

Bylaws of the Macomb County Chapter of the Grosse Pointe Board of REALTORS[®], Inc.

(Adopted 01/24/19)

Preamble

The Bylaws of the Grosse Pointe Board of REALTORS[®] hereinafter referred to as the "Association" are incorporated herein by reference. In the event of a conflict between Chapter Bylaws and the Bylaws of the Association the Bylaws of the Association shall control. Chapters of the Association are not legal entities (see Association Bylaws Article XVIII)

Article I – Name

Section 1. Name. The name of this organization shall be the Macomb County Chapter of the Grosse Pointe Board of REALTORS[®], hereinafter referred to as the "Chapter".

Article II – Objectives

The objectives of the Chapter are:

Section 1. To act as representatives of the Association in their community and Chapter area.

Section 2. To serve as a common meeting ground for members of the Association within the local community and Chapter area.

Section 3. To act on matters of local community interest, conforming to Association policy.

Section 4. To provide a place for discussion of mutual and local interest.

Section 5. To cooperate with all local governmental and community agencies for the benefit of the local community

Section 6. To publicize the availability within the community of the fully qualified REALTOR[®] and to elevate his or her position.

Article III – Jurisdiction

Section 1. Jurisdiction of the Macomb County Chapter of the GPBR shall be the County of Macomb in the State of Michigan.

Article IV – Membership

Section 1. Classifications of membership within the Chapter shall be the same as those of membership in the Association and membership within the Chapter shall be determined by membership in the Association.

Section 2. All REALTOR® members of The Association whose office is located within the jurisdiction of the Chapter shall be considered members of the Chapter unless notified otherwise. Membership in the Chapter is also open to all Association members who otherwise are not members of another chapter of the Association.

Article V – Qualification and Election

Section 1. Membership in the Chapter requires the individual to be a member in good standing of the Association.

Article VI – Privileges and Obligations

Section 1. Only REALTOR® members of the Association in good standing, who are members of a Chapter, shall have the right to vote on Chapter matters or hold Chapter office.

Section 2. All members of the Association shall be entitled to receive notification of and attend all Chapter meetings and functions.

Section 3. Members of the Association may elect membership in their Chapter of choice.

Article VII – Officers and Regents

Section 1. Officers. The elected officers of the Chapter shall be the President and President-elect. The Immediate Past President is also an officer.

Section 2. Duties of Officers. The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Regents. It shall be the duty of the Chapter's senior staff person to keep the records of the Chapter and to carry on all necessary correspondence with the Association.

Section 3. Board of Regents. The governing body of the Chapter shall be a Board of Regents consisting of the elected officers, the Past President, an individual from within the Chapter appointed by the President of the Association, an annually elected affiliate (one-year term) and no less than three additional elected REALTOR® members of the Chapter.

- a) Regents shall be elected to serve for terms of three (3) years, except that at organization, one-third of the elected Regents shall be elected for terms of one (1), two (2), and three (3) years, respectively, or for lesser terms as may be necessary to complete the first fiscal year. Thereafter, as many Regents shall be elected each year as are required to fill vacancies.
- b) Election for Regents is outlined in Association Bylaws Article XI Section 1 (b).
- c) No Regent shall serve for more than two (2) consecutive three (3)-year elected terms.
- d) The number of Regents from an office or offices owned by a single broker must always be less than 50%.
- e) Any Regent found in violation of the Code of Ethics, during his or her term on the Board of Regents, must immediately resign his or her position on the Board of Regents.
- f) In the event Sub-Chapters are organized within the Chapter at least one representative from each Sub-Chapter will have a seat on the Board of Regents.
- g) No sitting officer of the Chapter may be elected or appointed to be an officer of the Association.
- h) There shall be a Young Professional Advisor (YPA) member on the Board of Regents appointed by Chapter President for one (1) year, confirmed by the Board of Regents.
- i) The Board of Regents may select a Secretary from the Regents who will also be an officer.

Section 4. Election of Officers and Regents.

