

BYLAWS OF THE WOMEN'S COUNCIL OF REALTORS®

Approved by the Governing Board of the WOMEN'S COUNCIL OF REALTORS®, September 20, 2017

ARTICLE I – CREATING THE COUNCIL

Section 1: This organization shall be known as the WOMEN'S COUNCIL OF REALTORS® and is sometimes hereinafter referred to as “the Council”. The Council encourages its members to dedicate themselves to the highest service for the public and the real estate industry.

Section 2: The Council shall maintain a registered office in the State of Illinois and a registered agent at such office.

Section 3: The Council shall be affiliated as a Council of the NATIONAL ASSOCIATION OF REALTORS® (“National Association”) as created and established under the authority granted in Article XIII of the Constitution of the National Association.

Section 4: The Mission of the WOMEN'S COUNCIL OF REALTORS®: We are a network of successful REALTORS®, advancing women as professionals and leaders in business, the industry and the communities we serve.

Section 5: The Council shall be subject to the National Association's Constitution and Bylaws, as such Constitution and Bylaws outline the rights and responsibilities of the National Association and the Council.

ARTICLE II – RELATIONS WITH THE NATIONAL ASSOCIATION

Section 1: The President of the Council shall, by virtue of her office, as provided by the Bylaws of the National Association be a member of the Board of Directors of the National Association.

Section 2: The Council shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of its funds shall inure, or be distributed, to the members of the Council.

Section 3: The fiscal and elective years of the Council shall correspond to those of the National Association.

Section 4: The officers of the Council shall be installed and take office at a time to coincide with the installation and taking of office of the officers of the National Association.

Section 5: The Council shall have no authority to incur any liability which shall be a liability of the National Association unless the incurrence of such liability shall have first been approved by the Board of Directors of the National Association.

Section 6: When requested by the National Association and/or other groups within the association, the President may appoint one or more members of the Council to serve as its representative.

Section 7: The Council shall meet during the National Association convention at such times and place as may be determined in consultation with the National Association convention staff. Such meetings of the Council shall be held concurrently with, and in the same city as the National Association Annual Convention.

ARTICLE III – MEMBERSHIP

Section 1: Any REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate¹ member of an Association or Board of REALTORS® hereinafter referred to as (“Association”) shall be eligible for Active membership in the Council.

Section 2: Active members shall hold membership in a Local Network and in the State Network, if any.

¹ “Institute Affiliate members shall be individuals who hold a professional designation awarded by a qualified Institute, Society or Council affiliated with the National Association that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to vote or hold office.” Article IV, Section 1.4 of the National Association Constitution.

Section 3: When there is no Local Network of the Council within the geographic territory of the Local Association of REALTORS® to which the member belongs or within the geographic territory of the Local Association of REALTORS® in which the members does business, such member shall be eligible to become a member-at-large of the Council, and of the State Network, if any.

Section 4: An Active member of the Council may be eligible for membership in more than one Local Network and in more than one State Network. Non-resident members shall be Active members of a primary Network of choice who wish to obtain the services afforded by another Network. The above-defined members may join this second Network by paying Non-resident dues only to it. They shall not be eligible to vote or hold elective office in the second Network.

Section 5: National Affiliate members shall hold membership in the Local Association within the geographic territory of the Network, or if no such membership is available within the Local Association, then the individual shall hold membership within the State Association, but they may not be REALTORS®.

Section 6: National Affiliate members shall pay national, state, and local dues and may vote at the local and state network level, hold local office (except President, President-elect, Secretary and Program Director, use the Council logo and marks, and avail themselves of Council services; however, they shall not serve as voting delegate. National Affiliates may not comprise more than twenty percent (20%) of the national membership of a Local Network.

Section 7: The Council shall calculate the percentage of National Affiliate memberships in each Local Network. When the 20% limitation is reached for a Network, National Affiliate applications shall be returned to the applicants. Additional National Affiliate applications will be processed when the Network's percentage of this type of membership falls below 20%.

