



T H E N E T W O R K
P R O F E S S I O N A L
A S S O C I A T I O N

2000 MEMBER HANDBOOK

Version 2000-10-18

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Section 1: Introduction

The Purpose of the *NPA Member Handbook* is to provide you, the NPA member, with information & guidelines enabling you to get the greatest benefit from your membership in the Network Professional Association. Armed with the knowledge and understanding of the mission and objectives of the Network Professional Association, the Association is confident you can develop the tools and resources necessary to accelerate your career.

This handbook is a set of guidelines, not regulations. As such, this document is dynamic and could change at any time. In addition, this document is dependent upon, and must be used in conjunction with the NPA Bylaws, Policies & Procedures and other documents. It is the responsibility of the reader to check with the NPA Executive Office, Board of Directors, and/or the NPA web site for the most current documents.

NPA Members, Chapter Leaders, and the Board of Directors wrote and maintain this handbook. As such, it is subject to a normally acceptable level of errors, inconsistencies, and misunderstandings. If you, as the reader, find errors, inconsistencies or do not understand any portion therein, please contact the Executive Office or the Board of Directors for clarification or correction. Your input and comments are very welcome.

The version of this handbook is located on the cover page. This version number corresponds directly with the date of the last revision.

The *NPA Member Handbook* is divided into sections to facilitate your understanding and to simplify using the book when used as a reference.

Section 1. Introduction

Section 2. About the Network Professional Association

The history, mission, objectives and structure of you international association

Section 3. NPA Services

Description of Association services provided to membership

Section 4. Being an NPA member

Membership classifications, your commitment as a member, dues,

Mission of a Member

How individual goals and objectives fit with the mission and objectives of the Association

Section 5. Meetings of the Membership

Section 6. Constraints of Membership

Appendix

Section 2: About the Network Professional Association

1. History

In February 1990, network professionals in a Novell Enhanced Support Training (NEST) class engaged in discussion on 10BaseT. Another topic surfaced and soon, several professionals were sharing valuable experience and knowledge on a variety of network computing topics. Realizing the value of the exchange that had occurred, the service professionals decided to meet periodically to discuss additional networking topics.

In November 1990, CNE professionals met with Novell, Inc. to discuss the formation of a professional association. Two months later, in January 1991, Novell announced the formation of the Certified NetWare Professional Association (CNEPA). CNEPA founders created the association as a national, nonprofit organization. Incorporated in Utah, the Association established an office in Costa Mesa, California to administrate the affairs of the organization. In June of 1992, the CNEPA relocated its central office to Novell Corporate Headquarters in Provo, Utah to further facilitate Novell's sponsorship of the association.

By 1994, the CNEPA had grown into an industry-based initiative rather than a Novell-centric organization. With the cooperation and support of Novell, the name of the Association was changed to Network Professional Association to more closely reflect the mission of the Association. The NPA Executive Office was moved outside of Novell in August of 1994.

Since 1994 the NPA has grown in size and established chapters in cities across the United States and in many other countries. Currently the NPA headquarters and Executive Office is located in Tustin, California.

2. Mission

The NPA is an independent, non-profit professional association, which promotes the network computing profession through continuing education, professional development and the creation of additional certification standards.

3. Objectives

The NPA strives to service the needs of its membership through:

- Professional relationship development through a worldwide network of local chapters.
- Identifying and meeting the continuing education and training needs of certified network computing professionals.
- Establishing and upholding standards of professionalism for the network computing service profession.
- Development of partnerships with other industry leaders to create and implement additional certification standards.

(For more information, see *"Ends Policy"*)

4. Organizational Structure

The NPA's organizational structure supports the organization's mission by providing leadership and administration on three distinct operating levels: an international board of directors, local chapters and an executive office.

International Board of Directors

On an international level, the Board of Directors, under the guidance of its officers, manages the NPA in the fulfillment of its charter. Board Members are elected according to NPA Bylaws and Policies and Procedures. (For more details, see "*NPA Bylaws*" and "*Policies & Procedures*")

The officers of the Board of Directors include but is not limited to the following:

- Chairman
- Vice Chairman
- Secretary
- Treasurer

In addition, individual Board members serve as Board Liaisons to certain of the standing committees of the association. This facilitates communication with those committees and tends to also create a pipeline for the flow of information between the general membership and the Board.

