



National Association of Residential Property Managers

S A C R A M E N T O A R E A C H A P T E R

Bylaws

Of the

Sacramento Area Chapter

of

The National Association

of

Residential Property

Managers

Revised & Adopted
January 2021

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Article 1 - Introduction

1. Corporate Name

The name of this corporate organization shall be The Sacramento Area Chapter of the National Association of Residential Property Managers, Inc., (NARPM) hereinafter referred to as the Chapter.

The terms “Chapter” and “Corporation” are used in the Bylaws to indicate the differences between administrative versus management and fiscal functions of the entity.

2. Principal Office

The Principal office is located in the County of Sacramento, State of California.

3. Change of Address

The designation of the county of the corporation’s principal office may be changed by amendment to the Bylaws. The Board of Directors may change the principal office from one location to another within the named county. Such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

4. Other Offices

The Corporation may also have offices at such other places within or without its county where it is qualified to do business, as its business and activities may require, and as the Board of Directors may designate.

Article 2 – Purpose of the Organization

5. General

- a) To establish a permanent trade association in the residential property management industry in the Northern California geographical area.
- b) To promote a standard of business ethics, professionalism and fair practices among its members.
- c) To establish and promote the professional education of its members.
- d) To provide and promote an exchange of ideas regarding residential property management.

6. Tax Exempt Status

- a) This Corporation is organized to comply with tax-exempt provisions of the Federal Internal Revenue Code providing such status to trade organizations. IRC section 501(c)(6).
- b) This Corporation is organized as a California nonstick, nonprofit entity under the Nonprofit Corporation Law as embodied in the California Corporations Code beginning at Section 5000. As such, it qualifies as a “business league” under R&TC Section 23071e.

Article 3 – Authority and Geographic Jurisdiction

7. Authority

- a) This Chapter shall be subject to all rules, regulations, ethics and standards, and the Bylaws of the National Association of Residential Property Managers, Inc.
- b) Chapter Bylaws shall be guided by those of the National Association of Residential Property Managers and shall not be in conflict. Variances due to local conditions must be approved by the Board of Directors of the

National Association.

8. Geographic Jurisdiction

The Sacramento Area Chapter of NARPM will have organizational and membership jurisdiction over the territory of Northern California defined as: North to city of Chico, east to Lake Tahoe, south to the city of Stockton and west to the city of Vacaville.

Article 4 – Directors

9. Designation Number of Directors

The Corporation shall have nine (9) Directors and collectively they shall be known as the Board of Directors. The Directors will consist of the following positions. Positions “a” through “e” are also Officers of the Corporation.

- | | |
|----------------------|----------------------|
| a) President | f) Director at large |
| b) President – Elect | g) Director at large |
| | h) Director at large |
| c) Secretary | i) Immediate Past |
| d) Treasurer | |

10. Qualifications of Directors

Directors shall be of the age of majority in this state. Other qualifications of Directors shall be:

- a) Directors shall be licensed under the real estate law of the state of California, except that the Affiliate Director need not be licensed.
- b) Directors shall be members of the National Association of Residential Property Managers and remain in good standing during their term.

11. Terms of Office of Directors

Each Director shall hold office for a period of one year and until his or her successor is elected and qualifies. Directors may serve successive terms.

12. Nominations of Directors and Officers

Chapter members will be notified, in writing **or electronically** of the pending annual election of Directors and Officers. This notification will be at least thirty (30) days prior to the last regularly scheduled Chapter meeting of the calendar year.

Nominating Committee – The immediate past president shall serve as chair of the nominating committee and the President shall appoint the other two members of the committee. The recommendation of the Nominating Committee shall be approved by the Sacramento Area Chapter Executive Committee and presented to the membership for final vote.

13. Election and Installation of Directors and Officers

Directors may be:

- a) Elected as Officers of the Chapter.
- b) Elected as Directors at Large by the Chapter membership.
- c) Appointed by the Board of Directors as permitted by these Bylaws.

The President and the President-Elect must be elected by the Chapter members.

Elections shall be conducted no later than the September chapter meeting, or electronically no later than the month of September, if approved by the chapter executive committee, prior to the end of the calendar year. The immediate Past President will conduct the election or may delegate this duty to another Chapter Officer who is not a nominee.

Uncontested Offices: The presiding authority shall identify to the membership those offices for which there is only one nominee. Upon a motion to close the nominations for such offices, that nominee shall be considered duly elected.

