

. San Antonio Regional Relocation Council

Bylaws

Article 1 - Name, Purpose

Section 1.1 Name:

The name of the organization is the San Antonio Regional Relocation Council (SARRC).

Section 1.2 Purpose:

The organization was formed to benefit its members by offering:

1. **A network of relocation specialists for the exchange of ideas and information about policies, practices, and new developments in the relocation industry.**
2. **An education forum via seminars and workshops on key aspects of employee relocation.**
3. **An opportunity to promote a spirit of fellowship, cooperation, understanding, and mutual confidence among local members and other industry groups.**

Article II - Membership

Section 2.1 Categories of Membership:

There shall be two categories of membership in the organization: Corporate membership and Service membership.

Section 2.2 Eligibility:

1. Corporate Membership in the organization shall be open to local corporations/subsidiaries regularly engaged in the relocation of their employees who have non-commercial interest in relocation and are interested in increasing their knowledge and education in relocation related programs and issues.
2. Service membership in the organization shall be open to organizations whose primary business activity is in any of the following fields:
 1. Real estate brokerage with a full time established relocation department and/or Relocation Specialist with an active CRP designation.
 2. Real estate appraising
 3. Residential mortgage lending
 4. Title Insurance
 5. Shipment of household goods
 6. Organizations that consult with corporations on relocation policy development and/or administration.
 7. Organizations providing any type of relocation service, directly or indirectly, to relocating employees and/or their employers.

Corporate members may have unlimited members from their organization who are actively involved in the relocation process. Service members may have no more than two members.

MEMBERS AND GUESTS ARE PROHIBITED FROM DIRECTLY SOLICITING BUSINESS AT ANY SAN ANTONIO REGIONAL RELOCATION MEETING OR FUNCTION.

Section 2.3 Admission to Membership:

Applications for membership shall be made in writing and forwarded to the Chairman of the Membership Committee.

All applications shall be reviewed by the members of the Board of Directors for approval or rejection based on the applicant's ability to meet the qualifications prescribed by these bylaws.

Section 2.4 Membership Rights and Limitation:

Membership rights belong to the company and Membership is limited to a ratio of 3 service providers to 1 corporate member.

Section 2.5 Corporate and Service Member Representatives:

When a corporation/organization makes application for membership, it shall provide the Chairman of the Membership Committee with:

1. The names and addresses of individuals to be Member Representatives who are to receive communications.
2. Each Company will name a designated member who will have voting rights on behalf of the Company.

All notices required or authorized by these Bylaws shall be sent to all Member Representatives.

Section 2.6 Termination of Membership:

1. **Through resignation** - any member may voluntarily terminate his or her membership by filing a written resignation with the Board of Directors.

Resignation becomes effective immediately upon receipt. Any dues paid up to receipt of written resignation are non-refundable.

2. **Through ineligibility** - any member who, after appropriate hearing, is determined by a majority vote of all Members of the Board of Directors to no longer meet the qualifications for membership shall be terminated as Member.
3. **For Cause** - any member who engages in activities detrimental to the organization may be terminated as a Member after appropriate hearing and a majority vote of the Board of Directors.

Upon termination of membership, for any reason, all rights, privileges, and other interests of such Members in the organization shall cease.

Section 2.7 Transfer of Membership Representatives:

Upon notification to the Secretary the Member Representative may be transferred to another individual within the same corporation/organization providing the individual meets the eligibility requirements as outlined in Section 2 and all dues have been paid.

Section 2.8 Membership Tenure:

A membership is defined as a period from January 1 to December 31.

Section 2.9 Honorary Membership:

The Board of Directors, by a majority vote of its members, may elect as Honorary Members persons who are deemed outstanding in the relocation industry and an asset to the organization.

Section 2.10 Voting Rights:

Corporate and Service members in good standing shall be entitled to one vote per organization and you must be present at the meeting to be able to vote.

Section 2.11 Dues:

Annual membership dues are payable in January of each year. New members prior to July 1 shall pay full annual dues or one-half of dues after July 1.

The amount of dues is intended to cover the cost of speakers, administration costs and other miscellaneous operating expenses of the Council. The Board of Directors will determine the amount of dues.

