



National Association of Residential Property Managers

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T A M P A B A Y C H A P T E R

## **BYLAWS**

**Last Amendment**

**August 2021**

# NARPM Bylaws

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## **ARTICLE I: NAME, PURPOSE, AND POWERS**

Section A. Name: The name of this organization is the Tampa Bay Chapter of the National Association of Residential Property Managers, Inc., hereinafter referred to as the "Association".

Section B. Purpose: The purpose of the Association is:

- To establish a permanent professional association in the residential property management industry in the Hillsborough and Pinellas County region.
- To promote a standard of business ethics, professionalism, and fair practices among its members.
- To establish and promote education, training, and certification of its members.
- To provide and promote an exchange of ideas regarding residential property management.

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

## **ARTICLE II: MEMBERSHIP**

1. The Association shall have: Professional, Associate, Affiliate, International, Support Staff, and Life Members.

Section A. Professional Member: A 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.

Section B 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.

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.

Section C Affiliate Member: An Affiliate Member shall be an individual or business entity providing products, services, or expertise to the residential property management industry. Affiliate Members shall not be required to hold a real estate license and shall be ineligible to vote or hold office.

Section D International Member: An International ~~Professional~~ Member shall be an individual who resides and works outside of the United States in the residential property management industry. International Members shall be eligible to participate in the usual activities of the Association and its Committees. They shall be ineligible to vote and ~~or~~ hold office. International Members are strongly encouraged to complete a course of instruction covering the NARPM® Code of Ethics.

Section E Life Members: Life Members shall not pay dues and are strongly encouraged to complete a course of instruction covering the NARPM® Code of Ethics. They shall be eligible to participate in the usual activities of the Association and its Committees, and are eligible to vote and hold office.

- All Past Presidents shall be deemed Life Professional Members of the Association
- Shall be bestowed upon individuals who have retired from the property management business and, in the opinion of the Board of Directors, have rendered, or continue to render, distinguished service to the Association or the property management profession. An application to the Board of Director must be approved in order to hold this membership type

2. Charter Member: Charter Members are defined as the first one hundred (100) applicants who qualified for Membership at the time the Association was formed.

### **ARTICLE III: SUSPENSION, TERMINATION AND REINSTATEMENT OF MEMBERSHIP**

Section A. Suspension: Any membership can be suspended by the Board of Directors for any act or omission that the Board believes is unbecoming to the Association, or puts the Association in an unfavorable light for which the Board believes a temporary suspension is appropriate. If suspended, a Member shall lose all rights to vote, hold designations and participate in Association activities.

Professional Members failure to satisfy the mandatory NARPM® Code of Ethics training requirement, as outlined in Article XIII Code of Ethics and Professional Standards, will result in a violation of a membership duty and the professional member shall be suspended until such time as the training is completed.

Delinquency in Payments: Any member failing to pay sums due to the Association within thirty (30) calendar days of an invoice due date, shall be considered delinquent and can be suspended. Delinquency status shall remain in effect until payment of obligations is made in full, or membership is terminated.

Professional Violations: A Professional or Associate Member found guilty of violating the Association's Code of Ethics and Standards of Professionalism is subject to suspension.

Section B. Termination: Membership can be terminated by the Board of Directors for any act or omission that the Board believes is unbecoming to the Association, or puts the Association in an unfavorable light which would justify termination as opposed to suspension. Upon termination, a Member shall lose all rights, interests, and designations in the Association.

Membership can be terminated by the Board of Directors for the reasons identified below. Upon termination, a Member shall lose all rights, interests, and designations in the Association.

Resignation: A Member may resign at any time by forwarding a letter stating such intent to the President. The letter shall indicate the effective date. Should the effective date not be indicated, resignation will take place immediately.

Default in Payments: A Member failing to pay sums due to the Association for more than sixty (60) days past the invoice due date will be terminated.

Professional Violations: A Member found guilty of violating the Association's Code of Ethics and Standards of Professionalism is subject to termination.

Chapter Funds: Misappropriation of chapter funds as determined by the chapter leadership or an outside auditor.

