

**2011 BYLAWS  
Of the  
Nevada Association of Mortgage Professionals**

**Article I  
NAME**

The name of this organization shall be the NEVADA ASSOCIATION OF MORTGAGE PROFESSIONALS, INC. ( hereinafter NAMP ), a not for profit professional association incorporated in the State of Nevada.

**Article II  
PRINCIPLE PLACE OF BUSINESS**

The location of the principle office of the Association shall be in the State of Nevada at such location as shall be determined by the Board of Directors.

**Article III  
PURPOSE**

The purposes of the Association shall be:

1. To promote the common business interests of those engaged in the mortgage industry.
2. To promote cooperative business transactions among its members
3. To provide a forum for the effective exchange of mortgage industry knowledge, trends, ideas, and innovations.
4. To promote and enhance the image of the mortgage professional throughout the State of Nevada.
5. To foster a broad understanding and acceptance of professional mortgage brokering as a source of alternative financing.
6. To protect the mortgage industry and public through legislative actions.
7. To promote the highest standards of professional practice and mortgage industry ethics.
8. To promote a cooperative liaison with other related professional groups.
9. To provide educational opportunities to the Mortgage Professional and Affiliates.
10. To be the Nevada State Chapter of a national organization of similar state organizations organized for similar purposes across the United State of America, including but not limited to, the National Association of Mortgage Brokers (hereinafter NAMB).
11. To do any and all things that are lawful and appropriate in the furtherance of these purposes.

**Article IV  
MEMBERSHIP**

**Section 1. Classification of Members**

There shall be three (3) classes of membership: Professional, Affiliate, and Honorary.

**Professional** – Membership in this classification shall be open to any individual, partnership or corporation who is licensed or exempt from licensing as a Mortgage Broker, Banker, Lender, Loan Officer, Title/Escrow Agent, Appraiser, Processor, or Underwriter, as defined in these Bylaws.

**Affiliate** – Open to individuals, partnerships or corporations whose business is other than that of a mortgage industry Professional or Honorary member. Affiliate Members shall not have a vote in the affairs of the Association.

**Honorary** – Honorary Members may be granted to any individual or business entity when in the opinion of the Board of Directors, their actions are considered meritorious and/or they have provided a distinguished service to the Mortgage Industry or to the Association. All past Presidents of the Association will be granted honorary membership upon the completion of their term.

**Section 2. Admission for Membership**

Complete applications for membership shall be those that: a) have all sections of the membership application completed: b) are addressed and received by the Association: c) include a check covering one year's dues plus application fee, where applicable: d) bear the name of a sponsor who shall be a member in good standing of the Association at the time the application is received: e) agrees to

comply with the Association's Code of Ethics and Standards of Professional Practice; and f) such other information as will enable the Association to determine the reputation and integrity of the applicant. Questions about the eligibility of any member shall be referred to the Membership Committee and a final recommendation to the Board of Directors shall be made within 30 days.

### **Section 3. Termination of Membership**

**A. Resignation** - Any member may resign from membership in the NAMP by filing a letter of resignation with the Secretary. Resignation shall not relieve such member from the obligations to pay in full all dues, assessments or other indebtedness to the NAMP.

**B. Revocation of Membership** - Members may be reprimanded, suspended, or expelled by the majority vote of the Board of Directors for violation of these BYLAWS, CODE OF ETHICS, NAMB Best Business Practices Guidelines or any other conduct which discredits the NAMP or the mortgage brokerage profession, after hearing as provided for in the policies and procedures provided for under Article XII.

**C. License Discontinuation** - The discontinuation or suspension of a member's State license because of disciplinary action taken by the Mortgage Lending Division and/or a State or Federal Agency, shall cause the member to be disqualified for membership and their memberships in the NAMP shall be automatically terminated.

**D. Reinstatement** - Any member whose membership has been terminated may, upon written request and explanatory statement to the Board of Directors, presentation of a valid license or substantiation of employment with another member and approval by the Board of Directors, have their membership reinstated.

### **Section 4. Voting on Membership Affairs at State Membership Meetings**

**A. Professional Individual Members** shall have one vote in the affairs of the Association in ALL matters concerning the association.

**B. Affiliate Individual Members** shall have no vote in the affairs of the Association and they may serve on committees.

**D. Honorary Individual Members** shall have no vote in the affairs of the Association.

## **Article V DUES AND FEES**

### **Section 1. Dues Schedule**

The annual dues schedule for each class of Membership shall be determined by the Board of Directors and affirmed by the membership at the next general meeting. Dues will be due on an annual basis.

