

BYLAWS

OF

NAPO - Virtual Chapter, Inc.

As amended October 01, 2015

ARTICLE I – GENERAL

SECTION 1. Name. The name of this organization is NAPO - Virtual Chapter, Inc. (“the Chapter”); the Chapter may also do business as NAPO VC, or as National Association of Professional Organizers Virtual Chapter. The Chapter shall at all times function as an independent legal entity incorporated under the Texas Nonprofit Corporation Act (“the Act”). The Chapter is related to NAPO, Inc., doing business as the National Association of Professional Organizers (“NAPO”) through a Chapter Affiliation Agreement (“the Affiliation Agreement”).

SECTION 2. Geographic Area and Offices. The Chapter will operate and serve members within the Geographic Area designated by NAPO in the Affiliation Agreement (“Geographic Area”). The Chapter shall maintain a registered office and a registered agent in the Geographic Area as determined from time to time by the Chapter’s Board of Directors.

SECTION 3. Purposes. The purposes of the Chapter shall be as set forth in the Chapter’s Articles of Incorporation. The Chapter will support and adhere to the objectives, Code of Ethics, and other policies, procedures and standards for chapters as established by NAPO.

SECTION 4. Limitations.

- (a) All policies and activities of the Chapter shall be consistent with the Articles of Incorporation of the Chapter, the Articles of Incorporation of NAPO, the Chapter Affiliation Agreement, these Bylaws, the NAPO Bylaws, applicable federal, state and local laws, including but not limited to antitrust laws, or other requirements applicable to tax-exempt organizations, including the requirements that the Chapter not be organized for profit and that no part of its net earnings inure to the benefit of any private individual. Attached hereto and incorporated by reference are the NAPO Bylaws and the Affiliation Agreement.

- (b) Except as may be required by applicable law or as agreed between the Chapter and NAPO, these Bylaws may not conflict with NAPO's Bylaws, with any policies, procedures, rules or directives for chapters established or authorized by NAPO, or with the Affiliation Agreement, the terms of which shall take precedence over any inconsistencies in these Bylaws but only if such policies, procedures, rules or directives or amendments to the Affiliation Agreement attached hereto have been provided by NAPO to the Chapter with sufficient time to review, adopt and incorporate pursuant to Article IX, Section 6, in these Bylaws. In the event of a conflict between the terms of the Affiliation Agreement and the terms of these Bylaws, the Chapter shall be governed by and adhere to the terms of the Affiliation Agreement, but only if any amendments to the Affiliation Agreement have been provided by NAPO to the Chapter with sufficient time to review, adopt and incorporate pursuant to Article IX, Section 6, in these Bylaws.
- (c) The Chapter shall not have the power to obligate or otherwise make NAPO liable for any expenditures or commitments, unless such expenditures or commitments shall first have been approved by NAPO.
- (d) The Chapter's authorization to operate as a chapter of NAPO may be revoked by NAPO or surrendered by the Chapter in accordance with the provisions of the Affiliation Agreement.

ARTICLE II – MEMBERSHIP

SECTION 1. Eligibility.

- (a) Persons or entities who or which are members of NAPO in good standing and engage in the organizing and productivity industry shall be eligible to become members of the Chapter in such membership categories as are consistent with NAPO's membership categories, unless otherwise specified in the Chapter's membership categories.
- (b) Persons or entities who or which meet the eligibility requirements for membership in the Chapter and are willing to subscribe to the Chapter's Bylaws, Code of Ethics, policies and procedures shall be admitted to the Chapter.

(c) Revocation or suspension of membership by NAPO shall automatically constitute revocation or suspension of membership in the Chapter.

SECTION 2. Member Rights. Members of the Chapter shall, with respect to the operation and governance of the Chapter, have rights substantially similar to those afforded to members of NAPO. Professional, Provisional, Employees of Professional, Emeritus, Allied, Academic, Student, and Corporate Associate members in good standing shall be entitled to vote on matters submitted to a vote of the Chapter members. All members in good standing are eligible to serve on the Board of Directors and, except for Student members, are eligible to serve as an officer of the Chapter.

SECTION 3. Dues. Chapter members shall be required to pay Chapter dues in such amounts and at such times as determined by the Board of Directors, provided that such amounts do not exceed dues set by the NAPO Board of Directors for national membership. Chapter dues are non-refundable.

SECTION 4. Resignation. A Chapter member may resign from the Chapter by submitting a written resignation to the Chapter President; resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.

