

BYLAWS FOR MICHIGAN CHAPTER

ARTICLE I – CREATING THE CHAPTER

Section 1: (A) A State 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 Michigan Chapter of Women’s Council of REALTORS® and shall encourage its members to dedicate themselves to the highest service for the public and the real estate industry.

Section 2: (A) This Chapter shall be non-profit and subject to the National Bylaws of the Women’s Council of REALTORS and shall have its Michigan Bylaws approved by the WOMEN’S COUNCIL OF REALTORS® National Bylaws Committee and shall sign usage agreements for the WOMEN’S COUNCIL OF REALTORS® name and accompanying symbols representing the Council.

(B) The Chapter agrees to create programs that support the National WOMEN’S COUNCIL OF REALTORS® objectives, disburse dues and raise additional funding through supportive programs. The Michigan Chapter represents WOMEN’S COUNCIL OF REALTORS® in Michigan and shall actively follow the WOMEN’S COUNCIL OF REALTORS® objectives and work with the Michigan Association of REALTORS®.

Section 3: (A) The Mission of the WOMEN’S COUNCIL OF REALTORS®: We are a community of real estate professionals creating business opportunities developing skills for the future and achieving our individual potential for success.

ARTICLE II – MEMBERSHIP

Section 1: Any active member in good standing of a Local WOMEN’S COUNCIL OF REALTORS® Chapter in Michigan shall be an Active member in the Michigan Chapter and the National WOMEN’S COUNCIL OF REALTORS®.

Section 2: When there is no Local WOMEN'S COUNCIL OF REALTORS® Chapter within the jurisdiction of the Local Board/Association of REALTORS®) to which the member belongs or in which the member does business, such member shall become a member at large of the Michigan Chapter and the National WOMEN'S COUNCIL OF REALTORS®.

Section 3: Any active WOMEN'S COUNCIL OF REALTORS® member may be eligible for 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 who are members of a primary Chapter of Choice, who wish to obtain the services afforded by another Chapter. The above-defined members may join additional Chapter(s) by paying local dues only to it. They shall not be eligible to vote or hold elective office in the additional chapter(s).

Section 4: National Affiliate members include individuals engaged in a specialty of the real estate profession and who are not associated with a firm engaged in the sale, rental, management, appraisal of real property or real estate counseling and who shall hold membership in a Board/Association of REALTORS® of choice or if membership is not available within the Local Board/Association of REALTORS® of choice, then the individual shall hold membership in the Michigan Association of REALTORS®.

Section 5: National Affiliate members shall pay national, state and local dues and may vote and hold office (except President, President Elect, Vice President), use WOMEN'S COUNCIL OF REALTORS® logos and symbols and avail themselves of National WOMEN'S COUNCIL OF REALTORS® services.

Section 6: 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 OF REALTORS®, or a Member Board of a foreign affiliate of the NATIONAL ASSOCIATION OF REALTORS® shall be eligible for National (State) Affiliate membership after payment of applicable dues.

ARTICLE III – DUES

Section 1: (A) Effective January 1, 2005, annual membership dues for Active members shall be \$20.00 plus National and Local Chapter dues, if applicable.

(B) Effective January 1, 2005, annual membership dues for National Affiliate members of the Michigan Chapter shall be \$20.00 plus National and Local Chapter dues, if applicable.

(C) Effective January 1, 2005, annual membership dues for non-resident members whose principal place of business is in another state shall be \$20.00, which are Michigan Chapter dues only.

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

(B) New members shall pay full years 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 and National Affiliate member shall be billed by and paid to the National office of WOMEN'S COUNCIL OF REALTORS®.

(B) Michigan Chapter membership for non-resident members whose Active membership is in a chapter located in another state shall be billed by and paid to the Michigan Chapter and retained by them.

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

Section 5: Annual Chapter dues for each member shall be established in time to notify the WOMEN'S COUNCIL OF REALTORS® National office prior to October 31 of the immediately preceding year.

ARTICLE IV – GOVERNING BOARD

Section 1: The government of the Michigan Chapter shall be vested in the Governing Board which shall consist of the elective officers, all current Local Chapter President, the most recent past Michigan Chapter President able to serve, 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.

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

Section 4: (A) Regular meetings of the Governing Board shall be held three (3) times per year at such times and the President shall designate places as.

(B) Special meetings of the Governing Board may be called by the President and shall be called at the request of at least three members of the Governing Board. Members of the Governing Board may unite a petition to call such meeting or individually address written requests to the President

Upon receipt of such a 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 or 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 notice for meeting shall be transacted at such meeting.

ARTICLE V – CHAPTER MEETINGS

Section 1: (A) Regular meetings of the Michigan Chapter shall be held at least three times per year.

1. A January meeting, which will include Member of the Year
2. Spring Meeting
3. Fall business meeting to be in conjunction with MICHIGAN ASSOCIATION OF REALTORS®

(B) Special meetings of the Michigan Chapter may be called at such time and places, as the Governing Board shall require. No less than fifteen (15) days written 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 notice for the meeting shall be transacted at such meeting.

Section 2: Five percent (5%) of the Active members of the Michigan Chapter, representing not fewer than forty per cent (40%) of the total number of Local Chapters in Michigan, shall constitute a quorum at all Michigan Chapter meetings.