Section 8: Individuals currently employed in an executive, administrative or management capacity by a Local or State REALTOR® association holding membership in the National Association, or a member Board of a foreign affiliate of the National Association shall be eligible for National membership after payment of applicable dues.

Section 9: Persons engaged in the real estate business outside of the United States, its insular possessions and the Commonwealth of Puerto Rico may join as International Affiliate members. International Affiliate members shall not be eligible to vote or hold elective office and may only use the Council logo and marks as authorized by the Council and with the identifying descriptor "An International Affiliate." International Affiliate members shall not be obligated to maintain any form of membership in the National Association.

ARTICLE IV – DUES AND ASSESSMENTS

Section 1: (A) Annual membership dues for all Active and National Affiliate members of Council shall be: \$126.00, plus Local and State Network dues when applicable

(B) Annual membership dues for all International Affiliate members shall be: US\$100.

(C) Annual membership dues shall be payable by the first day of January each year.

(D) New members shall pay a full year's dues upon making application. On January 1 of the following year they shall be billed only for that portion of dues unpaid for that year.

(E) Special Assessments may be levied by the Governing Board.

(F) The Governing Board may impose a new member application processing fee, in such an amount to be determined by the Governing Board.

(G) A member who transfers between local Networks may be required to pay a transfer fee to be determined by the Governing Board and a full year's local dues to the local Network to which the individual is transferring.

Section 2: All local, state and national dues of members of Council shall be billed by and paid to the Council.

Section 3: Any member delinquent in payment of dues by more than three months shall forfeit membership.

ARTICLE V – THE GOVERNING BOARD

Section 1: The government of the Council shall be vested in the Governing Board which shall consist of the President, President-elect, First Vice President, Treasurer, Regional Vice Presidents, State Governors, all past National Presidents who are REALTORS®, State Network Presidents, Standing Committee Chairmen, and members of the Executive Committee, all of whom shall be entitled to vote.

Section 2: The Governing Board shall have full power to manage the business of the Council between Meetings.

Section 3: One fourth of the members of the Governing Board shall constitute a quorum.

Section 4: The Governing Board shall meet at least two times each year one of which shall take place at the National convention of the National Association. Special meetings of the Governing Board may be called by the President, or shall be called at the request of at least twenty (20) members of the Governing Board representing at least five states, or four states and the District of Columbia. Members of the Governing Board may unite in a petition to call such meeting or individually address written requests to the Council. Upon receipt of such petition or written requests from the required Governing Board members, the President shall notify each member of the Governing Board of such meeting in writing, sent by first class mail. Not less than fifteen (15) days nor more than thirty (30) days notice shall be given for a special meeting. Such notice shall state the time and place of the meeting, and the purpose for which it is called. Only the business stated in the call to the meeting shall be transacted at such meeting.

Section 5: The Governing Board may take any action which it could take at a meeting of the Governing Board without a meeting if a consent in writing, setting forth the action so taken, is signed by all members of the Governing Board entitled to vote on the matter.

Section 6: Members of the Governing Board may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting.

Section 7: Special meetings of the Governing Board may be called by the President, or shall be called at the request of at least twenty (20) members of the Governing Board representing at least five states, or four states and the District of Columbia. Members of the Governing Board may unite in a petition to call such meeting or individually address written requests to the Council.

Section 8: There shall be an Executive Vice President & Chief Executive Officer (“Executive Vice President”) who shall be appointed by the Executive Committee. The Executive Vice President shall be the chief administrative officer of the Council, shall be subject to the direction and control of the President and Executive Committee, and shall be responsible for the Council staff and charged with its selection. The Executive Vice President shall have supervision of the entire staff and shall perform such other duties as may be delegated by the Governing Board, the Executive Committee, or the President and all other duties usual to such office.

Section 9: Any member of the Governing Board may resign at any time by giving written notice to the Executive Vice President. Such resignation shall take effect at the time specified or, if no time is specified, at the time of acceptance as determined by the Governing Board.

