

Women's Council of REALTORS® Proposed Amendments to Bylaws

The Women's Council Governing Board will vote on the following amendments to the bylaws at its meeting on Sunday, May 18, 2008 in Washington, DC. The purpose of the proposed amendments is to reorganize governance of the Council as called for in the Strategic Framework, which was approved by the Governing Board on May 21, 2006.

In the amendments below, additions are underlined and deletions are ~~struck through~~. In the National Bylaws Section the **blue** amendments are from the proposal noticed last May, the **red** amendments are the changes recommended by the Special Committee on Governance, which met last November.

Model Local Bylaws

ARTICLE I - CREATING THE CHAPTER

Section 2: (A.) This Chapter shall be subject to the national and state bylaws of the WOMEN'S COUNCIL OF REALTORS⁷ and shall have its local bylaws approved by the WCR national ~~Bylaws Committee~~ Board of Directors. Upon approval of these bylaws by National WCR, the _____ Chapter is authorized to use the WCR name and symbols in connection with the name of the Chapter.

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~~ Board of Directors to be in the best interest of the WCR.

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~~ Board of Directors.

Model State Bylaws

ARTICLE I – CREATING THE CHAPTER

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

Section 4: State Chapters may be disbanded after due notice for:

- (A) Not maintaining at least fifty (50) Active members and two chapters;
- (B) Not filing a current list of current officers and, upon request of the National WCR office, _____ minutes of the Annual Election Meeting;
- (C) For any other reason deemed by the national ~~Governing Board~~Board of Directors to be in the best interest of the WCR.

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 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~~Board of Directors.

National Bylaws

ARTICLE IV – DUES AND ASSESSMENTS

Section 1: (E) Special Assessments may be levied by the ~~Governing Board~~Board of Directors ~~with the approval of the House of Delegates~~.

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

(G) A member who transfers between Chapters may be required to pay a transfer fee to be determined by the ~~Governing Board~~Board of Directors and a full year's local dues to the national WCR office who will send the dues to the Chapter the

individual is joining.

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

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

ARTICLE V – THE HOUSE OF DELEGATES

Section 1: The House of Delegates shall:

- A. elect the Elective Officers and eight (8) directors, four (4) each year to two year terms;
- B. elect 6 Active members and 3 Alternates who are not members of the Board of Directors to serve on the Nominating Committee;
- C. elect three (3) delegates from among themselves to serve on the Finance and Budget Committee; and
- D. approve changes to the bylaws as may be proposed by the Board of Directors.

Section 2: The House of Delegates shall consist of:

- A. Active members elected by each state chapter governing board, one delegate each, adding one additional delegate for each occurrence where Active membership passes the thousand mark, or in states without a state chapter by the local chapter governing boards of that state, provided that the state has at least 50 Active members and at least one local chapter;
- B. the Board of Directors; and
- C. one past national president who is not currently serving on the Board of Directors, elected by the Past Presidents Advisory.

Section 3: Delegates must consent to serve and must meet minimum eligibility criteria as determined from time to time by the Nominating Committee and approved by the Board of the Directors

Section 4: At their option, states may also elect alternates to serve in the event a delegate cannot attend a meeting of the House of Delegates. Alternates must be Active members, must meet the criteria to serve and must be reported at the same time as the delegates are reported, to include the order in which they are to serve if needed.

Section 5: Delegates and alternates for the coming year must be reported to the national office no later than November 1.

Section 6: The count of Active members in good standing in each state shall be determined according to the records of the national WCR office as of September 1 each year for the following year and is not subject to dispute.

Section 7: The House of Delegates shall meet two times per year, once during the Midyear Meeting and once during the National Conference. Delegates shall check in to be credentialed at any meeting where a vote will be called.

Section 8: Special meetings of the House of Delegates may be called by the President, or shall be called at the request of at least fifteen (15) Delegates. Delegates may unite in a petition to call such meeting or individually address written requests to the National Office of the Council. 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 was called.

