



ARTICLES OF INCORPORATION
&
BYLAWS

FOR

OLYMPIA THURSTON COUNTY CHAPTER
OF NATIONAL ASSOCIATION OF RESIDENTIAL
PROPERTY MANAGERS
(NARPM)

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**ARTICLES OF INCORPORATION
OF
THURSTON COUNTY WASHINGTON CHAPTER
NATIONAL ASSOCIATION OF RESIDENTIAL PROPERTY MANAGERS**

The undersigned, for the purpose of forming a corporation under the nonprofit law of the State of Washington, *RCW 24.03*, hereby adopts in duplicate the following Articles of Incorporation:

NAME: ARTICLE I

The name of the corporation shall be: Olympia Thurston County Washington Chapter of National Association of Residential Property Managers or Olympia Thurston County NARPM.

DURATION: ARTICLE II

The duration of the non-profit corporation's existence shall be perpetual.

PURPOSES: ARTICLE III

The purposes of which the corporation is organized are as follows:

1. Establish a permanent trade association in the residential property management industry the Thurston County geographical area.
2. To promote a standard of business ethics, professionalism and fair practices Among its members.
3. To establish and promote education of its members.
4. To provide and promote an exchange of ideas regarding residential property management.

GENERAL PROVISIONS: ARTICLE IV

- 4.1 Amendment of Articles. The corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles of incorporation in a manner now or hereafter prescribed or permitted by statute. All rights of the members and officers of the corporation are granted subject to this reservation.

- 4.2 Bylaws. The power to adopt, alter, amend or repeal the Bylaws of the corporation or to adopt new Bylaws for the corporation shall be vested in the Executive Committee, subject, however to the power of the members to alter, amend or repeal and approve such Bylaws or to adopt new Bylaws.
- 4.3 Voting. At each election of officers, each member entitled to one vote as such election.

INITIAL REGISTERED OFFICE AND AGENT; ARTICLE V

- 5.1 The address of the initial registered office of the non-profit corporation in the State of Washington shall be:

855 Trosper Rd. #108 - 113
Tumwater, WA 98512

- 5.2 The registered agent of the non-profit corporation at such address shall be:

Sandra L. Burkhamer
3 County Farm Rd., #6
Montesano, WA 98563

EXECUTIVE COMMITTEE: ARTICLE VI

- 6.1 The number of executive officers constitution the Executive Committee shall be five (5). Each officer shall serve until the first annual meeting of the members and until his or her successor is elected and qualified. The name and address of each officer is:

<u>Name</u>	<u>Position</u>	<u>Address</u>
<u>Sandra L. Burkhamer</u>	<u>President</u>	<u>323 W. Heron St., Ste. #2</u> <u>Aberdeen, WA 98520</u>
<u>Lee Blyle</u>	<u>Vice President</u>	<u>6101 Capitol Blvd., Ste. B</u> <u>Olympia, WA 98501</u>
<u>Teri Preston</u>	<u>Treasurer</u>	<u>PO BOX 885</u> <u>Olympia, WA 98507</u>
<u>Jennifer Lindsay</u>	<u>Secretary</u>	<u>2413 Pacific Ave., SE, Ste. C</u> <u>Olympia, WA 98501</u>

6.2 The number of officers of the corporation shall be fixed as provided by the Bylaws, and may be changed from time to time by the amending the Bylaws.

INCORPORATIONS: ARTICLE VII

The names and address of each incorporator is:

<u>Name</u>	<u>Position</u>	<u>Address</u>
<u>Sandra L. Burkhamer</u>	<u>President</u>	<u>323 W. Heron Ste. #2</u> <u>Aberdeen, WA 98520</u>
<u>Lee Blyle</u>	<u>Vice-President</u>	<u>6101 S. Capitol Way</u> <u>Olympia, WA 98501</u>
<u>Teri Preston</u>	<u>Treasurer</u>	<u>PO BOX 855</u> <u>Olympia, WA 98507</u>
<u>Jennifer Lindsay</u>	<u>Secretary</u>	<u>2413 Pacific Ave. SE, Ste. C</u> <u>Olympia, WA 98501</u>

DISSOLUTION: ARTICLE VII

In the event of dissolution of the corporation, the net assets are to be distributed as follows to Current Olympia Thurston County NARPM Members:

Net assets divided by number of current NARPM members in the Olympia Thurston County Washington Chapter as evidenced by the membership list from the National Secretary.

Sandra L. Burkhamer

Date

Lee Blyle

Date

Teri Preston

Date

Jennifer Lindsay

Date

IN WITNESSS WHEREOF, each incorporator has signed these Articles in duplicate this _____ day of _____, 200__.

