

Council of Residential Specialists CRS CHAPTER BYLAWS

Dakotas CRS Chapter

of the NATIONAL ASSOCIATION OF REALTORS® (as of November 6, 2010)

ARTICLE I - Objectives

Section 1. As a Chapter of the Council of Residential Specialists (herein further referred to as the Council of the NATIONAL ASSOCIATION OF REALTORS®), the objectives of the Chapter shall be the following:

- a. Providing opportunity for participation by members of the Council in an ongoing program of real estate education.
- b. Conducting seminars for the Chapter, local boards of REALTORS®, state association of REALTORS®, and members of the public within the Chapter's jurisdiction.
- c. Promoting the image and reputation of the Council and its designees.
- d. Assisting the Council in achieving its purposes and objectives.
- e. Providing a forum for the exchange of information.
- f. Giving assistance and guidance to members seeking to become designees.
- g. Improving the real estate industry.

Section 2. To assist in accomplishing these objectives the Chapter may engage in activities including but not limited to:

- a. Building CRS membership growth and satisfaction
- b. Promoting CRS learning opportunities
- c. Promoting CRS Designation awareness and use
- d. Building CRS networking and referral benefits

Section 3. In execution of the objectives set forth in this ARTICLE, the Chapter shall at all times conduct its activities, programs and practices in a manner consistent with the policies of the Council.

ARTICLE II - Chapter Jurisdiction and Chapter Charter

Section 1. The jurisdiction of the Chapter is defined as follows: state of North Dakota and state of South Dakota.

Section 2. The jurisdiction of the Chapter shall conform at all times to that jurisdiction assigned to it by the Council. The jurisdiction of the Chapter as defined in Section I of this ARTICLE II shall be automatically amended, without further action or approval by the Officers, Board of Directors or Members of the Chapter, to incorporate any changes in jurisdiction of which the Chapter is notified by the Council.

Section 3. In the event that the Charter issued by the Council to the Chapter is revoked by the Council pursuant to Section 4 hereof, the Chapter shall immediately cease all activities and functions as a Chapter of the Council; and the Officers without further direction of the Board of Directors or Membership of the Chapter, except as required by law, are hereby

authorized, empowered, and directed to conclude the affairs of the Chapter, settle or pay all outstanding obligations, and cause the Chapter to be dissolved. (See Article XII, 5).

Section 4. The obligations of the Chapter defined in Section 3 of this ARTICLE II shall not arise unless the Charter issued to the Chapter has been revoked by a majority vote of the Council Board of Directors in accordance with procedures established by the Council, which will guarantee the Chapter or its representatives the opportunity to be heard.

ARTICLE III - Chapter Membership

Section 1. There shall consist of four classes of membership at the Chapter level: Designated, Non-Designated, Council and Affiliate.

- A. Designated Members shall consist of designees of the Council provided they are members in good standing of the Council and the NATIONAL ASSOCIATION OF REALTORS®. They shall enjoy all the rights and privileges of membership as established by the Board of Directors for Designated Members, including the right to vote on all matters and to hold office as officers of the Chapter.
- B. Non-Designated Members shall consist of General Members, Candidate Members and Affiliate Members of the Council provided they are members in good standing of the Council and the NATIONAL ASSOCIATION OF REALTORS®. They shall enjoy all of the rights and privileges of membership as established by the Board of Directors for Non-Designated members except that they may not hold the position of an officer of the Chapter or vote on amendments to the Articles of Incorporation or the Bylaws of the Chapter.
- C. The Council Member shall be the Chief Executive Officer of the Council. The Council Member shall not be entitled to hold office or vote except that the Council Member shall vote on all changes proposed to the Articles of Incorporation or the Bylaws of the Chapter.
- D. Affiliate Members shall consist of persons or entities which are not members of the Council or the NATIONAL ASSOCIATION OF REALTORS® and are not engaged in the real estate business but who have interests in sympathy with those of the Chapter.

ARTICLE IV - Chapter Meetings

Section 1. The President of the Chapter shall schedule not less than two regular membership meetings each year, which shall be held in June and September.

The President may schedule additional special membership meetings as necessary and must schedule a meeting whenever requested by one-third of the Board of Directors.

Section 2. A quorum for any regular or special membership meeting of the Chapter shall be five percent (5%) of the members in good standing of the Chapter or ten (10) members, whichever is greater. Membership shall be determined based on current numbers or, if unavailable, the number of members as of September 1st of the previous year.

