

By-Laws of the

Capital District Association of Rental Property Owners, Inc.

2004 — as amended

Article I. Name and Domain

1. This is a not-for-profit corporation known as the Capital District Association of Rental Property Owners, Inc., hereinafter referred to as CDARPO.
2. The principal office of CDARPO is where the Board of Directors (hereinafter known as the Board) so designates, but must be in the City of Albany, in the State of New York. Membership, however, will be drawn from the entire Capital Region.

Article II. Purpose of the Organization

1. To seek good relations with tenants and their organizations.
2. To maintain rental property for the benefit of the community at large.
3. To seek new programs which will improve the efficiency of rental property operations.
4. To meet with owners, managers and suppliers of rental properties to foster mutual understanding and develop a high degree of public responsibility.
5. To promulgate and enforce a Code of Ethics which encourages high professional standards and sound business practices.
6. To oppose government legislation, rules and regulations detrimental to rental property owners and to advocate beneficial legislation.
7. To operate as a not-for-profit organization to benefit the general membership.

Article III. Membership, Eligibility and Dues

1. Any person over 18 years of age who agrees to abide by CDARPO's By-Laws, adopts the Code of Ethics and is engaged in owning and/or managing rental property, or does business with those so involved, is eligible for membership. Spouses and domestic partners of members may attend general meetings free of charge but are not entitled to vote. Businesses and other organizations may apply for membership and must appoint a voting individual. CDARPO is an equal opportunity organization.
2. Membership applications must be in writing on CDARPO's form accompanied by one year dues. Such payment will be refunded if application is not accepted.
3. Any member who's dues are not paid in full within three months after the annual renewal date may be dropped from membership.
4. Presidential Advisors, if any, shall be appointed by the President.
5. The Board of Directors, at an official meeting and with a two-thirds majority vote, may award a past or present member of the Association who has shown exemplary commitment and dedication to the service of CDARPO and its members, a special designation of Life Member. This Life Membership provides for all normal benefits of membership in the association, without the required payment of dues.

Article IV. Meetings

1. Regular meetings of members shall generally be held monthly on a day designated by the Board. During the summer recess of July and August, the officers will continue to conduct CDARPO's business.
2. Robert's Rules of Order shall govern procedures of all meetings.
3. An annual meeting of the corporation shall be held in December, or at such time designated by the Board of Elected Officers and Board Members, to fill vacancies on the Board and review CDARPO's activities. The agenda for the annual meeting shall be as follows:
 - a. Call to order
 - b. Proof of notice and agenda
 - c. Reading of the minutes of the previous annual meeting
 - d. Report of officers
 - e. Report of committees
 - f. Nomination and election of officers
 - g. Nomination and election of Board of Directors
 - h. Transaction of old business
 - i. Transaction of new business
 - j. Adjournment
4. Special meetings may be called by a majority of the Board or upon request in writing from 20 members. No business may be transacted at special meetings except as stated in the notice.
5. All meetings shall have a minimum of five days notice including date, hour and location. CDARPO's newsletter may be utilized to provide this notice.
6. At any meeting, the Presiding Officer may appoint a Parliamentarian to advise on procedural matters.
7. A quorum of 2/3, or not less than 10, of the regular members present is needed to vote in elections, on policy decisions and on amendments to the By-Laws.

Article V. Elections

1. Nominations will be secured by the Elections Committee at least 45 days prior to the annual meeting. The slate will be included in the newsletter announcing the November meeting and presented to the membership at the November meeting, and shall be voted upon at the Annual Meeting in December when additional nominations may also be made from the floor. The vote shall be taken by secret ballot and the persons receiving a majority of votes shall be elected.
2. In order to vote or hold an office, a member must be a paid member in good standing for at least three months.
3. No voting proxy shall be allowed at any meeting.

Article VI. Officers and Their Duties

1. CDARPO shall have a President, Vice President, Secretary and Treasurer who shall be elected for a term of one year at the Annual Meeting in December.
2. Duties of the President include being Chairperson of the Board, calling and presiding at all meetings as provided in the By-Laws, being a member ex-officio of all committees, and representing CDARPO at all major functions. The President has the authority to sign

legal documents and make disbursements on behalf of members as provided in these By-Laws. The President appoints all Committee Chairpersons, subject to the approval of the Board, and performs all other related duties associated with such office. The President shall also prepare, in consultation with the Executive Committee, a program for the year including a budget for implementation. Such program shall be subject to amendment and approval by the Board and may be modified during the fiscal year. The President is charged with coordination activities of all committees and making certain they conform with CDARPO's By-Laws and purposes.

3. The Vice-President shall, in the absence of the President, or upon direction, perform all duties of the President. The Secretary, then the Treasurer, in this order, will do the same in the absence of the preceding level of office.
4. The Secretary shall keep a record of all official proceedings and correspondence, which will be made available to members at reasonable times. The Secretary shall maintain the official membership roster, including a record of all members in good standing. Copies of the By-Laws shall be distributed to new members and made available for reference during all CDARPO meetings.
5. The Treasurer shall account for all monies collected and disbursed and shall render written monthly financial reports to CDARPO's Board. Written monthly financial reports shall also be rendered to any CDARPO member in good standing upon request by the Member. The Treasurer, with the advice of the Board, will attempt to place CDARPO's funds into bank accounts which will yield the highest possible rate of return. The books and records shall be maintained using computerized bookkeeping software. The Treasurer must turn over records, books, and accounts to the newly elected Treasurer immediately upon installation and following an independent audit. If the Treasurer succeeds him/herself, the audit will be required annually.