Contested offices: In the case of contested office(s), each office shall be dealt with through a ballot presented to those who are in attendance at the chapter meeting, or electronically if approved by the chapter executive committee. The nominee receiving a simple majority shall be elected to the position.

The Chapter shall not allow nominations from the floor of the chapter meeting. If electronic elections take place write-In Candidates must be solicited. Write-in candidates shall be added to the slate if said candidate's names are presented in writing to the Nominating Committee thirty (30) days before the election, accompanied by the signatures of ten percent (10%) of the professional members in good standing recommending the candidates for a director or for an officer position.

14. Powers of Board of Directors

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws related to action required or permitted to be taken or approved by the members of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

15. Duties of Directors

It shall be the duty of the Directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws.
- b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix compensation, if any, of all agents and employees of the Corporation.
- c) Supervise all agents and employees of the Corporation to assure that their duties are performed properly.
- d) Meet at such times and places as provided by these Bylaws.
- e) Register their address with the Secretary of the Corporation.

16. Compensation of Directors

Directors shall serve without compensation. Directors shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties, with the approval of the Board of Directors.

17. Place of Meeting of Directors

Meetings shall be held at the principal office of the Corporation or at such other place as may be designated from time to time by resolution of the Board of Directors.

18. Date and Time of Regular Meeting of Directors

Regular meetings of Directors shall be held: **Bi-monthly or monthly at a time and location designated by the board of directors.**

19. Special Meetings of Directors

Special meetings of the Board of Directors may be called by the president, any officer of the Corporation, by any two Directors, or if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting.

20. Notice of Directors' Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a) Regular Meetings: No notice need be given of any regular meeting of the Board of Directors.

- b) Special Meeting: At least one week prior notice shall be given by the Secretary of the Corporation to each Director of each special meeting of the Board. Such notice shall be written, may be given personally, by first class mail, by telephone, or by facsimile machine or email, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.
- c) Waiver of Notice: Whenever any notice of a meeting is required to be given to any Director of this Corporation under the provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

21. Quorum for Directors' Meetings

A quorum shall consist of five (5) members of the Board of Directors, present, and in attendance.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

22. Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or law require a greater percentage or different voting rules for approval of matter by the board.

23. Conduct of Directors' Meetings

Meetings of members shall be presided over by the President, or in his absence, by the President-Elect, or in the absence of these persons, by a Chairperson chosen by a majority of the voting members present at the meeting.

The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by "Robert's Rules of Order" insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

24. Vacancies of Directors

Vacancies on the Board of Directors shall exist: (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized directors is increased.

Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the numbers of Directors then in office is less than a quorum, a vacancy on the Board may be filled by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

25. Non-Liability Directors

The Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

26. Indemnification by Corporation of Directors and Officers

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

27. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including

Director, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

Article 5 – Officers

28. Designation Number of Officers

The Five (5) officers of the Corporation shall be a President, a President-Elect, a Secretary, a Treasurer and **immediate past President**. The Corporation may also have one or more Assistant Secretaries and Assistant Treasurers, and such other Officers with such titles as may be determined from time to time by the Board of Directors. The President shall be the Chief Executive Officer of the Chapter and Corporation. Officers are members of the Board of Directors.

29. Qualification of Officers

Any member in good standing of the Chapter may serve as an Officer of this Corporation.

30. Term of Office of Officers

The term of the President and the President-Elect are for one year, with the President-Elect automatically succeeding the President. The President may not succeed him or herself but remains as a Director for one year after he or she vacates the Presidency.

The Vice President, Treasurer and Secretary may be elected or may be appointed by the Board of Directors. These Officers may be elected or appointed for successive terms.

31. Removal and Resignation of Officers

Any Officer may be removed, either with or without cause, by the Board of Directors, at any time, by simple majority of the entire Board, not including the member to be removed. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

32. Filling Vacancies of Officers

Any vacancies caused by death, resignation, removal, disqualification, or otherwise of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. In the event of the presidency, the president-elect shall automatically fill that position. Vacancies in the positions of Treasurer and Secretary may or may not be filled as the Board shall determine.

