

# Chapter Bylaws

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**ARTICLE I**  
**NAME**

The name of this organization shall be the Central Texas Association of Mortgage Professionals, hereafter referred to in these bylaws as CTAMP or Chapter, a non-profit professional association incorporated under the not-for-profit corporation laws of the State of Texas, and affiliated with the National Association of Mortgage Brokers (“NAMB”), hereafter referred to in these bylaws as NAMB respectively.

**ARTICLE II**  
**GEOGRAPHIC LOCATION**

The chapter boundaries are to be determined and approved by NAMB. The initial boundaries shall be the general area of Austin, Texas.

**ARTICLE III**  
**PURPOSES**

The purposes of CHAPTER shall be:

- a) To promote the highest standards of professional mortgage Industry.
- b) To promote the common business interest of those engaged in the mortgage industry and promote cooperative business transactions among its members.
- c) To protect the mortgage industry and the public through the dissemination of information on legislation and regulatory activity affecting its members.
- d) To promote and enhance the image of the mortgage profession throughout the State of Texas and foster a broader understanding and acceptance of a mortgage professional as a vital source of financing.
- e) To provide a forum for the effective exchange of knowledge, ideas, trends, and innovations in the mortgage industry through education seminars and professional meetings.
- f) To promote a cooperative liaison with other related professional groups.
- g) To promote the best interests of the Chapter and NAMB.

**ARTICLE IV**  
**DEFINITION**

For the purposes of this organization, a “Mortgage Professional” means a person who is actively engaged in the State of Texas as a Mortgage professional and or acts as an affiliate in the mortgage industry.

**ARTICLE V**  
**MEMBERSHIP**

Section 1. Classifications of Members:

Classes of membership in the Chapter shall be identical to definitions contained in NAMB Bylaws. The chapter will not set or create any other classification or category of membership.

Section 2. Admission and Termination of Membership

- a) Application - Application for membership in this Chapter shall be made in writing to NAMB headquarters. Applications shall be made upon such forms as may be provided by NAMB.
- b) Resignation - A member may resign from the Chapter at any time by filing a letter with the Membership Committee. A resignation shall not relieve such member from the obligation to fulfill any financial obligations to the Chapter or NAMB.

Section 3. Voting

- a) Each Professional licensed member in good standing shall have one vote.
- b) Associate professional: Associate professionals shall have one vote in the affairs of the Chapter.
- c) Affiliate Professional: Affiliate Members shall have one vote in the affairs of the Chapter.
- d) Honorary Members: Honorary Members shall not have a vote in the affairs of the Chapter.
- e) Majority Vote: Any decision of the Chapter, Board of Directors, or other committee of the Chapter shall be by a majority vote, of those members present and in person.
- f) Eligibility: Only those members whose dues are paid in full as of the convening of the Special Meeting shall be considered to be in good standing and entitled to vote at said meeting.

g) Quorum: A majority of those members present at any Membership meeting shall be considered a quorum for the purpose of transacting business.

h) Proxy Voting: All voting at the special meeting or at a regular or special meeting of the general membership shall be in person by qualified members and no proxies will be accepted.

## **ARTICLE VI DUES**

a) Dues Schedule: The annual dues for each class of the Chapter membership shall be determined by the CTAMP Board of Directors.

b) Dues Payment: The first annual dues of a new member shall be payable and submitted in full with the Application for Membership. All renewal dues shall be payable upon the expiration of the previous membership term.

c) Removal for Non-payment: Members who fail to pay their prescribed dues and other obligations within thirty (30) days of the due date shall be notified that they are delinquent. If the dues and other obligations are still unpaid within the next sixty (60) days, the delinquent member shall be suspended and forfeit all rights and privileges of membership including attendance at meeting and voting rights. Upon payment of delinquent dues or obligations the member may be reinstated at the discretion of the Board.

d) The chapter will not create any dues schedule other than those set by NAMB.

## **ARTICLE VII MEMBERSHIP MEETINGS**

a) Regular Meetings will be held in a location that is convenient for the members as determined by the Board of Directors or the Officer or Committee to whom the Board delegates that responsibility.

b) Special Meeting: Special meetings of the Chapter may be called by any member of the Board of Directors, the President, or upon written request of 2/3 of the Chapter's Professional Members. Notice of any special meeting shall be emailed to each member at their last recorded email address at least 30 days in advance of the meeting. The only business to be transacted at such special meetings shall be the business described on the meeting Notice.

