

BYLAWS OF THE WOMEN'S COUNCIL OF REALTORS®

Approved by the Governing Board of the Women's Council of REALTORS® May 2024.

ARTICLE I – CREATING THE WOMEN'S COUNCIL

Section 1: This organization shall be known as the WOMEN'S COUNCIL OF REALTORS® and is sometimes hereinafter referred to as "the Women's Council". The Women's Council encourages its members to dedicate themselves to the highest service for the public and the real estate industry.

Section 2: The Women's Council shall maintain a registered office in the State of Illinois and a registered agent at such office.

Section 3: The Women's Council shall be affiliated as a Women's Council of the NATIONAL ASSOCIATION OF REALTORS® ("National Association") as created and established under the authority granted in Article XIII of the Constitution of the National Association.

Section 4: 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 5: The Women's Council shall be subject to the National Association's Constitution and Bylaws, as such Constitution and Bylaws outline the rights and responsibilities of the National Association and the Women's Council.

ARTICLE II – RELATIONS WITH THE NATIONAL ASSOCIATION

Section 1: The President of the Women's Council shall, by virtue of the office, as provided by the Bylaws of the National Association be a member of the Board of Directors of the National Association.

Section 2: The Women's Council shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of its funds shall inure, or be distributed, to the members of the Women's Council.

Section 3: The fiscal and elective years of the Women's Council shall correspond to those of the National Association.

Section 4: The Officers of Women's Council **are the President, President Elect, First Vice President, and Treasurer. Officers will continue the National Leadership Team and will be** installed and take office at a time to coincide with the installation and taking office of the officers of the National Association.

Section 5: The Women’s Council shall have no authority to incur any liability which shall be a liability of the National Association unless the incurrence of such liability shall have first been approved by the Board of Directors of the National Association.

Section 6: When requested by the National Association and/or other groups within the association, the President may appoint one or more members of the Women’s Council to serve as its representative.

Section 7: The Women’s Council shall hold their Annual Meeting during the National Association Annual Convention at such times and place as may be determined in consultation with the National Association Convention staff. When held in person, such meetings of the Women’s Council shall be held concurrently with, and in the same city as the National Association Annual Convention. When convened in a virtual/electronic delivery or hybrid format, meetings of the Women’s Council shall be held within the same general timeframe as the National Association Annual Convention.

ARTICLE III – MEMBERSHIP

Section 1: Any REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate¹ member of an Association or Board of REALTORS® hereinafter referred to as (“Association”) shall be eligible for Active membership in the Women’s Council.

Section 2: Active members shall hold membership in a Local Network and in the State Network within the geographic territory of the Local Association of REALTORS® to which the member belongs or within the geographic territory of the Local Association of REALTORS® in which the member does business. This shall be considered the member’s “primary” network.

Section 3: When there is no Local Network of the Women’s Council within the geographic territory of the Local Association of REALTORS® to which the member belongs or within the geographic territory of the Local Association of REALTORS® in which the member does business, such member shall be eligible to become a member-at-large of the Women’s Council. Members-at-large must also maintain active membership in their State Network if a State Network exists in their state.

Section 4: An Active member of the Women’s Council may be eligible for membership in more than one Local Network and in more than one State Network should they wish to obtain the services afforded by another Network. Members may join a second Network by paying additional dues to the second Network. Members shall not be eligible to vote or hold elective office in the second Network where they hold membership.

Section 5: National Affiliate members shall hold membership in the Local Association within the geographic territory of the Network, or if no such membership is available within the Local Association, then the individual shall hold membership within the State Association, but they may not be REALTORS®.

Section 6:

(A) National Affiliate members shall pay national, state, and local dues and may vote at the local and state network level.

¹Institute 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.” Article III, Section 1.4a of the National Association Constitution.

(B) A national affiliate can hold local office (except President, President-elect, First Vice President and Event Director). They may not hold state office. They may use the Women's Council logo and marks, and avail themselves of Women's Council services; however, they shall not serve as a voting delegate. National Affiliates may not comprise more than twenty percent (20%) of the national membership of a Local Network.

Section 7: The Women's Council shall calculate the percentage of National Affiliate memberships in each Local Network. When the 20% limitation is reached for a Network, National Affiliate applications shall be returned to the applicants. Additional National Affiliate applications will be processed when the Network's percentage of this type of membership falls below 20%.