33. Duties of President

The President shall:

- a) Be the Chief Executive Officer of the Chapter and the Chairperson of the Corporation.
- b) Preside at all meetings of the Chapter.
- c) Act as an alternate signatory for funds withdrawn on the Chapter bank accounts **and provide signatory card by January 1 of the elected year.**
- d) In addition to the Treasurer, sign all checks or approve in writing over \$500.00.
- e) Sign all legal documents.
- f) Undertake responsibility for such other activities as deemed appropriate by the Board of Directors.
- g) Serve a term of one year as Director immediately after vacating the office.
- h) **Must be a Professional Member of the Chapter.**
- i) **Must attend annual Board Leadership Training offered by the National Association of Residential Property Managers.**

34. President-Elect

The President-Elect shall:

- a) Act as an alternate signatory for funds to be withdrawn from the Chapter bank accounts.
- b) Fulfill the responsibilities of the President during that officer's absences.
- c) Succeed the President at the beginning of the calendar year.
- d) Automatically assume the Presidency in the event the Presidency becomes vacant during a calendar year.
- e) Organize, host and lead a retreat during the month of November to plan the following year's programs, events and budget.
- f) Undertake other activities as are deemed appropriate by the President or the Board of Directors.
- g) **Select and arrange informative and entertaining speakers for general membership luncheon meetings. Topics must be relevant to the residential rental industry.**
- h) **Oversee the submission of Chapter reports including Chapter Excellence submission**
- i) **Must be back up for attendance at annual Board Leadership Training offered by the National Association of Residential Property Managers if the President is unable to attend**

35. Secretary

The Secretary shall:

- a) Certify and keeper the principal office of the Corporation the original of these bylaws as amended or otherwise altered to date.
- b) Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Board of Directors and of the Chapter meetings, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of the Directors present and the proceedings thereof.
- c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- d) Be custodian of the records and of the Seal of the Corporation and affix the Seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation.
- e) Keep at the principal office of the Corporation a membership book containing the name and address of each and every member, and, in the case where any membership has been terminated, record such fact together with the date on which termination occurred.
- f) Exhibit at all reasonable times to any Director of the Corporation, or to agents and attorneys, on request there for, the Bylaws, Membership book, and the Minutes of the proceedings of the Directors of the Corporation.
- g) The Secretary may not serve concurrently as President.

36. Treasurer

The Treasurer shall:

- a) Have charge and custody of and be responsible for all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- b) Receive and give receipt for monies due and payable to the Corporation from any source whatsoever.
- c) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursement.
- d) Keep and maintain adequate and correct accounts of the Corporation's property and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

- e) Exhibit at all reasonable times, the books of account and financial records to any Director to the Corporation or to his or her agent or attorney on request thereof.
- f) Render to the Directors and members whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
- g) Prepare and submit an end-of-year report to the Treasurer of the National Association.
- h) With assistance of the Board of Directors, prepare a budget for next calendar year.
- i) File such tax and other financial reports with the appropriate government entities as may be required by law or regulation.
- j) The Treasurer may not serve concurrently as President.

37. Directors at Large

Duties as assigned by the President.

38. Directors at Large

Duties as assigned by the President.

39. Directors at Large

Duties as assigned by the President.

40. Immediate Past President

- a) Shall serve as Chairman of the Nominating Committee
- b) Provide advice based upon experience and continuity to the operation of the Sacramento Chapter
- c) Serve a term of one year commencing with the beginning of the calendar year.

Article 6 – Committee Responsibility and Operation

41. Committees and Responsibilities

The President with the advice and consent of the Board of Directors shall have the authority to create and dissolve Committees according to the needs of the Chapter. The Committee Chairpersons will attend Board of Directors' meetings and report their activities and announce the progress toward meeting the goals of the Chapter. No Committee may take any action on behalf of the Chapter unless authorized by the Board of Directors. Such Committees may be:

- a) The Education Committee. This committee carries out the education program for the members, holds local NARPM certification seminars, supports members in their efforts to earn NARPM designations and seeks ways to promote the public recognition of the PPM and MPM designations. Develop and present to the Board of Directors a schedule of classes for the following calendar year.
- b) The Membership Committee. The committee is responsible for the recruitment and retention of NARPM members. The committee develops and implements strategies to increase membership, accepts and processes applications for new members, and maintains the Chapter Membership Record.
- c) The Publications/Public Relations Committee. This committee writes, prepares for printing, prints and distributes the Chapter publications including the Membership Roster, the Vendor Directory and the Newsletter.
- d) The Website Committee. This committee oversees design, maintenance and operation of the Chapter website. It monitors content and links, ensuring current information.
- e) The Legislation Committee. This committee monitors local and state governmental activities and regulations affecting the residential property management industry and recommends specific actions and strategies to the Board of Directors.
- f) The Affiliate Committee. This committee represents the whole of the Affiliate Membership, promotes the rental management industry, the goals of NARPM and the local Chapter and initiates

and carries on progress towards those ends. It acts as the Affiliate voice at Board of Directors meetings. The Affiliate Committee is chaired by an Affiliate member, who is also a member of the Board of Directors.

