

BYLAWS of NAPO, INC.

As amended December 28, 2017

Article I - NAME

The name of this Association is NAPO, Inc. The Association shall also do business as the National Association of Productivity and Organizing Professionals and as NAPO.

Article II - MEMBERSHIP

Section 1 Membership Classifications and Qualifications

A. Professional Member

An individual who has successfully completed the Association's Professional Practices course requirements and/or is certified by the Board of Certification for Professional Organizers, and is engaged in the organizing and/or productivity profession shall be eligible to apply to become a Professional Member. A Professional Member is entitled to voting privileges and is eligible to serve as an Officer or Director of the Association.

B. Provisional Member

An individual engaged in the organizing and/or productivity profession who has not successfully completed the Association's Professional Practices course requirements or is not certified by the Board of Certification for Professional Organizers shall be eligible to apply to become a Provisional Member. A Provisional Member is not entitled to voting privileges and is not eligible to serve as an Officer or Director of the Association.

C. Retired Member

An individual who is a retired Professional Member and 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 12 years shall be eligible to apply to become a Retired Member. A Retired Member is entitled to voting privileges and is eligible to serve as a Director, but is not eligible to serve as an Officer of the Association.

D. Business Partner

A business entity that is engaged in the manufacture, distribution, and/or sale of equipment and/or supplies or provides services that complement the organizing and/or productivity industry shall be eligible to apply to become a Business Partner. Each Business Partner shall designate one individual as its Representative to the Association. A Business Partner Representative is entitled to voting privileges and is eligible to serve as a Director, but is not eligible to serve as an Officer of the Association.

E. Allied Member

An individual who is employed by a government agency, postsecondary educational institution, non-profit organization or for-profit entity, or who is self-employed and who does not offer organizing and productivity services to the public, shall be eligible to apply to become an Allied Member. An Allied Member is not entitled to voting privileges, is eligible to serve as a Director, but is not eligible to serve as an Officer of the Association.

F. Student Member

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

Section 2 Procedure for Membership Application

An individual or entity applying for membership shall complete a membership application form indicating the class of membership for which he/she/it is applying. 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 membership eligibility and appropriate membership classification shall be final.

Section 3 Code of Ethics

The Association shall promulgate a Code of Ethics governing Members' conduct. All Members shall be deemed to have agreed to subscribe and be subject to the Code of Ethics, as it may be amended from time to time.

Section 4 Resignation

Any Member may resign by filing a written resignation with the Secretary of the Association. No member shall be entitled to a refund of membership dues or assessments paid prior to the date of the resignation. Resignation shall not excuse the member from liability for any dues, assessments or other charges that have accrued prior to the date of resignation and remain unpaid. Any member who or which fails to pay dues, assessments or other financial obligations due to the Association within ninety (90) days of the due date for same shall be deemed to have resigned from membership in the Association.

Section 5 Suspension and Expulsion

Any membership may be suspended or terminated for cause. Sufficient cause shall be a violation of the Bylaws or any lawful policy or practice adopted by the Association, or any other conduct prejudicial 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 matter shall be considered, and the Member shall have the opportunity to appear in person or by counsel, or by remote communications technology if so determined by the Board of Directors, 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 may 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 National 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 no fewer than ten (10) and no more than eleven (11) Directors, as follows:

1. Four (4) Officers

- President
- Secretary
- Treasurer
- President-Elect or Immediate Past President in alternate years

2. six (6) or seven (7) additional Directors, including at least 5 Professional members

3. In the event that a change in employment or other development renders a director ineligible for continued service on the Board of Directors, such individual shall have a period of ninety (90) days within which to regain such eligibility; should eligibility not be regained, the director shall be deemed to have resigned from the Board of Directors upon the conclusion of the ninety day period. No more than one director from the same company or related companies may serve on the Board of Directors at the same time. In the event that a merger, acquisition, change in employment or similar occurrence results in there being more than one director from the same company or related companies, such directors shall agree among themselves who shall resign from the Board; in the absence of agreement, the Board of Directors shall make such determination. The Board of Directors shall have final authority to determine whether companies are considered related for purposes hereof.

C. Meetings

1. The Board of Directors shall hold Regular Meetings no fewer 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. An Officer or Director shall be deemed to have resigned in the event that he or she is absent from two (2) consecutive Regular Meetings of the Board of Directors, unless such absence(s) have been excused by the affirmative act of the Board of Directors.

F. Removal of Officers/Directors

Any Officer or Director may be removed by a two-thirds (2/3) vote of the Board of Directors when the Board determines that such removal would serve the best interests of the Association. Removal of an Officer shall also result in the removal of such person from the Board of Directors, unless specifically determined otherwise by the Board.

G. Compensation

Officers and Directors shall not receive any compensation for their service as Officers and 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;
 - 5. perform other duties as assigned by the Board of Directors;
 - 6. 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/Leadership Development Committee

The Immediate Past President of the Association shall serve as chairperson of the Nominating/Leadership Development 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/Leadership Development 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 Nomination Process

The Nominating/Leadership Development Committee shall, in accordance with the Association's Policies and Procedures, develop and present to the Board of Directors for its approval a slate of at least one candidate for each vacant Officer and Director position and at least the minimum number of vacant Director positions.

Section 3 Election Process

The election of Officers and Directors shall be conducted in accordance with the process set forth in the Association's Policies and Procedures.

The election shall be held annually in the month of January, with a voting window of at least 14 days. 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.

Section 4 Terms of Office

The term of office to which the Secretary, Treasurer, or a Director is elected shall be three (3) years. The term of office for the President-Elect and the Immediate Past President is one (1) year; these positions serve in alternate years. The term of office of the President is two (2) years.

Newly-elected Officers and Directors shall assume their positions on May 15 in the year they are elected. No Member shall be eligible to serve more than two (2) consecutive terms in the same position.

Section 5 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/Leadership Development

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. Each Task Force shall be disbanded upon the conclusion of the business for which it was appointed.

Section 3 Procedures

Committee and Task Force procedures shall be as provided in the Association's Policies and Procedures or as specified by the Board of Directors.

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 and Assessments

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

Section 4 Financial Accountability

The Association's books and records shall be available to Members and the public as and only to the extent required by the Texas Nonprofit Corporation Law and other applicable law.

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.

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 Special Meeting of the Members shall be disseminated to all Members not fewer than ten (10) nor more than sixty (60) days before the Meeting. The notice shall state the time and place of the Meeting, as well as 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. Notice shall

not be required for the Annual Meeting of the Members. Members shall not be entitled to participate in Meetings by conference telephone or other remote communications technology.

Section 4 Quorum

Members of the Association holding one-tenth of the votes entitled to be cast, in person or by proxy, shall constitute a quorum for the transaction of business at a Meeting of the Members. Unless otherwise provided herein or in the Texas Nonprofit Corporation Law, the vote of a majority of the voting Members present at a Meeting at which a quorum is present shall be the act of the membership.

Section 5 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, other committees and task forces, 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 full extent 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 shall 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 be amended by a vote of the Board of Directors, followed by a vote of the Members, provided that notice of any proposed amendment is given to the Board and the Members in advance of those votes.

- 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 fourteen (14) days, beginning with and including the date on the ballot, in which to cast their vote on the proposed amendment or amendments.
- C. 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.