

**NARPM**

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**BY LAWS**

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Washington State Association  
National Association of  
Residential Property Managers

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## **Name, Purposes, Powers and Definitions**

### **Section A: Name**

The name of this organization shall be The Washington State Association 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:

- 1) Establish a permanent trade association in the residential property management industry in the State of Washington.
- 2) To promote a standard of business ethics, professionalism and fair practices among its members.
- 3) To establish and promote education of its members.
- 4) To provide and promote an exchange of ideas regarding residential property management.

### **Section C: Powers**

The Chapter may exercise all powers granted to it as a corporation organized under the non-profit corporation laws of the State of Washington.

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

### **Section D: Definitions**

The Chapter's geographical definition shall be: The State of Washington.



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## **Membership**

The classes of membership shall be: Member, Affiliate Member and Honorary Member.

### **Section A: Member**

A member shall be an individual who is employed as a property manager or is actively seeking such employment. For the purposes of this section, a property manager is defined as a real estate licensee who is actively involved in the full-time management of residential properties either as an employee, sub-contractor, broker or designated broker.

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.

Vote: A Member shall be eligible to vote in person at the Annual Meeting of the Chapter. The vote shall be done in person. A Member shall be eligible to vote at all meetings of Committees upon which the Member serves, if any.

### **Section B: Affiliate Member**

An Affiliate Member shall be a business entity which provides products or services to the residential property manager. Requirements relating to acceptance into Affiliate Membership, suspension of Affiliate Membership, or termination of Affiliate Membership shall be identical to those specified for members, except that Affiliate Members are not eligible to vote. However, Affiliate Members can serve in advisory positions to the Executive Committee or Chairpersons or as committee members.

### **Section C: Honorary Membership**

Honorary Membership shall be bestowed upon individuals who, in the opinion of the Executive Committee, have rendered or continue to render distinguished service to the Association or the profession of property management. Honorary Members shall pay no dues or other assessments, and shall be eligible to participate in the usual activities of the Association, except they shall be ineligible to vote, hold office or serve as a member of the Executive Committee unless they are current members in good standing in the Chapter and National Association.



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## **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 designated by these or the National Association Bylaws or, where such discretion is authorized by the National Association, for any one of the following reasons:

- 1) Suspension of Membership: Suspension of Membership for reasons stated in Article III of the Bylaws of the National Association.
- 2) Delinquency in Payments: Failure to make any payment within thirty (30) calendar days of invoice presentation, or failure to pay annual National Association Dues in full by January 31<sup>st</sup>. Delinquency status shall remain in effect for a period not to exceed thirty (30) calendar days and shall be terminated upon payment of obligations in full or termination of Membership.
- 3) By recommendation of the Executive Committee, and approved by the Board of Directors of the National Association, as a result of violations of the Code of Ethics and Standards of Professionalism.

### **Section B: Termination of Membership**

Membership shall be terminated for reasons identified below. Upon termination, a member shall lose all rights and interests in the Chapter and the National Association.

- 1) Resignation: A Member may resign at any time by forwarding a letter stating such intent to the President or Secretary. The letter shall indicate the date on which the resignation is effective. No refund of Chapter or National Association 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 sixty (60) days of January 31<sup>st</sup>, or fails to pay any other obligation within sixty (60) days of invoice presentation. Mitigating circumstances can extend the sixty (60) day period, but only if the Member notifies the President or Secretary of such circumstances before the sixty (60) day period has expired.

- 3) By recommendation of the President to the Executive committee, a sustaining vote by the Executive committee and approval by the Board of Directors of the National Association as a result of a violation(s) of the Code of Ethics and/or Standards of Professionalism.

## 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 incurred has been paid and is current.
- 3) After a waiting period of one calendar year from the date of termination as a result of a Presidential request or by an action of the Board of Directors of the National Association.
- 4) Upon request through the normal application procedures, if resignation occurred beyond the current fiscal year.

