

**BYLAWS
of
NAPO, INC.**

As amended November 30, 2013

Article I - NAME

The name of this Association is NAPO, Inc. The Association shall also do business as the National Association of Professional Organizers and as NAPO.

Article II - MEMBERSHIP

Section 1 Membership Classifications and Qualifications

A. Professional Member

A Professional Member shall be an individual, who has successfully completed the Professional Practices course requirements and is engaged in the organizing and/or productivity profession. A Professional Member is entitled to voting privileges, may serve as Director on the Board, and may serve as an Officer of the Association.

B. Provisional Member

A Provisional Member is the entry membership level for all aspiring NAPO Professional Members. A Provisional Member shall be an individual engaged in the organizing and/or productivity profession. To become a Professional Member, a Provisional Member must successfully complete the Professional Practices course requirements. A Provisional Member is not entitled to voting privileges, shall not serve as a Director on the Board, and shall not serve as an Officer of the Association.

C. Employee of Professional Member

An Employee of Professional Member shall be an individual who is a current employee of a Professional Member (or of a Professional Member's Company) and is engaged in the organizing and/or productivity profession. An Employee of Professional Member is not entitled to voting privileges, shall not serve as a Director on the Board, and shall not serve as an Officer of the Association.

D. Emeritus Member

An Emeritus Member shall be an individual who is a retired Professional Member no longer engaged in the organizing and/or productivity profession, is at least 55 years of age, and has been a NAPO member for at least 15 years. An Emeritus Member is entitled to voting privileges, may serve as a Director on the Board, but shall not serve as an Officer of the Association.

E. Corporate Associate Member

A Corporate Associate Member shall be a business entity that is engaged in the manufacture, distribution, and/or sale of equipment and/or supplies or services that complement the organizing and/or productivity industry. Each Corporate Associate Member shall designate one individual as its Representative to the Association. A Corporate Associate Member Representative is entitled to voting privileges, may serve as a Director on the Board, but shall not serve as an Officer of the Association.

F. Allied Member

An Allied Member shall be an individual who is employed by a government agency, postsecondary educational institution, non-profit organization, for-profit entity, or is self-employed and is engaged as an organizing and/or productivity professional who does not offer services to the public. An Allied Member shall not be a business entity that is engaged in the manufacture, distribution, and/or sale of equipment and/or supplies or services that complement the organizing and/or productivity industry.

An Allied Member is not entitled to voting privileges, may serve as a Director on the Board and participate in Board votes as part of Board service, but shall not serve as an Officer of the Association.

G. Academic Member

An Academic Member shall be an individual who is employed as an educator at an accredited college or university and is engaged in the organizing and/or productivity profession as:

- An educator of students pursuing academic credit for coursework that teaches industry-accepted principles and/or skills, and/or best practices.
- An academic researcher/writer pursuing an area of study with the intention to create new knowledge or to expand the current base of knowledge within our industry.

An Academic Member does not offer productivity and/or organizing services to the public. An Academic Member is not entitled to voting privileges, may serve as a Director on the Board and participate in Board votes as part of Board service, but shall not serve as an Officer of the Association.

H. Student Member

A Student Member shall be an individual who is enrolled as a full-time student at an accredited college or university. A Student Member is not entitled to voting privileges, shall not serve as a Director on the Board, and shall not serve as an Officer of the Association.

Section 2 **Procedure for Membership Application**

An individual or company applying for membership shall complete a membership application form indicating the class of membership for which he/she/it is applying. Appropriate dues shall be paid at the time the application is submitted. All membership applications will be processed and administered by the Association's management in accordance with the criteria and procedures set forth in these Bylaws and in the Association's Policies and Procedures Manual. The Association's determination of an applicant's appropriate membership category shall be final.

Section 3 **Code of Ethics**

The Association shall promulgate a Code of Ethics setting forth a model for Members' conduct. All Members shall be deemed to subscribe to the Code of Ethics.