Witness/Signature

Print Name

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Sandra L. Burkhamer, hereby consent to be the Registered agent in the State of Washington for the corporation herein named. I understand that as agent for the corporation, it will be my responsibility to accept Service of Process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation or of any change in the Registered Office address of the corporation of which I am agent.

Dated: _____, 2001.

Signature

**BYLAWS
of**

Olympia Thurston County Washington Chapter of the National Association of Residential Property Managers.

ARTICLE I

Name, Purposes, Powers and Definitions.

Section A: Name

The name of this organization shall be Olympia Thurston County Chapter of the National Association of Residential Property Managers, Inc., hereinafter referred to as the Chapter.

Section B: Purpose

The purposes of which the organization is established are to:

1. Establish a permanent trade association in the residential property management industry in the Thurston County geographical areas.
2. To promote a standard of business ethics, professionalism and fair practices among its members.
3. To establish and promote education of its members.
4. To provide and promote an exchange of ideas regarding residential property management.

Section C: Powers

The Chapter may exercise all powers granted to it as a corporation organized under the non-profit corporation laws of the State of Washington.

1. The Chapter shall be subject to all rules, regulations, ethics, standards and by laws of the National Association of Residential Property Managers, Inc.
2. Chapter Bylaws shall not conflict with those of the National Association of Residential Property Managers, Inc., hereinafter referred to as the National Association.

Section D: This Chapter's geographical definition shall be:

All the area included within the boundaries of the political division known as Thurston County and all the area included within the boundaries of the political division known as Southwest Washington Counties until said county starts its own chapter.

ARTICLE II

Membership

Sustaining Member, Member, Affiliate Member and Honorary Member

Section A: Sustaining Member:

A Sustaining Membership is an individual who is one of the founding members of the Chapter. Requirements relating to acceptance into the Sustaining Membership, suspension of Sustaining Membership, and termination of Sustaining Membership shall be identical to those specified of Members except for the following:

1. **Vote:** A Sustaining Member shall be eligible to vote in person at any regular or special meeting of the Chapter;
2. **Replacement:** A vacancy in the Sustaining Membership shall not be replaced.;
3. The Sustaining Members shall meet once a year to provide counsel and advice to the Executive Committee and Sub-committee Chairpersons regarding the future trends of the industry and to lend its membership strength to the Chapter.

Section B: Member

A member shall be an individual who is employed as a property manager or is actively seeking such employment. For the purposes of this section, a property manager is defined as a real estate licensee who is actively involved in the full-time management of residential properties either as an employee, sub-contractor, broker or designated broker.

1. Acceptance into Membership:

An applicant for membership in a Chapter shall first be a member of the National Association. A Member of the National Association may be a member of more than one Chapter as long as that member meets all requirements for each Chapter membership.

2. Vote: A Member shall be eligible to vote in person at the Annual Meeting of the Chapter in which officers are elected. The vote shall be done in person. A Member shall be eligible to vote at any meeting of Sub-committees upon which the Member serves, if any.

Section C: Affiliate Member

An Affiliate Member shall be a business entity which provides products or services to the residential property manager. Requirements relating to acceptance into Affiliate Membership, suspension of Affiliate Membership shall be identical to those specified for members, except that Affiliate Members are not eligible to vote; However, Affiliate Members can serve in advisory positions to the Executive Committee or Chairpersons or committee members.

Section D: Honorary Membership

Honorary Membership shall be bestowed upon individuals who, in the opinion of the Executive Committee, have rendered or continued to render distinguished service to the Association or the profession of property management. Honorary Members shall pay no dues or other assessments, and shall be eligible to participate in the usual activities of the Association, except they shall be ineligible to vote, hold office or serve as a member of the Executive Committee unless they are current members in good standing in the Chapter and National Association.

ARTICLE III

Suspension, Termination and Resignation of Membership

Section A: Suspension of Membership

Suspension of Membership shall result in a Member being unable to vote in Chapter matters for a period of time designated by these or the National Association Bylaws or, where such discretion is authorized by the National Association, for any one of the following reasons:

1. Suspension of Membership: Suspension of Membership for reasons stated in Article III of the Bylaws of the National Association.

2. **Delinquency in Payments:** Failure to make any payment (except annual Chapter dues) within thirty (30) calendar days of invoice presentation, or failure to pay annual Chapter Dues in full by January 31st. Delinquency status shall remain in effect for a period not to exceed thirty (30) calendar days and shall be terminated upon payment of obligations in full or Membership will be terminated..
3. By recommendation of the Executive Committee, and approved by the by the Board of Directors of the National Association, as a result of violations of the Code of Ethics and Standards of Professionalism.

