

BYLAWS FOR WOMEN'S COUNCIL OF REALTORS® OHIO

ARTICLE I – CREATING THE NETWORK

Section 1: (A) A State Network (“Network”) of the WOMEN’S COUNCIL OF REALTORS® (“the Council”) is hereby created and established under the authority granted in ARTICLE XIII of the bylaws of the Council, an affiliate of the NATIONAL ASSOCIATION OF REALTORS® (“National Association”).

(B) This Network shall be known as the Women’s Council of REALTORS® Ohio and shall encourage its members to dedicate themselves to the highest service for the public and the real estate industry.

Section 2: (A) This Network shall be subject to the national bylaws of the Council and shall have its state bylaws approved by the Council. Upon approval of these bylaws by the Council the Network is authorized to use the Council name and marks in connection with the name of the Network.

(B) The Network shall create programs that support the Council mission and objectives. The Ohio Network represents the Council in the State and shall actively follow the Council mission and objectives and shall endeavor to work with and collaborate with 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: The Network will enter into an Affiliation Agreement (“Agreement”) with the Council, which shall govern the terms and conditions of the operation and existence of the Network.

ARTICLE II – MEMBERSHIP

Section 1: Any active local network of the Council in the State of Ohio may enroll to be included in IRS filings made by the Ohio Network. Local networks opting to be included in these filings shall be called enrolled networks, for the purposes of these bylaws, and those who opt out shall be non-enrolled networks. Additionally, any member in good standing of a Local Network of the Council in this state shall be a member in this State Network and the Council.

Section 2: (A) When there is no Local Network of the Council within the geographic territory of an Association or Board of REALTORS®, hereinafter referred to as (“Association”) to which the member belongs or within the geographic territory of the Local Association of REALTORS® in which the member does business, such members shall be eligible to become a member-at-large of the state Network and the Council.

(B) Any REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate¹ member in good standing of the Ohio State Association of REALTORS® engaged in the real estate profession shall be eligible for Active membership in this State Network and the Council.

Section 3: (A) An Active member of this State Network may be eligible for membership in more than one State Network. Non-resident members shall be Active members of one State Network who wish to obtain the services afforded by another State Network, but do not have their primary place of business within the territory of this other State Network. The above-defined members may join this second State Network by paying Non-Resident dues only to it. They shall not be eligible to vote or hold elective office in the second State Network.

(B) All filings required by the Internal Revenue Service and the State of Ohio relating to the not-for-profit status of the Women’s Council of REALTORS® Ohio and the enrolled networks will be handled by the Women’s Council of REALTORS® Ohio. For these filings, each enrolled network will be required to submit, in a timely manner, information needed by the outside accounting firm handling the filings. The outside accounting firm will work directly with the Treasurer for compilation of needed information. The Treasurer of the Ohio network will work with the enrolled networks treasurers to secure this information. The cost of preparation of these filings, together with all filing fees, will be shared by the Ohio network and the active member networks.

Section 4: National Affiliate members shall hold membership in a Local Association of REALTORS®, but they may not be REALTORS®.

Section 5: National Affiliate members shall pay national, state, and local dues and may vote, hold state office (except President, President-elect or Governor) use the Council logo and marks, and avail themselves of Council services.

Section 6: Individuals currently employed in an executive, administrative or management capacity by a Local or State REALTOR® Association or a member Board of a foreign affiliate of the National Association shall be eligible for National Affiliate membership after payment of applicable dues.

Section 7: The officers of both enrolled and non-enrolled local networks are equal in terms of the rights and responsibilities described herein, except non-enrolled networks are responsible for their own IRS filings and may not rely upon the Women’s Council of REALTORS® Ohio for reporting and/or for obtaining or maintaining exempt status under Section 501 of the Internal Revenue Code or related not-for-profit status under the laws of the State of Ohio.

ARTICLE III – DUES AND ASSESSMENTS

Section 1: (A) Effective January 1, 2007, annual membership dues for Active members, whether or not the Local Network is enrolled or non-enrolled, shall be \$35.00, plus national dues and Local network dues, if applicable.

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

(B) Effective January 1, 2007, annual membership dues for National Affiliate members of state network shall be \$35.00, whether or not the Local Network is enrolled or non-enrolled, plus national dues, and Local network dues, if applicable.

(C) Effective January 1, 2007, annual membership dues for Non-resident Active members whose principle place of business is in another state shall be \$35.00, which are State Network dues only.

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

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

Section 3: (A) All local, state and national dues of Active and National Affiliate members shall be billed by and paid to the Council.

(B) Local Network and State Network membership dues billed by and paid to the Council shall be refunded to the Local Network and State Network.

(C) State Network membership for Non-resident members whose Active membership is in a Network located in another state shall be billed by and paid to the State Network and retained by them.

