

BYLAWS

of

The San Antonio Metropolitan Area Chapter

of

The National Association of Residential Property Managers

**Last Amendment
April 22, 2014**

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ARTICLE I: NAME, PURPOSES, POWERS AND DEFINITIONS

Section A: Definitions:

As used in the Bylaws, unless the context otherwise clearly requires, the words in these Bylaws shall have the following meanings and unless otherwise indicated, all definitions and terms in these Bylaws relate to the San Antonio Metropolitan Area Chapter and are as follows:

Board:	Chapter Board of Directors
Bylaws:	Chapter Bylaws
Chairperson:	Defined as Committee Leader
Chapter:	The San Antonio Metropolitan Area Chapter of the National Association of Residential Property Managers, Inc.
Committee(s):	Chapter Committee(s)
Council:	The Past President's Advisory Council
Director(s):	Board Member(s)
Director At Large:	Non-Executive Committee member that is elected to the Board of Directors
Dues:	Chapter Dues
Election:	Chapter Annual Election
Elective Office:	Director At Large and Executive Committee
Electronically:	Communication means approved by the Chapter Executive Committee
Executive Committee:	Chapter Executive Committee
Geographic Area:	The San Antonio Metropolitan Area of Texas.
Manual:	Chapter Policy and Procedure Manual
Meeting(s):	Chapter Meeting(s)
Member(s):	Chapter Member(s)
Membership:	Defined as Chapter Membership
National Association:	National Association of Residential Property Managers, Inc.
Officer(s):	Chapter Officer(s)
President:	Chapter President
Secretary:	Chapter Secretary
Voting Member:	As defined for each Membership Classification in the Classification Section of the Bylaws Membership Article

Section B: Name:

The organization shall be The San Antonio Metropolitan Area Chapter of the National Association of Residential Property Managers, Inc.

Section C: Purpose:

The purposes for which the Chapter is established are to:

1. Establish a permanent trade association in the residential property management industry
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 geographical area as defined by these Bylaws.

Section D: Powers:

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

1. The Chapter shall be subject to all rules, regulations, Ethics and Standards and Bylaws of the National Association.
2. The Chapter Bylaws, shall not conflict with those of the National Association

Section E: This Chapter's geographical definition shall by:

This Chapter's geographical area definition shall be the San Antonio Metropolitan Area of Texas.

ARTICLE II: MEMBERSHIP

Section A: Application:

Any individual may submit a completed application to the Chapter; however, Professional, Associate and Support Staff Members must first be members of the National Association. The application form that is determined and revised by the Manual, shall include information regarding applicant's experience, education and any other items the Chapter may require on the application. All applications will be reviewed by the Secretary, based on criteria set out in these Bylaws and the Manual. The Secretary will submit the application for approval to the Board.

New Professional Members must complete the required the National Association Ethics course.

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.

Section B: Denied:

In the event of Affiliate membership denial, the reason(s) shall be explained in writing and/or email, if applicable by the Secretary to the applicant and the applicant shall be given an opportunity for a hearing before the Board. No membership shall be denied based upon race, sex, national origin, religion, age, handicap, or familial status.

Any applicant who is denied shall have the right to reapply at any time provided that the reasons for denial have been satisfied.

Section C: Vote:

Voting Member, as defined for each Membership Classification in the Classification Section of the Bylaws Membership Article shall be eligible to vote in person at Meetings and the Election. Any Member shall be eligible to vote at all meetings of Committee(s), upon which the Member serves, if any.

Section D: Classification:

The membership classifications are herein defined and described below:

1. 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 National Association 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.

They are Voting Members; are able to Vote on Chapter matters, changes to the Manual, changes to the Bylaws and any position. They are eligible to hold any position.

2. 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.

They are not Voting Members.

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.

3. Chapter Charter Member:

Chapter Charter Members shall be the first Members of the Chapter. Requirements relating to benefits, rights, suspensions, and termination shall be identical to those specified for Professional Members.

