

BYLAWS
OF
MINNESOTA CHAPTER,
NATIONAL ASSOCIATION OF
PROFESSIONAL ORGANIZERS

ARTICLE I – NAME

The name of this chapter shall be **Minnesota Chapter, National Association of Professional Organizers**.

The name of this chapter, the National Association of Professional Organizers (NAPO), and the names of any members in their official capacities shall not be used in any way or for any purpose not directly related to the purposes of this chapter and NAPO.

ARTICLE II – OBJECTS AND PURPOSES

1. To promote the profession of organizing.
2. To educate the public about the field of professional organizing.
3. To provide support, education, and a networking forum for the membership.

ARTICLE III – POLICY

This chapter shall be nonsectarian, nonpartisan, and nonprofit.

ARTICLE IV – MEMBERSHIP

The membership of this chapter shall be composed of individuals representing themselves or a company, all of whom shall be members or member candidates of NAPO.

Section 1. **Classes.** There shall be two classes of membership: regular membership and associate membership.

Section 2. **Qualifications.**

(a) **Regular Membership.** Regular members shall be those individuals, representing themselves or a company, who are doing business or considering a career in the field of organizing, time management, or productivity improvement through any of the following services: planning and organizing of environments; information management; consulting, lecturing, training or writing; time management services; financial organization; and ancillary fields. Regular members shall be entitled to voting

privileges and may hold office and chair committees.

(b) **Associate Membership.** Associate members shall be companies who are organizational equipment and supply distributors, vendors, manufacturers, or retailers. Associate member company representatives may not vote, hold office, or chair committees.

Section 3. **Applications for Membership.** Individuals applying for chapter membership shall complete a chapter membership application after, or concurrently with, an application for national membership. Appropriate dues shall be paid both to the chapter and to NAPO at the times the applications are submitted. Applications shall be presented to the chairperson of the Membership Committee for approval. Such applications shall then be submitted to the Board of Directors for approval. Membership shall become effective on the date of such approval by the Board of Directors and payment of annual dues.

ARTICLE V – MEETINGS

Section 1. **Regular Membership Meetings.** Regular meetings of this chapter shall be held on the first Monday of each month. Written notice of each regular meeting shall be given by mail or otherwise distributed to all members at least seven days prior to such meeting.

Any regular meeting may be changed by the Board of Directors at a Board meeting, or by a majority vote of the regular membership present at any regularly called meeting, and thereafter notice of such change shall be given by mail to all members of the chapter at least seven days prior to such changed meeting.

Section 2. **Annual Membership Meeting.** The regular meeting in April shall be known as the annual meeting and shall be for the purpose of electing directors, receiving reports of officers and committees, and for any other business that may arise.

Section 3. **Special Membership Meetings.** Special meetings may be called by the President or the Board of Directors or shall be called upon the written request of ten regular members of the chapter, such request stating the purpose of the meeting. Upon receipt of the written request, the President shall immediately call a special meeting. Written notice of special meetings, setting forth the purpose of the meeting, shall be given by mail by the Secretary to all members at least ten (10) days prior to the date set for such meeting. No business shall be transacted at special meetings except that mentioned in the notice.

Section 4. **Regular Directors' Meetings.** Regular meetings of the Board of Directors shall be held on the first Monday of each month. Written notice of regular meetings of the Board of Directors shall be given by mail to all directors at least seven days prior to such meeting.

Any regular meeting of the Board of Directors may be changed by the President or the Board of Directors at a regularly called Board meeting, and thereafter notice of such change shall be given by mail to all directors at least seven days prior to such changed meeting.

Section 5. **Special Directors' Meetings.** Special meetings of the Board of Directors

may be called by the President or three members of the Board of Directors. Notice of such special meetings shall be mailed to each director at least three days before the day on which the meeting is to be held, or shall be delivered personally or by telephone not later than one day before the day on which the meeting is to be held.

Section 6. **Authorization Without a Meeting.** Any action that may be taken at a meeting of the members or a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by all of the persons entitled to vote at such a meeting.