Section 10: Members of the Governing Board shall not receive any compensation for their services as Board members, but by resolution of the Governing Board, they may be reimbursed for expenses incurred in attending any regular or special meeting of the Governing Board. A member of the Governing Board may serve the Council in any other capacity for reasonable compensation.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1: (A) There shall be an Executive Committee consisting of seventeen (17) members, which shall include the President, President-elect, First Vice President, Treasurer, the three most recent past Presidents able to serve, the

Council representative to the National Association Executive Committee, six (6) members elected by and from the outgoing Governing Board (2 each year) and three (3) members appointed by the President (1 each year).

(B) The term of service, whether by election or appointment, shall be three years, except for the Council representative to the National Association Executive Committee, which is a two-year appointment.

(C) All appointments to the Executive Committee shall be subject to the approval of the Governing Board.

(D) Members of the Executive Committee shall automatically become members of the Governing Board.

(E) The President shall act as chairman of the Executive Committee.

Section 2: The Executive Committee shall meet on the call of the President, or upon the request of any four of its members.

Section 3: Regular meetings of the Executive Committee shall be held at least three times per year.

(A) To examine reports of all committees and make recommendations for action thereon.

(B) To conduct the necessary business of the Council between meetings of the Governing Board.

(C) To discuss policies and procedures for the purpose of coordinating activities of all officers, committees, and Council staff.

(D) To develop new programs and review existing ones.

(E) To develop new and better ways of serving the membership on all levels.

(F) To plan for the future of the organization.

Section 4: Eight members of the Executive Committee shall constitute a quorum.

ARTICLE VII – ELECTIVE AND EX OFFICIO OFFICERS

Section 1: Officers of the Council shall be elected from among members in good standing who are REALTORS® or REALTOR-ASSOCIATES®.

Section 2: (A) The elective officers of the Council shall be a President, President-elect, First Vice President, Treasurer and a Regional Vice President from each of the geographical regions created by the Governing Board of the Council.

(B) The President, President-elect, First Vice President, Treasurer and Regional Vice Presidents shall serve for one (1) year, or until their successors are elected. The President-elect shall automatically succeed to the office of President the following year.

(C) The President and President-elect shall not be eligible to serve in such office for more than one term unless they are filling the office for an unexpired term due to a vacancy.

(D) The First Vice President, Treasurer and Regional Vice Presidents may serve in such offices for more than one term but may not serve more than two consecutive terms.

Section 3: (A) The President shall be the chief elected officer of the Council, and shall preside at the meetings of the Governing Board, the Executive Committee and the Midyear Business Meeting. At all other times during the term of office, the President shall represent the Council and act in its name, subject to its policies. She shall be responsible for the Council during her term with the support and counsel of three other national officers and the Executive Vice President and shall perform all of the duties usual to such office.

(B) The President shall appoint all committee chairmen and committee members, except the Nominating Committee. All appointments of committee chairmen shall be subject to approval of the Governing Board. The President shall be an ex officio member of all committees except Nominating Committee.

Section 4: (A) The President-elect shall perform the duties of the President in the event of the President's disability or absence.

(B) The First Vice President shall approve the records and perform other such duties as are customary to the office, including acting as Secretary for the Governing Board and the Executive Committee, when necessary.

(C) The Treasurer shall submit the annual budget to the Governing Board for its approval. The Treasurer shall make the annual budget available to the National Association upon request. The Treasurer shall serve as chairman of the Finance and Budget Committee and shall review financial matters of the Council monthly. The Treasurer shall report on the financial affairs of the Council to the Executive Committee and the Governing Board.

Section 5: The Regional Vice Presidents shall oversee the work of the Council in their respective regions and act as the representative of the President in such matters as may be assigned to them.

Section 6: In the event that an Officer is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Officer may be removed from office under the following procedure:

(A) A petition requiring the removal of an Officer, signed by at least twelve (12) members of the Governing Board, shall be filed with the Executive Vice President. The body of the petition shall specifically set forth the reasons the individual is deemed to be disqualified from further service.

(B) Upon receipt of the original petition, the Executive Vice President shall send by registered mail to the Officer's current address of record a copy of the petition. This notice shall include the date on which the Governing Board will consider the petition, either at its next regularly scheduled meeting or at a special meeting called under the terms set out in Article V Section 7.