Section 4 **Suspension and Expulsion**

Any membership may be suspended or terminated for cause. Sufficient cause shall be a failure to pay when due any dues, assessments or other financial obligations due to the Association, a violation of the Bylaws or any lawful policy or practice adopted by the Association, or any other conduct prejudicial to the Association. Except with respect to action based upon a Member's failure to pay amounts due to the Association, suspension or expulsion shall be by a two-thirds vote of the Board of Directors, provided that a written statement of the reasons for the suspension or expulsion shall have been sent to the Member at least twenty (20) days before final action is taken thereon. The statement shall be accompanied by a notice of the time and place of the Meeting of the Board of Directors at which the charges shall be considered, and the Member shall have the opportunity to appear in person or by counsel to present any defense before action is taken.

Article III - CHAPTERS

Section 1 Chapter Requirements

A. Chapter Formation

The Board of Directors of the Association shall grant a Charter to a group of Professional Members to operate as a Chapter who shall have:

1. fulfilled the terms of the Chapter-In-Formation Agreement;
2. agreed to the terms and conditions of the Chapter Agreement.

B. Chapter Operation

1. Dues

Chapters shall be permitted to charge Chapter dues only to the extent that such dues do not exceed the maximum amount for Chapter dues as set from time to time by the Association's Board of Directors.

2. Bylaws

Chapter Bylaws shall be consistent with the Association's Bylaws and shall be approved by the Association's Board of Directors. Amendments to Chapter Bylaws shall be submitted to the Association's Board of Directors for approval prior to enactment. Chapter Bylaws shall be subject to annual review by the Association's Board of Directors.

Section 2 Chapter Suspension or Termination

A. Suspension or Revocation of Charter by the Association

The Board of Directors of the Association shall have the authority to suspend or revoke the Charter of any Chapter by a two-thirds (2/3) vote of the Board of Directors if the Chapter fails to comply with the terms of its Chapter Agreement. A Chapter whose Charter is being suspended or revoked shall be notified in writing.

B. Chapter Resignation

Any Chapter may resign from the Association provided that all financial and other obligations of its Charter have been fulfilled. Such resignation shall become effective when accepted in writing by the Association's Board of Directors.

Section 3 Reinstatement of Chapters

The Board of Directors of the Association shall have the authority to reinstate, by a two-thirds (2/3) vote, the Charter of a Chapter that requests such reinstatement after such Chapter has resigned or has had its Charter suspended or revoked.

Article IV - ASSOCIATION MANAGEMENT

Section 1 Board of Directors

A. Authority

The Board of Directors shall have responsibility for the supervision, control and direction of the affairs of the Association.

B. Structure

The Association's Board of Directors shall consist of eleven (11) Directors, as follows:

1. four (4) Officers:
 - a. President
 - b. Secretary
 - c. Treasurer
 - d. President-Elect or Immediate Past President in alternate years;
2. seven (7) additional Directors, including at least four (4) Professional Member Directors and at least one (1) Corporate Associate Member Director.

C. Meetings

1. The Board of Directors shall hold Regular Meetings no less than four (4) times throughout the calendar year.
2. The President or any other three (3) members of the Board of Directors may call a special Meeting for a specific purpose. No business other than that specified in the Meeting notice shall be conducted at said Meeting. At least three (3) days prior notice by telephone, facsimile, electronic message, or in writing must be given to all members of the Board of Directors.
3. At any Board of Directors Meeting, a majority of the Directors shall constitute a quorum. Unless a greater number or percentage is required by these Bylaws or applicable law, the Board of Directors shall act by a majority vote at a Meeting at which a quorum is present. Directors shall not be entitled to vote by proxy.
4. The Board of Directors may determine to conduct any Meeting in whole or in part by remote communications technology, provided that each person entitled to participate in the Meeting consents to the use of such technology, and provided further that the technology to be utilized permits all participants in the Meeting to communicate concurrently with each other.

D. Action without a Meeting

The Board of Directors may act other than at a Meeting only by unanimous written consent of the entire Board of Directors. For purposes hereof, written consent may be given by mail, facsimile, electronic message or any other method permitted under the Texas Nonprofit Corporation Law.

E. Resignation

Any Officer or Director may resign by providing written notice thereof to the President or the Secretary. Any resignation need not be accepted to be effective.