Section C. Reinstatement: A Member can be reinstated to membership in the Association, depending on the reason for suspension or termination, as follows:

Once membership is reinstated, all ASSOCIATION awarded designations will be restored.

Should a former member request to be reinstated as a Professional Member, they must meet the membership requirement to take the required NARPM® Code of Ethics course as outlined in these bylaws for a new member.

Resignation: A former Member may request reinstatement in a letter to the President, provided that the request is received within one (1) year of resignation. All outstanding financial obligations to the Association must be paid, as if no break in Membership occurred.

Financial Debts: A former Member may request reinstatement in a letter to the President, provided that all outstanding financial obligations to the Association have been paid, including any other sums that would have been due if there had been no suspension or termination.

Professional Violations: A former Member may request reinstatement in a letter to the association, after a waiting period of one (1) year from the date of termination. The Board of Directors must approve reinstatement.

Reapplication: A former Member wishing to rejoin the Association more than one (1) year after the date of termination must meet the current membership criteria and reapply for membership. A Charter Member will be reinstated as a Professional or Associate Member.

Once membership is reinstated, all ASSOCIATION awarded designations will be restored as long as member is current on all membership requirements.

#### **ARTICLE IV: NOMINATIONS AND ELECTIONS**

Section A. Responsibilities: Nominating committee is responsible for providing a slate of officers and directors each (1) year to the membership.

Section B. Composition: The nominating committee shall be composed of voting members as follows: a Chairman, The Chapter President, along with the Nominating Committee Chairperson, shall approve the appointment(s) by the date delineated in the policy and procedures manual. Immediate Past President shall serve as chairperson. The most recent Past President able and willing to serve would chair if the Immediate Past President was unable to serve.

Section C. Criteria: To be eligible to serve on the Nominating Committee, Members must have met the following criteria:

1. Member's Office or Residence must be physically located in the region to be represented.
2. Shall be an Association member in good standing.
3. Shall have served as an Officer or Director for National, Regional, State, or Local Chapter.
4. Shall have served as Chair, Vice Chair of a NARPM® national, regional, state, or local committee or task force; or served in an active capacity on any NARPM® national, regional, state or local Committee, ad hoc, or task force.

The current President and President-Elect shall not be eligible to serve on the Nominating Committee. The President and President-Elect shall lend perspective to the Nominating Committee during deliberation; the Nominating Committee interviews the President and/or President-Elect to gain this perspective. Under no circumstances will the President or President-Elect be present during live interviews of prospective board candidates however they will review all candidates in order to provide their perspective

Section D. Term: The Nominating Committee Chair shall recommend to the President members of nominating committee who shall be appointed by the last day of February each year. Term of service of committee member is one (1) year. No member serving on the committee may be on the nominating slate of Officers and Directors for that year. The Committee shall meet at the call of the Chair. No committee member may serve more than four (4) consecutive years.

Section E. Quorum: A quorum of five (5) shall be required to conduct the business of the nominating committee. No voting by proxy shall be permitted.

Section F. Application & Interview: If a completed application is submitted and reviewed by Nominating and meets all established guidelines; an interview will be scheduled for each new Director applicant. Each Director who desires to be considered for an Officer position must submit a completed application and must participate in the interview process even though their current term has not expired. Existing Directors fulfilling the remainder of their term, will not need to complete another application, or be interviewed, until their term is complete.

Section G. Candidates: Preliminary notice of the nominating committee report will be sent to the Chapter Board of Directors prior to sending notices to the membership soliciting for additional candidates. Each of those candidates must have completed the application and participated in the interview process prior to their names being added to the ballot. The Nominating Committee shall allow only one board of directors from a NARPM® company/brokerage to sit on the NARPM® Board of Directors.

Section H. Write-In Candidates: Write-in candidates shall be added to the slate if said candidate's names are presented in writing to the Nominating Committee sixty (60) days before the election, accompanied by the signatures of five percent (5%) of the professional members in good standing recommending the candidates for a director or for an officer position. Each write-in candidate must complete the application prior to their name being added to the ballot.

All candidates who are on the ballot must meet all criteria as outlined in these bylaws in Article V.

