

Bylaws of
The Atlanta Chapter of
The National Association of Residential Property Managers
April 17, 2013

ARTICLE I: Name, Purposes, Powers and Definitions

Section A, Name: The name of this organization shall be the Atlanta Chapter of the National Association of Residential Property Managers, Inc., hereinafter referred to as the Chapter.

Section B, Purpose: The purposes for which the organization is established are to establish a permanent trade association in the residential property management industry in the Georgia and **Alabama** area.

1. To promote a standard of business ethics, professionalism, and fair practices among its members.
2. To establish and promote the education of its members.
3. To provide and promote an exchange of ideas regarding residential property management.
4. To educate the membership about and to promote legislative initiatives of concern to the membership in Georgia.

Section C, Powers: The Chapter may exercise all powers granted to it as a corporation organized under the nonprofit corporation laws of the State of Georgia.

1. The Chapter shall be subject to all rules, regulations, ethics, standards, and bylaws of the National Association of Residential Property Managers, Inc., hereinafter referred to as the Association.
2. The Chapter Bylaws shall not conflict with those of the Association.

Section D, Geographical Location: The Chapter's geographical definition shall be: The Atlanta Metropolitan Area plus all other Georgia municipalities for which there is no conflict with another chapter of NARPM, plus municipalities in Georgia's contiguous states, except where there is a conflict with another geographical territory of NARPM.

ARTICLE II: Membership: Professional, Associate, Support Staff, and Affiliate Members

Section A, Professional Member:

1. A Professional Member shall be an individual actively engaged in the management of residential properties as an agent for others. This category of member must follow Georgia License Law regarding the duties of a property manager. This member is distinguished from Associate Members in that those in this category have completed a course of instruction covering the NARPM® Code of Ethics.
2. A Professional Member may also be an employee of a company, or employee of a property owner, or employee of an investor that handles many aspects of residential property management. This category of member must follow Georgia license law pertaining to unlicensed assistants as they do not hold an active real estate license.

Section B, Associate Member:

1. An Associate Member shall be an individual actively engaged in the management of residential properties as an agent for others. The individual must follow Georgia License Law regarding the duties of a property manager. An Associate Member cannot hold the RMP® and/or MPM® designation, or hold elective office.
2. 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. This category of member must follow Georgia license law pertaining to unlicensed assistants as they do not hold an active real estate license.

Section C, Support Staff:

A Support Staff Member shall be a person acting in an administrative role of support in the office of a Professional Member, and shall not be acting in a capacity requiring licensure according to Georgia License Law. A Support Staff Member does not vote or hold elective office.

Section D, Affiliate Member:

1. An Affiliate Member shall be an individual or business entity that provides products, services, or expertise to the residential property management industry. Affiliate Members will be required to complete the chapter application form and pay an annual membership fee to the Chapter. Requirements relating to acceptance into Affiliate Membership, or suspension of Affiliate Membership, shall be identical to those specified for members, except that Affiliate Members are not eligible to vote. However, an Affiliate Members can serve as a chairperson, and can serve in advisory positions to the Board of Directors or chairpersons or committee members. An Affiliate Member does not vote or hold elective office.

2. The Chapter shall recognize all NARPM® National Affiliate Members as Affiliate Members of the Chapter.

Section E, Application by Professional, Associate, and Support Staff Members:

1. Acceptance into membership: An applicant for membership in the Chapter shall first be a member of the Association. A member of the 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 NARPM Code of Ethics course of instruction from the Association to become a Professional Member.

2. Voting: Only Professional Members 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 or subcommittees upon which the member serves, if any.

Section F, Application by Affiliate Members:

1. Applicant for affiliate membership in the Chapter must apply to the Chairperson of the Affiliate Committee. The Committee will consider the application and vote for acceptance if the following conditions have been satisfied:

- a. Applicant has paid dues as assessed by the committee and approved by the Board of Directors.
- b. Applicant has been recommended by at least one Professional Member.

ARTICLE III: Suspension, Termination and Resignation of Membership

Section A, Suspension of Membership: Suspension of membership shall result in a member being unable to vote in Chapter matters for a period of time as designated by these or the Association Bylaws or, where such discretion is authorized by the Association, for any of the following reasons:

- 1. Suspension of membership: Suspension of membership for reasons stated in the Bylaws of the Association.
- 2. By notification of the Association’s Board of Directors as a result of violations of the NARPM Code of Ethics and Standards of Professionalism.

Section B, Termination of Membership: Membership shall be terminated for any of the reasons identified below. Upon termination, a member shall lose all rights and interests in the Chapter and the Association.