F. Removal of Officers/Directors

1. A Director may be removed by a two-thirds (2/3) vote of the Board of Directors for conduct not in the best interest of the Association or for two (2) consecutive absences from Regular Meetings of the Board of Directors.
2. An Officer may be removed by a two-thirds (2/3) vote of the Board of Directors when such removal would serve the best interests of the Association.

G. Compensation

Directors shall not receive any compensation for their service as Directors of the Association, but the Board of Directors may by resolution authorize reimbursement of expenses incurred in the performance of their duties.

Section 2 **Executive Committee**

The President, Secretary, Treasurer, and President-Elect or Immediate Past President shall constitute the Executive Committee of the Board of Directors. The Executive Committee shall be empowered to exercise the authority of the Board of Directors between the Meetings of the Board of Directors. The quorum for a Meeting of the Executive Committee shall be three (3) members of the Committee. Meetings may be called by the President or by any two (2) members of the Committee. The Executive Committee may act by a majority vote at a Meeting at which a quorum is present. Minutes of all Executive Committee Meetings shall be provided to all Directors, and the Executive Committee shall report at each Board of Directors Meeting concerning its actions since the last Board of Directors Meeting.

Section 3 **Professional Staff**

The Association's day-to-day activities shall be managed and conducted by professional staff under the direction of the Board of Directors. The Board of Directors may employ professional staff directly or engage an association management company to act as professional staff.

Article V - DUTIES OF OFFICERS AND DIRECTORS

Section 1 **Officers**

A. The President shall:

1. be considered the executive officer of the Association and supervise the conduct of the Association's business and activities;
2. organize and preside at Meetings of the Members, the Board of Directors and the Executive Committee;
3. assign Directors to specific strategic planning areas;
4. perform other duties as may be prescribed in these Bylaws or outlined in the Association's Policies and Procedures Manual;
6. perform other duties as assigned by the Board of Directors;
7. succeed to the office of Immediate Past President.

B. The President-Elect shall:

1. act in place of the President when the President is absent or unable to act;
2. perform other duties as may be prescribed in these Bylaws or outlined in the Association's Policies and Procedures Manual;
3. perform other duties as assigned by the President or the Board of Directors;
4. succeed to the office of President.

C. The Secretary shall:

1. maintain, or cause to be maintained, the official copies of the Association's Minute Book, Bylaws, and Policies and Procedures Manual;
2. perform other duties as may be prescribed in these Bylaws or outlined in the Association's Policies and Procedures Manual;
3. perform other duties as assigned by the President or the Board of Directors.

D. The Treasurer shall:

1. chair the Finance/Audit Committee;
2. oversee, or cause to be overseen, the funds and finances of the Association;
3. submit a report on the financial condition of the Association in conjunction with each Regular

- Meeting of the Board of Directors;
4. arrange for the preparation of an annual financial report of the Association which will conform to AICPA standards;
 5. arrange for a financial review of the Association's books as directed by the Board of Directors;
 6. be responsible for overseeing the filing of all required governmental reports;
 7. perform other duties as may be prescribed in these Bylaws or outlined in the Association's Policies and Procedures Manual;
 8. perform other duties as assigned by the President or the Board of Directors.

E. The Immediate Past President shall:

1. serve as an advisor to the President;
2. chair the Nominating Committee;
3. perform other duties as may be prescribed in these Bylaws or outlined in the Association's Policies and Procedures Manual;
4. perform other duties as assigned by the President or the Board of Directors;
5. act in place of the President when the President is absent or unable to act.

Section 2 Directors

A. The Directors shall:

1. serve as liaisons between the Board of Directors and the Committees within the strategic planning areas to which the Directors are assigned;
2. perform other duties as may be prescribed in these Bylaws or outlined in the Association's Policies and Procedures Manual;
3. perform other duties as assigned by the President or the Board of Directors.

Article VI - ELECTION OF OFFICERS AND DIRECTORS

Section 1 Nominating Committee

The Immediate Past President of the Association shall serve as chairperson of the Nominating Committee. In the event the Immediate Past President is unable or unwilling to serve, and in years when no Immediate Past President is serving on the Board, the President shall, with the approval of the Board, appoint a chairperson who is a Board Member who is not the President, and who would not accept nomination for office.