Section 7. **Voting.**

(a) **Membership Meetings.** At regular, annual and special meetings, each regular member shall have one vote. There shall be no proxy voting, absentee ballots or voting by mail at any meeting of this chapter. A member must be present in person to vote.

(b) **Directors' Meetings.** At regular, annual and special meetings of the Board of Directors, each director shall have one vote. If two or more members chair a standing committee, only one may cast a vote on behalf of that committee at a directors' meeting. If a member chairs more than one standing committee, (s)he holds only one vote at a directors' meeting, regardless of how many standing committees (s)he chairs. There shall be no proxy voting, absentee ballots or voting by mail at any directors' meeting of this chapter. A director must be present in person to vote.

Section 8. **Quorum.** A quorum at any properly called meeting consists of those regular members who attend the meeting.

ARTICLE VI – DUES

Section 1. **Annual Dues.** The amount of annual chapter dues shall be determined by the Board of Directors, not to exceed the amount of chapter dues set by NAPO. Dues shall be payable at the time of application for membership, and thereafter as follows:

(a) **For those joining on or after June 2, 1997:** on the anniversary of the date the application for membership was approved.

(b) **For those joining before June 2, 1997:** at the beginning of the fiscal year.

Section 2. **Delinquency.** Members who fail to pay their dues within thirty days after they are due shall be considered delinquent and not entitled to the rights and privileges of membership.

Section 3. **Refund of Dues.** There shall be no refund of dues after an applicant shall have become a member.

ARTICLE VII – DIRECTORS AND OFFICERS

Section 1. **Directors.** The property, affairs and business of this chapter shall be managed by the Board of Directors. The Board of Directors shall consist of the officers and chairpersons of all standing committees. The Board of Directors shall act collectively; no individual member shall have any power or authority to act on behalf of the chapter unless specifically authorized and empowered by the Board so to act. The number of directors shall be not less than seven nor more than fourteen.

The Board of Directors shall be subject to the provisions and limitations of all applicable laws, these bylaws, and NAPO's bylaws.

Section 2. **Officers.** The officers of this chapter shall be: President, First Vice President/Membership Committee Chairperson, Second Vice President/Program Committee Chairperson, Secretary, and Treasurer. The term of office of all officers shall be one year from date of election or until their successors shall be elected. All officers shall be directors of this chapter.

Section 3. **Indemnification of Directors and Officers.** This chapter shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of this chapter) by reason of the fact that (s)he is or was a director, officer, employee or agent of this chapter, or is or was serving at the request of the chapter as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in any settlement actually and reasonably incurred by h/her in connection with such action, suit or proceeding if (s)he acted in good faith and in a manner which (s)he reasonably believed to be in or not opposed to the best interests of the chapter, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that h/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which (s)he reasonably believed to be in or not opposed to the best interests of the chapter, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that h/her conduct was unlawful.

ARTICLE VIII – STANDING AND SPECIAL COMMITTEES

Section 1. **Standing Committees.** Chairpersons of standing committees automatically become directors of this chapter by virtue of their positions. Such chairpersons shall serve for one year from date of election or until their successors are elected. The standing committees of this chapter shall be:

Database Coordinator	Newsletter
Finance (see Art. XI, Sec. 2, below)	Parliamentarian
Historian	Program (see Art. XI, Sec. 7, below)
Membership (see Art. XI, Sec. 4, below)	Public Relations
	Ways and Means

If two or more regular members chair a standing committee, only one may cast a vote on behalf of that committee at a directors' meeting. If a regular member chairs more than one standing committee, (s)he holds only one vote at a directors' meeting, regardless of how many standing committees (s)he chairs.

Section 2. **Special Committees.** The President may appoint from time to time chairpersons of such special committees as (s)he may consider necessary, subject to the approval of the Board of Directors. A special committee ceases to exist after the completion of its specified task. A directorship is not conferred on special committee chairpersons.