Section 2.12 Guest/Guest Fees:

Corporate or Service Members may bring prospective corporate representatives without limitation for the purpose of introduction to the organization.

Corporate or Service Members will be allowed to bring two Service guests over a one-year period. A guest fee may be assessed per meeting as required.

ARTICLE III. - MEETING OF MEMBERS

Section 3.1 Regular Meetings:

Meetings of the Members will be held 3-4 times per year at such times and places as determined by the Board of Directors - generally on a quarterly schedule. Meetings will generally be open to all Members. If unable to attend, a member may designate a substitute attendee.

Section 3.2 Annual Meetings:

An annual meeting of the Members shall be held during the first quarter of each year for the purpose of electing Board of Directors Members. This may be part of the regular meetings.

Section 3.3 Notice of Meetings:

Notice of meetings will be by mail or e-mail to all members in good standing.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1 General Powers:

The general affairs of the San Antonio Regional Relocation Counsel shall be managed by its' Board of Directors. The Board of Directors will elect a President, Vice President, Secretary, and Treasurer by a majority vote of the Board Members. The duties of the President, Vice President, Secretary, and Treasurer shall be such as their titles indicate by general usage and as may be assigned to them by a majority vote of the Board of Directors.

Section 4.2 Number and Tenure:

The Board of Directors shall consist of five (5) members, with three (3) representing corporate members and two (2) representing Service Members. Board Members shall serve two-year terms and shall serve until their successors are elected at the Annual Meeting and assume office. Terms will be staggered so that each year one-third of the Board of Directors members will be elected, the exact number and membership type of elected members will be determined by the Board of Directors at least sixty (60) days before the Annual meeting.

Section 4.3 Eligibility and Qualifications:

All Board of Directors Members must be employees' of members in good standing. No corporation/organization may have more than one of its employees acting as a Board Member.

Section 4.4 Nomination and Voting Procedures:

Nominations for vacancies on the Board of Directors shall be made in writing to the designated Chairperson one month prior to the Annual Meeting. The designated Chairperson shall mail the names of the prospective nominees to all Member Representatives at least two weeks prior to the Annual Meeting.

The Designated Member Representative (as outlined in Article II, Section 10) will vote by ballot at the Annual Meeting. New Board of Directors will be announced by mail once the designated chairperson tallies the results. In the event of a tie, the Board of Directors shall elect the new Board member by majority vote.

Section 4.5 Vacancies:

In the event of a vacancy, through resignation or other reason, such vacancy shall be filled by a majority vote of the Board of Directors, who shall appoint a Board Member to serve until the next Annual Meeting of Members at which time a new member will be elected by the general membership.

Section 4.6 Board Meetings:

The Board of Directors shall meet at a time and place designated by the President. There shall be at least one meeting every other month. Each member must be present to vote. A quorum shall consist of two-thirds (2/3) of its membership to vote on issues.

ARTICLE V. RESPONSIBILITY OF OFFICERS

Section 5.1 President:

The president is subject to the control of the board. The president shall be the manager of the corporation and shall supervise, direct and control the corporation's affairs, and officers. The president shall preside at all general membership meetings and at all board meetings. The president shall send out notices of board meetings, agendas and make arrangements for such meeting locations. The president shall have such other powers and duties as the board or bylaws may prescribe.

Section 5.2 Vice President:

In the absence or disability of the president, the vice president shall perform all the duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice president shall have the responsibility of overseeing the meeting chairpersons. The vice president shall create the organizations annual calendar of events, activities, and deadlines and publish such calendar to the membership. The vice president

shall have such other powers and perform such other duties as the board of bylaws may prescribe.

Section 5.3 Secretary:

The secretary shall keep or cause to be kept at such a place as the board may direct a record of minutes of all meetings (board and general) and the actions of the board. Updates and holds the official bylaws. Maintains a copy of the membership (address and class of membership) to be furnished by the membership chairperson. The secretary shall keep or cause to be kept a copy of the articles of incorporation and bylaws, as amended to date. The secretary shall have such other powers and perform such other duties at the board or the bylaws may prescribe.