### **Section 2. Dues Payment**

The first annual dues of a member shall be payable and submitted in full with the application for Membership.

### **Section 3. Removal for Non-Payment**

Members who fail to pay their prescribed dues and other obligations within thirty (30) days from the time the dues or obligations become due shall be notified they are (30) days delinquent. Sixty (60) days after the anniversary date, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of Membership. Upon payment of delinquent dues and obligations the member shall be reinstated at the recommendation of the membership committee and approved by the Board of Directors.

### **Section 4. Dues and Fees**

The Board of Directors shall have the authority to set dues and fees for any class of membership. The fee structure shall be affirmed by the general membership for any increase of more than 15% per annum.

## **Article VI LOGO USAGE**

All categories of memberships shall be entitled to use the NEVADA ASSOCIATION OF MORTGAGE PROFESSIONALS logo, as it may be adopted by the board of directors, providing that the category of

membership must be displayed with the logo by all non PI members.

## **Article VII MEMBERSHIP MEETINGS**

### **Section 1. Annual**

There shall be an annual Meeting of the NAMP general membership held during the fourth quarter of each year, or more often, as the board may decide, for the purpose of election of Officers and Board members, receiving annual reports and the transaction of other business. All members are to be sent by email, fax, or mail, or publication a notice or an agenda for the annual meeting no less than 30 days prior to the annual meeting. Voting members may give another voting member his or her proxy, and no member may vote more than their own vote and one (1) proxy or a maximum of two (2) votes, allowing the proxy to vote for the Member on any issue that may properly be brought to a vote at a membership meeting, or may vote on any issue, including elections, by email or mail, as the Board may approve. Members may receive a maximum of one proxy by any members and may carry a maximum of two votes on any NAMP agenda. The Board of Directors may elect to split any meeting of the Membership into Regional meetings to be held in the region of the respective chapters, northern or southern part of the state, which meeting may be used to conduct State business, as per an agenda to be prepared in advance.

### **Section 2. Regional Meetings**

Regional meetings, in both North and South regions, shall be held for the transaction of regular business and the affirmation of Board action. An agenda for this meeting shall be sent out no less than three (3) days prior to the monthly meeting. These Agendas shall be sent to all voting members.

### **Section 3. Special**

Special meetings of NAMP may be called by the President or by the Board of Directors upon the written request of twenty-five (25) percent of the voting Board members of the NAMP. Notice of the time, date and location of any special meeting shall be mailed, emailed, electronic media or faxed to the last recorded address or fax number at least thirty (30) days before the time appointed for the meeting, together with a list of the subject(s) to be considered.

### **Section 4. Quorums**

The majority of the total number of Board members currently sitting shall constitute a quorum at any duly called meeting for the purpose of transacting business. Any action receiving a majority vote by the Association's Board of Directors.

### **Section 5. Order of Business**

All meetings of the NAMP membership and Board of Directors shall be conducted according to the most recent version of Robert's Rules of Order. Unless a different order of business is adopted by the NAMP, the following is the order:

1. Meeting Called to Order
2. Roll Call
3. Approval of the Agenda
4. Reading of the minutes of the previous meeting (and their approval)
5. President's Report
6. Vice Presidents Reports (south and north)
7. Treasurer's Report
8. Secretary's Report
9. Reports of Standing Committees
10. Reports of Select Committees
11. Old Business
12. New Business

### **Section 6. Actions**

The President or Board of Directors may ask that any issue be approved by the membership at a meeting properly noticed, unless notice is waived and voted upon by the membership as such and a simple majority of eligible members shall prevail. The eligible voters shall include all voting members who are present, all those represented by proper proxy, and those that may have voted by mail, email or fax, on the issue, if the board shall have approved mail, email or fax voting on the issue.

## **Article VIII BOARD OF DIRECTORS**

### **Section 1. Power & Responsibilities**

The Board of Directors shall have supervision, control and direction of the affairs of the NAMP, shall determine its policies or changes therein within the limits of the Bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations, and policies and procedures for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary. The NAMP Board of Directors shall assist the NAMP President in the administration of NAMP affairs, keep the President informed at all times on matters of importance concerning NAMP, assist the Secretary or Treasurer in every way possible in the collection of dues, report NAMP matters to members, assist in increasing the membership and work for the good of NAMP in all matters.

### **Section 2. Composition**

The Board of Directors shall be composed of up to (11) elected officers; President, President – Elect, Immediate Past President, Vice-President of Northern Region, Vice-President of Southern Region, Secretary, Treasurer, and two Board members from the North chapter and two Board members from the South Chapter. At no time will the board be comprised of more than one representative of a specific company, whether Broker, Banker, Lender, Escrow/Title, Appraisal, or Contract Processing/Underwriting.

