



## ARTICLE I: NAME, PURPOSE, AND POWERS

Section A. Name: The name of this organization is the National Association of Residential Property Managers, Inc., hereinafter referred to as the “Association”.

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

- To establish a permanent professional association in the residential property management industry.
- To promote a standard of business ethics, professionalism, and fair practices among its members.
- To establish and promote education, training, and certification of its members.
- To provide and promote an exchange of ideas regarding residential property management.
- To assist in the establishment of chapters to meet the same purposes for which the national Association is established.
- To provide and disseminate information to the public and legislative bodies concerning problems and the needs of the property management industry.

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

## ARTICLE II: MEMBERSHIP

(Amendment will be effective January 1, 2025)

The Association shall have: Membership that consists of NARPM Members, Conditional, Associate, Affiliate, International, Life Members, and Company Membership.

Section A. NARPM® Member: A NARPM Member shall be an individual actively engaged in the professional delivery of residential management services. This individual must follow their specific state regulatory licensing law and have completed a course of instruction covering the NARPM Code of Ethics.

A NARPM Member may also be an employee of a company, a property owner, or an investor, who handles any aspect of the professional delivery of residential management services. This individual must follow their specific state regulatory licensing law and have completed a course of instruction covering the NARPM Code of Ethics.

Section B Conditional Member: Individuals who apply for NARPM membership must qualify as a NARPM Member as outlined in Section A of this Article.

Conditional Members have ninety (90) days from joining to complete the mandatory Ethics class. After class is completed, they will become a NARPM Member.

Section C Associate Member: An Associate Member classification, after January 1, 2021, will no longer be granted to members of NARPM. The grandfathered members shall not have met the criteria as outlined in Section A of this Article. An Associate Member cannot hold the RMP and/or MPM designation or hold elective office as they have not completed the mandatory Ethics class.

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

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

Section F Life Members: Life Members shall not pay dues and are strongly encouraged to complete a course of instruction covering the NARPM Code of Ethics. They shall be eligible to participate in the usual activities of the Association.

- Past Presidents: All Past Presidents shall be deemed Life NARPM Members of the Association. They shall be eligible to participate on committees, vote on Association business, and hold office.
- Retired Members: Shall be bestowed upon individuals who have retired from the property management business and, in the opinion of the Board of Directors, have rendered, or continue to render, distinguished service to the Association or the property management profession. An application to the Board of Director must be approved in order to hold this membership type. These members are not eligible to participate on committees, vote on Association business, and hold office.

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) NARPM Members. Additional NARPM Members and Associate Members may register under the company for an additional fee. Membership categories under the Company will follow the same eligibility and requirements as outlined above.

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

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

Section A. Suspension: Any membership can be suspended by the Board of Directors for any act or omission that the Board believes is unbecoming to the Association or puts the Association in an unfavorable light for which the Board believes a temporary suspension is

appropriate. If suspended, a Member shall lose all rights to vote, hold designations and participate in Association activities.

A Conditional Members failure to satisfy the mandatory NARPM Code of Ethics training requirement within ninety (90) days of making application shall have their membership suspended. The members will be reactivated at any time during the application year, once the course is completed. If the person has not taken the ethics class during their first year (12 months) of application, they will need to reapply for new membership.

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

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

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

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

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

**Default in Payments:** A Member failing to pay sums due to the Association for more than thirty (30) days past the invoice due date will be terminated.

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

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

**Failure to complete new member Ethics course:** 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 C. Reinstatement:** A Member can be reinstated to membership in the Association, depending on the reason for suspension or termination, as follows:

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

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

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

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

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

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

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

Section D. Transfers in a Company membership: The use of Company membership will enable the transfer of memberships to other people in their company. To transfer membership, proof of termination from the licensing division, showing evidence that the person has left the firm, is required. For states where licensing is not required, other proof of termination must be submitted.

## ARTICLE IV: NOMINATIONS AND ELECTIONS

Section A. Responsibilities: Leadership Development Committee (LDC) is responsible for providing a slate of officers and directors each year to the membership.

Section B. Composition: The Leadership Development Committee shall be composed of voting members as follows: a Chairman, up to two (2) additional Board members, and four (4) to five (5) NARPM members who are not currently serving on the Board. The NARPM President, along with the Leadership Development Committee Chairperson, shall approve the appointment(s) by the date delineated in the policy and procedures manual.

