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**TEXAS AUCTIONEERS ASSOCIATION, INC.**

**(2011)**



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# BYLAWS

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## ARTICLE I – OFFICES

The Board of Directors will determine the Registered Office of the Association. The non-profit Association may establish other offices as may be determined from time to time by the Board of Directors.

## ARTICLE II -MEMBERSHIP

1. **Classes of Membership.** There will be four classes of membership in the TEXAS AUCTIONEERS ASSOCIATION, INC., to wit: (a) MEMBER, (b) ASSOCIATE MEMBER & NON RESIDENT ASSOCIATE MEMBER, (c) HALL OF FAME LIFETIME MEMBER, and (d) HONORARY MEMBER (f) RINGMAN. HONORARY MEMBERS shall be elected by the Board of Directors. **Revised 6/11/11**

2. **Qualification-Election.**

(a) **FULL VOTING MEMBER.** Any individual auctioneer who is Texas licensed auctioneer and who resides in Texas, and is honest, upright, worthy of confidence, of good moral character, and recommended by a member, or by affiliates through a state or national organization, shall be eligible to be a MEMBER in this Association provided that he affirms, "I do solemnly swear (or affirm) that I will faithfully conform to the Articles of Incorporation, Bylaws and Code of Ethics of the Texas Auctioneers Association, Inc. as the same may be amended from time to time." ***Revised 6/17/06***

(b) **ASSOCIATE MEMBER.** Any individual who, for compensation, is employed by and under the direct supervision of a licensed auctioneer and, or a non-auction organization, or suppliers of products or services to auctioneers, and who are interested in the betterment of the auction profession and who is willing to work for the best interest of the Texas Auctioneers Association, Inc. and its membership. This membership classification does not have voting privileges. ***Revised 6/17/06***

(c) **ASSOCIATE NON RESIDENT MEMBER.** Any non-resident Texas licensed individual who is interested in the betterment of the auction profession and who is willing to work for the best interest of the Texas Auctioneers Association, Inc. and its membership. This membership classification does not have voting privileges. ***Revised 6/17/06***

(d) **HALL OF FAME MEMBER.** Each year, the current members of the TAA HALL OF FAME may elect up to Two (2) new members. Election in the HALL OF FAME is bestowed upon TAA members who have made significant contributions to the auctioneering profession. Members of the HALL OF FAME are considered members in good standing and retain all the voting rights of membership in TAA. HALL OF FAME members are considered lifetime members of TAA and shall not pay annual dues.

(e) **HONORARY MEMBER.** Any person deemed by the Board of Directors and/or the MEMBERS of the Texas Auctioneers Association, Inc. to have performed a valuable service for the Texas Auctioneers Association, Inc. and its members, may be presented with an HONORARY MEMBERSHIP in the Texas Auctioneers Association, Inc., following approval by the Board of Directors.

(f) **RINGMAN MEMBER.**

A ringman is a person, not currently licensed as a Texas auctioneer or an associate auctioneer, and is working in the auction industry and who is willing to work for the best interest of the TAA Inc. and its membership. **Revised 6/11/11**

3. **Voting Rights.** MEMBERS of the Texas Auctioneers Association, Inc. shall be entitled to vote in all business affairs and matters affecting the Association not reserved to the officers of the Association and/or the Board of Directors of the Association. Each MEMBER shall be entitled to one vote, and proxies by individual MEMBERS shall not be permitted. ASSOCIATE, ASSOCIATE NON RESIDENT MEMBERS, RINGMAN, and HONORARY MEMBERS shall not be entitled to vote. **Revised 6/11/11**

4. **Dues.** The annual dues of the MEMBERS shall be One Hundred and Thirty-five Dollars (\$135.00) per member and the annual dues for ASSOCIATE MEMBERS shall be One Hundred and Thirty-five Dollars (\$135.00) per member and the annual dues of the RINGMAN MEMBERS shall be Ninety-Five Dollars (\$95.00) per member. The membership year shall run January 1 to December 31.

