



## NAAEI GOVERNANCE POLICIES & PROCEDURES

Approved 12/13/2007

Revised 11/13/2014, 06/22/2022, 03/14/2024, 06/18/2024 and 11/13/2024

### I. BOARD AND COMMITTEE REPRESENTATION

NAAEI strives to have diverse representation on its Board and Committees. To represent the industry more broadly, NAAEI will emphasize diversity in the following areas such as, geographic, educational background, experience, and demographics when making appointments.

### II. ELECTION OF NAAEI OFFICERS (VICE PRESIDENT):

Elections of NAAEI Officers are only held for the NAAEI Vice President position. The incumbent Vice President succeeds the outgoing NAAEI President and the NAAEI Secretary/Treasurer is the Vice Chairman of NAA Board of Directors. The election of NAAEI Officers is conducted every other year following the procedures outlined in Appendix 1: Election Process for NAAEI Officers.

Applicant Criteria:

1. All applicants must be either an owner, developer, builder or operator with broad experience in multifamily housing.
2. All nominees must be employed by a NAA member company (in good standing) within a 6-month time period of the nomination and installation.
3. Election as a NAAEI officer carries with it a responsibility and commitment to attend all scheduled meetings in conjunction with Advocate, Apartmentalize and NAA Assembly of Delegate meetings. Noting that the NAAEI President serves on the NAA Board and is expected to attend the NAA Board meetings as well. Expenses for the NAAEI President to attend these three meetings are covered by NAA per policy and expenses for the NAAEI Vice President to attend these three NAA Board meetings are covered by NAAEI.

### III. NAAEI BOARD

#### Composition

NAAEI Board will be composed of up to 36 members representing the following constituencies. Directors appointed by the NAAEI President or elected by their NAA Region or the Association Executive Council shall serve two-year terms.

#### NAA

1. NAA Chairman-Elect
2. NAA Vice Chairman (will serve as Secretary/Treasurer of NAAEI Board of Directors)
3. NAA President & CEO (Ex-Officio, non-voting)
4. NSC President
5. AEC President

#### NAAEI Officers

6. NAAEI President
7. NAAEI Vice President
8. NAAEI Immediate Past-President
9. NAAEI chief administrative officer (Ex-Officio, non-voting)

**Investors (Up to 10 Investors will have seats on the NAAEI Board; 2-Year Term with renewal option)** Investor seats are filled by individuals and representatives from companies who participated in an NAAEI fundraising campaign and have an interest in being involved in NAAEI.

10. Seat 1
11. Seat 2
12. Seat 3
13. Seat 4
14. Seat 5
15. Seat 6
16. Seat 7
17. Seat 8
18. Seat 9
19. Seat 10

#### Residential Property Management Professor (2-Year Term)

20. Post-Secondary Property Management Educator

#### Regional Representatives Elected by NAA Regions (2-Year Terms served by Owner/Manager Members; may serve up to two consecutive terms)

21. Region I
22. Region II
23. Region III

24. Region IV
25. Region V
26. Region VI
27. Region VII
28. Region VIII
29. Region IX
30. Region X

NAAEI Regional Representatives will be elected in odd and even years using the pattern established by NAA to elect Regional Vice Presidents. The NAAEI Regional Representative election process is outlined in Appendix 2: Election Process for NAAEI Regional Representation.

**Association Executive Council Representatives Elected by AEC (2-Year Terms served by Association Executives)**

31. AEC 1
32. AEC 2

**Affiliate Education Representatives (Affiliate Executive or Staff) appointed by the NAAEI President (2-Year Term)**

33. Affiliate Education 1
34. Affiliate Education 2

**At Large Board Member Appointed by NAAEI President (2-year Term)**

35. At-Large Board Member
36. At-Large Board Member

If the total number of people on the NAAEI Board is less than 36 people, the NAAEI President may appoint one additional At-Large Board Member.

**Authority**

Subject to the limitation of the Articles of Incorporation, and the Bylaws, the NAAEI Board of Directors shall exercise all corporate powers and shall direct and control the business and affairs of the NAAEI including approval of the Governance Policies.

**Duties and Responsibilities**

NAAEI Board members have the responsibility and authority for the governance structure of the Corporation. By agreeing to serve, NAAEI Board Members have the following duties and responsibilities:

1. A fiduciary duty to NAAEI, including duties of care, loyalty, and obedience.
2. Required to act reasonably, prudently, and in the best interests of NAAEI; to avoid negligence and fraud; and to avoid conflicts of interest;
3. Read material that is sent and be prepared to discuss items at meeting;
4. Attend all board meetings;

5. Review and approve minutes of meetings;
6. Actively support and promote NAAEI programs, products, meeting and conferences;
7. Approve the NAAEI Governance Policies;
8. Bring questions and/or concerns from members, their region, or other parties to the NAAEI Board of Directors;
9. Support the NAAEI Bylaws and Governance Policies;
10. Respond to member questions and needs.

