|  |  |  |  |
| --- | --- | --- | --- |
| Task | Date Completed | Date Sent to NAPMW | Comments |
| Have a Formation Meeting (must have 12 people committed to membership prior to forming a local association) |  |  |  |
| Determine the cost of membership ($70.00 is the amount of national membership, any amount above $70 will be sent to the local association). |  |  |  |
| Prepare formal letter to NAPMW requesting affiliation, this must be signed by the President Elect and Recording Secretary Elect (sample attached) |  |  |  |
| Prepare and submit Operating Procedures for the local (sample attached) |  |  |  |
| Prepare and submit Bylaws for the local (sample attached) |  |  |  |
| Pay a refundable Charter Fee of $250.00 - over a period this will be sent back to local upon completion of certain tasks (see reimbursement guidelines attached) |  |  |  |
| Pay a General Liability premium- to be determined by National |  |  |  |
| Name of newly formed local (usually city or area, example  NAPMW Phoenix, NAPMW San Joaquin Valley) |  |  |  |
| List of proposed officers |  |  |  |
| List of charter members |  |  |  |
| Apply for EIN (IRS Employer Identification Number) - this is needed to open a bank account |  |  |  |
| Open bank account |  |  |  |
| Once Affiliation has been approved by the National Board, prepare a budget (sample provided). |  |  |  |
|  |  |  |  |

NATIONAL ASSOCIATION OF PROFESSIONAL

MORTGAGE WOMEN - \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

OPERATING PROCEDURES

ANTITRUST

1. Policy Purpose - The following policy is designed to minimize the risk of violating antitrust laws while at NAPMW functions, including informal discussions and written communications before, during, and after NAPMW functions. At the heart of this policy are subjects that may directly or indirectly affect competition, all of which deal with how companies compete against each other. Companies compete at many levels and in many ways, and any subject that touches on how they compete requires great care or may even be prohibited. Associations and their members are in a particularly sensitive position because so many competitors find themselves together at association functions, when the opportunity to talk about competitive subjects presents itself. Even the appearance of behavior that violates antitrust laws can lead to prosecution by the government or by companies.
2. Discussion Restrictions - Some subjects are closer to the competitive process than others. As a result, some subjects must be prohibited while others must be restricted. The lists below are not exhaustive; other topics may touch on competition and should also be avoided.
3. Prohibited Topics of Discussion - The mere discussion of or writing about the following topics may lead to a violation of the antitrust laws, therefore conversations or anything in writing dealing with any of the following subjects is prohibited:

* 1. Current pricing or pricing policies of the industry or individual members or nonmembers with respect to customers or suppliers.
  2. Terms and conditions of doing business by competitors or with customers or suppliers, such as discounts, rebates, credit terms and credit availability, warranty terms, return policies, special orders, etc.
  3. Future plans dealing with pricing, terms and conditions, product lines, levels of production, and product promotion.
  4. Speculation or predictions about what companies or other parties may do in response to business developments or government actions.
  5. Intent or willingness to serve or not serve certain customers, territories, or markets; to buy or not buy from certain suppliers; to restrict cooperation with competitors; to conduct or not conduct research on certain products; or to produce only certain types of products.
  6. Developing or revising standards that can exclude competitors; and
  7. Market shares or levels of production of any company.

4.Restricted Topics of Discussion - The following subjects should not normally be discussed at or written about before, during, or after an NAPMW function, unless they are approved in advance by NAPMW’s Board of Directors:

* 1. Current or projected profits or profit margins of companies.
  2. Current or projected costs of companies.
  3. Data on investments, sales volumes, or other prohibited topics collected as part of a member’s survey; and
  4. Hostile or negative remarks about any other industry product/service and/or member company.

FINANCES AND FISCAL YEAR

# 1. Revenue

The revenue of this Association shall be derived from:

1. Dues
2. Investment of funds

Nothing in this section shall preclude the receipt of revenues from other sources that may be determined from time to time by the Executive Board.

2. Dues

Annual dues for Regular members shall be $\_\_\_\_\_\_\_\_\_.