## ARTICLE IV

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## Board of Directors

### Section A: Responsibilities

The Board of Directors, hereinafter known as the Board, shall be established by a representation of at least 2 Representative Members from each Local Chapter or Chapter in Formation within the State of Washington and any additional Representatives at Large as the Board may determine. The Board 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 National 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 modified existing operational rules that are not inconsistent with these Bylaws, the Bylaws of the National Association or their intent. Recommendations of all changes to the Bylaws must be submitted to the Board of Directors for approval by a majority of the Board of Directors.
- 3) Establishing annual Chapter dues, application fees and special assessments.
- 4) Establishing new committees and dissolving existing committees.

## Section B: The Executive Committee

All Executive Committee members should faithfully attend all Executive Committee meetings. The Executive Committee shall be composed of four (4) officers as follows:

### **PRESIDENT**

The President shall:

- 1) Be the Chief Executive Officer of the Chapter.
- 2) Preside at all meetings of the Chapter.
- 3) Act as an alternate signatory for funds withdrawn from the Chapter account(s).
- 4) Sign all legal documents.
- 5) Undertake responsibility for such other activities as deemed appropriate by the Board.
- 6) Serve a term of one (1) year commencing on July 1<sup>st</sup>.

### **VICE-PRESIDENT**

The Vice-President shall act as the Chapter's Overseer of Committee Chairs. In this capacity the Vice-President shall:

- 1) Act as an alternate signatory for funds to be withdrawn from the Chapter account(s).
- 2) Fulfill the responsibilities of the President during his/her absence.
- 3) Automatically accede to the Presidency during a calendar year when the Presidency becomes vacant.
- 4) Undertake responsibility for such other activities as deemed appropriate by the Board.
- 5) Serve a term of one (1) year commencing on July 1<sup>st</sup>.



## **SECRETARY**

The Secretary shall:

- 1) Maintain a current Chapter Membership directory.
- 2) Record said directory with the National Association's Membership Committee.
- 3) Record, maintain and distribute minutes of all regular and special meetings of the Executive Committee and Board as appropriate.
- 4) File all Federal, State and local reports as needed.
- 5) Undertake responsibility for such other activities as deemed appropriate by the Board.
- 6) Serve a term of one (1) year commencing on July 1<sup>st</sup>.

## **TREASURER**

The Treasurer shall:

- 1) Be a signatory for all funds withdrawn from Chapter account(s).
- 2) Distribute annual renewal notices for Chapter Dues and special assessments.
- 3) Deposit all funds into a Federally Insured financial institution.
- 4) Prepare a financial report for the Board upon request.
- 5) Prepare an end-of-fiscal year report for the Treasurer of the National Association.
- 6) File tax and other financial reports with the appropriate government agencies.
- 7) Undertake responsibility for such other activities as deemed appropriate by the Board.
- 8) Serve a term of one (1) year commencing on July 1<sup>st</sup>.

## **Section C: The Directors**

The Directors shall be those members of the Board who are not Executive Committee members. The Directors shall:

- 1) Serve as Committee Chairs
- 2) Undertake responsibility for such other activities as deemed appropriate by the Board.
- 3) Serve a term of one (1) year commencing on July 1<sup>st</sup>.



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## **Eligibility, Nominations, Elections, Terms of Office and Vacancies**

### **Section A: Eligibility**

To be eligible to serve as a Chapter Officer, an individual shall be a Member in good standing with both the Chapter and the National Association. Furthermore, the Chapter Member must be willing to fulfill the duties of the office to which he/she is elected.

### **Section B: Notification of Members**

Local Chapter Representatives comprising the Board of Directors shall be notified in writing via special mailing, of the pending election and nominations solicited from its representative body at least ten (10) days but not more than thirty (30) days prior to the first regularly scheduled meeting of the operating year.

Nominations shall be done in two ways:

- 1) 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.
- 2) In Person: Any Member who is present during the electoral process can be nominated.

### **Section C: Elections**

Elections shall be conducted in the first regularly scheduled Chapter meeting of the operating year.

- 1) Presiding Authority: The outgoing President shall conduct the election. The outgoing President can delegate the electoral process to any other Chapter Member provided that Member is not a nominee.
- 2) Quorum: If due notice was given to all Chapter Representatives, a quorum need not be present to make the proceedings official.
- 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 Office(s), each Office shall be dealt with through a ballot presented to those who are in attendance at the Chapter meeting. The nominee receiving a simple majority shall be elected to the position.

