

**BYLAWS  
FOR THE GOVERNMENT OF THE  
APARTMENT ASSOCIATION OF THE PANHANDLE**

These Bylaws are for the Government of the Apartment Association of Panhandle, and its Members, and for accomplishing the purposes as set forth by the Texas Apartment Association, Inc. and the National Apartment Association guidelines.

**Article I  
Definitions**

- (a) The terms “Affiliated Local Association” and “Local Association” as used in these Bylaws shall mean The Apartment Association of the Panhandle.
- (b) The terms “Texas Apartment Association” and “TAA” as used in these Bylaws shall mean the Texas Apartment Association, Inc.
- (c) The term “AAP Office” as used in the Bylaws shall mean The Apartment Association of the Panhandle office in Amarillo, Potter (or Randall) County, Texas.
- (d) The terms “Board of Directors” and “Board” as used in these bylaws shall mean the Board of Directors of AAP as referred to in Article V
- (e) The term “Director” as used in these Bylaws shall mean a Voting or Alternate member of the Board of Directors of AAP as referred to in Article V.
- (f) The term “Executive Committee” as used in these Bylaws shall mean the President, President-Elect, Vice President, and Secretary/Treasurer.
- (g) The terms “Member”, “Members”, and “Membership” as used in these Bylaws shall mean the member or members of AAP as defined in Article IV.
- (h) The term “Officer” as used in these Bylaws shall mean an officer of AAP as referred to in Article X.
- (i) The term “Multi-housing” as used in these Bylaws shall mean any residential rental housing unit.
- (j) The term “Panhandle Region” as used in these Bylaws shall mean the 26 northern most counties of the Texas Panhandle, comprised of Armstrong, Briscoe, Carson, Castro, Childress, Collingsworth, Dallam, Deaf Smith, Donley, Gray, Hall, Hansford, Hartley, Hemphill, Hutchinson, Lipscomb, Moore, Ochiltree, Oldham, Parmer, Potter, Randall, Roberts, Sherman, Swisher, and Wheeler.

**ARTICLE II**  
**Objectives, Authority and Responsibilities**

Section 1. Objectives

The objectives, authority and responsibilities of AAP shall be:

- (a) To inform all the members of AAP operating within the Texas Panhandle of new legislation or upcoming Legislation that will effect the multi-housing industry;
- (b) To develop and maintain within the multi-housing Industry a high appreciation of the objectives and responsibilities of fully serving the public;
- (c) To advocate and encourage the constant improvement of multi-housing ownership and management techniques and operating practices;
- (d) To promulgate and enforce a Code of Ethics to maintain high professional standards and sound business methods among its members for the best interest of the industry and public;
- (e) To secure proper consideration of its opinion upon questions affecting the multi-housing industry in the Panhandle area and the State of Texas;
- (f) To promote and assist in the enactment and enforcement of beneficial Local, State and Federal laws pertaining to the apartment industry and to otherwise promote and encourage better methods and practices in the Multi-housing industry;
- (g) To function as an affiliated Association of the Texas Apartment Association, Inc. and the National Apartment Association;
- (h) To participate for the purpose of mutual benefit in an interchange of information and experience with other Associations of the Texas Apartment Association;
- (i) To disseminate legislative, educational and other useful information and inspire Members to further inform themselves in the practical and ethical features of the multi-housing industry;
- (j) To hold whenever practicable, in conjunction with its meetings or otherwise, as an educational feature, an exhibition of equipment, supplies and other items which may be beneficial in conducting the multi-housing business;
- (k) To conduct business and make available activities which are appropriate to assure the financial stability of AAP and which are approved by the Board of Directors;

**ARTICLE III**  
**The Fiscal Year and Meetings**

- (a) The fiscal year for the Apartment Association of the Panhandle shall be June 1<sup>st</sup> through May 31<sup>st</sup> of each year.
- (b) The Apartment Association of the Panhandle shall hold regular monthly meetings with time and place of holding the meetings left at the discretion of the Board of Directors or AAP Officers. . The Association will have monthly general meetings on the third (3<sup>rd</sup>) Thursday of each month whenever possible; or at other times, as decided by the Board of Directors.
- (c) The General Membership will be notified of such meetings monthly through communications from the Apartment Association of the Panhandle.