Dues are payable in full, one year in advance of the membership. Members who pay in the months of October, November, and December as first time members shall be considered paid up through the ensuing year on a one-time basis. Annual dues paid in any other month will not be prorated. **Revised 6/28/08: Revised 6/11/11**

5. **Annual Meeting.** The annual meeting of members shall be held during, and at the same place as the annual convention of the Association, at such time and place as shall be designated in a notice mailed to all voting members, or published as hereinafter provided, for the election of elective officers and directors and for the transaction of such other business as may come before the meeting. If the election of officers and Directors shall not be held on the day designated herein for any annual meeting of members, or at any adjournment thereof, or should such election not take place within Sixteen (16) months following the last annual election, the Board of Directors shall cause the election to be held at a special meeting of members as soon thereafter as conveniently may be.

6. **Special Meetings.** Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of Fifteen percent (15%) or more of the members entitled to vote.

7. **Place of Meeting.** Any annual or special meeting may be held within the State of Texas. The place of meeting shall be designated in notice thereof.

8. **Notice of Meeting.** Such notice shall be deemed to be delivered when deposited in the United State Mail, addressed to the member at his address as it appears on the books of the Association, with postage thereon prepaid.

9. **Quorum.** Ten percent (10%) of the active dues paying members of the Association as of the previous December 31, shall constitute a Quorum at all meetings of the members, and the act of the majority of the members so personally present shall be the act of the full membership except as otherwise specifically provided by Statute, the Articles of Incorporation or these Bylaws. If less than a quorum is present at a meeting, a majority of the members present may adjourn the meeting to a subsequent time,

without further notice. A meeting of members at which a quorum is present may be adjourned by a vote of a majority of the members, without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

10. **Termination of Membership.**

(a) **Non-payment of dues.** Should any member fail to pay dues when due, the dues shall be considered delinquent, but the member will remain in good standing Thirty (30) days after due date. If dues are not paid within Thirty (30) days after due date, member is suspended as a member in good standing and shall not have membership rights and privileges including the right to vote. If dues are not paid within Sixty (60) days of due date, member will be dropped from the membership roster and all privileges as a member will be forfeited. Notice of delinquency or cancellation may be sent by the Texas Auctioneers Association. **Revised 6/17/06**

(b) **Resignation.** Any member may resign from the Association by delivering a written resignation to the President or Secretary/Treasurer of the Association.

(c) **Membership Removal.** Any member failing to conform to the provisions of these Bylaws or to the TAA Code of Ethics presented in the Preamble to these Bylaws and against whom such charges are sustained after due and proper hearing before the Board of Directors, may have his membership suspended or revoked by action of the Board of Directors. In such a case a vote of Two-thirds (2/3) of the Board of Directors shall be necessary to sustain the charges.

11. **Rights of Members.** The right of a member to vote or to participate in any activities of the Association shall cease on termination of his membership.

12. **Amendment to Bylaws.**

(a) **Notice.** Written or printed notice, stating the place, day and hour of the meeting at which amendments to the Bylaws of the Association are to be considered, shall be mailed to each MEMBER of the Association, or published in a publication designated by these Bylaws as an official publication of the Association, not less than Sixty (60) days prior to the beginning of such meeting. Such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the MEMBER at the address as it appears on the books of the Association, with postage thereon prepaid.

(b) **Voting.** At any such meeting, a vote of Two-Thirds (2/3) of the MEMBERS present shall be required to approve amendments to the Bylaws of the Association.

13. **Official Publication.** The official publication of the Texas Auctioneers Association shall be known as "Texas Auctioneer." "Texas Auctioneer" shall be published under the direction of the Board of Directors. Frequency of publication inclusion and rates of advertising, text, selection of the Editor and other matters pertaining to this publication shall be decided by the Board of Directors. Any portion of the Newsletter decisions may be handled by a committee appointed by the President.