# 3. Payment

All checks, drafts, or other orders of payment of money, notes or other evidence of indebtedness issued in the name of the Association shall require one signature(s) on amounts under $\_\_\_\_\_\_\_\_\_. Amounts over $\_\_\_\_\_\_\_\_\_ require \_\_\_\_\_\_ signatures. The President, Vice President and Treasurer shall be the three authorized signatories, or such other officers as shall be determined by the Executive Board. The National Vice President  assigned to this Local Association shall also be an authorized signatory. All expenditures/vouchers shall be determined by the Executive Board. All expenditures/vouchers shall require approval by a majority of the Executive Board.

# 4. Budget

A proposed Budget for the Association shall be presented to the general membership for adoption at the June/July meeting

# 5. Internal Audit

An internal audit shall be made of this Association’s financial records by a qualified person, or persons appointed by the Executive Board, and shall include the newly elected Treasurer, unless Treasurer was on the Executive Board for the year being internally audited. Such internal audit shall be completed within 30 days after receipt. A written report covering the internal audit shall be submitted to the membership. The financial records shall be transferred to the incumbent Treasurer.

# 6. Financial Records

The financial records shall be submitted to the Vice President (or designee) assigned to this Local Association for internal audit or review upon request.

# 7. Account Signatory

The current Vice President assigned to this Local Association will be an authorized signatory on all accounts.

MEMBERSHIP

# 1. New Member Packet

Each new member will be presented with a copy of the Local Association Bylaws, Operating Procedures, Code of Ethics, and Roster.

# 2. Termination of Membership

1. Any member may be expelled for adequate reason by a two-thirds vote of the Executive Board. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for expulsion and does not require advance notice to the member and deliberation by the Board.
2. Any member proposed for expulsion for another reason shall be given advance written notice including the reason for the proposed expulsion. The member shall have 30 days to respond in writing to the Executive Board, and the member may request a formal hearing from the Executive Board. The Executive Board shall notify the member of its decision within 30 days of said formal hearing or upon review of the response. The member shall have the right to appeal the decision of

the Executive Board to the Ethics Committee within 30 days of the decision of the Executive Board. The Ethics Committee shall review the minutes of the formal hearing and all responses from the member and the Executive Board. The Ethics Committee may, in its discretion, hold a hearing. The Ethics Committee shall notify the member and the Executive Board of its final determination within 15 days of receipt of said appeal. The decision of the Ethics Committee shall be final and binding upon the Local Association and the member involved.

OFFICER DUTIES

1. The President shall:
   1. Preside at all meetings.
   2. Appoint a parliamentarian.
   3. Enforce the Bylaws and Operating Procedures.
   4. Appoint all committee chairmen as may be authorized by this Association or the Executive Board.
   5. Be an ex-officio member of all committees except the Nominating Committee.
   6. Perform such other duties as pertain to the Office of President, or as assigned or requested by the Executive Board.
2. The President-Elect shall:
   1. Automatically succeed to the Office of President at the conclusion of the term as President-Elect.
   2. Perform the duties of the President in her/his absence.
   3. Assist the President in performing the duties of that office as related to Local and National responsibilities.

In the event of a vacancy in the Office of President, the President-Elect shall succeed to the unexpired portion of the President’s term. This shall not preclude the President-Elect from serving the full term as President the following year.

1. The Vice President shall:
   1. Perform the duties of the President in the absence of the President.
   2. Assist the President in every way possible, and act as presidential representative when requested.
   3. Perform such other duties as may be requested by the President.
2. The Recording Secretary shall:
   1. Record all minutes.
   2. Keep a record of attendance.
   3. Have a copy of the bylaws and operating procedures available at all meetings.
   4. Retain all ballots for a period of thirty (30) days after ballots are cast.
   5. Perform such other duties as may be requested by the President.
3. The Corresponding Secretary shall:
   1. Conduct the correspondence of this Association.
   2. Send to the Vice President  assigned to this Local Association, the names and addresses of Officers immediately after their election.
   3. Perform such other duties as may be requested by the President.
4. The Treasurer shall:
   1. Receive all monies payable to this Association.
   2. Deposit receipts in a bank approved by the Executive Board in the name of the NAPMW - \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.
   3. Disburse funds upon authorization of the President or the Executive Board.
   4. Submit to the National Vice-President assigned to this Local Association, the name and address changes of members within thirty (30) days of receipt.
   5. Keep accounts and financial records and report at all meetings.
   6. Submit Association’s year-end financial report and copy of completed IRS Form 990 to the National Vice President assigned to this Local Association by August 1.
   7. Comply with IRS regulations.
   8. Assist Nationalas needed in notifying members that dues are payable or are in arrears.
   9. Perform such other duties as may be requested by the President.
5. The Director shall:
   1. Perform duties as requested by the President and this Association.
6. All Officers and Directors shall:
   1. Attend all meetings of the Executive Board...
   2. Deliver to respective incoming Officers and Directors, all records, books, papers, and other property belonging to this Association, on a date set by the incoming president.
   3. Subscribe to the NAPMW Board Member Code of Conduct (see attachment).