- a) Inaugural year.
 - i. The Board of Regents, its Officers and those sitting on the GPBR Board of Directors representing the Chapter shall be individuals involved in acquiring petition signatures, signatories to the petition, and candidates for the GPBR Board of Directors over the last two years.
 - ii. No one serving on the Board of Directors in 2019 shall serve as a Regent in 2019.
 - iii. All Regents and Officers will be members of the chapter.
 - iv. After the inaugural year, the provisions below shall prevail.
- b) At least three (3) months before the annual election, a nominating committee of five (5) REALTOR® members shall be appointed by the Chapter President with the approval of the Board of Regents. The nominating committee shall select one or more candidates for each place to be filled on the Board of Regents. The report of the nominating committee shall be transmitted by mail or electronically to each member eligible to vote at least sixty (60) days before the election.
- c) Additional candidates for the positions to be filled may be placed in nomination by petition signed by at least 10% of the REALTOR® members eligible to vote (membership shall be the number of members as of July 1 of the calendar year in the NRDS database). The petition shall be filed with the Chapter at least forty (40) days before the election.

- d) The Ballot with the names of all nominees shall be transmitted to all members eligible to vote at least twenty (20) days prior to the close of voting. Voting shall close no later than noon the day before the annual meeting. Election results will be announced at the annual meeting.
- e) The President, with the approval of the Board of Regents, shall appoint an election committee of three (3) members to officiate the election. In case of a tie vote, the issue shall be determined by lot.
- f) The election of officers by the Regents shall take place at the first meeting of Regents after the election results are known.
- g) Nominees for President-elect must have served on the Board of Regents of a Chapter or the Association for at least one (1) year prior to election, except in the inaugural year of the Chapter.

Section 5. Vacancies. Vacancies among the officers and the Board of Regents shall be filled by a simple majority vote of the Board of Regents until the next annual election unless the vacant position is the appointed member by the President of the Association, in this event the vacancy shall be filled by the Association President.

Section 6. Removal of Officers and Regents. In the event an officer or Regent is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the officer or Regent may be removed from office under the following procedure (Those instances outlined in Article VIII Section 2 and Article VII, Section 4 (f) do not fall under these requirements):

- a) A petition requiring the removal of an officer or Regent and signed by not less than one-third of the voting membership or a majority of all Regents shall be filed with the President, or if the President is the subject of the petition, with the next-ranking officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.
- b) Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the Chapter shall be held, and the sole business of the meeting shall be to consider the charge against the officer or Regent, and to render a decision on such petition.
- c) The special meeting shall be noticed to all voting members at least ten (10) days prior to the meeting and shall be conducted by the President of the Chapter unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking officer will conduct the meeting of the hearing by the members. Provided a quorum is present, a three-fourths vote in the affirmative of members present and voting shall be required for removal from office.

Section 7. Chapter Staff Executive (CSE). There may be a Chapter Staff Executive (CSE), hired by the Association in consultation with the Board of Regents, who shall be the chief administrative officer of the Chapter.

- a) The CSE shall perform such duties as are prescribed by the Board of Regents and is responsible for the supervision of staff in their duties.
- b) The hiring, termination, and elevation of all staff is done in consultation with and approval of the Association's Chief Executive Officer (CEO).
- c) Both the CSE and CEO shall have the right to submit human resource differences to the Association's Board of Directors, whose decision is final.
- d) CSE employment is under the authority of the Association's CEO and its Board of Directors.

Article VIII – Meetings

Section 1. Annual Meeting. An annual meeting of the Chapter shall be held in October of each year, the date, place, and hour to be designated by the Board of Regents.

Section 2. Meetings of Regents. The Board of Regents shall designate a regular time and place for meetings. Absence from three (3) regular meetings shall be construed as resignation. A quorum for the transaction of business shall be a majority of the Board of Regents, except as may otherwise be required by state law.

Section 3. Other Meetings. Meetings of the members may be held at other times as the President or the Board of Regents may determine, or upon the written request of at least 10% of the members eligible to vote.