Section B: Termination of Membership

1. **Resignation:** A member may resign at any time by forwarding a letter stating such intent to the President of Secretary. The letter shall indicate the date on which the resignation is effective. No refund of Chapter of National Association dues shall be made for any reason.
2. **Failure to Pay Obligations:** Membership shall terminate automatically when a member fails to pay annual dues within sixty (60) days of January 1st, or fails to pay any other obligation within sixty (60) days of invoice presentation. Mitigating circumstances can extend the sixty (60) day period, but only if the member notifies the President or Secretary of such circumstances before the sixty (60) day period has expired.
3. By recommendation of the President to the Executive Committee, a sustaining vote by the Executive Committee and approval by the Board of Directors of the National Association as a result of a violation(s) of the Codes of Ethics and Standards of Professionalism.

Section C: Reinstatement of Membership

A former Member still meeting all Membership requirements shall be reinstated:

1. Upon request, if such request is received during the calendar year during which a resignation occurs.
2. Upon request, provided that all financial indebtedness incurred has been paid and is current.

3. After a waiting period of one calendar year from the date of termination as a result of a Presidential request or by an action of the Board of Directors of the National Association.
4. Upon request through the normal application procedures, if the resignation occurred beyond the current fiscal year.

ARTICLE IV:

Executive Committee:

Section A: Responsibilities.

The Executive Committee, hereinafter known as The Committee, shall have responsibility for the management of the Chapter and shall exercise all rights and powers not expressly reserved by these Bylaws or the Bylaws of the National Association. Such management responsibilities shall include, but not be limited to:

1. Establishing and implementing an organization framework for the Chapter.
2. Establishing new or modifying existing operating rules that are not inconsistent with these Bylaws, the Bylaws of the National Association or their intent. Recommendations of all changes to the Bylaws must be submitted to Chapter members. Upon the approval of a majority of Chapter Members, the changes to the Bylaws must be submitted to the Board of Directors of the National Association for approval.
3. Establishing annual Chapter dues, application fees and special assessments.
4. Establishing new committees and dissolving existing committees.

Section B: The Executive Committee:

All Executive Committee members should faithfully attend all executive committee meetings, the Executive Committee, hereinafter known as the Committee, shall be composed of Six (6) Officers. The Officers are as follows and any Committee Chairs as the officers deem appropriate:

1. President: The President shall:
 - a. be the Chief Executive Officer of the Chapter;
 - b. preside at all meetings of the Chapter;
 - c. act as an alternate signatory for funds withdrawn from the Chapter account(s);
 - d. sign all legal documents;

- e. undertake responsibility for such other activities as deemed appropriate by the committee;
 - f. serve a term of one year beginning on July 1st.
2. **First Vice-President: The First Vice-President shall:**
- a. act as an alternate signatory for funds to be withdrawn from the Chapter account(s);
 - b. fulfill the responsibilities of the President during his/her absence;
 - c. replace the President at the end of the fiscal year;
 - d. automatically accede to the Presidency during a calendar year when the Presidency becomes vacant;
 - e. undertake other activities as are deemed appropriate by the President;
 - f. serve a term of one year beginning on July 1st;
 - g. report activities and information gleaned from guest lecturers to the Residential Resource;
 - h. serve a term of one (1) year beginning of the July 1st.
3. **Second Vice President: The Second Vice-President shall:**

The Second Vice President shall act as the Chapter Meeting Coordinator. Under the direction of the Committee, the Second Vice President shall:

- a. coordinate speakers and lecturers that are relevant to the residential industry of Chapter meetings;
 - b. undertake responsibility for such other activities as deemed appropriate by the committee;
 - c. serve a term of one year beginning on July 1st;
 - d. notify all Chapter Members of upcoming meetings including but not limited to:
 - i. the time, date and location of said meeting;
 - ii. Chapter business to be conducted;
 - iii. guest lecturers who will be speaking.
4. **Secretary: The Secretary shall:**
- a. maintain a current chapter Membership directory;
 - b. record said directory with the National Association's Membership Committee;
 - c. record, maintain and distribute minutes of all regular and special meetings of the Committee as appropriate;
 - d. file all Federal, State and local reports as needed;
 - e. undertake responsibility for such other activities as deemed appropriate by the Committee.

