

# MAAR Commercial Council

*Revised August 5, 2014*

## ARTICLE I

### NAME

**Section 1.1.** The name of the organization shall be the MAAR Commercial Council, hereinafter referred to as the “Council”. The Memphis Area Association of REALTORS® shall hereinafter be referred to as “MAAR”.

## ARTICLE II

### OBJECTIVES

**Section 2.1.** The objectives of the organization are:

- A. To give proper and appropriate recognition to those REALTORS®, REALTORASSOCIATE® and Institute Affiliate members who are engaged primarily in the practice of commercial real estate (collectively the “Commercial Community”).
- B. To give Commercial Community the influence needed to-address commercial issues within MAAR.
- C. To provide the Commercial Community a separate identity, voice and representation commensurate with its standing in the Memphis community and throughout the MidSouth.
- D. To promote and maintain a professional image of high standards of ethical conduct in the commercial real estate profession as expressed in the Code of Ethics of the National Association of Realtors®.
- E. To provide public policy and legislative representation to the Commercial Community regarding local, state and national legislative issues and initiatives.
- F. To provide a forum for social and business interaction within the Commercial Community, as well as to provide educational opportunities to advance the level of professionalism therein.
- G. To unite those engaged in commercial real estate for the purpose of exerting a beneficial influence upon the profession and related interests through an annual awards program.
- H. On behalf of MAAR’s Board of Directors, to serve as the support and organizing body for the Institute Affiliate organizations of the National Association of Realtors (CCIM, IREM, RLI, SIOR), and to promote the highest and best interests of those organizations within MAAR and within the Commercial Community.

## ARTICLE III

### MEMBERSHIP

**Section 3.1. Qualifications:** To qualify for membership and voting rights in the Council, an applicant must be a REALTOR®, REALTOR-ASSOCIATE® or Institute Affiliate member in good

standing of MAAR or another REALTOR® Association in accordance with their membership qualifications.

**Classification.** Only individuals shall be eligible for any class of membership. There shall be the following classes of members:

**(a) REALTOR® Members.** REALTOR® Members, whether primary or secondary shall be:

(1) Individuals who, as sole proprietors, partners, corporate officers, members of a limited liability company, branch office managers, or otherwise in a position of management control are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the state of Tennessee or a state contiguous thereto and meet the qualifications set out in Article V. All persons who are partners in a partnership, officers in a corporation, or members of a limited liability company and who are actively engaged in the real estate profession within the state or a state contiguous thereto shall qualify for REALTOR® or REALTOR-ASSOCIATE® Membership, and each is required to hold REALTOR® or REALTOR-ASSOCIATE® Membership (except as provided in the following paragraph) in a Board of REALTORS® within the state or a state contiguous thereto unless otherwise qualified for Institute Affiliate Membership as described in Section 1 (b) of Article IV; provided, however, that any partner, officer, limited liability company member, or person in a position of management control of a real estate firm who holds a broker license shall be eligible for REALTOR® Membership, or Institute Affiliate Membership and any partner, officer, limited liability company member, or person in a position of management control of a real estate firm who holds an affiliate broker license shall be eligible for REALTOR-ASSOCIATE® Membership or Institute Affiliate Membership.

In the case of a real estate firm, partnership, corporation, or limited liability company, whose business activity is substantially all commercial, only those principals actively engaged in the real estate business in connection with the same office, or any other offices within the jurisdiction of the association in which one of the firm's principals holds REALTOR® Membership, shall be required to hold REALTOR® or REALTOR-ASSOCIATE® Membership unless otherwise qualified for Institute Affiliate Membership as described in Section 1 (c) of Article IV.

(2) **Individuals.** Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers and are associated with a REALTOR® Member and meet the qualifications set out in Article V.

(3) **Franchise REALTOR® Members.** Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions and the commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR Constitution and Bylaws. Such individuals shall enjoy all of the rights, privileges

and obligations of REALTOR® membership (including compliance with the Code of Ethics) except: obligations related to Association mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the Association, state association and National Association.