**ARTICLE IV**  
**Membership**

Section 1. Definition of Member

- (a) Owner Member: Shall be those individuals, firms or corporations that have actual ownership in rental housing or other residential units.
- (b) Associate Company Member: To be classified as an Associate Company Member a membership candidate must provide products or services directly related to the Multi-Family Housing Industry, or its members. While the number of Associate Company Members affiliated with each company providing products/services is not limited, each Associate Member Company will be entitled to only one (1) vote for any election of officers or any operations issue for the association presented to the General Membership. The Associate Company shall designate their voting member. The appointed voting member may be changed any time during the year with written notice to the Apartment Association of the Panhandle no later than 30 days prior to any voting that is taking place.
- (c) Individual/Sustaining Members shall be supporters of the Association but shall have limited rights. Any number of employees of members may be registered to receive full privileges and participate in education programs, meetings and events of the association.
- (d) Dues will be billed in October for the upcoming year payable by January 15th. The Association will send a second reminder notice in December. Any member of the Association who has not paid their dues by the last

day of January, shall be dropped from the membership roll and a reinstatement fee could be assessed. Reinstatement is at the discretion of the Board of Directors. The annual dues of AAP members shall be in such amount as established by the Board of Directors.

- (e) A Manager shall be considered an individual whom 51% of their job responsibilities are directly related to the management or supervision of rental dwellings. They must hold the position of Manager, Property Supervisor or Maintenance Supervisor.

#### Section 2. Contingent Federation

- (1) Members of AAP are automatically members of the Texas Apartment Association, Inc. and the National Apartment Association.
- (2) Individuals, firms and corporations must be a member of AAP in order to be a member of TAA or NAA.

#### Section 3. Distinguished Life Board Member

Distinguished life membership on the Board of Directors may be awarded to any person who has performed distinguished service to AAP, and who has served as a member for ten (10) or more consecutive years. A nomination for distinguished life membership shall be initiated by the Executive Committee and requires approval by at least a 75% vote of the Board votes cast at a regular meeting of the Board or at a special meeting called for the purpose of considering a nomination. Distinguished life members shall be considered an ex-officio member of the Board of Directors; whose voting privileges will be based upon continued active membership in the Association and will be determined by the Board. If a Lifetime Board Member no longer owns or manages rental dwellings, they will be exempt from paying dues to the association and may retain a non-voting seat on the Board of Directors.

### **ARTICLE V Officers & Board of Directors**

#### Section 1. Election Process

- (a) The staggered annual election of officers and Board of Directors shall be held in March of each year.

Nominations shall:

- (1) Be accepted from the general membership no later than 2 months prior to the scheduled election meeting.

- (2) Be approved by the Nominating Committee who will be current members in good standing. The Nominating Committee will be comprised of the President-Elect as Chairman, the current President, the current Secretary/Treasurer and two (2) past Presidents, and two (2) other manager/owner members. This committee will be appointed by the current President, with board approval, based on qualifying standards set forth by current bylaws. A member may not serve on the nominating committee if they have been nominated for a position on the Board of Directors excluding positions with automatic succession or special appointment positions. The Nominating Committee will recommend a slate of Officers and Board Members which will be approved by the Board of Directors prior to submission to the general membership by advanced notice. All officer positions, excluding temporarily appointed positions, will have a natural succession from Secretary/Treasurer to President-Elect to President. Candidates shall be elected by secret ballot and the candidates with the highest number of votes shall win the election. The Nominating Committee shall adhere to the guidelines set forth in the most current Nomination & Elections Procedures Manual approved by the Board of Directors.
- (3) A member shall receive one election vote per base dues paid. Only one individual may serve on Board of Directors or in an Officer position per base dues paid.
- (4) Proxy voting may be assigned by the owner of a member property to another AAP member in writing.
- (5) The President with approval of the Board of Directors shall appoint an Election Committee of 4 AAP members to conduct the election as outlined in the Nomination and Election Procedures Manual approved by the Board of Directors.

