



National Association of Residential Property Managers

ORLANDO/CENTRAL FLORIDA CHAPTER

**Bylaws of
The Orlando/Central Florida Chapter of
The National Association of Residential Property Managers, Inc.**

ARTICLE I: Name, Purpose, Powers and Geographic Area

Section A: Name

The name of this organization shall be the "Orlando/Central Florida 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 Metropolitan Central Florida area.
- To promote a standard of business ethics, professionalism and fair practices among its members.
- To establish and promote education of its members.
- To provide and promote an exchange of ideas regarding residential property management.
- To educate and promote legislative initiative in the Metropolitan Central Florida area.

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

Section D: Geographic Area

This chapter's geographical definition shall be: Orange, Osceola, Seminole, Volusia, Brevard, Sumter, and Lake Counties in Central Florida.

ARTICLE II: Membership: Professional, Associate, Support Staff and Preferred Partner

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: Support Staff Member

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

Section D: Preferred Partner

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

The Chapter shall not recognize NARPM® National or Florida State Affiliate Members as Preferred Partners of this Chapter.

Section E: Application Process

- Acceptance into membership: An applicant for membership in a chapter shall first be a member of the

National Association. A member of the National Association may be a member of more than one chapter as long as that member meets all requirements for each chapter membership. New Members must complete the initial Code of Ethics course of instruction from the National Association of Residential Property Managers to become a Professional Member.

- Vote: Voting member shall be eligible to vote in person at the annual meeting of the chapter in which officers are elected. Any member shall be eligible to vote at all meetings of sub- committees upon which the member serves, if any.

ARTICLE III: Suspension, Termination Resignation and Reinstatement 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:

- Suspension of membership: Suspension of membership for reasons stated in the Bylaws of the National Association.
- By notification of the National NARPM® Board of Directors 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.

- Resignation:
 - Any member, other than Preferred Partner, may resign at any time by forwarding a letter stating such intent to the Orlando / Central Florida Chapter and the National Association, if applicable. 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.
 - Preferred Partner 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 effective. No refund of Chapter or National Association dues shall be made for any reason.
- Failure to Pay Obligations: Membership shall terminate automatically when a member fails to pay annual Chapter 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.
- Delinquency in Payments: Any member failing to pay sums due to the National Association within 30 calendar days of an invoice due date, shall be considered delinquent. Delinquency status shall remain in effect for one year, or until payment of obligations is made in full, whichever occurs first.
- Code of Ethics Violation: By notification from the National Association to the Chapter Executive Committee, of a violation(s) of the Code of Ethics and Standards of Professionalism or for non-payment of national annual dues.

Section C: Reinstatement of Membership

A former member still meeting all membership requirements shall be reinstated:

- Upon request, if such request is received during the calendar year during which a resignation occurred.
- Upon request, provided that all financial indebtedness incurred has been paid and is current.
- 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.
- Upon request, through the normal application procedures, if the resignation occurred beyond the current fiscal year.

ARTICLE IV: Executive Committee/Board of Directors

Section A: Responsibilities and Duties

The Chapter Executive Committee/Board of Directors, hereinafter known as the "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 National Association. Such management responsibilities shall include, but not be limited to:

Establishing and implementing an organization framework for the Chapter.

- Establishing new or modifying existing operating rules that are not inconsistent with these Bylaws, the Bylaws of the National Association or their intent. Changes to the Bylaws must be submitted to the Board of Directors of the National Association for approval.
- Establishing annual Chapter dues, application fees and special assessments.
- Establishing new committees and dissolving existing committees.

Section B: The Executive Committee

All Chapter Executive Committee members should faithfully attend all Chapter Executive Committee meetings and regular Chapter meetings. Executive Committee members can only miss one board meeting per six month time period and one regular meeting per six month time period, to be excused by the President. Missing more than this amount will require a simple majority vote from the remaining members of the Committee to either excuse the absence or discuss removal of the board member for failure to faithfully attend all functions.

