

BYLAWS OF THE WOMEN'S COUNCIL OF REALTORS[®]

Massachusetts

Effective November 2024

Disclaimer: This template is standard bylaws and the only change permitted is the insertion of the state name. No alterations of these state bylaws are permitted without approval from National offices. Any alterations of these bylaws will be in violation of the Affiliation Agreement that grants a charter to this network.

ARTICLE I – CREATING THE NETWORK

Section 1:

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

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

Section 2:

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

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

Section 3: The fiscal and elective years of the Network shall correspond to those of the Women’s Council.

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

ARTICLE II – MEMBERSHIP

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

Section 2:

(A) When there is no Local Network of the Women’s Council within the geographic territory of an Association or Board of REALTORS®, hereinafter referred to as (“Association”) to which the member belongs or within the geographic territory of the Local Association of REALTORS® in which the member does business, such members shall be eligible to become a member-at-large of the state Network and the Women’s Council.

(B) Any REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate¹ member in good standing of the Mass State Association of REALTORS® engaged in the real estate profession shall be eligible for Active membership in this State Network and the Women’s Council.

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

Section 4: National Affiliate members shall hold membership in a Local Association of REALTORS®, but they may not be REALTORS®.

Section 5: National Affiliate members shall pay national, state, and local dues, may use the Women’s Council logo and marks and avail themselves of Women’s Council services. They may not hold state office.

Section 6: Individuals currently employed in an executive, administrative or management capacity by a Local or State REALTOR® Association or a member Board of a foreign affiliate of the National Association shall be eligible for National Affiliate membership after payment of applicable dues.

¹ "Institute Affiliate members shall be individuals who hold a professional designation awarded by a qualified Institute, Society or Council affiliated with the National Association that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to vote or hold office." Article III, Section 1.4a, National Association Constitution.

ARTICLE III – DUES

Section 1:

(A) Annual State Network membership dues for all Active, National Affiliate and secondary members shall be in such amount as established annually by the Governing Board, plus Women’s Council and Local 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.

New members shall pay 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 for the following year.

Section 2:

(A) Massachusetts state network shall notify the Women’s Council in writing of any changes in state dues no later than the deadline published each year per Women’s Council policy. Failure of state 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 network dues amount and delay the effective date of any change in the state network dues.

(B) Local Network and State Network membership dues billed by and paid to the Women’s Council shall be refunded to the Local Network and State Network. Dues for secondary members whose Active membership is in a Network located in another state shall be billed by and paid to the State Network and retained by the Network.

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

ARTICLE IV – GOVERNING BOARD

Section 1: The government of the State Network shall be vested in the Governing Board, which shall consist of the President, President-elect, First Vice President, Treasurer, State Liaison, all current Local Network Presidents, Leadership Identification and Development Chair, Candidate Review Team Chair, Strategic Planning Committee Chair, past Presidents Advisory Committee Chair, and District Vice Presidents (where applicable). Ex officio and non-voting members include any National Liaison or National Executive Committee member residing in the state.

Section 2: The Governing Board shall have full power to conduct the business of the Network, to suspend any officer or member for just cause, and to otherwise govern the affairs of the Network in accordance with the bylaws of the State Network and of the Women’s Council.

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

Section 4:

(A) Regular meetings of the Governing Board shall be held a minimum of two times per year at such times places, and methods designated by the President.

(B) Special meetings of the Governing Board may be called by the President, or shall be called at the request of at least three members of the Governing Board. Members of the Governing Board may unite in a petition to call such a meeting or individually address written requests to the President.

Upon receipt of such a petition or written requests from the required Governing Board members, the President or First Vice President shall notify each member of the Governing Board of such meeting in writing. Not less than fifteen (15) days nor more than thirty (30) days-notice shall be given for a special meeting. Such notice shall state the time and place of the meeting, and the purpose for which it is called. Only the business stated in the call to the meeting shall be transacted at such meeting.

ARTICLE V NETWORK MEMBERSHIP MEETINGS

Section 1:

(A) Regular meetings of the State Network membership shall be held a minimum of one time per year.

(B) Special meetings of the State Network membership may be called at such times and places as the Governing Board shall, by resolution, require. No less than fifteen (15) days written notice shall be given for a special meeting. Such notice shall state the time and place of the meeting, and the purpose for which it is called. Only the business stated in the call to the meeting shall be transacted at such meeting.

Section 2: A minimum of five percent (5%) of the REALTOR®/REALTOR-ASSOCIATE®/Institute Affiliate (see definition Article II) members of the State Network, representing not fewer than fifty percent (50%) of the total number of Local Networks in the state, shall constitute a quorum at all State Network meetings.

ARTICLE VI – ELECTIVE OFFICERS

Section 1:

(A) The elective officers of the Network shall be a President, President-elect, First Vice President, Treasurer, State Liaison and District Vice Presidents (where applicable) and shall be elected by the Governing Board members in good standing.

(B) 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.

(C) The officers shall serve for one (1) year. Officers may serve in such offices for more than one term but may not serve more than two consecutive terms. The President-elect shall automatically succeed to the office of President the following year.

Section 2: Officer Duties

(A) The President shall be the chief officer of the Network and shall preside at the meetings of the Governing Board and Network. At all other times during the term of office, the President shall represent the Women's Council and act in its name, subject to its policies.

(B) The President-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.

(C) The First Vice President shall verify reports from the Women's Council of the names of all members of this Network and their status.

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

(D) The Treasurer shall maintain financial records of the network and report on the finances of the network to the Governing Board.

(E) State Liaison shall monitor and support Local Network compliance to align with operating standards.

