



REVISED
11-14-09

BYLAWS

ARTICLE I - NAME

Section 1. The name or title by which this Association shall be known is the National Apartment Association, or in short form, "NAA."

ARTICLE II - PURPOSE AND OBJECTIVES

Section 1. To foster, promote, encourage and develop the best interests of members in the rental housing industry.

Section 2. To represent members in political and economic areas.

Section 3. To develop and provide members with educational opportunities that relate to the conduct of their business and to the rental housing industry.

Section 4. To promote and support local and state affiliated apartment associations.

Section 5. To research, develop, publish, and disseminate information and data on the rental housing industry to NAA's membership and the general public.

Section 6. To encourage within the rental housing industry an appreciation of the objectives and responsibilities of its members providing adequate housing.

Section 7. To promote the enactment and enforcement of local, state, and federal laws and regulations beneficial to the rental housing industry.

Section 8. To advocate high professional standards and sound business practices among members for the best interests of the rental housing industry and the public.

Section 9. To function cooperatively with national and international associations within the rental housing industry.

ARTICLE III - MEMBERSHIP

- Section 1. **Affiliate Member.** An affiliate member is any owner, developer, builder, operator or manager of rental housing who is a member in good standing of an Affiliated Local Association in the defined geographic area where the affiliate member's apartment units are located, or supplier who is a member in good standing of an Affiliated Local Association, who provides services or products to such rental housing providers.
- Section 2. **Direct Member.** A direct member is any owner, developer, builder, operator or manager, that in the normal conduct of business, provides rental housing to the general public or a provider of services or products to such rental housing providers. A direct member must be located within a geographic area, which is not served by either an Affiliated Local Association, Affiliated State Association or Affiliated International Association.
- Section 3. **International Member.** An international member is any owner, developer, builder, operator or manager, that in the normal conduct of business, provides rental housing to the general public or a provider of services or products to such rental housing providers, or an association which represents those interests, located outside the United States.

ARTICLE IV – AFFILIATED ASSOCIATIONS

- Section 1. **Local Affiliated Associations.** The Board of Directors of the Association may vote to grant a charter to any local association, owned or controlled by its members, that complies with these Bylaws and NAA Policies & Procedures.
- Section 2. **State Affiliated Associations.** The Board of Directors of the Association may vote to grant a charter to a State Association, owned or controlled by its members, that complies with these Bylaws and NAA Policies & Procedures. A State Association shall provide that all of the local affiliated associations in such state must be and continue to be affiliated with the chartered state association and NAA.
- NAA may grant a charter to a State Affiliated Association only if two or more Local Affiliated Associations are chartered in that state.
- Section 3. **International Affiliated Associations.** The Board of Directors of the Association may vote to grant a charter to any association outside the United States, owned or controlled by its members, that complies with these Bylaws and NAA Policies & Procedures.
- Section 4. **Membership.** No Affiliated Association shall apply any limitation on membership nor adopt any rule, regulation, practice, or policy inconsistent with or contrary to any policy by NAA.
- Section 5. **Membership Lists.** Each Affiliated Association must submit to NAA a membership list that includes all members of any category for which the affiliate collects dues.
- Section 6. **Revocation of Charter.** NAA may terminate the charter of any affiliated association for any reason including violations of these Bylaws. Except for termination pursuant to Article V Section 3, the termination shall become effective upon a two-thirds (2/3) vote of the Board of Directors, after due process, provided however, that the holder of the terminated charter may note an appeal to the Assembly of Delegates within 10 days of the Board's action. The Appeal shall be considered at the next meeting of the Assembly of Delegates.

BYLAWS OF THE NATIONAL APARTMENT ASSOCIATION

Section 7. **Violations.** Upon discovery that an affiliated association has operated in violation of the Association's Bylaws and/or Policies & Procedures, the NAA President and the Executive Committee shall communicate with the affiliate to attempt to bring the affiliate into compliance. If that effort is unsuccessful, the matter will be referred to the NAA Board of Directors for action.

ARTICLE V - DUES AND ASSESSMENTS

Section 1. **Assessment.** The amount of dues and/or other assessments owing NAA and provisions for payment thereof, shall be determined by the Board of Directors with approval from the Assembly of Delegates.

Section 2. **Collection.** Unless otherwise directed by the Board of Directors, each Affiliated Association shall be responsible for the collection and payment of NAA dues, educational fees, and any other sums due NAA, from its members and shall report and remit such dues, educational fees, and any other sums due NAA as collected.

