

**BYLAWS FOR TENNESSEE STATE CHAPTER OF
THE WOMEN'S COUNCIL OF REALTORS®¹**

ARTICLE I – CREATING THE CHAPTER

Section 1: (A) A State 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 TENNESSEE STATE 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 bylaws of the WOMEN'S COUNCIL OF REALTORS® and shall have its state bylaws approved by the WCR national Bylaws Committee. 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.

(B) The Chapter agrees to create programs that support the national WCR objectives, disburse dues, and raise additional funding through supportive programs. The TENNESSEE STATE Chapter represents WCR in the State and shall actively follow the WCR objectives and work 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® empowering women to exercise their potential as entrepreneurs and industry leaders.

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 to be in the best interest of the WCR.

ARTICLE II – MEMBERSHIP

Section 1: Any active member in good standing of a Local Chapter of WCR in this state shall be an active member in this State Chapter and the national WCR.

Section 2: (A) When there is no Local Chapter of the Council within the jurisdiction of the Local Board/Association of REALTORS® to which the member belongs or within the jurisdiction of the Local Board/Association of REALTORS® in which the member does business, such members shall be eligible to become a member-at-large of the state Chapter and the national WCR organization.

(B) Any REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate² member in good standing of the TENNESSEE State Association engaged in the real estate profession shall be eligible for Active membership in this State Chapter and the national WCR.

¹ Amended November 12, 2006, New Orleans, LA

² Institute Affiliate members as defined in the NAR 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 of REALTORS® 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."

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

Section 4: 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 a Local Board of REALTORS®.

Section 5: 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.

Section 6: 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 (State) Affiliate membership after payment of applicable dues.

ARTICLE III – DUES

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

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

(C) Effective January 1, 2007, annual membership dues for Non-resident member whose principle place of business is in another state shall be \$ 35.00, which are State Chapter 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 only be billed 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 National office of WCR.

(B) 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.

(C) State Chapter membership for non-resident members whose Active membership is in a Chapter located in another state shall be billed by and paid to the State Chapter 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 chapter dues for each member shall be established in time to notify the WCR National office prior to October 31 of the immediately preceding year.

ARTICLE IV – GOVERNING BOARD

Section 1: The government of the State Chapter shall be vested in the Governing Board, which shall consist of the elective officers, all current Local Chapter Presidents, the most recent past State Chapter 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 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 the State Chapter and of WOMEN’S COUNCIL OF REALTORS®.

Section 3: One Third (1/3) of the members of the Governing Board shall constitute a quorum.

Section 4: (A) Regular meetings of the Governing Board shall be held to coincide with State Association meetings at such 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 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 – CHAPTER MEETINGS

Section 1: (A) Regular meetings of the State Chapter shall be held to coincide with State Association meetings at times and places to be determined by the Governing Board.

(B) Special meetings of the State Chapter 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 chapter, representing not fewer than forty (40%) percent of the total number of Local Chapters in the state, shall constitute a quorum at all State Chapter meetings.

ARTICLE VI – ELECTIVE OFFICERS

Section 1: (A) The elective officers of the Chapter shall be a President, President-elect (who shall serve as Vice President), Secretary, Treasurer (or Secretary-Treasurer*) 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) The President, President-elect, and State Governor(s) of the Chapter shall be elected from the REALTOR®/REALTOR-ASSOCIATE®/Institute Affiliate members in good standing. Other officers shall be elected from among REALTOR®/REALTOR-ASSOCIATE®/Institute Affiliate or National Affiliate members in good standing of the Chapter.

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

Active Members	Active Local Chapters	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 national WOMEN'S COUNCIL OF REALTORS® office 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 Chapter, and shall preside at the 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 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 national WCR of the names of all new members of this Chapter and their status, and keep records of new members joining the State Chapter only.

(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(s) of the State 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, 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 four³ 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 members before the election.

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

³ Larger Chapters may wish to strike “four” and insert “six” in (A); and in (B), strike “Three” and insert “five.”

ARTICLE IX – ELECTION OF OFFICERS

Section 1: The election of officers shall be held at the Annual Election Meeting of the State Chapter which shall be held prior to or in conjunction with the annual convention of the TENNESSEE State Association.

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 shall elect. When there are more than two nominees for any office 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.

(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, Ways and Means, Strategic Planning and Marketing, National Focus and Nominating.⁴

(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 in 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 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

⁴ Ways and Means, Strategic Planning and Marketing Committees may be added to the Chapter’s Standing Committees at the option of the Chapter. The Chapter membership needs to vote on these additions as amendments to the bylaws in accordance with Article XIII.

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 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 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.

Section 2: Amendments to the State Chapter bylaws required by WOMEN’S COUNCIL OF REALTORS® shall be mandatory and become effective immediately. The general membership of the State 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 amendment(s).

ARTICLE XIV – DISSOLUTION

Upon the dissolution or winding up the affairs of the TENNESSEE STATE Chapter of Women’s Council of REALTORS® and after providing for payment of all obligations, the Chapter shall distribute any remaining assets to the national Women’s Council of REALTORS®.