Chapter Charter Member shall be recognized as Professional or Associate Members by the National Association.

4. Honorary Member:

Honorary Memberships shall be bestowed upon individuals who, in the opinion of the Board, have rendered, or continue to render, distinguished service to the Chapter or the property management profession. Honorary Members shall pay no dues or other assessments, and shall be eligible to participate in the usual activities of the Chapter and its Committees.

They are not a Voting Member. They are ineligible to hold a position on the Executive Committee or as a Director At Large.

These Members are not recognized by the National Association as a Member.

5. Affiliate Member:

An Affiliate Member shall be an individual or business entity providing products, services, or expertise to the residential property management industry. Requirements relating to acceptance into Affiliate membership or suspension of Affiliate membership shall be identical to those specified for Members. Affiliate Members can be Committee members, Chairperson or a Director At Large and can serve in advisory positions to the Committees and the Executive Committee. An Affiliate Member shall not be required real estate license.

They are not Voting Members.

The Affiliate Members shall be a resource for the Executive Committee and the Board. The Affiliate Members may select and forward the name(s) of two (2) of its Members to the Nomination Committee to be placed on the ballot for the Board. Once approved by the Chapter; those Member(s) serve on the Board as Non-Voting Directors and undertake responsibilities as assigned by the President.

The Chapter shall recognize all Chapter Affiliates that are also National Association Affiliate

Members.

6. 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.

They are not Voting Members.

7. Chapter Life Professional Members:

All Chapter Past Presidents who have completed a current National Association Code of Ethics course shall be deemed Life Professional Members of the Chapter and exempt in the payment of Chapter dues and shall be eligible to receive all benefits of a Professional Member.

These Members shall be recognized as Professional Members by the National Association.

8. Chapter Life Associate Members:

All Chapter Past Presidents who have not completed a current National Association Code of Ethics course shall be deemed Life Associate Members of the Chapter and exempt in the payment of Chapter dues and shall be eligible to receive all benefits of an Associate Member.

These Members shall be recognized as Associate Members by the National Association.

9. Retired Honorary Member:

Retired Honorary Memberships shall be bestowed upon individuals who have retired from the property management business and, in the opinion of the Board, have rendered, or continue to render, distinguished service to the Chapter or the property management profession. Retired Honorary Members shall be assessed one-half of the amount of Professional Member dues, or other assessments, and shall be eligible to receive all benefits of a Professional Member.

They are not a Voting Member. They are ineligible to hold a position on the Executive Committee or as a Director At Large.

These Members are not recognized by the National Association as a Member.

10. Junior Member:

Junior Members must meet all Professional Member qualifications. A Junior Membership is only available for new members between the ages of 18-25. A copy of a valid government issued ID must accompany the application. A Junior Membership is good for two years from

join date of application. Junior Members receive all the benefits as Professional Members.

A Junior Member may vote and hold an Elective Office.

11. Student Member:

A Student Member must be enrolled in an undergraduate or graduate field of study. The Student Application and subsequent renewal dues must be accompanied with a copy of a valid student ID card and a class schedule from the college/university where they are enrolled. Students who hold an active real-estate license do not qualify and must hold a Professional Membership. Should a Student Member secure employment or work as an independent contractor for a company providing property management services, their Student Membership is terminated and the student will be offered the appropriate Support Staff or Professional Membership. Student Members shall have the same benefits as a Support Staff Members with the following exceptions: they will not receive the Residential Resource Magazine but can obtain it through the website. These Members may apply but not hold a National Association designation.

A Student Member does not vote and hold an Elective Office.

12. Academic Member:

Academic Member is an instructor who provides classroom instruction for any real-estate or property management course at any accredited college/university or Real Estate School. The instructor must provide a copy of the course title they teach, which must be real-estate or property management related. The instructor may not be employed or be an independent contractor with any company providing property management services. The Academic Member application will state that all National Association materials are to be used for the sole use of classroom instruction and promoting National Association and must be signed. Members shall have the same benefits as Support Staff Members with the following exceptions: they will not receive the Residential Resource Magazine but can obtain it through the website. These members may apply as a candidate but not hold a National Association designation.