Section 4. Notice of Meetings. Notice shall be given at least one (1) week preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

Section 5. Quorum for Membership Meetings. A quorum for the transaction of business at general and/or special meetings of the membership shall consist of 15% of the members eligible to vote, except as may otherwise be required by state law. Electronic participation by verifiable means where permitted by law is allowed.

Section 6. Electronic Transaction of Business. To the fullest extent permitted by law, the Board of Regents or membership may conduct business by electronic means.

Section 7. Action without Meeting. Unless specifically prohibited by the Association and/or its Articles of Incorporation, any action required or permitted to be taken at a meeting of the Board of Regents may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Regents. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Regents. All the approvals evidencing the consent shall be delivered to the Chapter's senior staff person to be filed in the corporate records. The action taken shall take effect when all the Regents have approved the consent unless the consent specifies a different effective date.

Article IX – Committees

Section 1. Committees and Task Forces. The President shall appoint, subject to confirmation by the Board of Regents, committees, ad hoc and special committees, task forces, and work groups as deemed necessary.

Section 2. Organization. All committees shall be of such size and shall have duties, functions, and powers as assigned by the President or the Board of Regents except as otherwise provided in these Bylaws.

Section 3. President. The President shall be an ex-officio member of all committees and shall be notified of their meetings.

Section 4. Action without Meeting. Any committee may act by a two-thirds (2/3) majority consent in writing without a meeting. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more of the members of the committee.

Section 5. Attendance by Telephone. 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 be at the discretion of the President and shall constitute presence at the meeting. This does not include meetings of the Board of Regents.

Article X - Finances

Section 1. The Chapter can establish an annual budget for Chapter specific activities which must be reviewed by the Association's Budget & Finance Committee and approved by both the Chapter's Board of Regents and the Association's Board of Directors.

Section 2. The Chapter, by consent of its members, may establish any voluntary method of financing Chapter activities not already approved in the Chapter budget.

- a) This requires prior written approval by the Association's Board of Directors.
- b) Funds raised can be spent by the Chapter
- c) All funds raised by the Chapter are considered assets of the Association.

Section 3. The Chapter shall not commit to any expenditure not included in its annual budget without the prior approval of the Association's Board of Directors.

Section 4. Prior to implementation, all activities of the Chapter shall be subject to the review and approval of the Association CEO. Both the CEO and the Chapter shall have the right to submit differences to the Association's Board of Directors, whose decision is final.

Article XI – Fiscal and Elective Year

Section 1. The fiscal year of the Chapter and the elective year of the Chapter shall be the same as that of the Association.

Article XII – Rules of Order

Section 1. *Robert's Rules of Order*, latest edition, shall be recognized as the authority governing the meetings of the Chapter, its Board of Regents, and committees, in all instances wherein its provisions do not conflict with these Bylaws.

Article XIII – Amendments

Section 1. All proposed Bylaw amendments must be approved by the Association's Board of Directors prior to the vote of the Chapter membership

Section 2. These Bylaws may be amended by the majority vote of the qualified members at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting, except that the Board of Regents may, at any regular or special meeting of the Board of Regents at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy.

Section 3. Notice of all meetings at which amendments are to be considered shall be mailed or sent electronically to every member eligible to vote at least one (1) week prior to the meeting.

Article XIV – Sub-Chapters

Section 1. Sub-Chapters within a Chapter may be formed by the petition of 45 individuals from no less than 30% of the brokerages located within the jurisdiction being considered or from 10% of the membership within the jurisdiction being considered whichever is greater.

Section 2. Approval for the formation of Sub-Chapters within a Chapter must be approved by its Board of Regents and by the Association's Board of Directors.

Article XV – Dissolution

Section 1. Failure of the Chapter or a Sub-Chapter to have a quorum at its annual meeting two years in a row shall require the Association to consider the Chapter's ability to meet its objectives and may result in its dissolution by the Association's Board of Directors.