## Section D: Term of Office

An Officer's term of office shall commence on July 1<sup>st</sup> and conclude June 30<sup>th</sup> of the following year.

## 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 National Association.
- 3) Is no longer capable of fulfilling duties of the Office involved.

## Section F: Filling a Vacated Office

In the event that the position of President is vacated, the Vice-President shall automatically fill that position and serve as President. The Executive Committee shall decide whether to fill the office of Vice-President or leave it open for the remainder of the term. In the case of other Officers, a vacated Office shall be filled by an individual nominated and approved by the Executive Committee.



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# Meetings, Locations and Majority Rules

## Section A: The Board of Directors

The Board of Directors shall meet as they see fit, with a minimum of 2 times each year.

- 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 letter sent by regular mail, e-mail, or facsimile to each member of the Board at least fourteen (14) days prior to the meeting.
- 2) Waiver of Notice: Attendance by any member of the Board of Directors at a regularly scheduled meeting at which date, time and place is established for the next meeting shall constitute a waiver of notice of the next regular meeting of the Board.

## Section B: Location

All meetings of the Chapter shall be held within the geographic definition of the Chapter unless otherwise scheduled by the Board of Directors to coincide with a Regional Conference. All meetings of the Board of Directors shall be held within the geographic definition of the Chapter unless otherwise waived by a majority of the members of the Board of Directors.

## Section C: Quorum

A majority of the Board of Directors in attendance shall constitute a quorum.

## 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 Committee.

# ARTICLE VII

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## Committees

### Section A: Appointment

Except as otherwise stated in these Bylaws or the Bylaws of the National Association, the Chairpersons and Members of all Committees 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 Board of Directors. No Committee 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 Board of Directors, shall have the authority to create and dissolve Committees according to the needs of the Chapter.



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# **Code of Ethics & Standards of Professionalism: Acknowledgement and Enforcement**

## Section A: Acknowledgement

A Chapter Charter is granted only upon the acknowledgement 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), Sub-Committee Chairperson(s) or Sub-Committee 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.

## Section B: 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's Grievance Committee or other appropriate designee by the National Association.



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## **Financial Considerations**

### **Section A: Calendar Year**

The Chapter's Calendar Year shall begin July 1<sup>st</sup>.

### **Section B: Dues**

A Chapter has the authorization to charge annual and pro-rated dues subject to the approval by the National Association.

- 1) Payable: Dues are payable on January 1<sup>st</sup>.
- 2) Late Dues: Dues will be deemed late if after January 31<sup>st</sup> they are still unpaid.
- 3) Late Fees: Dues received after the 31<sup>st</sup> day of January will be assessed a late fee. The late fee shall be determined by the Executive Committee.
- 4) Non-payment of Dues: Failure to pay the annual dues within sixty (60) days after the first day of the year shall result in automatic termination of membership unless there are extenuating circumstances.

### **Section C: Special Assessments**

Special Assessments may be established by the Board of Directors and imposed upon its Chapter Members and/or Associate 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 Board of Directors, 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.

### **Section E: Non-Binding**

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

ARTICLE  
**X**

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## **Proposals and Procedures for Amending**

### **Section A: Proposals**

Amendments to these Bylaws may be proposed by any Chapter Member or Board of Director of the National Association at any time through a letter addressed to the Executive Committee and presented or mailed to the Secretary. Any such proposal shall be studied by the entire Executive Committee or an Officer of the Executive Committee or by a Sub-Committee created and/or assigned for that purpose as appointed by the President.

### **Section B: Procedures for Amending**

The entity assigned for the purpose of reviewing proposed Bylaw revisions shall present the proposed amendment to the Executive Committee 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.

ARTICLE  
**XI**

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## **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 Members of the Executive Committee, Officer(s), Committee Chairperson(s) and Committee Member(s), as well as the National Association, its Board of Directors, Officers, Chairpersons and Committee Members who 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, statutes, rules and regulations of the governing bodies of local, county and/or state authorities that have jurisdiction.