(For more details on the duties of the International Board of Directors, please see the NPA Bylaws. Also, see the NPA web site for up to date information on the Board Members and Officers.)

Standing Committees

The NPA Board of Directors maintains several standing committees based on the needs of the organization. Committees and their duties are changed from time to time and may consist of

Benefits

This committee is responsible for the development and maintenance of sponsored benefits for all NPA.

Chapter Relations

The Chapter Relations Committee's duties include assistance and communications to the local chapter leaders. This committee is responsible for tracking of chapter elections and insuring that the chapter leaders are well informed the of policies and procedures governing chapters.

Communications

This committee is responsible for communication of NPA business to all NPA members phone, mail, email, or any other means.

Finance

The Finance Committee is responsible for financial matters and guidance for the NPA.

Membership

This committee is responsible for the tracking of membership information and dues and assisting chapters in the recruiting of new members.

(For more details on Standing Committees and Committee members, please see the NPA web site.)

Local Chapters

Chapters exist at the local community level with an elected executive committee comprised of--but not limited to -- a Chapter President, Vice President, Secretary, and Treasurer --administrate chapter programs and events. NPA-affiliated chapters are chartered to advance the mission of the NPA by

supporting the international organization and its programs, by identifying members' needs and by initiating innovative approaches to fulfilling these needs.

Executive Office

The function of the Executive Office is to provide professional support staff services to the International Board of Directors, Committees of the Association, local Chapters, and individual members. Under the supervision of the Executive Director the Executive Office provides centralized administrative support, taking responsibility for the marketing, accounting and operational functions of the NPA under the direction of the Board of Directors.

Section 3: NPA Services

Professional organizations, such as NPA, are successful when its members receive a measure of value equal to or greater than the dues they pay and/or the efforts they invest in the organization.

The NPA provides its members with significant membership value through the educational opportunities, support tools and services consistent with its charter to promote the network computing service profession. The NPA partners with many industry manufacturers and vendors to offer these benefits to its members. These benefits may include the following:

Training and Education

Training workshops and sessions take place independently of monthly chapter meetings. Chapter leaders are given the opportunity to integrate these training opportunities into the scope of local chapter activity.

Many NPA chapters, either independently or working with the Executive Office, have developed computer labs for use by their chapter members. It is in labs such as these that the training and educational goals of the NPA may best be met.

In addition, The NPA has partnered with many training institutions to provide lower cost training to members. Please contact the Executive Office for information on currently available programs.

Trade Show Exposure

The NPA participates in major industry trade shows and events to position the NPA as the network computing industry's "association of network service professionals."

Look for information on the NPA's involvement in other industry events on our web site. To request Executive Office support for your chapter's participation in a local show or event, contact the NPA Executive Director at the Executive Office. Chapters must participate in at least one local trade show each year.

Professional Development

Perhaps the most intangible benefits of NPA membership -- and yet potentially the most rewarding -- is the opportunity to be in on the ground floor of the development and regulation of the network computing service profession. The NPA provides an opportunity for your voice to be heard.

Periodically, the association conducts surveys and focus groups in an effort to develop and regulate the network computing service profession according to the voice of the support providers themselves. Your participation in the organization allows you to influence the direction of the network computing service profession.

Association Support

The NPA is available to its membership to answer questions and resolve concerns during the

business week. Call the Executive Office at 714-573-4780 from 8:30AM to 5:00PM Pacific Time Monday through Friday. You may fax the Executive Office at 714-669-9341. Please refer to the web site for further contact information.

Section 4: Being an NPA Member

Members are dues paying volunteers interested in advancing the mission of NPA. Members are the NPA. The NPA is here to service the needs of the members. Members individually and through their NPA chapters communicate with other network professional's to grow and prosper. NPA members receive continuing education and training in technical areas, and professional skills and techniques through their involvement in NPA.

Each NPA member is required to abide by the NPA Bylaws, Policies, and Procedures and abide by the NPA Code of Ethics. Members may be asked to agree to a membership agreement, if any. Members are current in membership dues and active participants in the NPA local chapters and/or Association. Members pay annual dues as part of NPA membership.