Immediate Past President shall serve as chairperson of the LDC. The most recent Past President, able and willing to serve, would chair if the Immediate Past President was unable to serve.

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

1. Shall be an Association member in good standing.
2. Evidence competencies as outlined in the NARPM Strategic Plan and/or policies and procedures manual.

Section D. Term: Term of service of LDC committee members who are currently serving on the Board is one (1) year. Committee members who are not currently serving on the Board have a term of service of two years. No member serving on the committee may be on the nominating slate of Officers and Directors for that year. The Committee shall meet at the call of the Chair. No committee member may serve more than two (2) consecutive terms except the Chair who serves a non-renewable term unless there is a vacancy in the role of immediate past president that must be filled.

Section E. Process: The nominations process shall be codified in the policies and procedures manual.

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

The Board of Directors shall receive the final report of the ~~Nominating~~ Leadership Development Committee. The Leadership Development Committee Chair shall cause to be published the final slate of officers and directors at-large to the membership at least thirty (30) days before the election. The final report of officers and directors at-large will contain one candidate for each open position on the slate.

Section G. Election: The election of Officers and Directors shall take place at least thirty (30) days prior to October 15 of each year.

The term for Directors shall commence on January 1 following the date of the election.

Membership will elect the directors at-large and officers through a slate that contains one candidate for each open director at-large and one candidate for each open officer position.

Section H. Petition: The slate of at-large directors and officers is accepted by the membership unless 5% or more of members reject the presented slate.

A rejected slate is returned to the Leadership Development Committee to revise and resubmit to the members per the policies and procedures manual.

## ARTICLE V: BOARD OF DIRECTORS

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

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

Section B. Composition: The Board of Directors shall be composed of the Executive Committee as defined in these bylaws, and five to eight (5 to 8) directors at-large. The Board of Directors will consist of nine to twelve (9 to 12) voting members. The Nominating Leadership Development Committee shall allow only one director from a NARPM firm to sit on the NARPM Board of Directors.

Section C. Executive Committee: The Executive Committee is composed of the President, President-Elect, Treasurer, Immediate Past President, and CEO as ex-officio and non-voting Secretary.

Section D. Criteria: To be eligible to serve as a voting Board member, a member must be an Association member in good standing, and evidence competencies as outlined in the NARPM Strategic Plan and/or policies and procedures manual.

- 1) Shall have served as an Officer or Director for a region, state, or local chapter; RVP Ambassador; or shall have served as Chair, Vice Chair of a NARPM Committee or Task Force; or served in active capacity on a NARPM National Committee for a minimum of three (3) years.
- 2) Shall attend a minimum of two (2) of last four (4) NARPM Conventions.
- 3) Shall have successfully completed candidacy for a recognized NARPM designation.
- 4) The Leadership Development Committee shall allow only one board of director(s) from a NARPM firm to sit on the NARPM board of directors.

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

Section F. Term: All terms of Directors at-large shall be for three (3) years and may not serve more than two (2) consecutive terms. Terms shall be staggered. After 15 days' notice of the cause for terminating or suspending the Director has been delivered to the members. The vote by the membership will require the quorum voting.

## ARTICLE VI: OFFICERS

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

Section A. Duties: In addition to faithful attendance at Board of Directors meetings, responsibilities of the Officers shall be as directed by the Board of Directors and outlined in the policies and procedures manual.

Section B. Term: President, President-elect, and Immediate Past President shall serve their respective one (1) year, non-consecutive terms. The Treasurer shall serve a one (1) year term and may not serve more than two (2) consecutive terms. The term for Officers shall commence on January 1 following the date of the election.

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

- Resigns through a written notification to the President.
- Is no longer a member in good standing in the Association.

- Is no longer capable of fulfilling the duties of the office, as determined by a vote of the Board of Directors with a two-thirds majority.

#### Section D. Filling a Vacancy:

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

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

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

### ARTICLE VII: BOARD OF DIRECTORS MEETINGS

Section A. Meetings: The Board of Directors will meet as necessary to conduct the business of the Board, with dates and locations to be determined by the Board. The Board of Directors may meet by electronic means to further its business.

