Chapter Bylaws approved by Bylaws Committee
Women's Council of REALTORS®, N.A.R.
By M. Rusk, for Chairman M. Zimbelman, October, 2014.

BYLAWS FOR THE HILL COUNTRY (TX) CHAPTER OF THE WOMEN'S COUNCIL OF REALTORS®

ARTICLE I - CREATING THE CHAPTER

Section 1: (A.) A Local Chapter of the WOMEN'S COUNCIL OF REALTORS® is hereby created and established under the authority granted in ARTICLE XIII of the Bylaws of the WOMEN'S COUNCIL OF REALTORS®, an affiliate of the NATIONAL ASSOCIATION OF REALTORS®.

(B.) This Chapter shall be known as the Hill Country Chapter of the WOMEN'S COUNCIL OF REALTORS® and shall encourage its members to dedicate themselves to the highest service for the public and real estate industry.

Section 2: (A.) This Chapter shall be subject to the national and state bylaws of the WOMEN'S COUNCIL OF REALTORS® and shall have its local bylaws approved by the WCR national Bylaws Committee. Upon approval of these bylaws by National WCR, The Hill Country Chapter is authorized to use the WCR name and symbols in connection with the name of the Chapter.

(B.) The Chapter agrees to create programs that support the national WCR objectives, disburse dues, and raise additional funding through supportive programs. The Hill Country Chapter represents WCR in the community and shall actively follow the WCR objectives and work with Local Boards of REALTORS® and the State Association of REALTORS®.

Section 3: (A.) 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 4: Chapters may be disbanded after due notice for:

(A.) Not maintaining at least twenty (20) Active members;
(B.) Not filing a list of current officers;
(C.) Not filing an Annual Report with the WCR National Office;
(D.) For any other reason deemed by the national Governing Board to be in the best interest of the WCR.

ARTICLE II - MEMBERSHIP

Section 1: Any REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate[1] member in good standing of a Board(s)/Association(s) of REALTORS® of the NATIONAL ASSOCIATION OF

[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 of REALTORS® 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, NAR Constitution.

REALTORS® shall be eligible for Active membership in this Chapter, the State Chapter (if any) and the national WCR. The Hill Country Chapter boundaries shall be the same as the boundaries of the Four Rivers Association of REALTORS®.

Section 2: An Active member of this Chapter may be eligible for limited membership in more than one Local Chapter and in more than one State Chapter. Non-resident members shall be individuals engaged in the real estate profession within the territory of one Chapter who wish to obtain the services afforded by another Chapter. The above defined members may join this second Chapter by paying local dues only to it and state dues if the second Chapter is located in another state. They shall not be eligible to vote or hold elective office in the second Chapter.

Section 3: National Affiliate members shall hold membership in a Local Board of REALTORS®, but they may not be REALTORS®.

Section 4: National Affiliate members shall pay national, state, and local dues and may vote, hold local office (except President, President-elect and Vice President), use the WCR logo and symbols, and avail themselves of national WCR services. National Affiliates may not comprise more than thirty percent (30%) of the national membership of the Local Chapter.

Section 5: The national WCR office shall determine the percentage of National Affiliate memberships in each Chapter monthly. When the 30% limitation is reached for a Chapter, National Affiliate applications shall be returned to the applicants. Additional National Affiliate applications will be processed when the Chapters percentage of this type of membership falls below 30%.

Section 6: Local affiliate members include individuals who are engaged in a profession related to real estate, such as, but not limited to real estate finance, home inspection, home staging and unlicensed clerical support and who shall not be required to hold membership in a local association of REALTORS®. Local affiliate members may not be REALTORS® or licensees engaged in brokerage, rental, management or appraisal of real property or in real estate counseling. Local Affiliate members shall pay only local dues and may attend local meetings, be a member of a committee, and chair a special committee or task force. They may not vote, hold office, use WCR logos or symbols, or avail themselves of national WCR services.

Section 7: A member becomes eligible to vote in the Hill Country Chapter thirty (30) days from the receipt of application by and payment of dues to Local Chapter designee.

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

ARTICLE III - DUES[2]

Section 1: (A.) Effective January 1, 1998 annual membership dues for Active members shall be $15.00 plus national dues and State Chapter dues, if applicable.

(B.) Effective January 1, 1998 annual membership dues for National Affiliate members shall be $15.00 plus national dues, and State Chapter dues, if applicable.

(C.) Effective January 1, 2013 annual membership dues for Local Affiliate members shall be an amount comparable to the combined local, state and national dues paid by National Affiliates.