Section 3. **Delinquency.** Upon failure to pay all sums due NAA, within sixty (60) days after the same shall become due, all member and affiliated association services and privileges shall, upon written notice, be suspended. Failure to remit sums due NAA, within ninety (90) days after the same shall become due will result in charter termination upon written notice thereof without the procedures set forth in Article IV – Affiliated Association, Section 6 of these Bylaws. The Board of Directors, by majority vote, may waive the termination of membership for up to two (2) additional consecutive ninety (90) day periods.

Section 4. **Membership Records.** The Board of Directors of the NAA shall have the authority and right to audit records of Affiliated Associations to ascertain whether they are accurately reporting all of the respective required information, and are operating in compliance with NAA Bylaws and Policies & Procedures.

ARTICLE VI - REGIONS & REGIONAL VICE PRESIDENTS

Section 1. **Regions.** The Affiliated Local and State Associations of NAA shall be divided into regions. These regions may be changed to fit changing patterns of membership. Any regional change must be approved by two-thirds (2/3) vote of the Assembly of Delegates. International Affiliates shall be assigned a region based on proximity at the time of charter approval.

Section 2. **Regional Vice Presidents.** Each region shall elect one Regional Vice President (RVP). Each region may also elect one additional non-voting Regional Vice President (RVP) who may act and vote at a NAA Board meeting in the absence of the voting RVP. In addition, the delegates in Regions paying the first and second highest percentage of national dues, as outlined in the Policies & Procedures, shall elect two additional Regional Vice Presidents. The regions paying the third, fourth, and fifth highest percentages of national dues shall each elect one additional Regional Vice President. Each Regional Vice President must be either an owner, developer, builder, operator or manager of rental housing who is employed by or a representative of a member in good standing. The delegates in each region may meet periodically, but at least once prior to the annual meeting of the Assembly of Delegates to elect Regional Vice Presidents.

ARTICLE VII - ASSEMBLY OF DELEGATES, ANNUAL AND SPECIAL MEETINGS

- Section 1. **Delegates.** Delegates shall be members or staff of Affiliated Associations in good standing. The Assembly of Delegates shall be the governing body of the Association and will be composed of up to two hundred and fifty (250) delegates. Each represented state, shall be allocated Delegates based upon the following:
- A. One delegate per state and the District of Columbia, and the balance of one hundred and ninety-nine (199) delegates to be allocated based on the following formula:
 - B. Each state and the District of Columbia will be allocated a number of delegates based upon the percentage of NAA's national dues received as outlined in the Policies & Procedures. The allocation of delegates will be rounded off on a "whole-person" basis and there will be no fractional delegates. Any dispute relating to the rounding off of the number of delegates allocated to a particular state will be resolved by a majority vote of the Board of Directors. Each represented state may appoint one (1) alternate for each of its delegates. International members are not eligible to serve as a delegate.
- Section 2. **Appointment of Delegates.** Delegates and alternates shall be selected and reported annually by the state no later than January 1st of the calendar year in which the delegate will serve.
- Section 3. **Term of Delegates.** Each Delegate shall serve a term of one (1) year beginning on January 1st of the calendar year.
- Section 4. **Meetings.** The Assembly of Delegates shall hold a minimum of one annual meeting per year for the purpose of reviewing business transactions. Notice of an additional meeting shall be mailed at least thirty (30) days before the time appointed for the meeting to Officers, members of the Board, and Delegates.
- Section 5. **Election of Officers.** The Assembly of Delegates, at its annual meeting, shall elect by majority vote, the following Officers who will serve a term of one (1) year: Chairman-Elect; Vice Chairman; Secretary, and Treasurer.
- Section 6. **Special Meetings.** Special meetings of the Assembly of Delegates may be called by one-third (1/3) of the members of the Board of Directors, or shall be called upon written request of not less than one-third (1/3) of the delegates. The Chairman of the Board shall set the time and place of such special meeting within fourteen (14) days of such action. Notice of a special meeting shall be mailed at least thirty (30) days before the time appointed for the meeting with a statement of time and place and information as to the subject to be considered; provided, however, that such thirty (30) day period be waived by a determination of the Chairman of the Board that an emergency exists.

