

# **CONSTITUTION & BYLAWS OF THE BLANK APARTMENT ASSOCIATION**

**REVISED FEBRUARY 2006**

## **CONSTITUTION**

### **Article I — Name**

- A. The name of this organization shall be the Blank Apartment Association Inc.**
- B. The organization is a State non-profit corporation.**

## **Article II Purpose and Objectives**

- A. The purpose and objectives of this organization shall be to advance the general welfare of the rental housing industry, and carry out charitable, educational, and civic purposes as follows:**
- 1. To participate in an interchange of information and experience with national, state, and local affiliated associations.**
  - 2. To encourage within the multi-unit housing industry a high appreciation of the objectives and responsibilities of owners and operators.**
  - 3. To promote the enactment and enforcement of local, state, and federal laws beneficial to the apartment multi-housing industry.**
  - 4. To disseminate useful information to all members and inspire them to further educate themselves in the practical features of their apartment operations.**
  - 5. To advocate a Code of Ethics to maintain high professional standards and sound business methods among its members for the best interest of the industry and the public.**

## **Article III – Membership**

- A. There shall be three types of membership as follows:**
- 1. Owner Member:**
    - a. An owner of rental housing in Blank.**
  - 2. Owner-Management Company**
    - a. This classification shall include members who own/or company manage rental units, apartments and other multi-unit dwellings.**

### **3. Associate Member**

- a. A vendor of goods and services to owner and management companies of multi-dwellings in Blank.**

### **Article IV — Dues**

- A. Dues and all matters pertaining thereto shall be established and regulated by the Board of Directors.**
- B. The Board of Directors shall meet when called by the President or one-third of the directors. A majority of the Directors shall constitute a quorum.**
- C. Special meetings may be called by the Board of Directors or by the President or upon petition of one-third of the membership to the President. Any call for such special meeting shall state the purpose, time, and place of the meeting and shall be issued at least 10 days in advance. A majority of the members voting shall decide any matter properly brought before the special meeting.**
- D. The annual meeting of the Association shall be held in March. The fiscal year shall be January 1<sup>st</sup> to December 31<sup>st</sup>.**

### **Article V — Officers and Directors**

- A. The administration of the affairs of the Association shall be vested in a board of Directors composed of:
  - 1. President, Vice President, Secretary, Treasurer and three, five or seven additional Directors all members in good standing of the Association.**
  - 2. In addition the majority of the Board of Directors shall be comprised of owners/owner management member Directors.**
  - 3. Officers and directors shall serve one year terms. Officers and Directors shall be elected by the membership at the monthly meeting in February.****

4. All past Presidents of the Association shall be non-voting members of the Board of Directors provided each is a member in good standing of the Association.
5. The Chairman of each permanent committee must be a member of the Board of Directors.

B. An Executive Committee, composed of the President, Vice President, Secretary and Treasurer shall be responsible to the Board of Directors for conducting the ordinary business of the association. This responsibility will include the formation of plans and policies approved by the Board of Directors. Three members of the Executive Committee shall constitute a quorum.

#### **Article VI — Election**

- A. Officers shall be elected in February and officers so elected will assume their duties at the conclusion of the annual meeting in March.
- B. If more than one nomination shall have been made for an office, voting shall be by secret ballot and the nominee receiving the majority of the member votes shall be declared elected.

#### **Article VII — Committees**

- A. Permanent or Standing Committees may be appointed or eliminated by the President of the Association with the approval of the Board of Directors.

#### **Article VIII — Headquarters**

- A. The office of the Association shall be designated by the Board of Directors.

## **Article IX — Limitation of Liability**

**A. The Association shall indemnify every officer, his heirs, executors, and administrators against all loss, cost, and expense, including fees reasonable incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been an officer of the Association, except as to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Association is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his duty as such as officer in relation to the matter involved. The forgoing rights shall not be exclusive for other rights to which such officer may be entitled. All Liability, loss, damage, cost and expenses incurred or suffered by the Association by reason arising out of or in connection with the forgoing indemnification's provisions however, that nothing in this Article contained shall be deemed to obligate the Association to indemnify any member who is or has been an officer of the Association, with respect to any duties or obligations assumed or liabilities incurred by him under and by virtue of the Associations' Bylaws as a member covered thereby.**

## **Article X — Amendments**

**A. This constitution may be amended by an affirmative vote of two-thirds of the members present at a regular, annual, or special meeting of the Association, provided that such amendment shall have been approved first by the Board of Directors and that such proposed**

**amendment has been published in writing at least ten days prior to the meeting which action is to be taken.**

# **BYLAWS**

## **Section 1 —Definition**

**A. Bylaws of the Blank Apartment Association, Inc. may be established or amended in support and implementation of the Blank Apartment Association, Inc. as set forth in the constitution**

## **Section 2 — Membership**

**A. Membership application must be approved at a meeting of the board of Directors by a majority of the Directors present and voting. Each member shall have one vote and all members shall have the same rights and privileges. A member may be suspended or expelled for cause after an appropriate hearing by two-thirds vote of the Board of Directors.**

**B. Individual membership in the Association is not transferable; however, the vote of a member may be cast at any meeting by any person who is a part of the member's organization, whether the member be a company or individual. Members may not hold proxies for other members.**

## **Section 3 — Dues**

**A. All membership dues as set by the Board of Directors are payable annually in advance and become due on the first day of the Association's fiscal year and on its subsequent anniversary date. Any member whose dues are in arrears for more than three months shall be suspended and dropped through due process from membership by**

action of the Board of Directors, providing written notification of the same is provided to the member.