(D.) Effective January 1, 1998 annual membership dues for Non-resident members shall be $15.00 which are Local Chapter dues only.

Section 2: (A.) Annual membership dues shall be payable by the first day of January each year.

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

Section 3: (A.) All local, state and national dues of Active members and National Affiliate members shall be billed by and paid to the national office of WCR. Local Chapter and State Chapter membership dues billed by and paid to the national WCR shall be refunded to the Local Chapter and State Chapter.

(B.) Local Chapter membership dues for Local Affiliate and non-resident members shall be billed by and paid to the Local Chapter and retained by the Chapter.

Section 4: Any member delinquent in payment of membership dues by more than three (3) months shall forfeit membership.

Section 5: Annual chapter dues for each member shall be established in time to notify the National WCR office prior to October 31 of the immediately preceding year.

ARTICLE IV - THE GOVERNING BOARD

Section 1: The government of the Chapter shall be vested in the Governing Board which shall consist of the President, President-elect, Vice President of Membership, Secretary and Treasurer (or Secretary-Treasurer), most recent past President able and willing to serve, one Active past President appointed by the incoming President, and Chairmen of Standing Committees; all of whom shall be entitled to vote.

Section 2: The Governing Board shall have full power to conduct the business of the Chapter; to suspend any officer or member for just cause; and to otherwise govern the affairs of the Chapter

[2] Except for new Chapters, effective date must be January 1 of the year the current Local Chapter dues went into effect. Midyear changes are not allowed.

in accordance with the bylaws of this Chapter, the State Chapter (if any), and the national WOMEN'S COUNCIL OF REALTORS®.

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

Section 4: (A.) Regular meetings of the Governing Board shall be held at least six times per year at times and places as shall be designated by the President.

(B.) Special meetings of the Governing Board may be called by the President or shall be called at the request of at least three members of the Governing Board.

Members of the Governing Board may unite in a petition to call such meeting or individually address written requests to the President.

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. 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.

ARTICLE V - CHAPTER MEETINGS

Section 1: (A.) Regular meetings of the Chapter shall be held at least eight times per year at times and places to be determined by the Governing Board.

(B.) Special meetings of the Chapter may be called at such times and places as the Governing Board shall, by resolution, require. Not less than five (5) days nor more than ten (10) 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 2: Twenty percent of the REALTOR®/REALTOR-ASSOCIATE®/Institute Affiliate members of the Chapter shall constitute a quorum at all meetings, except in those cases where the Chapter consists of fewer than fifteen Active members, when a majority shall be required to constitute a quorum.

ARTICLE VI - ELECTIVE OFFICERS

Section 1: (A.) The elective officers of the Chapter shall be a President, President-elect, Vice President of Membership, Secretary and Treasurer (or Secretary-Treasurer). These officers shall perform the duties prescribed by these bylaws such as may be assigned to them by the Governing Board and by the parliamentary authority adopted in these bylaws.

(B.) The President, President-elect and Vice President of Membership of the Chapter shall be elected from the REALTOR®/REALTOR-ASSOCIATE®/Institute Affiliate members in good

standing. Other officers shall be elected from among REALTOR®/REALTOR-ASSOCIATE®/Institute Affiliate or National Affiliate members in good standing of the Chapter.

(C.) The officers may serve in the office to which they have been elected for more than one term but may not serve more than two consecutive terms. The officer shall hold office for a term convening January 1st and ending December 31st or until their successors have been elected, whichever is later.

Section 2: (A.) The President shall be the chief officer of the Chapter, and shall preside at the meetings of the Governing Board and Chapter. At all other times during the term of office, the President shall represent the Council and act in its name, subject to its policies.

(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 the Nominating Committee.

Section 3: The President-elect shall perform the duties of the President in the event of the President's disability or absence and perform such other duties as requested by the Governing Board.

Section 4: (A.) The Secretary shall verify reports from national WCR of the names of all members of this Chapter and their status and keep records of new members.

(B.) Immediately following the annual election meeting, the retiring Secretary shall report to the Executive Vice President of the WOMEN'S COUNCIL OF REALTORS® the names and addresses of all officers elected, giving the beginning and ending dates of their terms of office. A copy of this report shall be sent also to the Governor(s), the State Chapter President and the Vice President of the Region.

ARTICLE VII - VACANCIES

Section 1: (A.) In the case of a 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 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 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. The President-elect who fills a vacancy in the office shall automatically become President-elect for a full term after completion of the unexpired term as President-elect.