### ARTICLE III - DIRECTORS

1. **General Powers.** The business and affairs of the Association shall be managed by its Board of Directors.

2. **Number.** The number of Directors shall be at least Fourteen (14) and not more than Fifteen (15) consisting of the President, President-Elect, 1st Vice President, 2nd Vice President, Immediate Past President and Secretary/Treasurer and Eight (8) Directors elected, or in the event of vacancy, appointed, as hereinafter provided. The Immediate Past President of the Association shall serve as ex-officio voting member of the Board of Directors for the ensuing year.

3. **Election and Term of Office.** The President, President-Elect, 1st Vice President, 2nd Vice President, Immediate Past President and Secretary/Treasurer shall hold office as Directors so long as they hold their respective positions as elective Officers of the Association. The terms of office of all other Directors (Eight (8) or Nine (9)) shall be Three (3) years, and such terms shall be staggered so that a minimum Two (2) directors are elected annually. **(6-16-07)**. No Director may serve more than Two (2) consecutive, full Three-year terms.

4. **Annual Meetings.** The annual meeting of the Board of Directors shall be held immediately after the meeting of members at which the Annual election of Directors takes place, at the same place as that at which such meeting of members is held. No notice of such meeting need to be given. Directors may give proxies to other Directors of the Association to be voted at all annual and special meetings of the Board. A proxy given by a Director to another Director for use at annual or special meetings of the Board of Directors shall be in writing, signed by the Director giving the proxy, with both the subject(s) of business and voting preference(s) for each item that the Director wishes to vote upon. This written, specific proxy shall be presented to the President, or Chairman of the meeting should the President not be in attendance, prior to any vote taken on a subject included in the proxy.

5. **Special Meetings.** A special meeting of the Board of Directors shall be held within Seventy-Two (72) hours proceeding the annual meeting of the Association, at the same place as that at which said annual meeting is to be held, at such time as designated in the notice of such meeting.

Other special meetings of the Board of Directors may be called by, or at the request of any Two (2) Officers and any Four (4) Directors, or any Six (6) Directors may call a special meeting of the Board of Directors without any Officer joining in such call. The person or persons authorized to call such a special meeting may fix any place, within the State of Texas, and the time for such special meeting. **(6-16-07)**

6. **Notice.** Notice of any special meeting shall be given by mail posted at least ten (10) days prior to such meeting, or personally delivered or telegraphed. If mailed, such notice shall be deemed to be delivered when deposited in the United State Mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any business may be transacted at any Director's meeting of which notice has been

given, and at any meeting at which a quorum of Directors are present, whether or not notice or waiver thereof has been given.

7. **Chairman.** The President, or in his absence, the President-Elect, or in his absence, the 1st Vice President, or in his absence, the 2nd Vice President, or in the absence of them all, the Chairman chosen by the Directors present, shall preside at all meetings of the Board of Directors.

8. **Quorum.** Seventy Percent (70%) of the elected Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but is less than a quorum of elected Directors are present at a meeting, a majority of the Directors present may adjourn the meeting, from time to time without further notice. **(6-16-07)**

9. **Manner of Acting.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

10. **Vacancies.** Any vacancy occurring in the Board of Directors, other than by removal of a Director, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors, and any Directors so selected by the Board of Directors shall serve until the next annual meeting of the membership when the membership shall elect a Director to complete the term of the Director whose vacancy required action of the Board to fill such vacancy.