The NPA forum is the official communication channel for NPA members, news source and bulletin board containing events, opinions, and announcements the organization and fellow members

Given the unique challenges that a volunteer organization presents a successful NPA needs members as volunteers, leaders, and ambassadors.

The Association has three classes of members as described below. To become a member of the Association a candidate must complete a membership application and submit it to the Executive Office. The application will be reviewed by the Association to determine if the applicant meets the requirements for membership. When the review has been completed the applicant will be informed of the decision to accept or deny their application.

All memberships of the Association are defined as consisting of persons that are:

- Interested in advancing the purposes of the Association
- Willing to subscribe to the By-laws and Policies adopted by the Board of Directors
- Willing to sign the Association's membership agreement, if any
- Current in the payment of their membership dues
- Willing to abide by the Association's Code of Ethics.

Qualifications for Certified Members

The certified membership of the Association shall consist of persons that are:

- In possession of a valid and current certification, specifically related to the computer networking industry, where the certification requires one or more exams. Two years of specific network industry experience will be accepted as a substitution.

Qualification of Non-Certified Members

Non-certified members of the Association shall consist of persons that are:

- In progress of obtaining a valid certification, specifically related to the computer networking industry, where the certification requires one or more exams. Employment in the network industry will be accepted as a substitution.

Qualification of Student Members

Student members of the Association shall consist of persons that are:

- Currently enrolled in an accredited educational institution or technical, private school.
- Are limited to two years of Student Membership.
- Will not hold a network computer industry certification.
- Will provide student ID information and school endorsement.

Privileges of Certified Members

All certified members shall be equally privileged to:

- Vote for members of the Board of Directors.
- Vote on all other matters presented by the Board of Directors for the vote of the membership.
- Hold any office or honor within the Association.
- Use the designation "Member of the NPA" within the guidelines established by the Association.
- Belong to a Chapter and participate in Chapter activities.
- Participate in nationally sponsored Association activities.

No Member under sentence of suspension or expulsion shall take part in any proceeding of the Association or be elected to any office of the Association.

Privileges of Non-Certified Members

Non-certified members shall enjoy all the rights and privileges of certified members except they:

- Shall not vote.
- Shall not hold any National elected office.
- Shall not serve on any National or International Committee without Board of Director approval.

Non-certified members may serve on committees of the Chapter to which they belong.

Privileges of Student Members

Student members shall enjoy all the rights and privileges of certified members except they:

- Shall not vote.
- Shall not hold any National elected office.
- Shall not serve on any National or International Committee without Board of Director approval.

Student members may serve on committees of the Chapter to which they belong

1. Mission of a Member

Some of the stated objectives of the Association are to unite service professionals throughout the world, to identify and meet the networking needs of end users, and to identify and meet the education and training needs of service professionals. For most of us NPA means finding new opportunities and advancing our career objectives. One way to reach for these objectives is through knowing and understanding membership obligations and opportunities.

This document outlines the policies and procedures that govern members of the NPA and reviews the benefits and opportunities available to members.

The mission and purpose of a Member is to:

1. Provide broad based support for the Association and the advancement of the network computing service profession practiced by Association members.
2. Share opportunities with Association members in a geographical region.
3. Promote, and uphold standards of professionalism.
4. Identify and meet personal continuing education and training needs
5. Utilize the networking potential of the Association to the betterment of members.
6. Adhere to the Association's Code of Ethics.

2. Contact the NPA Executive Office

The NPA Executive Office can provide you with all of the information you need to understand, become, and develop as an active member of the NPA. A representative will answer your questions and provide you with the information and resources you need.

3. Locating a Local Chapter

Members shall join and belong to the Chapter in the geographical region where they live or work. Members who live in the boundaries of one Chapter and work in the boundaries of another chapter must decide the chapter to which they wish to belong when they join the Association. They can change their choice at any time by informing the Executive Office. If a member does not elect one of the two chapters he or she is eligible to join the Association will make the election for them.

Non-certified members enjoy all the rights and privileges of Chapter membership that certified members enjoy except they shall not be able to vote or to hold any national elected office. Certified members may only hold office in the Chapter to which they belong. Any member may attend the meetings of any Chapter.