- (4) Primary and Secondary REALTOR® Members.** An individual is a Primary Member if the Association pays state and National dues based on such Member. An individual is a secondary Member if state and National dues are remitted through another association. One of the principals in a real estate firm must be a Designated REALTOR® member of the Association in order for licensees affiliated with the firm to select the Association as their “Primary” association. A Primary or Secondary Member shall maintain a current, valid real estate broker license from any state, or be licensed or certified by an appropriate regulatory agency of any state to engage in the appraisal of real property; however, a Primary Member must maintain said licensing or certification from Tennessee or state contiguous thereto.
- (5) Designated REALTOR® Members.** Each firm shall designate in writing a REALTOR® Member who shall be responsible for all duties and obligations of Membership including the obligation to arbitrate pursuant to Article 17 of the Code of Ethics and the payment of Association dues as established in Article X of the Bylaws. The “Designated REALTOR®” must be a sole proprietor, partner, corporate officer, or branch manager acting on behalf of the firm's principal(s) and must meet all other qualifications for REALTOR® Membership established in Section 2 of Article V of the Bylaws.
- (6) REALTOR® -Emeritus Members.** A REALTOR® Member, who has achieved forty (40) cumulative years of membership in the National Association of REALTORS® through membership in a local or state association, or as an individual member REALTOR®.
- (b) REALTOR-ASSOCIATE® Members.** REALTOR-ASSOCIATE® Members shall be individuals who are engaged in the real estate profession other than as principals, partners, corporate officers or branch managers and do not qualify for or seek REALTOR® Membership as described in Article V, Section 2 (b). Salespersons and other associates of a real estate office shall be eligible for REALTOR-ASSOCIATE® Membership if they are employed by, or affiliated as an independent contractor with, a REALTOR® Member as provided in this Article. REALTOR-ASSOCIATE® Members may transfer to REALTOR® Membership by meeting the requirements for such membership set out in Article V.

**(1) Primary and secondary REALTOR-ASSOCIATE® Members.** An individual is a Primary Member if the Association pays state and National dues based on such Member. An individual is a Secondary Member if state and National dues are remitted through another association. One of the principals in a real estate firm must be a Designated REALTOR® member of the Association in order for licensees affiliated with the firm to select the Association as their “primary” association. A primary or Secondary Member shall maintain a current, valid real estate broker or affiliate broker license from any state, or be licensed or

certified by an appropriate regulatory agency of any state to engage in the appraisal of real property; however, a Primary Member must maintain said licensing or certification from Tennessee or state contiguous thereto.

**(c) Institute Affiliate Members.** Institute Affiliate members shall be individuals who hold a professional designation awarded by an 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 hold office. Such member shall be encouraged to abide by the principles established in the Code of Ethics of the National Association of REALTORS® but is not subject to disciplinary authority of this Association with regard to conduct inconsistent with the Code of Ethics; however, such member shall be subject to disciplinary action to the extent provided in Section 18 of Article VI. Such member shall abide by the Charter, Bylaws and Rules and Regulations of the Association, the Constitution and Bylaws of the Tennessee Association of REALTORS® and the Constitution and Bylaws of the National Association of REALTORS®. Any such individual, if otherwise eligible, may elect to hold REALTOR® or REALTOR-ASSOCIATE® membership, subject to payment of applicable dues for such membership.

**(d) Affiliate Members.** Applicants for Affiliate Member shall be individuals who, while not engaged in the real estate profession as defined in Sections 1 (a) and (b) of Article IV, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Association. There shall be two categories of Affiliate Members:

**Primary Affiliate:** A Primary Affiliate membership includes one membership.

**Individual Affiliate:** An Individual Affiliate membership is for a solitary employee applicant under a Primary Affiliate membership.

**(e) Public Service Members.** Public Service Members shall be individuals who are interested in the real estate profession as employees of or affiliated with educational, public utility, governmental or other similar organizations, but are not engaged in the real estate profession on their own account or in association with an established real estate business. A Public Service Affiliate Member shall also meet the qualifications for “Affiliate Member” as set forth in Section 1 (d) of Article IV.

**(f) Honorary Members.** Honorary Members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for the Association, or for the public.

**(g) Student Members.** Student Members shall be individuals who are seeking an undergraduate or graduate degree with a specialization or major in real estate at institutions of higher learning, and who have completed at least two years of college and at least one college level course in real estate, but are not engaged in the real estate profession on their own account or not associated with an established real estate office.

