

Bylaws of

**The California Chapter of
The National Association of Residential Property Managers Inc.
(CALNARPM)**

ARTICLE I: Name, Purposes, Powers and Definitions

Section A: Name

The name of this organization shall be the California State Chapter of the National Association of Residential Property Managers, Inc., hereinafter referred to as CALNARPM.

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 California.
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.
5. To educate and promote legislative initiative in the State of California

Section C: Powers

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

1. CALNARPM shall be subject to all rules, regulations, ethics, and standards and bylaws of the National Association of Residential Property Managers, Inc.
2. CALNARPM bylaws shall not conflict with those of the National Association of Residential Property Managers, Inc., hereinafter referred to as the national association (NARPM).

Section D: This chapter's geographical definition shall be: The State of California

ARTICLE II: Membership

Professional, Associate, Support Staff, Affiliate Member, Junior, Student, Academic, Company, and Honorary Members

Section A: Professional Member

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

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

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, any certification, or hold elective office. This member has **never** completed a course of instruction covering the NARPM® Code of Ethics.

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

Section C: Support Staff

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

Section D: Affiliate Member

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

Section E: Honorary Member

Honorary membership shall be bestowed upon individuals who, are recommended by the chapter board of directors and have rendered distinguished service to CALNARPM or to the

profession of property management. Honorary members shall pay no dues or other assessments to the Chapter and shall be eligible to participate in the usual activities of the CALNARPM, except they shall be ineligible to vote, hold office or serve as a member of the executive committee.

Section F: Life Member

Life members shall be all national past Presidents of NARPM®. Life membership will begin as the President's term is completed. Dues will be waived for Life members. Other members who qualify may apply for Life Member as outlined in the national bylaws and complete the approved application.

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 NARPM® National Board of Director must be approved to hold this membership type.

Section G: Company Membership

Company Membership is offered to the responsible individual of the company. To hold Company Membership, the company must have four (4) members, which is a combination of Professional and Support members, with two (2) out of the four (4) being Professional members. Additional Professional Members, Support Staff and Associate Members may register under the company for an additional fee. Membership categories under the Company will follow the same eligibilities and requirements as outlined above.

Section H: Application by Professional, Associate, or Support Staff Members:

1. Acceptance into membership: An applicant for membership in a chapter shall first be a member of the national association. A member of the national association may be a member of more than one chapter as long as that member meets all requirements for each chapter membership. New Members must complete a Code of Ethics course of instruction from the National Association of Residential Property Managers to become a Professional Member.
2. Vote: Voting member shall be eligible-to vote in person at the annual meeting of the chapter in which officers are elected **or electronically**. Any member shall be eligible to vote at all meetings of sub-committees upon which the member serves, if any.

ARTICLE III: Suspension, Termination and Resignation of Membership

Section A: Suspension of Membership

Suspension of membership shall result in a member being unable to vote in chapter matters for a period of time 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 the bylaws of the national association.
2. 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.

1. Resignation:
 - a. Any member, other than Affiliate Member, may resign at any time by forwarding a letter stating such intent to CALNARPM 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.
 - b. Affiliate member 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.
2. Failure to Pay Obligations: Membership shall terminate automatically when a member fails to pay annual Chapter dues within 60 days of the due date. Members may file a letter of appeal to the executive committee should an extension be needed to pay obligation.
3. Delinquency in Payments: Any member failing to pay sums due to the 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.
4. Code of Ethics Violations: 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:

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 the resignation occurred beyond the current fiscal year.