## **ARTICLE VIII BOARD OF DIRECTORS**

a) Power & Responsibility: The governing body of the Chapter shall be its Board of Directors. The Board shall have supervision, control and direction over all the affairs of the Chapter and shall determine its policies, promote the organization's objectives and supervise the disbursement of funds. It may adopt rules and regulations for the conduct of its business as shall be deemed advisable and within the limits of these Bylaws and may in the execution of the powers granted appoint such agents as it may consider necessary.

b) Composition: The Board shall be comprised of up to nine members. The officers of the Chapter shall be elected from among the members of the Board of Directors, subject to the limitations of Article V., Section 1. (d). The Immediate Past President shall be an ex-officio member of the Board. The President or his designee shall act as the Chairperson of the Board of Directors.

c) Elections: The Board of Directors shall be elected by the current membership from its current members at the Special Meeting.

d) Term: All newly elected Board members shall take office as of the 1<sup>st</sup> of the month immediately following the Special Meeting of the members

e) Meetings: The Board of Directors shall meet at regular intervals between general meetings upon call of the Chairperson, at such times and places he/she may designate and shall be called to meet upon demand of a 2/3 majority of its Board members.

f) Quorum: A majority of the whole Board shall constitute a quorum at any meeting of the Board. Any less number may adjourn until a quorum is present.

g) Absence: If a Director is absent from two (2) consecutive meetings for reasons which the Board has failed to declare to be sufficient, the Director may be removed from office by the Board by a majority vote.

h) Resignation: Any Board member may resign at any time by giving written notice to the Chairperson or to the Board itself. Such resignation shall take effect at the time specified therein, or if no time is specified therein, at the time of acceptance of the resignation by the Board.

- i) Vacancies: Vacancies on the Board shall be filled by nomination of the Chairperson and confirmation by a majority of the Board.
- j) Voting: Any decision by the Board shall be by a majority vote of those Board members present.

**ARTICLE IX  
OFFICERS**

Section 1. Election of Officers

- a) Elected Officers: The elective Officers of the Chapter shall be a President, Vice-President, Secretary, and Treasurer
- b) Election: Officers are to be elected by the Board of Directors at the Special Meeting to be held at the September general meeting of the Members and shall take office officially as of the date of the Special Meeting. Special meeting to held in conjunction with the September General meeting and shall take office officially as of the 1<sup>st</sup> of the month following the Special Meeting but in no case later than October 1st of the year for which they are elected.
- c) Vacancies: Vacancies in any office by reason of resignation, change of status or death may be filled by a special election by the Board.
- d) Re-election: Officers may be elected to two consecutive terms to the same office after which the elected officers shall not be eligible for re-election to the same office until one year has passed.

Section 2. Duties of Officers

- a) President: The President shall be the Chairperson of the Board of Directors and preside at all meetings of the Chapter and the Board shall be a member ex-officio of all committees with the right to vote in such committees in the event of tie votes only. The President shall at all times promote the welfare of the Chapter and shall perform such duties as are necessarily incident to the Office of President or as may be prescribed by the Board. The President shall at all times consult with the Board on matters of policy in conducting the affairs of the Chapter. The President shall attend all CTAMP events or arrange to have another officer of the Chapter attend. The Chapter President may be removed by a 2/3 vote of a duly called CTAMP Board of Directors meeting for missing Chapter meetings or other conduct inconsistent with the requirements of these bylaws.
- b) Vice-President: The Vice-President shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act and shall perform such other duties as may be prescribed by the Board. The President Elect shall assist the President in the administration of the Chapter affair for the good of all members.
- d) Secretary: The Secretary shall keep all minutes of all meetings of members and of the Board, shall be the custodian of the records, shall give all notices as are required by law or these Bylaws, and generally shall perform all duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned by the Board. As a Board member the Secretary may represent the President in his/her stead on committees, in meetings or as may be requested from time to time.
- e) Treasurer: He/she shall be responsible for receiving and disbursing the Corporation's funds and accounting for each transaction and shall make at least quarterly financial reports to the Chapter. He/she shall reconcile all bank statements monthly. He/she shall retain and file evidence of each transaction and deliver complete and accurate records and supporting documents to his/her successor in a timely manor.

**ARTICLE X  
COMMITTEES**

Section 1. General

- a) The President of Chapter shall select a Chairperson for each Committee, except as otherwise provided in the Bylaws, and the Chairperson shall select other committee members with the President having approval privileges.
- b) The President may create ad hoc committees as he sees fit to accomplish the mission of the Chapter.
- c) All Committees shall report to the Board for approval or disapproval, prior to presenting the report to the membership on the activities and recommendations of the Committee.

Section 2. Standing Committees

The Standing Committees shall be as follows: Membership; Finance; Legislative & Licensure; Ethics, Grievance & Arbitration; Education & Meetings; Nominating.

a) Membership: The Membership Committee shall have primary responsibility for membership growth and make reports and recommendations to the Board and the membership on ways to enlarge the membership base.

Each new applicant shall submit an application to the Membership Committee for a recommendation to the Board to approve or reject the application. It is the responsibility of this committee to maintain a current roster, mailing list on all members and verify NAMB membership.

