

# **BYLAWS OF NORTH DAKOTA APARTMENT ASSOCIATION**

## **ARTICLE 1 - NAME**

The name of this association shall be "North Dakota Apartment Association," hereafter known as "The Association".

### **SEAL**

The Association shall have no seal.

## **ARTICLE II – OBJECTIVES**

The objectives of the Association are: To promote the multi-housing interest in the state of North Dakota, to secure the friendly cooperation of multi-housing developers, owners, manager, and residents for mutual benefit and secure uniformity in method of transacting multi-housing business in North Dakota; also to acquire and disseminate useful business information; to promote equitable principles of trade to encourage uniformity in the commercial usage's, business transactions and trade relations of the state wide area and the citizens thereof with particular reference to the multi-housing business and person engaged therein or connected therewith; also to adjust the controversies and misunderstandings which may rise between individuals engaged in such business; to adjust controversies and to promote relationships between rental housing owners and managers and their residents; and to promote Real Estate management education.

## **ARTICLE III - MEMBERS AND QUALIFICATIONS**

There shall be two classes of members:

### ***SECTION I. GENERAL MEMBERS***

- a. General members shall be individuals, partnerships, corporations, or other legal entities which own, operate, manage, plan, build and/or develop rental housing, condominium, cooperatives, and other forms of multifamily properties in North Dakota or which are out-of-state apartment associations approved by the Board of Directors.
  - b. Only general members in good standing shall have the right to vote and each general member shall have but one vote.
  - c. Every general member, other than an individual, shall designate a person to be its acting representative with power to vote, by signing a form approved by the Board of Directors. Such designation may be rescinded or changed by a notice in writing by such general members.
- Any general member may have additional general members from its legal entity by payment of additional general membership dues as set forth in the dues schedule as established by the Board of Directors.

### ***SECTION 2. ASSOCIATE MEMBERS***

Associate members shall be those who deal with multi-housing managers, owners and builders in allied fields such as: architects, lenders, contractors, material suppliers, etc. Associate members shall be members who are entitled to benefits including advertising, membership lists, newsletters, etc. Associate Members are not entitled to the benefits of a General Member and must pay a separate fee to join.

### ***SECTION 3. APPLICATION FOR THE APPROVAL OF MEMBERS***

All application for any independent membership shall be in writing on a form approved by the Board of Directors which shall include a statement to the effect that the applicant agrees to adhere to the by-laws of the Association and its code of ethics included herein. Such application shall be accompanied by the appropriate dues as set forth in the dues schedule. All applications for membership in North Dakota Apartment Association through a local association will be approved by the local association's Board of Directors.

#### ***SECTION 4. CANCELLATION OF MEMBERSHIP***

After reasonable notice of charges and after affording a reasonable opportunity for a member to be heard on such charges and to present evidence on his behalf a membership may be canceled by a 2/3 vote of the Board of Directors present and voting. The Board of Directors shall act as a hearing board and cancellation of membership must be for good cause based upon conduct and/or contrary to the best interest of the Association. In the event of cancellation of membership, there shall be no refund of any dues paid.

#### **ARTICLE IV - OUT-OF-STATE APARTMENT ASSOCIATIONS**

Out-of-state apartment associations may be affiliated with the Association upon approval of the Board of Directors of the Association. Each out-of-state association must have at least one general member of the Association. Other criteria, qualifications, and requirements of out-of-state associations shall be established by the Board of Directors.

#### **ARTICLE V - DUES AND FINANCE**

##### ***SECTION 1. DUES AND SPECIAL ASSESSMENTS***

All schedules of membership dues shall be determined by the Board of Directors.

##### ***SECTION 2. PRORATION OF DUES***

Any member who joins the Association after the beginning of any given year shall be prorated monthly.

##### ***SECTION 3. NON-PAYMENT OF DUES***

Nonpayment of dues for a period of 60 days after due shall be adequate cause for suspension of membership.

##### ***SECTION 4. DEPOSIT***

All moneys received by the Association for any purpose shall be deposited to the credit of the Association in a financial institution or institutions selected by resolution of the Board of Directors.

#### **ARTICLE VI - OFFICERS AND DIRECTORS AND DUTIES THEREOF**

##### ***SECTION 1. OFFICERS***

The elective officers of the Association shall be: President, Vice-President, Secretary-Treasurer, and they shall all serve as Directors.

##### ***SECTION 2. TERM OF OFFICERS***

- a. The term of each officer shall be for two years from the date of election and installation.
- b. No person may be elected to the same office for more than two consecutive terms.

##### ***SECTION 3. THE BOARD OF DIRECTORS SHALL CONSIST OF THE FOLLOWING:***

- a. The officers.
- b. Two members from each local association of which one is the President of the Association and one is appointed by the President of the Association.
- c. Four members from different cities around the state not having a local association to be appointed by the State President or by the Board of Directors.
- d. Each retiring President, with a right to vote for a period of five years.

