



## NTRPA

**Bylaws of the North Texas Rental Properties Association are established and amended in support and implementation of the Constitution of the Association.**

### **MEMBERSHIP:**

**Section 1.** Membership applications must be approved at a meeting of the Board of Directors by a majority of the Directors present and voting. Applications for membership shall be made on the form supplied by the Association. The classification of an applicant for membership shall be determined by the Board of Directors.

**Section 2.** Individual membership in the Association is not transferable. Each member shall have one vote and all members shall have the same rights and privileges. The vote of a member may be cast at any meeting by a designated person who is part of the member's organization whether the member is a company or an individual. Members may not hold proxies of other members. A member may be suspended or expelled for cause after an appropriate hearing by a majority vote of the Board of Directors.

**Section 3.** Members of the Association will automatically become members of the state and national organizations with which the Association is affiliated.

**Section 4.** Each candidate for membership shall be recommended by a member in good standing or the Executive Officer of the Association. Applications for membership must be accompanied by payment for the current annual membership dues.

**Section 5.** If a member qualifies for two or more classifications, annual dues shall be based on the highest classification. Any question regarding classification shall be determined by the Board of Directors.

**Section 6.** A single membership may be issued to a husband and wife, but only one vote may be cast by this membership.

**Section 7.** Firms, partnerships or corporations who are elected to membership in the Association shall designate some individual member of the firm, partnership or corporation to cast its vote at meetings of the membership, and to represent such firm,

partnership or corporation in dealing with the Association. Such designated representative shall be eligible to service as a director or officer of the Association, and to appoint proxies as authorized by the Constitution and Bylaws. Only one (1) individual may represent a firm, partnership or corporate member at any time and the individual last designated in writing at the office of the Association shall serve until a successor is so designated. The resident manager of an apartment complex shall be considered the designated representative of a management company unless the Association has been notified in writing of another individual to represent the management company.

## **DUES:**

**Section 1.** Membership dues shall be at such rates as are established by the Board of Directors and approved by a majority vote of the membership present at a regular business meeting after a two (2) month notice has been sent to the membership informing them of the proposed change in dues.

**Section 2.** The bill for the annual membership dues shall be mailed to the membership in May each year with payment due and payable by June 1st, except for new members who have paid their annual membership dues at other times during the year. Their dues shall be due and payable upon acceptance, and shall be pro-rated the following year, and will resume with regular dues the third (3rd) year. Any member whose dues are in arrears after two (2) months shall be suspended with all services and privileges discontinued and shall be dropped from membership if the dues are not paid by the third (3rd) month. Before a member is dropped, the Executive Officer or other person(s) so designated by the Board of Directors shall make contact with the delinquent member to attempt to collect the dues unless the member has moved from the area. No Board of Directors action shall be necessary for suspension or dropping members for nonpayment of dues.

**Section 3.** A member in good standing must, at all times, have a complete and current record of units owned and/or managed in the Association office. The Executive Officer shall check the membership for the accuracy of such units prior to submitting the required reports to the Texas Apartment Association and National Apartment Association.

**Section 4.** A new member, who has submitted payment for the current annual membership dues along with the application for membership, shall have the second year's dues pro-rated from the date of acceptance in the Association to June 1st. Any such pro-ration shall be adjusted to reflect any change in the annual dues structure.

## **SUSPENSION, EXPULSION OF A MEMBER:**

**Section 1.** Any member delinquent in the payment of dues or any other indebtedness to the Association for a period of two (2) months from the date such indebtedness was payable, shall be suspended from all rights and privileges of the Association, including

the rights to advertise as an Association member, unless the Directors shall extend the time for payment, which they shall have the right to do. In the event such delinquency continues for three (3) months from the date due, then the member shall be automatically dropped from the membership of the Association unless the Board of Directors takes action as outlined in Section 2, Dues, of these Bylaws.

**Section 2.** Any member who fails to observe and comply with the Constitution, Bylaws and/or the Code of Ethics of this Association or who, in the opinion of the Board of Directors shall be found guilty of any conduct unbecoming a member, shall be subject to expulsion by the Directors after such investigation as they shall determine proper; provided that in all cases the accused member shall be given the opportunity to present any and all facts and statements in his behalf, and provided that the member be given at least fourteen (14) days notice of an expulsion hearing. Notice of such hearing shall be by Certified Mail and shall include the time and place of the hearing. Any expulsion shall be ordered only upon the vote of two-thirds of the membership of the Board of Directors. Any member, who is expelled, shall be refunded, pro-rata, any paid dues for the remaining term of the membership.