Local Chapters are the heart of the Association. This is where the best interaction occurs. Every member is encouraged to join a local chapter. When a local chapter does not exist in your local consider joining a team to initiate a new chapter. The NPA Executive Office and existing chapters are willing and able to assist you in formation of an NPA chapter. The NPA Executive Office and the NPA web site (www.npa.org) have a register of existing NPA chapters and means for you to contact them. Not interested in a local chapter, NPA is proud to offer a Virtual Chapter on the web. You can find details for the Virtual Chapter by contacting the executive office

4. Get the most from Membership

It is so disappointing to discover a member has left the Association. Experience has shown that the departing member's disappointment is their unfulfilled desire to receive something from NPA. The benefits are there but you do not realize them until you:

- Join and participate in a Local or Virtual Chapter

- Visit the chapter and NPA web site frequently
- Comment in the NPA Forum frequently– offer your opinions and solutions – learn
- Attend meetings and events frequently
- Collect contact information and promote communications with fellow members
- Become knowledgeable, understand the NPA objectives and use them to better yourself
- Are in contact with chapter leaders for guidance and support.
- Volunteer – being in the public's eye bring opportunities
- Share your personal success with fellow members
- Look for opportunities to promote NPA to every professional you meet

Benefits

As an NPA member in good standing you are entitled to a membership card and an ever-changing list of benefits available to NPA members. The NPA web site maintains a current listing of Association benefits. Local chapters frequently have benefits at meetings or through local sponsors. Refer to the Appendix for a typical list of member benefits at the Association level.

Opportunities to Volunteer

NPA is an open organization with a flat hierarchy - any member can be a Chapter Officer or Board Member of the National organization. The NPA belongs to you, and a big benefit of our structure is the opportunity it provides for you to develop your career and your leadership skills whilst serving the membership. In addition to the multitude of unnamed volunteer opportunities, the Association and its chapters offer opportunities in leadership and coordination positions:

International Board of Directors

On an international level, the Board of Directors manages the NPA in the fulfillment of its charter. Board Members are elected according to NPA Bylaws and Policies and Procedures. The Board of Directors consists of but not limited to the following: Chairman, Vice Chairman, Secretary, and Treasurer.

Standing Committees

The NPA Board of Directors maintains several standing committees based on the needs of the organization. Committees and their duties are changed from time to time and may consist of Benefits, Chapter Relations, Communications, Finance, and Membership.

Local Chapters

Each Chapter is directed by an Executive Committee composed of five elected chapter officers: Past President, President, Vice-President, Secretary, and Treasurer. Additional positions may include Membership Coordinator, Communications Coordinator, Events Coordinator, Technical Coordinator, Chapter Lab Coordinator, and Librarian.

Section 5: Meetings of the Membership

1. Chapters

Chapters exist in various geographic locations around the world. Chapters are required to meet in open meetings for all members at least quarterly and are to hold chapter elections for the Executive Committee annually.

2. Annual General Meeting

The NPA holds an Annual General Meeting open to all NPA members in good standing. The purpose of this meeting is to ratify the actions of the Board of Directors, provide a forum for member comments, and to focus on specific activities designed to promote the NPA and its members.

Section 6: Constraints of Membership

1. Authority to bind the Association

Unless approved in an annual NPA budget or specifically authorized by the appropriate Executive Office personnel, no member shall have any power or authority to bind the Association by any contract or engagement or to pledge the Associations assets or credit or to render the Association liable for any purpose or to any amount.

2. Expense Reimbursement

The policy of the Association is to reimburse travel expenses associated with legitimate Association business (as opposed to attendance at an NPA event). Anyone traveling for the Association has the responsibility to minimize, where possible, expenses associated with Association business. All Association related travel requires prior approval through the annual NPA budget or by the appropriate Executive Office personnel. Contact the Executive Office for a list of current expense guidelines.

At the direction of the Executive Office or Chapter Executive Committee a member may be reimbursed for expenditures made of behalf of the NPA. These expenditures require prior approval through the annual NPA budget or by the appropriate Executive Office personnel.

Appropriate receipts and /or evidence of expenses are required for all reimbursements.