## Section E: Amendments to Bylaws

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



Washington State Chapter of the  
Washington State Chapter of the  
National Association of  
Residential Property Managers (NARPM)

BY LAWS  
(Revised 08/24/01)  
Article 1

Name, Purposes, Powers and Definitions

Section A: Name

The name of this organization shall be The Washington State Association 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:

- 1) Establish a permanent Professional association in the residential property management industry in the State of Washington.
- 2) To promote a standard of business ethics, professionalism and fair practices among its members.
- 3) To establish and promote education of its members.
- 4) To provide and promote an exchange of ideas regarding residential property management.

Section C: Powers

The Chapter may exercise all powers granted to it as a corporation organized under the non-profit corporation laws of the State of Washington.

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

Section D: Definitions

The Chapters geographical definition shall be: The State of Washington.  
Article 2

Membership

The classes of membership shall be: Member, Affiliate Member and Honorary Member.

Section A: Member

A member shall be an individual who is employed as a property manager or is actively seeking such employment. For the purposes of this section, a property manager is defined as a real estate licensee who is actively involved in the full-time management of residential properties either as an employee, sub-contractor, broker or designated broker.

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.

Vote: A Member shall be eligible to vote in person at the Annual Meeting of the Chapter. The vote shall be done in person. A Member shall be eligible to vote at all meetings of committees upon which the Member serves, if any.

Section B: Affiliate Member

An Affiliate Member shall be a business entity which provides products or services to the residential property manager. Requirements relating to acceptance into Affiliate Membership, suspension of Affiliate Membership, or termination of Affiliate Membership shall be identical to those specified for members, except that Affiliate Members are not eligible to vote. However, Affiliate Members can serve in advisory positions to the Executive Committee or Chairpersons or as committee members.

Section C: Honorary Membership

Honorary Membership shall be bestowed upon individuals who, in the opinion of

Washington State Chapter of the the Executive Committee, have rendered or continue to render distinguished service to the Association or the profession of property management. Honorary Members shall pay no dues or other assessments, and shall be eligible to participate in the usual activities of the Association, except they shall be ineligible to vote, hold office or serve as a member of the Executive Committee, unless they are current members in good standing in the Chapter and National Association.

#### Article 3

### 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 designated by these or the National Association Bylaws or, where such discretion is authorized by the National Association, for any one of the following reasons:

- 1) Suspension of Membership: Suspension of Membership for reasons stated in Article III of the Bylaws of the National Association.
- 2) Delinquency in Payments: Failure to make any payment within thirty (30) calendar days of invoice presentation, or failure to pay annual National Association Dues in full by January 31st. Delinquency status shall remain in effect for a period not to exceed thirty (30) calendar days and shall be terminated upon payment of obligations in full or termination of Membership.
- 3) By recommendation of the Executive Committee, and approved by the Board of Directors of the National Association, as a result of violations of the Code of Ethics and/or Standards of Professionalism.

##### Section B: Termination of Membership

Membership shall be terminated for reasons identified below. Upon termination, a member shall lose all rights and interests in the Chapter and the National Association.

- 1) Resignation: A Member may resign at any time by forwarding a letter stating such intent to the President or Secretary. The letter shall indicate the date on which the resignation is effective. No refund of Chapter or National Association 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 sixty (60) days of January 31st. or fails to pay any other obligation within sixty (60) days of invoice presentation. Mitigating circumstances can extend the sixty (60) day period, but only if the Member notifies the President or Secretary of such circumstances before the sixty (60) day period has expired.
- 3) By recommendation of the President to the Executive committee, a sustaining vote by the Executive committee and approval by the Board of Directors of the National Association as a result of a violation(s) of the Code of Ethics and/or Standards of Professionalism.

##### 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 incurred has been paid and is current.
- 3) After a waiting period of one calendar year from the date of termination as a result of a Presidential request or by an action of the Board of Directors of the National Association.
- 4) Upon request through the normal application procedures, if resignation occurred beyond the current fiscal year.

#### Article 4

#### Board of Directors

##### Section A: Responsibilities

The Board of Directors, hereinafter known as the Board, shall be established by a representation of at least 2 Representative Members from each Local Chapter or Chapter in Formation within the State of Washington and any additional

Washington State Chapter of the Representatives at Large as the Board may determine. The Board 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 National 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 modified existing operational rules that are not inconsistent with these Bylaws, the Bylaws of the National Association or their intent.
- 3) Establishing annual chapter dues, application fees and special assessments.
- 4) Establishing new committees and dissolving existing committees.

