



## **BYLAWS**

### **ARTICLE I - NAME AND POLICY**

#### **1.1 Name**

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

#### **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 and Affiliate.

### 3.1 **Eligibility**

Individuals employed in the mortgage banking or related fields are eligible for membership in a Local Association.

### 3.2 **Application**

Applications for membership must be sponsored by a Regular member.

### 3.3 **Regular Membership**

- a. Shall be open to individuals in mortgage banking or related fields.
- b. Shall be eligible to vote if current dues are paid.
- c. A member who has retired from mortgage banking or related fields may retain Regular membership status.

### 3.4 **Affiliate Membership**

- a. Shall be open to members of any other Local Association upon application.
- b. Shall enjoy all privileges of membership except the right to vote and hold office.

### 3.5 **Limitation**

- a. Membership shall be Regular in one Local Association.
- b. Membership in other Local Associations shall be Affiliate memberships.
- c. Membership is non-transferable from one individual to another.

### 3.6 **Transfers**

- a. Any member in good standing of another Local Association may transfer their membership to this Association upon application and acceptance.

### 3.7 **Reinstatement**

- a. Membership may be reinstated upon approval of the Executive Board.

### 3.8 **Termination**

- a. 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.
- b. 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.

## **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 dues shall be established by vote of the membership.
  - 2. Dues shall be sufficient to cover this Association's operating expenses and the current National dues and Region dues.
- c. Affiliate
  - 1. Annual dues shall be established by this Association.
  - 2. National dues shall not be assessed.
- d. Transfers

1. 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.
2. Dues paid to this Association by a member who transfers to another Local Association shall not be transferred with the membership.

#### 4.2 **Bonding**

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

#### 4.3 **General Liability Insurance**

Must meet general liability insurance requirements as determined by the National Board.

#### 4.4 **Fiscal Year**

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

### **ARTICLE V - EXECUTIVE BOARD**

#### 5.1 **Composition**

- a. The officers and directors shall constitute the Executive Board.

#### 5.2 **Duties**

- a. Perform the duties as defined in this Association's Operating Procedures or necessary to conduct the business of this Association or enforce these Bylaws.

### **ARTICLE VI - OFFICERS, DIRECTORS, QUALIFICATIONS, DUTIES & TENURE**

#### 6.1 **Officers**

- a. The Officers of this Association shall be the President, President-Elect, 1st Vice- President/Educational Seminars, 2<sup>nd</sup> Vice-President/ Services and Resources, 3<sup>rd</sup> Vice-President/Dues Collector & Membership, Recording Secretary/Minutes, Corresponding Secretary/Newsletter and Treasurer.

#### 6.2 **Directors**

- a. The Directors of this Association shall consist of two members, Director/Arrangements and Director/Programs, who shall be elected by this Association for a term of one year.

### 6.3 **Qualifications**

- a. A candidate for local office must be a Regular member in good standing for one (1) year prior to the fiscal year of service, with the exception of newly chartered associations.
- b. A candidate for local office shall be employed in accordance with the definition of mortgage banking and related fields.

### 6.4 **Duties**

The Officers and Directors shall perform those duties usual to the positions and defined in these Bylaws and this Association's Operating Procedures. The Officers and Directors shall serve as members of the Executive Board.

### 6.5 **Tenure**

- a. The Officers and Directors shall assume their respective duties immediately upon installation.
- b. The Officers and Directors shall serve for a term of one (1) year or until their successors are elected.
- c. The Officers and Directors shall be eligible to serve in the same office for no more than two (2) consecutive terms.
- d. Six (6) months or longer shall be a term of office when determining eligibility for re-election.
- e. An involuntary change in employment status of an Officer or Director shall not be cause for termination.

### 6.6 **Vacancies**

- a. A vacancy in the Office of President shall be filled by the President-Elect or Vice President if the Local Association. b. All vacancies in elective offices, 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.*)

### 6.7 **Removal from Office**

- a. An Officer or Director may be removed from office for cause, as defined in this Association's Bylaws, by a two-thirds vote of the Executive Board.

## **ARTICLE VII - MEETINGS**

### **7.1 Regular**

- a. Business meetings of this Association shall be held each month.
  - 1. Majority of those members present shall constitute a quorum.
- b. Meetings of the Executive Board shall be held each month.
  - 1. Five members shall constitute a quorum.

