

**BYLAWS OF THE COUNCIL OF FELLOWS
NATIONAL PROPERTY MANAGEMENT ASSOCIATION, INC.**

Revision Date: July 30, 2024

ARTICLE I: AFFILIATION

The Council of Fellows (hereafter called the Council) is an independent advisory and supporting body chartered and tasked with the purposes stated below. The NPMA National President shall appoint an Executive Board member to serve as the liaison between the Executive Board and the Council.

ARTICLE II: FUNDAMENTAL PURPOSES

The fundamental purposes of the Council are:

- A. Serve as a resource for the Executive Board, the National Board and the general membership of the NPMA.
- B. Serve as an action agent to hypothesize, research, develop and recommend technical and professional materials in support of the Executive Board, the National Board, the general membership of the NPMA, and the profession as a whole.

ARTICLE III: ORGANIZATION

The Council of the NPMA will organize and operate under the general provisions of the National Bylaws of the NPMA and these Bylaws.

ARTICLE IV: MEMBERSHIP

Membership in the Council will be limited to those members of the NPMA recognized as Consulting Fellows who are current members of the Association in good standing, as defined in the NPMA Bylaws. The minimum requirements to become a Consulting Fellow are listed on the Council of Fellows webpage of the NPMA website and on the current Consulting Fellow Application form.

ARTICLE V: OFFICERS

The Council will select the following officers from its membership, through nomination and election at the Annual Meeting, or at other meetings set forth in ARTICLE VI. Nominations via email and elections via electronic means of casting ballots are also permitted, at the discretion of the Chair and Vice-Chair. These officers will serve a two-year term of office that coincides with the National Executive Board of the NPMA.

- A. Chair – The Chair’s role is to lead the Council of Fellows and serve as the facilitator for all Council meetings and other matters of the Council.
- B. Vice Chair – The Vice-Chair’s role is to assist the Chair in the performance of their duties and to temporarily assume the role of Chair when the Chair is unable to be present at meetings.

- C. Secretary – The Secretary’s role is to record the minutes of meetings, exchange Council communications with the Council members, and assist the Chair and Vice-Chair in the performance of their duties. The Secretary may assume the role of Chair when both the Chair and Vice Chair are unable to be present at meetings.

ARTICLE VI: MEETINGS

The Council will meet annually during the National Education Seminar of the NPMA and at other such times as may be deemed necessary by the Council Chair with at least 7 calendar days’ notice via email. Meetings may be conducted virtually with the use of electronic media.

- A. QUORUM: A minimum of ten percent (10%) of the then-current Council members must be in attendance at any Council meeting in order to constitute a quorum.
- B. MANNER OF ACTING: The act of the majority of the Council present at a meeting shall be the act of the Council.
- C. COMPENSATION: There will be no compensation as members or officers of the Council except reimbursement for expenses incurred in conducting Council business. Such expenses shall require prior approval by the NPMA President and Vice President of Finance.
- D. PRESUMPTION OF ASSENT: A member of the Council who is present at a meeting of the Council at which action on any Council matter is taken shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

ARTICLE VII: COMMITTEES

The Council will organize itself into Committees to accomplish assigned and assumed tasks for the NPMA. Each committee will have a Chair appointed by the Chair of the Council. There will be both Standing and Special Committees. Special Committees will be created as determined by the Chair of the Council. Standing committees of the Council may include the following:

- A. FELLOW PROFESSIONAL DEVELOPMENT AND SUPPORT -- Providing mentoring, guidance and professional support, e.g. peer to peer mentoring, peer to peer guidance of application procedures, professional writing, etc., to the NPMA Membership as a whole, as well as in an effort to increase those striving for membership in the Council.
- B. FELLOW SUPPORT TO THE ASSOCIATION AND CHAPTERS -- Providing leadership, guidance, and professional support to the NPMA Chapters through the conduct of presentations, workshops, seminars, classes and other learning opportunities.
- C. CONSULTING FELLOW APPLICANT REVIEW COMMITTEE – Reviews and approves member applications according to the qualifications referred to in Article IV of these Bylaws. The committee will consist of three members.

ARTICLE VIII: VOTING POWER

Members of the Council, who are present at any Council meeting will be entitled to one (1) vote each on all matters brought to them, including the election/ratification of Council Officers.

ARTICLE IX: PROXIES

No proxies are authorized for any meetings or actions of the Council.

ARTICLE X: MISCELLANEOUS

- A. LOGO: The NPMA emblem/seal may be used by the Council and shall conform to the requirements for the use of this seal in the NPMA Operations Manual, most recent edition, available at WWW.NPMA.ORG.
- B. NOTICES: Any notice to be given or which may be given pursuant to any provisions of these Bylaws shall be in writing and may be delivered using electronic or other appropriate media.
- C. GENDER: Whenever the context of these Bylaws permits, the singular tense shall include the plural and the plural, the singular; and the use of any gender shall include all genders.

ARTICLE XI: BYLAWS REVISIONS, AMENDMENTS AND CHANGES

These Bylaws may be revised by any one (1) of the three (3) methods set forth below:

- A. These Bylaws may be revised at any meeting of the Council provided that written notice of such proposed revision has been given to the members of Council thirty (30) days prior to the meeting. A proposed revision shall become part of these Bylaws if passed by a two-thirds (2/3) vote of the votes cast.
- B. A proposed revision of these Bylaws, transmitted electronically or by the U.S. Postal Service, may be initiated by any member of the Council and will become effective upon ratification by two-thirds (2/3) of the members. A date not less than thirty (30) days hence will be prescribed for member responses to reach the member who is designated in the mailed proposed revision.
- C. These Bylaws *may* be revised or amended without notice if passed by an eighty (80) percent vote of the Council present at the initial or subsequent meeting roll call. Motions offering changes may be made by Council members present at any Council meeting, subject to this requirement.

A proposed revision or amendment which receives the required vote shall become effective immediately unless an implementation date is specified in the revision or amendment.

ARTICLE XII: RULES OF ORDER/PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the Council in all cases not provided for in the Bylaws or in the Special Rules of Order established for a Council meeting.