### **Section 3. Term of Office**

All members of the Board of Directors shall take office immediately upon election at the Annual Meeting of the NAMP or when appointed and shall serve their terms or until their successor is duly elected or appointed and qualified.

### **Section 4. Election**

All members of the Board of Directors shall serve by virtue of their respective elected or appointed position.

### **Section 5. Meetings**

The Board of Directors shall meet at regular intervals between Annual Meetings upon the call of the President at such times and places as he/she may designate or shall be called to meet upon demand of a majority of its members. Notice of all meetings of the Board of Directors shall be sent by mail or other mode of transmittal to each member of the Board of Directors at their last recorded address, email or fax number at least three (3) days in advance of such meetings. An agenda shall be sent along with the meeting announcement, when feasible. Meetings may at the discretion of the President, be held by teleconferencing. Meetings of the Board may also be called at the written request of 33% of the Board members.

### **Section 6. Quorum**

A majority of the whole Board of Directors shall constitute a quorum at any meeting of the Board of Directors. Any less number may adjourn from time to time until a quorum is present. A majority of the whole Board may by motion agree to waive notice as set forth above, and the business of the board may be conducted without the notice set forth above.

### **Section 7. Absence**

Any member of the Board of Directors unable to attend a duly called meeting of the Board shall be required to notify the President of NAMP prior to the meeting. The Board of Directors may deem the resignation of the Director effective upon two (2) consecutive absences without written notification by the Director to the Board of Directors. Upon such resignation being deemed effective, by written notice to the individual from the President, he or she shall simultaneously be deemed to have resigned his or her elected and appointed positions that made him or her a member of the Board of Directors.

### **Section 8. Resignation and removal**

Any Board member may resign at any time by giving written notice to an Officer of the Executive Board of Directors, or to the Board of Directors. Such resignation shall take effect at the specified time therein, or, if no time is specified, at the time of acceptance thereof, as determined and if approved by the Board of Directors. A member of the Board of Directors may be removed from the Board upon 2/3rd vote of the Board of Directors of a legally called meeting. Announcement of the pending vote of removal shall be included in the agenda notice for any meeting.

Any member of the Board of Directors may be removed from office for nonfeasance, malfeasance, misfeasance, conduct detrimental to the interests of NAMP, refusal to render reasonable assistance in carrying out the purposes of NAMP, or mental or physical incapacity, the probable duration of which is deemed to be unacceptable. The affirmative vote of two-thirds (2/3) of a quorum of all Board

of Directors present and voting at any regular or special meeting call for that purpose is required.

The motion for removal must state the specific reason(s) for requesting said action. The member of the Board who is to be removed is entitled to at least thirty (30) days notice in writing by certified-mail, return receipt requested, of the meeting at which such removal is to be voted upon by the Board of Directors. The individual is entitled to appear before, and be heard by, the Board of Directors at such meeting.

Alternately, a member of the Board of Directors will be removed by a petition signed by at least a majority of the Professional Individual Members in good standing.

#### **Section 9. Vacancies**

Any vacancies which may occur on the Board of Directors by reason of death, resignation, or otherwise, may be filled by the President and confirmed at the next Board of Directors meeting by a majority of the Board of Directors.

#### **Section 10. Proxies**

Any Board member who is absent from all or any portion of any Board of Director's meeting, may appoint a Board member in good standing who shall have a proxy voting power authority on any matter on which the Director could have voted had he/she been present. To be effective, such appointments shall be in writing, signed by the appointing Director and filed with the presiding officer of the Board meeting.

#### **Section 11. Voting**

Any decision of the Board of Directors shall be by a majority vote of the Directors voting. All votes shall include proxies, which proxies shall be faxed or delivered to the executive before the scheduled meeting. Proxies shall be attached to the minutes and maintained in the minute book.

#### **Section 12. Indemnification of Officers and Directors**

NAMP shall indemnify any/all persons who may serve or who have served at any time as a Director, Officer, Committee Chairperson or staff member of the NAMP, and their respective heirs, administrators, successors and assigns, acting in good faith, against any/all expenses and liabilities, including counsel fees, reasonably incurred by, or imposed upon, such person in connection with any proceeding to which such person may be made a party by reason of having been an Officer, Director, Committee Chairperson or Staff member of the NAMP, or any settlement thereof, except in relation to matters as to which any such person shall be judged in any proceeding liable for that person's own negligence or willful misconduct in the performance of duty; provided that in the event of a settlement of a suit, the indemnification provided for in this section shall apply only when the Board of Directors approve such settlement and reimbursement as in the best interests of NAMP. The foregoing right of indemnification shall be in addition to, and not exclusive of any other rights to which such Director, Officer, Committee Chairperson or staff member may be entitled.