BYLAWS OF THE NATIONAL APARTMENT ASSOCIATION

- Section 7. **Quorum.** A quorum at any meeting of the Assembly of Delegates shall exist when at least seventy-five (75) delegates are present. No business shall be transacted without a quorum. Upon achieving a quorum, a majority of the authorized votes cast by those present shall govern any action, except where these Bylaws specifically require a two-thirds (2/3) vote.
- Section 8. **Voting.** At any meeting of the Assembly of Delegates, each state association, or affiliated association if there is no state association, shall be entitled to the number of delegates and votes as determined by Article VII, Section 1 of these Bylaws. The affiliated association shall provide credentials for one (1) or more persons to attend the meeting as a delegate or alternate empowered to vote. An individual may be a delegate for only one (1) association. Delegates may cast only one (1) vote on any one issue. The NAA staff, under the direction of the Secretary, shall inspect credentials and determine the total number of votes entitled to be cast on any question to be voted upon and preside over voting procedures. Any disputes regarding voting rights will be resolved by an ad hoc committee. This committee will include the Secretary and two members of the Board of Directors appointed by the Chairman of the Board.
- Section 9. **Bylaw Amendments.** These Bylaws may be amended by a two-thirds (2/3) vote of the Assembly of Delegates. Copies of any proposed amendment shall be submitted in writing to the Secretary not less than forty-five (45) days prior to the annual meeting, or called meeting of the Assembly and submitted to the delegates thirty (30) days prior to the meeting.

ARTICLE VIII - BOARD OF DIRECTORS

- Section 1. **Voting Members.** The voting members of the Board of Directors shall consist of:
- A. The Regional Vice Presidents;
 - B. The Immediate Past Chairman;
 - C. The Chairman of the Board, Chairman-Elect, Vice Chairman, Treasurer; and Secretary;
 - D. The NSC Chairperson; and
 - E. No more than two (2) at-large individuals selected by the Chairman of the Board.
- Section 2. **Voting.** Each voting member of the Board shall be entitled to one (1) vote. The member of the Board must be present to vote. No proxies or alternates will be allowed.
- Section 3. **Term of Office.** Each Regional Vice President shall serve a term of two (2) years. The Officers, Directors, and NSC Chairperson shall serve a term of one (1) year beginning January 1 and ending December 31 or until a qualified successor is elected or appointed. In the event of the Immediate Past Chairman's resignation, removal, or inability to serve, no successor shall be named and the Chairman of the Board shall appoint a Chairperson of the Nominating Committee subject to the ratification by the Board. If a vacancy should occur on the Board due to the loss of a Regional Vice President, such region shall elect another representative.
- Section 4. **Meetings.** The Board of Directors shall meet not less than three (3) times a year at a time and place designated by the Chairman of the Board upon at least thirty (30) days prior notice in writing. Special meetings of the Board may be called at any time by the Chairman, or by notice signed by a majority of the Board and mailed to members of the Board not less than ten (10) days preceding the scheduled time of the meeting.

BYLAWS OF THE NATIONAL APARTMENT ASSOCIATION

- Section 5. **Quorum.** A quorum at any Board Meeting shall exist when the number of Board members present at a meeting equal at least fifty-one percent (51%) of the total number of Directors.
- Section 6. **Special Ballot.** When, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the Board and where it deems it inexpedient to call a special meeting for such purpose, the Directors may authorize a vote by mail, email or telephone. The question thus presented shall be determined according to a majority of the votes received as outlined in the Policies & Procedures after such submission to the Board; provided that in each case, votes of at least fifty-one percent (51%) of the number of Board members shall be received.
- Section 7. **Authority.** Subject to the limitation of the Articles of Incorporation, and these Bylaws, the Board of Directors shall exercise all corporate powers and shall direct and control the business and affairs of the NAA including approval of the Policies & Procedures.
- Section 8. **Removal.** The Board of Directors, by two-thirds (2/3) vote, may remove any Director.
- Section 9. **Revocation of Membership.** The Board of Directors may terminate membership for any category of membership previously approved by the Board for any reason including violations of these Bylaws. The termination shall become effective upon a two-thirds (2/3) vote of the Board of Directors, after due process, provided however, that the holder of the terminated membership may note an appeal to the Assembly of Delegates within 10 days of the Board's action. The Appeal shall be considered at the next meeting of the Assembly of Delegates.
- Section 10. **Compensation.** Officers and Directors shall serve without compensation.
- Section 11. **Expenses.** Necessary expenses may be reimbursed in the amounts actually incurred in connection with business of the NAA as authorized by the Board of Directors.
- Section 12. **Non-Voting Members.** The following shall serve as nonvoting members of the Board of Directors:
- A. Association Executive Council President;
 - B. NAA President;
 - C. Legislative Chairperson;
 - D. NAAEI President;
 - E. Education Conference Committee Chairperson;
 - F. Membership Committee Chairperson;
 - G. Independent Rental Owners Committee Chairperson; and
 - H. Others as approved by voting Board members.
- Section 13. **Ineligible Board Members.** No paid staff employee of NAA or any affiliated association, nor any member of an international affiliated association may serve as a voting Director or Officer of this Association.