## Section 2. Requirements

- a) The position of President, President-Elect, and Secretary/Treasurer can only be held by an owner or manager of rental property who is a member of the Association. Candidates for any office shall have at least one year prior board experience before being eligible for an officer position. No more than one (1) manager may hold an officer's position at any one time.
- b) The Board of Directors will consist of the President, President-Elect, Secretary/Treasurer, Distinguished Life Board Members, and ten (10) elected positions. The immediate Past President will be appointed to the Board of Directors for a term of one year following their term in office. Of the ten (10) elected positions, four (4) will be owners, four (4) will be managers and two (2) will be associate members.

- c) Officers and Board of Directors shall be installed and shall assume their duties of Office on the first day of the AAP fiscal year.
- d) The Board of Directors shall designate a regular time and place of regular board meetings. Any board member who is absent from three regular board meetings, within the same fiscal year, without an excuse deemed valid by the Board of Directors, may be asked to resign.

### Section 3. Procedures

- (a) In the event of a tie vote on any issue presented to the Board of Directors, the President's vote shall break the tie. In case of a tie on election ballot, a special Board Meeting will be called by the President. A quorum must be present. The Board of Directors will vote to break the tie.
- (b) Each nominee must announce, prior to ballot approval, the specific category in which they will run. Any changes to categorization of the individual in the future year elections must be approved by the Board of Directors. .
- (c) Replacement of any Officer, Board Member or Nominee, who cannot, for any reason, fulfill their term or expected term of office shall be handled by any of the following methods, at the discretion of the Board of Directors;
  - (1) Special election at the next General Meeting.
  - (2) Installing the next person for that position who had the highest number of electoral votes.
  - (3) The Nominating Committee will make recommendations for the replacement, by special appointment, based on qualifying criteria, with board approval.
  - (4) In the event that any position on the Board of Directors cannot be filled due to bylaw restrictions, the Nominating Committee will be delegated the authority to fill the position as necessary with board approval.
- (d) In order to conduct business at a Board Meeting there must be at least 51% of the Board Members present to be considered a quorum.
- (e) If a non-owner or Associate Company Board Member, for any reason is no longer actively employed by a member of the association, they will be required to immediately resign from their current position on the Board of Directors until they secure a new position, with another member company. Once they are re-employed in a position equivalent to their vacated board position, they may be reinstated for the remainder of their term.

- (f) If a Board of Directors Officer, for any reason, is no longer actively employed by a member of the association, a Past President will be appointed by the Board of Directors to serve the remainder of the term or a shorter period of time as approved by the Board of Directors.
- (g) Any person nominated to serve on the AAP Board of Directors must be a member in good standing at the time of board approval of the ballot and throughout any terms they are elected to serve.

**ARTICLE VII  
Disbursements**

- (a) The Secretary/Treasurer shall have charge of all funds of the Association and will be responsible for their disbursement subject to the policies established by the Board of Directors;
- (b) The only person having the authority to sign Association checks will be those persons approved on the bank signature card by the Board of Directors. Should a single check be for \$2,000 or more, the check will require two (2) authorized signatures.
- (c) The Secretary/Treasurer shall submit a financial statement monthly to the Board of Directors.
- (d) The Board of Directors shall administer day to day finances of the Association. Capital expenditures in excess of \$10,000 may not be made unless authorized by a majority vote of the Association members eligible to vote at a meeting at which at least 10% are present.

**ARTICLE VII  
Amendments to Bylaws**

Section 1. Procedures for Amendment

- (a) Through the recommendation of the Bylaws Committee and approval of the Board, Bylaws may be amended by a two-thirds (2/3) majority vote of members at any regular meeting or at any special meeting called for that purpose with each member being notified in advance of such meeting.
- (b) By written application of a majority of the General Membership of the Apartment Association of the Panhandle.