The final report of the Nominating Committee, including all write in candidates, shall be presented for ratification to the NARPM Board of Directors. The nominating chair shall cause to be published the ratified slate to the membership at least thirty (30) days before the election.

Section I. Election: The election of Officers and Directors shall take place at least 60 days prior to the NARPM Annual Convention. Ballots will be distributed electronically to all eligible voting members in sufficient time to be returned and tabulated. The Nominating Committee Chair and the President shall be notified of the ballot results. The Nominating Committee Chair shall notify the Board of Directors to ratify the results of the election. The President shall then notify the membership of the results of the election.

## **ARTICLE V: BOARD OF DIRECTORS**

Section A. Responsibilities: The Board of Directors shall be responsible for the oversight of the chapter, and shall exercise all rights and powers not expressly reserved by these Bylaws to the membership. Such management and responsibilities shall include, but not be limited to:

- Establishing and implementing an organizational framework for the Chapter.
- Establishing new or modifying existing operating rules and policies and procedures that affect the budget or the strategic plan.
- Establishing annual dues, application fees, and special assessments.
- Establishing new committees and dissolving existing committees.
- Speaking for the Association on matters it deems appropriate.
- Approving Committee Chairpersons and Vice Chairpersons.
- Approving the budget and all subsequent expenditures outside the budget.

Section B. Composition: The Board of Directors shall be composed of the Executive Committee as defined in these bylaws. The Nominating Committee shall allow only one director from a NARPM® firm to sit on the NARPM® Board of Directors.

Exceptions:

An eligible, qualified, and able candidate means the applicant meets all criteria set forth within these Bylaws and met the minimum scoring criteria set by the Nominating Committee as outlined in the NARPM® Policy and Procedure manual, and is the best candidate for the role in which they have applied.

Section C: Executive Committee: The Executive Committee is composed of the President, President-Elect, Treasurer, and Immediate Past President.

Section D: Criteria: To be eligible to serve as an Officer/Director/ President-Elect, members must have met the following criteria:

- 1) Shall be a NARPM® Professional or Charter member in good standing.
- 2) Shall have served as a Chair, Vice Chair of a Committee or Task Force; or served in active capacity on a Committee for a minimum of one (1) year.
- 3) The Nominating Committee shall allow only one board of director(s) from a NARPM® firm to sit on the NARPM® board of directors.

Additional criteria to serve as an Officer:

President Elect-- Shall have served as an Association Director and/or Committee Chair for a minimum one (1) year and shall have completed the one-year requirement prior to taking office.

Treasurer-- Shall serve as an Association Director and/or Committee Chair for a minimum one (1) year and shall have completed the one-year requirement prior to taking office.

Section E: Quorum: The presence, in person, of two-thirds (2/3) of the Members of the Board of Directors shall constitute a quorum. In meetings of the Board of Directors, no voting by proxy shall be permitted.

Section F: Term: All terms of Directors shall be for one (1) year, except for President-Elect who shall serve as an Association Director for three (3) years (President-Elect, President, Past President), or as otherwise directed in these bylaws. No Director shall serve more than six (6) years consecutively, except to serve as President, or Past President.



## **ARTICLE VI: OFFICERS**

Officers of the Association shall be President, President Elect, Treasurer, and Past President. These Officers serve as the Executive Committee as defined in Article VIII, Section C, Executive Committee.

Section A. Duties: In addition to faithful attendance at Board of Directors meetings, responsibilities of the Officers shall be as directed by the Board of Directors, including:

President: The President shall be the Chief Elected Officer of the Association; preside at all meetings of the Board of Directors, Executive Committee, and the Association; prepare an agenda for each said meeting; act as the second alternate signatory for funds to be withdrawn from Association accounts; sign all legal documents; and supervise all employees and contractors. The President shall serve as an ex-officio Member of all standing committees, unless otherwise stated in these Bylaws.

President-Elect: The President-Elect shall fulfill the responsibilities of the President during any presidential absence; be the third alternate signatory for funds to be withdrawn from Association accounts; and prepare for the automatic accession to the presidency after installation of new Officers and Directors.