#### **MEETINGS:**

**Section 1.** There shall be at least six (6) general membership meetings during any one (1) fiscal year of which one (1) such meeting shall be the annual business meeting. The annual installation of Officer and Directors shall take place in May.

**Section 2.** The annual business meeting shall be in April of each year at which time the Officers and Directors shall be elected, the proposed budget shall be voted upon and any other matters of which the general membership has been given proper notice will be voted upon.

**Section 3.** Special meetings of the membership may be called by the Board of Directors and must be called by the President upon petition of twenty or more members or by forty percent (40%) of the membership, whichever is greater. Any call for such meeting shall state the purpose, time and place of meeting and shall be issued at least ten (10) days in advance. After due notice has been given, the members present at any annual, regular or special meeting shall constitute a quorum. When a quorum is present, a majority of the members voting shall decide any matter properly brought before the meeting.

#### **OFFICERS AND DIRECTORS:**

**Section 1.** The administration of the affairs of the Association shall be vested in the Board of Directors. Any member of the Association who is elected an Officer or Director of the Texas Apartment Association or the National Apartment Association shall be invited to attend and participate in the meetings of the Board of Directors, but shall not be eligible to vote. The President, with the concurrence of the Board may also appoint members with special expertise to the Board as ex-officio members for a term not to exceed the tenure of the appointing President.

**Section 2.** The Board of Directors shall have regularly scheduled monthly meetings open to all members at the time and place as may be designated in the notice of such meeting. Special meetings of the Board of Directors may be called by the President or upon the written request of three (3) or more of the members of the Board. Written notice giving the time and place of all meetings of the Board, including both regular and special meetings, shall be given by the Executive Officer. Such notice shall be given to each Board member at least ten (10) days prior to each meeting. However, if three-fourths of Board members agree to a meeting, a shorter notification can be given.

**Section 3.** Each odd numbered year at the annual membership meeting in April, the Officer of the Association shall be elected to serve a term of two (2) years and the Directors shall be elected to serve a term of two (2) years. All Officers and Directors shall be eligible to succeed themselves, with no term limit.

**Section 4.** Vacancies by resignation or otherwise, among the Officers or other Directors shall be filled for the remainder of any unexpired term by the Board of Directors, except under the circumstances described in Section 5, Elections, of these Bylaws. In case of temporary absence or disability of the President, the Vice-President shall act as President. In case of the absence or disability of any other Officer, the Board of Directors may appoint a person to perform the duties of the Officer during such absence or disability.

**Section 5.** Any member of the Board of Directors failing to attend two (2) meetings of the Board of Directors, during the fiscal year without prior excuse acceptable to the President, shall be considered as having vacated his office. Said vacancy will be automatically filled by the Board of Directors.

#### **ELECTIONS:**

**Section 1.** At the February meeting of the odd numbered years, the President of the Association shall appoint a nominating committee of five (5) members of the Association, not more than three (3) of whom may be members of the Board of Directors. In addition, the President, immediate Past-President, and the Chairman of the last previous nominating committee shall serve as non-voting members ex-officio. The committee must meet during the first week of April, of that election year. The nominating committee shall report their nominations to all Association members by mail prior to the April meeting of the membership.

**Section 2.** To be eligible to become a nominee, the person running for the position must provide the Chairman a resume and Dedication Certificate of their declaration to run for said position/office. No third-party nominations will be accepted. Nomination must be dated no later than April 1, in order to be placed in the April mailing to the membership.

**Section 3.** Voting shall be by secret ballot; in which the President shall appoint three (3) tellers who shall make a tabulation of the ballots and report to the meeting the results of the votes. Nominees receiving a majority of the votes shall be declared elected, and the tellers shall so certify in writing to the Secretary of the Association, giving the number of ballots cast for each nominee.

**Section 4.** There shall be no term limit for any Officer or Director of the Association; however, each Officer or Director must run for said position each odd numbered year.

**Section 5.** An elected Director who becomes an Officer of the Association during his term as a Director and thus eligible to serve on the Board of Directors will be considered to have resigned from office as an elected Director to fill the unexpired term. The person receiving the least amount of votes among those elected to serve as Directors, at the April general membership meeting, will be the one who fills the unexpired term of the departing Director.