Section 3: In the event that an Officer is deemed to be incapable of fulfilling the duties for which elected and declines to resign from office voluntarily, the Officer may be removed from office under the following procedure:

To remove an elected officer, a special meeting of the Governing Board may be convened as per the rules outlined herein. Provided a quorum is present at the meeting, a 3/4 vote of the Governing Board in attendance shall be required to remove an elected officer from office.

Should an Officer 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 VII – VACANCIES

Section 1:

(A) In the case of a 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 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 Candidate Review Team shall submit the name of at least one eligible candidate to the

President who shall present it to the Governing Board for approval. A special meeting of the Governing Board will be called for an election. 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 Candidate Review Team shall submit the name of at least one nominee 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 any of the committee chairpersons, except the Candidate Review Team chairperson, the President shall appoint a qualified Active member to fill the unexpired term.

(E) All appointments to fill vacancies shall have the approval of the Governing Board.

ARTICLE VIII – CANDIDATE REVIEW TEAM

Section 1: (A) There shall be a Candidate Review Team of six (6) members elected and appointed as follows:

- Chair: Most Immediate Past President able and willing to serve
- State Liaison
- Leadership Identification and Development Chair
- One member elected from and by the Governing Board
- Two (2) members elected by the general membership

A pool of three (3) Alternates is also to be established, elected as follows:

- one alternate elected from and by the Governing Board
- two (2) alternates elected by the general membership

Elected members and alternates shall be from at least two different networks.

(B) The members of the Candidate Review Team shall serve the same elective year as the Governing Board.

(C) The most immediate past President willing and able to serve shall serve as chairperson of the Candidate Review Team. If the Chair is unable to serve, the President shall appoint an active Past President to serve as an alternate chairperson of the committee. In no case shall the same person serve as chairperson for two successive years. In the event the most immediate past president is the State Liaison the President shall appoint an alternate past president to serve as chairperson as members may only fill one role on the committee.

(D) Candidate Review Team members shall not be eligible to serve successive terms, except those designated alternates who were not required to serve as committee members.

(E) Upon vacancy of any other member of the Committee, the President shall appoint a replacement from the pool of Alternates.

Section 2: It shall be the duty of the Candidate Review Team 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.

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 Credentialing and Election Policy. Applications must be submitted within the published time period and no members shall be permitted to run from the floor bypassing the credentialing process.

ARTICLE IX – ELECTION OF OFFICERS

Section 1: The election of officers shall be held at the Annual Election Meeting of the State Network which shall be held prior to or in conjunction with the Fall Meeting of the Massachusetts State Association of REALTORS®. All elections must be held by September 30 and reported to National.

Section 2:

(A) Election of officers shall be conducted by *via voice* or roll call vote or written or electronic ballot if there are two or more candidates for an office. A majority vote shall elect an officer. In the event that no candidate on the ballot for a particular office receives a majority, the two candidates receiving the greatest number of votes cast shall remain on the ballot and a run-off election shall be held between those two candidates. The candidate receiving the majority of votes cast in the run-off election shall be declared the winner.

(B) The voting delegates shall be all members of the current Governing Board, which includes a delegate from each Local Network, and certified members-at-large.

- 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 Local Network President.

(C) 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 December 31 of the previous year according to the records of the National Women's Council.

(D) Voting by proxy or any method other than in person methods above shall not be permitted.

ARTICLE X – COMMITTEES & PROJECT TEAMS

Section 1:

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

(B) Project teams shall be appointed by the President as needed.

Section 2:

(A) Standing Committees shall be: Finance and Budget, Leadership Identification and Development, Past Presidents Advisory, Strategic Planning and Candidate Review Team.

(B) Each of the Standing Committees shall consist of not fewer than three (3) members of the Network.

(C) Appointments shall be made for the remainder of the elective year or until their assigned task has been completed, whichever occurs first. All members are eligible for reappointment.

Section 3:

(A) Special project teams to perform such services as may be assigned to them, may be appointed by the President.

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

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

(D) The audit project team, which can be part of the standing Finance & Budget Committee, shall be appointed at the next to the last meeting of the elective year and shall present its report at the first meeting of the next year.

ARTICLE XI – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall be recognized as the authority governing the proceedings of the Network in all cases not provided for in these bylaws or in the Standing Rules.

ARTICLE XII – DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1: In the event of suits or claims in which one or more current or past officers or directors of the Network are named as a result of their status as such or decisions or actions taken in good faith and reasonably understood are named as a result of their status as such or decisions or actions taken in good faith

and reasonably understood to be within the scope of their authority during their term as such, the Network shall, directly or through insurance secured for the benefit of such officers and directors and employees, secure counsel to act on behalf of and provide a defense for such officers and directors and employees; pay reasonable defense expenses incurred in advance of final disposition of such case; and indemnify such officers, directors and employees with respect to any liability assessed or incurred as a result of any such claim, suit or action.

Section 2: The above stated defense and indemnification of officers and directors shall extend to those individuals when serving at the request of the Network as a director or officer of another entity, but only after indemnification and insurance coverage from such other entity has been exhausted.

ARTICLE XIII – AMENDMENT OF BYLAWS

Section 1: The dues and network name in these bylaws may be amended at any meeting of the Network by a two-thirds (2/3rds) vote in the affirmative of the Network members present and voting at such meeting, provided that pre-approval has been obtained from Women’s Council and a quorum is present, and provided the substance of the proposed amendments has been submitted to all members of the Network at least ten (10) days in advance of the meeting at which they will be acted upon, and provided that no such amendment shall become effective until the same shall have been submitted to and approved by the Women’s Council.

Section 2: Amendments to the State Network bylaws required by the Women’s Council shall be mandatory and become effective immediately. The general membership of the State Network shall be notified of such amendment(s) at the next regular meeting following receipt of notice, and the Network bylaws shall be changed immediately to include such amendment(s).

ARTICLE XIV – DISSOLUTION

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