EXECUTIVE BOARD

# 1. Duties

1. Approve routine expenditures.
2. Review proposed projects.
3. Make recommendations to this Association.
4. Transact business approved by this Association.

# 2. Removal from Office

1. An Officer or Director may be removed from office for failure to attend three (3) Executive Board Meetings.
2. In the absence of extenuating circumstances, failure of the members of the Executive Board to attend three meetings of the Executive Board shall constitute a breach of office. In the event this breach of office occurs, a letter of inquiry shall be sent to the absent Board member, with a provision to respond within 10 days as to their future interest. If no response is received within 10 days, the Executive Board may expel the absent Board member for cause.

# 3. Executive Board Meetings

Executive Board shall meet on the dates, time and place determined by the Executive Board. All Executive Board meetings are open to the general membership.

# 4. Reports

The Recording Secretary is to index all completed motions. Copies of the minutes of each Board meeting will be sent by mail or e-mail, to all members of the Executive Board within 10 days. A copy of the Treasurer’s report shall be made available to the general membership along with the general meeting minutes.

MEETINGS

# 1. Date

This Association shall meet on the dates determined by a vote of the membership or by the Executive Board.

# 2. Location

The Arrangements Chairman shall designate the Associations meeting place which shall continue regularly so long as the place, meals and prices are satisfactory to the majority of the members. Any change in the regular meeting place is to be made only after consultation with the Executive Board.

# 3. Reservations/Payment

1. Each member is obligated to pay for meals at membership meetings, in accordance with local reservation policies.
2. Non-members may be assessed an additional price as determined by the membership or the Executive Board.
3. The Association shall pay for themeals of the Association’s speakers.

# 4. Programs

1. Planned activities during the membership meetings may include, but are not limited to the following:

June - National Annual Meeting Reports

February - VIP Night

February - Nomination of Officers and Delegates

March - Elections

May - Installation of new Officers

1. A “Member of the Year” award may be made annually on VIP night or on Installation Night. A

Committee will be appointed by the President to

select the winner from candidates whose names are recommended from

the general membership. This person shall be deemed to have made the greatest contribution to the Association during the year.

NOMINATING COMMITTEE

# 1. Composition

1. The Nominating Committee shall consist of at least three (3) members for

the purpose of selecting a slate of Officers and Directors.

1. The Nominating Committee, for the next fiscal year, shall be elected by the Executive Board. Members of the Nominating Committee are not barred from becoming nominees for office themselves.

NOMINATIONS, ELECTIONS AND BALLOTING

# 1. Balloting

1. The ballots shall be prepared by the Teller/Nominating Committee.
2. The ballots used shall contain the names of the candidates, listed in alphabetical order by Officer, with an equal number of blank spaces for use in the event of nominations from the floor.
3. No member shall have more than one vote.
4. All ballots shall be retained by the Recording Secretary for a period of thirty (30) days after ballots are cast.

REPRESENTATION AT NATIONAL ANNUAL MEETING

# 1. Duties

It shall be the duty of the members receiving funding from this Association to attend all sessions. A report shall be made when determined by the Executive Board.

# 2. Expenses

The expenses of the members of the Association to such Annual Meeting will be provided for in the

Annual Budget, and as approved by the Association, dependent upon the financial condition of the Association. All expenses of the President to attend the Annual meeting shall be paid by the Association, dependent upon the financial condition of the Association.

