



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” or “NARPM.”

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 nonstock, nonprofit corporation organized under the laws of the Commonwealth of Virginia.

ARTICLE II: MEMBERSHIP

1. 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. NARPM members have the right to vote in favor or to reject a slate of nominees for director and officer positions.

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. Applicants will be deemed Conditional Members and will have ninety (90) days from joining to complete the mandatory

Ethics class. After class is completed, they will become a NARPM Member. Conditional Members shall be ineligible to vote or hold office.

Section C Associate Member: An Associate Member is an individual who has not met the criteria as outlined in Section A of this Article to become an NARPM member but was admitted to Associate Membership prior to January 1, 2021. No new Associate Memberships shall be granted after January 1, 2021, but those previously admitted in this category shall be grandfathered. An Associate Member cannot hold the RMP and/or MPM Associate members have the right to vote in favor slate of nominees for director and officer positions.

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

Section D International Member: An International 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. International members have the right to vote in favor or to reject a slate of nominees for director and officer positions.

International Members are strongly encouraged to complete a course of instruction covering the NARPM Code of Ethics.

Section E Life Members: Life Membership shall include Past Presidents and Retired Members as described below. Life Members shall not pay dues and are strongly encouraged to complete a course of instruction covering the NARPM Code of Ethics, though are not required to do so. They shall be eligible to participate in the usual activities of the Association. Life members have the right to vote in favor or to reject a slate of nominees for director and officer positions.

- **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 Directors 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 available to a company that has at least four (4) employees who are NARPM Members. Additional NARPM Members and Associate Members may be registered under the Company Membership for an additional fee. Membership categories under the Company will follow the same eligibilities and requirements as outlined above.

ARTICLE III: SUSPENSION, TERMINATION AND REINSTATEMENT OF MEMBERSHIP

Section A. Suspension or Termination:

Membership in the Association may be suspended or terminated for cause, which shall include but not be limited to failure to timely pay dues, fees or other assessments; a violation of the Bylaws, Code of Ethics, or any rule or practice of the Association; any other conduct prejudicial to the best interests of the Association; or a failure to otherwise meet the criteria for membership. Failure to timely pay dues, fees or other assessments shall result in automatic termination of membership, without requiring advance notice to the member and deliberation by the Board. In special circumstances, however, the Board may delay such suspension or termination, in its discretion. Any member proposed for suspension or termination for a reason other than failure to pay dues, fees or other assessments shall be given at least fifteen (15) days' advance written notice, including the reason for the proposed suspension or termination, an opportunity to contest the proposed suspension or termination in writing or in person before the Board, and final written notice of the Board's decision. Other than for failure to pay dues, fees or other assessments, suspension or termination shall be by a two-thirds vote of the full Board of Directors, upon a determination that there is sufficient cause for such suspension or termination. The member shall remain liable for the full amount of membership dues as well as any assessments which may be levied against members through the effective date of the member's suspension or termination.

A Conditional Member's 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 have their membership terminated and will need to reapply for new membership.

Section B. Resignation: A Member may resign at any time by forwarding a notice stating such intent to the Association. The letter shall indicate the effective date. Should the effective date not be indicated, resignation will take place immediately. A resigning member shall be liable for the full amount of membership dues as well as any assessments which may be levied against members through the effective date of its resignation.

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

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. 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.

Termination for Cause/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.

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: LEADERSHIP DEVELOPMENT AND ELECTIONS

Section A. Responsibilities: The Leadership Development Committee (LDC) is responsible for providing a slate of nominees for officer and director positions each year to the membership.

Section B. Composition of LDC: The 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. The Leadership Development Committee shall be composed of voting members as follows: the Chairperson, up to one (1) additional Board member, who shall not be the President-Elect, 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.

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.

LDC

Section D. Term: LDC Term of service of LDC committee members is one (1) year. No member serving on the committee may be on the 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. Quorum and Action: A quorum of five (5) shall be required to conduct the business of the Leadership Development Committee. Action may be taken by majority vote where a quorum is present, and no voting by proxy shall be permitted.

Section F. Process: The election process shall be codified in the policies and procedures manual. 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 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 by the membership shall take place annually, before the end 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. One-hundred (100) voting members forms a quorum, and a

majority vote where a quorum is present or participating carries the action, and the slate is deemed elected.

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 thus consist of nine to twelve (9 to 12) voting members. Only one director from the same firm or company may sit on the NARPM Board of Directors at any given time.

