

**MODEL BYLAWS FOR THE WOMEN’S COUNCIL OF REALTORS®
OHIO STATE**

**Network Bylaws approved by Bylaws Committee
Women’s Council of REALTORS®, N.A.R.
By R. Miller, for Chairperson Sylvia Seabolt March 2020.**

ARTICLE I – CREATING THE NETWORK

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

(B) This Network shall be known as Women’s Council of REALTORS® OHIO and shall be focused on delivering value to local networks and members through leadership development, local network support, industry relations, and branding.

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

(B) The Network shall create programs that support the Women’s Council mission and objectives and that deliver value to local networks. Women’s Council OHIO represents the Women’s Council in the State and shall actively follow the Women’s Council mission and objectives and shall endeavor to work with and collaborate with the State Association of REALTORS®.

Section 3: The Mission of the WOMEN’S COUNCIL OF REALTORS®: We are a network of successful REALTORS®, advancing women as business leaders in the industry and in the communities we serve.

Section 4: The Network will enter into a State Network Affiliation Agreement (“Agreement”) with the Women’s Council, which shall govern the state-specific terms and conditions of the state operation and existence of the state Network.

ARTICLE II – MEMBERSHIP

Section 1: Any member in good standing of a Local Network of the Women’s Council in this state shall be a member in this State Network and the Women’s Council.

Section 2: (A) When there is no Local Network of the Women’s 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 Women’s 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 Women’s Council.

Section 3: 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.

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, use the Women’s Council logo and marks, and avail themselves of Women’s Council services. They may not hold state office.

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.

ARTICLE III – DUES

Section 1: (A) Effective 1/1/2007, annual membership dues for Active members shall be \$35.00, plus national dues, and Local Network dues, if applicable.

(B) Effective 1/1/2007, annual membership dues for National Affiliate members of State Network shall be \$35.00, plus national dues, and Local dues, if applicable.

(C) Effective 1/1/2007, annual membership dues for Non-resident 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 Women’s Council.

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) Local Network and State Network membership dues billed by and paid to the Women's 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 Women's Council prior to October 31 of the immediately preceding year.

ARTICLE IV – GOVERNING BOARD

Section 1: The government of the State Network shall be vested in the Governing Board, which shall consist of the leadership team (including the State Liaison), all current Local Network Presidents, the most recent past State Network President able to serve, Leadership Identification and Development Chair, Nominating Committee Chair, Strategic Planning Committee Chair, past Presidents Advisory Committee Chair, and District Vice Presidents where applicable. Ex officio and non-voting members include any National Liaison or National Executive Committee member residing in the state.

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 Women's Council.

Section 3: 30 Percent (%) of the REALTOR® members of the Governing Board shall constitute a quorum.

Section 4: (A) Regular meetings of the Governing Board shall be held a minimum of two times per year at such times places, and methods 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 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 a minimum of one time per year.

(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: A minimum of 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, First Vice President, and Treasurer. The State Liaison will be a REALTOR® member appointed by the incoming President for a one-year term (up to two consecutive terms). The appointment must be made by June 1 or before the state network elections (whichever comes first). 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-elect, First Vice President, Treasurer and District Vice Presidents (where applicable) of the Network shall be elected from the REALTOR®/REALTOR-ASSOCIATE®/Institute Affiliate members in good standing

(C) The officers may serve in the office to which they have been elected for more than one term but may not serve more than two consecutive terms. The officer shall hold office for a term convening January 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 Women’s Council and act in its name, subject to its policies.

(B) The President shall appoint all committee chairpersons and committee members except the Nominating Committee. All appointments of committee chairpersons 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 First Vice President shall verify reports from the Women’s Council of the names of all members of this Network and their status.

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

ARTICLE VII – VACANCIES

Section 1: (A) In the case of a vacancy in any elective office except the President, President-elect or State Liaison, 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 Liaison, the President will make an appointment, who will serve out the term.

(E) In the event of a vacancy in any of the committee chairperson, except the Nominating Committee chairperson, 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 five Active members in addition to the most recent Past President able to serve who shall be chairperson of the committee. Two of the five members shall include the State Liaison, Leadership Identification and Development Chair.

(B) One member (and one alternate) of the Nominating Committee shall be elected by the Governing Board from its membership, and two 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 First Vice President 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 members before the election.

Section 4: No name shall be placed in nomination without the consent of the nominee, and the nominee must complete a consent to serve.

ARTICLE IX – ELECTION OF OFFICERS

Section 1: The election of officers shall be held at the Annual Election Meeting of the State Network which shall be held prior to or in conjunction with the Fall Meeting of the OHIO State Association of REALTORS®. All elections must be held by October 15 and reported to National.

Section 2: (A) Election of officers shall be conducted by electronic voting, 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, with the exception of local network presidents (or their proxies) who cast a weighted vote based on the number of REALTOR® members in the local network as of December 31. 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, unless outlined in Section 2A.

ARTICLE X – COMMITTEES

Section 1: Standing Committees and project teams shall be appointed annually by the President subject to the approval of the Governing Board.

Section 2: (A) Standing Committees shall be: Finance and Budget, Leadership Identification and Development, Past Presidents Advisory, Strategic Planning, and Nominating².

(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 project teams 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 project teams shall consist of not fewer than three (3) members of the Network.

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

(D) The audit committee, which can be part of the standing Finance & Budget 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 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

²~~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.~~

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 Women’s Council.

Section 2: Amendments to the State Network bylaws required by the Women’s 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 Women’s Council.