ARTICLE IV: Executive Committee/Board of Directors

Section A: Responsibilities

The chapter executive committee/board of directors, hereinafter known as 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 organization framework for the chapter.
2. 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.
3. Establishing annual chapter dues, application fees and special assessments.
4. Establishing new committees and dissolving existing committees.
5. Establishing the principle office location of CALNARPM

Section B: The Executive Committee

All chapter executive committee members should faithfully attend all chapter executive committee meetings, the executive committee, hereinafter known as the committee, shall be composed of 5 officers as follows:

1. President: The president shall:
 - a. Serve as the chief executive officer of the chapter.
 - b. Preside at all meetings of the chapter.
 - c. Act as an alternate signatory for funds withdrawn from the chapter account(s).
 - d. Sign all legal documents.
 - e. Undertake responsibility for such other activities as deemed appropriate by the committee.
 - f. Shall ensure the completion of all documentation required by the National Association.
 - g. Serve a term of one year commencing with the beginning of the committee term and CALNARPM fiscal year (July 1 – June 30).
 - h. Must be a Professional Member of the Chapter.
 - i. Must attend annual Board Leadership Training offered by the National Association of Residential Property Managers.

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

- a. Act as an alternate signatory for funds to be withdrawn from the chapter account(s).
- b. Fulfill the responsibilities of the president during his/her absence.
- c. Replace the president at the end of the fiscal year.
- d. Automatically accede to the presidency during a calendar year when the presidency becomes vacant.
- e. Undertake other activities as are deemed appropriate by the president.
- f. Serve a term of one year commencing with the beginning of the new committee term and CALNARPM fiscal year (July 1 – June 30)..
- g. Must be a Professional Member of the Chapter.
- h. Notify all chapter members of upcoming meetings
- i. Coordinate speakers and lecturers that are relevant to the residential industry for chapter meetings.
- j. Undertake responsibility for such other activities as deemed appropriate by the committee.
- k. Oversee the submission of Chapter reports including Chapter Excellence submission
- l. 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.

3. Secretary: The secretary shall:

- a. Maintain current chapter membership records to coincide with the national association's membership database.
- b. Record, maintain and distribute minutes of all regular and special meetings of the committee as appropriate.
- c. File all federal, state and local reports as needed.
- d. Undertake responsibility for such other activities as deemed appropriate by the committee.
- e. Serve a term of one year commencing with the beginning of the new committee term and CALNARPM fiscal year (July 1 – June 30)..
- f. Must be a Professional Member of the Chapter.

4. Treasurer: The treasurer shall:

- a. Be a signatory for all funds withdrawn from chapter account(s).
- b. Distribute annual renewal notices for chapter dues and special assessments.
- c. Deposit all funds into a federally insured financial institution.
- d. Prepare a financial report for the committee upon request.
- e. Prepare an end-of-fiscal year report for the national association.
- f. File tax and other financial reports with the appropriate government agencies.
- g. Undertake responsibility for other such activities as deemed appropriate by the committee.
- h. Serve a term of one year commencing with the beginning of the new committee term and CALNARPM fiscal year (July 1 – June 30)..
- i. Must be a Professional Member of the Chapter.

6. Past President

- a. Shall serve as Chairman of the Nominating Committee
- b. Undertake responsibilities as assigned by the President

- c. Serve a term of one year commencing with the beginning of the new committee term and CALNARPM fiscal year (July 1 – June 30).

Section C: The Directors

1. Serve as a Committee Chair or in an advisory capacity.
2. Undertake responsibility for such other activities as deemed appropriate by the Board.
3. Serve a term of one year commencing with the beginning of the CALNARPM fiscal year (July 1 – June 30)

ARTICLE V: 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, including those duties relating to the national association.

Section B: Notification of Members

Chapter members shall be notified in writing, or electronically if approved by the Chapter Executive Committee, of the pending election and nominations solicited from chapter members at least thirty (30) days prior to the end of the Executive Committee term and CALNARPM fiscal year. Nominations shall be done in two ways:

- a. 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 received at least thirty (30) days prior to the election.
- b. In Person/Self-Nomination: Any member who is present during the nomination process or responds with his or her interest electronically, upon being notified of the pending elections and nominations, can be nominated or self-nominated, provided such nomination is within the timeframe indicated in the written notification of members, up to the date and time nominations are closed.

Section C: Elections

Elections shall be conducted **no later than the June** chapter meeting, or electronically **no later than the month of June**, if approved by the chapter executive committee, prior to the end of the CALNARPM fiscal year.