**(g) REALTOR® Members (retired).** A REALTOR® Member shall be eligible for the status of REALTOR® Member (retired) if he is over 62 years of age and has completed 15 years as a member in good standing in the Association, taking into account his years of membership in any classification; he no longer holds a current license as a real estate broker or affiliate broker; and he has achieved a satisfactory record as an Association member.

**(h) REALTOR-ASSOCIATE® Members (retired).** A REALTOR-ASSOCIATE® Member shall be eligible for the status of REALTOR-ASSOCIATE® Member (retired) if he is over 62 years of age and has completed 15 years as a member in good standing in the Association, taking into account his years of membership in any classification; he no longer holds a current license as a real estate broker or affiliate broker; and he has achieved a satisfactory record as an Association member.

**Section 3.2.** Application for membership shall be made in such manner and form as may be prescribed by the Council. The application form shall contain a signed statement agreeing to abide by the Bylaws of the Council and the Code of Ethics of the National Association of REALTORS® as from time to time amended. The Council may adopt a reasonable application fee which shall be required to accompany each application for membership and which shall become the property of the Council upon final approval of the application.

**Section 3.3** Members of the Council may withdraw from Council membership by giving the Council thirty (30) days written notice and may reapply to the Council by making formal application in the manner prescribed for new applicants for membership provided all past dues and fees are fully paid.

## **ARTICLE IV**

### **DUES**

**Section 4.1** Dues and fees for membership in the Council shall be as determined, and as amended from time to time by the Board of Directors of the Council.

**Section 4.2 Annual Dues.** Annual dues are due and payable on the fifteenth of November preceding the calendar year for which services will be rendered. No refund or pro-ration of dues will be made by reason of termination of membership.

**Section 4.3 Non-Payment of Dues.** If dues are not paid within one month after the published due date, the member may be suspended from membership by the Council Board of Directors at its discretion; if not paid within two months after due date, membership may either be suspended or terminated at the discretion of the Council Board of Directors; and if not paid within three months after due date, membership shall automatically terminate and can be reinstated only by a majority vote of the Council Board of Directors after all dues have been brought current.

**Section 4.4 Other Charges.** Other charges may be established by the Council Board of Directors from time to time and promulgated to the membership by separate directive to defray the costs of identifiable administrative procedures.

**Section 4.5 Deposits and Checking Accounts.** Any monies received by the Council for any purpose shall be deposited to the credit of the Council in a financial institution or institutions selected by resolution of the Council Board of Directors. MAAR is responsible for holding and accounting for Council monies.

**ARTICLE V**  
**BOARD OF DIRECTORS**

**Section 5.1. Board of Directors**

- A. The business, affairs and policies of the Council shall be governed by a Board of Directors consisting of representatives from each of the following Institute Affiliate Chapters: Memphis CCIM Chapter, Tennessee RLI Chapter, IREM Memphis Chapter #20, and the Memphis Chapter of SIOR. The Chapter representatives shall be a member in good standing of the Commercial Council and the Chapter president or a member of that organization's governing body as appointed by that Chapter's president. Additionally, there shall be six Council member representatives elected by the Council membership, three of which shall be elected annually and shall serve two year terms. Additional Directors shall include one member of the MAAR Board of Directors as designated by the MAAR president; and the Immediate Past President of the Council's Board of Directors who shall serve ex-officio with vote. Terms of the elected Board of Directors shall be two years each, with all other Directors terms being for one year.
- B. The Council Nominating Committee shall oversee the election process for those directors elected by the membership
  - C. The officers of the Council shall be a President, President-Elect, and Secretary-Treasurer. The Board of Directors shall elect the President-Elect and Secretary-Treasurer. The President shall be the previous year's President-elect, who will succeed to the office of President on January 1.
- D. Election of the President-Elect
  - (1) There shall be a President-Elect, elected in the same manner and at the same time as the President for a term of one calendar year beginning on the January 1 following election. He shall be a member of the Board of Directors, with the right to vote during this time. It is intended that the President-Elect will ascend to the presidency on January 1 following the year as President-Elect, subject to approval by majority vote at the meeting as described below.
  - (2) Prior to the Council Election Party, the Council Staff Director shall notify the membership of the date, time and location of two special meetings of all those persons who are outgoing Directors, and who will be Directors of the Council for the following year, including the President-elect; provided, however, that no Director who is nominated, and accepts such nomination, for the office of President-Elect for the following year, shall be entitled to vote in the election of the President-elect for the following year. Said notice shall invite those persons eligible to serve as President-elect to submit in writing, by a specific deadline,

their interest in serving as President-elect for the following calendar year. Said notice may be electronically submitted, where permitted by state law.

