

BYLAWS

National Association of Purchasing Management-Rochester, Inc.

(As Amended March 15, 2000)

ARTICLE I

NAME AND LOCATION

SECTION 1. NAME

The name of this association shall be the National Association of Purchasing Management-Rochester, Inc., a not-for-profit membership organization, incorporated under the laws of the State of New York (hereafter referred to as NAPM-Rochester, NAPMR, or the Association).

SECTION 2. LOCATION

The principal office of NAPMR shall be located in the City of Rochester, New York or in such other locality as determined by the Board of Directors (hereafter referred to as the board).

ARTICLE II

PURPOSES

The purposes of NAPMR shall be:

- (1) To encourage, develop, foster, provide, promote, sponsor and advance the development of education and educational programs, courses, seminars and materials in purchasing management and materials management.
- (2) To conduct, sponsor and encourage research and study in subjects related to purchasing management and materials management and to make the results available to the general public.
- (3) To cooperate and consult with educational institutions in the development of educational courses and programs for persons interested in the study of subjects relating to purchasing management and materials management.
- (4) To develop through research, education, discussion and the exchange of information, a better public understanding of subjects related to purchasing management and materials management, including the importance of these subjects within the total socioeconomic system.
- (5) To publish materials to advance the study, training, skill, learning and knowledge of subjects related to purchasing management and materials management.
- (6) To encourage and stimulate public interest in purchasing management and materials management by presenting educational programs..
- (7) To collect and disseminate information of interest and benefit to the members of NAPMR and other interested parties, including surveys and reports of current business trends.
- (8) To promote and encourage participation in a professional certification program in purchasing management and materials management.
- (9) To cooperate, collaborate and exchange information, by lawful means, with professional, educational, trade associations and other organizations of persons engaged in the purchasing management and materials management profession, and to advance relations with governmental agencies and the public in general concerning the purchasing management and materials management professions.
- (10) To do any other act incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers.

To these purposes, it shall be the policy of NAPMR to comply, at all times, with all existing and future laws, including the antitrust laws. In furtherance of this policy, no activity or program shall be sponsored, conducted by or within NAPMR which, in any manner whatsoever, shall represent or be deemed a violation of any existing or future law, including the antitrust laws, all in accordance with the *NAPM Statement of Antitrust Policy and Guide for Antitrust Compliance*.

ARTICLE III

AFFILIATION WITH NAPM

SECTION 1. GENERAL

NAPMR shall be affiliated with NAPM in accordance with the procedures set forth in the NAPM bylaws. NAPMR shall comply at all times with policy as it may be adopted by the NAPM Board of Directors and the provisions of this article.

SECTION 2. CONDITIONS OF AFFILIATION NAPMR shall be obligated, as a condition of affiliation with NAPM, to comply with the following:

- (a) To be incorporated as a not-for-profit corporation in accordance with the laws of the State of New York and to be validly existing and in good standing during the period of its affiliation with NAPM.
- (b) To cause these bylaws to conform, at all times, with NAPM bylaws and NAPM policy, including without limitation, the provisions hereof with respect to the purposes of NAPMR and eligibility for membership.
- (c) To perform all necessary procedures concerning the review and approval of all applications for membership in NAPMR and NAPM.
- (d) To resolve all questions concerning eligibility for membership in NAPMR and NAPM in a fair and impartial manner, in accordance with procedures established by NAPMR.
- (e) To collect dues from members of NAPMR and to remit to NAPM dues required by NAPM.
- (f) To elect a Director for National Affairs (DNA) in accordance with Article VII hereof to represent NAPMR as a member of the District VIII Council (hereafter called the Council).
- (g) To comply, at all times, with policy as it may be adopted by the NAPM Board of Directors, including without limitation, the NAPM Statement of Antitrust Policy and Guide For Antitrust Compliance.
- (h) To obtain the written approval of NAPM with respect to amendments to these bylaws.

SECTION 3. SUSPENSION OR TERMINATION OF AFFILIATION

The affiliation of NAPMR with NAPM may be suspended only in accordance with the bylaws of NAPM.