Secretary: The Executive Director of the Association shall serve as Corporate Secretary for the organization and shall oversee the minutes of all regular and special meetings of the Board of Directors, the Executive Committee, and the Membership. The Executive Director shall be the primary signatory for funds withdrawn from Associations' accounts subject to expenses being approved by an officer of the Association.

Treasurer: The Treasurer shall be the first alternate signatory for all funds withdrawn from Association accounts; be a Member of the Finance Committee; prepare a report of financial activities and distribute it at each Board of Directors meeting; monitor the investments of the Association's funds; prepare a year-end financial report; and ensure that all tax returns and reports required by the government are prepared and filed even if an outside accounting firm is used to facilitate this process.

Past President: The Past President shall offer advice and support the President. The Past President shall serve on the Executive Committee. The Past President shall serve as Chair of the Nominations Committee.

Section B. Term: The term for Officers as specified in these bylaws, shall commence on January 1 following the date of the election.

Section C. Vacancy: A vacancy shall be declared when an Officer or Director:

- Resigns through a written notification to the President;
- Is no longer a Member in good standing in the Association;
- Is no longer capable of fulfilling the duties of the office, as determined by a vote of the Board of Directors with a two-thirds majority.

Section D. Filling a Vacancy:

President: If the office of President becomes vacant, the President-Elect shall assume the office of President.

Past President: If a Past President's office becomes vacant, the President can appoint any Past President as successor. If there are no Past Presidents available to serve, then the position will remain vacant.

In the case of other Officers or Directors, the Nominating Committee shall nominate a replacement, to be approved by the Board of Directors. Their term shall be for the remaining term of the officer or director being replaced.

### **ARTICLE VII: BOARD OF DIRECTORS MEETINGS**

Section A. Meetings: The Board of Directors will meet at least three (3) times each year, with dates and locations to be determined by the Board.

Notice: The Executive Director shall notify all Members of the Board of Directors, in writing, of the date, time and place of regular meetings.

Special Meeting: A special meeting of the Board of Directors may be called by the President or by any six (6) Members of the Board of Directors. The Executive Director shall notify the Board of Directors of the purpose and time of the special meeting in the same manner as for a regular meeting.

Location: All meetings of the Board of Directors shall be held in North America or Hawaii.

Majority: All actions and decisions of the Board of Directors shall be made official by a simple majority vote by the Members present at the meeting, except for those actions specifically requiring a different majority as stated in these Bylaws.

Section B. Attendance: All members of the Board of Directors shall attend regularly scheduled Board meetings, unless excused by the Board. One (1) unexcused absence or two (2) excused absences within the year of service will be grounds for replacement of that Member.

### **ARTICLE VIII: COMMITTEES**

Section A. Appointment: The Chairpersons and Vice Chairpersons of all committees will be selected by the President, and approved by the Board of Directors (unless otherwise stated in these Bylaws). Members of the committees will be selected by the Committee Chairperson for each respective standing committee.

Section B. Responsibilities: Committees shall undertake the responsibilities set forth in these Bylaws, and any other duties as assigned to them by the Board of Directors. No committee or person may take action on behalf of, or represent, the Association unless specifically authorized by the Board of Directors.

Section C. Standing Committees: The Association shall have the following standing committees with the duties set forth:

**Executive Committee:** Consists of the Officers of the Association, including: President, President-Elect, Treasurer, and Past President. The President will chair this committee and this committee will meet at the direction of the President. This Committee shall be empowered to conduct urgent Board business as necessary between normal Board of Directors meetings. Minutes of the meeting shall be distributed to the Board of Directors at the next official Board Meeting.

**Member Services Committee:** Is responsible for Membership development, statistical data and chapter support and formation. The committee is also responsible for the development and maintenance of Affiliate membership relationships the Board of Directors in implementing and enforcing the Code of Ethics and Standards of Professionalism. The committee is responsible for assisting in the planning of the Annual Convention and Trade Show and shall oversee the training content for the Leadership Training Sessions. This Committee shall have a sub-committee that has representatives from each Association region that are responsible for communicating and working with the respective Region Vice Presidents to maintain communications from the Association to the chapters.