Section 8: Individuals currently employed in an executive, administrative or management capacity by a Local or State REALTOR® Association holding membership in the National 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 9: Persons engaged in the real estate business outside of the United States, its insular possessions and the Commonwealth of Puerto Rico may join as International Affiliate members. International Affiliate members shall not be eligible to vote or hold elective office and may only use the Women's Council logo and marks as authorized by the Women's Council and with the identifying descriptor "An International Affiliate." International Affiliate members shall not be obligated to maintain any form of membership in the National Association.

ARTICLE IV – DUES AND ASSESSMENTS

Section 1:

A) Annual membership dues for all Active, National Affiliate and International Affiliate members of the Women's Council shall be in such amount as established by the Governing Board, plus Local and State Network dues when applicable.

B) Annual membership dues shall be payable by December 31st each year. Members who have not renewed by the renewal date are not considered active members in good standing and are thereby not eligible to vote or hold office in the network while their membership is in delinquent status.

C) New members shall pay ~~a full year's dues upon making application. By~~ a prorated dues amount through the end of the calendar year upon joining Women's Council. ~~Annual membership expires on December 31 each year, at which point members shall be billed the full price of membership only for that prorated portion of dues unpaid~~ for the following year.

D) Special Assessments may be levied by the Governing Board.

E) The Governing Board may impose a new member application processing fee, in such an amount to be determined by the Governing Board.

F) A member who transfers between local Networks may be required to pay a transfer fee to be determined by the Governing Board and a full year's local dues to the local Network to which the individual is transferring.

Section 2: All local, state and national dues of members of Women's Council shall be billed by and paid to the Women's Council. State and local networks shall notify the Women's Council in writing of any changes in the state or local dues no later than the deadline published each year per Women's Council policy.

Failure by a state or local network to notify the Women's Council by this date will result in the Women's Council billing members at the previous year's state or local dues amount and delay the effective date of any change in the state or local dues amount.

Section 3: Any member delinquent in payment of dues by more than three months shall forfeit membership.

ARTICLE V – THE GOVERNING BOARD

Section 1: The government of the Women's Council shall be vested in the Governing Board which shall consist of the President, President-elect, First Vice President, Treasurer, National Liaisons, State Liaisons, all past National Presidents who are REALTORS®, State Network Presidents, Standing Committee Chairpersons and members of the Executive Committee, all of whom shall be entitled to vote.

Section 2: One fourth (25%) of the members of the Governing Board shall constitute a quorum.

Section 3 The Governing Board shall meet at least two times each year, one of which shall take place at the National Annual Convention of the National Association.

Section 4: The Governing Board may take any action which it could take at a meeting of the Governing Board without a meeting if a consent in writing, setting forth the action so taken, is signed by all members of the Governing Board entitled to vote on the matter.

Section 5: Members of the Governing Board may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting.

Section 6: Special meetings of the Governing Board may be called by the President, or shall be called at the request of at least twenty (20) members of the Governing Board representing at least five states, or four states and the District of Columbia. Members of the Governing Board may unite in a petition to call such meeting or individually address written requests to the Women's Council. Upon receipt of such 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, sent by first class mail or electronic communication, including email, or any other means permitted by law. 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.

Section 7: There shall be a Chief Executive Officer who shall be appointed by the Executive Committee. The Chief Executive Officer shall be the chief administrative officer of the Women's Council, shall be subject to the direction and control of the President and Executive Committee, and shall be responsible for the Women's Council staff and charged with its selection. The Chief Executive Officer shall have supervision of the entire staff and shall perform such other duties as may be delegated by the Governing Board, the Executive Committee, or the President and all other duties usual to such office.

Section 8: Any member of the Governing Board may resign at any time by giving written notice to the Chief Executive Officer. Such resignation shall take effect at the time specified or, if no time is specified, immediately. Written notice shall be given as to any appointments made to fill any vacancies prior to the next Governing Board meeting for acceptance by the Governing Board.