ARTICLE IV

MEMBERSHIP

SECTION 1. REGULAR MEMBERSHIP

A person shall be eligible to be a regular member of this Association who satisfies the eligibility requirements of a regular member of an Affiliated Association as defined in the bylaws of the National Association of Purchasing Management, Inc. (NAPM), as amended from time to time. Regular members of this Association shall have the right to cast one (1) vote on all questions which require a vote of the regular members of this Association other than those regular members who, pursuant to the NAPM Bylaws, as amended from time to time, do not have voting rights.

SECTION 2. NONVOTING MEMBERSHIP

NAPMR shall have the following membership classes which neither represent membership in NAPM nor entitle any member of such class to vote or hold office in NAPMR.

- (a) **HONORARY MEMBERS.** In recognition of distinguished or unusual services rendered to the purchasing or materials management profession, the association may confer honorary membership upon individuals who have been approved by the Board of Directors by a unanimous vote of the members present at a regular board meeting, provided that the name of each individual so selected has been submitted, in writing, to each member of the Board of Directors at least fifteen days prior to the meeting at which the vote is to occur. Such honorary members shall be exempt from the payment of dues and shall be entitled to all privileges of members, except the right to vote. Honorary Members receive only the services of the local affiliate.
- (b) **INACTIVE MEMBERS.** Regular members whose status has been affected by retirement or distant changes in residence may be accorded inactive membership. Inactive members are to be elected annually by unanimous vote of the Board of Directors. Inactive members shall be free to attend all functions and receive all releases upon payment of such dues and/or fees as the Board of Directors may decide.
- (c) **STUDENT MEMBERS.** A person whose interest in NAPMR is for the enhancement of their knowledge and skill in purchasing management and materials management, provided such person is enrolled in an accredited community college or a four year college or university having a department of industrial or business management or a graduate school of business administration or related fields, provided further, that such person carries, at all times, a minimum of six credit hours per semester, or if a graduate student, minimum of four credit hours per semester, or the equivalent thereof. Student membership in NAPMR shall terminate upon completion of studies or upon failure to satisfy the eligibility requirements of this section. A student member may qualify for acceptance as a non-voting NAPM member, consistent with NAPM bylaws.
- (d) **ASSOCIATE MEMBERS.** A person who satisfies the eligibility standards of Section 1 of this article provided that at least one member of the same company

employing such person holds a regular membership in NAPMR.

SECTION 3. SALES ACTIVITY

No person shall be admitted to membership, or shall be retained as a member of NAPMR whose profession is to engage in the solicitation of orders, or who is in charge of, or primarily responsible for sales or sales activities, even though such person may otherwise be eligible for membership. However, the Board of Directors may approve membership for an applicant whose sales activities are incidental to their purchasing function, or who otherwise engages in professional purchasing where any sales activity they may have does not interfere or conflict with their ability to abide by the NAPM bylaws, Principles and Standards of Purchasing Practice, and Statement of Antitrust Policy. In cases of ambiguity about interpretation of these standards, the relevant language in the NAPM bylaws shall govern.

SECTION 4. ADMISSION OF MEMBERS

Admission of all persons for membership in NAPMR shall be in accordance with the following procedures:

- (a) The Membership Committee of NAPMR shall review all applications for membership in NAPMR. Applications shall be in writing and on a form prepared by the Committee.
- (b) The Membership Committee shall advise the Board of Directors of NAPMR concerning the eligibility of all applicants for membership in NAPMR.
- (c) The Board of Directors of NAPMR shall approve or deny all applications for membership in NAPMR by a unanimous vote of the members present at a regular Board of Directors meeting.

SECTION 5. DENIAL OF MEMBERSHIP

NAPMR shall have the right to deny membership to any applicant who fails to satisfy the eligibility requirements for any class of membership. However, denial of membership shall occur only after the applicant has been advised of the proposed denial of membership and has been given an opportunity to submit proof in support of their eligibility for membership in NAPMR.

An applicant denied membership in NAPMR shall be advised that they may appeal the action taken by NAPMR to the Council by filing a notice of intent to appeal to the Council at least thirty days prior to the next regularly scheduled meeting of the Council. Upon receipt of a timely filed notice of appeal, the Council shall consider the appeal and shall allow the applicant the opportunity to submit proof in support of the applicant's eligibility for membership in NAPMR.

Except for rare and extraordinary circumstances, the decision of the Council concerning denial of membership shall be final and binding and will not be considered by the Board of Directors of NAPM.