An Academic Member does not vote and hold an Elective Office.

Section E: Restrictions:

Members not holding Affiliate Membership shall not solicit other Members for the purpose of promoting services other than residential property management services. Members who wish to promote other businesses must join additionally as an Affiliate Member, at which time all Affiliate Member rights and privileges shall be extended.

ARTICLE III: SUSPENSION, TERMINATION AND RESIGNATION

OF MEMBERSHIP

Section A: Suspension of Membership:

Suspension of Membership shall result in a Member not being a Voting Member 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. Notification:

By notification from the National Association's 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 the Chapter and the National Association, if applicable. The letter shall indicate the date on which the resignation is effective. No refund of Chapter 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 dues shall be made for any reason.

2. Delinquency in Payments:

Any Member failing to pay sums due to the Chapter within thirty (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.

3. Failure to Pay Chapter Dues:

Membership shall terminate automatically when a Member fails to pay annual dues, within seventy five (75) days of the due date. Members may file a letter of appeal within the time

frame to the Executive Committee should an extension be needed to pay obligation.

4. Notification from the National Association:

By notification from the National Association to the 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 Chapter 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: PAST PRESIDENT'S ADVISORY COUNCIL

The Council, comprised of all Chapter Past Presidents willing and able to serve, shall be a resource for the Executive Committee and the Board. The Council will select and forward the name of one of its Members to the Nomination Committee to be placed on the ballot for the Election. Once approved by the Chapter; that Member will be the Chairperson of the Council, serve on the Executive Committee and undertake responsibilities as assigned by the President.

ARTICLE V: EXECUTIVE COMMITTEE

Section A: Responsibilities:

The Executive Committee shall have responsibility for the government and 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 government and management responsibilities, as defined in the Manual and elsewhere in these Bylaws 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 and/or the Manual.
3. Establishing annual Dues, application fees and special assessments.
4. Establishing new Committees and dissolving existing Committees.

Section B: The Executive Committee:

All Executive Committee members should faithfully attend all Executive Committee meetings. The Executive Committee shall be composed of the Council representative and the six (6) Officers, as follows:

1. President: The President shall:
 - a. Be the Chief Executive Officer of the Chapter.
 - b. Preside at all meetings of the Chapter.
 - c. Act as an alternate signatory for funds withdrawn from the Chapter account(s).
 - d. Sign all legal documents.
 - e. Shall ensure the completion of all documentation required by the National Association.
 - f. Undertake responsibility for such other activities as deemed appropriate by the Executive Committee.
 - g. Serve a term of one year commencing with the beginning of the new calendar year.
 - h. Must be a Professional Member of the Chapter.
2. President-Elect: The President-Elect shall:
 - a. Act as an alternate signatory for funds 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 calendar year.
 - g. Must be a Professional Member of the Chapter.

3. Vice-President:
 - a. The Vice-President shall act as the Chapter's Communications and publications Chairperson.
 - b. Notify all members of upcoming meetings
 - c. Coordinate speakers and lecturers that are relevant to the residential industry for Meetings.
 - d. Act as an alternate signatory for funds withdrawn from the Chapter account(s).
 - e. Undertake responsibility for such other activities as deemed appropriate by the Executive Committee.
 - f. Serve a term of one year commencing with the beginning of the calendar year.
 - g. Must be a Professional Member of the Chapter.

4. Treasurer: The Treasurer shall:
 - a. Be the Chairperson of the Chapter Finance Committee.
 - b. Be a signatory for all funds withdrawn from Chapter account(s).
 - c. Distribute annual renewal notices for Dues and special assessments.
 - d. Deposit all funds into a Federally insured financial institution.
 - e. Prepare a financial report for the Executive Committee upon request.
 - f. Prepare an end-of-fiscal-year report for the National Association.
 - g. File tax and other financial reports with the appropriate government agencies.
 - h. Undertake responsibility for other such activities as deemed appropriate by the Executive Committee.
 - i. Serve a term of one year commencing with the beginning of the calendar year.
 - j. Must be a Professional Member of the Chapter.