SECTION 5. Suspension/Expulsion. A Chapter member shall be automatically expelled without action of the Board of Directors for failure to pay applicable dues for more than thirty (30) calendar days, or for failure to meet the eligibility requirements for membership. A Chapter member may be suspended or expelled by the Board of Directors for conduct detrimental to the best interest of the Chapter if the member is provided with advance written notice of the reason for the proposed suspension or expulsion, an opportunity to contest the proposed suspension or expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision at least 20 calendar days prior to its effective date.

ARTICLE III – MEMBERSHIP MEETINGS AND VOTING

SECTION 1. Place of Meetings. Meetings of the members shall be held by means of the internet, conference telephone, or other electronic communications technology to the extent permitted under the Act. Other meetings of the members may be held at such places as from time to time may be fixed by the Board of Directors.

SECTION 2. Annual, Regular and Special Meetings. An annual meeting of the members of the Chapter shall be held at least once each calendar year on a date and at a location determined by the Board of Directors. Regular meetings of the members shall be held on such dates and at such times and locations as determined by the Board of Directors. Special meetings of the members may be called by the President, by a majority of the Board of Directors or by members having ten percent of the votes entitled to be cast at a meeting attended by all voting members.

SECTION 3. Notice of Meetings. Notice of all meetings of the members shall be delivered to the members in any manner permitted under the Act from time to time. Notice of a special meeting of the members shall specify the purpose or purposes of the meeting, and only business within such purpose or purposes may be transacted at such a meeting.

SECTION 4. Quorum. One-tenth (1/10) of the voting members in good standing shall constitute a quorum for the transaction of business at a meeting of the members. Unless otherwise provided herein or in the Act, 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. In case of a tie vote, the Board of Directors will determine final outcome.

SECTION 5. Membership Voting. The Board of Directors may determine that any vote of the members which could be conducted virtually, including a vote to amend these Bylaws, may be conducted electronically, or by any other means permitted under the Act.

SECTION 6. Proxies. Members shall not be entitled to vote by proxy.

SECTION 7. Action Without a Meeting. Any corporate action required or permitted to be taken by the voting members at a meeting of the members may be taken without a meeting if the corporate action is taken by the voting members either by the unanimous written consent procedure or by any action by ballot procedure specified in or permitted by the Act.

ARTICLE IV – BOARD OF DIRECTORS

SECTION 1. Authority. The Board of Directors shall have responsibility for the supervision, control and direction of the affairs and activities of the Chapter. The Board of Directors shall maintain fiscal well-being of the Chapter. The Board of Directors shall act collectively; no individual member of the Board of Directors or of the Chapter shall have any power or authority to act on behalf of the Chapter unless specifically authorized and empowered by the Board of Directors to so act.

SECTION 2. Structure. The Board of Directors shall consist of three to five officers and up to seven additional directors. All members of the Chapter Board of Directors shall be elected by the voting members. The Board of Directors shall define the roles and obligations of each officer and director, consistent with the provisions of Article V of the NAPO Bylaws and subject also to the provisions of the Act regarding the obligations of the President and the Treasurer. A person may serve simultaneously in more than one position, provided that the offices of President, Treasurer and Secretary are held by three separate persons and provided that each member of the Board of Directors has only one vote.

- (a) **Officers.** The required officers of the Chapter shall be President, Treasurer and Secretary. The Chapter may, at its discretion and from time to time, establish the offices of Vice President/President-Elect and Immediate Past President.

- (b) **Directors.** The Chapter may establish at its discretion and from time to time the following directorships; however, no other directorships may be created or established by the Chapter: Director of Administration, Director of Marketing, Director of Membership, Director of Professional Development, Director of Communications and Technology, Corporate Associate Member Director and Director at Large (in the absence of an Immediate Past President).

SECTION 3. Term. The term of office for all members of the Board of Directors shall be one year in duration. Members of the Board of Directors may serve successive terms. Each member of the Board of Directors shall hold office until his or her successor shall have been elected and qualified, or until he or she has provided written notice of resignation. There shall be no limit on the number of consecutive terms an individual may serve on the Board of Directors.

SECTION 4. Nomination and Election of Board of Directors. During the first quarter of the fiscal year, the President shall, with the consent of the Board of Directors, appoint a Nominating Committee Chair for the purpose of placing in

nomination the names of eligible persons for each elective position to be filled for the ensuing year. All Officers and Directors shall be elected by the voting members no later than the second quarter of the fiscal year at a regular meeting of the members or by mail or electronic mail ballot. All newly elected members of the Board of Directors shall take office on May 15.