(C) The Officer shall be given an opportunity to answer the charges laid out in the petition in accordance with the trial procedure set forth in *Robert's Rules of Order (Newly Revised)*. If the Officer named in the petition is the president, the next-ranking officer will conduct the meeting. Provided a quorum is present, a three-quarters vote of the Governing Board shall be required for removal of the Officer from office.

Section 7: In States where there is no State Network but there are more than forty-nine (49) Active members the President of the Council may appoint one State Governor, taking into account recommendations from Active members in the State. The State Governor will be responsible for member and network activities within the State.

ARTICLE VIII – VACANCIES

Section 1: (A) In the case of vacancy in any elective office, except the President or President-elect, the President shall appoint a qualified member to fill the unexpired term.

(B) In case of a vacancy in the office of President, the President-elect shall complete the unexpired term thus creating a vacancy in the office of the President-elect. The President-elect who fills a vacancy in the office of President shall automatically become President for a full term after completion of the unexpired term as President.

(C) In the event of a vacancy in the office of President-elect caused by a vacancy in the office of President, the members of the Nominating Committee shall submit the name of at least one nominee to the President. Ballots giving the name or names of nominees shall then be mailed to all members of the Governing Board by the Executive Vice President with instructions for voting. An affirmative vote of a majority of the entire Governing Board shall be necessary to elect. The President-elect who fills a vacancy in that office shall automatically become President-elect for a full term after completion of the unexpired term as President-elect. In the event a vacancy in the office of President-elect is not caused by a vacancy in the office of President, the members of the Nominating Committee shall submit the name of at least one nominee to the President who shall present it to the Governing Board for approval. An affirmative vote of a majority of the Governing Board shall be necessary to elect. This President-elect who fills this type of vacancy shall automatically become President after completion of the unexpired term of President-elect.

(D) In the event of a vacancy in the office of Regional Vice President, the President shall appoint a member from the same region to fill the unexpired term.

(E) If a vacancy occurs in the Executive Committee before the expiration of a term, the President shall appoint a

successor to fill the unexpired term.

(F) In the event of a vacancy in any of the committee chairmen, except the Nominating Committee Chairman, the President shall appoint a qualified member to fill the unexpired term.

(G) All appointments to fill vacancies shall have the approval of the Governing Board. Such approval shall be requested at the next regular Governing Board meeting.

(H) In the temporary absence of the chairman of the Nominating Committee, or the Past Presidents' Advisory Committee, a chairman pro tem shall be elected by a majority vote of the members present.

ARTICLE IX – NOMINATIONS

Section 1: There shall be a Nominating Committee of twelve, which shall be elected in the following manner:

(A) The members present at the Midyear Business Meeting shall elect nine (9) committee members and nine (9) alternates, all in good standing with the Council, one (1) committee member and one (1) alternate from each region. These delegates and alternates must have attended at least two of the four previous national meetings. Such members shall not include past National Presidents of the Council. Each member present shall be entitled to one vote. Candidates being considered by the Nominating Committee for a line office, and also any other national office contested by the time of the Annual Convention, shall not serve as members of the Nominating Committee.

(B) Two past Presidents and two alternate past Presidents shall be appointed by the Past Presidents' Advisory Committee to serve on the Nominating Committee. The alternates shall be designated as 1st past Presidents' alternate and 2nd past Presidents' alternate and shall serve as needed in the order.

(C) The members of the Nominating Committee shall serve during the calendar year subsequent to their election.

(D) The President of the Council, presiding at the time of the opening of the Council's Midyear Business Meeting shall serve in the subsequent year as chairman of the Nominating Committee. If unable to serve, the most recent past national President of the Council able to serve shall be chairman of the committee, except that in no case shall the same person serve as chairman for two successive years.

(E) Nominating Committee members and all alternates who have served, except past Presidents and their alternates, shall not be eligible to serve the subsequent term as either a committee member or an alternate.

(F) If an alternate replaces a member, the alternate continues to serve unless she is unable to do so, in which case the original member, at her option, may be reinstated.