5. Secretary: The Secretary shall:
 - a. Maintain current Membership records to coincide with the National Association's membership database.
 - b. Record, maintain and distribute minutes of all regular, special and electronic meetings of the Meetings, Board and Executive Committee, as appropriate.
 - c. File all federal, state and local reports as needed.
 - d. Act as an alternate signatory for funds withdrawn from the Chapter account(s).
 - e. Undertake responsibility for such other activities as deemed appropriate by the Executive Committee.
 - f. Serve a term of one year commencing with the beginning of the calendar year.
 - g. Must be a Professional Member of the Chapter.

6. Past President; Immediate shall:
 - a. 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 calendar year.
 - d. Must be a Professional Member of the Chapter.

ARTICLE VI: BOARD OF DIRECTORS

The Board shall be composed of the Executive Committee and Directors At Large. Non-Executive Committee Members that are elected to the Board from the Membership shall be known as Directors At Large. A Director At Large may be on a Committee or a Chairperson; but, cannot be on the Executive Committee. Board Members may be referred to Directors.

The Board will act as the managing body of the Chapter and shall have general supervision over the Chapter activities, business affairs and the Manual, providing such general powers shall be exercised to further the objectives of the Chapter.

Section A: Directors At Large Membership Determination:

The total number of Members at the End of the Year will determine the number of available Director At Large positions for the following year. There will be two (2) Directors At Large per fifty (50) Members. The total number of Director At Large positions will not exceed six (6) and may include no more than two (2) Affiliate Member(s). Before February 1 each year, the President, with the consent of the Executive Committee will inform the Nominating Committee Chairperson the total number of available Director At Large position(s) for the next year.

Section B: Responsibilities:

Board shall undertake such responsibilities as are identified in these Bylaws and the Manual or as may be assigned to them by the President with the advice and consent of the Executive Committee. No Member of the Board may take any action on behalf of or representative of the Chapter unless specifically authorized by the Executive Committee.

ARTICLE VII: ELIGIBILITY, NOMINATIONS, ELECTIONS, TERMS OF ELECTED POSITION AND VACANCIES

Section A: Eligibility:

To be eligible to serve as an Officer, Director At Large or Council Representative, an individual shall be a Member in good standing with both the Chapter and except for Affiliates Members, the National Association. Furthermore, the Member must have completed a current National Code of Ethics course and be willing to fulfill the duties of the elected position to which he/she is elected, including those duties relating to the National Association, if applicable.

Section B: Notification of Members:

Beginning April 1, Members shall be notified in writing-or Electronically of the pending election and nominations. Notice will be given that candidate applications are to be submitted to the Nominating Committee beginning this date with a thirty (30) day application deadline.

Notification of final Nominating Committee recommended slate will be sent to all members in writing, or Electronically, at least ninety (90) days prior to the Elections. A notification of the final slate, including write ins, will be sent to members at least thirty (30) days prior to Elections.

Nominations shall be done by 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

Section C: Elections:

Elections shall be conducted at the regularly scheduled October meeting or Electronically. Elections will close at 5:00 P.M. Central Standard Time on the last day of October, unless additional balloting is required.

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 Member provided that Member is not a nominee.

2. Quorum:

If ballots were sent to Members, the Quorum for the election will include the number of collected ballots.

3. Nominating Committee:

The Past President shall serve as Chairperson of the Nominating Committee and the President shall appoint the other four (4) Members of the Committee. The recommendation of the Nominating Committee shall be approved by the Executive Committee and presented to the Membership for approval at a Meeting or Electronically.

4. Uncontested Elected Position:

The presiding authority shall identify those elected positions for which there is only one nominee. If the election is held at a Meeting; upon a motion to close the nominations for such elected positions, that nominee shall be considered duly elected.