- g) The Nominations Committee. This committee seeks qualified members for Chapter office, prepares ballots for the Annual Election of Officer and Directors and assists the Immediate Past President in conducting the Annual Election. Because proven leadership experience and willingness to perform tasks are important to the success of the Chapter, current and past committee chairs should be thoughtfully considered when nominating directors.
- h) Golf and Picnic Committee. This committee organizes the annual golf tournament and picnic. The committee recommends a date and location. This committee arranges volunteers, food and activities.
- i) **Events Committee: This committee organizes events (holiday party, membership events). This committee recommends a date and locations while arranging volunteers, food and activities.**

42. Meetings and Actions of Committees

Because much of the operation of the Chapter takes place in the Committees, their proper functioning is vital to the progress of the Chapter. Committees shall be formed and staffed two months before the end of the year to provide time for planning the activities of the following year. Committee Chairpersons will:

- a) Form and staff their committees for optimum functions to accomplish their goals.
- b) Develop an annual plan to implement their goals and communicate this plan to the Board of Directors at the annual retreat and at regularly scheduled meetings.
- c) Scheduled regular committee meetings and announce this schedule for the Board of Directors Committee and the general membership both at luncheons and in the Chapter newsletter.
- d) Report on plans and progress at each Board of Directors' meeting, at each General Membership meeting and in the Chapter newsletter.
- e) Maintain the Committee's Chapter web page.

Article 7 - Membership Provisions

43. Membership Categories

Professional, Associate, Support Staff, Affiliate Member, Honorary Members and Founding Chapter Members.

- a) **Founding Chapter Member.** A Founding Member is a Chapter member who is one of the founding members of the Chapter. Requirements relating to acceptance into the Founding Membership, suspension of Founding Membership and termination of Founding Membership shall be identical to regular membership.
 - 1) All regular members of record as of August 31, 1993 are Founding Members.
 - 2) A vacancy in the Founding Membership shall not be replaced.

- 3) The founding Members may meet once a year to provide counsel and advice to the Board of Directors regarding future trends in the industry and to lend their membership strength to the chapter.

b) Professional Member

Professional Member shall be an individual actively engaged in the management of residential properties as an agent for others. The individual must follow his/her specific state regulatory licensing law regarding licensure in performing the duties of a property manager. This member has completed a course of instruction covering the NARPM® Code of Ethics.

A Professional Member may also be an employee of a company, or employee of a property owner, or employee of an investor, who handles all aspects of residential property management. These individuals must comply with state licensing laws, but do not hold an active real estate license.

c) Associate Member

An Associate Member shall be an individual actively engaged in the management of residential properties as an agent for others. The individual must follow his/her specific state regulatory licensing law regarding licensure in performing the duties of a property manager. An Associate Member cannot hold the RMP® and/or MPM® designation, or hold elective office. This member has never completed a course covering the NARPM Code of Ethics.

An Associate Member may also be an employee of a company, or employee of a property owner, or employee of an investor, who handles all aspects of residential property management. These individuals must comply with state licensing laws, but do not hold an active real estate license.

d) Support Staff

A Support Staff Member shall be a person acting in the role of support in the office of a Professional Member and the Support Staff Member must not be acting in a capacity requiring licensure according to his/her state's regulatory licensing law. A Support Staff Member does not vote or hold elective office.

e) Affiliate Member

An Affiliate Member shall be an individual or business entity, which provides products, services or expertise to the residential property management industry. Requirements relating to acceptance into affiliate membership, suspension of affiliate membership shall be identical to those specified for members, except that affiliate members are not eligible to vote; however, affiliate members can be a chairperson and can serve in advisory positions to the executive committee or chairpersons or committee members. An affiliate member does not vote or hold elective office.