Section B: The Executive Committee  
All Executive Committee members should faithfully attend all Executive Committee meetings. The Executive Committee shall be composed of four (4) officers as follows:

**PRESIDENT**

The President shall:

- 1) Be the Chief Executive Officer of the Chapter.
- 2) Preside at all meetings of the Chapter and prepare an Agenda for Board Meetings.
- 3) Act as an alternate signatory for funds withdrawn from the Chapter account(s).
- 4) Sign all legal documents.
- 5) Undertake responsibility for such other activities as deemed appropriate by the Board.

**VICE-PRESIDENT**

The Vice-President shall act as the Chapters Overseer of Committee Chairs. In this capacity, the Vice-President shall:

- 1) Act as an alternate signatory for funds to be withdrawn from the Chapter account(s).
- 2) Fulfill the responsibilities of the President during his/her absence.
- 3) Automatically accede to the Presidency during a calendar year when the Presidency becomes vacant.
- 4) Undertake responsibility for such other activities as deemed appropriate by the Board.

**SECRETARY**

The Secretary shall:

- 1) Maintain a current Chapter Membership directory.
- 2) Record said directory with the National Association's Membership Committee.
- 3) Record, maintain and distribute minutes of all regular and special meetings.
- 4) File all Federal, State and local reports as needed.
- 5) Undertake responsibility for such other activities as deemed appropriate by the Board.

**TREASURER**

The Treasurer shall:

- 1) Be a signatory for all funds withdrawn from Chapter account(s).
- 2) Distribute annual renewal notices for Chapter dues and special assessments.
- 3) Deposit all funds into a Federally Insured financial institution.
- 4) Prepare a financial report for the Board upon request.
- 5) Prepare an end-of-fiscal year report for the Treasurer of the National Association.
- 6) File tax and other financial reports with the appropriate government agencies.
- 7) Undertake responsibility for such other activities as deemed appropriate by the Board.
- 8) Prepare an annual budget and submit it to the Board for approval before the beginning of the next calendar year.

Section C: The Directors

Washington State Chapter of the  
The Directors shall be those members of the Board who are not Executive Committee members.

The Directors shall:

- 1) Serve as Committee Chairs.
- 2) Undertake responsibility for such other activities as deemed appropriate by the Board.
- 3) Serve a term of one (1) year commencing on July 1st.

Article 5

Eligibility, Nominations, Elections, Terms of Office and

Vacancies

Section A: Eligibility

To be eligible to serve as a Chapter Officer, an individual shall be a Member in good standing with both the Chapter and the National Association. Furthermore, the Chapter Member must be willing to fulfill the duties of the office to which he/she is elected.

Section B: Notification of Members

~~Local Chapter Representatives comprising the Board of Directors shall be notified in writing via special mailing or by e-mail, of the pending election and nominations solicited from its representative body at least ten (10) days but not more than thirty (30) days prior to the last regularly scheduled meeting of the operating year.~~

Nominations shall be done in three ways:

- 1) 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 individuals willingness to serve if elected.
- 2) In Person: Any Member who is present during the electoral process can be nominated.
- 3) Nominating Committee: The nominating committee may be appointed by the outgoing President. The names of the nominated members will be presented to the Board of Directors during the last regularly scheduled meeting of the operating year.

Section C: Elections

Elections shall be conducted in the last regularly scheduled Chapter meeting of the operating year.

- 1) Presiding Authority: The outgoing President shall conduct the election. The outgoing President can delegate the electoral process to any other Chapter Member provided that Member is not a nominee.
- 2) Quorum: If due notice was given to all Chapter Representatives, a quorum need not be present to make the proceedings official.
- 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 office(s), each office shall be dealt with through a ballot presented to those who are in attendance at the Chapter meeting. The nominee receiving a simple majority shall be elected to the position.

Section D: Term of Office

An Officers term of office shall commence on July 1st and conclude June 30th of the following year.

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 National Association.
- 3) Is no longer capable of fulfilling duties of the Office as determined by a two-thirds majority vote of the Board of Directors.