11. **Presumption of Assent.** A Director of the Association who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Executive Staff of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

12. **Telecommunications or Mail Meetings.** Action taken by the Board through a mail ballot or any means of telecommunications shall constitute valid action provided a quorum of the Board of Directors participate and indicate themselves in agreement and further provided that a report of such action is made at the next regularly scheduled meeting of the Board. *Revised 6/17/06*

13. **Indemnification.** Every Director, Officer or employee of the Association shall be indemnified by the Association against all expense and liabilities including counsel fees incurred or imposed in connection with any proceeding to which they may be made a party or by which they may become involved by reason of having been a Director, Officer or employee of the Association, or any settlement thereof, whether the person is a Director, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

#### **ARTICLE IV - COMMITTEES**

1. **Executive Committee.** The Board of Directors may create an Executive Committee composed of the President, President-Elect, 1st Vice President, 2nd Vice President, Immediate Past President and Secretary/Treasurer and may assign to it such powers from time to time may seem

advisable, such duties to be performed and powers to be exercised only when the Board of Directors is not in session. The President, or in his absence, the President-Elect shall have the power to call a meeting of the Executive Committee. The Executive Committee shall report allocations taken to the Board of Directors at their next meeting following any such action.

2. **Election Committee.** At each meeting of members at which a vote of members to be taken, the President or other presiding Office shall appoint from the membership a Committee of Five (5) members, who shall act as tellers of election as may be required.

3. **Other Committees.** The President and/or Board of Directors may designate and appoint one or more committees, each of which shall consist of One (1) or more Directors, which shall be required from time to time for the efficient and effective operations of the Association. Committees are accountable to the Board of Directors.

4. **Procedure at Meetings of Committees.** All provisions of the Bylaws as to notice, waiver of notice, order of business, rules of order and manner of acting relating to meetings of the Board of Directors, shall control like matters in meetings of Committees, unless otherwise specifically provided in the Articles of Incorporation of these Bylaws.

#### **ARTICLE V - ORDER OF BUSINESS, RULES OF ORDER**

1. **Order of Business, Meetings of members.** The order of business at all meetings of members shall include the following; in the order deemed necessary by the association president: **(6-16-07)**

- (a) Reading of the minutes of the previous meeting.
- (b) Consideration of financial statements and reports.
- (c) Committee Reports.
- (d) Old Business.
- (e) New Business.
- (f) Consideration of other business.
- (g) Report of Nomination Committee if that be an item of business.
- (h) Election of Officers if that be an item of business.
- (i) Election of Directors if that be an item of business.

2. **Order of Business, Meetings of Directors.** The Order of Business, Meetings of Directors. The order of business at all meetings of Directors shall include the following; in the order deemed necessary by the association president: **(6-16-07)**

- (a) Reading of the minutes of the previous meeting.
- (b) Reports of officers.
- (c) Consideration of financial statements and reports.
- (d) Consideration of unfinished business.
- (e) Consideration of new and miscellaneous business.

3. **Rules of Order.** Except as otherwise provided in the Articles of Incorporation or these Bylaws, the latest edition of ROBERTS RULES OF ORDER as revised from time to time, shall determine procedure in all meetings of the members of the Board of Directors.

#### **ARTICLE VI - OFFICERS**

1. **Number.** The elective officers of the Association shall be a President, President-Elect, 1st Vice President, 2nd Vice President, Immediate Past President and Secretary/Treasurer.

2. **Election and Term of Office.** The elective officers of the non-profit Association, except the President and Immediate Past President, shall be elected annually by the members, immediately before the election of the Directors. The President-Elect shall become the President of the Association the year following his election as President-Elect. The President shall become the Immediate Past President of the Association the year following his term as President. No elected officer shall serve more than two consecutive terms in the same office except the **Secretary/Treasurer** which shall have no term limits. Officers of the Association shall be elected for terms of One (1) year and by such election shall be elected members of the Board of Directors for the same term. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. No elected officer shall serve more than Two (2) consecutive terms in the same office. **6/10/00**