- a. The first of the two special meetings shall take place no sooner than five (5) days following the Council Election Party. Said meeting shall be for the purpose of discussing and/or interviewing candidates who shall have submitted in writing by the required deadline their interest in serving as President-elect for the following calendar year (and for electing a Secretary-Treasurer as described in Section (E) below).
- b. The second of the two special meetings shall take place no sooner than two (2) days following the first special meeting. Said meeting shall be for the purpose of approval of the present President-elect to become President as set forth in this article, D(1) above, and for the purpose of election of the President-elect for the following calendar year; provided, however, that no outgoing Director who is nominated, and accepts such nomination, for the office of President-elect for the following year, shall be entitled to vote in the election of the President-elect for the following year.
- c. At the first special meeting, two-thirds (2/3) of the Directors present and voting may decide to waive the requirement of the second special meeting and proceed immediately to the approval of the present President-elect to become President as set forth in this article, D(1), and to elect the President-elect for the following calendar year in the manner described in (b) above.

(3) Election of the President-elect for the following year shall be by majority vote of such persons present and voting in such meeting, a quorum of 70 percent of those eligible to vote being present. Voting shall be by secret ballot. The President shall then inform the President-elect of his election and he shall appear before the Directors and officially accept the President-elect position.

(4) In the event of failure to elect a President-elect for the following calendar year, the current President-Elect immediately shall notify the membership of the dates, time and location of another two (2) special meetings of all those persons who will be Directors of the Association for the following year, including the President-elect, and outgoing Directors. Said meetings shall take place according to the same timeframe and for the same purposes outlined in Section 5.1 (D) (2) of Article V. The first of the two special meetings occurring no sooner than five (5) days following the first of the special meetings described in (1) above and all other processes and procedures following as in the first set of special meetings.

(5) The steps outlined in Section (3) above may be repeated as necessary until a new President-Elect is elected, provided that in the event of failure to elect a new President-elect by November 15, or following election, should it become necessary for the President-elect not to continue in that capacity, then the newly elected Vice President shall be designated President-elect.

(6) The President-elect shall have served previously on the Board of Directors. Special consideration shall also be given to the following qualifications in selecting a President-elect: reputation in the real estate profession and the community; experience and specialty designations for professionalism; past service as a Director, Officer, or committee chairman of the Council and effectiveness while serving in these positions; past leadership in MAAR and the state and national real estate association or their affiliates; civic or religious leadership in the community; and willingness to serve. No individual who has been elected to serve on the Board of Directors for the coming year shall be eligible for nomination or election to the office of President-elect; however, an outgoing Director shall be eligible for election to the office of President-elect for the coming year.

(7) If the President-elect is not approved to ascend to the Presidency, the electing body as defined in Section 5.1 (D) (2) of Article V shall remove the President-elect from office and shall appoint from without the incoming Board of Directors a President-elect who will ascend to the presidency on January 1 for the following year shall be by majority vote of such persons present and voting in such meeting, a quorum of 70 per cent of those eligible to vote being present. Voting shall be by secret ballot. The President shall then inform the President-Elect of his election and he shall appear before the Directors and officially accept the President-Elect position.

E. Election of Secretary-Treasurer. A Secretary/Treasurer shall be elected by those persons present who will be Directors of the Council for the following calendar year, including the President-Elect for the following year, and by those persons present who are outgoing Directors. A REALTOR® Member who will be a member of the council Board of Directors for the upcoming year is eligible for nomination and election to the office of Secretary-Treasurer. No individual shall serve as Secretary/Treasurer for two consecutive years.