(G) Should neither representative from a region be able to serve, the State Governor(s) of that region may meet and choose an alternate committee member to complete the term. This member, also, may not serve a subsequent term.

(H) If at least two of the four past Presidents appointed cannot serve, the Past Presidents' Advisory Committee may meet and appoint past President(s) to fill the vacancies.

(I) At least one candidate for delegate and one candidate for alternate for the Nominating Committee will be nominated from each region. Past Presidents and their alternates each year will be chosen in a manner determined by a majority of the Past President's Advisory Committee present when a quorum exists. Rules will be determined before nominations are accepted.

(J) When a (the) State Governor(s) are unable to function as prescribed in (G) of this section and time is of the essence, the President of the Council shall appoint an Active member from the unrepresented region to fill the vacancy on the Nominating Committee. The preceding paragraphs of this section, where applicable, shall also refer to alternates appointed by the President.

Section 2: It shall be the duty of the Nominating Committee to select at least one candidate for each office of the Council. The slate shall be posted prior to the final Governing Board meeting of the Annual Convention. The membership shall be given notice of the slate of nominations on or before January 15.

Section 3: After the President has presented the report of the Nominating Committee, any voting delegate may nominate individuals before the election.

Section 4: No name shall be placed in nomination without the written consent of the nominee.

Section 5: The Nominating Committee may hold, on its own motion, such meetings as it may deem necessary to complete its slate of nominees prior to the last meeting of the Council's Annual Convention.

ARTICLE X – ELECTION OF OFFICERS

Section 1: The election of officers shall be held at the Midyear Business Meeting which shall be held in conjunction with the REALTORS® Legislative Meeting of the National Association.

Section 2: (A) Election of officers shall be by *viva voce* or roll call vote, or written or electronic ballot if there are two or more nominees for an office. A majority vote shall elect an officer. In the event that no candidate on the ballot for a particular office receives a majority vote, the two candidates receiving the greatest number of votes cast shall remain on the ballot and a run-off election shall be held between those two candidates. The candidate receiving the majority of votes cast in the run-off election shall be declared the winner.

(B) The voting delegates shall be all members of the current Governing Board, a delegate from each Local Network and certified members-at-large.

(i) The Local Network Delegate shall be the President in good standing of the Local Network or another member, who shall be an Active member in good standing of the same Local Network designated in writing by the President.

(ii) In the event the State Network President cannot act as a Governing Board Delegate, the State Network President may designate in writing another State Network Officer from the same State Network to vote at the Annual Business Meeting.

(C) Each Governing Board member shall be entitled to cast one vote. Each Local delegate shall be entitled to cast one vote for the Network's first 30 Active members, two votes for 31-60 Active members, three votes for 61-90 Active members and so forth, adding one vote for each 30 Active member increment. The number of Active members in a Local Network shall be determined by the number of Active members in good standing on March 1 of that year according to the records of the Council.

Section 3: Delegates shall check in at the Midyear Meeting prior to the Midyear Business Meeting to be credentialed by the Council as voting delegates.

Section 4: All members casting votes at the Midyear Business Meeting of the Council shall be full fee registered attendees at the Council's Midyear Meeting.

ARTICLE XI – NOTICE OF MEETINGS

Section 1: When notice of meetings, or of the subject to be considered at meetings, is required by these Bylaws, such notice shall be sent to all members qualified to vote at least 30 days prior to the meeting where the vote will be taken. The notice may be sent by first-class mail, electronic communication, including e-mail, or any other means permitted by law.

Section 2: The Annual Business Meeting of the Council shall require a quorum of no fewer than fifty (50) accredited delegates.

ARTICLE XII – COMMITTEES

Section 1: The President shall appoint such standing and special committees as shall be designated from time to time by the Governing Board and such other special committees as she may deem necessary or appropriate.

(A) Each of the Standing Committees shall consist of not fewer than seven (7) members unless otherwise noted in these bylaws.

(B) Appointments to Standing Committees shall be for a period of one year unless otherwise noted in these bylaws. All committee members are eligible for reappointment.