#### **Section 4 — Elections**

- A. At the January meeting, the President of the Association shall appoint a nominating committee of three members of the Association. The President shall serve as a non-voting member ex-officio. It shall be the duty of the nominating committee to select one nominee for the office of President. If said nominee accepts the nomination, he may then become a member of the nominating committee and participate in the committee's selection of one nominee for each of the remaining offices.**
- B. Additional nominations may be submitted to the nominating committee with the consent of the proposed nominee, at least ten days prior to the meeting at which the voting is taking place. Such additional nominations must be added to the ballot before voting is done.**
- C. Voting shall be by secret ballot if additional nominations have been made. Nominees receiving a majority of the vote shall be declared elected.**

#### **Section 5 - Amendments**

- A. These bylaws may be amended by an affirmative vote of two thirds of the members present at a regular, annual or special meeting of the Association. Provided that such proposed amendment has been published in writing and received at least ten days prior to the meeting in which action is to be taken.**

**Section 6 — Rules of Order**

**A. Roberts Rules of Order, Revised, shall govern the Association and the Board of Directors in all cases where they are not inconsistent with these Bylaws.**

**ORGANIZATIONAL POLICIES  
BLANK APARTMENT ASSOCIATION**

**Section I — Officers and Duties**

**A. President**

- 1. Shall preside over all meetings of the Association.**
- 2. Shall serve as an ex-officio member of all committees.**
- 3. Shall officially represent the association to the public.**
- 4. Shall exercise general supervision over the affairs and activities of the Association.**
- 5. Shall become one of the signers on the association's checking account, which will require two signatures on each check.**

**B. Vice President**

- 1. Shall assume the duties of the president during his absence.**
- 2. Shall serve as an ex-officio member of all committees.**
- 3. Shall, in the event of the permanent vacancy of the President, automatically become President assuming all the responsibilities and duties of the office of the President until the next election.**
- 4. Shall become one of the signers on the Association's checking account, which will require two signatures on each check.**

### **C. Secretary**

**1. Shall keep the minutes of all meetings of the Board of Directors and all general meetings at which business is conducted in books provided for that purpose.**

**2. Shall compile and keep a list of those present at each meeting of the Board of Directors.**

### **D. Treasurer**

**1. The Treasurer will be responsible for moving the Association's funds as necessary at the discretion of the Board of Directors.**

**2. Treasurer will be one of three authorized signers on each check.**

**3. Shall present at each Board meeting in conjunction with the bookkeeper, income and expense statements, balance sheet, accounts payable and accounts receivable.**

## **Section II — Association Executive**

**A. The Board of Directors shall engage the services of a professional to fulfill the office of Association Executive. The responsibilities of the association executive shall be:**

**1. Assist the officers, board Members and committee chairman in carrying out their respective duties.**

**2. To carry out the decisions made by the Board of Directors and to assist in whatever manner necessary as determined by the Board of Directors and made part of the bylaws.**

**3. The association executive shall report directly to the President of the Association.**

### **SECTION III — OFFICERS AND DIRECTORS**

- A. Other than the president, in case of the absence or disability of any officer or Director, the Board of Directors may appoint a person to perform the duties of the officer or board member during such absence or disability.**
- B. Any member of the Board of Directors failing to attend three consecutive meetings of the board of directors, without a written excuse acceptable to the Board of Directors, shall be considered as having vacated his office. Said vacancy to be automatically filled by the Board of Directors.**

### **SECTION IV - STANDING OR PERMANENT COMMITTEES**

#### **A. Membership**

- 1. Plan and carry out a continuous membership drive each year.**
- 2. Welcome and introduce new members and guests at regular meetings.**

#### **B. Ethics**

- 1. To receive and process all complaints received against members of the Association.**

#### **C. Political Action**

- 1. To be constantly aware of and involved in all political activities on all levels of government relating to and or affecting the multi-housing industry in Blank.**
- 2. To disseminate this information to the Association to recommend appropriate action where necessary, and to follow through on decisions made by the Association.**
- 3. Whenever appropriate to involve county and city officials in activities of the Blank Apartment Association.**

#### **D. Program**

- 1. Is responsible for preparing and presenting suitable programs at regular and special (such as holidays) meetings of the Association.**
- 2. To setup and carry out regular planned classes, courses and/or seminars dealing with all phases of the multi-housing industry.**
- 3. Owners/owner management company members should produce funds for their personnel to participate.**

#### **E. Trade show**

- 1. To plan and carry out an annual trade show giving all those involved in multi-housing the opportunity to meet together with the trade association in a most congenial atmosphere where the various services and merchandise available may be presented and discussed on a personal and informational basis.**

#### **F. Publicity**

**I. Handle all newspaper releases, pictures, etc, regarding the activities of the Association during the year.**

**G. Special Projects**

**I. To seek, recommend, and establish ways and means to continually enhance the prestige and influence of the Blank Apartment Association, Inc. by participation in or establishment of community related activities such as community drives, providing scholarship funds, etc..**

**SECTION V — SPECIAL AND TEMPORARY COMMITTEES**

**A. Special and temporary committees may be appointed or eliminated by the President of the Association with the approval of the Board of Directors.**

