

Excerpt from the NARP By-Laws

ARTICLE V

COUNCIL OF REPRESENTATIVES

1. General Powers. The Council of Representatives shall: (a) appoint the Candidate Certification Committee; (b) elect the Elected Representatives at Large, the Officers, and the Directors of the Association, in that order; (c) review the overall direction of the Association; (d) adopt resolutions and advise the Board of Directors about the Association's programs and policies; and (e) repeal or amend these Bylaws. By a two-thirds vote of the Representatives present at a meeting in which a quorum is present, the Council of Representatives may remove one or more Directors, Officers, Representatives, or Members for cause.
2. Number and Distribution of Representatives. The Council of Representatives shall consist of up to 137 Representatives, comprised of (a) up to 112 State Representatives, and (b) up to 25 Representatives at Large (as defined in Section 6 of this Article V). A State Representative that is elected as either an Officer or a Director shall automatically vacate his or her State Representative position and shall, by virtue of his or her Officer or Director position, become a Representative at Large.
3. Allocation of State Representatives. The 112 State Representative positions shall be distributed among the states on the basis of two factors: (a) the number of U.S. Representatives based on the most recent census allocation of U.S. Representatives, and (b) the number of individual Association members in that state, with each of these two factors given equal weight. Every state shall be entitled to at least one State Representative.
4. Qualifications of State Representatives. Each candidate for election as a State Representative shall:
 - (a) Have been a Member in good standing of the Association for at least twelve (12) consecutive months immediately prior to the closing date for nominations. The Board of Directors may waive this requirement by majority vote in instances where an exceptional candidate cannot comply, provided that the candidate is a Member in good standing at the time nominations are accepted.
 - (b) Submit to the Candidate Certification Committee a candidate information statement on a form approved by the Board of Directors.
 - (c) Be a legal resident in the state they seek to represent and at least 18 years of age at the time the individual would take office as a State Representative.
5. Election of State Representatives.
 - (a) Responsibilities of the Board of Directors. The Board of Directors shall adopt policies and procedures to (i) ensure that each Member in good standing receives a ballot containing the names and qualifications of candidates, and (ii) establish a method for tallying, reporting, and certifying the results of the election of State Representatives. Such procedures shall include specifying a record date for determining the Memberships entitled to vote in each state, such date to be no more than sixty (60) days before the distribution of ballots to Members.

(b) Responsibilities of the President and Chief Executive Officer. The President and Chief Executive Officer shall:

(i) prior to September 15 of each odd-numbered year, certify to the Council of Representatives the number of State Representatives to be elected from each state, such certification to include a count of the Association Memberships within each state as of August 31 of that year;

(ii) on or before October 1 of each odd-numbered year, announce to the Members that nominations for State Representative positions, including self-nominations, are open, and that the closing date for nominations is December 1;

(iii) on or before December 31 of each odd-numbered year, except as otherwise provided in these Bylaws or required by law, determine the methods for balloting, counting, and certifying votes cast in the election; such methods of balloting may include balloting by mail and/or by electronic means pursuant to the Not for Profit Corporation Act;

(iv) on or before January 15 of each even-numbered year, send to each Member in good standing the ballot and qualifications of each candidate running for State Representative in that state, the method for voting and notice that the deadline for submission of ballots is February 15; if ballots are sent to Members electronically, they shall be sent to the electronic address that appears on the records of the Association;

(v) on or before March 1 of each even-numbered year, announce to the Members the names of the candidates elected as State Representatives; and

(vi) maintain in the official records of the Association the total number of ballots counted and disallowed for each candidate.

(c) Automatic Election. When the number of candidates for State Representative in a given state after the closing date for nominations, or at any subsequent time before the date of the election, is the same as or fewer than the number of State Representative positions to be elected, those candidates shall be deemed elected as of March 1. The distribution of ballots and the conduct of an election in that state shall not be required.

(d) Unfilled Positions. Any unfilled State Representative position shall be considered vacant.

(e) Balloting. State Representatives shall be elected by the Members in accordance with Section 1 and Section 2 of Article IV. Members shall be limited to one vote, even if a Member is a member of more than one Membership class. Except as otherwise provided by these Bylaws, State Representative candidates receiving the highest number of votes in each state shall be the State Representatives from that state. Any ballot cast by a person known not to be a Member in good standing of the Association, or on which the vote cast is not clear, will be disallowed. Each Member may vote only on those State Representatives nominated to represent the state in which the Member resides.

(f) Tie Votes. In the event that a tie vote occurs among the candidates that would result in the election of more State Representatives than the state is qualified to elect, then among those candidates with

the fewest number of votes who would otherwise win the election, the outcome shall be determined by a coin toss (or coin tosses should more than two persons tie for the final qualifying position.)

9. Term of Office. Representatives shall serve the following terms and until their successors are elected and qualified:
 - (a) Each State Representative shall hold office for a term of two years beginning March 1 in even-numbered years, provided, however, that a State Representative that is elected as an Officer or Director shall automatically vacate his or her State Representative position and thereafter shall be a Representative at Large by virtue of his or her Officer or Director position and subject to the term of office set forth in Section 9(c) of this Article V;
 - (b) Each Elected Representative at Large shall hold office for a term of two years beginning immediately upon their election at the annual meeting of the Council of Representatives in even-numbered years;
 - (c) Each other Representative at Large (*i.e.*, each Officer and Director, other than the President and Chief Executive Officer and other than the *ex officio* Directors) shall hold office as a Representative at Large for his or her term of office as an Officer or Director, as the case may be; and
 - (d) Any Representative may resign at any time by written resignation lodged with the President and Chief Executive Officer.
10. Requirements for Re-Election. To seek re-election, each State Representative and Elected Representative at Large shall:
 - (a) Have remained a Member in good standing of the Association during his or her current or immediately preceding term of office;
 - (b) Submitted a candidate information statement on a form adopted by the Board of Directors; and
 - (c) Have attended (including by way of Alternates described in Section 5 of Article VI) at least one-half (1/2) of all Council of Representatives meetings during his or her current or immediately preceding term of office. Individuals not meeting this requirement and wishing to run for re-election may request a waiver from the Board of Directors via the candidate information statement. The request should include background information supporting the waiver request.
11. Vacancies. Any vacancy occurring in the Council of Representatives may be filled by the Board of Directors after consultation with the appropriate Officers, Directors, and Representatives. A person elected to fill a vacancy shall serve the unexpired term of the person whose vacancy he or she is filling.
12. Membership Requirement. All Representatives must be and remain dues paying Members of the Association in good standing during their term in office. Failure to meet this requirement shall result in automatic removal from office unless cured within thirty (30) days of notification of Membership expiration.