Appendix

NPA Benefits / Affinity Programs

- Technical Resource CD's
- Industry Resource CD's
- Technical Discussion Groups through NPA.ORG
- Industry Conference Discounts
- Professional Affiliation / NPA Logo for bus. Cards

Airborne Express

Get discounts on all your shipping through the NPA discount affinity program. To set up your account, call 1-888-Members.

www.meridianone.com

NPA University

With our partnership with Cyberstate University, your continuing education needs can be accommodated online and at special NPA rates. For more information, contact:

Rodney Vernon 888-438-3382 x125

Rvernon@cyberstateu.com

www.cyberstateu.com

www.cyberstateu.com/partner.npa.html

DSL Network

Get great NPA rates for your DSL needs.

DSL Network can also enable you to be an authorized reseller. Contact:

Jeffrey Snipes - 415-356-3800

Jeffs@dslnetworks.com

www.dslnetworks.com

ExpertSource

Put your professional skills and experience to work in the community by training to become an expert witness on computer networking related matters. ExpertSource is a leading support organization for attorneys.

Contact: Andrew Rosenbaum 214-319-1843

arosenbaum@expertsorce.net

www.expertsorce.net

ExecuTrain

Another great resource for staying certified on the latest versions, the NPA member discount allows you to take these correspondence courses without breaking the bank.

Reference NPA account # 063 800 002 656

Contact: Manny Rodrigues

720-895-2031

mannyr@etcolorado.com

www.etcolorado.com

iNiku.com

A portal to a host of discounts is available to NPA members. This subscription-only service is available FREE to NPA Members.

Peter Dehn (650) 298-3123

pdehn@niku.com

www.iniku.com

Alamo Rentals

10% off your auto rental because you're an NPA member. Request I.D. #379116

Oziast@goalamo.com

www.alamo.com

Status: Active

MNBA - NPA Bank Card

Apply for your NPA Visa card through MNBA. The NPA Bank Card features competitive interest rates and sports the NPA logo. Contact:

Dan Bates 800-441-7048 x 20332

Code of Ethics for the NPA

We, the members of the Network Professional Association (NPA), in recognition of the importance of our technologies in affecting the quality of life throughout the world, and in accepting a personal obligation to our profession, its members and the communities we serve, do hereby commit ourselves to the highest ethical and professional conduct and agree:

To accept the responsibility inherent in making networking decisions consistent with the best interests of employers and clients and to disclose promptly anything relevant that might be seen to unfairly influence our recommendations and decisions.

To avoid real or perceived conflicts of interest whenever possible, and to disclose them to affected parties when they do exist.

To be honest and realistic in stating claims or estimates based on available data.

To reject bribery in all its forms.

To improve the understanding of networking technology, its appropriate application, and potential consequences to our employers and clients.

To maintain and improve our technical competence and to undertake technological tasks for others only if qualified by training or experience, or after full disclosure of pertinent limitations.

To seek, accept, and offer honest criticism of technical work, to acknowledge and correct errors, and to credit properly the contributions of others.

To treat fairly all persons regardless of such factors as race, religion, gender, disability, age, or national origin.

To avoid injuring others, their property, reputation, or employment by false or malicious action.

To assist colleagues and co-workers in their professional development and to support them in following this code of ethics.

By-Laws Of Network Professional Association V8.7

ARTICLE I

Name and Office

Section 1. Name. The name of the Association shall be the Network Professional Association.

ARTICLE II

Section 1. Registered Office and Agent. The Association shall have and continuously maintain a registered office and a registered agent.

ARTICLE III

Members

Section 1. Classes of Members. The Association shall have three classes of members as described below. To become a member of the Association a candidate must complete a membership application and submit it to the Executive Office. The application will be reviewed by the Association to determine if The applicant meets the requirements for membership. When the review has been completed the applicant will be informed of the decision to accept or deny their application.

Section 2. Qualifications for Certified Members. The certified membership of the Association shall consist of persons that are:

- a. Interested in advancing the purposes of the Association.
- b. Willing to subscribe to the By-laws and Policies adopted by the Board of Directors.
- c. Willing to sign the Association's membership agreement, if any.
- d. Current in the payment of their membership dues.
- e. In possession of a valid and current certification, specifically related to the computer networking industry, where the certification requires one or more exams. Two years of specific network industry experience will be accepted as a substitution.
- f. Willing to abide by the Association's Code of Ethics.