F. Any vacancy not otherwise provided for in these Bylaws may be filled for the unexpired term by majority vote of the Council Board of Directors.

G. The President and President-Elect of the Council must hold REALTOR® or REALTOR-ASSOCIATE® membership in MAAR.

**Section 5.2. Duties of Officers and Directors.** The duties of the Officers and Directors shall be as follows:

- A. The President shall be the chief executive officer of the Council and shall preside at its meetings and those of the Board of Directors, and shall perform all the duties of President subject to declared policies and, as required, subject to confirmation of the Board of Directors. The President shall only vote on Board of Directors matters in the event of a tie.
- B. The President-Elect shall, in the absence of the President, perform all of the duties of the President.

- C. The Secretary-Treasurer shall assure that meeting minutes are properly prepared; assure that all reports are properly distributed to the Board of Directors; and shall serve as Parliamentarian as needed. The Secretary-Treasurer shall provide to all members of the Board of Directors a quarterly statement of all accounts and financial affairs for the Council.
- D. The Board of Directors of the Council shall be the governing body of the Council and shall have control of all affairs of the Council and shall authorize all expenditure of funds, in accordance with MAAR financial procedures. The Council Board of Directors shall, prior to the end of each fiscal year, prepare a budget reflecting projected costs and expenses of the Council for the next fiscal year, indicating projected income from all sources. The Council Board of Directors shall not incur any financial obligation over the total budget without the authorization by vote of the MAAR Board of Directors. The Council Board of Directors shall have the right to make an audit of all books and accounts of the Council at any time without notice to the MAAR Board of Directors or the Treasurer of the Council. The Council Board of Directors shall have the power from time to time to adopt such Rules and Regulations that they may deem appropriate subject to final approval of the Board of Directors of MAAR®. Except as otherwise provided in these Bylaws and Rules and Regulations, the action of the Council Board of Directors shall be final
- E. The Council Executive Committee shall consist of the President, the President-Elect, and the Secretary-Treasurer and shall have such authority as the Council Board of Directors deem desirable except as otherwise provided by law.

**Section 5.3 Council Nominating Committee.** Each year, provided that the Council is notified by MAAR at least forty-five days prior to the first meeting of the MAAR Nominating Committee, a Council Nominating Committee shall be appointed by the Council Board of Directors thirty days prior to the first meeting of the MAAR Nominating Committee. The Council Nominating Committee shall consist of five (5) members, four (4) of whom shall be REALTOR® or REALTOR-ASSOCIATE® Members and one (1) of whom shall be a MAAR Institute Affiliate Member.

The Council Nominating Committee shall prepare a slate of nominees based, at a minimum, on the number of Council Director vacancies to be filled for the coming year. The slate shall be submitted to the Council Board of Directors for approval. The slate shall be published at least twenty (20) days prior to the Council Annual Meeting of the Council members. Additional nominations for specific offices or positions may be submitted to the Nominating Committee Chairman provided that the Chairman receives the nomination in writing no less than ten (10) days prior to the Annual Meeting and the written nomination is signed by a minimum of 10% of the membership.

The Council Nominating Committee shall also nominate two candidates to run against each other on the MAAR Board of Directors ballot. The names shall be submitted for informational purposes only to the MAAR Nominating Committee prior to its first meeting each year, prior to their inclusion on the MAAR Board of Directors ballot.

**Section 5.4 Commercial Council Annual Meeting.** The Annual Meeting of the Council shall be held at least 30 days prior to the MAAR Annual Meeting at which time three new Council Directors shall be elected from the slate presented by the Council Nominating Committee. Election of the Council President, President-Elect, and Secretary by the outgoing Council Board of Directors and the newly elected/appointed Council Board of Directors, as defined in Section 5.1 hereof, shall occur as soon as possible after the Annual Meeting of the Council, and shall be presented to the MAAR Membership at the MAAR Annual Membership Meeting.

**Section 5.5 Voting.** Each Council Member shall be entitled to one vote, which shall be cast by official secret ballot in person or in absentia. Voting by proxy for a candidate shall not be allowed. Any Council Member may cast his written ballot in absentia signed by the Council Member, stating specifically the candidates for whom he wishes to cast his vote and providing his Real Estate Commission License number. Absentee ballots received without accompanying said license number will not be counted. The ballot must be received at the Association office twenty-four (24) hours prior to the opening of the polls.

