

**BYLAWS FOR SAN FRANCISCO CALIFORNIA BUSINESS RESOURCE NETWORK
OF THE WOMEN'S COUNCIL OF REALTORS®**

ARTICLE I - CREATING THE BUSINESS RESOURCE NETWORK

Section 1: (A.) A Business Resource Network (BRN) of the WOMEN'S COUNCIL OF REALTORS® is hereby created and established as an alternative form of chapter under the authority granted in ARTICLE XIII of the Bylaws of the WOMEN'S COUNCIL OF REALTORS® (WCR), an affiliate of the NATIONAL ASSOCIATION OF REALTORS®.

(B.) This BRN shall be known as the Women's Council of REALTORS® SAN FRANCISCO and shall encourage its members to dedicate themselves to the highest service for the public and real estate industry.

Section 2: (A.) This BRN shall be subject to the national and state bylaws of the WCR and shall have its local bylaws approved by the WCR national Bylaws Committee. Upon approval of these bylaws by National WCR, the SAN FRANCISCO BRN is authorized to use the WCR name and symbols in connection with the name of the network.

(B.) The BRN agrees to create programs that support the National WCR objectives and disburse dues. The SAN FRANCISCO BRN represents WCR in the community and shall act consistently with the WCR objectives and work with Local Boards of REALTORS® and the State Association of REALTORS®.

Section 3: (A.) The mission of the WCR: We are a network of successful REALTORS®, advancing women as professionals and leaders in business, the industry and the communities we serve.

Section 4: A BRN may be deactivated after due notice for:

- (A.) Not maintaining at least twenty (20) Active members;
- (B.) Not filing a list of current officers as required in Article VI, Section 4(B);
- (C.) Not filing a BRN Annual Report with the WCR National Office;
- (D.) For any other reason deemed by the national Governing Board to be in the best interest of the WCR.

Section 5: (A.) The specific and primary purpose of the association is to operate a Real Estate Association within the meaning of Section 23701e of the California Revenue and Taxation Code.

(B.) This organization does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes.

(C.) Notwithstanding any of the above statements of purpose and powers, this association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of the association.

ARTICLE II - MEMBERSHIP

Section 1: Any REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate¹ member in good standing of a Board(s)/Association(s) of REALTORS® of the NATIONAL ASSOCIATION OF REALTORS® shall be eligible for Active membership in this BRN, the State Chapter (if any) and the National WCR. The SAN FRANCISCO BRN boundaries shall be the same as the territorial jurisdiction of the San Francisco Association of REALTORS®.

Section 2: A member becomes eligible to vote in the SAN FRANCISCO BRN thirty (30) days from the receipt of application by and payment of dues to the BRN designee.

Section 3: National Affiliates shall hold membership in a Local Association of REALTORS®, but they may not be REALTORS®.

Section 4: National Affiliate members shall pay national, state and local dues, and may vote, hold office (except for President and President-elect), use the WCR logo and symbols and avail themselves of national WCR services. National Affiliates may not comprise more than twenty percent (20%) of the national membership of the BRN.

Section 5: The national WCR office shall determine the percentage of National Affiliate membership in each BRN monthly. When the 20% limitation is reached for a BRN, National Affiliate applications shall be returned to the applicants. Additional National Affiliates applications will be processed when the BRN's percentage of this type of membership falls below 20%.

Section 6. Those persons who are currently employed in an executive, administrative or management capacity by a local or state REALTOR® association shall be eligible for National Affiliate membership after payment of applicable dues.

ARTICLE III – DUES

Section 1: (A.) Effective 1/1/2013, annual membership dues for Active members shall be \$84, plus national dues and State Chapter dues, if applicable.

(B.) Effective 1/1/2013, annual membership dues for National Affiliate members shall be \$84 plus national dues and State Chapter dues, if applicable.

Section 2: (A.) Annual membership dues shall be payable by the first day of January each year.

(B.) New members shall pay a full year's dues upon making application. On January 1 of the following year, they shall only be billed for that portion of dues unpaid for that year.

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 of REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to vote or hold office." Article IV, Section 1.4, NAR Constitution.

Section 3: All local, state and national dues of Active and National Affiliate members shall be billed by and paid to the National Office of WCR. BRN and State Chapter membership dues billed by and paid to the National WCR shall be transmitted to the BRN and State Chapter.

Section 4: Any member delinquent in payment of membership dues by more than three (3) months shall forfeit membership.

Section 5: Annual BRN dues shall be established in time to notify the National WCR office prior to October 31 of the immediately preceding year.

ARTICLE IV - THE GOVERNING BOARD

Section 1: The government of the BRN shall be vested in the Governing Board, which shall consist of the President, President-elect, Secretary/Treasurer, a Program Director and a Membership Director, all of whom shall be entitled to vote. The Program Director must be a REALTOR® member and the Membership Director must be either a REALTOR® member or a National Affiliate member. After the Fall elections, the incoming President appoints the Program Director, and the incoming President-elect appoints the Membership Director. Each appointment must be approved by the current year's (e.g. outgoing) Governing Board.