1. Presiding Authority: The outgoing president shall conduct the election. The outgoing president can delegate the electoral process to the president-elect or any other chapter member provided that member is not a nominee.
2. Nominating Committee – The immediate past president shall serve as chair of the nominating committee and the President shall appoint the other two members of the committee. The recommendation of the Nominating Committee shall be approved by the CALNARPM Executive Committee and presented to the membership for final vote.

3. Uncontested Offices: The presiding authority shall identify those offices for which there is only one nominee. Upon a motion to close the nominations for such offices, that nominee shall be considered duly elected.
4. Contested Offices: In the case of contested office(s), each office shall be dealt with through a ballot presented to those who attend the chapter meeting, or electronically if approved by the chapter executive committee. The nominee receiving a simple majority shall be elected to the position.
5. The Chapter shall not allow nominations from the floor of the chapter meeting during which the election is being conducted. If electronic elections take place, write-In Candidates shall be allowed if said candidate's names are presented in writing to the Nominating Committee as described in Section B.a. above.

Section D: Term of Office

An officer's term of office shall commence with the beginning of the CALNARPM fiscal year (July 1 – June 30) and conclude at the end of the same.

Section E: Vacancy

An office shall be declared vacant when an officer:

1. Resigns that office through written notification to the president or the secretary.
2. Is no longer eligible for membership in the chapter or the national association.
3. Is no longer capable of fulfilling duties of the office involved as determined by a majority vote of the Executive Committee.

Section F: Filling a Vacated Office

In the event that the position of president is vacated, the president-elect shall automatically fill that position and shall continue to serve as both president and president-elect. In the case of other officers, a vacated office shall be filled:

1. When: When more than three (3) calendar months remain before the next election at which the vacancy shall be filled.
2. Procedure: By an individual nominated and approved by the executive committee **to fill the remaining year of the term. At the next election, the remainder of the term for the office must be filled through the nominations 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.**

1. Notice of Regular 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 regular letter mailed to each member of the committee or by email.

2. 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.
3. Electronic Meetings: If approved by the chapter executive committee, meeting can be held electronically in order to conduct the business of the chapter.

Section B: Location

All meetings of the chapter shall be held within the 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

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

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: Creation and Dissolution

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

ARTICLE VIII: Code of Ethics & Standards of Professionalism.

Acknowledgment and Enforcement

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

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

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

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

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

Section A: Chapter Charter

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

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

The chapter's financial fiscal year shall be July 1st through June 30th.

Section B: Chapter Dues

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

1. Payable: Dues for CALNARPM, if charged, are payable no later than July 1st of each fiscal year.
2. Non-payment of Dues: Failure to pay the annual chapter dues within 60 days after the first day of the year shall result in automatic termination of chapter membership unless there are extenuating circumstances.
3. Member Dues: The amount of the Chapter dues for all members and each class of membership shall be established annually by the board of directors during the budgeting process.
4. Affiliate dues: The amount of local chapter dues for Affiliate dues shall be established annually by the board of directors during the budgeting process. The chapter will not charge dues to National Affiliate members.
5. 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 affiliate members for a specific funding purpose. The purpose and amount of any special assessment shall be announced at a regular or special meeting of the chapter prior to the imposition of such an assessment. No more than one special assessment may be imposed in any calendar year.

Section D: Budget

The treasurer, in conjunction with the executive committee, shall prepare an itemized budget of income and expenses for each calendar year. The budget shall not exceed the chapter's ability to pay the same and shall be approved by the CALNARPM 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 majority vote of the Executive Committee is necessary 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 of Residential Property Managers Inc** 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 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), 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 [insert state name] state law, Chapter shall notify the National Association of said amendments but no further action will be required.

Section E. Sexual Harassment

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

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

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

Section F: Dissolution

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

ARTICLE XI: Annual Reports and Statements

Section A: Annual Report. If CALNARPM receives more than \$10,000 in gross revenues or receipts during the fiscal year, and if required by law, the executive committee will have an annual report prepared within 120 days after the end of CALNARPM's fiscal year. That report will contain the following information in appropriate detail:

1. **Financial Reports.** A balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountants' report or, if none, by the certificate of an authorized officer of CALNARPM that they were prepared without audit from CALNARPM's books and records; and
2. **Membership List.** A statement of the place where the names and addresses of current members are located.