In the event of 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. The 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 any of the committee chairmen, except the Nominating Committee chairman, the President shall appoint a qualified member to fill the unexpired term.

(E.) All appointments to fill vacancies shall have the approval of the Governing Board.

ARTICLE VIII - NOMINATIONS

Section 1: (A.) The Nominating Committee shall consist of four[3] Active members in addition to the most recent past President able to serve who shall be chairman of the committee.

(B.) One member of the Nominating Committee shall be elected by the Governing Board from its membership, and three members plus two alternates shall be elected by the general membership at the Annual Election Meeting. Alternates (designated #1 and #2) shall serve only in the absence of a committee member.

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

(D.) Nominating Committee members shall not be eligible to serve successive terms, except those designated alternates who were not required to serve as committee members.

Section 2: It shall be the duty of the Nominating Committee to select at least one candidate for each office and to present its report in writing to the Secretary who shall present it in writing to the general membership at least ten (10) days before the Annual Election Meeting.

Section 3: After the President has presented the slate of candidates for election, additional nominations from the floor may be made by any active member before the election.

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

ARTICLE IX - ELECTION OF OFFICERS

Section 1: The election of officers shall be held at the Annual Election Meeting of the Chapter which shall be held prior to October 15.

Section 2: (A.) Election of officers shall be by *viva voce* or roll call vote, or written ballot if there are two or more nominees for an office. Each Active and National Affiliate member may

[3] Larger Chapters may wish to strike "four" and insert "six," and strike "three" in (B.) and insert "five".

cast one vote. A majority shall elect. When there are more than two nominees for any office and there is no majority on the first ballot, the top two nominees will run off against each other and all other nominees are eliminated.

(B.) Voting by proxy shall not be permitted.

ARTICLE X - COMMITTEES

Section 1: Standing Committees, Workgroups and Task Forces shall be appointed annually by the President subject to the approval of the Governing Board.

Section 2: (A.) Standing Committees shall be: Bylaws, Education and Program, Finance and Budget, Membership and Nominating.[4]

(B.) Each of the Standing Committees shall consist of not fewer than three (3) members of the Chapter.

(C.) Appointments shall be made for the remainder of the elective year or until their assigned task has been completed, whichever occurs first. All members are eligible for reappointment.

Section 3: (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 of the Chapter.

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

(D.) The audit committee shall be appointed at the next to the last meeting of the elective year and shall present its report at the first meeting of the next year.

ARTICLE XI - 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 Chapter in all cases not provided for in these bylaws or in the standing rules.

ARTICLE XII - DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1: In the event of suits or claims in which one or more current or past officers or directors of the Chapter are named as a result of their status as such or decisions or actions taken

[4] Ways and Means, Strategic Planning and Marketing Committees may be added to the Chapter's Standing Committees at the option of the Chapter. The Chapter membership needs to vote on these additions as amendments to the bylaws in accordance with Article XIII.

in good faith and reasonably understood to be within the scope of their authority during their term as such, the Chapter shall, directly or through insurance secured for the benefit of such officers and directors and employees, secure counsel to act on behalf of and provide a defense for such officers and directors and employees; pay reasonable defense expenses incurred in advance of final disposition of such case; and indemnify such officers, directors and employees with respect to any liability assessed or incurred as a result of any such claim, suit or action.

Section 2: The above stated defense and indemnification of officers and directors shall extend to those individuals when serving at the request of the Chapter as a director or officer of another entity, but only after indemnification and insurance coverage from such other entity has been exhausted.

ARTICLE XIII - AMENDMENT OF BYLAWS

Section 1: These bylaws may be amended at any meeting of the Chapter by two-thirds vote in the affirmative of the Chapter 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 Chapter at least ten (10) 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 WCR national Bylaws Committee.

Section 2: Amendments to the Local Chapter bylaws required by WOMEN'S COUNCIL OF REALTORS® shall be mandatory and become effective immediately. The general membership of the Local Chapter shall be notified of such amendment(s) at the next regular meeting following receipt of notice, and the Chapter bylaws shall be changed immediately to include such amendment(s).

ARTICLE XIV - DISSOLUTION

Upon the dissolution or winding up of the affairs of the Hill Country Chapter of the Women's Council of REALTORS® and after providing for payment of all obligations, the Chapter shall distribute any remaining assets to the Texas State Chapter of Women's Council of REALTORS®. In the event there is no State Chapter, the remaining assets shall go to the national Women's Council of REALTORS®.