#### **DUTIES OF THE OFFICERS:**

**Section 1.** The **President** shall serve as the chief elected Officer of the Association, representing the entire membership and shall perform all duties usually pertaining to that office, such as, but not limited to, appointing committee chairpersons, with the approval of the Board of Directors; directing the Board of Directors in formulating policies and programs; conducting an annual review of organizational performance and effectiveness, including a review of the Executive Officer's performance; monitoring expenditures to assure operation within the annual budget. He shall preside at all meetings of the Executive Committee, the Board of Directors and the membership. He may act as official spokesman for the Association. The President may cast the deciding vote in cases of a tie.

**Section 2.** The **Vice-President**, in the absence of the President, or upon his direction, shall perform all the duties of the President. Assists the President in fulfilling the functions of that office and performs specific duties delegated by the President which may include serving as chairperson of one or more of the Association's committees.

**Section 3.** The **Treasurer** shall have charge of all funds of the Association and of their disbursement, subject to the policies established by the Board of Directors, render a monthly statement to the Board of Directors and an annual statement to the membership. Statements shall be in a form approved by the Board of Directors. The Treasurer serves as chairperson of the finance committee and performs other duties as may be assigned by the President.

**Section 4.** The **Secretary** shall keep a record of all the official proceedings of the Association and the Board of Directors, including the reports of all committees, ensures that copies of the minutes of each meeting are provided to members of the Executive Committee and Board of Directors prior to the next scheduled meeting, and performs other duties as may be assigned by the President.

## **DUTIES OF THE BOARD OF DIRECTORS:**

**Section 1.** The Board of Directors shall be the governing body of the Association and shall have general supervision over the activities and business affairs, provided such general powers shall be exercised to further the declared objectives and purpose of the Association.

**Section 2.** The Board of Directors shall approve the standing committees as appointed by the President and shall prescribe the number of members, purposes, powers and responsibilities of each committee. The term of any committee member, unless otherwise provided by these Bylaws, shall terminate with the elective year in which they were appointed.

**Section 3.** The Board of Directors shall have the power to collect through its Treasurer or Executive Officer such dues and assessments as are established by the Association. The Board of Directors, at a regular business meeting, by an affirmative vote of three-fourths of the members present, may incur obligations on behalf of the Association.

**Section 4.** The Board of Directors may employ an Executive Officer and other officers/staff personnel who shall have such duties and responsibilities as the Board of Directors may assign. The Directorate may also retain legal counsel and may employ such other persons as are necessary to conduct the business of the Association.

**Section 5.** The Board of Directors shall have the power to fine, discipline, or expel any member who fails to comply with the Constitution and Bylaws of the Association or who fails to observe the Code of Ethics of the Association, provided however, that such members should first have a full and fair opportunity for a hearing before the Board of Directors or before an appropriate committee so designated for that purpose by the Board of Directors.

**Section 6.** A quorum of the Board of Directors shall consist of a majority of the Officers and Directors. Each member shall be notified of all regular and special called meetings. Whenever practical, members shall be advised in advance by the President, Secretary or Executive Officer of the matters to be considered at the meeting.

**Section 7.** The Board of Directors shall have charge of the funds and property of the Association and may designate a depository for the Association's funds and may invest the funds in such manner as seem prudent.

**Section 8.** All contracts or other legally binding instruments in any way obligating the Association shall be signed only by the President and Secretary after approval thereof by the Board of Directors.

## **COMMITTEES:**

**Section 1.** There shall be membership, legislative, product/service, education, publicity, program, ethics, and other special committees as may be designated by the President or Board of Directors.

**Section 2.** The chairman of special committees shall make a report of the work of his committee at the completion of its work. Standing committees shall make an annual report at the April meeting, and pass on to the incoming President any records, materials, information, etc., pertaining to his committee activities.

**Section 3.** All actions of committees shall be subject to the approval of the Board of Directors.

## **AMMENDMENTS:**

Bylaws may be amended by any member in good standing in the Association provided such change is in writing to the President of the Association and provided a majority vote of the Board of Directors and an affirmative vote of two-thirds of the members present at any regular, annual or special meeting of the Association. Such proposals shall be published in writing and mailed to the membership of the Association at least ten (10) days prior to the meeting in which action is to be taken.

## **RULES OF ORDER:**

Parliamentary Procedures at a Glance, New Edition by O. Garfield Jones, shall govern the Association and the Board of Directors in all cases where they are not inconsistent with these Bylaws. The Board of Directors shall be the final authority on the interpretation of this Constitution and Bylaws.

Revised March 2008