**Finance Committee:** Is responsible for fiscal management of all funds of the Association, and acts in an advisory capacity to the Board of Directors in planning, forecasting and maintaining good financial management of the Association. Projected expenditures cannot exceed the Association's ability to pay.

**Nominating Committee:** Is responsible for providing a slate of candidates for office each year, with approval of the Board of Directors. The Committee shall be composed as to Article IV, Section A & B, with the Immediate Past President as Chairperson.

**Professional Development Committee:** Is responsible for providing education and training through courses approved by the Board of Directors. The committee is also responsible for setting the standards for professional designations bestowed by the Association and for recommending Members' applications for designations to the Board. There must be at least one (1) MPM® and two (2) additional RMP® designees serving on the Committee. This Committee shall have a sub-committee that has representatives from each Association region that are responsible for communicating and working with the respective Regional Vice President to maintain communications from the Association to the chapters.

**Governmental Affairs Committee:** Is responsible for collecting information about pending legislation and current laws impacting property management, developing position statements and disseminating information to the Membership. This Committee shall have a sub-committee that has representatives from each Association region that are responsible for communicating and working with the respective Region Vice Presidents to maintain communications from the Association to the chapters.

**Strategic Planning Committee:** Is responsible for future planning for the Association. Members of this closed Committee shall serve for a 1-year period

Communications Committee: Is responsible for assisting with the Association newsletter and any other Association publications or communication channels that are not the responsibility of other individuals or committees. This committee shall also assist in the development of internal external marketing for the organization. This Committee shall have a sub-committee that has representatives from each Association region that are responsible for communicating and working with the respective Region Vice Presidents to maintain communications from the Association to the chapters.

Section D. Special Committees: The President, with the approval of the Board of Directors, may form special committees from time to time. Any special committee will be charged with certain responsibilities and duties, and may continue from year to year, if needed.

Section E. Ad Hoc Workgroups: The President of NARPM may appoint Ad Hoc Workgroups, outside the committee structure, to carry out special projects needed to accomplish the action plan of the organization. The President will notify the Board of Directors of such appointments.

## **ARTICLE IX: CHAPTERS**

Section A. Chapters: National Members of the Association may join together in local chapters serving specific geographic areas. A Member may join one or more chapters. The chapter membership shall be separate and in addition to the National Association membership. Chapters of the National Association shall be to encourage adherence to high standards of professionalism and ethical conduct; to advance the spirit of professional cooperation among the members; to provide opportunities for continuing education in concert with the National Association; to increase the recognition and public acceptance of professional property managers; and to advance the interests of residential property managers in the local chapter area.

The National Association shall be responsible for matters that affect its membership and the profession as a whole, including national legislation and similar matters.

Section B. Formation of Chapters: The National Association encourages the formation of chapters. A group of Members may submit a Chapter In-Formation Request and the Board of Directors may authorize the organization of a chapter in any geographical area under the following guidelines:

Only one local chapter may serve a specific geographical area. However, members may choose to consolidate efforts in the formation of a regional or state chapter to serve needs broader than those met by an existing chapter.

A state chapter shall be formed and treated as any other chapter and shall be entitled to support from National as in a manner consistent with any other chapter.

Any application for a new local chapter may be submitted by the minimum number of members established by the Board of Directors and outlined in the policy and procedures manual to the Board of Directors for its approval.

The minimum standard for an Association recognized local chapter is:

- Chapter membership to be maintained at the minimum number of members established by the Board of Directors and outlined in the policy and procedures manual
- Chapter provides initial proof of incorporation within ninety (90) days of the date the chapter charter was conditionally approved by the NARPM® Board of Directors and must maintain incorporation per state regulations
- Chapter maintains three (3) or more officers and/or directors
- Chapter meets at least quarterly

Formation of a state chapter must be requested through the chapter charter request and supported by a majority of the chapters in the state.

The minimum standard for an Association recognized state chapter is:

- Chapter provides initial proof of incorporation within ninety (90) days of the date the chapter charter was conditionally approved by the NARPM® Board of Directors and must maintain incorporation per state regulations
- Chapter maintains three (3) or more officers and/or directors
- Chapter meets at least annually
- Chapter bylaws must be provided to National within ninety (90) days of the date the chapter charter was conditionally approved by the NARPM® Board of Directors.