SECTION 5. Removal/Resignation of Officers and Directors. An Officer or Director may be removed for cause by a vote of the voting members. An Officer or Director may be removed by the Board of Directors only as specifically permitted in the Act. An Officer or Director may resign at any time by providing written notice of resignation to the President or, in the case of the resignation of the President, to the Secretary. An Officer or Director who is absent from two consecutive regular meetings of the Board of Directors shall, unless such absences are excused by the affirmative act of the Board of Directors, be deemed to have resigned from the Board of Directors and from any office held.

SECTION 6. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by a successor appointed by the Board of Directors in its sole discretion. The term of any successor appointed in accordance with the immediately preceding sentence shall serve the remaining portion of the term of the vacated position.

SECTION 7. Compensation. Members of the Board of Directors shall not receive any compensation for their service as such, but the Board of Directors may by resolution authorize reimbursement of expenses incurred in the performance of their duties.

ARTICLE V – BOARD OF DIRECTORS MEETINGS AND VOTING

SECTION 1. Place of Meetings. The Board of Directors may designate any place, either within or outside the state of Texas, as the place of meeting for any Regular or Special Meetings. A meeting of the Board of Directors may be held, and Directors may, if so determined by the Board of Directors, participate in any meeting of the Board of Directors, by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and speak to each other, and participation by such means shall constitute presence in person at such meeting and waiver of any notice requirements.

SECTION 2. Regular and Special Meetings. At least one regular meeting of the Board of Directors shall be held annually. All regular meetings of the Board of Directors shall be held at such dates and times as from time to time may be fixed by the Board of Directors. Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors. Notice of a special meeting shall state the purpose of the meeting, and no other business shall be conducted at such a meeting. Attendance of a member of the Board of Directors at any special meeting shall constitute a waiver of notice of such meeting, except when the member of the Board of Directors attend a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 3. Notice of Meetings. Notice of all meetings of the Board of Directors shall be delivered to the members of the Board of Directors in accordance with the terms of this Section 3 or, at the discretion of the Board of Directors, in any other manner that may be permitted under the Act from time to time, notwithstanding anything to the contrary stated in this Section 3. Notice of regular meetings of the Board of Directors shall be given not less than twenty (20) calendar days nor more than sixty (60) calendar days before the date of such meeting. Notice of special meetings of the Board of Directors shall be given at least twenty-four (24) hours before the day of the meeting.

SECTION 4. Quorum. A majority of the number of all members of the Board of Directors serving at the time of any meeting shall constitute a quorum for the transaction of business. Each member of the Board of Directors shall have one vote on all matters submitted to a vote of the Board of Directors. Unless otherwise required by the Act, the act of a majority of members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Less than a quorum may adjourn any meeting. The Board of Directors may determine that any vote of the Board of Directors which could be conducted virtually, may be conducted electronically, or by any other means permitted under the Act.

SECTION 5. Proxies. Members of the Board of Directors shall not be entitled to vote by proxy.

SECTION 6. Action Without Meeting. The President may submit issues to the Board of Directors for a vote by written consent. The President's submission to the Board of Directors may occur by mail or by electronic means, provided that, in order to constitute the action of the Board, unanimous written consent must

be obtained in the form of one or more signed counterpart documents. Any action taken or resolution passed by unanimous written consent shall be reported at the next regular meeting of the Board of Directors. For purposes hereof, written consent may be given by mail, facsimile, electronic message or any other method permitted under the Act. Notwithstanding the foregoing, the Board of Directors may take action without a meeting by any other procedure that may be permitted under the Act from time to time.

ARTICLE VI – COMMITTEES AND TASK FORCES

SECTION 1. Standing Committees. The standing committees of the Chapter shall be Executive and Nominating. The Executive Committee, comprised of the elected officers of the Chapter, shall have the authority of the Board of Directors between meetings of the Board.

SECTION 2. Other Committees and Task Forces. The Board of Directors may establish various other committees and task forces to carry on the affairs of the Chapter. The composition of each committee and task force and the manner of election or appointment of its members shall be determined by the Board of Directors. The rules in these Bylaws governing the Board of Directors shall also apply to committees and task forces of the Chapter.

SECTION 3. Compensation. No member of the Chapter serving in a volunteer capacity on a committee or task force shall receive compensation for services rendered to the Chapter in that capacity; however, the Board of Directors may by resolution authorize reimbursement of expenses incurred in the performance of their duties

ARTICLE VII – FINANCES

SECTION 1. Fiscal Year. The fiscal year of the Chapter shall be the same as the fiscal year of NAPO.