The Membership Committee shall also assist the Chapter in matters of publicity. The Committee shall, after Board approval, initiate publicity programs to promote and enhance the image of the mortgage professional throughout the Chapter boundaries and foster a broader understanding and acceptance of the Mortgage professional as an alternative source of financing.

b) Finance: The Finance Committee shall be chaired by the Treasurer of the Chapter. The Committee shall be comprised of at least three (3) members including the immediate past Treasurer and one other member. The Committee shall make recommendations to the Board as to the source and programs for securing the moneys necessary for the operation of the Chapter, recommend a budget for the operation of the Chapter, perform an examination and review of the financial records at least once a year, and present a financial report to the membership as may be required by the Board from time to time, but at least four quarterly reports.

c) Legislative: The purpose of the Legislative Committee is to facilitate communication from NAMB to Chapter members regarding laws and decisions which vitally affect those in the professional mortgage business. Reports on such laws and decisions shall be made to the Board and to the membership as applicable. This Committee shall coordinate all of its activities involving proposed or pending legislation, lobbying, etc.

d) Ethics, Grievance & Arbitration: This Committee shall submit to the NAMB Ethics, Grievance & Arbitration Committee all written complaints of unethical practices which tend to be detrimental to the membership as a whole. Complaints may be submitted by any member of the Chapter, the general public or at the discretion of the Committee. The NAMB Committee has final decision.

e) Education & Meetings: This Committee shall be responsible for the coordination and development of the educational programs to be presented at regularly scheduled meetings of the Chapter and all seminars, conferences or conventions promoted by NAMB. The Committee shall also choose and arrange for the meeting sites for all regularly scheduled or special Chapter meetings, with the approval of the Board.

f) Nominating: The Nominating Committee shall be chaired by a board member of the Chapter and shall consist of up to three (3) Professional Members in good standing. The Committee shall nominate three (3) candidates for the vacancies created by the expiration of terms of members of the Board of Directors. The slate proposed by the Nominating Committee shall be presented to the Board of Directors at least thirty (30) days prior to a Special Meeting of the Members.

## **ARTICLE XI**

### **BYLAWS**

a) Adoption: Upon adoption of these bylaws of the Chapter, the organizing Directors and all future members shall be governed by the provisions of such Bylaws. The CTAMP Board of Directors must approve all bylaws changes and any proposed amendments prior to vote or adoption by Chapter.

b) Interpretation: In case of any doubt or ambiguity in the interpretation of the Bylaws or any provision thereof, the Board of Directors shall have the right to determine the same and its decision shall be final.

c) Amendments: These bylaws may be amended, altered or repealed, in whole or in part, by a Majority vote of those in attendance at any meeting of the membership, or by the eligible voting members of the special meeting of those voting by email, provided that a copy of any amendment or alteration proposed for consideration is approved in advance by the Board of Directors of the Central Texas Association of Mortgage Professionals and shall have been emailed to the last recorded address of each member at least twenty days prior to the date of the meeting.

d) Rules of Order: Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Chapter, its Board of Directors and Committees, in all instances, wherein, its provisions do not conflict with these Bylaws.

**ARTICLE XII  
LIABILITY**

The Officers and the Board of Directors of the Chapter, all standing or select Committees, and the individual members thereof, either as a whole or individual; shall be held harmless from any and all liability so long as their actions are within the scope of their authority relating to the Chapter or NAMB matters. Any and all applicants or members, as a condition of application and membership, agree to hold harmless any member of the organization for any action taken, or any decision rendered, in the fulfillment of his/her duties within the Chapter.

Should an applicant or member take exception to an action taken or decision made by any individual or committee member, that person has the right to protest such action or decision to the NAMB Ethics, Grievance and Arbitration Committee and request appropriate measures to be taken to rectify the situation.

By agreeing to abide by the Bylaws of the Chapter and the decision of the NAMB Ethics, Grievance and Arbitration Committee, the applicant or member complainant hereby agrees to waive any right to bring outside suit against the NAMB, Chapter or any member.

**ARTICLE XIII  
CODE OF ETHICS, STANDARDS OR PROFESSIONAL PRACTICE AND ARBITRATION**

It is the responsibility of the NAMB Board to enforce the Code of Ethics, discipline members, arbitration of disputes and the organization and procedures incident, thereto, and the board shall be governed by the Ethics and Arbitration procedures as may be promulgated by NAMB from time to time, which by this reference is made a part of these Chapter Bylaws.

**ARTICLE XIV  
DISSOLUTION**

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed to the members of the Chapter. On dissolution of the Chapter, any funds remaining shall be distributed to the NAMB.

Adopted by the duly elected Board of Directors on \_\_\_\_/\_\_\_\_/\_\_\_\_

By \_\_\_\_\_  
CTAMP Secretary