Chapters may charge dues but all billing and accounting must be separate from the National Association.

Chapters must use “National Association of Residential Property Managers” as part of their respective chapter name. All Chapter names must be approved by the Association.

Section C. Suspension and Termination of Chapter Status: When the Membership of a chapter falls the minimum number of members established by the Board of Directors and outlined in the policy and procedures manual; the National Association shall notify the President and Secretary of the local chapter. In the event such membership remains below the required minimum for a period of six (6) months from notification date, and upon approval of the National Board of Directors, the Membership Committee shall authorize the Executive Director of the National Association to issue a notice of probation to the officers of the local chapter. Upon receipt of the notice of probation, the local chapter shall have a period of six (6) months to restore the membership to the minimum level for a chapter.

If the membership in the local chapter is not restored to the minimum required for a chapter by the end of the six (6) month remedy period, the local chapter shall cease to be a local chapter and its chapter rights and privileges shall be suspended until the membership is restored to the required minimum.

If the required membership is not restored and the chapter ceases to be a local chapter, the members may either join another local chapter or shall remain as independent, non-locally affiliated members of the National Association. There shall be no loss to the member of the National Membership rights, privileges, benefits, or obligations as a result of the cessation of a chapter.

Section D. Chapter/ Bylaws: The chapters shall adopt bylaws for their governance which are not in conflict with the bylaws of the National Association. The formation of the chapter and the bylaws shall be the responsibility of the chapter as a condition of becoming a chapter of the National Association. The chapter bylaws are to be reviewed by the National Association prior to implementation by the chapter.

Chapters must have membership categories consistent with the National Association; and chapter Professional, Associate and Support Staffs must be National Members. Chapters shall be self-governed and shall be responsible for the election of local officers, holding of periodic chapter meetings/conferences and shall only be responsible to report to the National Association the following items:

- Internal Revenue Service tax exemption determination
- Evidence of Incorporation
- Copies of Bylaws
- Chapter Officers list
- Annual recertification report

#### **ARTICLE X: REGIONS**

The Association shall be divided into regions to serve the members as approved by the Board of Directors. Effective January 1, 2015, the regions of NARPM shall be defined as: Atlantic; Southeast; Central; Southwest; Northwest; Pacific; and the Pacific Islands. Each region shall have a Regional Vice President that is elected to the board of directors as a director through the nominations process. Regions with less than 400 members will combine with another region to share a Regional Vice President.

- A. Oversight: Regions shall have oversight councils that shall be comprised of the Regional Vice President, who will act as chair, and chapter Presidents or their assignees. Chapters shall be placed in Regions approved by the Association Board of Directors and the affairs and activities of the Region shall be directed by the Regional Vice President in accordance with policies adopted by the Association leadership.
- B. Meetings: The Regional Councils are to meet a minimum of four (4) times per year. These meetings can be held electronically and in a manner that will enhance participation by the chapter leaders.

#### **ARTICLE XI: DESIGNATIONS**

The Association will offer the following designations and certifications to Members who have achieved a certain level of professionalism by fulfilling the criteria set by the Certification Committee, and have been approved by the Board of Directors:

Section A. Residential Management Professional (RMP®): The RMP® designation shall be awarded to Professional Members and Charter Members who complete the criteria.

Section B. Master Property Manager (MPM®): The MPM® designation shall be awarded to Professional Members and Charter Members who have already received the RMP® designation and have completed the additional criteria.

Section C. Certified Residential Management Company (CRMC®): The CRMC® designation shall be awarded to property management companies and offices that meet the criteria for professionalism set by the Committee.

Section D. Certified Support Specialist (CSS): Certified Support Specialist Designation will be available to any Support Staff Member of THE ASSOCIATION

Section E. Certified Maintenance Coordinator (CMC): Certified Maintenance Coordinator certification will be available to any Support Staff Member of the Association.

Section F. Certified Residential Management Bookkeeper (CRMB): Certified Residential Management Bookkeeper Certification will be available to any Support Staff Member of the Association.