The Executive Committee shall be composed of six (6) officers as follows:

- President: The President shall:
 - Be the Chief Executive Officer of the Chapter.
 - Preside at all meetings of the Chapter.
 - Attend all Chapter Executive Committee and regular Chapter meetings.
 - Act as an alternate signatory for funds withdrawn from the Chapter account(s).
 - Sign all legal documents.
 - Undertake responsibility for such other activities as deemed appropriate by the Committee.
 - Shall ensure the completion of all documentation required by the National Association Annual Chapter Compliance Report.

- Coordinate and prepare with the board members the Chapter of Excellence Award checklist and application to include supporting documents.
 - Serve a term of one year commencing with the beginning of the new calendar year.
 - Participate in mandatory conference calls held by the National Regional Vice President.
 - Attend Leadership Training at National Convention or Regional Conferences.
 - Notify Membership Chair of new members upon notification from National office.
 - Must be a Professional Member of the Chapter.
 - Must attend annual Board Leadership Training offered by the National Association of Residential Property Managers. (Required)
- President-Elect: The President-Elect shall:
 - Be elected to a three-year term as an officer (one year as President-Elect, one as President and one as Past-President).
 - Attend all Chapter Executive Committee and regular chapter meetings.
 - Act as an alternate signatory for funds to be withdrawn from the Chapter account(s).
 - Fulfill the responsibilities of the President during his/her absence.
 - Undertake other activities as are deemed appropriate by the President.
 - Replace the President at the end of the fiscal year.
 - Automatically accede to the presidency during a calendar year when the presidency becomes vacant.
 - Serve a term of one year commencing with the beginning of the calendar year.
 - Coordinate chapter meeting venue, banquet event orders and equipment needed for scheduled speakers and workshops, sign Banquet Event Order and verify with Communications Chair and venue for the number of expected attendees.
 - Archive all needed documents for Chapter of Excellence Award to pass on to incoming President-Elect.
 - Participate in mandatory conference calls held by the National Regional Vice President.
 - Attend Leadership Training at National Convention or Regional Conferences
 - Must be a Professional Member of the Chapter.
 - Notify all Chapter members of upcoming meetings
 - Coordinate speakers and lecturers that are relevant to the residential industry for Chapter meetings.
 - Undertake responsibility for such other activities as deemed appropriate by the Committee.
 - Oversee the submission of Chapter reports including Chapter of Excellence submission
 - Must be back up for attendance at annual Board Leadership Training offered by the National Association of Residential Property Managers, if the President is unable to attend (Required).
- Vice-President: The Vice-President shall:
 - Attend all Chapter Executive Committee and regular Chapter meetings.
 - Seek out and coordinate speakers and lecturers that are relevant to the residential industry for at least five (5) Chapter meetings per year, submit planned speakers to executive Committee for approval.
 - Notify Communications Chair of speaker's biographies and topic description for promotional purposes.
 - Undertake responsibility for such other activities as deemed appropriate by the Committee.
 - Serve a term of one year commencing with the beginning of the calendar year.
 - Attend Leadership Training at National Convention or Regional Conferences.
 - Must be a Professional Member of the Chapter.

- Past President: The Past-President shall:
 - Attend all chapter executive committee and regular chapter meetings.
 - Undertake responsibilities as assigned by the President.
 - Shall serve as Chairman of the Nominating Committee.
 - Fulfill the responsibilities of the President during the absence of the President and President-Elect.
 - Serve a term of one year commencing with the beginning of the calendar year.
 - Must be a professional Member of the Chapter.

- Secretary: The Secretary shall:
 - Attend all Chapter Executive Committee and regular Chapter meetings
 - Maintain current Chapter membership records to coincide with the National Association's membership database.
 - Record, maintain and distribute minutes of all regular and special meetings of the Committee as appropriate.
 - File all federal, state and local reports, as needed.
 - Undertake responsibility for such other activities as deemed appropriate by the Committee.
 - Serve a term of one year commencing with the beginning of the calendar year.
 - Coordinate raffles, prizes and donations for meetings and charity events.
 - Must be a Professional Member of the Chapter.