5. Contested Elected Position:

In the case of contested Office(s), each elected position shall be dealt with through a ballot presented to those who are in attendance at the Meeting, or Electronically. The nominee receiving a simple majority shall be elected to the position. Should a tie occur; another ballot will be presented to the Membership until a Member receives a simple majority.

6. Voting:

A ballot will be sent to the Membership with a blank for write in's for each position that is open in addition to the nominee's and write-in candidates names. If a nominee does not receive a simple majority, the position will remain vacant. The President will notify the Membership and solicit other Members for the position. The Nominating Committee Chairperson will convene the Nominating Committee to address the vacant position and present a nominee. Another ballot will be presented to the Membership until a Member receives a simple majority.

Section D: Term of Elected Position:

An elected position term of office shall commence with the beginning of the Chapters calendar year and conclude at the end of the calendar year.

Section E: Vacancy:

An office shall be declared vacant when an elected position:

1. Resigns that-elected position 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 elected position involved.

Section F: Filling a Vacated Elected Position:

1. President:

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

2. Past President:

If the 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.

3. Officer, Director At Large or Council Representative:

In the case of another Officer, Director At Large or Council Representative position becoming vacant; when more than three (3) calendar months remain before the end of the year, the Nominating Committee shall nominate a replacement or in the case of a Council Representative ask the Past President's Advisory Council to select and forward a name of one of its Members to the Nominating Committee. Special Elections shall be conducted at the next regularly scheduled Meeting, or Electronically. Their term shall be for the remaining term of the elected position being replaced.

In the case of another Officer, Director At Large or Council Representative position becoming vacant; when less than three (3) calendar months remain before the end of the year, then the position will remain vacant.

ARTICLE VIII: MEETINGS, LOCATIONS, AND MAJORITY RULES

Section A: Executive Committee and Board Meetings:

The Executive Committee and the Board shall meet with the same frequency as the Meetings, and at a time approved by the Executive Committee.

1. Notice of Regular Meeting:

With the advice and consent of the President, the Secretary shall notify all Members of the Executive Committee or the Board of the date, time and place Electronically or by regular letter mailed to each Member of the Executive Committee or the Board of all regular and special meetings and whenever practicable, be advised in advance of the of the matters to be considered. All Executive Committee and Board members should faithfully attend all respective Executive Committee or Board meetings and Meetings.

2. Waiver of Notice:

Attendance by any Member of the Executive Committee or Board 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 Executive Committee or Board.

Section B: Location:

All meetings of the Chapter shall be held within the geographic definition of the Chapter. All meetings of the Executive Committee or the Board shall be held within the geographic definition of the Chapter unless otherwise waived by all the Members of the Executive Committee. The location of the Chapter Annual Meeting and Installation shall be approved by the Executive Committee.

Section C: Quorum:

1. Executive Committee or Board:

A Majority of the Officers of the Executive Committee or the Directors of the Board in attendance shall constitute a quorum.

2. Meeting or Event:

A quorum to conduct business by the Members shall be 10% of the Member eligible to vote at a regularly scheduled, special or electronic 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 or the Board shall be made official by simple majority vote of the Members present at any regular, special or electronic meeting of the Executive Committee or the Board, unless otherwise precluded by law.

Section E: Electronic:

To the fullest extent permitted by law, the Executive Committee, Board or Membership may conduct communications, notifications and business Electronically.

ARTICLE IX: COMMITTEES

Section A: Appointment:

Any Member may be a member of a Committee, except as otherwise stated in these Bylaws or the Bylaws of the National Association. The Chairpersons and Members of all Committees shall be appointed by the President with the advice and consent of the Executive Committee.

Section B: Responsibilities:

Committees shall undertake such responsibilities as are identified in these Bylaws and the Manual or as may be assigned to them by the President with the advice and consent of the Executive Committee. A Committee Member may vote on any specific Committee issues. 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. For the purposes of these Bylaws or the Manual the term Committee may be changed to accommodate the necessity of the document.

