



## **NATIONAL ASSOCIATION OF PROFESSIONAL MORTGAGE WOMEN WESTERN REGION BYLAWS**

### **ARTICLE I – NAME, POLICY AND GOVERNING AUTHORITY**

#### **1.1 Name**

The name of the association shall be the National Association of Professional Mortgage Women Western Region. This Association may be referred to as “NAPMW Western Region” herein and for convenience in the conduct of its operations.

#### **1.2 Policy**

NAPMW Western Region shall be nondiscriminatory and nonprofit. It is the undeviating policy of the Association to comply strictly with the letter and spirit of all federal, state and applicable international trade regulations and anti-trust laws. Any activities 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 Association policy.

Notwithstanding any of the above statements of purpose and powers, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of the Association.

#### **1.3 Governing Authority**

This Association shall be governed by the Articles of Incorporation, Bylaws and Operating Procedures of the National Association of Professional Mortgage Women (collectively “Governing Documents”) and by these NAPMW Western Region Bylaws and Operating Procedures.

#### **1.4 Region**

This Region is comprised of NAPMW Local Associations within the states of Arizona, California, Colorado, Hawaii, Nevada, New Mexico and Utah.

## ARTICLE II – PURPOSE

### **2.1 The PURPOSES of NAPMW Western Region shall be:**

- a. To promote and foster educational opportunities for its members.
- b. To maintain the high standards of the profession.
- c. To work for equal recognition and opportunities for women.
- d. To bring together its members for the exchange of experiences, ideas and interests in all phases of mortgage banking on the local, region and national levels.
- e. To encourage women to choose the mortgage banking profession as a career.

## ARTICLE III – MEMBERSHIP

### **3.1 Regular Members**

- a. Individuals currently or previously employed in mortgage banking or related fields that are members in good standing of a Local Association situated with NAPMW Western Region and pay Region dues shall be entitled to the full privileges of membership.
- b. Individuals interested in and/or seeking education and/or employment in mortgage banking or related fields who are members in good standing of a Local Association situated within NAPMW Western Region and pay Region dues shall be entitled to the full privileges of membership.

### **3.2 Honorary Life Members**

- a. Past National Presidents of NAPMW shall be Honorary Life Members.
- b. Honorary Life Members shall pay no Region dues, but shall retain full privileges of a membership.

### **3.3 Affiliate Members**

- a. An Affiliate member is defined as a member in good standing of another NAPMW Region who joins NAPMW Western Region.

### **4.1 Dues**

- a. Annual dues for all members become due and payable on the anniversary date of membership and delinquent thirty (30) days thereafter.
- b. Annual dues shall be \$10.00 for Regular members, Associate members and Affiliate members.
- c. Past National Presidents shall pay no Region dues.
- d. All dues are payable in advance and shall be paid to the Region Treasury by the 15<sup>th</sup> day of the month following receipt by the National Treasury.
- e. Annual dues shall be established by the voting body.
- f. Dues are non-refundable.
- g. Dues are non-transferable.

## **ARTICLE IV – FINANCES AND FISCAL YEAR**

### **4.2 Fiscal Year**

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

## **ARTICLE V – REGION BOARD**

### **5.1 Composition**

- a. The Region Officers and Local Association Presidents within the Region as defined in Article 1.4 shall constitute the Region Board.
- b. The Region Officers shall constitute the Executive Board.
- c. The Local Associations Presidents shall constitute the voting body.

### **5.2 Powers**

- a. The Region Board shall be the administrative body responsible for managing the affairs, policies and business of NAPMW Western Region.

### **5.3 Duties**

- a. Arrange for an annual internal audit of the Treasurer's accounts.
- b. Perform other duties necessary to conduct the business of NAPMW Western Region and enforce these Bylaws.

## **ARTICLE VI – OFFICERS, QUALIFICATIONS, DUTIES, TENURE, VACANCIES, AND REMOVAL FROM OFFICE**

### **6.1 Officers**

- a. The officers of NAPMW Western Region shall be the Vice President, Assistant Vice President, Secretary and Treasurer.

### **6.2 Qualifications**

- a. A candidate for Vice President must meet the qualifications as set forth in Article VI, Section 6.1 (b) of NAPMW Bylaws.
- b. A candidate for any other Region Office must be a member in good standing and have held an elective office for a term of at least one (1) year at any level of NAPMW.
- c. A candidate for office shall be currently or previously employed in the mortgage banking or a related field.

### **6.3 Duties**

- a. The Vice President, Assistant Vice President, Secretary and Treasurer shall perform those duties usual to the positions and defined in the NAPMW Western Region Operating Procedures. In addition, the Vice President shall be a member of the National Board and attend all National meetings.
- b. The Assistant Vice President shall perform the duties of the Office of Vice President in the absence of that officer and, in the event of a vacancy in the Office of Vice President, shall succeed to the unexpired term of the Vice President.

#### **6.4 Tenure**

- a. The tenure of Vice President shall be as set forth in Article VI, section 6.1 (d) of the NAPMW Bylaws.
- b. The tenure of all other Region Officers shall be as follows:
  1. Region Officers shall assume their respective duties immediately following the National Annual Meeting.
  2. Region Officers shall serve for a term of one (1) year or until their successors are elected.
  3. Six (6) months or longer shall be the term of office when determining eligibility for re-election.
  4. Region Officers shall hold no more than one office on any level at a time and shall be eligible to serve in the same office for no more than two (2) consecutive terms.
  5. An involuntary change in employment status of a Region Officer shall not be cause for termination.