### **Meetings**

The NAAEI Board of Directors will meet at governance meetings held in conjunction with the Advocate, Apartmentalize, and Assembly of Delegates. Special meetings of the NAAEI Board may be called at any time by the NAAEI President, or by notice signed by a majority of the NAAEI Board and emailed to members of the Board not less than ten (10) days preceding the scheduled time of the meeting. The NAAEI Board of Directors may meet in person or electronically.

### **Minutes**

Draft Minutes of NAAEI Board of Directors' meeting will be available to the NAAEI Board of Directors no later than thirty (30) days after any meeting.

### **Reporting**

The NAAEI Board shall receive a draft copy of all Executive Committee Minutes containing all actions taken in the NAAEI Board's absence within 15 days of the meeting. The NAAEI Board shall also receive progress reports on all ongoing projects at each in person meeting of the NAAEI Board.

### **Voting**

Each voting member of the NAAEI Board shall be entitled to one (1) vote. The member of the NAAEI Board must be present (in person or virtually when designated and available) to vote. No voting by proxy will be allowed.

### **Attendance**

NAAEI Board members are expected to attend all regularly scheduled meetings of the NAAEI Board of Directors. If a Board Member is unable to attend (either in person or virtual) a meeting, they must notify NAAEI staff stating the reason for such absence. The President of the Board shall have the sole authority to excuse absences by NAAEI Board Members subject to review by the NAAEI Board of Directors. Any NAAEI Board member who fails to attend two regular NAAEI Board meetings in a calendar year without approval may be removed from the NAAEI Board.

### **Monetary Commitment**

Members of the NAAEI Board of Directors shall serve without compensation. NAAEI Board Members will assume the responsibility for all expenses not reimbursed by NAAEI to attend the scheduled meetings.

#### **IV. NAAEI EXECUTIVE COMMITTEE**

The NAAEI Executive Committee shall be composed of: NAAEI President, NAAEI Vice President, NAAEI Secretary/Treasurer, NAAEI Immediate-Past President, NAA President & CEO and NAAEI chief administrative officer.

##### **Authority**

Subject to the limitation of the Articles of Incorporation, and the Bylaws, the NAAEI Executive Committee shall be responsible for the coordination and management of the affairs of the Education Institute between meetings of the NAAEI Board of Directors.

##### **Duties and Responsibilities**

The Executive Committee duties and responsibilities are as follows:

- The actions of the Executive Committee shall at all times be consistent with the Bylaws and Policies & Procedures of the Corporation and are subject to review and approval by the NAAEI Board of Directors.
- Coordination and management of the affairs of the Corporation between meetings of the NAAEI Board of Directors.

##### **Meetings**

The NAAEI Executive Committee meets at the call of the NAAEI President or by request of at least two members of the Executive Committee.

##### **Quorum**

A quorum at any NAAEI Executive Committee Meeting shall exist when the number of members present at a meeting equal at least fifty-one percent (51%) of the total number of voting members.

##### **Minutes**

The NAAEI Board shall receive a draft copy of all Executive Committee Minutes containing all actions taken in the NAAEI Board's absence within 15 days of the meeting.

##### **Voting**

Each voting member of the Executive Committee shall be entitled to one (1) vote and must be present (in person or virtually when designated and available) to vote. No proxy voting will be allowed. When, in the judgment of the NAAEI President, it is inexpedient to call a special meeting, the President may authorize a vote by mail, email, other electronic means or telephone. The question presented shall be determined according to a majority of the votes received within 5 business days after such submission to the Executive Committee; provided that in each case, votes of at least fifty-one percent (51%) of the number.

## V. COMMITTEE CHAIRPERSONS AND VICE CHAIRPERSONS

The term of office for Committee Chairpersons and Vice Chairpersons shall begin on the first day of January following the meeting at which the Chair/Vice Chair has been appointed. They shall serve a one-year term and the intent is that no Committee Chairperson or Vice Chairperson serves more than two (2) consecutive terms in the same position.

Should there be a vacancy in the Chairperson or Vice Chairperson prior to the expected end of the term, filling the vacancy is appointed by the NAAEI President. The person fulfilling the vacancy is intended to complete the remainder of that term.