Section 9: Twenty members of the House of Delegates shall constitute a quorum.

ARTICLE VI – THE GOVERNING BOARD BOARD OF DIRECTORS

Section 1: The government of the Council shall be vested in the Governing Board Board of Directors which shall consist of the President, President-elect, Recording Secretary, Financial Secretary, ~~Regional Vice Presidents, State Governors, all past National Presidents who are REALTORS®, State Chapter Presidents, Standing Committee Chairmen, and members of the Executive Committee~~ the two most recent Past Presidents able and willing to serve, the WCR Liaison to the NAR Executive Committee, eight (8) elected directors and 2 directors appointed by the President, all of whom shall be entitled to vote. When the WCR Liaison to the NAR Executive Committee is one of the two most recent Past Presidents, then the next most recent Past President able and willing to serve will serve in order to maintain a constant Board size. The Executive Vice President is a non-voting member of the Board of Directors.

Section 2: The ~~Governing Board Board of Directors~~ shall have full power to manage the business of the Council between the Annual Business Meetings, except where the House of Delegates must also approve.

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

Section 4: The ~~Governing Board Board of Directors~~ shall meet at least two times each year one of which shall take place at the WCR National ~~Convention Conference~~ of the National Association of REALTORS®. ~~Special meetings of the Governing Board may be called by the President, or shall be called at the request of at least twenty (20) five (5) 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 National Office of 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~~ Board of Directors may take any action which it could take at a meeting of the ~~Governing Board~~ Board of Directors without a meeting if a consent in writing, setting forth the action so taken, is signed by all members of the ~~Governing Board~~ Board of Directors entitled to vote on the matter.

Section 6: Members of the ~~Governing Board~~ Board of Directors 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 ~~participate~~ participation in a meeting shall constitute presence in person at the meeting.

Section 7: Special meetings of the ~~Governing Board~~ Board of Directors may be called by the President, or shall be called at the request of at least ~~twenty (20) five (5) members of the Governing Board representing at least five states, or four states and the District of Columbia~~ Directors. ~~Members of the Governing Board~~ Directors may unite in a petition to call such meeting or individually address written requests to the National Office of the Council. 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 was called.

Section 8: There shall be an Executive Vice President who shall be appointed by the ~~Executive Committee~~ Board of Directors. 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~~ Board of Directors, and shall be responsible for the WCR 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~~ Board of Directors, or the President and all other duties usual to such office. The Executive Vice President serves as a non-voting member of the Board of Directors.

Section 9: Any member of the ~~Governing Board~~ Board of Directors 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~~ Board of Directors.

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

Section 11: Non-officer elected directors and appointed directors shall serve for two (2) years or until their successors are elected or appointed. Terms are staggered, with four (4) non-officer directors and one (1) appointed director being selected each year.

Section 12: Non-officer elected directors and appointed directors may not serve more than two consecutive terms.

Section 13: In the event that a non-officer elected director or an appointed director is deemed to be incapable of fulfilling their duties, but will not resign from office voluntarily, the director may be removed from office under the following procedure:

(A) A petition requiring the removal of a director, signed by at least five (5) members of the Board of Directors, 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 director's current address of record a copy of the petition. This notice shall include the date on which the Board of Directors 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 8.

(C) The director 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)*. Provided a quorum is present, a three-quarters vote of the Board of Directors present and voting shall be required for removal of the ~~Director~~ from office.

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, Recording Secretary, Financial Secretary, the three most recent past Presidents able to serve, the WCR representative to the NAR 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 WCR representative to the NAR 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 WCR 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® and REALTOR-ASSOCIATES®.

Section 2: (A) The elective officers of the Council shall be a President, President-elect, Recording Secretary and, Financial Secretary and a Regional Vice President from each of the geographical regions created by the Governing Board of the Women's Council of REALTORS®.