5. Treasurer: The Treasurer shall:
- a. be a signatory for all funds withdrawn from Chapter account(s);
 - b. distribute annual renewal notice for Chapter dues and special assignments;
 - c. deposit all funds into a Federally Insured financial institution;
 - d. prepare a financial report for the Committee upon request;
 - e. prepare and end-of-fiscal year report for the Treasurer of the National Association;
 - f. file tax and other financial reports the appropriate government agencies;
 - g. undertake responsibility for other such activities as deemed appropriate by the committee;
 - h. serve a term of one (1) year commencing with the beginning of the calendar year.
6. Immediate Past President: The Past President shall:
- a. serve in an advisory position to the Executive Committee and the President;
 - b. serve as a Membership chair.

ARTICLE V.

Section A: Eligibility:

To be eligible to serve as a Chapter Officer, an individual shall be a member in good standing with both the Chapter and the National Association. Furthermore, the Chapter member must be willing to fulfill the duties of the office to which they are elected, including those duties relating to the National Association.

Section B: Notification of Members:

Chapter members shall be notified in writing, via the Chapter newsletter, fax, or by special mailing, of the pending election and nominations solicited from Chapter Members at least Thirty (30) days prior to the last regularly scheduled chapter meeting before the end of May. Nominations shall be done in two ways:

- a. Write-in: any member who writes in the name of a nominee shall provide a signed letter from the individual so nominated indicating the said individual's willingness to serve if elected;
- b. In Person: any member who is present during the electoral process can be nominated.

Section C: Elections:

Elections shall be conducted in the last regularly scheduled Chapter meeting prior to the end of June.

1. **Presiding Authority:** The outgoing President shall conduct the election. The outgoing President can delegate the electoral process to the President-Elect or any other chapter Member provided that member is not a nominee.
2. **Quorum:** If due notice was given to a Chapter members, a Quorum need not be present to make the proceedings official.
3. **Uncontested Offices:** The Presiding Authority shall identify those Offices for which there is only none nominee. Upon a motion to close the nominations for such offices, that nominee shall be considered duly elected.
4. **Contested Offices:** In the case of contested offices(s), each office shall be dealt with through a ballot presented to those who are in attendance at the Chapter Meeting. The nominee receiving a simple majority shall be elected to the position.

Section D: Term of Office:

An Officer's term of office shall commence with the beginning of the month of July and conclude at the end of June.

Section E: Vacancy:

An office shall be declared vacant when an Officer:

1. resigns that office through written notification to the President or the Secretary;
2. is no longer eligible for Membership in the Chapter or the National Association;
3. is no longer capable of fulfilling duties of the office involved.

Section F: Filling a Vacated Office:

In the event that the position of President is vacated, the President-Elect shall automatically fill that position and shall continue to serve as both President and President-Elect. In the case of other officers, a vacated office shall be filled when:

1. more that three (3) calendar months remain before the next election at which the vacancy shall be filled;
2. by an individual nominated and approved by the Executive Committee.

ARTICLE VI**Meetings, Locations and (Majority Rules):**

Section A: The Executive Committee shall meet with the same frequency as the Chapter meetings.

1. **Notice of Regular Meetings:** With the advice and consent of the President, the Secretary shall notify all members of the Executive Committee of the date, time and place by fax or regular letter sent to each member of the Committee by the formula of:

THE FRQUENCY OF CHAPTER MEETINGS DIVIDED BY TWO (2).

- a. **For example:** if a Chapter meets monthly, then notice should be sent 15 days in advance of the meeting (30 days divided by 2 = 15 days);
 - b. **For example:** if a Chapter meets quarterly, then notice should be sent 45 days in advance of the meeting (3 months x 30 = 90 days ÷ 2 = 45 days).
2. **Waiver of Notice:** attendance by any member of the Executive Committee at a regularly scheduled meeting at which date, time and place is established for the next meeting shall constitute a waiver of notice of the next regular meeting of the Committee.

Section B: Location:

All meetings of The Chapter shall be held within the geographic definition of the Chapter. All meetings of the Executive Committee shall be held within the geographic definition of the Chapter unless otherwise waived by all the members of the Executive Committee.

Section C: Quorum:

A Majority of the Executive Committee Officers in attendance shall constitute a quorum.

Section D: Simple Majority Vote:

All actions and decisions of the Executive Committee shall be made official by simple majority vote of the members present at any regular or special meeting of the committee.

ARTICLE VII.

Subcommittees:

Section A: Appointment:

Except as otherwise stated in these Bylaws or the Bylaws of the National Association, the Chairpersons and members of all Sub-Committees shall be appointed by the President with the advice and consent of the Executive Committee.