#### **6.5 Vacancies**

- a. A vacancy in any office other than Vice President shall be filled by appointment by the Vice President, with the approval of the voting body.

#### **6.6 Removal from Office**

- a. An Assistant Vice President or any other Region Officer may be removed from office for cause, as defined in NAPMW Western Region Operating Procedures, by a two-thirds vote of the voting body, with the approval of the NAPMW Ethics Committee.

### **ARTICLE VII – MEETINGS**

#### **7.1 Regular Business Meeting**

- a. A minimum of three (3) meetings shall be held each fiscal year.
  1. The first meeting shall be held following the National Annual Meeting at the Convention site.
  2. A Fall and a Spring meeting shall be held at such times as determined by the Vice President with the approval of the Region Board.
  3. Written notice stating the place, day, hour and purpose of any meeting of the Region Board shall be delivered, either personally, by mail, private carrier, telephone, electronic transmission (including e-mail), wire or wireless equipment that transmits a facsimile of the notice, to each Region Board member, at least seven (7) days prior to the meeting. If notice is mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the National Board member at his or her address as it appears on the records of NAPMW, with postage there on prepaid. Notice sent by electronic transmission must satisfy the requirements set forth below in paragraph (b) and RCW 24.03.009. Notice by electronic transmission is effective when (a) electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible

instructions regarding how to obtain access to the posting on the electronic network.

4. Each Region Board member that desires to receive notice and vote via electronic transmission must consent to the receipt of such electronic transmitted notices and consent to vote via electronic transmission by designating in the consent the message format accessible to the such person, and the address, location, or system to which these notices may be electronically transmitted. A Region Board member who has consented to the receipt of electronically transmitted notices may revoke the consent by delivering a revocation to NAPMW.
5. Two-thirds of the members of the Region Board shall constitute a quorum.
6. The act of the majority of the Region Board members present at any meeting at which a quorum is present shall be the act of the Region Board, unless the act of a greater number is required by law of these Bylaws.

## **7.2 Executive Board Meeting(s)**

- a. Meetings may be called at any time by the Vice President
- b. Written notice shall be given to each local President and Region Officer at least seven (7) days prior to said meeting.
- c. A majority of the Officers shall constitute a quorum.

## **7.3 Special Meetings**

- a. Meetings of the Executive Board may be called by a majority of the Officers, provided each Region Officer and Local Association Presidents is notified in writing at least seven (7) days in advance, designating the time, place and purpose.

# **ARTICLE VIII – NOMINATIONS, ELECTIONS AND BALLOTING**

## **8.1 Nominations**

- a. Nominations for Region Officers, other than the Vice President, shall be submitted to the Nominating Committee.
- b. The Nominating Committee shall submit the slate of nominees in writing to the Region Board at the Spring Region meeting.
- c. Nominations from the floor by a member of the voting body shall be permitted.

## **8.2 Elections**

- a. Region Officers
  1. The Vice President shall be elected at each National Annual Meeting as provided in Article IX, Section 9.2 (a) of NAPMW Bylaws.
  2. Region Officers, other than the Vice President, shall be elected by written ballot at each Spring Region meeting.

## **8.3 Balloting**

- a. No voting by proxy shall be allowed.
- b. No voting by absentee ballot shall be allowed.
- c. A majority of all votes cast for any office shall constitute an election.

## **ARTICLE IX – STANDARDS**

### **9.1 Ethics**

- a. All members of NAPMW Western Region shall adhere to the Governing Documents, NAPMW Western Region Bylaws and Operating Procedures, and the Code of Ethics.

## **ARTICLE X – OPERATING PROCEDURES**

### **10.1 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 business meeting of the Region Board.

## **ARTICLE XI – INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

### **11.1 Indemnification of Officers, Directors, Employees and Agents**

- a. No director or former director of the Association shall be personally liable to the Association or its members for monetary damages for any conduct as a director; provided, however, that this section shall not eliminate or limit the liability of a director for acts and omissions that involve intentional misconduct by a director or a knowing violation of law by a director or for any transactions from which a director will personally receive a benefit in money, property or services to which a director is not legally entitled; and provided, this limitation shall not eliminate or limit the liability of a director for any act or omission prior to the date when this provision becomes effective.
- b. Each officer or director shall be indemnified by the 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 the Association or by reason of having acted pursuant to a resolution of the Board of Directors, 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 Board of Directors 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 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 XII – DISSOLUTIONS**

NAPMW Western Region 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 NAPMW Western Region. On dissolution of NAPMW Western Region, any income or assets remaining shall accrue to the National Association Treasury.

## **ARTICLE XIII – AMENDMENTS**

### **13.1 Proposed Amendments**

- a. Any member of the NAPMW Western Region Board may propose amendments to the Bylaws.
- b. Proposed amendments shall be presented at a regular business meeting and the Region Officers and Local Presidents shall be notified in writing at least thirty (30) days prior to voting.

### **13.2 Voting**

These Bylaws may be amended at any Region meeting by a two-thirds vote of the “Voting Body,” as it is defined in Article VII, Section 7.1 (a) (4) of these Bylaws, provided a quorum is present.

### **13.3 Effective Date**

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

### **13.4 Compliance**

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

## **ARTICLE XIV – PARLIAMENTARY AUTHORITY**

*Roberts Rules of Order, Newly Revised, 1990 Edition*, shall be the parliamentary authority and shall govern all proceedings of this NAPMW Western Region, subject to such special rules as may be adopted.