ARTICLE IX – NOMINATION AND ELECTION OF OFFICERS AND STANDING COMMITTEE CHAIRPERSONS

Section 1. **Nominations Committee.** A Nominations Committee of three regular members shall be elected at the annual meeting by voice vote. It shall be the duty of this committee to nominate candidates for the offices and standing committee chairs to be filled at the annual meeting the following April, and cause a ballot to be prepared containing, in alphabetical order, the names of all nominees for each office and standing committee chair. No person shall be eligible to hold office or be a standing committee chairperson in this chapter who is not a regular member at the time of election. No name shall be placed in nomination without the consent of the nominee. The ballot shall be published in the newsletter immediately preceding the annual meeting. The committee is discharged when its report is formally presented at the annual meeting. Nominations may also be made from the floor at the time of elections.

Section 2. **Election of Officers and Standing Committee Chairpersons.** The officers and standing committee chairpersons shall be elected at the annual meeting. The First Vice President shall conduct the elections, assisted by the Secretary. The order of election of officers shall be: President, First Vice President, Second Vice President, Secretary, Treasurer. The election of standing committee chairpersons shall follow the election of officers. The order of election of standing committee chairpersons shall be the order in which the committees appear in the bylaws.

All officers and standing committee chairpersons shall be elected by ballot. However, if there is but one candidate for an office or standing committee chairpersonship, the ballot may be dispensed with and the vote may be by voice. In the event of a write-in vote, the consent of the candidate shall have been obtained in advance.

The First Vice President shall appoint tellers to receive and count the votes. A majority of the votes cast shall be necessary for the election of any officer or standing committee chairperson. In the event any ballot cast does not show a majority for any one nominee for any office or chair listed, the person having the lowest number of votes on the first ballot shall be eliminated, and on each succeeding ballot the person having the lowest vote shall be dropped. This procedure shall be followed until a majority shall have been received. The term of office of officers and standing committee chairpersons shall begin at the close of the annual meeting at which they are elected. Election results shall be sent to NAPO by the First Vice President who

conducted the election within two weeks of the election.

In the event of a vacancy in the office of President, the First Vice President shall succeed to such office for the unexpired term. A vacancy in all other offices or in any standing committee chairpersonship shall be filled by a regular member appointed by the Board of Directors. The Board of Directors of this chapter shall have the power to declare a vacancy in any office or standing committee chairpersonship by reason of the absence of an officer or chairperson for three successive regular directors' meetings, unless, in the Board's opinion, such absence has been unavoidable.

ARTICLE X – DUTIES OF OFFICERS

Section 1. **President.** The President shall preside at all meetings of this chapter and of its Board of Directors, and shall perform such other duties as ordinarily pertain to this office. (S)he may appoint all special committee chairpersons, subject to the approval of the Board of Directors, and shall be an ex-officio member of all committees, except the Nominations Committee.

Section 2. **First Vice President.** The First Vice President shall preside in the absence of the President and shall perform such other duties as ordinarily pertain to this office. (S)he shall be chairperson of the Membership Committee. (S)he shall conduct the elections of officers and standing committee chairpersons, assisted by the Secretary.

Section 3. **Second Vice President.** The Second Vice President shall preside in the absence of the President and the First Vice President and shall perform such other duties as ordinarily pertain to this office. (S)he shall be chairperson of the Program Committee.

Section 4. **Secretary.** The Secretary shall keep a correct recording of the proceedings of all meetings of the chapter and of the Board of Directors, and shall conduct the correspondence of the chapter. (S)he shall assist the First Vice President in the elections of officers and standing committee chairpersons. All records and letters, including the minute book, shall be turned over to h/her successor at the close of h/her term.

Section 5. **Treasurer.** The Treasurer shall collect all dues and assessments of this chapter and shall make disbursements by check signed by the Treasurer or President, and shall co-sign with the President all obligations and contracts approved by the Board of Directors. (S)he shall deposit the funds of the chapter in such bank as the Board of Directors may direct and at the discretion of the Board of Directors shall furnish a bond, at the expense of the membership. (S)he shall keep an account of all receipts and disbursements, making a monthly report to the membership and an annual written report at the annual meeting. (S)he shall prepare and forward to NAPO the monthly report, annual budget, and federal and state tax forms where required by law. (S)he shall be chairperson of the Finance Committee.

