

BYLAWS

BAY AREA HOUSTON CHAPTER OF THE WOMEN'S COUNCIL OF REALTORS®

ARTICLE 1 – 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 Bay Area Houston Chapter of the 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 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 Bay Area Houston 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 Bay Area Houston 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 Statement of the WOMEN'S COUNCIL OF REALTORS® : We are a network of successful REALTORS® empowering women to exercise their potential as entrepreneurs and industry leaders.

(B) THE OBJECTIVES OF THE CHAPTER SHALL BE:

1. To have an effective referral network.
2. To provide an environment and programs which foster personal and career growth.
3. To provide financial planning programs and systems.
4. To provide leadership development programs.
5. To have an effective, responsive, supportive, member-oriented organization

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

- (A) Not maintaining a t least ten (10) members;
- (B) Not filing a list of officials for the previous year;
- (C) For any other reason deemed by the Governing Board to be in the best interest of the WCR.

ARTICLE II – MEMBERSHIP

Section 1: Any REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate member in good standing of the Houston Association of REALTORS® of the NATIONAL ASSOCIATION OF REALTORS®, shall be eligible for active membership in this chapter, the State Chapter and the National WCR. The Bay Area Houston Chapter boundaries shall be the same as the boundaries of the above named association.

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 but do not have their primary place of business within the territory of this other 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 include individuals engaged in a specialty of the real estate business 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 the Local Board of REALTORS®.

Section 4: National Affiliate members shall pay national, state, and local dues and may vote, hold local office (except President, President-elect and/or Vice President) use the WCR logo and symbols, and avail themselves of National WCR services; however they shall not serve as voting delegate. . 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 Chapter's percentage of this type of membership falls below 30%.

Section 6: Local affiliate members include individuals engaged in but not limited to a specialty of the real estate business 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 not be required to hold membership in the Local Board. 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 Bay Area Houston Chapter thirty (30) days from the receipt of application by and payment of dues to the 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

Section 1: (A) Effective January 1, 2003, annual membership dues for all Active members shall be \$9.00, plus National and State Chapter dues of \$121.00, if applicable.

(B) Effective January 1, 2007 annual membership dues for National Affiliate members shall, plus national dues, and State Chapter dues, if applicable.

(C) Effective January 1, 2007 annual membership dues for Local Affiliate members shall be \$60.00, which are Local Chapter dues only.

(D) Effective January 1, 2007, annual membership dues for Non-resident members shall be \$9.00, which are Local Chapter dues only.

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

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

(G) A member who transfers between Chapters may be required to pay a transfer fee to be determined by the Governing Board 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: (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

Section 4: Any member delinquent in payment of dues by more than three 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 Council shall be vested in the Governing Board which shall consist of the President, President-elect, Vice President of Membership, Secretary, and Treasurer, most recent past President able and willing to serve, and 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 manage the business of the Chapter; to elect to membership in the Chapter; to suspend any officer or member for just cause; and to otherwise govern the affairs of the Chapter in accordance with the bylaws of this Chapter, the State Chapter, and the National WOMEN’S COUNCIL OF REALTORS®

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

Section 4: (A) Regular meetings of the Governing Board shall be held monthly 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 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 state 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.

ARTICLE V – CHAPTER MEETINGS

Section 1: (A) Regular meetings of the Chapter shall be held monthly 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 ®/One-fifth of the active members of the Chapter shall constitute a quorum at all meetings, except in those cases where the Chapter consists of fewer than fifteen (15) active members when a majority shall be required to constitute a quorum.

ELECTIVE OFFICERS

Section 1; (A) The elective officers of the Chapter shall be a President, President-elect, Vice President of Membership, Secretary, and 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 and President-elect and Vice President of Membership of the Chapter shall be elected from the REALTOR®, REALTOR-ASSOCIATE®/Institute Affiliate members in good standing in the Chapter. Other officers shall be elected from among REALTOR®, REALTOR-ASSOCIATE®/Institute 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 term of office shall begin January 1 and end 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 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 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 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, the State Chapter President and the Vice President of the Region.

(A) The duties of the other officers shall be such as their titles by general usage would indicate, such as may be assigned to them by the Governing Board, and such as are described in Robert's Rules of Order Newly Revised.

(B) The Vice President of Membership shall verify reports from National WCR of the names of all members of this Chapter and their status and keep records of new members and their sponsors.

(C) Immediately following the annual election meeting, the retiring Secretary shall report tot 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 Governors(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 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, or for any other reason, 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 that 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 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 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) Elections of officers shall be by roll call vote, or written ballot if there are two or more nominees for an office. Each Active and National Affiliate member may 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.

(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 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 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 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 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 made available to all members of the Chapter at least thirty (10) days in advance of the meeting at which they will be acted upon, and provided that no 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 amendments(s).

ARTICLE XIV – DISSOLUTION

Upon the dissolution or winding up of the affairs of the Houston Bay Area 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®.

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