#### **Section 13. Qualifications for Membership on the Board of Directors**

All Board of Directors must be members in good standing. At no time may two members from the same family, either by way of marriage, blood or significant others, serve as members of the Board of Directors at the same time. No more than one (1) member from the same Company may serve at the same time on the Board of Directors. All Board of Directors must be a involved directly in the mortgage industry and a member of NAMP. A board member must affirm and maintain the State of Nevada as their primary residence.

- President: Must have served a minimum of one (1) year as President-Elect. If the current President-Elect does not choose to succeed to President or the office of President-Elect is vacant then an Officer or Director whom has served on the Board of Directors for at least one full year within the last three (3) years may be eligible with the Board of Directors approval.
- President-Elect: Must have served a minimum of one (1) year as an Office or Director within the last three (3) years.
- Vice-President: Must have served a minimum of one (1) year as an Officer or Director within the last (north and south)three (3) years.
- Secretary: Must have served a minimum of one (1) year as an Officer or Director within the last three (3) years.
- Treasurer: Must have served a minimum of one (1) year as an Officer or Director within the last three (3) years.
- Board Member: Must be a Professional Individual Member (PI).

The Board of Directors shall have the authority to authorize additional individual Director positions,

without voting rights, for the purpose of allowing representation on the Board by interests other than Professional Individual Member of Associate Individual Member. Such appointments must be renewed as their term expires.

#### **Section 14. State Representative to the NAMB Delegate Body**

The two state representatives to the delegate body of the NAMB shall be the President and President-Elect. They shall assume office at the next NAMB annual meeting following their promotion and/or election at the NAMP annual meeting. In the event that either of our two delegates choose not to serve on the NAMB delegate body, the normal procedures for filling vacancies, as provided by these by-laws will be in effect.

### **Article IX OFFICERS**

#### **Section 1. Elected Officers**

The elected Officers of NAMP shall be President-Elect, Vice-President of Northern Affairs, Vice-President of Southern Affairs, Secretary and Treasurer, two voting Professional members from the North chapter and two voting Professional members from the South Chapter and, if approved by the Board, one affiliate, non-voting member for both the North and South chapters. The office of President and Immediate Past President shall ascend to their offices as provided in these bylaws. The Officers shall be voted upon, at the Annual Membership Meeting. The Board of Directors may elect to mail, email or fax ballots to all voting members 20 days before the annual meeting and announce the results at the annual meeting.

#### **Section 2. Election**

Officers shall be elected by the eligible voting members, as previously defined, at the Annual Meeting of NAMP, or by mail, email or fax, if the Board so elects. The nominating committee may nominate a member for only one office. If only one person is nominated for a given office, the nominated party shall be deemed elected. If there are more than one party nominated for a given office, then the balloting shall be by secret ballot and a majority of eligible votes shall elect. Eligible voting members shall be specified in Article IV Section 4 and Article VII, Section 6. An election committee; and Chairperson of Elections shall be appointed by the President at least 60 days before the Annual Meeting. It shall be the duty of the Chairperson of Elections to see that the ballots and pencils are ready for the election. A teller's report shall be prepared from a vote tally sheet listing candidates to the left and running a tally of fives to the right for quick count. After the ballots have been counted, the Chairperson of Elections shall read the report and declare who is elected. The teller's report shall contain the number of votes cast, the number necessary for election, the number votes received by each candidate, and the number of illegal votes. Votes will be credited to a candidate when intent of the voter is clear. A ballot containing more than one vote for any office will be considered an illegal vote. The tally sheet with the ballots will be placed in a sealed envelope, signed by the tellers, and turned over to the Secretary or Treasurer to retain until it is certain the assembly will not order a recount. Written ballots, with write in candidates, may be mailed, emailed or fax into the Associations offices if approved by the Board of Directors and said votes are received prior to the election meeting. If signed by the member and received before the time set for the elections, these ballots will count as if the member had made them in person at the Annual Elections Meeting. Write in candidates will not be counted.

#### **Section 3. Term of Office**

Elected officers shall take office immediately after the annual membership meeting. They shall be sworn in by the existing President of the State Association, at which time they shall swear to uphold these Bylaws to the best of their abilities. They shall serve their term or until their successor is duly elected and qualified. See Section 6 thru 10 below for specific terms of office.