ARTICLE IX - EXECUTIVE COMMITTEE

- Section 1. **Members.** The Executive Committee shall consist of the officers and the Immediate Past Chairman of the Association. The NAA President shall be a nonvoting member of the Executive Committee.
- Section 2. **Responsibility.** The Executive Committee shall be responsible for the coordination and management of the affairs of the Association between meetings of the Board of Directors and Assembly of Delegates. The actions of the Executive Committee shall at all times be consistent with the budget, programs, and Policies & Procedures of the Association and are subject to review and approval by the Board of Directors.

ARTICLE X - OFFICERS

- Section 1. **Officers.** The officers shall be the Chairman of the Board, Chairman-Elect, Vice Chairman, Treasurer, and Secretary. Each officer must be either an owner, developer, builder, operator or manager of rental housing properties who is employed by or a representative of a member in good standing.
- Section 2. **Nomination and Election.** The Nomination of Officers shall be in accordance with these Bylaws and the NAA Policies & Procedures. The Nominating Committee will include the Immediate Past Chairman who shall serve as the Chairperson; three (3) Past Chairmen of the NAA Board of Directors, and one (1) Member from each Region. This Committee shall nominate candidates for the offices of Chairman-Elect, Vice Chairman, Secretary, and Treasurer, and report the nominees to the Delegates.
- The Election of Officers shall be in accordance with Article VII Section 5. Any Delegate may nominate a candidate, who meets the qualifications of an officer, for any office in NAA except the Chairman of the Board, after the slate of officers has been reported to the Delegates, as outlined in the NAA Policies & Procedures.
- Section 3. **Term of Office.** The term of office shall begin on the first day of January following the annual meeting at which the officer has been elected. The officer shall serve one (1) year or until a successor is duly chosen and has assumed office. In no event, shall an officer serve more than two (2) consecutive terms in the same office.
- Section 4. **Vacancy.** In the event of the resignation, removal, or inability to serve of any Officer of NAA, the Chairman of the Board may appoint a replacement selected from the Board of Directors, subject to ratification by the Board of Directors.
- Section 5. **Chairman of the Board.** The Chairman of the Board shall be the chief elected Officer of NAA and shall preside at its meetings, those of the Board of Directors and Assembly of Delegates, between the meetings of which, the Chairman shall represent the NAA and act in its name, subject to its declared policies. The Chairman may create ad hoc Committees, shall be an ex-officio member of all Committees except the Nominating Committee, and shall perform all other duties usual to such office and as provided elsewhere herein. The Chairman of the Board shall assume that office upon completion of a term as Chairman-Elect.

BYLAWS OF THE NATIONAL APARTMENT ASSOCIATION

- Section 6. **Chairman-Elect.** The Chairman-Elect shall perform all the duties of the Chairman of the Board in the event of absence or disability, and shall perform such other duties as may be requested by the Board of Directors. The Chairman-Elect shall assume the office of Chairman of the Board for the year following his/her term as Chairman-Elect. In the event that the Chairman-Elect is unwilling or unable to assume the duties of the Chairman of the Board, the Board of Directors shall appoint the Vice Chairman to serve as Chairman of the Board until the next election conducted by the Assembly of Delegates.
- Section 7. **Vice Chairman.** The Vice Chairman shall perform the duties of the Chairman-Elect in the event of absence or disability, and shall perform such other duties as requested by the Board of Directors.
- Section 8. **Treasurer.** The Treasurer shall be the chief financial Officer of NAA, shall supervise the custody and the disbursement of NAA funds and other assets, shall be the custodian of the financial records of NAA, and shall have charge of the investment of the NAA's funds, subject to the direction or approval of the Board of Directors. The Treasurer will chair the Budget and Finance Committee. The Treasurer shall provide to the Board and the Assembly of Delegates at their regularly scheduled meetings an accounting of the financial condition of NAA and arrange for an independent financial audit at the close of NAA's fiscal year.
- Section 9. **Secretary.** The Secretary shall keep the corporate records and seal of NAA and perform such other duties as are customary to the office, including acting as Secretary for the Board of Directors.