Section F: Filling a Vacated Office

In the event that the position of President is vacated, the Vice-President shall automatically fill that position and serve as President. In the case of all other officers, a vacated office shall be filled by an individual nominated and

Washington State Chapter of the  
approved by the Executive Committee.  
Article 6

#### Meetings, Locations and Majority Rules

##### Section A: The Board of Directors

The Board of Directors shall meet as they see fit, with a minimum of 2 times each year.

1) Notice of Regular Meetings 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 letter sent by regular mail, e-mail, or facsimile to each member of the Board at least fourteen (14) days prior the meeting.

2) Waiver of Notices Attendance by any member of the Board of Directors at a regularly scheduled meeting at which date, time and place is established for the next meeting shall constitute a waiver of notice of the next regular meeting of the board.

##### Section B: Location

All meetings of the Chapter shall be held within the geographic definition of the Chapter unless otherwise scheduled by the Board of Directors to coincide with a Regional Conference. All meetings of the Board of Directors shall be held within the geographic definition of the Chapter unless otherwise waived by a majority of the members of the Board of Directors.

##### Section C: Quorum

A majority of the Board of Directors in attendance shall constitute a quorum.

##### 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 Committee.

#### Article 7

#### Committees

##### Section A: Appointment

Except as otherwise stated in these Bylaws or the Bylaws of the National Association, the Chairpersons and Members of all Committees 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 Board of

Directors. No Committee 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 Board of Directors, shall have the authority to create and dissolve Committees according to the needs of the Chapter.

#### Article 8

#### Code of Ethics &

#### Standards of Professionalism:

#### Acknowledgement and Enforcement

##### Section A: Acknowledgement

A Chapter Charter is granted only upon the acknowledgement 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), Sub-Committee Chairperson(s) or Sub-Committee Member(s) for any prescribed action identified by these Bylaws or the Bylaws of

Washington State Chapter of the  
the National Association taken for the purpose of enforcing the applicable Code  
of Ethics and Standards of Professionalism

Section B: 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's Grievance Committee or other appropriate designee by the  
National Association.

Article 9

Financial Considerations

Section A: Calendar Year

The Chapter's Calendar Year shall begin July 1st.

Section B: Dues

A Chapter has the authorization to charge annual and pro-rated dues subject to  
the approval by the National Association.

1) Payable: Dues are payable on January 1st.

2) Late Dues: Dues will be deemed late if after January 31 they are still  
unpaid.

3) Late Fees: Dues received after the 31 day of January will be assessed a  
late fee. The late fee shall be determined by the Executive Committee.

4) Non-payment of Dues: Failure to pay the annual dues within sixty (60)  
days after the first day of the year shall result in automatic termination of  
membership unless there are extenuating circumstances.

Section C: Special Assessments

Special Assessments may be established by the Board of Directors and imposed  
upon its Chapter Members and/or Associate 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

See Article IV Section B: The Executive Committee - Treasurer # 8).

Section E: Non-Binding

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

Article 10

Proposals and Procedures for Amending

Section A: Proposals

Amendments to these Bylaws may be proposed by any Chapter Member or Board of  
Director of the National Association at any time through a letter addressed to  
the Executive Committee and presented or mailed to the Secretary. Any such  
proposal shall be studied by the entire Executive Committee or an Officer of the  
Executive Committee or by a Sub-Committee created and or assigned for that  
purpose as appointed by the President.

Section B: Procedures for Amending

The entity assigned for the purpose of reviewing proposed Bylaw revisions shall  
present the proposed amendment to the Executive Committee with its findings and  
proposed recommendations of actions. A majority of the Board of Directors,  
present, is necessary in order to amend these Bylaws .

Article 11

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 Members of the Executive

Washington State Chapter of the  
Committee, Officer(s), Committee Chairperson(s) and Committee Member(s), as well  
as the National Association, its Board of Directors, Officers, Chairpersons and  
Committee Members who 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, statutes, rules  
and regulations of the governing bodies of local, county and/or state  
authorities that have jurisdiction.

Section E: Amendments to Bylaws

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

Section F: Robert's Rules of Order

All meetings are to be conducted in accordance with Robert's Rule of Order.