SECTION 6. EXPULSION OF MEMBERS

NAPMR shall have the right to expel a member of any classification from membership in NAPMR for nonpayment of dues or for violation of the provisions of these bylaws, the NAPM bylaws, the *NAPM Policy Manual*, the *NAPM Policy Manual For National Groups*, the *NAPM Organizational Guide*, the *NAPM Standards of Conduct* or such other statements of policy as may be adopted by NAPMR or the NAPM Board of Directors. Expulsion for any reason other than nonpayment of dues shall occur only after the member in question has been advised of the proposed expulsion and the reasons therefore, and has been given an opportunity to submit proof in support of continued membership in NAPMR.

A member expelled from membership in NAPMR for any reason other than nonpayment of dues shall be given written notice of such expulsion and shall be advised, in writing, that they may appeal the action taken by NAPMR to the Council by filing a notice of intent to appeal to the Council at least thirty days prior to the next regularly scheduled meeting of the Council. Upon receipt of a timely filed notice of appeal, the Council shall consider the appeal and shall allow the expelled member the opportunity to submit proof in support of continued membership in NAPMR. The decision of the Council concerning expulsion of a nonvoting member shall be final and binding and will not be considered by the NAPM Board of Directors. Except for rare and extraordinary circumstances, the decision of the Council concerning expulsion of a regular member will likewise be final and binding and will not be considered by the NAPM Board of Directors.

SECTION 7. REINSTATEMENT

A former member of NAPMR, whether a resigned or expelled member desiring reinstatement of membership, may be reinstated as a member of NAPMR upon showing proof of eligibility and paying all current years' dues and any administrative fee or similar charge which may be imposed by NAPMR. The procedure for an appeal of an adverse determination to reinstate a former member shall be the same as provided in Section 6 of this article; provided, however, an appeal to reinstate membership may not be taken in the same calendar year in which an appeal had been decided by the Council concerning the expulsion of the same member seeking reinstatement.

SECTION 8. RESIGNATION

Any member of NAPMR may resign by filing a written resignation with NAPMR, but such resignation shall not release the member so resigning of the obligation to pay any dues, or other charges theretofore accrued but unpaid.

SECTION 9. TRANSFERABILITY OF MEMBERSHIP

Membership in NAPMR shall be transferable only in the following manners:

- (a) Membership that is paid for by an individual shall be vested in that individual member of NAPMR and shall not, under any circumstances, be transferred or assigned to any other person by such member.

- (b) Membership that is paid by the company shall entitle the company the membership dues to assign the unused portion of that membership to another employee in the same company, provided that employee meets the membership qualification as outlined in Article IV.

ARTICLE V

GROUPS

SECTION 1.

PURPOSES AND ORGANIZATION

Members of NAPMR having common interests as purchasing managers or materials managers in a particular industry or commercial activity, or common interests in a certain classification of commodities or materials, may organize a group to promote the interchange of ideas and discussion of mutual problems. The Board of Directors of NAPMR may provide reasonable procedures and requirements for the formation, recognition, encouragement and operation of groups which shall be organized and operated within NAPMR as committees of NAPMR.

SECTION 2.

REGULAR MEMBERS AND ASSOCIATES

The regular membership of any group within NAPMR shall consist only of persons who are regular members of NAPMR. Any group may have associate members, provided such associate members meet the eligibility standards set forth by the board. Membership in NAPMR as a nonvoting member shall not be required for election as an associate member of a group. Associate members of a group shall not vote or hold office in the group.

ARTICLE VI

DUES

SECTION 1. AMOUNT

The amount of annual dues for regular members and each class of nonvoting members of NAPMR shall be determined by a majority vote of the members present at a regular meeting of NAPMR. Notice of a proposed dues increase must be sent, in writing, to all members of NAPMR at least fifteen days prior to the meeting at which a vote on the increase will take place. Annual dues for regular members of NAPMR shall at least be sufficient to cover the annual dues in effect for membership in NAPM.

SECTION 2. PAYMENT

Dues for membership in NAPMR shall be assessed on the fiscal year, and shall be payable within thirty days of receipt of invoice. Those elected to membership after the beginning of the fiscal year shall be required to pay a proportionate amount of the annual dues in effect at the time of their election to membership which amount shall be payable commencing on the first of the month in which they are elected to membership.