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

Special Meeting: A special meeting of the Board of Directors may be called by the President or by any six (6) four (4) Members of the Board of Directors. The Chief Executive Officer shall notify the Board of Directors of the purpose and time of the special meeting in the same manner as for a regular meeting.

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

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

### ARTICLE VIII: COMMITTEES

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

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



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

Executive Committee: As outlined in Article V, Section C. The President will chair this committee and this committee will meet at the direction of the President. This Committee shall be empowered to conduct urgent Board business as necessary between normal Board of Directors meetings. Minutes of the meeting shall be distributed to the Board of Directors at the next official Board Meeting.

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

Leadership Development Committee: Is responsible for providing a slate of candidates for office each year, with approval of the Board of Directors. The Committee composition is outlined in Article IV, Section A & B, with the Immediate Past President serving as Chairperson.

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

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

## ARTICLE IX: CHAPTERS

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

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

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

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

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



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

The minimum standard for an Association recognized local chapter is:

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

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

The minimum standard for an Association recognized state chapter is:

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

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

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

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

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

If the required membership is not restored and the chapter ceases to be a local chapter, the members may either join another local chapter or remain as independent, non-locally affiliated

members of the National Association. There shall be no loss to the member of the National Membership rights, privileges, benefits, or obligations as a result of the cessation of a chapter.

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

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

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

## ARTICLE X: REGIONS

The Association shall be divided into regions to serve the members as approved by the Board of Directors. The Regions of NARPM shall be defined as: Atlantic; Southeast; Central; Southwest; Northwest; Pacific; and the Pacific Islands. Each Region shall have Regional Ambassadors with duties as defined in the policies and procedures manual.

## ARTICLE XI: DESIGNATIONS

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

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

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

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

Section D. Certified Support Specialist (CSS): Certified Support Specialist Certification will be available to any NARPM Member of the Association. This certification will have the specialties of Maintenance Coordinator, and Residential Management Bookkeeper

Section E. Designations Retained: NARPM Members and NARPM that received a designation, or certification will retain it as long as they are current Members of the Association

in one of the classes of Membership or have been reinstated to Membership. CRMC's will have annual renewal and/or recertifications.

## ARTICLE XII: NATIONAL AND REGIONAL EVENTS

The Association shall sponsor an Annual Convention and Trade Show and other national or regional events as educational and networking opportunities to members and others involved in the industry.

## ARTICLE XIII: ANNUAL BUSINESS MEETING

The Association's Annual Business Meeting will be held during the Annual Convention and Trade Show in order to conduct any required action of the membership.

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

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

As a condition of membership all NARPM Members of NARPM must complete a NARPM Code of Ethics training. Each NARPM 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. NARPM Members shall have successfully completed a course of instruction on the NARPM Code of Ethics.

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

## ARTICLE XV: FINANCIAL CONSIDERATIONS

Section A. Dues: Annual dues and prorated annual dues will be set by the Board of Directors through the budgeting process and will be due by the date as outlined in the Policy and Procedures Manual. Company Membership requires payment by the company of all fees that are due and payable to NARPM for members in the company. The individual responsible

for the company shall be liable for any amounts that are unpaid under the Company Membership.

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

Section C. Due Date: Payment of any dues or special assessments must be made within thirty (30) days of the invoice due date. Any payment received after that time will be considered late. Annual dues must be paid by the final due date as outlined in the Policy and Procedures Manual.

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

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

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

## ARTICLE XVI: AMENDING BYLAWS

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

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

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

## ARTICLE XVIII: MISCELLANEOUS

Section A. Invalidity: The invalidity of any provision of these Bylaws shall not impair or affect in any manner the validity, enforceability or effect on the remainder of these Bylaws.

Section B. Waiver: No provision of these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, regardless of the number of violations or breaches which may have occurred.

Section C. Indemnify and Hold Harmless: The Association and its Members shall indemnify and hold harmless members of the Board of Directors, Officers, Chairpersons, and Committee Members who are acting within the scope of their responsibilities, duties or these Bylaws.

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

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

Section F. Sexual Harassment.

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. NARPM's CEO will be responsible for determining whether an employee should be discharged for violating this Harassment Policy.

### ARTICLE XIII: DISSOLUTION OF CORPORATION:

The Board of Directors shall approve the dissolution of the said corporation. Upon the dissolution of the corporation, assets shall be distributed to one or more exempt purposes that support a housing initiative within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.