Section 3. The meetings of the Chapter shall be conducted in accordance with Robert's Rules of Order, latest edition, in all instances wherein its provisions do not conflict with these Bylaws or other rules and regulations adopted by the Chapter.

Section 4. Notice of all special Chapter membership meetings must be sent to the Chapter members no later than two weeks prior to the meeting date. Notices may be hand delivered, sent by U.S. mail or where permitted by law transmitted electronically by email to the members.

ARTICLE V - Chapter Dues and Fees

Section 1. The annual dues of Designated, Non-Designated and Affiliate Members of the Chapter shall be determined annually, prior to the calendar year in which they are due, by the Board of Directors. Chapter dues shall not exceed the annual dues of the Council.

Section 2. No dues or assessments shall be payable by the Council Member. (See Article III, c).

Section 3. Renewal dues shall be payable on or before December 31 of each year except as otherwise authorized by the Board of Directors. Any Member failing to make payment by March 31 shall be terminated as a Member automatically and without further notice than this Bylaw.

Section 4. No initiation or membership application fee shall be payable, however, if a Member is terminated for non-payment of dues and thereafter seeks to reapply for membership, a reinstatement fee may be payable as determined by the Board of Directors. The reinstatement fee is not to exceed one year of annual Chapter dues.

Section 5. Special assessments shall be implemented with the following procedures:

a. Notice of the special assessments must be sent to all the Chapter's Designated Members no later than 30 days prior to the meeting in which the assessment will be discussed. Notices may be hand delivered, sent by U.S. mail or where permitted by law transmitted electronically by email to the members.

b. To approve the assessment, a quorum must be established. The assessment must receive a favorable vote by two-thirds (2/3) of all attending Designated Members and Designated Members' proxy votes.

1) Members eligible to vote may do so in person or may give their written proxy to another member who is eligible to vote. The written proxy must be signed by the member granting the proxy and shall be filed with the Secretary prior to the start or at the start of the meeting, or in the Secretary's absence, the member conducting the meeting.

2) The proxy may be revoked at any time prior to the voting by the member who originally granted it by providing notice to the Secretary, or in the Secretary's absence, the member conducting the meeting.

Section 6. There shall be a Chapter bank account into which all dues and assessments shall be deposited and the obligations of the Chapter shall be paid. The Chapter may establish such other savings and investment accounts as the Board of Directors may deem appropriate from time to time, but no funds of the Chapter shall be co-mingled with funds of any officer, member, or any non-related Council entity at any time, directly or indirectly.

ARTICLE VI - Board of Directors and Officers

Section 1. The Board of Directors shall be the governing body of the Chapter. Members of the Board of Directors shall be the elected officers, the chairs of all standing committees, any area representatives and the immediate Past President.

Section 2. The President of the Chapter shall serve as Chair of the Board of Directors.

Section 3. All Designated members of the Chapter may serve on the Board of Directors and shall be eligible to serve without limit provided they are members in good standing of the Chapter, Council and National Association of REALTORS®.

Section 4. The term of office of each member of the Board of Directors shall coincide with their term of office. Standing committee chairman shall serve for the term of one year or until his or her successor as committee chair is appointed by the President.

Section 5. The Board of Directors shall hold not less than two regular meetings and they shall be held incident to the regular meetings of members. Additional meetings of the Board of Directors may be called at the direction of the President or upon the written request of not less than one-third of the members of the Board and may be held by videoconference and/or teleconference, if permitted by state law.

Section 6. A quorum of the Board shall consist of fifty percent (50%) of the Board members, provided that at least fifty percent (50%) of the elected officers are present.

Section 7. Resignations of officers and directors shall be submitted in writing to the Board of Directors and shall be effective upon their acceptance by the remaining members of the Board of Directors.

ARTICLE VII - Officers and Elections

Section 1. The elected Officers of the Chapter shall consist of a President, President Elect/Vice President, Secretary and Treasurer.

Section 2. The elected Officers shall have such duties as normally accrue to their offices and the Board of Directors may assign to them from time to time.

Section 3. The Officers shall be elected for a term of one (1) year beginning January 1 and shall serve until their successors are elected and qualified. In the event any office, except the office of President, becomes vacant, the Board shall elect from their chapter a qualified person to serve for the remainder of the term. In the event the office of the President becomes vacant, the Vice President, or President Elect shall automatically become the President during remainder of the un-expired term.