(a) **Eligibility.** Nominees for the Offices of President, President-Elect or 1st Vice President and 2nd Vice President must have been a Texas Licensed Auctioneer for Two (2) years and must have completed a minimum of Two (2) years as Director of the Texas Auctioneers Association. Nominees for the office of Secretary/Treasurer must have been a Texas Licensed Auctioneer for Two (2) years and must have completed a minimum of Two (2) years as a Director of the Texas Auctioneers Association or previously served in the capacity of Secretary/Treasurer for the TAA. Nominees for Director must have been a Texas Licensed Auctioneer for Two (2) years and attended Two (2) consecutive Texas Auctioneers Conventions prior to year of nomination. Eligibility of all nominees will be verified by the Nominating Committee. **Revised 6/17/06**

(b) **Nominating Committee.** At least 120 days prior to the date of the annual convention meeting, the President shall appoint a NOMINATING COMMITTEE consisting of three (3) members of the Association. The duties of the committee shall be to seek, receive and prepare nominations to the Board of Directors for consideration by the membership.

(c) **Procedure.** The Nominating Committee shall publish the names of the nominees recommended for election by them to the membership of the TAA. In addition, nominations from the floor may be presented at the annual convention meeting provided that the candidate's eligibility to serve has been verified by the Nominating Committee.

3. **Removal; Resignation.** The Board of Directors, by Two-Thirds (2/3) vote of the entire number exclusive of the Officer being removed, at any meeting called for such specific purpose, may remove from office any elective Officer of the Association, and at any meeting may accept the resignation of any Officer of the Association. The Board of Directors may delegate to any officer the authority to remove or accept the resignation of any subordinate Officer. Missing Three (3) consecutive meetings of the Board of Directors, regardless of whether a quorum is present, shall require the removal of any member of the Board of Directors by the remaining Directors.

4. **Vacancies.** Any vacancies occurring in the office of the President, President-Elect, 1st Vice President, 2nd Vice President and Secretary/Treasurer by death, resignation, removal or otherwise, may be filled by the Board of Directors at a special meeting called for such purpose, with the person so selected to serve until the next annual meeting of the membership when the vacancy shall be filled by vote of the membership following such vacancy, if the Board of Directors does not deem it advisable to fill the vacancy prior to such meeting.

5. **President.** The President shall be chief executive officer of the Association, and subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business affairs and property of the Association and control its several Officers. The President shall preside at all meetings of the members, Board of Directors and the Executive Committee; shall appoint the members of all standing committees, and the members of all other committees created by the Bylaws, or by resolution of the Board of Directors. He shall be an ex-officio member of all standing committees and other committees created by the Bylaws or by resolution of the Board of Directors.

6. **President-Elect.** At the request of the President, or in his absence or disability, the President-Elect shall perform all of the duties of the President. When so active, the President-Elect shall have all the powers of and be subject to all restrictions upon, the President. The President-Elect shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned him by these Bylaws, the Board of Directors, or the President. The President-Elect shall become the President of the Association the year following his election as President-Elect.

7. **Secretary/Treasurer.** The Secretary/Treasurer shall be in charge of the Association's funds and records. He shall see that proper notice is made to members, those meetings and proceedings are appropriately recorded, carry into execution all orders, votes and resolutions. He shall report on the financial condition of the Association at all meetings of the Board of Directors and the Annual Meeting and at other times when called upon by the President. The Board of Directors may delegate certain duties of the Secretary/Treasurer to the Association's staff as needs require.

## ARTICLE VII - EXECUTIVE AND STAFF

1. **Appointment.** The Board of Directors may employ a professional management company or chief administrator who shall have the title Executive Director whose terms and conditions of employment shall be specified or approved by the Board. The Executive Committee is delegated the authority to determine ongoing compensation and other financial arrangements of the management company and/or Executive Director. Such information shall be reported to the Board of Directors.

2. **Authority and Responsibility.** The Executive Director shall manage and direct all activities of the Association subject to the policies of the Board of Directors and through the office of the President. The Executive Director shall employ and may terminate the employment of staff required to carry on the work of the Association. He shall fix their compensation and benefits within the limits of the operating revenues. The Executive Director shall define the duties of the staff, supervise their performance, designate their titles and designate those responsibilities of management as shall be in the best interests of the Association. The Executive Director shall serve without vote as an ex-officio member of the Executive Committee, Board of Directors and all standing committees.