SCHOLARSHIPS AND AWARDS

# 1. Scholarships

1. A scholarship may be awarded annually, provided funds are available, to a student or students in a real estate or a related field.
2. No funds may be donated to a member or a person related to a member for scholarships.

# 2. Awards

Awards as approved by the Executive Board in the amounts set forth in the budget may be presented to the incoming/outgoing President as a part of the installation ceremonies.

COMMITTEES

# 1. Duties

All committee chairmen shall be responsible to the Executive Board, and shall submit all expenditures for approval, prior to execution.



LOCAL ASSOCIATION BOARD MEMBER CODE OF CONDUCT

As a member of the Board of Directors, I will:

· Listen carefully to my fellow Board Members;

· Carefully consider and respect the opinions of my fellow Board members;

· Attempt to communicate the needs of those we serve to the Board of Directors;

· Bring to the attention of the Board any issue I believe will have a significant effect on our organization or those we serve;

· Keep well-informed of developments relevant to issues that may come before the Board;

· Participate actively in Board Meetings and actions and not discuss elsewhere what I am unwilling to discuss in Board Meetings;

· Recognize the authority invested in the Board;

· Respect and support all majority decisions of the Board;

· Refer complaints directly to the proper level on the chain of command;

· Recognize my job is to ensure that the organization is well-managed, not necessarily manage the organization;

· Represent all those whom this organization serves vs. geographic or special interest groups;

· Consider myself a “trustee” of the organization and do my best to ensure it is well-maintained, financially secure and always operating in accordance with our stated objectives, Bylaws and Operating

Procedures;

· Work to learn how to do my job better;

· Acknowledge conflicts of interest between my personal life and my position on the Board, and abstain from voting or attempting to influence issues about which I am conflicted;

· Understand that I am always representing the Association in public; and

· Dress professionally as I am a member of the Board of Directors;

As a member of the Board of Directors, I will not:

· Criticize fellow Board members or their opinions, outside of the Board room;

· Use the organization or my position for my personal advantage or that of my friends, relatives, or associates;

· Discuss the confidential proceedings of the Board outside the Board room;

· Promise how I will vote on any issue before hearing the discussion and becoming fully informed on that issue;

· Interfere with the duties of staff or undermine the authority of our National Executive Staff to perform their duties;

· Speak for on behalf of the organization unless specifically authorized to do so; and participate in behavior that is unbecoming an officer of the Association.

Acknowledged by:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Signature)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Printed Name)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Position on the Board)

# \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Date)

NATIONAL ASSOCIATION OF PROFESSIONAL

MORTGAGE WOMEN - \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

MODEL BYLAWS

# ARTICLE I – NAME AND POLICY

1.1 Name

The name of this Association shall be the National Association of Professional Mortgage Women - \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

1.2 Policy

This Association shall be nondiscriminatory and nonprofit, governed by the Articles of Incorporation, Bylaws, Operating Procedures and Code of Ethics of the National Association of Professional Mortgage Women. It is the undeviating policy of this Association to comply strictly with the letter and spirit of all federal, state, and applicable international trade regulations and anti-trust laws. Any activities of the Association or Association-related actions of its Officers, Directors, or members, which violate these regulations and laws, are detrimental

to the interest of the association and are unequivocally contrary to the Association policy.

# ARTICLE II- PURPOSE

The purpose of this Association shall be:

1. To promote and foster educational opportunities for its members.
2. To maintain the high standards of the profession.
3. To work for equal recognition and opportunities for women.
4. To bring together it’s members for the exchange of experiences, ideas, and interests in all phases of mortgage banking on the local, region and national levels.
5. To encourage women to choose the mortgage banking profession as a career.

# ARTICLE III – MEMBERSHIP

Membership in this Association shall be: Regular

3.1 Eligibility

1. Individuals currently or previously employed in mortgage banking or related fields are eligible for membership.
2. Individuals interested in and/or seeking education and/or employment in mortgage banking or related fields are eligible for membership.

3.2 Regular Membership

1. Shall be open to individuals in accordance with Article III, 3.1.
2. Shall be eligible to vote if current dues are paid.

3.3 Limitation

1. Membership shall be Regular in one Local Association
2. Membership is non-transferable from one individual to another.