SECTION 2. Budget. A budget for the ensuing year shall be approved by the Board of Directors at the last Regular Meeting of the Board of Directors of each fiscal year.

ARTICLE VIII – INDEMNIFICATION AND INSURANCE

SECTION 1. The Chapter will indemnify a director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Chapter. For the purposes of this article, an agent includes one who is or was serving at the Chapter's request as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.

SECTION 2. The Chapter will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Chapter's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Chapter will not indemnify a person who is found liable to the Chapter or is found liable to another on the basis of improperly receiving a personal benefit from the Chapter. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Chapter.

SECTION 3. The Chapter will pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the Chapter in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Chapter when the person is not a named defendant or respondent in the proceeding.

SECTION 4. In addition to the situations otherwise described in this paragraph, the Chapter may indemnify a director, officer, committee member, employee, or agent of the Chapter to the extent permitted by the Act and by the U.S. Internal Revenue Code. However, the Chapter will not indemnify any person in any situation in which indemnification is prohibited by Section 2, above.

SECTION 5. The Board of Directors may authorize the purchase, either by the Chapter or by NAPO, of insurance on behalf of any current or former Director, Officer, employee or agent of the Chapter against any liability asserted against or incurred by such person, which arises out of such person's status in such capacity.

SECTION 6. The Chapter may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Furthermore, the Chapter will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Chapter or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

SECTION 7. Before the Corporation may pay any indemnification expenses (including attorney's fees), the Chapter must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (c), below.

The Chapter may make these determinations and decisions by any one of the following procedures:

- (i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
- (ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.
- (iii) Determination by special legal counsel selected by the Board by the same vote as provided in subparagraphs (i) or (ii), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

The Chapter will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(iii), above, governing selection of special legal counsel. A provision contained in the certificate of formation, or a resolution of members or the Board that requires the indemnification permitted by paragraph 8.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

The Chapter will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above. In addition to this determination, the Chapter may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Chapter if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation- of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

ARTICLE IX – MISCELLANEOUS

SECTION 1. Chapter Affiliation Agreement. The Chapter, its Officers, Directors, and agents shall at all times act consistently with the terms of the Affiliation Agreement and with all other requirements imposed by NAPO under the terms of the Affiliation Agreement.

SECTION 2. Books and Records. The Chapter shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and the names and members of all of its committees, and shall keep a record containing the names, addresses and classifications of all of its members, whether voting members or otherwise. These books and records will be maintained electronically in a location and format determined by the Board. Members shall have only such rights to inspect the books and records of the Chapter as are provided in the Act. The Chapter will make its books and records available to NAPO for review at any time.

SECTION 3. Annual Report to the Association. The Chapter will submit an annual report to NAPO in such form and at such time as determined by NAPO.

SECTION 4. Contracts. The Chapter's Board of Directors may authorize any Officer, Director, agent or employee of the Chapter to enter into or execute any contract on behalf of the Chapter. However, without such authorization, no person has the power or authority to bind the Chapter under any contract or agreement, to pledge the Chapter's credit, or to render the Chapter liable for any purpose or in any amount.

SECTION 5. Conflict of Interest Policy. The Chapter's Board of Directors shall adopt a conflict of interest policy and annual disclosure process that is consistent with NAPO's conflict of interest policy and disclosure process.

SECTION 6. Amendments. Amendments to these Bylaws shall be made by a majority vote of the Board of Directors followed by a majority vote of the voting members, provided that the notice for each Board or membership meeting at which any Bylaw amendment is voted upon shall include a summary of the proposed amendment. No amendment to the Bylaws shall be effective until it has also been approved by the Board of Directors of NAPO.

SECTION 7. Parliamentary Rules. The most recent edition of Robert's Rules of Order shall be the governing parliamentary rules of the Chapter, but only to the extent that such Rules are not inconsistent with the Act, the Chapter's Articles of Incorporation, these Bylaws, or policies and procedures duly adopted by the Chapter's Board of Directors.

SECTION 8. Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or Bylaws of the Chapter or any other applicable provision of applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of the Chapter and that these Bylaws constitute the Chapter's Bylaws. These Bylaws were duly adopted at a meeting of the Board of Directors held on January 18, 2015, and approved by a vote of the membership on December 14, 2015.

Dated: _____, 2015.

Printed Name:

Secretary of the Chapter