Section 2: The Governing Board shall have full power to conduct the business of the BRN; to suspend any officer or member for just cause; and to otherwise govern the affairs of the BRN in accordance with the bylaws of this BRN, the State Chapter (if any), and the National WCR.

Section 3: Three Active members of the Governing Board shall constitute a quorum, provided either the President or the President-elect is present.

Section 4: (A.) Regular meetings of the Governing Board shall be held quarterly at times and places as shall be designated by the Chair.

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

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. Not less than five (5) days nor more than fourteen (14) 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 – BUSINESS RESOURCE NETWORK MEETINGS

Section 1: (A.) Regular meetings of the BRN shall be held at least quarterly at times and places to be determined by the Governing Board.

(B.) Special meetings of the BRN may be called at such times and places as the Governing Board shall, by resolution, require. Not less than five (5) days nor more than fourteen (14) 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 2: Twenty percent (20%) of the Active (REALTOR®/REALTOR-ASSOCIATE®/Institute Affiliate) members of the BRN shall constitute a quorum at all meetings.

ARTICLE VI - ELECTIVE OFFICERS

Section 1: (A.) The elective officers of the BRN shall be a President, a President-elect and a Secretary/Treasurer. These officers shall perform the duties prescribed by these bylaws and those assigned to them by the Governing Board and by the parliamentary authority adopted in these bylaws.

(B.) The President and President-Elect of the BRN shall be elected from the Active (REALTOR®/REALTOR-ASSOCIATE®/Institute Affiliate) members in good standing. The Secretary/Treasurer shall be elected from either the Active (REALTOR®/REALTOR-ASSOCIATE®/Institute Affiliate) members or current National Affiliate members.

(C.) The officers may serve in the office to which they have been elected for more than one term but may not serve more than two consecutive terms. The officers shall hold office for a term convening January 1st and ending December 31st or until their successors have been elected, whichever is later.

Section 2: The President shall be the chief officer of the BRN, and shall preside at the meetings of the Governing Board and the BRN. At all other times during the term of office, the President shall represent the Council and act in its name, subject to its policies.

Section 3: The President-elect shall perform the duties of the President in the event of the President's disability or absence and perform such other duties as requested by the Governing Board.

Section 4: (A.) The Secretary/Treasurer shall verify reports from National WCR of the names of all members of this BRN and their status and keep records of new members.

(B.) Immediately following the Annual Election Meeting, the retiring Secretary/Treasurer shall report to the Executive Vice President of the National WCR the names and addresses of the officers elected. A copy of this report shall be sent also to the Governor(s), the State Chapter President and the Vice President of the Region.

ARTICLE VII - VACANCIES

Section 1: (A.) 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 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.

(B.) 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 BRN shall meet to elect a replacement. An affirmative vote of a majority of the members 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.

(C.) In the event of a vacancy in the office of President-elect is not caused by a vacancy in the office of President, the members of the BRN shall meet to elect a replacement. An affirmative vote of a majority of the members present and voting shall be necessary to elect. The President-elect who fills this type of vacancy shall automatically become President after completion of the unexpired term of President-elect.

ARTICLE VIII - NOMINATIONS

Section 1: At the Annual Election Meeting, nominations from the floor may be made by any Active (REALTOR®, REALTOR-ASSOCIATE® or Institute Affiliate) member.

Section 2: No name shall be placed in nomination without the consent of the nominee.

ARTICLE IX - ELECTION OF OFFICERS

Section 1: The election of officers shall be held at the Annual Election Meeting of the BRN, which shall be held prior to October 15.

Section 2: (A.) Election of officers shall be by *viva voce* or roll call vote, or written ballot if there are two or more nominees for an office. Each Active (REALTOR®, REALTOR-ASSOCIATE® or Institute Affiliate) member and each National Affiliate member may cast one vote. A majority of those present and voting shall elect. When there are more than two nominees for any office and there is no majority on the first ballot, the top two nominees shall run off against each other and all other nominees are eliminated.

(B.) Voting by proxy, or any other method other than in person, shall not be permitted.

ARTICLE X - COMMITTEES

Section 1: There shall be no standing committees.

Section 2: The President may appoint temporary project teams or task forces to work on specific projects, with the approval of the Governing Board. Such groups shall number at least three Active or National Affiliate members.

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 BRN 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 BRN 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 BRN 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 BRN as a director or officer of another entity, but only after indemnification and insurance coverage from such other entity has been exhausted.

ARTICLE XIII - AMENDMENT OF BYLAWS

Section 1: These bylaws may be amended at any meeting of the BRN by two-thirds vote in the affirmative of the BRN 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 BRN at least ten (10) days in advance of the meeting at which they will be acted upon, and provided that no such amendment shall become effective until the same shall have been submitted to and approved by the WCR national Bylaws Committee.

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

ARTICLE XIV - DISSOLUTION

Upon the dissolution or winding up of the affairs of the SAN FRANCISCO BRN of the WCR and after providing for payment of all obligations, the BRN shall distribute any remaining assets to the California State Chapter of WCR. In the event there is no State Chapter, the remaining assets shall go to the National WCR.