Affiliate Member. An Affiliate Member shall be a business or individual representing a company who services the Property Management Industry. Affiliate Members may be, but do not have to be, members of the National Association. Annual fees are charged for Chapter Affiliate membership. Affiliate members are charged the same as Regular Members at General Meetings.

- 1) Affiliate Membership does not require a Real Estate License. However the Affiliate should be licensed in their trade, if required by law or regulation.
 - 2) Affiliate Members are not eligible to vote in any matter affecting the Chapter, with the exception of the Affiliate Chairperson.
 - 3) Affiliate Members are carried on the Membership Roster of the Chapter.
 - 4) **The Chapter shall not recognize all NARPM® National Affiliate Members as Affiliate Members of this Chapter.**
- f) Honorary Member. Honorary Membership may be bestowed upon individuals who, in the opinion of the Board of Directors, have rendered or continue to render distinguished service to the Association of the profession of Property Management. Honorary Members pay no dues or other assessments. They are not entitled to core in any matter of the Chapter they may participate in all chapter activities at the same rates as regular members.
- g) **Application by Professional, Associate, or Support Staff Members:**
1. **Acceptance into membership: An applicant for membership in a chapter shall first be a member of the national association. A member of the national association may be a member of more than one chapter as long as that member meets all requirements for each chapter membership. New Members must complete a Code of Ethics course of instruction from the National Association of Residential Property Managers to become a Professional Member.**
 2. **Vote: Voting member shall be eligible to vote in person at the annual meeting of the chapter in which officers are elected. Any member shall be eligible to vote at all meetings of sub-committees upon which the member serves, if any.**

44. Number of Members

There shall be no limit as to the numbers of members in the Chapter, nor shall there be any limit in the membership of each category.

45. Non-liability for Members

A member of this Corporation is not personally liable for the debts, liabilities or obligations of the Corporation.

46. Non-transferability of Memberships

No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

47. Suspension

Members may be suspended from the Chapter:

- a) By recommendation of and approval of the Chapter Board of Directors.
- b) For reasons stated in Article III of the Bylaws of the National Association.
- c) For failure to pay dues or assessments as levied by the Board of Directors, within 30 calendar days of invoice resentment or failure to pay Chapter dues, if any, in full by January 31.
- d) Suspension from the National Association shall result in automatic suspension from the Chapter.

48. Termination

- a) Resignation. A member may resign at any time by forwarding a letter stating such intent to the Chapter President or Secretary. The letter shall indicate the date on which the resignation is to be effective. No refund of Chapter or National Association dues shall be made for any reason.
- b) Failure to Pay Obligations. Upon approval of the Board of Directors, membership shall terminate when a member fails to pay Chapter dues within Sixty (60) days of invoice presentation. Mitigating circumstances may be reported to the President or Treasurer within the sixty-day period and may be considered by the Board of Directors.

49. Reinstatement

A suspended or terminated member of the Chapter meeting all membership requirements may be reinstated upon approval by the Board of Directors. All past indebtedness must have been paid.

Article 8 – General Membership Meetings and Voting

50. Place of Membership Meetings

Meetings of the members shall be held within the jurisdiction of the Chapter, at such places as may be designated from time to time by resolution of the Board of Directors.

51. Regular Membership Meetings

Regular meetings of the members will be held in January, March, May, July, September and November on the third Tuesday of the month, from 11:30 AM to 1:00 PM.

The executive committee shall meet with the same frequency as the chapter meetings, or at a time approved by the chapter executive committee, which must be no fewer than four (4) meetings annually.

52. Special Membership Meetings

Special meetings of the membership may be called by the President, Board of directors or by persons specifically authorized under the laws of this state, for the consideration of a matter involving the survival of this Chapter or for an industry-wide emergency.

53. Notice of Membership Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than fifty (50) days before the date of the meeting, either personally, by mail **or electronically**. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the records of the Chapter with postage prepaid. Personal notification includes notification by telephone, facsimile machine **or by email**.

The notice of any meeting of members at which Directors are to be elevated shall also state the names of all those who are nominees or candidates for election to the Board at the time notice is given.

Whenever any notice of a meeting is required to be given to any member of this Corporation under the provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

54. Quorum for Membership Meetings

- 1. A Majority of the executive committee officers in attendance shall constitute a quorum.**
- 2. Quorum: A quorum to conduct business by the members shall be 10% of the member eligible to vote at a regularly scheduled meeting. A chapter event can be held without a quorum but no business can be conducted**

55. Majority Action as Membership Action

All actions and decisions of the executive committee shall be made official by simple majority vote of the members present at any regular or special meeting of the committee, unless otherwise precluded by law.