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

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

Section 6: Enrolled networks are responsible for an Annual Assessment to be paid to the Women's Council of REALTORS® Ohio. The amount of the assessment shall be determined annually by a majority vote of the Governing Board. The Annual Assessment shall be due thirty days (30) after said vote unless specific due dates are specified in said vote.

ARTICLE IV – GOVERNING BOARD

Section 1: The government of the State Network shall be vested in the Governing Board, which shall consist of the elective officers, all current Local Network Presidents, whether enrolled or non-enrolled, the most recent past State Network 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 Network, to suspend any officer or member for just cause, and to otherwise govern the affairs of the Network in accordance with the bylaws of the State Network and of the Council.

Section 3: One-fourth (1/4) 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 places as shall be designated by the President. These meetings shall be designated as Winter, Spring and Fall.

(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 a 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 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 NETWORK MEMBERSHIP MEETINGS

Section 1: (A) Regular meetings of the State Network membership shall be held two (2) times per year at times and places to be determined by the Governing Board.

(B) Special meetings of the State Network membership may be called at such times and places as the Governing Board shall, by resolution, 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 call to the meeting shall be transacted at such meeting.

Section 2: Five percent (5%) of the REALTOR®/ REALTOR-ASSOCIATE®/Institute Affiliate (see definition Article II) members of the State Network, representing not fewer than fifty (50%) percent of the total number of Local Networks in the state, shall constitute a quorum at all State Network meetings.

ARTICLE VI – ELECTIVE OFFICERS

Section 1: (A) The elective officers of the Network shall be a President, President-elect, Treasurer, 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) All officers of the network shall be elected from the REALTOR®/REALTOR-ASSOCIATE®/Institute Affiliate members in good standing.

(C) Governors shall be elected based on the number of Active members in the state as follows:

Active Members	Active Local Networks	Number of Governors
0-49	n/a	0
50-399	n/a	1

400-999	n/a	2
1,000-1499	n/a	3
1,500-1,999	25 or more	4
2,000-2499	30 or more	5
2,500-2,999	35 or more	6
3,000-3499	37 or more	7
3,500 or more	40 or more	8

(D) For any given year the count of Active members for purposes of determining the number of State Governors will be reported by the Council 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 officer shall hold office for a term convening January 1 and ending December 31 or until their successors have been elected, whichever is later.

Section 2: (A) The President shall be the chief officer of the Network, and shall preside at the meetings of the Governing Board and Network. 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 the Council of the names of all members of this Network and their status.

(B) Immediately following the annual election meeting, the outgoing Secretary shall report to the Council, the names and addresses of all officers elected. A copy of this report shall be sent also to the Governor(s) of the State and the Regional Vice President.

ARTICLE VII – VACANCIES

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

(B) In case of 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 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 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.

(E) 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.

(F) 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 six² Active members in addition to the most recent Past President able to serve who shall be chairman of the committee.

(B) Three members 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. Elected members shall be from at least two different networks. The two Alternates shall also be from at least two different Networks. 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.

² Larger Networks may wish to strike “four” and insert “six” in (A); and in (B), strike “Three” and insert “five.”

Section 3: After the President has presented the slate of candidates for election, additional nominations from the floor may be made by any Active members 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 Spring Meeting of the State Network which shall be held prior to or in conjunction with the Legislative Conference of the Ohio State Association of REALTORS®.

Section 2: (A) Election of officers shall be by via voice or 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 vote shall elect an officer. In the event that no candidate on the ballot for a particular office receives a majority, the two candidates receiving the greatest number of votes cast shall remain on the ballot and a run-off election shall be held between those two candidates. The candidate receiving the majority of votes cast in the run-off election shall be declared the winner.

(B) 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, Leadership Identification and Development, Ways and Means, Strategic Planning, Marketing and Nominating³.

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

(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 Network.

(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 Fall Meeting and shall present its reports at each Governing Board meeting.

³ Ways and Means, Strategic Planning, International and Marketing Committees may be added to the Networks Standing Committees at the option of the Network. The Network membership needs to vote on these additions as amendments to the bylaws in accordance with Article XIII.

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 Network 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 Network are named as a result of their status as such or decisions or actions taken in good faith and reasonably understood 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 Network 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 Network 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 Network by a two-thirds vote in the affirmative of the Network 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 Network 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 Council.

Section 2: Amendments to the State Network bylaws required by the Council shall be mandatory and become effective immediately. The general membership of the State Network shall be notified of such amendment(s) at the next regular meeting following receipt of notice, and the Network bylaws shall be changed immediately to include such amendment(s).

ARTICLE XIV – DISSOLUTION

Upon the dissolution or winding up the affairs of the of Women's Council of REALTORS® Ohio and after providing for payment of all obligations, the Network shall distribute any remaining assets to the Council.