#### **ARTICLE VIII - SEAL**

The Association shall have a corporate seal which shall be in the form of a circle with the name of the Association, together with the words, "TEXAS AUCTIONEERS ASSOCIATION, INC., Corporate Seal" inscribed thereon. Upon manufacture, said seal shall be impressed in the margin of these Bylaws.

#### **ARTICLE IX - FISCAL YEAR**

The fiscal year of the Association shall end on December 31st of each year hereafter.

#### **ARTICLE X - WAIVER OF NOTICE**

Whenever any notice is required to be given to any member of Director of the Association under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Texas Business Corporation Act, a waiver thereof in writing, signed by the member or Director entitled to such notice, whether before or after the time therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XI - VOTING UPON STOCK OF OTHER CORPORATIONS**

At the direction of the Board of Directors, the President shall have full power and authority on behalf of the Association to vote at any and all meetings, either in person or by proxy, any stock or securities entitled to vote, which this Association may hold, and at any such meetings may possess and exercise all the rights and powers incident to the ownership of such stock or securities which, as the owner thereof, this Association might have possessed and exercised if present. The Board of Directors may confer like powers upon any person and may revoke such powers granted by it or by this Article at its pleasure.

#### **ARTICLE XII - INVESTMENTS**

The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

#### **ARTICLE XIII - CODE OF ETHICS**

The membership of the Association shall adopt, and may amend from time to time at any annual or special called meeting, a CODE OF ETHICS, which shall be binding upon each member of the Association.

# ARTICLES OF INCORPORATION

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## ARTICLE I - NAME

The name of this non-profit Association is TEXAS AUCTIONEERS ASSOCIATION, INC.

## ARTICLE II - DURATION

The Association shall have perpetual existence and shall continue until it is dissolved by operation of law or by vote of the requisite number of members as provided in the Texas Non-Profit Corporation Act.

## ARTICLE III - PURPOSES

The purposes for which the Association is organized are to promote and advance the auction profession; to unite in common organization those professionally engaged as auctioneers; to promote the mutual interests of its members; to formulate and maintain ethical standards for the guidance of its members in their relations with each other and with the public; to promote and encourage the enactment of just and reasonable laws, ordinances and regulations affecting auction selling and the auctioneering profession; to make the public more aware of the advantages of auction selling; and generally to improve the business conditions affecting the auctioneering profession.

Notwithstanding any other provisions of these Articles, the Association shall exercise only such powers, and shall undertake only such activities, as may be exercised and carried on by organizations entitled to exemption under Section 501(c) 3 of the Internal Revenue Code and Regulations pertaining to such section, as they now exist or may hereafter be amended.

## ARTICLE IV - POWERS

The Association shall have and exercise all powers and rights conferred upon corporations organized and existing under the Texas Non-Profit Corporation Act and any additional powers and rights conferred upon such corporation by subsequent legislative acts.

## ARTICLE V - MEMBERSHIP

Membership in the organization shall be composed of auctioneers and others with an interest in the auctioneering profession residing within or without the State of Texas.

Classes of membership, rights and limitations of rights of various classes of members, including the right to vote, qualifications of members, and the manner and conditions of election to, and the termination of, membership, shall be established by the Bylaws of the Association.

## **ARTICLE VI - BOARD OF DIRECTORS**

The affairs of the Association shall be conducted by a Board of Directors consisting of no less than Fourteen (14) and no more than Fifteen (15) Directors, **(6-16-07)** including a President, President-Elect, 1st Vice President, 2nd Vice President, Immediate Past President and Secretary/Treasurer which shall have and exercise all powers of the Association.