SECTION 3. NONPAYMENT OF DUES

A member of NAPMR whose dues are 30 days in arrears may be expelled from membership in NAPMR and NAPM upon notice by NAPMR to such member, such expulsion to be effective upon the date of such notice. A member expelled from membership for nonpayment of dues may be reinstated upon full payment of all delinquent dues plus payment of any initiation fee or administrative fee which may be required by NAPMR or NAPM.

SECTION 4. SCHEDULE OF DUES

NAPMR shall cause to be mailed to each member of NAPMR no less than thirty days prior to the end of each fiscal year, a schedule of annual dues payable for each category of membership as of June 1 of the next succeeding fiscal year. The schedule of dues for regular and nonvoting members elected to NAPMR after the beginning of the fiscal year shall be established by the Board of Directors. The mailing of such a schedule of the dues shall not preclude NAPMR from changing the amount of any dues set forth on such schedule during any calendar year, provided such change is made effective on or after the date such change in dues is approved by NAPMR in accordance with these bylaws.

ARTICLE VII

DIRECTOR FOR NATIONAL AFFAIRS

SECTION 1. DIRECTOR FOR NATIONAL AFFAIRS (DNA)

NAPMR shall annually elect or appoint a Director for National Affairs who shall become a member of the Board of Directors and Executive Committee of NAPMR. The President of NAPMR may be designated to serve as the DNA as well as President of NAPMR. The DNA shall have the powers and duties set forth in this article.

SECTION 2. QUALIFICATIONS

To be eligible to serve in the office of DNA, a candidate must have been a member of NAPM for not less than three years and must have served in at least one elective office of NAPMR. In addition, a DNA must be, at the time of election or appointment and throughout the term of such office, a regular member of NAPMR. Termination of such membership shall immediately disqualify the candidate or incumbent.

SECTION 3. ELECTION OR APPOINTMENT

The DNA shall be elected or appointed in accordance with the procedures set forth in Article VIII of these bylaws. Upon election or appointment of a DNA, NAPMR shall immediately notify the Executive Vice President of NAPM and the District VIII Director.

SECTION 4. ALTERNATES

In the event of the temporary inability of a DNA to perform the duties of office, for any reason, an alternate shall be immediately appointed in accordance with Section 5 of Article VIII hereof to perform the duties of the office until such time as the DNA shall be able to resume these duties and NAPM revokes the authority of the alternate. The member elected or appointed as an alternate shall possess the qualifications set forth in Section 2 of this article. NAPM and District VIII shall be notified of any vacancy so filled, in accordance with Section 3 of Article VII.

SECTION 5. VACANCY

In the event of a vacancy in the office of DNA resulting from a permanent inability to serve, a successor shall be immediately appointed for the unexpired term in accordance with Section 5, Article VIII. The successor elected to fill such vacancy shall possess the qualifications set forth in Section 2 of this article. NAPM and District VIII shall be notified of any appointment of an alternate, in accordance with Section 3 of Article VII.

SECTION 6. DUTIES

It shall be the duty of a DNA to represent the members of NAPMR as a member of the Council and at all meetings of NAPM.

At any Council meeting or any meeting of the NAPM membership, the DNA shall act as the delegate for the members of NAPMR, with all the powers, rights and privileges of the members of NAPMR, including without limitation, the right to vote on all matters requiring their vote, in accordance with such voting instructions as may have been furnished by NAPMR.

The DNA shall inform the District VIII Director, and other members of the Council, concerning the membership, opinions, suggestions and recommendations of NAPMR. Within NAPMR, the DNA shall represent NAPM and the Council and shall report on their current activities, programs, and policies.

The DNA shall further report on such other subjects as may be required by the District VIII Director and the Council and shall perform such special duties as may be assigned by the Council.

SECTION 7. ANNUAL ELECTION

The outgoing Director of National Affairs shall be responsible for conducting the annual election of the Board of Directors and Officers, and for their installation at the regular membership meetings scheduled for these events.

ARTICLE VIII

BOARD OF DIRECTORS

SECTION 1.