(B) The President, President-elect, Recording Secretary, and Financial Secretary

~~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 Recording Secretary, and Financial Secretary ~~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 executive officer of the Council, and shall preside at the meetings of the ~~Governing Board~~ Board of Directors, ~~the Executive Committee~~ and the House of Delegates. ~~Annual 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 WOMEN'S COUNCIL OF REALTORS® 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~~ Board of Directors. The President shall be an ex officio member of all committees except Nominating Committee.

(C) The President may appoint a Parliamentarian to serve at the Annual Business Meeting, and at meetings of the ~~Governing Board~~ Board of Directors, ~~subject to the approval of the Governing Board~~. The Parliamentarian shall serve without a vote.

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 Recording Secretary 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~~ Board of Directors and the House of Delegates, when necessary.

(C) The Financial Secretary shall approve the annual budget for the Council, which is to be submitted to the ~~Governing Board~~ Board of Directors for its approval ~~prior to being submitted to the Treasurer of the NATIONAL ASSOCIATION OF REALTORS®~~. The Financial Secretary shall serve as chairman of the Finance and Budget Committee and shall review financial matters of the Council ~~monthly~~ quarterly. She shall report on the financial affairs

of the Council to the ~~Executive Committee and the Governing Board~~ Board of Directors.

~~Section 5: The Regional Vice Presidents shall supervise 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 5:~~ 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)~~ five (5) members of the Governing Board Directors, 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~~ Board of Directors 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 8.

(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~~ Board of Directors present and voting shall be required for removal of the Officer from office.

~~Section 7 6:~~ In States where there is no State Chapter but there are more than forty-nine (49) Active members the President of the national WOMEN'S COUNCIL OF REALTORS® may appoint one State Governor, taking into account recommendations from Active members in the State. The State Governor will be responsible for member and chapter 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~~ House of Delegates by the Executive Vice President with instructions for voting. An affirmative vote of a majority of the entire ~~Governing Board~~ House of Delegates 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~~ House of Delegates for approval. An affirmative vote of a majority of the ~~Governing Board~~ House of Delegates 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.~~

~~(DE) If a vacancy occurs among the eight (8) elected members of the Board of Directors in the Executive Committee before the expiration of a term, the President shall appoint a successor to fill the unexpired term.~~

~~(EF) 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.~~

~~(FG) All appointments to fill vacancies shall have the approval of the ~~Governing Board~~ Board of Directors or, in the case of President-elect, approval of the House of Delegates. Such approval shall be requested at the next regular ~~Governing Board meeting~~.~~

~~(GH) In the temporary absence of the chairman of the Nominating Committee, the Strategic Planning 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 consisting of twelve two (2) members plus one alternate who are not past presidents elected by and from among the Board of Directors, six (6) Active members plus three (3) alternates who are not members of the Board of Directors and who are elected by the House of Delegates at the Annual Business Meeting, two (2) Past National Presidents plus two (2) alternates elected by and from among the Past Presidents Advisory, and the most immediate Past National President who is able and willing to serve

and who shall chair, which shall be elected in the following manner:

(A) The members of the House of Delegates present at the Annual Business Meeting shall elect ~~nine (9)~~ six (6) committee members and ~~nine (9)~~ three (3) alternates, all of whom shall be Active members in good standing of the Council; ~~one (1) committee member and one (1) alternate from each region.~~ These ~~delegates~~ committee members and alternates must have ~~attended at least two of the four previous national meetings~~ satisfied minimum experiential criteria as shall from time to time be established by the outgoing Nominating Committee and approved by the Board of Directors. Such members shall not include members of the Board of Directors or past National Presidents of WCR. Each member present shall be entitled to one vote. Candidates being considered by the Nominating Committee for a line office or directorship, and also any other national office contested by the time of the Midyear Meeting, shall not serve as members of the Nominating Committee. Alternates serve as necessary according to the number of votes each received, with the Alternate receiving the most votes being first to serve.