Directors shall be elected at the annual meeting of members, in such manner, and for such terms, as may be provided by the Bylaws. The elective officers of the Association, President, President-Elect, 1st Vice President, 2nd Vice President, Immediate Past President and Secretary/Treasurer, shall be members of the Board of Directors, by virtue of election or appointment as an officer. Vacancies on the Board of Directors may be filled for the unexpired term by a vote of the majority of the then remaining Directors.

## **ARTICLE VII - COMMITTEES**

The President and/or Board of Directors may designate and appoint One (1) or more committees, each of which shall consist of One (1) or more Directors, which shall be required from time to time for the efficient and effective operations of the Association. Committees are accountable to the Board of Directors.

## **ARTICLE VIII - OFFICERS**

The elective officers of the Association shall be a President, President-Elect, 1st Vice President, 2nd Vice President, Immediate Past President and Secretary/Treasurer. With the exception of the Secretary/Treasurer, who will be elected for a Three (3) year term, Officers of the Association shall be elected for terms of one year by vote of members at the annual meeting of members, and by such election shall be elected members of the Board of Directors for the same term. Said Officers shall hold office and serve until their successors are elected and qualified. Vacancies in the office of President, President-Elect, 1st Vice President, 2nd Vice President and Secretary/Treasurer or Director may be filled by the Board of Directors until the next annual meeting of the membership and the membership shall fill the vacancy for the remainder of the unexpired term. Insofar as permissible under law, and as provided in the Bylaws or resolutions of the Board of Directors, an Officer may be relieved of responsibility for exercise of authority or performance of duties incident to his office, the exercise of performance of which had been assigned to others.

## **ARTICLE IX - LIMITATION OF LIABILITY**

The private property of incorporators, members, Directors and Officers of this Association shall not be subject to the payment of corporate debts.

## **ARTICLE X - BYLAWS**

Initial Bylaws of the Association shall be adopted by the Membership at its first annual or organizational meeting following granting of the Articles of Incorporation by the State of Texas. Bylaws of the Association may be adopted, amended, or repealed by the Membership at any regular annual or special meeting of the Membership.

**ARTICLE XI - PROHIBITION OF PRIVATE BENEFIT;  
LIMITATION OF ACTIVITIES; DISSOLUTION**

The Association shall have no capital stock and shall declare no dividends. The Association is not organized for profit, and no part of the net earnings of the Association shall inure to the benefit of any member, Director, officer or individual (except that reasonable compensation may be paid for services rendered to or for the Association effecting one or more of its purposes).

In the event of the liquidation or dissolution of the Association, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or proceeds, and the balance of all money or other property received by the Association from any source, after the payment of all debts and obligations of the Association, shall be used exclusively for purposes within those set forth in Article III of these Articles or distributed to an organization or organizations then entitled to tax exemption under Section 501(c) 6 of the Internal Revenue Code and Regulations pertaining thereto, as the same may be amended at the time of such use or distribution.

**ARTICLE XII - REGISTERED AGENT; REGISTERED OFFICE**

The official registered office of the Association shall be the official office of the Association shall be determined by the Board of Directors.



**Bylaw Revisions / Amendments**

*Revised 6/25/94*

*Revised 6/10/00*

*Revised 6/02*

*Revised 6/05*

*Revised 6/17/06*

*Revised 6/16/07*

*Revised 6/28/08*

*Revised 6/17/11*

# CODE OF ETHICS

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## PREAMBLE

Whereas, it is necessary, in order to fit ourselves for the responsibility of Auctioneers, to cultivate the spirit of co-operation, improve our profession and protect the interest of the auctioneer, to protect the public against unscrupulous practices; therefore, we do constitute ourselves the Texas Auctioneers Association. The auction business is said to be the medium through which the lifeblood of the nation attains greater momentum and brings to the nation greater balance, prosperity and stability. It chases the ghost out of the ghost town. It brings hope, confidence and joy to individuals and communities. It turns the loss of unsold business into profits for both the seller and buyer. The auctioneer should hold aloft the dignity and importance of the nation of his profession. He should never lose sight of his personal and professional integrity, his responsibility and his sense of patriotism. The Auctioneer realizes that his profession is both competitive and co-operative and that he shares with others a common responsibility for its honor and that by being true to himself, he is true to all men. With these principles ever before him, the Auctioneer pledges himself to their observation and to conduct his business in conformity to the following Code of Ethics adopted by the Texas Auctioneers Association.