#### **Section 4. Vacancies**

Vacancies in any office by reason of death, resignation, or otherwise, must be filled by nomination by the President and confirmed by a majority of the Board of Directors. Appointees shall complete the term of office vacated.

#### **Section 5. Re-elections**

The elected officers shall be eligible for election to the same office no more than two terms.

#### **Section 6. President**

The President shall be the Chief Executive Officer of NAMP and the official spokesperson for NAMP. She/he shall chair all meetings of the Board and preside at meetings of the NAMP and of the Board of Directors and of the Executive Board; and shall be a member ex-officio with right to vote in case of tie votes only of all Committees except the Nominating Committee. She/he shall also at meetings of

membership of NAMP and at such other times as he deem proper, communicate to the membership of NAMP or to the Board of Directors such matters and make suggestions as may, in his/her opinion, tend to promote the welfare and increase the usefulness of the NAMP, and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors on matters of policy in conducting the affairs of NAMP. The President shall succeed to the office of Immediate Past President upon completion of the full term of office. \*If the President-elect for any reason does not succeed to the office of President, the Vice-President that has served over one year in office, shall be elevated to the office of President with Board of Directors approval. The position of Vice President shall then be filled by procedures outlined in Section 4 above. Upon completion of his/her term, the President will succeed to Immediate Past President. The President may appoint a Parliamentarian and/or a Sergeant at Arms from the sitting members of the Board.

#### **Section 7. President-Elect**

It is intended that the president-elect succeed to the Presidency. The President-elect shall perform such duties as are delegated or assigned by the President or the Board, and shall perform the duties of the President in the event that that individual is unable to act. The President Elect shall be the coordinator for the membership and by laws committees. In fulfilling this role, he shall be charged with reporting to the board and president at least quarterly, or when requested how each committee is performing relative to the goals for the committee that were established at each annual meeting. He/she shall be charged with the responsibility of getting all members to be actively involved with at least one committee. The President Elect shall succeed to the office of the President on January 1 upon completion of the full term of office.

#### **Section 8. Vice-President**

There shall be elected a Vice-President for both the Northern Region (to cover the Northern Region of the State) and the Southern Region (to cover the Southern Region of the State). Either Vice-president shall at the President's request perform all duties and exercise all powers of the President when the President and President-elect are absent or otherwise unable to act. They shall perform such duties as may be prescribed from time to time by the Board of Directors and shall assist the President in the administration of NAMP affairs, working with the Board of Directors in all matters for the good of all members. Both Vice-Presidents shall be the coordinators for all Committees except the membership and by laws committees. Their terms of office shall be for two (2) years alternating. (Vice-President for the North Region shall be elected on even year and term of office shall begin on an odd year) (Vice-President for the South Region shall be elected on odd years and term of office shall begin on an even year).

#### **Section 9. Secretary**

The Secretary shall be responsible for keeping accurate records of all members and shall see to the proper recording of proceedings of meetings of the membership, the Executive Board of Directors and the Board of Directors; shall be the custodian of the corporate records; shall give all notices as are required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors; The duties of the Secretary may be further specified by the Executive Board of Directors or Board of Directors and some of the Secretary duties may be assigned to the Executive Director of NAMP if the board should elect to do so, but the Secretary should oversee these functions if so delegated.

#### **Section 10. Treasurer**

The Treasurer shall become familiar with all of the financial policies, investment policies and accounting procedures of the NAMP. The Treasurer shall have charge and custody of all funds of NAMP, shall deposit the funds as required by the Board of Directors; shall keep and maintain adequate and correct accounts of NAMP's properties and business transactions; shall render a written financial reports, in addition to other reports and accountings to the members as required by the NAMP. All funds shall be deposited in the name of NAMP. He/she shall be responsible for having a professional audit performed at the end of each year as requested by the Board of Directors. The Treasurer shall consult with the Executive Director of NAMP and independent auditors on such matters deemed desirable to make a full and complete report at such times as the board may desire. Routine duties of the Treasurer may be delegated to the Executive Director of NAMP if the board should elect to do so, but the Treasurer should oversee these functions if so delegated. The Treasurer shall annually and as otherwise requested, prepare and submit recommendations for approval by the Board for the orderly allocation (budgeting), receipt and expenditure of the Association's funds. The Treasurer shall also, from time-to-time, review dues, contributions and assessments, to assure that the Association meets its financial needs and obligations.

#### **Section 11. Immediate Past President**

The immediate past president serves on the Board for a term of one-year as a voting member and also Chairs the Nominating Committee.

### **Section 12. Past President**

Past Presidents may serve as Honorary, non-voting, Board Members. Their term of office shall begin immediately following the end of their term of office as Immediate Past President as approved by the Board of Directors.