Section 9: Members of the Governing Board shall not receive any compensation for their services as Board members, but by resolution of the Governing Board, they may be reimbursed for expenses incurred in attending any regular or special meeting of the Governing Board. A member of the Governing Board may serve the Women’s Council in any other capacity for reasonable compensation.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1:

(A) There shall be an Executive Committee consisting of twenty (20) members, which shall include the President, President-elect, First Vice President, Treasurer, the three most recent past Presidents able to serve, the Women’s Council representative to the National Association Executive Committee, three (3) National Liaisons, six (6) members elected by and from the Governing Board (2 each year) at the Midyear meeting and three (3) members appointed by the President (1 each year).

(B) The term of service, whether by election or appointment, shall be three years, except for the Women’s Council representative to the National Association Executive Committee, which is a two-year appointment, and the National Liaisons, which are one-year terms.

(C) All appointments to the Executive Committee shall be subject to the approval of the Governing Board.

(D) Members of the Executive Committee shall automatically become members of the Governing Board

(E) The President shall act as chairperson of the Executive Committee.

Section 2: The Executive Committee shall meet on the call of the President, or upon the request of any four (4) of its members.

Section 3: Regular meetings of the Executive Committee shall be held at least three (3) times per year.

(A) To examine reports of all committees and make recommendations for action thereon.

(B) To conduct the necessary business of the Women’s Council between meetings of the Governing Board.

(C) To discuss policies and procedures for the purpose of coordinating activities of all officers, committees, and Women’s Council staff.

(D) To develop new programs and review existing ones.

(E) To develop new and better ways of serving the membership on all levels.

(F) To plan for the future of the organization.

Section 4: Eleven (11) members of the Executive Committee shall constitute a quorum.

ARTICLE VII – LEADERSHIP TEAM OFFICERS AND ELECTED POSITIONS

Section 1: Officers of the Women’s Council include a President, President-Elect, First Vice President, and Treasurer, and shall be elected from among members in good standing who are REALTORS® or REALTOR-ASSOCIATES®.

Section 2: The ~~elective officers of the Women’s Council shall be a President, President elect, First Vice President, Treasurer~~ elected position supporting the officers of the National Leadership Team is known as National Liaison. National Liaisons are elected from among members in good standing who are REALTORS® or

REALTOR-ASSOCIATES®.

(A) The President, President-elect, First Vice President, Treasurer and National Liaisons shall serve for one (1) year, or until their successors are elected. The President-elect shall automatically succeed to the office of President the following year.

(B) The President and President-elect shall not be eligible to serve in such office for more than one term unless they are filling the office for an unexpired term due to a vacancy.

(C) The First Vice President, Treasurer and National Liaisons may serve in such offices for more than one term but may not serve more than two consecutive terms.

Section 3:

(A) The President shall be the chief elected officer of the Women's Council and shall preside at the meetings of the Governing Board, the Executive Committee and the Midyear Business Meeting. 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. The President shall be responsible for the Women's Council during the term with the support and counsel of the other national officers and the Chief Executive Officer and shall perform all of the duties usual to such office.

(B) The President shall appoint all committee chairpersons and committee members, except the Candidate Review Committee. All appointments of committee chairpersons shall be subject to approval of the Governing Board and the President shall be an ex-officio member of all committees (except Candidate Review Committee).

(C) The President-elect shall perform the duties of the President in the event of the President's disability or absence.

(D) The First Vice President shall approve the records and perform other such duties as are customary to the office, including acting as Secretary for the Governing Board and the Executive Committee, when necessary.

(E) The Treasurer shall submit the annual budget to the Governing Board for its approval. The Treasurer shall make the annual budget available to the National Association upon request. The Treasurer shall serve as chairperson of the Finance and Budget Committee and shall review financial matters of the Women's Council monthly. The Treasurer shall report on the financial affairs of the Women's Council to the Executive Committee and the Governing Board.

(F) National Liaisons shall ~~oversee support and promote~~ the work of the Women's Council in their respective regions, ~~and work directly with state leadership, and local leadership (if there is no state network) and report to the Leadership Team to further the mission of the Council act as the representative of the President~~ in such matters as may be assigned to them.

Where applicable, in States where there is no State Network the National Liaison of the Women's Council will appoint one State Liaison taking into account recommendations from Active members in the State and ratified by the national leadership team as per Women's Council policy.