##### ***SECTION 4. TERM OF DIRECTORS***

There shall be no limit on the term of Directors.

**SECTION 5. VACANCY IN OFFICE**

Any vacancy of an office by death, resignation, or failure to attend three consecutive regular meetings of the Board may be declared by the Board, which thereupon may fill the vacancy until the next annual election.

**SECTION 6. DUTIES OF OFFICERS AND BOARD OF DIRECTORS**

- a. The President shall preside at all meetings of the Association and the Board of Directors, and shall be Chairman of the Board of Directors.
- b. The President and the Association Executive shall sign all contracts and other instruments which are approved by the Board of Directors. The President may, in the absence of the Secretary-Treasurer, act in behalf of such absent officer in the disbursement of the funds of the Association.
- c. The Vice-President shall perform all the duties of the President during his absence or disability, and such other duties as the Board assigns.
- d. The Association Executive shall notify member of general and special meetings and be in charge of all correspondence for the Association. The duties also include keeping the accounts of the Association and collecting the dues. Under the direction of the Board of Directors, he/she shall disburse its funds. At each regular meeting of the Board of Directors, he/she shall submit a statement showing the receipts and disbursements for the preceding month, and the balance on hand. At the annual meeting he/she shall make a full report to the Association for the year. The Association Executive, and all officers and employees of the Association handling money shall, upon demand of the Association, give a bond in such amount and with such sureties as shall be approved by the Board of Directors.
- e. The Board of Directors shall control and manage the property of the Association and the appropriation of the expenditures of the Association.

**ARTICLE VII - ELECTION OF OFFICERS AND DIRECTORS**

**SECTION 1.**

The biennial election of officers and directors of the Association shall be held at the Annual Convention Meeting of the Board of Directors. Officers and Directors elected at this meeting shall take office immediately following the banquet at the Annual Convention.

**ARTICLE VIII - ASSOCIATION EXECUTIVE**

**SECTION 1. DESIGNATION**

The Board of Directors shall, from time to time, employ a salaried staff head as chief administrative officer of the Association, who shall have the title of Association Executive and whose terms and conditions of employment shall be specified by the Board. The day-to-day administration and management of the Association shall be vested in the Association Executive.

**SECTION 2. DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the Association Executive shall be outlined by the Board of Directors and may, from time to time, be modified or amended by the Board.

**ARTICLE IX - MEETINGS**

**SECTION 1. MEETINGS OF DIRECTORS**

- a. The Board of Directors shall designate a time and place to hold its regular meetings and may hold other meetings

- at the call of the President, or at the call of any five Directors.  
b. A quorum shall consist of 50% of the Board of Directors.

## ***SECTION 2. MEETINGS AND MEMBERS***

- a. ANNUAL MEETING. The annual meeting of the Association shall be held in conjunction with the Annual Convention of each year, the place and time to be designated by the Board of Directors.
- b. SPECIAL MEETING. Meetings of the members may be held at such other times as the President or the Board of Directors may determine, or upon written request of at least (10) percent (%) of the General Members in which event written notice shall be given to every member entitled to participate in the meeting at least ten (10) days preceding all such meetings. All special meeting notices shall be accompanied by a statement of purpose of the meeting.
- c. QUORUM. A quorum at any meeting of the members shall consist of 10% of the General Membership present in person or by proxy. The entire vote on any one single issue, including the election of Directors, may be mailed ballots if so stated in the notice. Such a vote shall have all the effects of a vote taken at regular or special meeting, provided that least 20% of the membership so votes.

## **ARTICLE X - COMMITTEES**

### ***SECTION 1. COMMITTEE APPOINTMENTS***

- a. It shall be the duty of the President to appoint, subject to confirmation by the Board of Directors, such committees as shall be deemed necessary for transacting the business of the Association.
- b. Committees may include Executive, Ethics/Membership, Nominating/Education, Convention, and Legislative/Government Relations.