1. Resignation:

a. Members, other than Affiliate Members, may resign at any time by forwarding a letter stating such intent to the Chapter, and to the Association, if applicable. The letter shall indicate the date on which the resignation is to be effective. No refund of dues shall be made for any reason.

b. Affiliate Members may resign at any time by forwarding a letter stating such intent to the Chapter. The letter shall indicate the date on which the resignation is to be effective. No refund of dues shall be made for any reason.

2. Failure to Pay Obligations: Membership shall terminate automatically when a member fails to pay annual dues within 75 days of the due date. Members may file a letter of appeal to the Executive Committee should an extension be needed to pay obligation.
3. Delinquency in Payments: Any member failing to pay sums due to the Association within 30 calendar days of an invoice due date, shall be considered delinquent. Delinquency status shall remain in effect until membership is terminated as indicated in Article III Section B Paragraph 2, or until payment is received, whichever occurs first.
4. Code of Ethics Violations: By notification from Association to the Chapter of a violation of the NARPM Code of Ethics and Standards of Professionalism, or for nonpayment of Association annual dues.

Section C, Reinstatement of Membership: A former member still meeting all membership requirements shall be reinstated:

1. Upon request, if such request is received during the calendar year during which a resignation occurred.
2. Upon request, provided that all financial indebtedness has been paid and is current.
3. After a waiting period of one calendar year from the date of termination as a result of an Association Presidential request, or by an action of the Board of Directors of the Association.
4. Upon request through the normal application procedures, if the resignation occurred beyond the current fiscal year.

ARTICLE IV: Executive Committee

Section A, Composition:

1. The Executive Committee shall be comprised of the officers of the Chapter.
2. All officers shall serve a term of one year commencing with the beginning of the calendar year. Each must be a Professional Member of the Chapter during the entire period of service. Only the Secretary and Treasurer may serve consecutive terms, but for not more than 2 consecutive years.

Section B, Responsibilities: The Chapter Executive Committee shall have responsibility for the management of the Chapter and shall exercise all rights and powers not expressly reserved by these Bylaws or the Bylaws of the Association. Such management responsibilities shall include, but not be limited to:

1. Establishing and implementing an organizational framework for the Chapter.
2. Establishing new or modifying existing operating rules that are not inconsistent with these Bylaws, the Bylaws of the Association, or their intent.
3. Annually reviewing the Chapter Bylaws and making recommendations to the Board of Directors for any changes. *Changes to these Bylaws, approved by the Chapter Board of Directors, must be submitted to the Association Board of Directors for final approval.*
4. Recommending annual Chapter dues assessments, application fees, and special assessments to the Board of Directors. Approved assessments and fees must be approved by the Association Board of Directors.
5. Establishing new committees and dissolving existing committees.
6. Approving all expenditures.
7. Any member of the Executive Committee may call for a meeting of committee to meet at a time and place mutually agreeable by the members.

Section C, Officers Duties and Responsibilities:

1. President: The President shall:
 - a. Be the Chief Executive Officer of the Chapter.
 - b. Preside at all meetings of the Chapter.
 - c. Act as the primary signatory for funds withdrawn from the Chapter account(s).
 - d. Sign all legal documents.

- e. Undertake responsibility for such other activities as deemed appropriate by the Executive Committee.
- f. Ensure the completion of all documentation required by the Association.
- g. Prepare and publish, in advance of meetings, the agenda for board meetings and membership meetings.

h. Conduct a strategic planning meeting with the Board of Directors each year with sufficient time to provide planning guidance to the standing committees for the subsequent year and years.

i. Serve as an ex-officio member of all standing committees.

j. Must be a Professional member of the chapter

k. Must attend annual Board Leadership Training offered by the National Association of Residential Property Managers

2. President-Elect: The President-Elect shall:

a. Act as an alternate signatory for funds to be withdrawn from the Chapter account(s).

b. Fulfill the responsibilities of the President during his/her absence.

c. Replace the President at the end of the fiscal year.

d. Automatically succeed to the presidency during a calendar year when the presidency becomes vacant.

e. Undertake other activities as are deemed appropriate by the President.

f. Serve as an ex-officio member of all standing committees.

g. Must be backup for attendance at annual Board Leadership Training offered by the National Association of Residential Property Managers if the president is unable to attend.