The Committee Chairperson shall, with the approval of the Board of Directors, appoint to serve on the Nominating Committee a minimum of two (2) members who are not currently serving on the Board of Directors and a minimum of one (1) current member of the Board of Directors. No member appointed to the Nominating Committee shall be eligible to be nominated as a candidate for a position as an Officer or Director on the Board of the Association during that year's election.

Section 2 Officers and Directors

A. Time and Method of Nominations

1. The Nominating Committee shall solicit nominations from all of the Voting Members ninety (90) days prior to the election. Position descriptions and eligibility requirements of the positions available shall be included with the nomination form. The Voting Members shall have twenty eight (28) days to respond.
2. As the Nominating Committee receives nominations, the Committee shall contact the nominees to confirm their eligibility and willingness to serve if elected. The Nominating Committee shall review all accepted nominations and shall select and recommend to the Board of Directors, for its approval, a final slate of candidates for membership vote.

B. Eligibility for Nomination

To be eligible for nomination as an Officer or Director, the candidate must meet the following qualifications:

1. be a Professional Member for Officer positions; a Member eligible to serve as a Director; or a Corporate Associate Member Representative of a company, branch, or franchise which would not have a Representative serving concurrently on the Board;
2. consent to serve, if elected;
3. be able to participate in the Regular Meetings of the Board of Directors.

C. Time and Method of Election

1. The election shall be held annually in the month of January. The Voting Members shall elect the President-Elect in even numbered years and shall elect the Secretary and Treasurer for staggered terms and Directors as necessary to maintain the composition of the Board as required by Article IV – ASSOCIATION MANAGEMENT, Section 1B, Structure, hereof.

The Nominating Committee shall disseminate ballots along with the biographies of the candidates to all Voting Members no later than twenty-eight (28) days prior to the published election date.

2. The election procedures shall be supervised by the Secretary, subject to the following rules:
 - a. Only Voting Members may vote in the election;
 - b. The candidate(s) receiving the greatest number of votes shall be elected;
 - c. In the event of a tie vote for any position, a run-off election shall be conducted in accordance with the same voting procedures followed in the January election.
3. The election may be conducted, as the Board of Directors shall determine, either at a Meeting, by mail ballot, by facsimile ballot, by electronic message, by any combination of those methods, or by any other means permitted under the Texas Nonprofit Corporation Law.

D. Term of Office

1. The term of office to which the Secretary, Treasurer, or a Director is elected shall be three (3) consecutive years.
2. The term of office for the President-Elect and the Immediate Past President is one (1) year. These positions serve in alternate years.
3. The term of office of the President is two (2) years.
4. The newly-elected Officers and Directors shall assume the duties of their positions on May 15 in the year they are elected.
5. No Member shall be eligible to serve more than two (2) consecutive terms in the same position.

Section 3 **Vacancies**

If a vacancy occurs in the Office of President, the President-Elect shall succeed to the Office of President. In years where there is no President-Elect, the Immediate Past President will recommend to the Board of Directors an individual to complete the President's term. That person shall be appointed to the position upon approval of the recommendation by the Board of Directors. If a vacancy occurs in any other Officer or Director position, then the President shall recommend an individual who meets the qualifications for the position to fill the unexpired term. That person shall be appointed to the position upon approval of the recommendation by the Board of Directors. If the Board of Directors does not approve the recommendation, then the person making the recommendation will make another recommendation, and the process will continue until an appointment is made. Any person recommended to fill a vacancy may or may not be a current Officer or Director. If the appointment creates another vacancy in any Officer or Director position, then this process will be repeated until all vacancies are filled.

Article VII - COMMITTEES AND TASK FORCES

Section 1 Committees

A. Standing Committees

The Standing Committees of the Association shall be:

1. Executive
2. Finance/Audit
3. Nominating

B. Other Committees

The Board of Directors may create and disband other Committees from time to time as the Association's business requires. The Chairpersons of these Committees shall be appointed by the President.

Section 2 Task Forces

The Board of Directors may from time to time appoint one or more Task Forces as the Board of Directors deems necessary to serve the needs of the Association. The Task Forces will report their findings in writing to the President a minimum of thirty (30) days prior to each scheduled Board of Directors Meeting. Each Task Force shall be disbanded upon the conclusion of the business for which it was appointed.