Section 4: In the event that an Officer ~~or elected position~~ is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the officer or elected positions may be removed from office under the following procedure:

(A) A petition requiring the removal of an Officer **or elected position**, signed by at least twelve (12) members of the governing Board, shall be filed with the Executive Vice President. The body of the petition shall specifically set forth the reasons the individual is deemed to be disqualified from further service.

(B) Upon receipt of the original petition, the Executive Vice President shall send by registered mail to the Officer's **or elected position's** current address and e-mail of record a copy of the petition. This notice shall include the date on which the Governing Board will consider the petition, either at its next regularly scheduled meeting or at a special meeting called under the terms set out in Article V, Section 6.

(C) The Officer **or elected position** shall be given an opportunity to answer the charges laid out in the petition in accordance with the trial procedure set forth in Robert's Rules of Order (Newly Re-vised). If the Officer named in the petition is the President, the next ranking officer will conduct the meeting. Provided a quorum is present, a three-quarters (3/4) vote of the Governing Board shall be required for removal of the Officer **or elected position** from office.

(D) Should an Officer **or elected position** be removed from office by a special meeting of the Governing Board as per the rules outlined herein, that person is no longer eligible for an elected leadership position in any local, state or National Women's Council network.

ARTICLE VIII – VACANCIES

Section 1:

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

(B) In case of a vacancy in the office of President, the President-elect shall complete the unexpired term thus creating a vacancy in the office of the 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 Candidate Review Committee shall submit the name of at least one Eligible Candidate to the President. A special meeting of the Governing Board will be called for an election. An affirmative vote of a majority of the entire Governing Board shall be necessary to elect. The President-elect who fills a vacancy in that 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 Candidate Review Committee shall submit the name of at least one Eligible Candidate 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. This 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 National Liaison, the President shall appoint a qualified member to fill the unexpired term.

(E) If a vacancy occurs in the Executive Committee before the expiration of a term, the President shall appoint a successor to fill the unexpired term.

(F) In the event of a vacancy in any of the committee chairpersons, except the Candidate Review Committee Chairperson, the President shall appoint a qualified member to fill the unexpired term.

(G) All appointments to fill vacancies shall have the approval of the Governing Board. Such approval shall be requested at the next regular Governing Board meeting.

ARTICLE IX – CANDIDATE REVIEW COMMITTEE

Section 1: There shall be a Candidate Review Committee of ten (10) members elected and appointed as follows: Vice Chair (Immediate Past President); Chair (Next most recent Past President willing and able to serve); Two (2) members of the National Governing Board elected from and by the National Governing Board at the Midyear meeting; Two (2) National Executive Committee members elected from and by the National Executive Committee at the Midyear meeting; Three (3) National Liaisons elected at the Midyear meeting; One (1) active Past National President appointed by the Past National Presidents' Advisory Committee on or before the Midyear meeting.

A pool of five (5) Alternates is also to be established, elected and appointed as follows: Two (2) from the National Governing Board elected from and by the Governing Board at the Midyear Meeting; two (2) from the National Executive Committee elected from and by the National Executive Committee at the meeting; one (1) active Past National President appointed by the Past National President's Advisory Committee on or before the Midyear Meeting.

- ~~• Chair (Most Immediate Past President willing & able to serve)~~
- ~~• Immediate Past Chair~~
- ~~• Two (2) members of the National Governing Board elected from and by the National Governing Board at the Midyear meeting~~
- ~~• Two (2) National Executive Committee members elected from and by the National Executive Committee at the Midyear meeting~~
- ~~• Three (3) National Liaisons elected at the Midyear meeting~~
- ~~• One (1) active Past National President appointed by the Past National Presidents' Advisory Committee on or before the Midyear meeting~~
- ~~• A pool of five (5) Alternates is also to be established, elected and appointed as follows:~~
- ~~• Two (2) from National Governing Board elected from and by the Governing Board at the Midyear meeting~~
- ~~• Two (2) from National Executive Committee elected from and by the National Executive Committee at the Midyear meeting~~
- ~~• One (1) active Past National President appointed by the Past National Presidents' Advisory Committee on or before the Midyear meeting~~

(A) Candidates for the Candidate Review Committee and Alternates must have attended at least two of the four previous national meetings. Such members shall not include past National Presidents of the Women's Council. Candidates being considered by the Candidate Review Committee for a line office, and also any other national office contested by the time of the Annual Convention, shall not serve as members of the Candidate Review Committee.