NAAEI President will appoint the Chairperson and Vice Chairperson of the following Committees:

- Residential Property Management (RPM) Careers
- Program Administration
- Curriculum Development

The NAAEI Secretary/Treasurer (NAA Vice Chairman) will serve as the NAAEI Budget and Finance Committee Chairperson.

The NAAEI Immediate Past-President serves as the Chair of the Governance Committee for the two years they are in this officer position.

## VI. COMMITTEE MEMBERS

### **Committees**

Those wishing to serve on a NAAEI committee, with an open call to membership, may indicate their interest by contacting NAAEI through the Call for Volunteers process. The NAAEI Committee Chairpersons and Vice Chairpersons will consider those who applied and recommend the appointment of members to each committee for a one-year term.

### **Governance Committee**

The Immediate Past President (Committee Chair) and six additional NAAEI Board members are to serve on the Committee, two of which are management company members in good standing and one NAA Affiliate staff member. There will be an open call for Committee members each year in November to begin serving on the Committee January 1st of the following year for a one-year term. Committee members will be appointed by the NAAEI President.

### **Budget and Finance Committee**

The Budget and Finance Committee shall consist of the NAAEI President, NAAEI Vice President, NAAEI Secretary/Treasurer (Committee Chairperson), NAA President & CEO, NAAEI chief administrative officer, NAAEI Standing Committee Chairpersons, Investors

(2), and one at-large member appointed by the Budget and Finance Committee Chair.

**Appointment to NAA Investment Subcommittee**

Two NAAEI Board members to be appointed to the NAA Investment Subcommittee each year.

**VII. COMMITTEE CHARGES**

**Standing Committees**

**Governance Committee** reviews the NAAEI Bylaws and NAAEI Governance Policies and Procedures on an as needed basis and makes recommendations to the NAAEI Board regarding any changes to these documents.

**Budget and Finance Committee** advises the NAAEI Board on the financial health of the Corporation. The Committee will review and present an annual budget for approval by the NAAEI Board. The Committee reviews regular financial statements, presents relevant financial information to the NAAEI Board and makes recommendations to the NAAEI Board, as necessary. The Committee will regularly evaluate the performance of NAAEI investments and advise on the development and implementation of the Institute's investment and reserve policies. It is responsible for approving the Education Institute's accounting policies and procedures and will review and approve the results of annual audits.

**Curriculum Development Committee** is charged with the development of continuing education programs and advises the NAAEI Board on content, delivery, and faculty administration. The Committee also oversees the curriculum and exam development of NAAEI's credential programs. The Committee will review and recommend the development of new curriculum, career tracks and other programming to maximize professional development and operating results.

**Residential Property Management (RPM) Careers Committee** promotes RPM careers and industry awareness and advises the NAAEI Board on recruitment and career outreach efforts. The Committee will seek partnerships for expanding, enhancing and retaining the industry talent pool to foster these relationships to develop a pipeline of talent, connecting them to industry members through local, state and national workforce and education initiatives.

**Program Administration Committee** advises and recommends policies for enrollment, exams, credentials, and continuing education credits. It advises the NAAEI Board on education and credentialing programs, monitors credential program requirements, and

ensures consistency of program deliveries across all learning modalities.

### **Advisory Groups**

NAAEI shall create and maintain Advisory Groups on an as needed basis for the purpose of providing opportunities for peer-to-peer learning and networking, as well as to advise NAAEI committees on specific interest areas. NAAEI has the following Advisory Groups:

- **HR Advisory Group**

The HR Advisory Group will identify and discuss current issues related to end-to-end talent management and development affecting member companies. The Advisory Group is comprised of senior human resource/talent and organizational development professionals of member companies.



## Appendix 1: Election Process for NAAEI Officers

Revised: 3/14/24

1. **Outreach:** At Advocate, the Immediate Past President of NAAEI shall explain the election process at the NAAEI Board meeting. On or before April 1, staff will provide the application on the NAAEI website and notify the following groups that the applications are available: Association Executives and Education Directors at Affiliates, members of the NAAEI Board of Directors and NAAEI Committees, NAAEI Faculty and the NAA Board.
2. **Applications:** All individuals wishing to be considered for an NAAEI officer position will complete an application and submit it to NAAEI via the approved electronic format no later than April 30. Applications received via any alternative method or after the deadline will not be considered.
3. **Application Review:** Staff will vet all applicants for the NAAEI officer position based on criteria outlined in the NAAEI bylaws, and the Policies and Procedures.
4. **Announcement of Applicants:** All eligible applications will be provided to the NAAEI Board of Directors within five (5) business days of the application deadline.
5. **Candidate Presentation:** The candidates for NAAEI Vice President will be presented at the June meeting of the NAAEI Board of Directors. Each candidate will be provided with equal time to present in front of the NAAEI Board.
6. **Voting:** The NAAEI Board of Directors will vote immediately following the presentation of candidates. The candidate receiving the most votes will be elected Vice President. Votes will be tallied by the Immediate Past President and a Staff member. In the case of a tie, the top two candidates with the most votes will be advanced to another round of voting. In the case of a tie, a revote will be conducted. Each person voting will cast a maximum of one vote. If there is another tie after the revote, a coin will be flipped to make the determination by the Immediate Past President.
7. **Election Results:** Immediately following the tally of the votes, the Immediate Past President will inform the President of the results and the President will announce the winner prior to adjourning the Board meeting.
8. **Installation:** The Incoming NAAEI President, Vice President and Secretary/Treasurer are installed at the Assembly of Delegates Installation Dinner in November.