* 1. Transfers

Any member is good standing of another Local Association may transfer their membership to this Association upon application.

* 1. Termination

Any member may be expelled for adequate reason by a two-thirds vote of the Executive Board. Failure to pay dues or failing to comply with NAPMW Articles of Incorporation, Code of Ethics, Bylaws, Operating Procedures or with any State or Federal Laws, including conviction of any felony crimes including but not limited to any form of fraud or misrepresentation in the performance of their responsibilities may be terminated in accordance with Termination of Membership procedures outlined in the National Operating Procedures.

* 1. Reinstatement

Membership may be reinstated upon approve of the Board of Directors

ARTICLE IV – FINANCE AND FISCAL YEAR

4.1 Dues

# a. New/Renewal

Annual dues for all members become due on the anniversary date of membership and delinquent thirty (30) days thereafter.

1. Dues are payable in advance.
2. Dues are non-refundable.

# b. Regular

1. Annual Local Association dues shall be established by vote of the membership.
2. Total dues shall be sufficient to cover this Association’s operating expenses and the current National dues. c. Transfers
3. Dues for a member transferring to this Association shall be established by the Executive Board and shall not include

the National dues for the current fiscal year if previously paid.

1. Dues paid to this Association by a member who transfers to

another Local Association shall not be transferred with their membership.

* 1. Bonding

Any officer or chairman who handles funds of this Association shall post a bond for a sum sufficient to protect this Association from loss, as required by the Executive Board.

* 1. General Liability Insurance

The Local must meet general liability insurance requirements as determined by the National Board.

* 1. Fiscal Year

. The fiscal year shall be from June 1 through May 31.

# ARTICLE V – EXECUTIVE BOARD

5.1 Composition

The officers shall constitute the Executive Board.

5.2 Duties

Perform the duties as defined in this Association’s Operating Procedures or as necessary to conduct the business of this Association or to enforce these

Bylaws.

ARTICLE VI–OFFICERS, DIRECTORS, QUALIFICATIONS,

# DUTIES & TENURE

6.1 Officers

The officers of this Association can be those members who will best serve the association, as long as there is a President, Secretary and Treasurer~~.~~ The local may or may not elect to have Directors.

6.2 Qualifications

1. A candidate for local office must be a Regular member in good standing~~.~~
2. A candidate for local office shall be employed in accordance with the definition of mortgage banking and related fields.
3. A candidate for Treasurer must have completed nationally approved Treasurer training prior to taking office.

* 1. Duties

The Officers and Directors shall perform those duties usual to the positions and defined in these Bylaws and this Association’s Operating Procedures.

* 1. Tenure

1. The officers and/or directors elected shall assume their respective duties on June 1 of the current year.
2. The Officers and/or Directors shall serve for a term of one (1) year or until their successors are elected.
3. An involuntary change in employment status of an Officer and/or Director shall not be cause for termination.

6.5 Vacancies

1. A vacancy in the Office of President shall be filled by the President- Elect (or Vice President if the Local Association has no President- Elect position).
2. All vacancies in elective offices, including Directors, except that of the President and President-Elect, shall be filled for the unexpired term by appointment of the President, with the approval of the Executive Board. (President-Elect, if intended to succeed to the President position the next term, must be elected.)

6.6 Removal from Office

Any officer and/or director may be removed from office for cause, as defined in this Association’s Operating Procedures, by a two-thirds vote of the Executive Board.

# ARTICLE VII – MEETINGS

7.1 Regular

1. The number of meetings of this Association shall be determined by a vote of the membership or by the Executive Board.

1. 25 percent of the membership shall constitute a quorum.

1. Meetings of the Executive Board shall be determined by the

Executive Board.

1. Three (3) members shall constitute a quorum.

7.2 Special

1. Meetings of the Association may be called at any time by the President or by a majority of the Executive Board, provided written notice is given each member at least ten (10) days prior to said meeting.
2. Meetings of the Executive Board may be called by the President, or by a majority of the Board, provided written notice is given each member at least ten (10) days prior to said meeting.

7.3 Installation

The Officers and/or Directors (if elected) may be installed at the May meeting of this Association.