~~3. Vice-President: The Vice-President shall act as chairperson of the Event and Program Committee. In this capacity the Vice-President shall:~~

~~a. Act as an alternate signatory for funds to be withdrawn from the Chapter account(s).~~

~~b. Ensure notification of all Chapter Members about upcoming meetings.~~

~~c. Coordinate speakers and lecturers that are relevant to the residential industry for Chapter meetings.~~

~~d. Undertake responsibility for such other activities as deemed appropriate by the President.~~

4. Secretary: The Secretary shall:

a. Act as an alternate signatory for funds to be withdrawn from the Chapter account(s).

b. Maintain current Chapter Membership records to coincide with the Association's membership database.

c. Record, maintain, and distribute minutes of all regular and special meetings of the Executive Committee and the Board of Directors, as appropriate.

d. File all federal, state, and local reports as needed.

e. Serve on the Membership Committee.

f. Undertake responsibility for such other activities as deemed appropriate by the President.

5. Treasurer: The Treasurer shall:

a. Serve as chairperson of the Finance Committee.

b. Distribute annual renewal notices for Chapter dues and special assessments.

c. Deposit all funds into a federally insured financial institution.

d. Prepare a financial report for the Executive Committee upon request.

e. Prepare an end-of-fiscal-year report for the membership, a copy of which shall be forwarded to the Association.

f. File tax and other financial reports with the appropriate government agencies.

g. Undertake responsibility for other such activities as deemed appropriate by the President.

6. Past President: The Past President shall:
 - a. Serve as chairperson of the Nominating Committee.
 - b. Undertake responsibilities as assigned by the President.

Section D, Board of Directors:

1. The Board of Directors shall be comprised of a minimum of 8 and a maximum of 11 members. Two directors shall be elected by the Chapter Membership, and up to 3 directors may be appointed by the succeeding President. The compliment of the board shall be the President, the 4 officers, and the immediate past President.

ARTICLE V: Eligibility, Nominations, Elections, Terms of Office and Vacancies

Section A, Eligibility:

To be eligible to serve as a Chapter Officer or Director, an individual shall be a member in good standing with both the Chapter and the Association. Furthermore, the Chapter Member must be willing to fulfill the duties of the office to which he/she is elected or appointed, including those duties relating to the Association. No more than 2 officers may be employed by, or affiliated with, the same company.

Section B, Notification of Members: Chapter Members shall be notified in writing, or electronically if approved by the Board of Directors, of the pending election and nominations of Officers and Directors solicited from Chapter Members at least sixty (60) days prior to the annual meeting in **July**. Nominations shall be done in two ways:

1. The Nominating Committee Chairperson shall present for review a proposed slate to the membership at least 15 days prior to the annual business meeting in **July**.
2. Write-in: Any member who writes in the name of a nominee shall provide a signed letter from the individual so nominated indicating the said individual's willingness to serve if elected and signed by five percent (5%) of the professional Chapter Members. Notice must be delivered to the Nominating Committee at least 7 days prior to the annual meeting in **July**.

Section C, Elections: Elections shall be conducted at the annual meeting, **no later than the September Chapter meeting**, or electronically, **no later than the month of September**, if approved by the Chapter Board of Directors, **prior to the end of the calendar year**.

1. Presiding Authority: The outgoing President shall conduct the election. The outgoing President can delegate the electoral process to the President-Elect or any other Chapter Member provided that member is not a nominee.
2. Nominating Committee: The past President shall serve as chairperson of the nominating committee. The President shall appoint the other two members of the committee. The recommendation of the nominating committee shall be approved by the Chapter Board of Directors and presented to the membership for a vote.
3. Uncontested Offices: The presiding authority shall identify 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.
4. Contested Offices: In the case of contested offices, each office shall be dealt with through a ballot presented to those who are in attendance at the Chapter Membership meeting, or electronically if approved by the Chapter Executive Committee. The nominee receiving a simple majority shall be elected to the position.

Section D, Term of Office: No director shall serve for more than 6 consecutive years.

Section E, Vacancy: An office shall be declared vacant when an officer:

1. Resigns that office through written notification to the President or the Secretary.
2. Is no longer eligible for membership in the Chapter or the Association.

3. Is no longer capable of fulfilling duties of the office in question.

Section F, Filling a Vacated Office: In the event that the position of President is vacated, the President-Elect shall automatically fill that position, and shall continue to serve as both President and President-Elect. In the case of other officers, a vacated office shall be filled:

1. When: When more than three calendar months remain before the next election at which time the vacancy would otherwise be filled through standard process.
2. Procedure: By an individual nominated and approved by the Executive Committee.

ARTICLE VI: Meetings, Locations and Majority Rules

Section A: The Board of Directors shall meet with the same frequency as the Chapter meetings, or at some other time approved by the Chapter Board of Directors, which must be no fewer the four (4) meetings annually.