**ARTICLE VIII  
Code of Ethics**

We, the members of the Apartment Association of the Panhandle, recognizing our duty to the public and the intimate nature of the relationship between the apartment resident and the owner, or manager, and being aware of the vastly increasing role of the apartment industry in providing the home of the future, and in order to provide the apartment-residing public with each and every member, together and alone, agreeing that, so long as we remain members of the Association, and so long as nothing confined herein shall be unlawful, we shall:

- (a) Promote, employ and maintain a high standard of integrity in the performance of all rental obligations and services in the operation of multi-housing communities.
- (b) Maintain and operate multi-housing communities in accordance with fair and honorable standards of competition, ever mindful of the purposes of AAP in compliance with the bylaws thereof.
- (c) Strive continually to promote the education and fraternity of the Membership and to promote the progress and dignity of the multi-housing industry in creating a better image of itself in order that the public may be better served.
- (d) Seek to provide better values, so that an even greater share of the public may enjoy the many benefits of multi-housing living.
- (e) Establish high ethical standards of conduct with Multi-housing rental agencies, suppliers and others Doing business with the multi-housing industry.
- (f) Endeavor to expose all schemes to mislead or defraud the multi-housing residing public and to aid in the exposure of those responsible.
- (g) Refrain from attempting to obtain resident through advertising or otherwise, by means of deceptive, misleading or fraudulent statements, misrepresentations or the use of implications, unwarranted by fact or reasonable probability.
- (h) Not use the TAA logo on forms other than official TAA lease related forms or give an incorrect impression that a form is approved by TAA.
- (i) Abide by all national, state and local laws of every kind and nature.
- (j) Not reproduce or reprint any publication or form which is copyrighted by TAA and sold by AAP.



- (k) Not knowingly use any unlawfully reproduced or reprinted TAA forms or publications.
- (l) Not use the TAA logo in any manner without using the phrase “Member of” above and in conjunction with the logo.

Disciplinary action for any violation of the above Code of Ethics shall be delegated to and be the exclusive responsibility of the Board of Directors of the Apartment Association of the Panhandle.

## **ARTICLE IX Use & Dissolution of Assets**

### Section 1

No part of the assets of the Apartment Association of the Panhandle shall incur to the benefit of, or to be distributed to, its members, trustees, officers or other private persons.

### Section 2

Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by any Association exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

### Section 3

In the event that the Association should dissolve, then all assets are to be left to some other organization that is exempt under Section 501 (c) (6) of the Internal Revenue Code.

## **ARTICLE X Officers and Board member Responsibilities and Duties**

### Section 1. President

The President shall serve as the chief elected officer of the Apartment Association of the Panhandle and will preside at all meetings or the Board of Directors and General Membership Meetings. The President shall serve as Ex Officio member of standing Committees, sign contracts, oversee all affairs, supervise other Executive Officers, coordinate the activities of the Association, serve as the public voice and chief spokesperson for the Association.

### Section 2. President Elect

The President-Elect shall preside in the absence of the President at all Board Meetings and General Membership Meetings. The President-Elect shall serve as the Primary

Assistant to the President and assist as needed. The President-Elect shall attend all meetings of the Board of Directors and General Membership Meetings. Section 4. Association Executive

The Associate Executive shall keep minutes of all meetings and be responsible for proper records of all such meetings. The Associate Executive shall publish the newsletter, supervise the AAP office, provide TAA forms in support of our industry, coordinate the training of CAM students, recruit new members, be conversant in the laws that pertain to the Apartment Association, maintain a current list of owners, unit count and associate members, send out statements and dues, provide the proper reports to TAA and NAA, attend appropriate state and local meetings, submit paperwork to the adjudication board as required, assist Board Members as required in meeting their responsibilities, prepare and record accounts payable for the Secretary/Treasurer to approve and sign disbursement checks and any other duties the Board of Directors may request.

#### Section 5. Secretary/Treasurer

The Secretary/Treasurer shall have custody of funds. The Secretary/Treasurer shall supervise deposits and disburse funds; all expenditures over \$2,000 will also require the signature on another authorized person. The Secretary/Treasurer shall maintain accounts, verify financial reports and assist in budget preparation.