Section 5.4 Treasurer:

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's transactions. The treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required by law, by these bylaws, or by the board to be given. The books of account shall be open to inspection by any director at all reasonable times. A financial audit (by an independent accounting firm) may be conducted or requested at the discretion of the board. The treasurer shall deposit or cause to be deposited all money in the name and to the credit of the corporation with such depositories as the board may designate. Shall disburse the corporation's funds as the board may order, shall render to the president the board or other person(s) authorized to perform audits, when requested, an account of all transactions as treasurer and of the financial condition of the corporation. The treasurer shall preside over meeting in the absence of the president and the vice president and shall have such powers and duties as the board or bylaws may prescribe.

Section 5.5 Director At Large:

The Director At Large will fill in for board members in their absence, fill in for a vacant position on the board, and assist board members as requested.

ARTICLE VI. COMMITTEES

Section 6.1 Committees:

In addition to the Board of Directors, the Board of Directors as appropriate may select additional sub-committees. At least one member of the Board of Directors shall be appointed to each sub-committee. These committees will be on an as needed basis.

Section 6.2 Membership Chairperson:

The membership chairperson answers new member's inquiries, solicits new members, reviews membership applications, maintains membership records and sends out membership rosters. Provides copy of membership records to the secretary.

Section 6.3 Program Chairperson:

The program chairperson arranges for the speaker(s) and facilitates selection of program content. Arranges for lodging, transportation, necessary equipment and payment of recognition of speakers.

Section 6.4 Workshop Chairperson:

The workshop chairperson coordinates the program, works with the program chairperson to arrange for speakers, develop s printed materials and organizes a committee to oversee the workshop.

ARTICLE VII. RULES OF ORDER

Section 7.1 Quorum:

For a meeting of the Board of Directors, a quorum should be considered not less than three members.

Section 7.2 Notice of Meeting:

After notice of a meeting has been communicated to all members, a quorum shall be considered a majority of all members present and eligible to vote.

Section 7.3 Rules of Order:

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings in all instances wherein its provisions do not conflict with the Bylaws.

ARTICLE VIII. AMENDMENTS

Section 8.1 Amendments:

These Bylaws may be altered, amended or repealed at any regular or special meeting of the Council with the approval of two-thirds of the members present, provided, however, written notice of the meeting and of the proposed changes shall have been mailed to each member of the Council at least ten days previous to the date of the meeting. When any amendments have been made, a revised copy of the bylaws, as amended, shall be mailed to each member within a reasonable time period.

ARTICLE IX. DISSOLUTION

Section 9.1 Dissolution:

The San Antonio Regional Relocation Council may only be dissolved by a majority vote of seventy-five percent (75%) of the voting Members present at a meeting specially called for this purpose.

ARTICLE X. ACCOUNTING

Section 10.1 Books and Records:

The San Antonio Regional Relocation Council shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members and committees. All books and records of the San Antonio Regional Relocation Council may be inspected by any voting member for any proper purpose at any reasonable time and will be subject to audit once a year.

ARTICLE XI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 11.1 Contracts:

The Board of Directors may authorize any Board Member or agent of the San Antonio Regional Relocation Council to enter into any contract or execute and deliver any instrument in the name

and on behalf of the San Antonio Regional Relocation Council, and such authority may be general or confined to specific instances.

Section 11.2 Checks, Drafts, Etc.:

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the San Antonio Regional Relocation Council shall be assigned by such designated members or agents of the San Antonio Regional Relocation Council and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 11.3 Deposits:

All funds of the San Antonio Regional Relocation Council shall be deposited from time to time to the credit of the San Antonio Regional Relocation Council in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 11.4 Gifts:

The Board of Directors may accept on behalf of the San Antonio Regional Relocation Council any contribution, gift, bequest, or device for the general purposes or for any special purpose of the organization.

Section 11.5 Fiscal Year:

The fiscal year of the Council shall be the same as a calendar year.

ARTICLE XII. WAIVER OF NOTICE

Section 12.1 Notice:

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Texas, or under the provisions of the Articles of Incorporation or the Bylaws of the San Antonio Regional Relocation Council, a waiver thereof in writing signed by the person or persons entitled to such notices, whenever before or after the time stated therein, shall be deemed equivalent to the giving of such notice.