1. Notice of Regular Meeting: With the advice and consent of the President, the Secretary shall notify all members of the Board of Directors of the date, time and place by email addressed to each member of the board.
2. Attendance: All members of the Executive Committee shall attend regularly scheduled membership and board meetings, unless excused by the President. More than 1 unexcused absence or 2 excused absences will be grounds for removal of the officer. Directors that are not officers may also be excused from attendance to meetings by the President and their directorship may be suspended for more than 2 unexcused absences or more than 3 excused absences.
3. Electronic Meetings: If approved by the Chapter Executive Committee, a meeting can be held electronically in order to conduct the business of the Chapter.

Section B, Location: All meetings of the Chapter shall be held within the area of the geographic definition of the Chapter. All meetings of the Executive Committee shall be held within the same area unless otherwise waived by all the members of the Board of Directors.

Section C, Quorum:

1. Executive Committee: A minimum of 4 Officers.
2. Board of Directors: A majority of the Directors shall constitute a quorum.
3. Membership Meeting: A quorum to conduct business by the members shall be 10% of the membership eligible to vote at a regularly scheduled meeting. A Chapter event can be held without a quorum but no official business can be conducted.

Section D, Simple Majority Vote: All actions and decisions of the Board of Directors shall be made official by simple majority vote of the members present at any regular or special meeting of the Board of Directors, unless otherwise precluded by law.

Section E. Email Voting: Email voting is acceptable if the following conditions are met:

1. A proper motion must be made by a director, and seconded by another director.
2. All communications regarding the motion and vote responses must be sent to all officers and directors.
3. The President shall tally the voting and declare the resolution to the board and instruct the Secretary to make a note for the record.
4. At the first Board of Directors meeting following the email vote, the vote will be confirmed and made a permanent part of the record.

ARTICLE VII: Committees

Section A, Appointment: Except as otherwise stated in these Bylaws or the Association Bylaws, the chairpersons and members of all subcommittees shall be appointed by the President with the advice and consent of the Executive Committee.

Section B, Responsibilities: Committees shall undertake such responsibilities as are identified in these Bylaws or as may be assigned to them by the President with the advice and consent of the Executive Committee. No director, not an officer, may take any action on behalf of or representative of the Chapter unless specifically authorized by the Executive Committee.

Section C, Creation and Dissolution: The President, with the advice and consent of the Executive Committee, shall have the authority to create and dissolve subcommittees according to the needs of the Chapter.

Section D, Standing Committees: The Chapter shall have the following standing committees with the duties set forth:

1. Membership Committee:

- a. Responsible for welcoming new members.
- b. Monitoring the active database on the Association website.
- c. Creating plans and programs to grow the membership.
- d. Assemble and present membership statistical information for consumption of the Board of Directors.

2. Finance Committee:

- a. Responsible for overseeing fiscal management of all funds of the Chapter.
- b. Advise the Board of Directors in planning, forecasting, and maintaining good financial management of the Chapter.
- c. Project expenditures and present the annual operating budget to the Board of Directors each November for the subsequent calendar year.
- d. Report on the budget at each board meeting.
- e. Prepare and present a copy of the subsequent year budget at the annual business meeting.

3. Nominating Committee:

- a. Responsible for training future leadership for the Chapter.
- b. Present the slate of nominees at the annual business meeting.

4. Program and Event Committee:

- a. Responsible for planning programs and events for the Chapter Membership.
- b. Provide event detail information to the Publications Committee at least 30 days in advance of the event.
- c. Prepare and present to the Board of Directors an event schedule no later than November of each year for the subsequent year activities.

5. Publications Committee:

- a. Responsible for providing a channel for networking and internal communications within the Chapter.
- b. Maintain the Chapter website.
- c. Make recommendations to the Board of Directors on ways to enhance and improve, and keep technologically current, all means of communicating with the membership.

Section E, Special Committees: The succeeding President shall form special committees with advice and consent of the Executive Committee. The following committees shall be considered for formulation each year in the strategic planning meeting and the roles of the committees defined by the President: Affiliate, Education and Training, Legislative, Scholarship, and Chapter of Excellence.

ARTICLE VIII: Code of Ethics & Standards of Professionalism Acknowledgment and Enforcement

As a condition of membership all Professional Members must complete a NARPM® Code of Ethics training once within a four year period, beginning January 1, 2012, and each four year period thereafter. Each Professional Member of the Association is required to complete a NARPM® approved ethics training either in classroom or

through other means as approved by the Board of Directors of the Association. Failure to satisfy this requirement will result in the Professional Members reverting to an Associate Member until course is completed.