ARTICLE VI – ELECTIVE OFFICERS

Section 1: (A) The elective officers of the Chapter shall be President, President-Elect, (who shall also serve as Vice President) Vice President, Financial Secretary, Recording Secretary, Corresponding Secretary and State Governor(s). 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, Vice-President and Governor(s) of the Chapter shall be elected from the REALTORS®/REALTOR-ASSOCIATION® /Institute Affiliate members in good standing. Other officers shall be elected from among REALTORS®/REALTOR-ASSOCIATE® /Institute Affiliate or National Affiliate members in good standing of the Michigan Chapter.

(C) State Governors shall be elected based on the number of Active members in the State as follows: one Governor for fifty (50) or more but fewer than four hundred (400) Active members, two Governors for four hundred (400) or more but fewer than one thousand (1000) Active members, and three Governors for one thousand (1000) or more but fewer than two thousand (2000) Active members provided the state shall also have twenty-five (25) or more Local Chapters, and four Governors for two thousand (2000) or more Active members provided the state shall also have thirty-five (35) or more Local Chapters. If the state has one thousand (1000) or more Active members but fewer than two thousand (2000) Active members and fewer than twenty-five (25) Local Chapters, there shall be two Governors, and states with two thousand (2000) or more Active members but less than thirty-five (35) Local Chapters shall have less than thirty-five (35) Local Chapters shall have three Governors.

(D) For any given year the count of Active members for purposes of determining the number of State Governors will be reported by the national WOMEN'S COUNCIL OF REALTORS® office as of the previous December 31 and cannot be disputed.

(E) 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 term of office shall begin January 1 and end on December 31, 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 Michigan Chapter. At all other times during the term of office, the President shall represent the Michigan Chapter and act in its name, subject to its policies.

(B) The President shall appoint all Committee Chairman and Committee Members except the Nominating Committee. All appointments of Committee Chairman 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 duties of the other officers shall be as their titles by general usage would indicate and as may be assigned to them by the Governing Board and as described in Robert's Rules of Order, Newly Revised.

(B) The Secretary shall verify reports from National WOMEN'S COUNCIL OF REALTORS® of all names of all new members of this Chapter and their status and keep records of new members joining the Michigan Chapter only.

(C) Immediately following the annual election meeting, the retiring Corresponding Secretary shall report to the Executive Vice President of the National 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 the report shall be sent also to the Governor(s) of Michigan and the Regional VP.

ARTICLE VII – VACANCIES

Section 1: (A) In case of a vacancy in any elective office except the President or President Elect or State Governor, 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 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.

(D) If a vacancy in the office of President-Elect is not caused by a vacancy in the office of President, the Nominating Committee shall submit the name of at least one nominee to the President who shall present it to the Governing Board for their 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.

(E) In the event of a vacancy in the office of State Governor, 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

(F) In the event of a vacancy in any of the committee Chairmen, except Nominating, 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.

ARTICLES VIII – NOMINATIONS

Section 1: (A) The Nominating Committee shall consist of three Active members in addition to the most recent Past President able to serve who shall be Chairman of the committee.

(B) The Nominating Committee 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 the 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 Recording 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; any active members before the election may make additional nominations from the floor.

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 offices shall be held at the Annual Election Meeting of the Michigan Chapter, which shall be held in conjunction with the Michigan Association of REALTORS® Annual Convention.

Section 2: (A) Election of officers shall be by voice or written ballot if there are two or more nominees for an office. 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 candidates will run off against each other and other candidates are eliminated.

(B) Voting by proxy shall not be permitted.

ARTICLE X – COMMITTEES

Section 1: the President, subject to the approval of the Governing Board, shall appoint Standing Committees, work groups and task forces annually.

Section 2: (A) Standing Committees shall be: Bylaws, Education and Programs, Finance and Budget, Membership, and Marketing.

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

(C) Appointments to Standing Committees shall be for a period of one year. All Standing 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.

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.

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.

ARTICLES XII – DEFENSE AND INDEMNIFICATION OF OFFICERS

Section 1: In the event of suits or claims in which one or more current or past officers of the Michigan Chapter are named as a result of their status or decisions or actions taken in good faith and reasonably understood to be within the scope of their authority during their term, the Michigan Chapter shall, directly

or through insurance secured for the benefit of such officers, secure counsel to act on behalf of and provide a defense for such officers; pay reasonable defense expenses incurred in advance of final disposition of such case, and indemnify officers with respect to any liability assessed or incurred as a result of any claim, suite or action.

Section 2: The above stated defense and indemnification of officers shall extend to those individuals when serving at the request of the Michigan Chapter as an 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 a two-thirds vote in the affirmative of the Chapter members present and voting at such meeting, provided 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 WOMEN’S COUNCIL OF REALTORS® National Bylaws Committee.

Section 2: Amendments to the Michigan Chapter Bylaws required by Women’s Council of REALTORS® should be mandatory and become effective immediately. The general membership of the Michigan Chapter shall be notified of such amendment(s) at the next regular meeting following receipt of notice and the Michigan Bylaws shall be immediately changed to include such amendment(s).

ARTICLE XIV – DISSOLUTION

Upon the dissolution or winding up of the Michigan Chapter of Women’s Council of REALTORS® and after providing for payment of obligations, the Michigan Chapter shall distribute any remaining assets to the National Women’s Council of REALTORS®.

Rev: 05/20/04