### **Section 13. Executive Director**

The Executive Director, if employed by the association, will be appointed by President and approved by the Board of Directors, and will be responsible to the Board of Directors. The Executive Director shall serve under such terms and conditions of retention or employment as shall be specified in writing. The Executive Director shall be an ex-officio, non-voting member of the Board and Executive Board. The Executive Director shall coordinate the activities of the Association and perform any other services that may be assigned by the President of the Board. The Executive Director shall with the Board approval employ and may terminate the employment of members of the staff, as necessary, to carry on the work of the Association. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Association.

### **Section 14. Residency**

All board members must be, and intend to make permanent, residents of the State of Nevada at the time of election and throughout their term. The Election Committee or Board of Directors may request evidence of such as deemed necessary at any time. Evidence of residency shall be two (2) documents. The two documents may include any two of the following or as the Board of Directors determine to be viable (recent primary home purchase documents, utility bills, drivers license). On extenuating circumstances, the Board of Directors may make exception to a current Board Member with a two thirds (2/3) vote of all Board of Directors, if during their term, a Board Member must make changes to this. The board member requesting exemption during their term must present their case in writing to the President and the vote shall be confidential to the President and at least one Vice President.

## **Article X STATE COMMITTEES**

### **Section 1. Appointments**

Service and Continuity - The President shall have the authority to nominate the Chairperson of all committees, except where specified otherwise in these Bylaws and they will be confirmed by the Executive Board. Members of all committees, except the Nominating and Executive (which is made up of the President, President elect, Past President, Vice-president of Northern Region, Vice-President of Southern Region, Secretary, and Treasurer ) committees shall be appointed by the Committee Chairperson, with the approval of the President, for a term of one year. To provide for continuity, at least two (2) members of each committee, where feasible, shall have served on the same committee the preceding year.

### **Section 2. Standing Committees**

These committees shall be coordinated by both Vice-presidents. The standing committees shall be as follows: Legislative (consisting of both Nevada Government Affairs and Federal Government Affairs), Nominating, Bylaws, Convention, Education, Special Events and Publicity, Executive, and Long Range Planning Committees.

### **Section 3. Reports**

All committees shall present their reports to the Board of Directors prior to presenting the report to the NAMP at the next Membership meeting of NAMP.

### **Section 4. Legislative (consisting of both Nevada Government Affairs and Federal Government Affairs Committee)**

The Nevada Government Affairs Committee shall consist of not less than three (3) members. It shall investigate and make reports on State laws and Mortgage Lending Division decisions, and policies and procedures which affect those in the Mortgage Industry in this State, and shall maintain a liaison with NAMP's contract representative for upcoming legislation, if one is appointed. Reports on such laws and decisions shall be made to the Board of Directors and all members of NAMP. The President of the organization or his designee will represent the association in front of legislative commissions and committees as may be appropriate. The Federal Government Affairs Committee shall consist of not less than three (3) members, it shall investigate and make reports on Federal laws and regulations and decisions, policies and procedures which affect those in the Mortgage Industry in this State, and shall maintain a liaison with NAMB and NAIHP representatives for upcoming federal

legislation. Reports on such laws and decisions shall be made to the Board of Directors and all members of NAMP.

#### **Section 5. Executive Committee**

The Executive committee shall be the President, President-Elect, Immediate Past President, Vice-President of Northern Region, Vice-President of Southern Region, Secretary, and Treasurer of the Association, and they shall be responsible for handling such matters on behalf of the board as the full Board of Directors may assign to them.

#### **Section 6. Nominating Committee**

The Chairperson of the Nomination Committee shall be the Immediate Past President. The Nominating Committee shall consist of not less than three (3) members including the Chairperson. The Committee shall nominate at least one, but preferably two (2) persons for each of the offices of President-Elect, Vice-President of Northern Region, Vice-president of Southern Region, Secretary, and Treasurer. The report of the Nominating Committee shall be given to the general membership at the meeting prior to the Annual Membership meeting at which elections are to be held or a copy of same shall be mailed to each voting member so as to arrive at least three (3) weeks prior to such Meeting.

#### **Section 7. Bylaws Committee**

The Committee on Bylaws shall consist of whenever possible not less than three (3) members. It shall periodically review the Bylaws and suggest changes to be voted on by the full membership, keeping in mind the original purposes of the Association. It shall have referred to it all motions and resolutions involving changes in or amendments to the Bylaws. After forwarding a copy of the report to the President, the Committee shall make a report to the membership at the next scheduled general meeting on recommended changes or amendments to the Bylaws. The Bylaws Committee shall also be charged with updating and maintaining a procedures manual, and a code of conduct, to cover such matters as the board may agree upon which do not warrant inclusion in the bylaws. All Bylaw changes must be approved by the voting membership.