An Auditing Committee of three regular members shall be appointed by the President at the August regular meeting, whose duty it shall be to audit the Treasurer's accounts at the close of the fiscal year and to report at the October meeting.

ARTICLE XI – DUTIES OF STANDING COMMITTEES

Section 1. **Database Coordinator.** The Database Coordinator shall maintain a database of information as required by the chapter and shall produce reports, labels, lists, directories, and statistics based on the database records.

Section 2. **Finance.** The Treasurer shall be the chairperson of this committee. An estimated budget for the fiscal year shall be proposed by this committee and presented for approval to the Board of Directors at the September Board meeting. This committee may from time to time submit supplements to the budget for the current fiscal year.

Section 3. **Historian.** (S)he shall keep a record of the activities of this chapter in the form of a history book and shall be responsible for the safe storage of the chapter's history books and archives. (S)he shall compile two history books: one to present to the outgoing President, and one to remain the property of this chapter as a continuing record of its activities.

Section 4. **Membership.** The First Vice President shall be the chairperson of this committee. This committee shall collect, maintain, and disseminate prospect and membership information, and keep a current list of paid members, designating those who are regular and associate members. This committee shall prepare and distribute a current membership roster at the November regular meeting. It shall be the duty of this committee to solicit new members and consider all applications for membership. Applications shall be made upon forms furnished by this chapter and may be taken by any member and submitted to this committee.

Section 5. **Newsletter.** It shall be the duty of this committee to prepare and publish a monthly newsletter to be mailed to all members, or otherwise distributed to the membership.

Section 6. **Parliamentarian.** The parliamentarian shall rule on all questions of order and see that parliamentary rules are followed in all things, and shall interpret the bylaws of this chapter.

Section 7. **Program.** The Second Vice President shall be the chairperson of this committee. This committee shall plan and provide for the speakers and entertainment at all meetings of the chapter. This committee shall also plan the locations of meetings, see that the meeting room is set up appropriately for the type of program being presented, and at the end of the meeting return the room to the order required by the management. This committee shall accept and keep a list of reservations for each meeting, as required. This committee shall have charge of refreshments and make reservations for all dinners, and shall collect the dinner money and turn it over to the Treasurer. The Program Committee chairperson shall serve as the liaison with NAPO's Vice President of Public Relations for the NAPO annual conference.

Section 8. **Public Relations.** This committee shall have charge of sending announcements to newspapers, radio and television media and other facilities in order to keep the public aware of events of the chapter.

Section 9. **Ways and Means.** This committee shall have charge of the raising of funds for any purpose whatsoever other than the collection of dues, and shall devise such methods of

obtaining funds as may be proper for any special project or purpose upon approval of the Board of Directors.

ARTICLE XII – FISCAL YEAR

The fiscal year of this chapter shall commence on October 1 and end on September 30 of each year.

ARTICLE XIII – CODE OF ETHICS

Every member shall subscribe to NAPO's Code of Ethics and agree to be bound thereby. The First Vice President shall receive complaints as to violations of this Code and shall present them to the Board of Directors, who shall direct such action thereon as it may deem necessary.

ARTICLE XIV – DISCIPLINARY ACTION

In the event any member shall violate any of the rules of this chapter, such member may be expelled in the manner following:

1. By a two-thirds (2/3) vote, of all regular members present at a regularly called meeting, in favor of such expulsion.
2. At least fifteen (15) days prior to such meeting, the Secretary shall send by registered mail to said member's last known address a notice of the pending action together with a copy of the charges.

ARTICLE XV – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws, NAPO's bylaws, and any special rules of order the chapter may adopt.

ARTICLE XVI – AMENDMENT OF BYLAWS

These bylaws may be amended at any regular meeting of the chapter by a two-thirds (2/3) vote of the regular members present, provided written notice of the proposed amendment shall have been given by the Secretary to each regular member at least seven (7) days preceding the meeting, at which time such amendment is to be submitted in writing to each regular member. Proposed amendments shall be submitted to NAPO's Board of Directors for approval prior to enactment by the chapter.