(B) The members of the Candidate Review Committee shall serve from the time of the Midyear meeting election until the Midyear meeting election in the subsequent year.

(C) The immediate past President of the Women's Council, presiding at the time of the opening of the Women's Council's Midyear Business Meeting shall serve as ~~Vice Chair chairperson~~ of the Candidate Review Committee. ~~The next most recent Past National President willing and able to serve shall serve as the Chair. If the Chair is unable to serve, the Past National President Alternate shall serve as chairperson of the committee.~~ In no case shall the same person serve as chairperson for two successive years.

(D) ~~In the event either the Chair or Vice Chair is unable to serve, the current National President will appoint a Past National President to fill the position.~~ Upon vacancy of any other member of the Committee, the National President of the Women's Council shall appoint a replacement from the pool of Alternates.

(E) Candidate Review Committee members and all Alternates who have served, except past Presidents and their Alternates, shall not be eligible to serve the subsequent term as either a committee member or an Alternate.

(F) If an Alternate replaces a member, the Alternate continues to serve unless the Alternate is unable to do so, in which case the original member, at the original member's option, may be reinstated.

Section 2:

(A) It shall be the duty of the Candidate Review Committee to determine candidate eligibility for all Elected Offices and provide a list of Eligible Candidates to the Women's Council members and voting delegates by the Notification Date.

(B) Other duties related to the election and rules may be assigned to the Candidate Review Committee as determined by the Executive Committee.

Section 3: All Potential Candidates must file an application declaring the office to which they seek to be elected and submit to the credentialing process as per the Campaign and Election Rules Policy. Applications must be submitted within the published time period and no members shall be permitted to run from the floor and bypassing the credentialing process.

ARTICLE X – ELECTION OF OFFICERS & OTHER POSITIONS

Section 1: The election of officers **and other positions** shall be held at the Midyear Business Meeting which shall be held in conjunction with the REALTORS® Legislative Meeting of the National Association. When convened in a virtual/electronic delivery or hybrid format, the Midyear Business Meeting of the Women's Council shall be held within the same general timeframe as the REALTORS® Legislative Meetings.

Section 2:

(A) Election of officers **and other positions** shall be by viva voce or roll call vote, or written or electronic ballot as per rules of the day. A majority vote shall elect an officer **and other positions**. In the event that no candidate on the ballot for a particular office receives a majority vote, 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) The voting delegates shall be all members of the current Governing Board, a delegate from each Local Network and certified members-at-large.

- i. The Local Network Delegate shall be the President in good standing of the Local Network or another member, who shall be an Active member in good standing of the same Local Network designated in writing by the President.
- ii. In the event the State Network President cannot act as a Governing Board Delegate, the State Network President may designate in writing another State Network Officer from the same State Network to vote at the Annual Business Meeting.

(C) Each Governing Board member shall be entitled to cast one vote. Each Local delegate shall be entitled to cast one vote for the Network's first 30 Active members, two votes for 31-60 Active members, three votes for 61-90 Active members and so forth, adding one vote for each 30 Active member increment. The number of Active members in a Local

Network shall be determined by the number of Active members in good standing on March 1 of that year according to the records of the Women's Council.

Section 3: Delegates shall check in at the Midyear Meeting prior to the Midyear Business Meeting to be credentialed by the Women's Council as voting delegates or as directed in the event of a virtual/electronic or hybrid delivery.

Section 4: All members casting votes at the Midyear Business Meeting of the Women's Council shall be full fee registered attendees at the Women's Council's Midyear Meeting.

ARTICLE XI – NOTICE OF MEETINGS

Section 1: When notice of meetings, or of the subject to be considered at meetings, is required by these Bylaws, such notice shall be sent to all members qualified to vote at least 30 days prior to the meeting where the vote will be taken. The notice may be sent by first-class mail, electronic communication, including e-mail, or any other means permitted by law.

Section 2: The Midyear Business Meeting of the Women's Council shall require a quorum of no fewer than fifty (50) credentialed delegates.