#### **Section 8. Convention Committee**

The Convention Committee shall consist of whenever possible not less than two (2) members. The Committee shall be responsible for planning the Annual Meeting and Convention of NAMP, any regional or national conventions that may be located or involve our state.

#### **Section 9. Education Committee**

The Education Committee shall consist of whenever possible not less than three (3) members and shall be responsible for developing and conducting the educational programs. It shall report directly to the President-Elect.

#### **Section 10. Special Events and Publicity Committee**

The Special Events and Publicity Committee shall consist of whenever possible not less than three (3) members and shall solicit, review, edit and recommend content, and publish the official publications and public notices. The Committee shall also be responsible for organizing and managing quarterly events for members of which two will be for the purpose of membership drives that will include non-members.

#### **Section 11. Long Range Planning Committee**

The Chairperson of this Committee shall be the Immediate Past President. The Long Range Planning Committee shall consist of the Executive Committee and develop long range strategic and financial plans with a budget for the following year, to further the purpose of the NAMP and shall present them to the Board of Directors. Any expenditure that the membership and or board want to approve involving the expenditure of more than \$1,000 must be approved by the Executive Committee.

#### **Section 12. Membership Approval Committee**

The Approval Committee shall consist of whenever possible not less than three (3) members, which shall receive copies of all membership applications. This committee shall see that a copy of the application has been forwarded to the editor of the state newsletter for announcement in the next issue. The Membership Approval Committee shall ascertain that the applicant, or the company that employs him, is properly licensed and shall attempt to investigate the applicant in order to determine that he/she is of the quality and reputation that would be beneficial to the NAMP. If no derogatory information is uncovered in the investigation and if no objections to the candidate are received from the general membership within twenty-one (21) days of mailing the newsletter, the application for membership will be considered approved. If objections are received, or unfavorable information turned up by the investigation, the approval Committee's recommendation, for review and final

determination shall be forwarded to the Chapter Board of Directors for action. Upon approval of a member, the application, marked approved, shall be sent to the Secretary and Treasurer for registration on the membership rolls. The Membership Approval Committee shall turn all dues collected on approved new members over to the Treasurer, who shall deposit such dues in the State accounts and notify the Executive Director of such deposits. The Executive Director shall see to it that all National dues and membership information is passed on the National organization. It shall report directly to the President-Elect.

#### **Section 13. Membership Development Committee**

Until such time as 1/2 of the licensees eligible for membership in the association are members of the Association, The Membership Development Committee shall consist of all members of the Association and they shall each concern themselves with the expansion of the Membership and the Committee acting through its chairperson will from time to time make reports to the State Board of Directors and the Membership. This Committee shall also make recommendations to the Board of Directors on the structure of dues and membership categories.

#### **Section 14. Ethics and Grievance Committee**

The Ethics and Grievance Committee shall consist of whenever possible not Less than three (3) members. It shall investigate all complaints of unethical practices among members which tend to be detrimental to the membership as a whole when such complaint is submitted in writing by any member of NAMP, or at the discretion of the Committee, any consumer, or state body. Complaints shall be investigated in accordance with an Ethics and Grievance procedure which shall have been approved by the board of directors. All reports and recommendations arising from such investigations shall be made to the Executive Committee. The Committee shall be responsible for administering the Rules and Regulations of the Code of Ethics and NAMB Best Business Practices Guide, as well as a state code of conduct, when they may be adopted. This committee shall also attempt to maintain a database on all complaints that may be filed on all members and non-members and monitor state regulatory action against these parties. This committee will work with the By-laws and Procedures committee to develop and maintain a Code of Conduct. All information provide to or collected by this committee may not be released without the written consent of the Executive Board of Directors.

#### **Section 15. Meeting Committee**

The Northern and Southern Vice Presidents will be responsible for meetings in their region. They may choose to appoint a chapter meeting committee, but they are ultimately responsible for all events in their regional chapter. They shall be responsible for setting up all Regional meetings, including but not limited to arranging for the room, refreshments and/or meals, speakers, notices, collecting monies, nametags, etc.

### **Article XI BYLAWS**

#### **Section 1. Amendments**

These Bylaws may be amended, repealed or altered, in whole or in part by a simple majority vote of those eligible voters attending the NAMP general membership meeting, or when approved by the Executive Committee, a simple majority of ballots received when conducted by mail, provided that a copy of any amendment proposed for consideration shall be mailed to the last recorded address of each voting member at least thirty (30) days prior to the date of the meeting.