# ARTICLE VIII – COMMITTEES

8.1 Committees

1. This Association can determine those Committees it deems necessary to meet its goals. Some that may, but that do not have to be included are as follows:

Budget Internal Audit

Bylaws Nominating

Education Services and Resources

Membership

1. The President of the Association may appoint whatever committees deemed necessary.

ARTICLE IX – NOMINATIONS, ELECTIONS AND BALLOTING

* 1. Nominating Committee

The Executive Board shall elect a Nominating Committee as set forth in this Association’s Operating Procedures.

* 1. Nominations

a. Officers and/or Directors

* 1. Candidates shall be Regular members in good standing.
  2. The Nominating Committee shall present the slate of nominees to all members at/or before the February meeting via mail or electronic medium as determined by the Executive Board.
  3. Additional nominations shall be permitted by members at the March Meeting or via mail or electronic medium as determined by the Executive Board, for a period of 30 days after receipt of the proposed slate of officers from the Nominating Committee. At the end of 30 days, the President will declare Nominations closed and present to the membership either at the March meeting or via mail or electronic medium, as determined by the Executive Board, the names of all proposed candidates for office.

9.3 Elections

a. Officers and Directors

* 1. Shall be elected by ballot at/or before the April meeting

by mail or electronic medium as determined by the Executive

Board.

* 1. If there is only one candidate for an office, the proposed slate becomes the elective ballot for the officers of the Association.

9.4 Voting

a. Voting shall be in accordance with this Association’s Operating

Procedures and by whatever means is best for the Association. b. No voting by proxy shall be allowed.

1. No voting by absentee ballot shall be allowed.
2. A majority of all votes cast for any office shall constitute an election.

ARTICLE X – NATIONAL ANNUAL MEETING REPRESENTATION

10.1 This Association may provide funds to members in good standing to attend the National Annual Meeting as set forth in their local Operating Procedures.

# ARTICLE XI – ETHICS and STANDARDS

11.1 Ethics

All members of NAPMW shall adhere to the Articles of Incorporation, Bylaws, Operating Procedures, Code of Ethics, and comply with all Federal and State laws relating to, but not limited to, any form of fraud or misrepresentation in the performance of their responsibilities of their profession.

# ARTICLE XII – OPERATING PROCEDURES

12.1 Operating Procedures

A set of Operating Procedures shall be established.

# ARTICLE XIII – DISSOLUTION

This Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and upon dissolution no part of said funds shall inure to or be spent on behalf of the members or be distributed to the members of this Association or any organization not affiliated with NAPMW. On dissolution of this Association, any income or assets remaining shall accrue to the Association’s respective National Treasury.

ARTICLE XIV – INDEMNIFICATION OF OFFICERS,

# DIRECTORS, EMPLOYEES & AGENTS

14.1 Indemnification of Officers, Directors, Employees and Agents

1. No Officer or Director or former Officer or Director of this Association shall be personally liable to this Association or to its members for monetary damages for any conduct as an Officer or Director, provided, however, that this section shall not eliminate or limit the liability of a knowing violation of law by an Officer or Director or for any transaction from which the Officer or Director will personally receive a benefit in money, property or services to which an Officer or Director is not legally entitled; and provided this limitation shall not eliminate or limit the liability of an Officer or Director for any act or omission prior to the date when this provision becomes effective.

1. Each Officer or Director shall be indemnified by this Association against all expenses reasonably incurred by him/her in connection with an action suit or proceeding to which he/she may be a party defendant with which he/she may be threatened by reason of his/her being or having been a Director or Officer of this Association or by reason of having acted pursuant to a resolution of the Executive Board, but an Officer or Director shall not be indemnified for any matter for which he/she is held liable for failing to act in good faith or in a manner opposed to the best interests of the corporation. The term “expenses” includes the amount paid in satisfaction of a judgment or in the settlement of a claim if the settlement is approved by a major of the members of the Executive Board of the Association other than those involved or by a majority of a committee of five or more members of the Association who are not Officers or Directors so involved appointed by the President, subject to the approval of the Executive Board. The right of indemnification under this article shall not exclude any other right to which an Officer or Director may be entitled nor restrict the Association’s right to indemnify or reimburse an Officer or Director in a proper case even though not specifically provided for herein.