ARTICLE X: CODE OF ETHICS & STANDARDS OF PROFESSIONALISM

Acknowledgment and Enforcement:

As a condition of membership all Professional Members must complete a National Association approved Code of Ethics training either in classroom or through other means as approved by the Board of Directors of National Association once every four year period.

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 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), Director(s) At Large, Committee Chairperson(s) or Committee Member(s) for any prescribed action identified by these Bylaws or the Bylaws of the National Association taken for the purpose of enforcing the applicable Code of Ethics and Standards of Professionalism.

Section B: Enforcement:

It is the duty of the President of the Chapter to report all violations of the National Association's Code of Ethics and Standards of Professionalism to the National Association's appropriate Committee.

ARTICLE XI: FINANCIAL CONSIDERATIONS

Section A: Calendar Year:

The Chapter shall operate on a calendar year.

Section B: Chapter Dues:

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

1. Payable:

Dues for local Chapters are payable no later than January 1st of each year.

2. Member Dues:

The amount of the Dues for all Members and each class of membership shall be established annually by the Executive Committee during the budgeting process.

3. Affiliate dues:

The amount of local Dues for Affiliate dues shall be established annually by the Executive Committee during the budgeting process.

4. Late Fees:

Any payment received after the due date will be considered late, and a late fee will be assessed. The Executive Committee 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 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 be completed and approved by the Executive Committee sixty (60) days before the end of the year and ready for presentation to the Membership at the Annual Meeting and Installation. The budget shall not exceed the Chapter's ability to pay the same and shall be approved by the Executive Committee.

Section E: Non-Binding:

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

ARTICLE XII: PROPOSALS AND PROCEDURES FOR AMENDING

Section A: Proposals:

Amendments to these Bylaws may be proposed by any Member or Board of Director of the National Association at any time through a letter addressed to the Executive Committee and presented or mailed to the Secretary. Any such proposal shall be studied by the entire Executive Committee or an Officer of the Executive Committee or by a 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 the proposed Bylaws amendments are approved by the Executive Committee, the President will forward a copy of the proposed Bylaws amendments with a cover letter or email outlining the amendments and asking the Regional Vice President (R.V.P.) and the National Executive Director (N.E.D.) to review and provide an opinion of them. The review by the R.V.P. and the N.E.D. will verify there is no conflict with the National Bylaws and to request any other input from them.

Should a conflict arise with the proposed Bylaws and the National Association Bylaws; the President will forward the conflict to the entity assigned for the purpose of reviewing proposed Chapter Bylaw revisions and the entity will convene to address the conflict between the proposed Chapter Bylaws and the National Association Bylaws and submit its findings and proposed recommendations of actions to start again the Procedure for Amending.

After the proposed Bylaws amendments are acceptable by the R.V.P. and the N.E.D., the recommendations of all changes to the Bylaws must be submitted to the Members for a first reading at a regular, special Meeting or Electronically; the first reading does not include discussion or a vote. After a period of thirty (30) days at the next regular or special Meeting, the proposed Bylaws amendments will be presented for discussion and voted upon by the Voting Members. Upon the approval of a majority of Voting Members present, the proposed Chapters Bylaws Amendments will be submitted and shall be subject to approval by the Board of Directors of the National Association. Upon receipt of notification from the National Association to the Chapter President, the new Bylaws will be distinguished by the "Last Amendment" date on the cover page as the date approved by the National Association and submitted Electronically to all the Membership.

Final copies of these Bylaws with the final "Last Amendment" date are to be sent and remain on file at National Association's office.

ARTICLE XIII: 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 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), Director(s) At Large, Committee Chairperson(s) and Committee Members, as well as the National Association, its Board of Director(s), Officer(s), Chairperson(s) and Committee Member(s) 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 Texas state law, Chapter shall notify the National Association of said amendments but no further action will be required.

Section E: Amendments to Bylaws:

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

Section F: Dissolution:

Should the membership vote by majority to dissolve the operations of the San Antonio Metropolitan Area Chapter, all remaining funds in the treasury will be sent to the National Association.