### **7.2 Special**

- a. Meetings of this 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.
- b. 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**

- a. The Officers and Directors shall be installed at or before the May meeting of this Association.

## **ARTICLE VIII - COMMITTEES**

### **8.1 Standing Committees**

- a. The Standing Committees of this Association shall be:

|        |                        |
|--------|------------------------|
| Budget | Internal Audit         |
| Bylaws | Nominating             |
| Ethics | Services and Resources |

### **8.2 Other Committees**

- a. The President of the Association may appoint whatever other committees deemed necessary.

## **ARTICLE IX - NOMINATIONS, ELECTIONS AND BALLOTING**

### **9.1 Nominating Committee**

- a. The Executive Board shall elect a Nominating Committee as defined in this Association's Operating Procedures.

### **9.2 Nominations**

#### **a. Officers and Directors**

1. Candidates shall be Regular members in good standing for one (1) year prior to the fiscal year of service, with the exception of newly chartered associations.
2. The Nominating Committee shall present the slate of nominees at/or before the February meeting.
3. Nominations shall be permitted from the floor by a member, with the consent of the nominee, at/or before the March meeting.

#### **b. Delegates and Alternates**

1. Candidates shall be Regular members in good standing for one (1) year prior to the fiscal year of service, with the exception of newly chartered associations.

### **9.3 Elections**

#### **a. Officers and Directors**

1. Shall be elected by ballot at/or before the March meeting.
2. If there is only one candidate for an office, a motion may be made that the nominating ballot become the elective ballot for that office.

#### **b. Delegates and Alternates**

1. The first delegate may be the incoming/outgoing President with additional delegates and alternates determined at/or before the March meeting in accordance with this Association's Operating Procedures.

#### 9.4 **Balloting**

- a. Balloting shall be in accordance with this Association's Operating Procedures.
- b. No voting by proxy shall be allowed.
- c. No voting by absentee ballot shall be allowed.
- d. A majority of all votes cast for any office shall constitute an election.

### **ARTICLE X - NATIONAL ANNUAL MEETING REPRESENTATION**

#### 10.1 **Voting Representation**

- a. This Association, provided it is in good standing as of ninety (90) days preceding the National Annual Meeting, shall be entitled to one delegate for every thirty-five (35) members or portion thereof, as of the credentials deadline set by the National Board. The first delegate may be the outgoing President with additional delegates and alternates determined in accordance with this Association's Operating Procedures.

#### 10.2 **Non-voting Representation**

- a. Shall be members acting in an official capacity on behalf of this Association at the National Annual Meeting, and shall be assigned specific reporting functions of an educational nature beneficial to this Association. These members shall provide a written report to this Association.

### **ARTICLE XI - OPERATING PROCEDURES**

#### 11.1 **Operating Procedures**

- a. A set of Operating Procedures shall be established.
- b. An Operating Procedure may be adopted, amended or rescinded by a majority vote at any regular meeting, as defined in Section 7.1.



**ARTICLE XII - INDEMNIFICATION OF OFFICERS,  
DIRECTORS, EMPLOYEES & AGENTS**

**12.1 Indemnification of Officers, Directors, Employees and Agents**

- a. No Officer or Director or former Officer or Director of this Association shall be personally liable to this Association or 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.
- b. 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 or 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 majority 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 XIII - DISSOLUTION**

This Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of this Association. On dissolution of this Association, any income or assets remaining shall accrue to the Association's respective Region Treasury.

## **ARTICLE XIV – MERGER**

### **14.1 Voting**

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

### **14.2 Funds**

Funds from associations being merged will be combined to create the treasury of the new association.

### **14.3 Procedures**

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

## **ARTICLE XV - AMENDMENTS**

### **15.1 Proposed Amendments**

- a. Amendments to the Bylaws may be proposed by the Executive Board or an Active member of this Association.
- b. Proposed amendment or amendments shall be presented at a regular or special meeting.

### **15.2 Voting**

- a. Proposed amendment or amendments shall be mailed to the last known address of each member at least thirty (30) days prior to voting.
- b. These Bylaws may be amended at any meeting by a 2/3 majority vote of the members present.

### **15.3 Effective Date**

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

### **15.4 Compliance**

- a. 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 XVI - 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.