ARTICLE XI - STAFF

- Section 1. **President.** The Board of Directors shall employ a salaried Chief Administrative Officer who shall be titled President and whose terms and conditions of employment shall be specified by the Board of Directors.
- Section 2. **Responsibility.** The President shall be responsible for the management of the Association in accordance with the budget, programs, and Policies & Procedures established by the Board of Directors. The President shall employ all staff members and direct the activities of the staff and shall perform such other duties as directed by the Board of Directors.

ARTICLE XII - COMMITTEES

- Section 1. **Standing Committees.** The Association shall have the following Standing Committees: Legislative Committee, Nominating Committee, Membership Committee, Budget and Finance Committee, Education Conference Committee, and Independent Rental Owners Committee.
- Section 2. **Appointments.** The NAA Chairman of the Board shall appoint the Chairperson of each committee. No paid staff employee of NAA or any affiliated association may serve as a Chairperson of any committee. Committee members will be appointed in accordance with Policies and Procedures.

BYLAWS OF THE NATIONAL APARTMENT ASSOCIATION

- Section 3. **Other Committees.** The Chairman of the Board and the Board of Directors may establish additional committees and task forces to address the needs of the Association.
- Section 4. **Special Meetings.** When, in the judgment of any Committee, unfinished business needs to be concluded or a question shall arise which it believes should be put to a vote, and where it deems it inexpedient to call a special meeting for such purpose, the Committee may authorize a vote by mail, email or telephone. The question thus presented shall be determined according to a majority of the votes received as outlined in the Policies & Procedures after such submission to the Committee; provided that in each case, votes of at least fifty-one percent (51%) of the number of Committee members shall be received.

ARTICLE XIII - COUNCILS

- Section 1. **Creation.** Councils, Institutes, Boards, Societies, and Foundations, or any other such entities, may be established only by majority vote of the Assembly of Delegates. These entities must provide appropriate policies and bylaws, which are subject to the approval of a majority of the Board of Directors of NAA.
- Section 2. **National Suppliers Council (NSC).** There shall be a class of membership composed of individuals or business firms who service, supply, or otherwise deal with rental housing and other businesses or institutions who are interested in the promotion of the rental housing industry. Members of the NSC shall pay dues to NAA as established by the Assembly of Delegates. NCS membership is open to all supplier members of NAA. NSC members must be a member of at least one (1) Affiliated Association. If there is no affiliated association in their area, then they must join NAA as a direct member. Membership to the NSC is subject to the approval of a majority vote of the Board of Directors.
- Section 3. **Association Executive Council (AEC).** All association staff of affiliated associations and the President of the NAA shall have an opportunity to become a member of this Council, as outlined in the AEC Bylaws. It shall be the duty of the Association Executive Council to meet to exchange ideas and to promote those ideas to the Board of Directors.

ARTICLE XIV - INDEMNIFICATION

- Section 1. **Action Against Party Because of Association Position.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that the representative is or was a director, officer, employee, or agent of the Association, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by the representative in connection with such claim, action, suit or proceeding if the representative acted in good faith and in a manner the representative reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe the representative's conduct unlawful.
- Section 2. **Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, against any liability asserted against that person because of an affiliation with NAA.

ARTICLE XV - DISSOLUTION

Section 1. By two-thirds (2/3) vote of the Assembly of Delegates, the Association may be dissolved. In such event, the assets of the Association shall be applied by the Board of Directors, or if not by the Board of Directors, by an order of the proper court, after payment of all obligations to any organization or organizations whose purposes and objectives are as near as possible to those of this Association as stated in these bylaws. In no event shall assets of the Association be distributed to or inure to the benefit of any affiliate.

Revisions

11/01/90 - 11/14/92 - 09/01/93 - 11/12/94 - 06/25/95 - 10/28/95 - 03/18/96 - 11/02/96 - 03/17/97 03/16/98
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