ARTICLE XII – COMMITTEES

Section 1: The President shall appoint such standing and special committees as shall be designated from time to time by the Governing Board and such other special committees as the President may deem necessary or appropriate.

(A) Each of the Standing Committees shall consist of not fewer than seven (7) members unless otherwise noted in these bylaws.

(B) Appointments to Standing Committees shall be for a period of one year unless otherwise noted in these bylaws. All committee members are eligible for reappointment.

(C) The Budget and Finance Committee shall consist of eighteen (18) members.

Section 2:

(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 nor more than twenty-five (25) members.

(C) Appointments to Special Committees shall be for a period of one year or until the conclusion of their final report. All committee members are eligible for reappointment.

Section 3: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4: Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

ARTICLE XIII – NETWORKS

Section 1: The Women’s Council shall organize its members into Local and State Networks (“Networks”) as it determines will further the purposes of the Women’s Council. The terms and conditions under which such Networks will be established and operate shall be determined by the Governing Board, but such terms and conditions shall at all times be consistent with the Bylaws. Such Local and State Networks shall have the rights, privileges and responsibilities as may be determined by the Governing Board.

Section 2 Networks shall have their bylaws approved by the Women’s Council. Model bylaws are to be used with all exceptions approved by the Women’s Council. Networks are authorized to use the Women’s Council name and marks in connection with the name of Network.

Section 3: Networks shall be authorized to create programs that support the Women’s Council mission and objectives. Local and State Networks represent the Women’s Council in their communities and shall actively follow the Women’s Council’s mission and objectives and endeavor to work with and collaborate with their Local and State Associations of REALTORS®.

ARTICLE XIV – DISSOLUTION OR OTHER CORPORATE CHANGE

Section 1: The Women’s Council may dissolve or undertake any other form or corporate change including but not limited to merger or consolidation only in accordance with policies, procedures or regulations as may be adopted by the Board of Directors of the National Association and then only upon such terms and conditions as the Governing Board of the Women’s Council may allow.

Section 2: Upon the dissolution of the corporation, the Governing Board of the Women’s Council shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute any remaining funds to the National Association, provided it is exempt from the payment of federal income taxes under any subsection of Section 501 (C) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future United States Internal Revenue law), and if not, then to any one or more regularly organized and qualified professional societies, trade association, or charitable, educational, scientific, or philanthropic organizations exempt from the payment of federal income taxes under any subsection of Section 501(C) of the Internal Revenue Code of 1986 as the Governing Board of the Women’s Council shall determine.

ARTICLE XV – 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 Women’s Council in all cases not provided for in these bylaws or in the standing rules.

ARTICLE XVI - GENERAL PROVISIONS

Section 1: Contracts – The Governing Board may authorize any officer or agent of the Women’s Council to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Women’s Council and such authority may be general or confined to specific instances.

Section 2: Indemnification – The Women’s Council shall have the power and authority to indemnify and hold harmless to the full extent permitted by law any person who is or was a member of the Governing Board, officer, employee or agent of the Women’s Council or who is or was serving at the request of the Women’s Council as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise.

In addition, the Women’s Council shall purchase and maintain insurance on behalf of any person who is or was a member of the Governing Board, officer, employee or agent of the Women’s Council or who is or was serving at the request of the Women’s Council as a director, officer employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred in any such capacity, or arising out of such person’s status as such, regardless of whether the Women’s Council would have the power to indemnify against such liability.

Section 3: Bonding – Any person entrusted with the handling of funds or payments of the Women’s Council, at the discretion of the Governing Board, shall obtain and maintain a fidelity bond at the cost of the Women’s Council.

Section 4: Marks – All current and future trademarks, service marks, membership marks, certification marks, trade names and logos (collectively known as (“Marks”), whether or not registered with any government, which are used by or developed for the Women’s Council or the Women’s Council’s members for use in connection with their membership, shall be owned by the National Association. All use of these Marks by the Women’s Council and the Women’s Council’s members shall inure to the benefit of the National Association.

ARTICLE XVII – AMENDMENT OF BYLAWS

These bylaws may be amended at any meeting of the Governing Board by a two-thirds (2/3) vote in the affirmative of the Governing Board 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 Women’s Council at least thirty (30) 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 Board of Directors of the National Association.