Article VII. Board of Directors and Their Duties

1. There shall be no less than eleven Board Members, but no more than twenty-one. The Board shall consist of the President, the Vice President, the Secretary, the Treasurer, the immediate Past President and at least six additional CDARPO members. If the President succeeds himself/herself, the minimum number of Board Members will be increased to twelve and the maximum will be increased to no more than twenty-two.
2. The term of the Board members will be for one year. A Board member failing to attend three consecutive board meetings may forfeit his or her membership on the Board. Vacancies may be filled by invitation of the Board for unexpired terms.
3. The purpose of the Board is to assure that CDARPO's activities are within the scope of these By-Laws and consistent with the not-for-profit laws of the State of New York. It acts as the advisory body and is empowered to create temporary committees to support and/or alleviate problems that cannot be solved by the President, or those that involve the President. **ALL PUBLIC STATEMENTS OR NEWS RELEASES BY OFFICERS AND BOARD MEMBERS MUST BE APPROVED IN ADVANCE BY A MAJORITY VOTE OF THE EXECUTIVE COMMITTEE.**
4. Generally, Board Members will meet prior to monthly membership meetings to ascertain that the agenda and the newsletter are sufficiently prepared on behalf of the membership.
5. A quorum of the Board shall consist of not less than one third plus one of its members and a simple majority vote shall rule, each person present having one vote. A minimum of five days notice is required for meetings, except in emergencies. (In implementing this by-law, any fraction of a person shall be interpreted as one person.)

Article VIII. Suspension, Censure and Exclusion

1. If any member shall be: a.) accused of conduct detrimental to the purposes or interests of CDARPO, or b.) in violation of these By-Laws, the Board shall immediately consider the matter. If the Board decides to act, the Secretary shall send a copy of the charges, mailed by first class mail and certified mail, return receipt requested, to the member's last recorded address at least fifteen days prior to final action being taken by the Board. This statement shall be accompanied by a notice stating the time and place where the Board is to meet in consideration of such charges. The member shall, at that time, be given an opportunity to be heard. If the member fails to appear at that time, without good cause shown, he/she shall be deemed to have waived a hearing. The Board shall then take such further action, as it may deem proper.
2. If, after an impartial hearing, the Board shall sustain the validity of the charges, the Board may request that said member resign, or may suspend, censure or expel that member. If the latter occurs, that member's name shall be dropped from the official rolls of the membership by the Secretary.

Article IX. Committees

1. The President appoints committee chairs, subject to approval by the Board.
2. New committees may be formed as needed by the President subject to a majority approval of the Board.
3. Standing committees of CDARPO shall be as follows:

Executive Committee is composed of the President, Vice-President, Secretary, Treasurer and the immediate Past President. It is responsible for conducting the day-to-day activities of CDARPO as determined by the Board of Directors.

Election Committee shall be responsible for securing persons to fill the four officer positions and all positions on the Board of Directors. All candidates will be presented to the Board for discussion prior to the November meeting.

Membership Committee shall work with the Secretary to register and maintain records of members and applications as provided by the By-Laws. It must also count the attendance at general meetings and develop ideas for the attraction of new and old members. In this regard, it must coordinate activities with other committees to insure that widespread interests of members are fulfilled.

Legislative Committee shall promote CDARPO with all legislative bodies and be liaison thereto. The Chair should place his/her name and address with the New York State Housing Legislative leaders' mailing list so as to be aware of pending legislation and assign persons for appearances at scheduled public hearings and media programs.

Newsletter Committee is responsible for drafting, printing, e-mailing and mailing CDARPO's newsletter and to secure industry related paid advertising to make its existence self-supporting and to produce revenue to assist in the educational development of association members.

Speakers Committee is responsible for obtaining speakers for regular meetings, for obtaining locations for authorized functions and for coordinating these activities.

Finance Committee is composed of the Treasurer (as Chair) plus additional members as determined by the Board of Directors. It is responsible for all financial activities of the association.

Information Technology Committee shall be responsible for collecting information provided by the Officers of the Association, including, but not limited to the mailing list, membership, dues and advertising, and maintaining that information in computerized databases for use by the Association as required. The Committee will also operate a regularly updated web site.

Education Committee shall be composed of members responsible for the implementation of educational programs, made available to the members and other rental property owners, to provide designation and accreditation of various disciplines relative to rental property ownership.

Public Relations Committee shall be responsible for promoting the image of CDARPO, its charities, and other activities through press releases, advertisements, and other such appropriate means.

Article X. Expenditure of Funds

1. CDARPO shall derive its funds from member dues and other sources as may be approved by the Board.
2. Dues and other monies collected shall be placed in depositories selected by the Board and shall be disbursed by checks signed by the President and the Treasurer.
3. The Executive Committee may conduct financial business of CDARPO at the discretion of the Board.
4. The fiscal year of CDARPO will be January 1st through December 31st.

Article XI. Amendments

These By-Laws may be amended by a vote of two-thirds, or not less than 10, of the regular members present at any meeting, provided that the proposed amendments have been provided to each member of CDARPO not less than five days prior to the meeting at which action is to be taken. The newsletter may be utilized for notification purposes.

Code of Ethics of Capital District Association of Rental Property Owners, Inc.

CDARPO members shall:

1. Strive to develop efficient and effective standards to improve rental property management and ownership.
2. At all times contribute their knowledge and expertise regarding rental properties to the best interest of the community.
3. Make conscientious efforts to comply with all health, safety, fire and building code regulations and materially represent their property accurately and honestly in all aspects.
4. Not perform or cause to be performed any act which tends to reflect negatively on CDARPO.