(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 eat 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 Annual 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)~~ (G) 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.

~~(F) (H) 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) (I) When a (the) State Governor(s) are unable to function as prescribed in (G) of this section and time is of the essence Nominating Committee vacancy exists but there are no alternates available to serve,~~ the President of the National WOMEN'S COUNCIL OF REALTORS® shall appoint and the Board of Directors shall approve 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

- (a) at least one candidate for each elective office of the WOMEN'S COUNCIL OF REALTORS® ~~of the NATIONAL ASSOCIATION OF REALTORS®~~
- (b) at least four (4) directors annually to serve a two-year term, and
- (c) eight (8) Nominating Committee members and three (3) alternates.
- (d) Their slate shall be posted prior to the final Governing Board meeting of the Midyear Meeting before the final day of the Midyear Meeting.
- (e) The membership shall be given notice of the slate of nominations on or before July 15.

Section 3: ~~After the President has presented the report of the Nominating Committee, any voting delegate may nominate individuals before the election. Any Active member who is not slated by the Nominating Committee may petition to be a candidate for election to the Board of Directors or the Nominating Committee at the Annual Business Meeting. In order to stand for election to these bodies the petitioner must meet the established minimum criteria and must submit to the WCR National Office at least six (6) weeks prior to the Annual Business Meeting a petition endorsed by 40 Active members residing in at least ten (10) states, no more than twenty (20) of whom reside in the petitioner's home state.~~

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

Section 5: The Nominating Committee shall meet prior to the Midyear Meeting for the purpose of organizing itself; and establishing its procedures, ~~and interacting its for~~ deliberations. The delegates and alternates may both attend the organizational meeting. Incident to the Midyear Meeting, the Nominating Committee shall hold hearings covering potential nominees for office. 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 WCR meeting

of the Midyear Meeting.

ARTICLE X – ELECTION OF OFFICERS AND DIRECTORS

Section 1: The election of officers and directors shall be held at the Annual Business Meeting of the House of Delegates which shall be held in conjunction with the National Convention for the NATIONAL ASSOCIATION OF REALTORS®.

Section 2: (A) Election of officers, directors, and Nominating Committee members 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 shall elect. When there are more than two nominees for any office-President-elect, Recording Secretary or Financial Secretary and there is no majority on the first ballot, the top two candidates will run off against each other and all other candidates are eliminated. When there are more candidates for the Board of Directors or Nominating Committee than there are positions to be filled the candidates will be elected by preferential voting as described in Roberts Rules of Order, Newly Revised. Members may not run from the floor at the time of the election.

(B) The voting delegates shall be all members of the current Governing Board House of Delegates ~~a delegate from each Local Chapter and certified members at large.~~

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

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

(C) Each Governing Board Delegate shall be entitled to cast one vote each. ~~Each Local Chapter delegate shall be entitled to cast one vote for the Chapter'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 Chapter shall be determined by the number of Active members in good standing on September 1 of that year according to the records of the national WCR office.~~

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

Section 4: All members casting votes at the Annual Business Meeting of the Council House of Delegates shall be full fee registered attendees at the National Convention of the National Association of REALTORS® or the Women's Council

of REALTORS®.

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, publication of such notice shall be made ~~in the WCR official publication which is mailed to all members of the Council. The WCR authorizes the printing of the WCR Connections as its official publication by e-mail to the members' e-mail addresses of record, with written or telephone follow up provided for any e-mails returned as undeliverable.~~

Section 2: The Annual Business Meeting of the Council, held in conjunction with the National Convention of the NATIONAL ASSOCIATION OF REALTORS®, shall require a quorum of no fewer than ~~fifty (50)–~~ twenty (20) accredited delegates.