## PART I - PROFESSIONAL RELATIONS

**Article 1.** In the best interest of the public, of his fellow auctioneers and his own business, the Auctioneer should be loyal to the Texas Auctioneers Association.

**Article 2.** The Auctioneer should so conduct his business as to avoid disputes with fellow Auctioneers, but in the event of a controversy between two Auctioneers who are members of the Texas Auctioneers Association, he should not resort to a law suit, but submit his differences to arbitration by the Texas Auctioneers Association, and the decision of such arbitration should be accepted as final and binding. If the dispute should be with a non-member, he should offer the services of this board to arbitrate.

**Article 3.** Where a member is charged with unethical practices, he should promptly and voluntarily place all pertinent facts before the proper committee for investigation and report.

**Article 4.** A member should never publicly criticize a competitor, and where an opinion is specially requested it should be rendered in conformity with strict professional courtesy and dignity.

**Article 5.** In the best interest of society, of his associates, and of his own business, the Auctioneer should at all times be loyal to the Texas Auctioneers Association and active in its work; and he should willingly share with his fellow-members the lessons of his experience.

## PART II - RELATIONS TO CLIENTS

**Article 6.** In justice to those who place their interests in his hands, the Auctioneer should endeavor to keep abreast of business conditions, to keep informed in matters of law and proposed legislation affecting such interests, so as to give intelligent business advice and effective service.

**Article 7.** In accepting the auction of real or personal property, the member pledges himself to be fair to both seller and buyer, and to protect the owner's interest as he would his own.

**Article 8.** When consulting for an appraisal of value or liquidations problem, a member should give a well-considered opinion, reflecting expert knowledge and sound judgment, taking requisite time for study, inquiring and deliberation. His counsel represents a professional service, which he should render in writing and for which he should make a reasonable charge. A member should not undertake to give an appraisal or offer an opinion on any proposition on which he has a direct interest, without a full disclosure of such interest.

**Article 9.** Before accepting a sale it is the duty of the Auctioneer to advise the owner intelligently and honestly regarding the market value of the business or proposition and the reasonable chance of selling at value or above.

### **PART III - RELATIONS TO PUBLIC**

**Article 10.** It is the duty of every member to protect the public against fraud, misrepresentation or unethical practices in connection with the auction, disposal or liquidation of any real or personal property the Auctioneer is upon to disclose of at public auction.

**Article 11.** It is the duty of a member to ascertain all pertinent facts concerning every auction for which he is engaged, so that in offering he may avoid error, exaggeration and misrepresentation.

**Article 12.** An Auctioneer is a confidential trustee of the information given by the seller or gained by him through relationship, and the Auctioneer must never disclose the gross receipts of an auction or any information that would tend to be a violation of the profession.

**Article 13.** No special conditions real or assumed, or inducements or directions from anyone relieve the member from his responsibility strictly to observe the Code of Ethics in letter and spirit.

**Article 14.** No Special conditions, real, or assumed, or inducement or directions form anyone relieve the member from his responsibility strictly to oversee the Code of Ethics in letter and spirit.

## ASSOCIATION HISTORY



**1956** - The first organizational meeting was held in Dallas with 28 auctioneers present.

**1957** - The Charter meeting was held in Austin and W. J. "Bill" Wendlin was elected as the association's first president.

**1977**- The Texas Auctioneers Association was incorporated.

Since **1956** TAA has been actively promoting and enhancing the Auction Method of Marketing through education, public relations and information sharing.

TAA is a 501(c) 6 Non Profit Association



### HEADQUARTERS ADDRESS

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