# ARTICLE XV – MERGER

15.1 Voting

If this association chooses to merge with one (or more) other Local Association(s), there must be an affirmative vote of 2/3 of the Regular Members in good standing.

15.2 Funds

Funds from Associations being merged will be combined to create the treasury of the new Association.

15.3 Procedures

The merger is to be accomplished in accordance with National Operating Procedures and under the guidance of the National Board, or its designee.

# ARTICLE XVI – AMENDMENTS

16.1 Proposed Amendments

1. Amendments to the Bylaws may be proposed by the Executive Board or a Regular member of this Association.
2. Proposed amendment or amendments shall be presented at a regular or special meeting or via mail or electronic medium.

16.2 Voting

1. Proposed amendment or amendments shall be sent via mail or  electronic medium to the last known address of each member at least thirty (30) days prior to voting.
2. These Bylaws may be amended at any meeting by a two-thirds vote of the members present, provided a quorum is present or via mail or electronic medium.

16.3. Effective Date

Final adoption of all amendments to these Bylaws shall be contingent upon approval of the National Bylaws Coordinator.

16.4 Compliance

Changes required to bring these Bylaws into conformity with the National Bylaws shall be made without the necessity of a vote of this Association.

ARTICLE XVII – PARLIAMENTARY AUTHORITY

The current edition of Robert’s Rules of Order, Newly Revised, shall be the parliamentary authority and shall govern all proceedings of this Association, subject to such special rules as may be adopted.

The fee for chartering a Local Association shall be $250.00 with a structured reimbursement of that $250.00 charter fee as follows: $100.00 once the membership reaches twenty 20 members; $50.00 for holding 6 consecutive education events; $50.00 for turning in timely meeting and treasurer reports for 12 months; consecutively; $50.00 for filing year-end financial reports per the Financial Management Handbook.

Instructions for a local association to apply for an EIN as of 1.6.23

https://www.irs.gov/businesses/small-businesses-self-employed/how-to-apply-for-an-ein

Apply Online, click on Internet EIN

Next click on Apply Online Now

A box will pop up (Sa.www4.irg…..) click OK

Begin Application >>

What type of legal structure is applying for an EIN?

Click View Additional Types, Including Tax-Exempt and Governmental Organizations – Continue >>

Additional Types

Click Other Non-Profit/Tax-Exempt Organization – Continue >>

Please confirm your selection.

No boxes to check, just click Continue >>

Why is the Non-Profit/Tax-Exempt Organization requesting an EIN? Click Started a new business box – Continue >>

Please tell us about the Responsible Party – this should be the association President or Treasurer

* First name \* - Enter the first name of the association President or Treasurer
* Last name \* - Enter the last name of the association President or Treasurer
* SSN/ITIN \* - Enter the social security number or individual taxpayer identification number of the person you entered as the name (President or Treasurer).

Choose One: \*

Click the box: I am a responsible and duly authorized member or officer having knowledge of this organization’s affairs. Continue >>

Where is the Non-Profit/Tax-Exempt Organization physically located?

You should enter the same address that you plan to use when you open your association bank account.

You can decide yes or no if you’d like mail sent to a different address. Continue >>

Tell us about the Non-Profit/Tax-Exempt Organization.

* Legal name \* NAPMW XXXXXXX Association (This will be whatever you have chosen to be your official NAPMW name, typically a city or area. You should have already made this decision prior to reaching the step of requesting this EIN.)
* County \* – should auto fill from when you entered your address on the previous page
* State \* - should auto fill from when you entered your address on the previous page
* Non-Profit/Tax-Exempt Organization start date \* - this should be the date when the NAPMW National Board approved your membership.

Tell us more about the Non-Profit/Tax-Exempt Organization.

Click No for each category – Continue >>

What does your business or organization do?

Other (all the way at the bottom) – Continue >>

You have chosen Other.

Please choose one of the following that best describes your primary business activity:

Click Other-please specify your primary business activity:

Type in Education – Continue >>

How would you like to receive your EIN Confirmation Letter?

Click Receive letter online (unless you would rather it be mailed which takes a long time) – Continue >>

Summary of your information

Review all the information and if ok click Submit

After a few minutes a letter with your EIN should pop up. Save or print. This will be your only opportunity to do this.