### ***SECTION 2. DUTIES OF COMMITTEES:***

- A. The Executive committee shall consist of the President, Vice President, Secretary/Treasurer, and the Association Executive. The Executive Committee shall consider such matters as may be referred to it by the Board of Directors or the President, and shall have the power to determine policies in such cases where it is not expedient to call a special meeting of the entire Board of Directors. The President shall be Chairman of the Executive Committee.
- B. Ethics Committee shall have power and authority to hear and make recommendations on all matters:  
Involving a written charge make of unethical conduct on the part of any member of the Association.  
Involving disputes between members of the Association, provided both parties to the dispute agree to arbitration or mediation by the Ethics Committee.  
Involving disputes between members of the Association and residents or in any matter between non-members and their Tenants upon finding by the Ethics Committee that such involvement is for the benefit of the Association. It shall hear all matters involving violation of Code of Ethics set forth herein. The Committee is authorized to establish its own rules and procedures bearing in mind that all parties are entitled to a full and fair hearing. It shall make its recommendation to the Board of Directors for action.
- C. The Membership Committee shall meet upon call of the Chairman and its purpose is to promote membership
- D. The Nomination Committee shall be appointed and shall consist of (3 members) with the responsibility of:  
Issues and accepts the call for nominations to all association members  
Accepts and evaluates applications  
Conducts the interview process  
Administers the balloting process if required  
Presents the slate of officers for approval to the Board of Directors.
- E. The Education Committee shall arrange and organize timely educational seminars and resident manager courses as approved by the Board of Directors.
- F. The Convention Committee is to consist of 2 members of the city hosting the upcoming convention and one from the city previously hosting the convention.
- G. The Legislative/Government Relations Committee shall:  
be knowledgeable about existing state and local policies and how these laws and/or ordinances affect the

multifamily housing industry.  
Have the capability to recommend policy and suggest courses of action to counter detrimental legislation to the membership  
Have strong local ties and is able to serve as a liaison between state and local legislators and NAA's State and Local policy department.  
Estimate cost of lobbyist or any grassroots efforts for anticipated activities and submit figures to the Board for budget purposes.

### **SECTION 3. SPECIAL COMMITTEES**

Subject to confirmation by the Board of Directors, the President may appoint such special committees as he/she may deem necessary.

### **SECTION 4. ORGANIZATION**

All committees shall be of such size and shall have such duties, functions and powers as may be assigned to them by the President of the Board of Directors, except as otherwise provided in these By-Laws. The President shall appoint the chairman of each committee, and each committee shall adopt its own rules and regulations consistent with the By-Laws of the Association.

### **SECTION 5. PRESIDENT**

The President shall be an ex officio member of all committees and shall be notified of their meetings.

## **ARTICLE XI - CODE OF ETHICS**

The North Dakota Apartment Association recognized the vital role of our members in helping provide housing to meet the needs of North Dakota citizens. We acknowledge our responsibility to provide the highest possible standards of quality and service to multi--housing owners, residents, and communities in this state.

Therefore, all members of the North Dakota Apartment Association commit themselves to these ethical principles and standards.

1. We will strive to attain the highest levels of professionalism in ownership, management, and sale of multi-housing properties.
2. We will not deny equal housing opportunity, nor discriminate with regard to sales, services, rentals, or fees because of any person's race, color, creed, religion, national origin, sex, marital status, familial status, status with regard to public assistance or disability.
3. We will qualify prospective owners and residents only by objective evidence, obtained by lawful means, of their willingness and ability to meet their obligations and to abide by rules related to habitation and other residents' peaceful enjoyment of the premises.
4. We will not penalize, attempt to alter rent, sale, services, or fees, nor attempt the eviction or foreclosure of any residents for their good faith attempt to enforce or secure rights under their lease or the law, nor for any resident's good faith reporting of a health, safety, housing, or building violation.
5. We will do our best to ensure that every residence we offer for rent or sale is in good repair and fit for housing needs of our residents, and to repair any damage to the premises not caused by the wrongful act of the resident. In maintenance of our property we will meet or exceed all applicable health and safety laws.
6. We will consider our residents to be valued business customers. We pledge to do our best to respond to residents' and owners' just complaints and resolve their valid grievances. No resident or owner shall be evicted nor deprived of occupancy in any manner other than as provided by law.
7. As regard rental property, we will return all security deposits with interest within the legal time or promptly furnish the residents specific reasons for our withholding of the deposit. We will withhold only the amount necessary to remedy rental default or to rectify resident's failure to perform required obligations. We pledge to diligently adhere to all applicable Federal, State and Local laws governing housing.

Written complaints regarding any violation of this Code may be submitted to the North Dakota Apartment Association for investigation. The North Dakota Apartment Association reserves the right to withhold or rescind

membership in this Association for any member who knowingly violates this Code of Ethics.

## **ARTICLE IX - FISCAL AND ELECTIVE YEAR**

### ***SECTION 1.***

The fiscal year of the Association shall be the calendar year.

## **ARTICLE XIII - RULES AND ORDER**

Robert's Rules of Order, Latest Edition, shall be recognized as the authority governing the meetings of the Association, its Board of Directors, and Committees in all instances wherein its provisions do not conflict with these By-Laws.

## **ARTICLE XIV - AMENDMENTS**

### ***SECTION 1.***

These By-Laws may be amended by majority vote of the General Members present at any meeting, provided such proposed amendment or amendments shall be plainly stated in the call for the meeting or mail election.

### ***SECTION 2.***

Notice by mail or electronic communication of all meetings at which such amendments are to be considered shall be given to every General Member at least ten (10) days prior to the time of the meeting.

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Revised and adopted: March, 2017