## **ARTICLE VI**

### **ENFORCEMENT OF RULES**

**Section 6.1. Consideration of Alleged Violations.** The Council Board of Directors shall give consideration to all written complaints from members having to do with violations of the Rules and Regulations.

**Section 6.2. Violations of Rules and Regulations.** Any Member of MAAR may be reprimanded, fined, placed on probation, suspended, or expelled by the MAAR Board of Directors for a violation of the MAAR Bylaws and Association Rules and Regulations consistent with the MAR Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the Association, except for those violations described in the MAAR Bylaws, Article X, Section 7, which do not require such a hearing. Although Members other than REALTORS<sup>®</sup> and REALTOR-ASSOCIATES<sup>®</sup> are not subject to the Code of Ethics nor its enforcement by the Association, such Members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup> and conduct their business and professional practices accordingly. Further, Members other than REALTORS<sup>®</sup> and REALTOR-ASSOCIATES<sup>®</sup> may, upon recommendation of the Member Services Committee, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct, which in the opinion of the MAAR Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR<sup>®</sup>, REALTORS<sup>®</sup>, or REALTOR-ASSOCIATE<sup>®</sup> and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the Association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup>.

If the alleged offense is a violation of the Council bylaws and does not involve a charge of alleged unethical conduct or request for arbitration, it may be considered and determined by the Council Board of Directors, and if a violation is determined, the Council Board may direct the imposition of a sanction, provided the recipient of such sanction may appeal it to the Council Board of Directors.

**Section 6.3. Other Complaints.** All other complaints shall be referred by the Council to the Commercial Grievance Committee of MAAR for appropriate action in accordance with the professional standards and arbitration procedures established in MAAR's Bylaws

## **ARTICLE VII** **MEETINGS**

**Section 7.1. Meetings of the Council Board of Directors.** The Council Board of Directors shall meet for the transaction of business at a time and place to be determined by the Directors or at the call of the President. Seven Council Board members shall constitute a quorum. A majority vote by the Board of Directors present and voting at a meeting attended by a quorum shall be required for passage of motions.

Action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting if all directors so consent. The affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting is the act of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the Association records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Recommended motions or actions approved by a majority of the Council Board of Directors through electronic mail must be ratified at the next regularly scheduled Council Board of Directors meeting. This provision allows for actions by email without a meeting by unanimous consent (no member of the Council Board of Directors objects). If any one Director objects or wishes to discuss the matter, then a meeting would be required.

Meetings of the Council Board of Directors may be held electronically provided that the technology employed allows for simultaneous aural communication.

If a Director fails to attend three (3) meetings of the Directors in any given year of his term, he shall be removed from office as a Director, unless he has a medical excuse found to be acceptable by majority vote of all other Directors. Per these Commercial Council Bylaws, Article V: Board of Directors, Section 5.1 (F), "Any vacancy not otherwise provided for in these Bylaws may be filled for the unexpired term by majority vote of the Council Board of Directors."

**Section 7.2. Meetings of Council Members.** The Council Board of Directors may call meetings of the members of the Council to be known as meetings of the MAAR Commercial Council. For the transaction of business, ten percent (10%) of the Council Members shall constitute a quorum for the transaction of business at any meeting of the members. There shall be an Annual Election meeting held at least 30 days prior to the MAAR Annual Meeting each year.

**Section 7.3. Conduct of the Meetings.** The President or President-Elect shall preside at all meetings or, in his/her absence, a temporary Chairman from the membership of the Council shall be named by the President or, upon his failure to do so, by the Council Board of Directors.

**Section 7.4 Membership Meetings.** At any scheduled membership meeting, with ten (10) days prior written notice to the membership, any business may be transacted by a majority vote of the members present, providing a quorum is present, except that amendments to the Bylaws may not be considered.

## **ARTICLE VIII** **AMENDMENTS**

**Section 8.1. Procedures.** These bylaws may be amended from time to time by a majority vote of the members at the Annual Council Election meeting or Special Council Meeting called for the purpose, at which a quorum is present, subject to final approval of the Board of Directors of MAAR.