Section 3. Qualification of Non-Certified Members. Non-certified members of the Association shall consist of persons that are:

- a. Interested in advancing the purposes of the Association.
- b. Willing to subscribe to the By-laws and Policies adopted by the Board of Directors.

- c. Willing to sign the Association's membership agreement. if any.
- d. Current in the payment of their membership dues.
- e. In progress of obtaining a valid certification, specifically related to the computer networking industry, where the certification requires one or more exams. Employment in the network industry will be accepted as a substitution.
- f. Willing to abide by the Association's Code of Ethics

Section 4. Qualification of Student Members. Student members of the Association shall consist of persons that are:

- a. Interested in advancing the purposes of the Association..
- b. Willing to subscribe to the By-laws and Policies adopted by the Board of Directors.
- c. Willing to sign the Association's membership agreement, if any.
- d. Current in the payment of their membership dues.
- e. Currently enrolled in an accredited educational institution or technical, private school.
- f. Willing to abide by the Association's Code of Ethics.
- g. Are limited to two years of Student Membership.
- h. Will not hold a network computer industry certification.
- i. Will provide student ID information and school endorsement.

Section 5. Privileges of Certified Members. All certified members shall be equally privileged to:

- a. Vote for members of the Board of Directors.
- b. Vote on all other matters presented by the Board of Directors for the vote of the membership.
- c. Hold any office or honor within the Association.
- d. Use the designation "Member of the NFA" within the guidelines established by the Association.
- e. Belong 10 a Chapter and participate in Chapter activities.
- f. Participate in nationally sponsored Association activities.

No Member under sentence of suspension or expulsion shall take part in any proceeding of the Association or be elected to any office of the Association.

Section 6. Privileges of Non-Certified Members. Non-certified members shall enjoy all the rights and privileges of certified members except they:

- a. Shall not vote.
- b. Shall not hold any National elected office.

c. Shall not serve on any National or International Committee without Board of Director approval.

Non-certified members may serve on committees of the Chapter to which they belong.

Section 7. Privileges of Student Members. Student members shall enjoy all the rights and privileges of certified members except they:

- a. Shall not vote.
- b. Shall not hold any National elected office.
- c. Shall not serve on any National or International Committee without Board of Director approval.

Student members may serve on committees of the Chapter to which they belong

Section 8. Suspension or Termination. The Board of Directors shall have the power, by a three-fourths majority vote of its directors, to suspend a person's membership for a period of time or to terminate membership of any member of the Association for good cause. Good cause may consist of, but is not limited to: conviction of a felony, serious misconduct; violation of the By-laws or Policies of the Association, suspension or revocation of an Association certification; or conduct which the Board, in its sole discretion, deems detrimental to the best interest of the Association. At its discretion, the Board of Directors may publish a notification of any and all disciplinary actions in the manner and the time that they choose. No Member under sentence of suspension or expulsion shall take part in any proceeding of the Association or be elected to any office of the Association.

Section 9. Reinstatement. The Board of Directors shall have the power, by a three-fourths majority vote of its directors, to readmit to membership persons who have had their membership suspended or terminated for reasons other than non-payment of dues. Former members may only be readmitted to membership by written request to the Board of Directors; they may not reapply for membership through the normal application process. The amount of time that an individual must wait to have his or her suspension lifted or his or her membership status restored is at the sole discretion of the Board of Directors.

Section 11. Dues. All members shall pay dues to the Association. The Board of Directors shall decide what the membership dues shall be for all classes of membership, the manner in which the dues are communicated to the members, the manner and time of payment, and the distribution of the dues between the Association and the Chapters.

ARTICLE IV

Meetings of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held in each year or at a time and place selected by the Board of Directors for the transaction of such other business as may come before the meeting.

Section 2. Special Meeting. Special meetings of the members may be called either by the Board of Directors, or by the Chair of the Board upon written request of not less than 10% of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting.

Section 4. Notice of Meetings. Notice stating the place, day and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting, not less than ten days before the date of such meeting, by or at the direction of the Chair, or the officers or persons calling the meeting. In the case of a special meeting or when required, by statute or by these By-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. Any member may waive notice of any meeting.

Section 5. Quorum. The members holding at least a majority of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice..