(C) The Budget and Finance Committee shall consist of eighteen (18) members.

Section 2: (A) Special Committees to perform such services as may be assigned to them may be appointed by the President with the approval of the Governing Board.

(B) Each of the Special Committees shall consist of not fewer than three (3) members nor more than twenty-five (25) members.

(C) Appointments to Special Committees shall be for a period of one year. All committee members are eligible for reappointment.

Section 3: 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 4: Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

ARTICLE XIII NETWORKS

Section 1: The Council shall organize its members into Local and State Networks (“Networks”) as it determines will further the purposes of the Council. The terms and conditions under which such Networks will be established and operate shall be determined by the Governing Board, but such terms and conditions shall at all times be consistent with the Bylaws. Such Local and State Networks shall have the rights, privileges and responsibility’s as may be determined by the Governing Board. The Governing Board shall have the right to revoke charters in accordance with such policies as may be adopted by the Governing Board.

Section 2 Networks shall have their bylaws approved by the Council. Model bylaws are to be used with all exceptions approved by the Council. Networks are authorized to use the Council name and marks in connection with the name of Network.

Section 3: Networks shall be authorized to create programs that support the Council mission and objectives. Local and State Networks represent the Council in their communities and shall actively follow the Council’s mission and objectives and endeavor to work with and collaborate with their Local and State Associations of REALTORS®.

ARTICLE XIV – DISSOLUTION OR OTHER CORPORATE CHANGE

Section 1: The Council may dissolve or undertake any other form or corporate change including but not limited to merger or consolidation only in accordance with policies, procedures or regulations as may be adopted by the Board of Directors of the National Association and then only upon such terms and conditions as the Governing Board of the Council may allow.

Section 2: Upon the dissolution of the corporation, the Governing Board of the Council shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute any remaining funds to the National Association, provided it is exempt from the payment of federal income taxes under any subsection of Section 501 (C) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future United States Internal Revenue law), and if not, then to any one or more regularly organized and qualified professional societies, trade association, or charitable, educational, scientific, or philanthropic organizations exempt from the payment of federal income taxes under any subsection of Section 501(C) of the Internal Revenue Code of 1986 as the Governing Board of the Council shall determine.

ARTICLE XV – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert’s Rules of Order (Newly Revised)* shall be recognized as the authority governing the proceedings of the Council in all cases not provided for in these bylaws or in the standing rules.

ARTICLE XVI - GENERAL PROVISIONS

Section 1: Contracts – The Governing Board may authorize any officer or agent of the Council to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council and such authority may be general or confined to specific instances.

Section 2: Indemnification – The Council shall have the power and authority to indemnify and hold harmless to the full extent permitted by law any person who is or was a member of the Governing Board, officer, employee or agent of the Council or who is or was serving at the request of the Council as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise.

In addition, the Council may purchase and maintain insurance on behalf of any person who is or was a member of the Governing Board, officer, employee or agent of the Council or who is or was serving at the request of the Council as a director, officer employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred in any such capacity, or arising out of such person's status as such, regardless of whether the Council would have the power to indemnify against such liability.

Section 3: Bonding – Any person entrusted with the handling of funds or payments of the Council, at the discretion of the Governing Board, shall obtain and maintain a fidelity bond at the cost of the Council.

Section 4: Marks – All current and future trademarks, service marks, membership marks, certification marks, trade names and logos (collectively known as ("Marks")), whether or not registered with any government, which are used by or developed for the Council or the Council's members for use in connection with their membership, shall be owned by the National Association. All use of these Marks by the Council and the Council's members shall inure to the benefit of the National Association.

ARTICLE XVII – AMENDMENT OF BYLAWS

These bylaws may be amended at any meeting of the Governing Board by a two-thirds vote in the affirmative of the Governing Board members present and voting at such meeting, provided that a quorum is present, and provided the substance of the proposed amendments has been submitted to all members of the Council at least thirty (30) days in advance of the meeting at which they will be acted upon, and provided that no such amendment shall become effective until the same shall have been submitted to and approved by the Board of Directors of the National Association.