AUTHORITY AND RESPONSIBILITY

The governing body of NAPMR shall be the Board of Directors. The Board of Directors shall have general charge, management, and control of the affairs, funds and properties of NAPMR and, subject to the provisions of these bylaws or any contrary statement of policy enacted by vote of the members, shall have authority to take such action in matters of policy and procedure as will best promote the interests and welfare of NAPMR including authority to promulgate, amend or rescind, in whole or in part, all statements of association policy.

SECTION 2. MEMBERSHIP

The Board of Directors shall consist of the following: President, First Vice President, Second Vice President, Third Vice President, DNA, Secretary/Treasurer, Immediate Past President, four Directors at large and the Executive Director (if engaged). The Executive Director shall be a nonvoting member. All members of the Board of Directors must be regular members of NAPMR and NAPM. The DNA may also hold one of the other positions on the Board of Directors.

SECTION 3. ELECTION

The directors of NAPMR shall be elected by the regular members of NAPMR at the annual meeting in accordance with Article X hereof. Election is not required for the outgoing President, who shall serve ex-officio as a member of the board as Immediate Past President.

SECTION 4. TERM OF OFFICE

The term of office of all directors shall be one year concurrent with the fiscal year or until their successors are duly elected, except that two directors at large shall be elected to serve two year terms. The terms of each two-year director at large shall be staggered so that only one position is subject to election each year. No director may be elected to more than two consecutive terms.

SECTION 5. VACANCIES

Vacancies in the Board of Directors shall be filled for the unexpired term by recommendation of the President and affirmative vote of the Board of Directors.

SECTION 6. MEETINGS

The Board of Directors shall meet at least once a month. Unless otherwise approved by the members of the Board of Directors, regular meetings will be called

on the first Wednesday of each month. Written notice of both regular and special meetings shall be sent to all board members and officers not more than twenty or less than three days before each meeting.

SECTION 7.

AUTHORITY TO ACT WITHOUT A MEETING

Except as otherwise provided in these bylaws, the Board of Directors may, upon initiative of the President, with written consent of two thirds of the members of the Board of Directors take any action without a meeting that it might take at a meeting duly held.

SECTION 8. BOARD ACTION BY CONFERENCE TELEPHONE

Any one or more members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar equipment which enables all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

SECTION 9. QUORUM AND VOTING

At all meetings of the Board of Directors, a quorum shall consist of a majority of the voting members of the board. Except as otherwise provided in these bylaws, the vote of a majority of those directors present shall prevail. In the case of a tie vote, the presiding officer shall cast the deciding vote. Voting rights of a member of the Board of Directors shall not be delegated to another or exercised by proxy.

SECTION 10. EXECUTIVE COMMITTEE

The Board of Directors, at any regular meeting, or at a special meeting called for the purpose, may appoint an Executive Committee of the Board of Directors which shall consist of the President, DNA and at least two other members. The Executive Committee will be presided over by the President who will call the meetings of the Executive Committee, designating the time, place and the matters to be discussed and acted upon. The Executive Committee shall have the authority, as directed by the board, to act on business in place and stead of the Board of Directors between meetings of the Board of Directors, except those specifically reserved to the Board of Directors by these bylaws. Actions of the Executive Committee shall be reported to the Board of Directors within ten days, for ratification at the next board meeting.

SECTION 11. EXECUTIVE DIRECTOR

The Board of Directors may engage the services of an Executive Director. The Executive Director shall perform management services and other duties in accordance with any contract authorized by the Board of Directors.

ARTICLE IX

OFFICERS

SECTION 1. OFFICERS

The officers of NAPMR shall be the President, First Vice President, Second Vice President, Third Vice President, DNA, and the Secretary/Treasurer.

SECTION 2. ELECTION

The officers shall be elected by the regular members of NAPMR at their annual meeting held in accordance with Article X hereof.

SECTION 3. DUTIES OF THE PRESIDENT

The President shall be chief executive officer and chair of the Board of Directors, and shall exercise general supervision over the executive affairs of NAPMR. The President shall preside at all meetings of NAPMR membership and of the Board of Directors and shall be a member, ex-officio, of all association committees. The President shall have the duties described herein and any which may be assigned by the Board of Directors. In the event of a vacancy in the office of President resulting from any permanent inability to serve, the First Vice President shall assume the office of President and shall perform all the duties of such office for the unexpired term.