56. Voting Rights

Each member is entitled to one vote on each matter submitted to a vote by the members.

Meetings of members shall be presided over by the President, or in his/her absence, by the President-Elect or in the absence of these persons, by a Chairperson chosen by a majority of the voting members present at the meeting.

The Secretary of the Corporation shall act as Secretary on all meetings of members, provided that in his/her absence, the presiding Officer shall appoint another person to act as Secretary.

Meetings shall be governed by "Robert's Rules of Order" insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

Article 9 – Code of Conduct and Standards of Professionalism

57. Acknowledgement of Code

A Chapter Charter is granted only upon the acknowledgement that the Chapter members shall:

Read and be familiar with the application Code of Ethics and Standards of Professionalism as promulgated by the National Association of Residential Property Managers, and to which continual adherence is mandatory for continuation of a Chapter Charter and individual membership. To this end, the Code of Conduct and Standards of Professionalism are made a part of these Bylaws and are attached thereto.

Formally agree to take no legal action(s) against the National Association, its Officer(s), Director(s), Committee Chairperson(s), Committee member(s), or the Chapter, Sub-Committee Chairperson(s), or Sub-Committee member(s) for any prescribed action identified by these Bylaws or the Bylaws of the National Association for the purpose of enforcing the applicable Code of Ethics and Standards of Professionalism-

Acknowledgment and Enforcement

The Code of Ethics and Standards of Professionalism shall be approved by the National NARPM Board of Directors.

As a condition of membership all Professional Members of NARPM® must complete a NARPM® Code of Ethics training. Each Professional Member of the association is required to complete a NARPM® approved ethics training either in classroom or through other means within ninety (90) days of making application, as approved by the board of directors of NARPM®. The association shall design a new course of instruction each four-year period to meet the requirement of membership.

Failure to satisfy this requirement within ninety (90) days of making application to the association will; result in the membership of the Conditional Member being suspended. If a Conditional Member has not taken the new member ethics class during their first year (12 months) of application, they will be terminated and will need to reapply for new membership.

Section A. Acknowledgment: Each applicant for membership in the Association shall read and be familiar with the Association Code of Ethics and Standards of Professionalism. Continual adherence to the Code is mandatory for membership in the Association. Professional Members shall have successfully completed a course of instruction on the NARPM® Code of Ethics.

Section B. Enforcement: The Board of Directors shall be responsible for enforcement of the Code of Ethics and Standards of Professionalism. Should a complaint be filed with the Board, the Board is charged with being fair and equitable to both Complainant and Respondent. The complaint will be turned over to the Professional Standards Sub-Committee to investigate violations. The Committee shall report its findings to the Board; the Board will make

a determination on the charges and take appropriate action.

Section C: **Chapter Charter**

A Chapter Charter is granted by the National Association of Residential Property Managers, Inc, only upon the acknowledgment that the chapter members shall:

1. Be familiar with Code: Read and be familiar with the applicable Code of Ethics to which continual adherence is mandatory for continuation of a Chapter Charter and individual membership.
2. Be Unopposed to Application: By receipt of the Chapter Charter, the chapter does hereby formally agree to not take any legal action(s) against the national association, its officer(s), director(s), committee chairperson(s), committee member(s) or the chapter, its officer(s), subcommittee chairperson(s) or subcommittee member(s) for any prescribed action identified by these bylaws or the bylaws of the national association taken for the purpose of enforcing the applicable Code of Ethics and Standards of Professionalism.

58. Enforcement

It is the duty of the President of the Chapter to report all violations of the National Association's Code of Ethics and Standards of Professionalism to the National Association.

Article 10 – Financial Considerations

59. Calendar and Fiscal Year

The calendar year and fiscal year of the Chapter shall be the January 1 to December 31.

60. Dues

The Board of Directors, in furtherance of the goals of the Chapter, shall be empowered to levy annual dues upon the Chapter members. Dues shall be payable on January 1 and will be considered late if unpaid after January 31. Late dues may be assessed a late fee in an amount established by the Board of Directors.

61. Annual Budget

The Board of Directors will direct the preparation of the Annual Chapter Budget by the Treasurer. The Budget will not exceed the Chapter's ability to carry out the same. Specific goals and expenditures will be planned, and dues and assessments planned to meet the budget.