If an annual report is prepared, CALNARPM will notify each member of the member's right to receive a copy of the financial report. On written request by a member, the executive committee will promptly send most recent annual report to any requesting member. If the executive committee approves, CALNARPM may send the report and any accompanying material electronically.

Section B. Annual Statement of Certain Transactions and Indemnifications. Within 120 days after the end of CALNARPM's fiscal year, CALNARPM will send its members and the executive committee members a statement of any transaction or indemnification of the following kinds:

1. Interested Party Disclosure. Unless approved by members under Corporations Code §7233(a), any transaction:
 - a. To which CALNARPM, its parent, or its subsidiary was a party;
 - b. Which involved more than \$50,000 or was one of a number of transactions with the same person involving more than \$50, 000 in the aggregate; and
 - c. In which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):
 - (1) Any director or officer of CALNARPM, its parent, or its subsidiary; or
 - (2) Any holder of more than 10 percent of the voting power of CALNARPM, its parent, or its subsidiary.

The statement will include a brief description of the transaction, the names of interested persons involved, their relationship to CALNARPM, the nature of their interest in the transaction, and, when practicable, the amount of that interest (except that, in a partnership in which such person is a partner, only the partnership interest need be stated).

2. Loan, Guaranty or Indemnification to Officer or Director. A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of CALNARPM, unless the loan, guaranty, indemnification, or advance has already been approved by the members under Corporations Code § 5034, or the loan or guaranty is not subject to Corporations Code § 7235(a).

ARTICLE XII: Indemnification and Insurance

Section A: Indemnification. To the fullest extent permitted by law, this corporation may indemnify its directors (executive committee members), officers, employees, and other persons described in Corporations Code § 7237(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in those sections, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, will have the same meaning as in that section of the Corporations Code.

On written request to the board by any person seeking indemnification under Corporations Code §7237(b) or (c), the board will promptly decide under Corporations Code § 7237(e) whether the applicable standard of conduct described in Corporations Code §7237(b) or (c) has been met and, if so, the board will authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding for which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the directors may seek the

approval of the court in which the proceeding is or was pending, on application by the corporation, the defendant agent, or the attorney providing the agent's defense.


To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under this article in defending any proceeding covered by this article will be advanced by the corporation before final disposition of the proceeding, provided that the corporation has received an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

Section B: Insurance. This corporation will have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as an officer, director, employee or agent.

ADOPTION OF BYLAWS

We, the undersigned, are all of the members of the Executive Committee and board of directors of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 15 preceding pages, as the Bylaws of this corporation.

DATE: 6/18/2021

Bob Preston	<small>DocuSigned by:</small> <i>Bob Preston</i> <small>71604229F42142C...</small>
Adrian Harrell	<small>DocuSigned by:</small> <i>Adrian Harrell</i> <small>038D598F737240B...</small>
Mark Scott	<small>DocuSigned by:</small> <i>Mark Scott</i> <small>038D598F737240B...</small>
Bob Davie	<small>DocuSigned by:</small> <i>Bob Davie</i>  <small>7331D0804E8848D...</small>
Donna Gary	<small>DocuSigned by:</small> <i>Donna Gary</i> <small>BBF0F226482444F...</small>

CERTIFICATE OF THE SECRETARY

I certify that I am the duly elected and acting Secretary of the California State Chapter of the National Association of Residential Property Managers, a California nonprofit mutual benefit corporation; that these Bylaws, consisting of 16 pages (including the signature page for the Executive Committee members, but not including this Certificate), are the Bylaws of this corporation, approved and adopted by the Executive Committee on **June 17, 2021**; and that these Bylaws have not been amended or modified since that date.

Executed on 6/22/2021 via **DocuSign**..

Donna Gary
Secretary

DocuSigned by:
Donna Gary
BBF0F22648244F...