Section G. Designations Retained: Professional Members and Support Staff that received a designation or certification will retain it as long as they are current Members of the Association in one of the classes of Membership, or have been reinstated to Membership.

## **ARTICLE XII: NATIONAL AND REGIONAL EVENTS**

The Association shall sponsor an Annual Convention and Trade Show and other national or regional events as educational and networking opportunities to members and others involved in the industry. National will assist regions with regional events as approved and placed in the Associations' annual budget and approved by the Association board of directors.

## **ARTICLE XIII: ANNUAL BUSINESS MEETING**

The Association's Annual Business Meeting will be held during the Annual Convention and Trade Show. Any business of the Association will be conducted at the meeting.

## **ARTICLE XIV: CODE OF ETHICS AND STANDARDS OF PROFESSIONALISM**

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

As a condition of membership all Professional Members of NARPM® must complete a NARPM® Code of Ethics training once within a four year period, beginning January 1, 2009 through December 31, 2011, 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 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 will result in the professional members reverting to an associate member until course is completed.

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.

#### **ARTICLE XV: FINANCIAL CONSIDERATIONS**

Section A. Dues: Annual dues and prorated annual dues will be set by the Board of Directors, and will be due by the first business day of each year.

Section B. Special Assessments: A special assessment may be imposed upon the Membership for a specified funding purpose. The purpose and amount shall be announced at a regular or special meeting of the Board of Directors and approved prior to the imposition of such an assessment. Approval must be by a two-thirds (2/3) majority of the Board of Directors. No more than one special assessment may be imposed in any fiscal year.

Section C. Due Date: Payment of any dues or special assessments must be made within thirty (30) days of the invoice due date. Any payment received after that time will be considered late. The Board of Directors must approve any schedule of

Section D. Refund: No rebate of any dues payable to the Association shall be made to any member upon termination of membership for any cause except at the sole discretion of the Board of Directors for good cause shown.

Section E. Bond: The Association shall obtain, or be covered with a fidelity bond to cover any persons handling the funds of the Association.

Section F. Audit: Financial records of the Association shall be reviewed at least quarterly by the Finance Committee. A financial review by an independent accounting firm approved by the Finance Committee Chair, and ratified by the NARPM® Board of Directors, shall be performed annually. A full audit by an independent accounting firm approved by the Finance Committee Chair, and ratified by NARPM® Board of Directors, shall be conducted at a minimum of every five (5) years, or when deemed necessary by the NARPM® Board of Directors.



## **ARTICLE XVII: AMENDING BYLAWS**

Section A. Proposed changes: Any Member may propose changes to the Bylaws at any time in a letter to the President. Any such proposal shall be studied by the Board of Directors or by a committee assigned for that purpose.

Section B. Notice: Notice shall be sent in writing to all Members of the Board of Directors if proposed changes to the Bylaws will be considered at a meeting. This notice must be sent at least thirty (30) days in advance, along with a copy of the proposed changes.

Section C. Voting: Changes to the Bylaws must receive a favorable vote from two-thirds (2/3) of the Members of the Board of Directors.

## **ARTICLE XVIII: MISCELLANEOUS**

Section A. Invalidity: The invalidity of any provision of these Bylaws shall not impair or affect in any manner, the validity, enforceability or effect on 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. Indemnify and Hold Harmless: The Association and its Members shall indemnify and hold harmless members of the Board of Directors, Officers, Chairpersons, and Committee Members who are acting within the scope of their responsibilities, duties or these Bylaws.

Section D. Procedural Rules: All meetings of the Association and its committees shall follow the procedural rules of order set forth in Robert's Rules of Order (Revised), unless the action is specifically addressed in these Bylaws, which will supersede.

Section E. Public Trust Policy: In instances where public trust has been violated by a NARPM® member, such person will not be allowed to hold a NARPM® instructor position, serve as a Chair or Vice Chair of a committee, serve on the NARPM® Board of Directors, or hold any leadership position within the National organization for a period of five (5) years from the date of determination by state licensing division. "Public trust", as used in this context, refers to demonstrated misappropriation of client or customer funds or property, willful discrimination, or fraud resulting in substantial economic harm.

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.