Section 4. Candidates for Chapter Offices shall be nominated as follows:

- a. The President with the consent of the Board of Directors shall appoint a Nominating Committee prior to the membership meetings at which the election is to occur. The Nominating Committee shall consist of not less than three (3) but no more than five (5) members. It shall be chaired by the Immediate Past-President. The President shall not be a member of the nominating committee. Those members on the Nominating Committee will not be allowed to nominate himself or herself for a position.
- b. The Nominating Committee shall nominate one person for each office to be filled and the Secretary shall notify the membership of the slate of nominees, instruction for members to add additional nominees, and the date and place of the meeting by written notice 30 days prior to the date of election.
- c. Minimum criteria guidelines for President or President Elect/Vice President:
 - 1) A designated member in good standing of the Chapter, Council and National Association of REALTORS®.
 - 2) Has served on the Chapter Board of Directors within the last three years.
 - 3) Has served as chair of a committee within the last three years.
 - 4) Items 2 and 3 are waived the first three (3) years of existence.
 - 5) No Officer may serve more than one two-year consecutive term in any one position. A request may be sent in writing to the Council's Director of Chapter

& Regional Programs showing just cause for a special exception and upon review be approved by the Council's Chapter/RVP Staff Liaison.

- d. The names of additional nominees for office may be placed on the ballot providing the nomination is received in writing by the Secretary at least fifteen (15) days prior to the date of the election and:
- 1) the nominee has consented in writing to accept the nomination, and
 - 2) the nominee meets the minimum criteria of the office. The final slate of officers should be mailed no later than two weeks prior to the date of the elections.

Section 5. Officers shall be elected at the annual business meeting to be held prior to November 1 of each year, and shall take office as of January 1 of next year. Voting by members may occur in any of the following manners

- a) in person at the meeting;
- b) by another member at the meeting provided the written proxy bearing the signature and the Council id number of the member whose vote is being cast has been fulfilled with the Secretary of the Chapter, or in the Secretary's absence with the Member chairing the meeting,
- c) electronically transmitted to and received by the Chapter Secretary or its designee prior to the vote and including the name and the Council id number of the member voting, or
- d) mailed ballot received by the Chapter Secretary or its designee, prior to the vote, bearing the name and the Council id number of the member voting.

Each Member eligible to vote pursuant to these Bylaws shall only be allowed to vote once in each election.

Section 6. The Chapter shall conduct a Transition meeting each year no later than December 31. The purpose of the Transition meeting will be for the incoming Officers and Chairs to meet with the outgoing Officers and Chairs to discuss the past and current projects and to pass down the books.

Section 7. Eligibility for voting shall be based on the official roster of all members in good standing thirty (30) days prior to election.

ARTICLE VIII – Chapter Leadership Removal and Absentee Policy

Section 1. Any member of the Board of Directors may be removed by a majority vote of the Board of Directors in accordance with such regulations as may be established by the Board of Directors. A Director who fails to attend two meetings of the Board of Directors each year shall be deemed to have resigned, except that the Board of Directors may retain such member for good cause shown.

Section 2. The Council has the authority to remove Officers by action of the Council's Board of Directors.

ARTICLE IX - Committees

Section 1. There shall be a Nominating Committee appointed annually as provided in ARTICLE VII of these Bylaws.

Section 2. There shall be a Budget Committee appointed annually as provided in ARTICLE XII of these Bylaws.

Section 3. The following standing committees shall be established and maintained as soon as Chapter membership and activities can justify them.

- a. *Membership*—To promote attainment of the designation and assist members in the program to fulfill its requirements. To develop and send newsletters to members of the Chapter which inform the members of meetings, programs and general information.
- b. *Education and Program*—To plan regularly scheduled meetings, plan the business programs, and obtain speakers when needed. Also, to promote attendance at those meetings.
- c. *Public Relations*—To make the most of newsworthy items and events, thereby making the public aware of information, which will be beneficial.
- d. *Strategic Planning*—To develop a plan of three to five (3-5) years to charter the direction of the Chapter. Chair to be President Elect.

The Chair and all members of the standing committees shall be appointed by the elected officers. Members of standing committees shall serve for a term of one year. The number of members on each committee shall be determined by the elected officers with the advice and consent of the Board of Directors, but no committee shall have less than three (3) members and each committee shall have at least one Non-Designated member, if available, to serve.

Section 4. With the consent of the Board of Directors, the President may establish such special committees as he/she may determine necessary and appoint the members thereof, including the Chair. Each special committee and the terms of all members thereof shall expire automatically January 1, or when its purposes have been accomplished, whichever first occurs.

ARTICLE X - Fiscal Year

Section 1. The fiscal year of the Chapter shall be January 1 through December 31.