#### **Section 2. Members Governed By**

Upon adoption of these Bylaws, all present and all future members of the NAMP shall automatically be governed by the provisions of such Bylaws.

#### **Section 3. Interpretation**

In case of any doubt or ambiguity in the interpretation of any Bylaws or provision thereof, the Parliamentarian shall have the right to determine the same and such decision shall be final.

#### **Section 4. Rules of Order**

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the NAMP, its Board of Directors and Committees, in all instances.

### **Article XII CODE OF ETHICS**

### **Section 1. Adoption**

NAMP shall adopt the National Association of Mortgage Broker's Code of Ethics and the Best Business Practices Guidelines and provide for continuous revision so as to keep pace with developments in the profession and be consistent with State and Federal laws regulating trade and professional associations. The board may also adopt a Code of Conduct to govern acceptable rules of conduct between our members, its employees, and independent contractors, and third parties engaged in the business.

### **Section 2. Enforcement**

NAMP may adopt from time to time such policies and procedures as may be deemed legal and appropriate to enforce member adherence TO the Code of Ethics and Standards of Professional Practice and NAMB Best Business Practices Guidelines.

### **Section 3. Code of Ethics**

The responsibility of the Board of Directors and its members relating to the Code of Ethics, the disciplining of members and the NAMP and procedures incident thereto, shall be governed by the Code of Ethics as from time to time amended, which by this reference is made a part of these Bylaws.

## **Article XIII STAFF FUNCTIONS**

The State Board of Directors may hire an Executive Director, who may be a staff employee of the NAMP or provided to the NAMP through an independent management company, under contract with NAMP State Board of Directors. This Executive Director shall run the day to day affairs of the State NAMP Association and Chapters/Regions, as the NAMP Board may direct, including but not limited to the maintenance of membership lists, dues invoicing, noticing of state meetings, preparation of state minutes, publications, statewide advertising, tax accounting and other state functions as the State Board may approve. The Executive Director shall attend and participate in all meetings of the state NAMP. If an Executive Directors should not be appointed, or should resign, then the State Board shall assign these duties to their own directors as the State President and Executive Board of Directors may decide.

## **Article XIV Non Profit Character; Indemnification of Members**

### **Section 1. No Pecuniary Gain**

NAMP does not afford any pecuniary gain, incidentally or otherwise, to its members, directors or elected officers. There shall be no personal liability of officers, directors or members for corporate obligations.

### **Section 2. Power to Acquire and Hold Property**

NAMP shall be authorized to acquire by grant, gift, purchase, devise or bequest, and to hold and dispose of such property as NAMP shall require, subject to such limitations and as may be prescribed by law, for the benefit of the members and not for pecuniary profit.

### **Section 3. Contracts, Checks, Deposits, and Funds**

1. **Contracts:** The Executive Director and any other Officer of NAMP, as the Board of Directors may specifically authorize, may enter into any contract or execute and delivery any instrument in the name of and on behalf of NAMP. Such authority for Officers, other than the Executive Director, shall be confined to specific instances and must be authorized in writing.
2. **Checks, Drafts, Etc.:** All checks, drafts or orders for payment of money, notice or other evidence of indebtedness issued in the name of NAMP shall be signed by the Executive Director or such officers or agents of NAMP and in such manner as shall from time-to-time be determined by resolution of the Board.
3. **Deposits:** All funds of the Association shall be deposited from time-to-time to the credit of NAMP in a federally insured bank, or other depository, as the Board of Directors may select.

### **Section 4. Bonding**

The Treasurer, the Executive Director, and any other person entrusted with the handling of funds or property of NAMP may, at the discretion of the Board of Directors, be required to furnish, at the

expense of NAMP, a fidelity bond approved by the Board of Directors in such sum as the Board of Directors shall prescribe.

**Article XV**  
**Affiliation with other Associations**

The Board of Directors may decide to affiliate NAMP with other Associations that have like minded causes from time to time. An affiliation shall be adopted, renewed, or rescinded by a two-thirds (2/3) majority vote of the Board of Directors. Such affiliations shall be determined by the Board as benefit to NAMP and its members. The Board may vote to rescind such said affiliations at any time if it is found to be in the best interest of the overall scope of NAMP and its members. A list of affiliate Associations shall be mailed, emailed, electronic media, or faxed to the last recorded address or fax number of members in good standing. The Board will review the existing affiliations annually and vote to renew or rescind such affiliations at that time.