The Chapter shall not have any authority to financially obligate or bind the National Association for any reason.

62. Execution of Instruments

The Board of Directors may authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances, except as otherwise provided in these Bylaws.

No Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount, unless authorized by the Board of Directors.

63. Execution of Checks and Notes

Check, drafts promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporations shall be signed by the Treasurer, except as otherwise instructed by the Board of Directors or as otherwise required by law, Instruments in excess of \$500.00 must ask be signed or approved by the President in writing.

64. Deposits

All funds of the Corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

65. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this Corporation, subject to full disclosure to the general membership. Funds will be kept in a FDIC account.

Article 11 – Corporate Records and Reports

66. Maintenance of Corporate Records

The Corporation shall keep at its principal office:

- a) Minutes of all meetings the Board of Directors, or committees and all meetings of the general membership. Indicating the time and place of holdings such meetings, whether regular or special, how called, the notice given, and the names of those present (not required for general meetings) and the proceedings thereof.
- b) Adequate and correct books and record of accounts, including accounts of its properties and business transactions, disbursements, gains and losses.
- c) A record of its members, indicating their names and addresses, their class of membership, credentials earned, status of dues and assessment, committee participations, etc. These records may be kept by other than the Secretary, but the Secretary will possess a hard paper copy of such data.
- d) A copy of the Corporation's Articles of Incorporation, Bylaws as amended to date, which shall be open to inspections by the members of the Corporation at all reasonable times during office hours.

67. Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instrument, however, shall not affect the validity of any such instrument.

68. Director's Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, record and documents of every kind and to inspect the physical properties of the Corporation.

69. Member's Inspection Rights

Each and every member shall have the following rights, for a purpose reasonably related to such a person's interest:

- a) To inspect and copy the record of the most recent record of all members' names, addresses and voting rights, upon written demand on the Secretary of the Corporation, which demand shall state the purpose for which the inspection is requested. A reasonable fee will be charged for providing said records.
- b) To inspect at any reasonable time the books, records or minutes of proceedings of the members or of the Board or of the Committees of the Board, upon written demand on the Secretary by the member for a purpose reasonably related to such person's interest as a member.
- c) The membership list shall be made available within a reasonable time after the demand is received by the Secretary.

Members shall have such other rights to inspect the books, records, and properties of this Corporation a may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

70. Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by an agent or attorney and shall include the right to copy and make extracts.

71. Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the state or to the members, and delivered within the time limits set by law. This shall include reports required by the National Association.

Article 12-Amendment, Construction and Terms of Bylaws

72. Amendment

Subject to the powers of the membership of this Corporation to adopt, amend or repeal the Bylaws of this Corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

73. Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation, the provisions of this Articles of Incorporation will govern.

Should any of the provisions of portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

No provision of these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, regardless of the number of violations or breaches which may have occurred.

These Bylaws may be amended to conform and comply with the law, statues, rules and regulations of the governing bodies of local, county, state or federal authorities that have jurisdiction and to comply with the tax exempt provisions of the same.

All amendments shall be subject to review and approval by the Board of Directors of the National Association prior to their implementation or adoption by the Chapter.

74. Sexual Harassment

The National Association of Residential Property Managers™ (NARPM) has adopted a zero-tolerance policy toward discrimination and all forms of unlawful harassment, including but not limited to sexual harassment. This zero-tolerance policy means that no form of unlawful discriminatory or harassing conduct by or towards any employee, member, vendor, or other person in our workplace and at our events/meetings will be tolerated.

NARPM is committed to enforcing its policy at all levels within the Association. Any officer, director, volunteer, member, or employee who engages in prohibited discrimination or harassment will be subject to discipline, up to and including immediate discharge from employment or dismissal from the association.

Reporting Without Fear of Retaliation: No Association member will be retaliated against for reporting harassment. This no-retaliation policy applies whether a good faith complaint of harassment is well founded or ultimately determined to be unfounded. No Association officer, director, volunteer, or member is authorized, or permitted, to retaliate or to take any adverse action whatsoever against anyone for reporting unlawful harassment, or for opposing any other discriminatory practice.

75. Dissolution

Should the membership vote by majority to dissolve the operations of the Sacramento Area Chapter, all remaining funds in the treasury will be sent to the National Association of Residential Property Managers.

Adopted revisions March 14, 2022