- Treasurer: The Treasurer shall:
 - Attend all Chapter Executive Committee and regular Chapter meetings
 - Be a signatory for all funds withdrawn from Chapter account(s).
 - Distribute annual renewal notices for Chapter dues and special assessments.
 - Deposit all funds into a federally insured financial institution.
 - Prepare a financial report for the Committee at each meeting and upon request.
 - Prepare an end-of-fiscal year report for the National Association.
 - File all federal, state and local reports, as needed, along with tax and other financial reports with the appropriate government agencies.
 - Undertake responsibility for other such activities as deemed appropriate by the Committee.
 - Serve a term of one year commencing with the beginning of the calendar year.
 - Retain in safe keeping the post office box key and retrieve mail from the box weekly.
 - Prepare and submit applications for chapter grants to National.
 - Must be a Professional Member of the Chapter.

ARTICLE V: Committee Eligibility, Nominations, Elections, Term of Office and Filling 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, including those duties relating to the National Association.

- To be considered for the President or President Elect position, that candidate must have previously served the Chapter on the Executive Committee as either the President, President – Elect, Vice President, Secretary, Treasurer.
- To be considered for the Vice President, Secretary or Treasurer position, that candidate must have served as a former Executive Committee Member, Committee Chairman for one year or Committee Member for at least 2 years.
- If there are no candidates that meet the qualifying criteria for a position, the current Executive Committee, by majority vote, may grant an exception to the qualifying criteria of that candidate.

Section B: Notification of Members and Nominations

Chapter members shall be notified in writing, or electronically by email through the Chapter email system of the pending election and nominations solicited from Chapter Members at least thirty (30) days prior to the date of the election. Nominations shall be done in either of twoways:

- 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. Nominee will then need to submit a Consent to Serve form to the presiding authority for an interview.
- Member Self Nomination – All members can submit their own Consent to Serve form to the Nominating Committee to be interviewed and considered for each board position.

Section C: Elections

- Elections shall be conducted no later than the September chapter meeting, or electronically no later than the month of September, if approved by the Chapter Executive Committee, prior to the end of the calendar year. (Required)
- Presiding Authority: The immediate Past President shall conduct the election. The immediate Past President can delegate the electoral process to the President-Elect or any other Past President Member provided that member is not a nominee.
- Nominating Committee – The immediate Past President shall serve as Chair of the Nominating Committee and the President shall appoint the other two members of the committee. The slate of candidates and recommendation of the Nominating Committee shall be Orlando Central Florida chapter Executive Committee for approval to be on the ballot and then final slate of candidates will be presented to the membership for final vote.
- Uncontested Offices: The Presiding Authority shall identify to the Executive Committee those offices for which there is only one nominee. Upon a motion to close the nominations for such offices, that nominee shall be considered duly elected.
- Contested Offices: In the case of contested office(s), each office shall be dealt with through a ballot presented to those who are in attendance at the Chapter meeting, or electronically if approved by the Chapter Executive Committee. The nominee receiving a simple majority shall be elected to the position.
- The Chapter shall not allow nominations from the floor of the chapter meeting. If electronic elections take place write-in candidates must be solicited. Write-in candidates shall be added to the slate if said candidates' names are presented in writing to the Nominating Committee thirty (30) days before the election, accompanied by the signature of ten percent (10%) of the professional members in good standing recommending the candidates for a director or for an officer position.

Section D: Term of Office

An officer's term of office shall commence with the beginning of the Chapter's calendar year and conclude at the end of the same year.

Section E: Vacancy

An office shall be declared vacant when an officer:

- Resigns that office through written notification to the President or the Secretary.
- Is no longer eligible for membership in the Chapter or the National Association.
- 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 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 when more than three (3) calendar months remain before the next election at which the vacancy shall be filled.

- Procedure: By an individual nominated and approved by the executive committee to fill the remaining year of term. At the next election, the remainder of the term for the office must be filled through the nomination process.