1) The LDC shall allow only one director from a NARPM member firm to sit on LDC

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, an individual be an Association NARPM member in good standing, and evidence competencies as outlined in the NARPM Strategic Plan and/or policies and procedures manual.

Section E: Term: All terms of Directors at large shall be for three (3) years and directors-at-large may not serve more than two (2) consecutive terms

Section F: Resignation or Removal: A Director may resign at any time through a written notification to the President. A Director shall be deemed to have automatically vacated office if he or she is no longer a member in good standing in the Association, and may otherwise be removed with or without cause, by a majority vote of the members at a meeting properly called for that purpose.

One (1) unexcused absence or two (2) excused absences from regularly scheduled Board meetings within the year of service is specifically considered cause for removal.

Section G. Filling a Vacancy. If a vacancy occurs among the directors-at-large, 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 director being replaced.

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: Criteria: In addition to the criteria for service on the Board:

President Elect-- Shall have served as an Association Director for a minimum two (2) years and shall have completed the two-year requirement prior to making application.

Treasurer-- Shall serve as an Association Director for a minimum one (1) year and shall have completed the one-year requirement prior to making application.

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, with the President-elect automatically succeeding to the office of the President, and then to the office of Immediate Past President. 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. 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, including President Elect who ascends to President, 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 being replaced.

ARTICLE VII: BOARD OF DIRECTORS MEETINGS AND ACTION

Section A. Meetings: The Board of Directors will meet at least annually to conduct the business of the Board, with dates and locations to be determined by the Board. A special meeting of the Board of Directors may be called by the President or by any four (4) members of the Board of Directors. The Chief Executive Officer shall notify all members of the Board of Directors in writing of the date, time and place, and in the case of a special meeting the purpose, of meetings.

Section B. Remote Participation: Any or all of the members of the Board of Directors may participate in a meeting by teleconference or other electronic means where each participant can hear the others, and shall be deemed to be present in person at the meeting.

Section C. Quorum and Voting: The presence of two-thirds (2/3) of the Board of Directors shall constitute a quorum. In meetings of the Board of Directors, an action is carried by a majority vote, unless otherwise required by law or these Bylaws. No voting by proxy shall be permitted.

Section D. Action without a Meeting: The Board may take action without a meeting where all directors unanimously consent to the action in writing, including via electronic transmission.

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, and only committees of the Board, consisting solely of Directors and appointed by the Board, may be authorized to take action on behalf of the Board.

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: 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 Association membership. Chapters of the 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 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 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 and Governance: A group may be recognized as a chapter of NARPM in accordance with the NARPM policies and procedures manual. Chapters must be separately incorporated, and shall adopt bylaws for their governance which are not in conflict with the bylaws of the 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 Association. The chapter bylaws are to be reviewed by the Association prior to implementation by the chapter. Chapters must have membership categories consistent with the Association; and chapter NARPM and Associate members must be Association Members. Chapters shall be self-governed and shall be responsible for the election of local officers, and holding of periodic chapter meetings/conferences, or other chapter activities.

Section C. Reporting and Compliance: Chapters shall be responsible to report to the Association the following items:

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

Failure to maintain compliance with the above and with the NARPM policies and procedures may result in revocation of a chapter's status of affiliation with NARPM.

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.

ARTICLE XI: DESIGNATIONS

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

Section A. Residential Management Professional (RMP): The RMP designation shall be awarded to those who completed the criteria.

Section B. Master Property Manager (MPM): The MPM designation shall be awarded to those 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 include the specialties of Maintenance Coordinator, and Residential Management Bookkeeper, and will be available to those who meet the criteria set by the Committee.

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.

Quorum: A quorum for conducting business of the membership shall be one-hundred (100) voting members and a majority can approve actions.

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 must complete a NARPM Code of Ethics training within ninety (90) days of conditional acceptance to membership.

Failure to satisfy this requirement will result in the membership of the Conditional Member being suspended. If a Conditional Member has not taken the new member ethics training 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.

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 responsible individual 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 along with a copy of the proposed changes.

Section C. Voting: Changes to the Bylaws must be approved by a vote of two-thirds (2/3) of the Board of Directors.

ARTICLE XVII: 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. Indemnification: The Association shall indemnify each of its directors and officers to the full extent permitted by law, and shall advance the costs of defense to such indemnified persons to the full extent permitted by law. The Association shall also have power to make any other indemnification and advancement of defense costs that is permissible under the law and authorized by resolution of the Board.

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 or other policies and procedures of the Association, which will supersede.