#### Section 6. Texas Apartment Association, Inc. and National Apartment Association Representatives

Texas Apartment Association, Inc. and National Apartment Association Representatives shall represent the interests of the Association at appropriate State and National Directors meetings.

#### Section 7. Powers of the Board of Directors

- (a) To review and terminate membership for cause, after an appropriate hearing, by two-thirds vote of the Board of Directors.
- (b) To establish membership dues and other fees.
- (c) To approve appropriate expenditures for the Association.  
(The Board of Directors may delegate authority for necessary expenditures to appropriate Executive Officers or Committee Chairpersons.)
- (d) To hire, supervise and/or discharge employees of the Association.
- (e) To establish general policies.
- (f) To establish or eliminate, upon recommendation of the President, standing and special committees.

- (g) Upon recommendation from the President, fill vacancies on the Board until the next general election of officers.
- (h) To enter into contracts to do the following:
  - 1) Commit the resources of the Association to fulfill contracts.
  - 2) Purchase, sell or lease office equipment as required.
  - 3) Represent the Association in dealing with the public, Government agencies, and with related organizations.
- (i) The Board of Directors may employ or contract with an Associate Executive whose term and conditions of employment or contract shall be specified by the Board. The Executive Committee shall recommend the ongoing compensation and other financial arrangements of the Associate Executive for Board approval.
- (j) To designate the office of the Association.
- (k) May retain the services of an outstanding accountant who shall audit or review the records of finances of the Association.
- (l) A Board Member shall not vote on any matter that is a personal conflict of interest.

#### Section 8. Term Limits

There is a limit of two consecutive 2-year term for Manager and Associate Board members and three consecutive 2-year terms for Owner Board members, excluding Board members serving in Officer positions and the Association Executive, who is an employee of AAP. An officer of the Board may serve an additional term as may be deemed necessary by the Board.

### **ARTICLE XI Committee Formation**

#### Section 1.

The President, with the advice and consent of the Board shall appoint or elect the following committees. Additional committees may be formed as deemed appropriate by the President with approval by the Board of Directors.

#### Legislative:

The Board of Directors will appoint a Chairperson for this committee and any representative to the TAA/NAA Legislative Committee. The TAA/NAA Legislative Representative shall be responsible for making recommendations to the Executive Committee and Board of Directors on any TAA/NAA legislative matter. This committee

shall be responsible for updating the Board on legislative matters pertaining to the multi-housing industry.

Membership:

The purpose of this committee is to recruit new members from the Panhandle area. One member from the General Membership will be appointed by the President to be the Chairperson.

Product Service Committee :

The Apartment Association of the Panhandle shall appoint or elect one (1) Chairperson to head this committee . The committee shall assist AAP in matters pertaining to products and/or services; shall assist AAP in the production, promotion and execution of special events.

Publicity Committee:

The President shall appoint a Chairperson of this committee to see that the Association obtains area exposure through the media and other advertisements.

Communication Committee:

The President shall appoint a Chairperson who shall be responsible, with the aid of the AAP office, to call and notify members of any upcoming events or meetings the Association may be presenting.

Independent Rental Owners Council:

The President shall appoint a Chairperson of this council. The primary goal of IROC will be to provide education to independent rental owners on rental housing issues.

Awards Selection Committee:

The AAP office shall select no fewer than five representatives from local associations involved in the multi housing industry within the state of Texas to act as our local Award Selection Committee. This committee will review the nominee submissions and select the winners of the local AAP awards, A recipient of an award may not receive the same award more than once in a three year period.

Section 2.

The Chairperson of these committees shall be a volunteer from the General Membership who is appointed by the President. These committees shall hold structured meetings. The Chairperson shall be responsible for keeping the minutes of the meetings and providing the AAP office with a copy of the minutes.

Section 3.

A task force or special council can be set up by the Board of Directors, should the need occur for such a task force.

November 20, 2014

**Approved by Board of Directors on September 26, 2014**  
**Approved by General Membership on November 20, 2014**

**Last amendment/revision: November 14, 2013**  
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