## Appendix 2: Election Process for NAAEI Regional Representation

### Election Officials

Election Officials and designated NAA staff will oversee all Regional Elections. The Election Officials will be represented as follows:

- Chair of the NAA Governance Committee – will act as the Chair of the Election Officials
- \*At-Large Governance Committee members
- RVP representatives on the governance committee that are not currently holding elections.

\*If an At-Large Governance committee member is a current RVP of a region holding elections, the RVP will recuse themselves from participating as an Election Official and the Chair of Governance may appoint an alternate.

At the regional meeting held in conjunction with Advocate, each region that will be conducting an election will:

1. **Make an Announcement of Election.** The current RVPs will explain the election process and announce that an election will take place. The Election Officials with the assistance of NAA staff will facilitate the voting process for NAAEI regional representatives at the regional meetings held in conjunction with Apartmentalize.
2. **Regional Elections:** Regional elections for NAAEI representation shall take place as follows:
  - a. Odd number regions will elect their representatives in even numbered years. Representatives will serve two year terms starting January 1 of the following odd numbered year.
  - b. Even number regions will elect their representatives in odd numbered years. Representatives will serve two year terms starting January 1 of the following even numbered year.

This method of electing regional representatives is in accordance with the NAA method of electing Regional Vice Presidents and allows for a staggered approach to NAAEI Board representation.

Between the Advocate conference and May 5th, the following will occur:

1. **Notification of Election (by April 1).** A notification that elections for regional representation on the NAAEI Board will be held and a call for applications will be sent by NAA staff to all local Delegates, Delegate Alternates, local and state Affiliate Presidents, and local Association Executives. The Association Executives shall email the notice to their affiliate membership.
2. **Applications for Consideration (by April 30).** Current Representatives who wish to run for re-election should submit a declaration of re-election electronically to NAA no later than April 30th. Any new applicant wishing to run for a Representative position should submit an application electronically to NAA no later than April 30th.

3. **Vetting of Applicants (by May 5).** NAA staff will vet all applicants for NAAEI regional board positions based on criteria outlined in the NAAEI Bylaws and Governance Policies & Procedures. They will transmit all eligible applications and declaration forms to the Election Officials, Current RVPs, Delegates and Association Executives no later than May 5th.

Prior to Apartmentalize, NAA staff will create the Region's ballots.

At the regional meetings held in conjunction with Apartmentalize, each NAAEI regional board candidate will be given an opportunity to present themselves.

At the regional meeting, the Election Officials assisted by NAA staff will:

1. **Facilitate the Election.** NAAEI elections will occur at the regional meetings held at Apartmentalize.
2. **Distribute Ballots.** Ballots will be distributed by NAA staff to the attendees present at the regional meeting.
3. **Oversee Voting.** Write-in votes will not be counted; no proxy votes will be accepted.
4. **Counting the Votes.** The results will be tallied by Election Officials and announced immediately by an Election Official or designate at the end of the voting period. In all cases, the candidate receiving the largest number of votes will be selected as the regional representative to the NAAEI Board. In the event of a tie vote, an Election Official will distribute ballots and ask for a second vote listing only the candidates that are tied. If there is another tie after the revote, an Election Official will flip a coin to determine a winner.

Any challenges to the voting process or results will be handled via NAA's Challenges and Election Results process.

#### **Vacant Seats Related to No Eligible Candidates**

If the NAAEI Board seat for a region is vacant after the regular election, a special election is conducted. Special elections are run between Apartmentalize and the Assembly of Delegates (AOD) meeting, with the election occurring at the regional meeting at AOD. Election procedures for the special election follow the above processes with adjusted dates for the timelines. If the NAAEI Board seat for a region is vacant after a regular election and one special election, due to no eligible candidates, then the NAAEI President, in consultation with the RVPs from that region, can appoint a member from that region to the seat.