Section A, Acknowledgment: A Chapter charter is granted only upon the acknowledgment that the Chapter Members shall:

1. Read and be familiar with the NARPM Code of Ethics to which continual adherence is mandatory for continuation of a Chapter charter and individual membership.
2. By receipt of the Chapter charter, the Chapter does hereby formally agree to not take any legal action against the Association, its officers, directors, committee chairpersons, committee members or the Chapter, its officers, subcommittee chairpersons, or sub-committee members for any prescribed action identified by these Bylaws or the Bylaws of the Association taken for the purpose of enforcing the Code of Ethics and Standards of Professionalism.

Section B, Enforcement: It is the duty of the President of the Chapter to report all violations to Association's code of ethics and standards of professionalism to the Association's grievance committee.

ARTICLE IX: Financial Considerations

Section A, Calendar Year: The Chapter's financial year shall be a calendar year.

Section B, Chapter Dues: At the annual strategic planning meeting the Board of Directors shall consider dues assessments. If the Board of Directors chooses to assess any dues, such annual and prorated dues are subject to approval by the Association, as outlined below:

1. Payable: Dues for the Chapter shall be payable no later than January 1 of each year.
2. Nonpayment of Dues: Failure to pay the annual Chapter dues within 30 days after the first day of the year shall result in automatic termination of Chapter Membership unless there are extenuating circumstances.
3. Member Dues: The amount of the Chapter dues for all members and each class of membership shall be established annually by the Board of Directors during the budgeting process.
4. Affiliate dues: The amount of Chapter dues for Affiliate Members shall be established annually by the Board of Directors during the budgeting process. The Chapter will not charge dues to Association Affiliate Members.
5. Late Fees: Any payment received after the due date will be considered late, and a late fee will be assessed. The Association Board of Directors must approve any schedule of late fees or returned check fees during the budgeting process.

Section C, Special Assessments: Special assessments may be established by the Board of Directors and imposed upon its Chapter Members and/or Affiliate Members for a specific funding purpose. The purpose and amount of any special assessment shall be announced at a regular or special meeting of the Chapter prior to the imposition of such an assessment. No more than one special assessment may be imposed in any calendar year.

Section D, Budget: The Treasurer, in conjunction with the Executive Committee, shall prepare an itemized budget of income and expenses for each calendar year. The budget shall not exceed the Chapter's ability to pay the same and shall be approved by the Chapter Board of Directors.

Section E, Nonbinding: The Chapter shall not have any authority to financially obligate or bind the Association for any reason.

ARTICLE X: Proposals and Procedures for Amending

Section A, Proposals: Amendments to these Bylaws may be proposed by any Chapter Member or director of the Association at any time through a letter addressed to the President and presented or mailed to the Secretary. Any proposal shall be studied by the entire Executive Committee, or an officer of the Executive Committee, or by a subcommittee created, and/or assigned for that purpose as appointed by the President.

Section B, Procedure for Amending:

1. The entity assigned for the purpose of reviewing proposed bylaw revisions shall present the proposed amendment to the Board of Directors with its findings and proposed recommendations of actions. A two-thirds majority of the Board of Directors is necessary in order to amend these Bylaws.
2. Once approved by the Chapter Board of Directors, amendments shall be subject to approval by the Board of Directors of the Association prior to their implementation or adoption by the Chapter and a final copy of these Bylaws shall remain on file at the Association's office.

ARTICLE XI: Miscellaneous

Section A, Invalidity: The invalidity of any provision of these Bylaws shall not impair or affect in any manner the validity, enforceability or affect of the remainder of these Bylaws.

Section B, Waiver: 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.

Section C, Hold Harmless and Indemnify: The Chapter shall hold harmless and indemnify Chapter Officers, directors, chairpersons, committee members, as well as the Association, its Board of Directors, officers, chairpersons, and committee members that are acting within the scope of their responsibilities, duties or these Bylaws.

Section D, State Laws: These Bylaws may be amended to conform and comply with the laws, statues, rules and regulations of the governing bodies of local, county and/or state authorities that have jurisdiction. Should amendments to these Bylaws be required by Georgia State Law, the Chapter shall notify the Association of said amendments, but no further action will be required.

Section E, Dissolution: Should the membership vote by majority to dissolve the operations of the Chapter, all remaining funds in the treasury will be transferred to the Association.

Section F. Sexual Harassment

Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an Association employee or Association Officer or Director after a hearing in accordance with the established procedures of the Association. As used in the Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and President-Elect and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the Association. If the complaint names the President, or President-Elect, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.