**Section 8.2. Notice.** In all cases, a copy of the proposed amendments shall be mailed, transmitted or otherwise delivered to all members at least ten (10) days prior to the date of the Annual Council Election Meeting or Special Council Meeting at which the proposed amendment(s) is to be acted upon, which notice shall state date, time and place of such meeting and the substance of the proposed amendment.

**Section 8.3. Required Vote.** Adoption of any amendment shall require a majority vote of the members present and entitled to vote at which a quorum is present. Upon consideration of a proposed amendment at any such meeting, amendments germane thereto may be offered from the floor by any member present and entitled to vote and may be acted upon at the same meeting, providing the amendments are germane to the proposed amendment and fall within the scope of notice.

**Section 8.4. Effective Date of Amendments.** All amendments shall take effect on the date of their adoption unless otherwise stipulated in the meeting announcement.

## **ARTICLE IX** **COMMITTEES**

**Section 9.1. Appointment and Composition.** The Council Board of Directors President shall have authority to appoint, subject to confirmation by the Council Board of Directors, standing and special committees, except the Nominating Committee, which is appointed by the Board of Directors, to carry out the work of the Council. Each committee shall consist of three (3) or more members in addition to a Chairperson, except for the MAAR Commercial Information Exchange Committee, which shall consist of four (4) or more members in addition to a Chairperson as described below. The President shall appoint a Chairperson, and may appoint a Vice Chairperson, for each committee, except the Nominating Committee.

**Section 9.2. Attendance.** Any committee member who fails to attend three successive regular or special meetings of the committee, without an excuse acceptable to the Chairperson of that committee, shall be deemed to have resigned from that committee and the vacancy shall be filled as hereinafter provided.

**Section 9.3. President.** The Council President shall be an ex-officio member, with voice but without vote, of all committees, except the Nominating Committee, of which the President is neither an ex-officio member nor voting member, and shall be notified of their meetings.

**Section 9.4 Special Committees.** Special Committees may be appointed from time to time as the President deems necessary.

**Section 9.5 Standing Committees and Sub-Committees.** There shall be the following standing committees and sub-committees:

- Awards & Recognition Committee
- Education & Networking Committee
- Nominations Committee

Commercial Information Exchange Committee – The committee shall consist of a minimum of four (4) REALTOR® or REALTOR-ASSOCIATE® members plus the chairman. The Committee members so named shall serve staggered two (2) year terms.

Commercial Legislative Affairs Sub-Committee: The Commercial Legislative Affairs Sub-Committee is a sub-committee of the MAAR Governmental Affairs Committee and will monitor government, legislative and regulatory issues, advise the MAAR Governmental Affairs Committee as appropriate and work with MAAR in representing Council members on matters of importance to the commercial real estate industry. The Commercial Legislative Affairs Sub-Committee Chairman shall serve as a voting member of the MAAR Governmental Affairs Committee. In the event of a conflict between the Commercial Legislative Affairs Sub-Committee and the MAAR Governmental Affairs committee regarding the public position to be taken by MAAR, the two groups shall meet to come to an agreeable solution.

Chairmen of committees shall be appointed by the MAAR Commercial Council President subject to approval by the Council Board of Directors.

## **ARTICLE X** **MISCELLANEOUS**

**Section 10.1 Awards.** Any award or plaque established by the Board of Directors shall not be copied, duplicated or purchased by members for any reasons.

**Section 10.2 Policies.** The actions of any Committee or the Council Board of Directors involving policy matters shall be submitted for consideration to MAAR’s Board of Directors. The Council membership, committees, and Board of Directors shall operate in accordance with MAAR policy.

**Section 10.3. Use of Funds and Dissolution.** The Council shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of its funds shall be distributed to the members of the Council. On dissolution of the Council, any funds remaining shall be

distributed to one or more regularly organized and qualified professional societies, trade, or charitable, educational, or philanthropic organizations to be selected by the MAAR Board of Directors.

**Section 10.4.** As used herein,, all references to an individual person shall include the plural; the masculine includes the feminine or neuter gender.

## **ARTICLE XI**

### **RULES OF ORDER**

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