ARTICLE XI - Amendments and Restrictions on Chapter Powers

Section 1. Notice of bylaw amendments must be sent to the Chapter's designated members no later than 30 days prior to the meeting in which the amendments will be discussed.

- a. To amend the bylaws, a quorum must be established (Article IV, item 2). The amendment must receive a favorable vote by two-thirds (2/3) of all attending designated members and designated member's proxy votes.
- b. The vote of the Council Member shall be cast by action of the Chief Executive Officer of the Council upon receipt of a copy certified by the Secretary of the chapter of the proposed amendment as approved by the Designee Members.
- c. No amendment to these Bylaws shall become effective until written notice is received by the Council Member and said Council Member has voted favorably on it.
- d. After the approval of the Designated membership of the Chapter, a copy of the proposed bylaws changes or changes to the Articles of Incorporation must be submitted to the Council's Director of Chapter & Regional Programs by mail or electronically no less than 30 days before the next national meeting for approval by the Council's Regional Vice President's Committee

Section 2. The Designee Membership of the Chapter may at any regular or special business meeting amend the Chapter Articles of Incorporation or the Bylaws.

Section 3. The bylaws must be submitted by the Board of Directors to be reviewed and approved by the Council's Board of Directors at least once every three years.

Section 4. The Chapter shall not commit the Council to any financial obligations unless such commitment is authorized in writing by the responsible Officers of the Council.

Section 5. The Chapter shall not speak for or act in the name of the Council without the prior written approval of the responsible Officers of the Council.

Section 6. All funds of the Chapter shall be used exclusively to carry out the purposes and objectives of the Chapter as set forth in these Bylaws. No funds shall be diverted from such purposes for the personal benefit of any member or other person.

Section 7. The following items can only be approved by a vote held during an official meeting:

- a. Election of officers.
- b. Expenditures that exceed the lesser of 25% or \$1,000 of approved budgeted expense.
- c. Removal of an officer.

Section 8. The Board of Directors shall submit a copy of the Chapter's current Rules and Regulations to the Council's national office to be reviewed and approved at least once every three years.

ARTICLE XII - Financial Responsibility

Section 1. A Budget Committee shall be appointed by the Chapter President with the President Elect or Vice President serving as Chair. Membership on this committee shall include at least one Chapter Past-President, one member of the Education Committee, one member of the Membership Committee and the Treasurer.

Section 2. The Chapter Budget for the next fiscal year shall be drafted by the committee and reviewed by the Vice President and Treasurer in August/September each year. A copy of the proposed budget should be sent to the Chapter members and Board of Directors accompanied with proper notice of the Board of Directors meeting in which the budget will be presented and discussed by the Directors. A copy of the budget, once approved, should be forwarded to the Council.

Section 3. Chapters are required to institute procedures to ensure proper fiscal responsibility. The minimum requirements which shall be implemented are:

- a. Ensure that checks written are authorized by:
 - 1) Two signatures, or
 - 2) FAX approval of checks, or
 - 3) Bonding of the Chapter Treasurer, or
 - 4) Bank restrictions on checks over a certain amount, or
 - 5) Such other procedures approved by the Council that will accomplish security over checks written.
- b. Ensure that bank statements are reconciled promptly by:
 - 1) Reconciliation of monthly bank statements by the Treasurer, State Association of REALTORS® administrative staff, or appropriate party. Such reconciliation is to be verified by the Chapter President or other designated individual.

2) Such other procedures approved by the Council that will ensure prompt reconciliation.

c. An annual internal audit be conducted by the Chapter Treasurer and/or other appropriate staff or individuals, in addition to one other Chapter Officer and submitted to the Chapter President for responsibility transfer to the incoming Board of Directors. The Audit committee can include anyone except the immediate past president in order to keep the committee independent and impartial. A copy of the audit, once completed, shall be forwarded to the Council.

Section 4. The Chapter shall develop an Expense Report that must be used for any budget fund reimbursement.

Section 5. Upon dissolution, if the Chapter is incorporated, the Chapter must wind down its affairs and dissolve in accordance with the laws in the state of incorporation. Chapters shall distribute any remaining funds to any one or more regularly organized and qualified professional society, trade association, or charitable, educational, scientific, or philanthropic organizations exempt from payment of federal income taxes under any subsection of the 501 (c) of the Internal Revenue Code of 1986.

Acceptance:

Chapter President *Veretta Wandler* Date 5-4-11

Note: In the case of a Chapter having both the President-elect and Vice President positions, the President-elect would fulfill the requirement referenced in the bylaws.