SECTION 4.

DUTIES OF THE FIRST VICE PRESIDENT

The First Vice President shall be responsible to the President for the coordination of the activities of one or more standing committees, and shall perform such duties as may be assigned by the President and Board of Directors. In the event of the temporary inability of the President to perform the duties of their office, the First Vice President shall perform all duties of the office of President until such time as the incumbent is able to resume the duties of the office.

SECTION 5.

DUTIES OF THE SECOND VICE PRESIDENT

The Second Vice President shall be responsible to the President for the coordination of one or more standing committees and other such activities as may be directed by the President or the Board of Directors. In the event of absence or incapacity of the President and First Vice President, the Second Vice President shall perform the duties of the office of the President.

SECTION 6.

DUTIES OF THE THIRD VICE PRESIDENT

The Third Vice President shall be responsible to the President for the coordination of one or more standing committees and other such activities as may be directed

by the President or the Board of Directors of NAPMR.

SECTION 7.

DUTIES OF THE SECRETARY/TREASURER

The Secretary/Treasurer shall perform the following duties:

(a) As Secretary, to insure that the proceedings of all meetings of the Association and Board of Directors are suitably recorded in permanent form, to insure the maintenance and safekeeping of all corporate and membership records of the Association, and to perform other duties normally associated with the office and as may be assigned by the President of the Board of Directors.

(b) As Treasurer, to be responsible for the funds of the Association. This shall include, but not be limited to, insuring an accurate record of all receipts and disbursements, presenting financial reports to the Board of Directors, directing all financial affairs and investment decisions, insuring that Association funds are handled in a manner consistent with good accounting practices, and to perform other duties normally associated with the office and as may be assigned by the President or Board of Directors. The Treasurer shall give bond for the proper performance of their duties in such amount and with such surety as the Board of Directors may require, the premium on such bond to be paid by NAPMR.

ARTICLE X

MEETINGS OF THE MEMBERS

SECTION 1. ANNUAL MEETING

The annual meeting of NAPMR membership, at which election of officers and directors shall take place, shall be held no more than thirty days prior to the Annual Conference of NAPM, but no later than the third Wednesday of May, at such place as may be determined by the Board of Directors. Written notice thereof shall be given to all members at least fifteen days prior to such meeting.

SECTION 2. REGULAR MEETINGS

The regular meetings of NAPMR shall generally be held on the third Wednesday of each month, except during the months of June, July, and August, when no regular meetings will be held.

SECTION 3. SPECIAL MEETINGS

Special meetings of NAPMR membership may be called by the Board of Directors or by petition of one-third of the regular membership, and notice thereof stating the purpose or purposes for which the meeting is called shall be given in writing, not less than ten or more than forty days prior to such meeting.

SECTION 4. QUORUM

At all annual or special meetings of the membership, a quorum shall be ten percent of the total regular membership of NAPMR.

SECTION 5. VOTING

On all questions presented for a vote at any meeting of NAPMR membership, each regular member shall be entitled to one vote. Except as otherwise required by these bylaws, all questions presented to a vote of the membership shall be authorized by majority vote.

In the case of a tie vote, the presiding officer shall cast the deciding vote. The candidates receiving the highest number of votes shall be declared elected. If additional nominations are made by an independent group, tellers shall be appointed by the President, and voting shall be by secret ballot.

SECTION 6. ORDER OF BUSINESS

At any meeting of the NAPMR membership, the order of business shall be as stated on the agenda for the meeting furnished with the notice of such meeting.

SECTION 7. PARLIAMENTARY RULES

At all meetings of NAPMR membership, including the meetings of the Board of Directors, all questions of procedure shall be determined by Roberts' Rules of Order, when not in conflict with these bylaws.

ARTICLE XI

COMMITTEES

SECTION 1. STANDING COMMITTEES AND REGULAR COMMITTEES

The following standing committees shall be established within NAPM-Rochester:

- International
- Membership Activities (MAC)
- Professional Development (Pro-D)
- Public Relations

The following regular committees shall be established and continued as long as their functions are supported by the membership and the Board of Directors:

Business Survey
Clambake
Employment
Expo
Golf Outing
Information Technology
Publications

The board may form or terminate regular committees when, in their sole judgment, such action will further the best interests of the association. The board may create or disband standing committees in order to be consistent with the organization of NAPM and the District.