ARTICLE XII – STRATEGIC FORUM STEERING COMMITTEES AND COMMITTEES

Section 1: The President, in consultation with the elective officers and with approval of the Board of Directors, shall appoint Strategic Forum Steering Committees, one for each forum designated to operate that year by the Board of Directors, such standing and special committees as shall be designated from time to time by the ~~Governing Board~~ Board of Directors and such other special committees as she may deem necessary or appropriate.

(A) Each of the ~~Standing Committees~~ Steering Committees shall consist of not fewer than seven (7) members unless otherwise noted in these bylaws as follows: a chair, who must be a non-officer member of the Board of Directors, a vice-chair, a past national president and three (3) Active members who are not members of the Board of Directors.

(B) Appointments to ~~Standing Committees~~ Steering 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~~ 13 members as follows: the President, President-elect, Recording Secretary, Financial Secretary, one Past President elected by the Past Presidents Advisory, four members of the Board of Directors, and 3 non-director Active members elected by the House of Delegates from among themselves. The Financial Secretary shall chair.

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~~ Board of Directors.

(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 – CHAPTERS

Section 1: The WCR shall organize its members into Local and State Chapters as it determines will further the purposes of the Council. The terms and conditions under which such Chapters will be established and operate shall be determined by the ~~Governing Board~~ Board of Directors but such terms and conditions shall at all times be consistent with the Bylaws, as from time to time amended.

Section 2: Chapters shall have their bylaws approved by the WCR National ~~Office~~ Bylaws Committee. Model bylaws are to be used with all exceptions approved by the ~~Bylaws Committee~~ Board of Directors. The chapter is authorized to use the WCR name and symbols in connection with the name of the chapter.

Section 3: Chapters shall be authorized to create programs that support the National WCR objectives, disperse dues, and raise additional funding through supportive programs. Local and State Chapters represent WCR in their communities and shall actively follow the WCR objectives and work with their Local Boards of REALTORS® and State Association of REALTORS®.

Section 4: Local 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~~ Board of Directors to be in the best interest of the WCR.

Section 5: State Chapters may be disbanded after due notice for:

(A) Not maintaining at least fifty (50) Active members and two chapters;

(B) Not filing a current list of current officers and, upon request of the National WCR office, minutes of the Annual Election Meeting;

(C) For any other reason deemed by the ~~national Governing Board~~ Board of Directors to be in the best interest of the WCR.

ARTICLE XIV – DISSOLUTION OR OTHER CORPORATE CHANGE

Section 1: The Council may dissolve or undertake any other form ~~or~~ of 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 OF REALTORS®, and then only upon such terms and conditions as the ~~Governing Board~~ Board of Directors and House of Delegates of the Council may allow.

Section 2: Upon the dissolution of the corporation, the ~~Governing Board~~ Board of Directors 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 OF REALTORS®, 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~~ Board of Directors 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 ~~Chapter~~ 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~~ Board of Directors may authorize any officer or agents 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~~ Board of Directors, 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~~ Board of Directors, 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~~ Board of Directors, 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 OF REALTORS®. All use of these Marks by the Council and the Council's members shall inure to the benefit of the NATIONAL ASSOCIATION OF REALTORS®. The NATIONAL ASSOCIATION OF REALTORS® shall grant to the Council a royalty free license to use the Marks and to authorize the Council's members to use the Marks.

ARTICLE XVII – AMENDMENT OF BYLAWS

These bylaws may be amended at any meeting of the ~~Governing Board~~ Board of Directors by a two-thirds vote in the affirmative of the ~~Governing Board~~ Board of Directors 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 approved by a majority of those present and voting at a meeting of the House of Delegates and submitted to and approved by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®

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Governing Board Resolution

Whereas the bylaws amendments adopted on this date describe the Board of Directors as consisting of seventeen (17) members, the plan for orderly and effective transition to the new structure calls for two additional members of the Board for 2009, now therefore be it...

Resolved, that for 2009 the Board of Directors will consist of nineteen (19) members as described in the Governance Reorganization Proposal.