ARTICLE VI: Meetings, Locations and Majority Rules

Section A: The Executive Committee shall meet with the same frequency as the Chapter meetings, or at a time approved by the Chapter Executive Committee, which must be no fewer than four (4) meetings annually. (Required)

- Notice of Regular Committee Meeting: With the advice and consent of the President, the Secretary shall notify all members of the Executive Committee of the date, time and place by electronic mail-with a read receipt, to each member of the Committee.
- Waiver of Notice: Attendance by any member of the Executive Committee 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 Committee.
- Electronic or Conference Call Meetings: If approved by the Chapter Executive Committee, meeting can be held electronically or by conference call in order to conduct the business of the Chapter.

Section B: Location

All meetings of the Chapter shall be held within the geographic definition of the chapter. All meetings of the Executive Committee shall be held within the geographic definition of the Chapter unless otherwise waived by all the members of the Executive Committee. Annual meeting location of the Chapter shall be approved by the Executive Committee.

Section C: Quorum

- A majority of the Executive Committee officers in attendance shall constitute a quorum.
- Quorum: A quorum to conduct business by the members shall be 10% of the members eligible to vote at a regularly scheduled meeting. A Chapter event can be held without a quorum, but no business can be conducted.

Section D: Simple Majority Vote

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

ARTICLE VII: Committees

Section A: Appointment

Except as otherwise stated in these Bylaws or the Bylaws of the National Association, the Chairpersons and members of all sub-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 Executive Committee. No committee may take any action on behalf of or representative of the Chapter, unless specifically authorized by the Executive Committee.

Section C: Committee Chairs Duties:

Preferred Partner Chair: The Preferred Partner Chair shall:

- Solicit and welcome participation of Preferred Partner members in the Chapter.
- Arrange for Preferred Partner member spotlights at chapter meetings and in the Chapter newsletter.
- Coordinate annual Preferred Partner members' dues structure and benefits package with approval of the Committee.
- Select the best quality Preferred Partner members for beneficial relationships with the Chapter.
- Send membership renewal invoices no later than November 1st each year. Notify Executive Committee of any Preferred Partner dues in arrears and remove from promotional material as required.
- Notify Communications Chair of all new and prospective Preferred Partner members.
- Leverage Preferred Partner member benefits (i.e. Preferred Partner discounts, preference services to Chapter members).
- Attend all Chapter Board Meetings.
- Must be a Professional Member of the Chapter.

Certification Chair: The Certification Chair shall:

- Promote NARPM classes and designations to members.
- Convey information about the value and benefit of NARPM® classes and promote class attendance in the chapter area and at state, regional and national events.
- Convey information about the benefit of professional designations including CSS®, RMP®, MPM®, CRMC®.
- Coordinate and arrange for NARPM classes continuing education credit, if possible.
- Attend all Chapter Board Meetings.
- Must be a Professional Member of the Chapter.

Communications Chair: The Communications Chair shall:

- Attend all Chapter Board Meetings to assist with chapter events and planning of meetings with all members of the Board.
- Assist President and the Board with regular notifications to the Chapter members.

- Coordinate with Marketing Chair to update Chapter website <http://cflorida.narpm.org> and all social media, as applicable.
- Add all new members to the chapter email list and the RegOnline database.
- Coordinate with all other Chair persons to promote the Chapter.
- Report to Chapter President and other Board members as President deems appropriate.
- Must be a Professional Member of the Chapter.

Legislative Chair: The Legislative Chair shall:

- Be the focal point for the Legislative related topics and issues for the Chapter.
- Keep abreast of local laws and ordinances and report to the Board and the members on proposals and legislation that affects those in property management roles.
- Be primarily concerned with legislative developments and changes that affect the local or regional real estate market but should also be aware of some similar issues and proposals at the state and federal levels.
- Subscribe to and maintain a list of pertinent websites at various levels of government to share with Chapter members who wish to become more aware and knowledgeable on various legislative topics.
- Develop relationships with the local apartment association(s) and Realtor Board(s).
- Attend all Chapter Board meetings.
- Must be a Professional Member of the Chapter.