SECTION 2. SPECIAL COMMITTEES

The President, with the approval of the Board of Directors, may appoint other special committees, subcommittees or task forces.

SECTION 3. NOMINATING COMMITTEE

The President shall, at least sixty days before the annual meeting, appoint a nominating committee of at least three members, one of whom shall be the retiring past President who shall be the only representative of the then existing Board of Directors. The President shall announce that members may suggest to the chair of the committee the name(s) of person(s) suitable to fill the vacancies to occur. The nominating committee shall submit the names of the nominees for officers and directors for the ensuing year, at the regular meeting next preceding that at which the election is to take place. Other nominations may be made by any ten or more members acting together as a group by notifying the Secretary in writing, listing the names of their candidates, within fifteen days prior to the annual meeting, for immediate transmittal by the Secretary to all the active members.

SECTION 4. AUDIT COMMITTEE

The President shall, within thirty days following the start of the fiscal year, appoint an auditing committee of three members, none of whom shall be members of the incumbent or immediately preceding Boards of Directors. This committee shall carefully audit the books and accounts of the Treasurer of the preceding administration and shall verify deposits in banks and securities held. The committee shall also annually evaluate NAPMR as to the accomplishment of its purposes for existence and value to its members. The committee shall make and deliver the report of its investigation no later than the September Board of Directors meeting.

SECTION 5. DISMISSAL

Any officer or member of a committee who shall not fulfill the duties assigned to them shall be subject to removal by the Board of Directors and their successor may be named in accordance with Section 5 of Article VIII.

ARTICLE XII

FINANCES, CONTRACTS, CHECKS, DEPOSITS & FUNDS

SECTION 1. FISCAL YEAR

The fiscal year of NAPMR shall be June 1 to May 31.

SECTION 2. APPROPRIATIONS

The Board of Directors of NAPMR shall have the sole authority to make appropriations of funds for the conduct of business of NAPMR, but shall have no power or authority to appropriate or spend funds of NAPMR for any purpose, project, or enterprise not directly connected with the operation of NAPMR. Neither shall it have the authority to make NAPMR liable for any debt or debts to an amount which exceeds the total funds in the hands of the Treasurer and not otherwise appropriated.

SECTION 3. CONTRACTS

The Board of Directors may authorize any officer, agent or agents of NAPMR, to enter into any contract or execute and deliver any instrument in the name of and on behalf of NAPMR. Such authority may be general or confined to specific instances.

SECTION 4.

CHECKS, DRAFTS, OR ORDERS

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NAPMR, shall be signed by the Secretary/Treasurer or, in their absence, by the President or other officer or director of NAPMR as designated by the Board of Directors.

SECTION 5. DEPOSITS

All funds of NAPMR shall be deposited to the credit of NAPMR in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE XIII

DISSOLUTION

SECTION 1. DISSOLUTION

NAPMR may be dissolved upon adoption of a plan of dissolution and distribution of assets adopted by the Board of Directors and approved by the regular members of NAPMR in accordance with the laws of the State of New York.

SECTION 2. DEDICATION OF FUNDS

NAPMR shall use its funds only to accomplish the objectives and purposes specified in its Certificate of Incorporation and these bylaws. No part of the net earnings of NAPMR shall inure to the benefit of any member, trustee, director, officer, or any private individual (except that reasonable compensation may be paid for services rendered to or for NAPMR relating to one or more of its purposes), and no member, trustee, officer, nor any private individual shall be entitled to share in the distribution of any of NAPMR's assets on dissolution of NAPMR. In the event of dissolution of NAPMR, all of the remaining assets and property of NAPMR shall, after necessary expenses thereof, be distributed for one or more purposes as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to the Federal government or to a State or local government for a public purpose, or to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to another organization to be used in such manner as in the judgement of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which NAPMR was organized.

ARTICLE XIV

AMENDMENTS

SECTION 1. AMENDMENTS

These bylaws may be amended only by a vote of two-thirds of the regular membership present and eligible to vote at any regularly scheduled meeting. Written notice of such proposal to amend the bylaws must be sent to all members of NAPMR at least thirty days prior to the meeting where such vote will take place. The complete text of the proposed amendment shall be included in the notice.