Section B: Responsibilities:

Sub-committees shall undertake such responsibilities as are identified in these Bylaws or as may be assigned to them by the President with the advise and consent of the Executive Committees. No Sub-committee may take any action on behalf or in representation of the Chapter unless specifically authorized by the Executive Committee.

Section C: Creation and Dissolution:

The President with the advice and consent of the Executive Committee shall have the authority to create and dissolve Sub-committees according to the needs of the Chapter.

ARTICLE VIII.

Code of Ethics & Standards of Professionalism: Acknowledgment and Enforcement:

Section A: Acknowledgment:

1. Be familiar with Code:

read and be familiar with the applicable Code of Ethics to which continual adherence is mandatory for continuation of a Chapter Charter and individual membership;
2. Be unopposed to Application:

by receipt of the Chapter Charter, the Chapter does hereby formally agree to not take any legal action(s) against the National Association, its Officer(s), Director(s), Committee Chairperson(s), Committee Members(s) or the Chapter, its Officer(s), Sub-Committee Chairperson(s) or Sub-Committee Member(s) for any prescribed action

identified by these Bylaws or the Bylaws of the National Association taken for the purpose of enforcing the applicable Code of Ethics and Standards of Professionalism.

Section B: Enforcement:

It is the duty of the President of the Chapter to report all violations of the National association's Code of Ethics and Standard of Professionalism the National Association's judicial Committee. A Grievance Committee will be established to handle local chapter reports of violations for both local chapter members and affiliates. This committee will be chaired by the Secretary or his/her appointee. It will be dealing with matters concerning Code of Ethics and Standards of Professionalism violations only.

ARTICLE IX.

Financial Considerations:

Section A: Calendar Year:

The Chapter's Calendar Year shall be the same as the National Association's Calendar Year.

Section B: Dues:

A chapter has the authorization to charge annual and pro-rated dues subject to approval by the National Association.

1. Payable: dues are payable on January 1st each year;
2. Late Dues: dues will be deemed late if after January 31st, they are still unpaid;
3. Late Fees: dues received after the 31st day of January will be assessed a late fee. The late fee shall be determined by the Executive Committee;
4. Non-payment of Dues: failure to pay the annual dues within sixty (60) days after the first (1st) day of the year shall result in automatic termination of membership unless there are acceptable extenuating circumstances.

Section C: Special Assessments:

Special Assessments may be established by the Executive Committee and imposed upon its Chapter Members and/or Associate Members for a specific funding purpose. The purpose and amount of any special assessment shall be announced at a regular or special meeting of the Chapter prior to the imposition of such an assessment. No more than one special assessment may be imposed in any calendar year.

Section D: Budget:

The Treasurer, in conjunction with the Executive Committee, shall prepare an itemized budget of income and expenses for each calendar year. The Budget shall not exceed the Chapter's ability to meet those obligations.

Section E: Non-Binding:

The Chapter shall not have any authority to financially obligate or bind the National Association for any reason.

ARTICLE X.

Proposals and Procedures for Amending:

Section A: Proposals:

Amendments to these Bylaws may be proposed by any Chapter Member or Board or Director of the National Association at any time through a letter addressed to the Executive Committee and presented or mailed to the Secretary. Any such proposal shall be studied by the entire Executive Committee or an Officer of the Executive Committee or by a Sub-Committee created and/or assigned for that purpose as appointed by the President.

Section B: Procedure for Amending:

The entity assigned for the purpose of reviewing a proposed Bylaw revision shall present the proposed amendment(s) to the Executive Committee with its findings and proposed recommendations of actions. A two thirds (2/3's) majority vote of approval from The Executive Committee is necessary in order to too amend these Bylaws.

ARTICLE XI.

Miscellaneous:

Section A: Invalidity:

The invalidity of any provision of these Bylaws shall not impair or affect in any manner the validity, enforceability or affect of 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: Hold Harmless and Indemnify:

The Chapter shall hold harmless and indemnify members of the Executive Committee, Officer(s), Sub-Committee Chairperson(s) and Sub-Committee Members, as well as the National Association, its Board of Directors, Officers, Chairpersons and Committee Members who are acting within the scope of their responsibilities, duties of these Bylaws.

Section D: State Laws:

These Bylaws may be amended to conform and comply with the laws, statutes, rules and regulations of the governing bodies of local, county and/or state authorities that have jurisdiction.

Section E: Amendments to Bylaws:

All amendments shall be subject to approval by the Board of Directors of the National Association prior to their implementation or adoption by the Chapter.