Article VIII - FINANCES

Section 1 Fiscal Year

The fiscal year of this Association shall be as determined by the Board of Directors.

Section 2 Budget

A budget for the next fiscal year shall be proposed by the Finance/Audit Committee and presented for approval to the Board of Directors at the last Regular Meeting of the Board of Directors of each fiscal year.

Section 3 Dues

Dues shall be established by the Board of Directors from time to time. Dues shall not be refundable.

Section 4 Financial Accountability

The Association's books and records shall be available to Members, at the Association's offices during normal office hours, for inspection and copying at the individual Member's expense, provided that the Member shall first make a written request specifying both the records to be reviewed and the purpose thereof, that the purpose is a proper one under applicable law, and that the records are relevant to the stated purpose.

Article IX - ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS

Section 1 Annual Meeting

The Annual Meeting of the Members of the Association shall be held at a time and place designated by the Board of Directors; provided, however, that the Annual Meeting shall be held in conjunction with the Association's annual conference so long as the Association continues to hold annual conferences. The purpose of the Annual Meeting shall be for the transaction of such business as may come before the Members.

Section 2 **Special Meetings**

Special Meetings of the Members of the Association may be called by the President, by the Board of Directors, or by Members having not less than one-tenth (1/10) of the votes entitled to be cast at such Meeting.

Section 3 **Notice of Meetings**

Notice for each Annual Meeting and Special Meeting of the Members shall be disseminated to all Members not less than ten (10) nor more than sixty (60) days before the Meeting. The notice shall state the time and place of the Meeting. In addition, the notice for a Special Meeting shall state the purpose or purposes for which the Special Meeting is called. Notice may be given personally, by regular mail, by facsimile, by electronic message, by any combination of those methods, or by any other means permitted under the Texas Nonprofit Corporation Law. Members shall not be entitled to participate in Meetings by conference telephone or other remote communications technology.

Section 4 **Membership Voting**

The Board of Directors may determine that any vote of the Members which could be conducted at a Meeting of the Members, including a vote to amend these Bylaws, may be conducted by mail, by facsimile transmission, by electronic message, by any combination of those methods, or by any other means permitted under the Texas Nonprofit Corporation Law. Members shall be entitled to vote in person or by proxy.

Article X - PARLIAMENTARY AUTHORITY

The rules contained in the most recent full edition of Robert's Rules of Order, Newly Revised, shall govern Meetings of the Board of Directors, the Executive Committee and all Meetings of the Members of this Association, but only to the extent that such rules are applicable and not inconsistent with the Association's Articles of Incorporation, these Bylaws, the Association's Policies and Procedures Manual, or any other policies duly adopted by the Board of Directors.

Article XI - INDEMNIFICATION AND INSURANCE

The Association shall, to the extent that its obligations hereunder are (a) covered by the proceeds of a policy of insurance purchased by the Association, and (b) permitted by the Texas Nonprofit Corporation Law, indemnify and advance expenses to any person who is or is threatened to be named a defendant or respondent in any proceeding because the person is or was a Director, Officer, or agent of the Association. The Association may purchase and maintain insurance on behalf of any such person against any liability asserted against or incurred by such person in such capacity.

Article XII - AMENDMENTS

These Bylaws may only be amended upon recommendation of the Board of Directors and subsequent approval by the Association's Voting Members as follows:

- A. Notice of a proposed amendment or amendments may be given by regular mail, by facsimile, by electronic message, by any combination of those methods, or by any other means permitted under the Texas Nonprofit Corporation Law and shall be disseminated to the Voting Members along with a ballot for voting and instructions as to how the ballot is to be cast.
- B. The Voting Members shall have a period of twenty-eight (28) days, beginning with and including the date on the ballot, in which to cast their vote on the proposed amendment or amendments.

- C. Ballots not cast during the twenty-eight (28) day voting period shall not be counted.
- D. A simple majority of the votes cast by the Voting Members shall serve to adopt, include, and incorporate the proposed amendment or amendments into the Bylaws.
- E. If an amendment or amendments are adopted, all Members shall be supplied with copies of the newly-amended Bylaws.