.2. Voting. The full text of the proposed amendment and the ballot for voting on the amendment shall be sent to all Regular Members no less than 30 days nor more than 60 days prior to the date on which ballots are to be returned. The proposed amendment must be approved by a majority of the Regular Members casting ballots provided that the number of Regular Members casting ballots would constitute a quorum if such action had been taken at a meeting. The results shall be certified by the President at the next Board of Directors meeting.

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