Section 6. Voting by Mail. The Board of Directors may by resolution provide for elections to be conducted by mail.

ARTICLE V

Officers

Section 1. Officers. The officers of the association shall be a Chair of the Board, and such other officers as may be determined by the Board of Directors as defined in Board Process.

Section 2. Election and Term of Office. The officers shall be elected by the Board of Directors for an annual term commencing at the beginning of the next fiscal year and shall serve until their successors have been duly elected and have qualified. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Officers shall be members of the Board of Directors.

Section 3. Removal. Any officer may be removed by a three-quarters majority of the Board of Directors whenever in its judgement the best interests of the Association would be served thereby.

Section 4. Vacancies. A Vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chair. The Chair shall be the principal executive officer of the Association and shall in general supervise and control all of the affairs of the Association. He shall preside at all meetings of the Board of Directors. He may sign with any other proper officer of the Association authorized by the Board of Directors any deeds, mortgages, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by statute to some other officer or agent of the Association; and in general shall perform all duties incident to the office of chair and such other duties as may be prescribed by the Board of Directors from time to time.

ARTICLE VI

Board of Directors

Section 1. General Powers. The affairs of the Association shall be managed by its Board of Directors.

Section 2. Composition, Tenure and Qualifications. The governing body of the NPA is a Board of Directors who will never be fewer than 5 directors nor greater than 20 directors with the majority of the directors always elected by the membership of the NPA. Each director shall serve a term of four years from the date of his or her election or appointment, or until a successor is designated. The election of directors shall be staggered so that half of the elected directors are elected every two years. A member may not serve more than two consecutive terms on the Board of Directors.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held at such times and places as may be designated by resolution by the Board of Directors; The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

Section 4. Special Meetings. Special meeting of the Board of Directors may be called by or at the request of the Chair or any two directors. The person or persons authorized to call special meeting of the Board may fix any place as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least thirty days previous thereto by written notice delivered personally or sent by mail or electronically to each director. If sent by mail it shall be deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid and will be deemed to be delivered on the day following the day such notice is deposited in the United States mail. If notice is given electronically, such notice will be deemed to be delivered when sent. Any director may waive notice of any meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these By-laws.

Section 8. Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of directors may be taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 9. Forfeiture of Office Due to Absence. If any elected director is absent from two consecutive regular meetings of the Board of Directors during a single administrative year, his or her seat on the Board shall be reviewed by the Board to determine if the seat should be vacated or if the director should retain his or her seat on the Board. If the seat on the Board of Directors is vacated it shall be filled as provided by these By-laws. The Board shall consider each absence of an elected director as a separate circumstance and may waive such absence by the majority vote of the directors.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director selected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE VII

Committees

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in

office, may designate one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon them by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be directors of the Association, and the Chair of the Association shall appoint the members thereof. Any member thereof may be removed by the Board whenever in their judgment the best interests of the Association shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Association and until their successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 4. Chair. One member of each committee shall be appointed chair.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own governance consistent with these By-laws or with rules adopted by the Board of Directors.

ARTTICLE VIII

Contracts

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officer so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

ARTICLE IX

Books and Records

The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE X

Chapters

Members may request the formation of a new Chapter of the Association by submitting an application for Chapter status. These applications shall be reviewed by-the Board of Directors or a committee appointed by the Board for that purpose. The form and content of the application shall be determined by the Board of Directors.

Members of the Association may not represent themselves as a Chapter of the Association until they have received written notice that their application has been approved. Approved Chapters shall

be known as the (geographical name) Chapter. To provide for the orderly growth of Chapters, the Board of Directors shall have the right to change the names and boundaries of existing Chapters.

The Board of Directors shall establish policies governing the rights, obligation and operation of Chapters.

ARTICLE XI

Fiscal Year

The fiscal year of the Association shall be determined by the Board of Directors.

ARTICLE XII

Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of the Articles of incorporation or the By-laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

Amendments to By-Laws

These By-laws may be altered, amended or repealed and new By-laws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, provided that at least fifteen days written notice is given of intention to alter, amend or repeal and to adopt new By-laws at such meeting.

ARTICLE XIV

Indemnification

The Association shall indemnify all officers and directors of the Association to the full extent permitted by law and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Board of Directors of the Association.