Membership Chair: The Membership Chair shall:

- Maintain current Chapter membership records to coincide with the National Association's membership database at <http://cflorida.narpm.org/members.htm>.
- Review National at-large members list, at least quarterly, for Florida at-large members that are located within the geographic area of the Orlando / Central Florida Chapter, inform National to add them to the Orlando / Central Florida Chapter list; then contact said new member and welcome them to our chapter.
- Notify Communications Chair of all new members and prospective members.
- Present report at Board meeting of current membership in the Chapter.
- At Chapter Meetings: Introduce all new members and first-time attendees and welcome them to the meeting and the Chapter.
- Promote membership through networking.
- Coordinate with National HQ for Member Applications available at each Chapter event.
- Assist prospective members with application process, have prospect submit application to National HQ for processing, follow through with new member and ensure they email National to be added to the Orlando Chapter.
- Handle all membership related inquiries.
- Attend all Chapter Board meetings.
- Must be a Professional Member of the Chapter.

Community Awareness Chair: The Community Awareness Chair shall:

- Locate various charity event opportunities to present at the first scheduled Board Meeting to participate throughout the year and present to the Board for approval.
- Upon the direction of the Board; schedule the events with the applicable venues, notify the Communications Chair of the events, and track attendance of members.
- Attend all Chapter Board meetings.
- Must be a Professional Member of the Chapter.

Marketing Chair: The Marketing Chair shall:

- Prepare and publish a regularly scheduled newsletter for distribution at Chapter meetings.
- Post provided information to the Chapter website: <http://cflorida.narpm.org>
- Post and promote Chapter Facebook page: <https://www.facebook.com/NarpmCFlorida>
- Maintain and renew the redirect from <http://OrlandoNARPM.com>
- Attend all Chapter Board meetings.
- Must be a Professional Member of the Chapter.

Section C: Creation and Dissolution

The president, with the advice and consent of the executive committee, shall have the authority to create and dissolve sub-committees according to the needs of the chapter.

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

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, 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 NARPM® National.

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:

- 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.
- Be Unopposed to Application: By receipt of the Chapter Charter, the Chapter does hereby formally agree to not take any legal action(s) against the National Association, its Officer(s), Director(s), Committee Chairperson(s), Committee Member(s) or the Chapter, its Officer(s), 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 to National Association's Code of Ethics and Standards of Professionalism to the National 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

The Chapter may charge annual and pro-rated dues, subject to approval by the National Association, as outlined below:

- Payable: Dues for local chapters are payable no later than January 1 of each year.
- Non-payment of Dues: Failure to pay the annual Chapter dues within thirty (30) days after the first day of the year shall result in automatic termination of Chapter membership, unless there are extenuating circumstances.
- 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.
- Affiliate/Preferred Partner dues: The amount of local Chapter dues for Preferred Partner dues shall be established annually by the Board of Directors during the budgeting process. The Chapter will charge dues to National and Florida State Affiliate members.
- Late Fees: Any payment received after the due date will be considered late, and a late fee will be assessed. The 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 Executive Committee and imposed upon its Chapter members and/or Preferred Partners 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 Orlando Executive Committee or Board of Directors.

Section E: Non-Binding

The Chapter shall not have any authority to financially obligate or bind the National Association of Residential Property Managers Inc., 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 Board of Director of the National Association of Residential Property Managers, Inc. at any time through a letter addressed to the Executive Committee 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 Sub-Committee created and/or assigned for that purpose, as appointed by the President.

Section B: Procedure 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 Executive Committee is necessary in order to amend these Bylaws. Once approved by the Chapter Executive Committee, amendments shall be subject to approval by the Board of Directors of the National Association prior to their implementation or adoption by the Chapter and a final copy of these Bylaws are to remain on file at National'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 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), Sub-Committee Chairperson(s) and Sub-Committee Members, 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, 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 Florida state law, Chapter shall notify the National 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 Orlando / Central Florida Chapter, all remaining funds in the treasury will be sent to the National Association of Residential Property Managers.

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.