

BY-LAWS
of the
Western New York Chapter
of The New York State Commercial Association of REALTORS®, Inc.

PREAMBLE

“Under all is the land”, and from it come the basic elements of our existence: food, clothing, and shelter. It is incumbent upon us, as REALTORS®, to provide informed professional service to the community, to help in making decisions which affect this most important asset. In order to foster and develop a more knowledgeable membership in the area of commercial and investment property, the New York State Commercial Association of REALTORS® hereby establishes the Western New York Chapter of NYSCAR. The chapter is to be governed by the following By-Laws, subject to and in compliance with the Constitution and By-Laws of the New York State Commercial Association of REALTORS®, Inc., the New York State Association of Realtors and the National Association of Realtors, as same may be from time to time amended.

ARTICLE I - NAME

The name of this organization shall be the **Western New York Chapter of The New York State Commercial Association of REALTORS®, Inc.**

ARTICLE II - JURISDICTION

Section 1:

The jurisdiction of the Western New York Chapter of NYSCAR is the geographic area of Erie, Niagara, Orleans, Genesee, Wyoming, Allegany, Cattaraugus, & Chautauqua counties.

Section 2:

The Chapter shall operate as a voluntary and nonprofit organization.

ARTICLE III - OBJECTIVES

The objectives of this Chapter shall be:

- A. To foster and develop a knowledgeable membership in the marketing of commercial, industrial and investment property through educational programs.
- B. To encourage and facilitate cooperation among brokers engaged in marketing commercial, industrial and investment real estate as a service to the public.
- C. To foster sound, prudent and ethical practices as they relate to marketing commercial, industrial and investment real estate by encouraging and promoting adherence to the National Association of **REALTORS®** Code of Ethics and Standards of Professional Practice by our members.
- D. To promote sound public policy supportive of the real estate industry.
- E. To further the interests of real property ownership.

ARTICLE IV - MEMBERSHIP

There shall be four classes of Members as follows:

A. **REALTOR®** Membership (herein after called **REALTOR®** Members) in the Chapter is open to any licensed real estate broker, salesperson or appraiser, who holds membership, and remains in good standing, in the New York State Commercial Association of REALTORS®, the New York State Association of REALTORS®, Inc. and National Association of REALTORS®.

B. **Institute Affiliate** Membership in the Chapter is open to any individual who holds Institute Affiliate Membership in NYSCAR, the New York State Association of REALTORS® and the National Association of REALTORS®. They shall not be eligible to vote or hold elective office in the Chapter.

Institute Affiliate Members who choose to pay dues in the amount required for REALTOR® membership will be considered Institute Affiliate Supporting members, which will allow them to receive benefits and services approved by the Board of Directors, as well as voting privileges and the right to hold elective office, including but not limited to President Elect and President. In addition the requirements of Article XI, Section 2, A. of the Bylaws of the New York State Commercial Association of Realtors®, Inc. which provide that dues shall be based on the number of real estate salespersons and licensed or certified appraisers employed by or affiliated with the Institute Affiliate Supporting member's firm shall not apply.

C. **Affiliate** Members shall be other individuals or firms who, while not engaged in the real estate profession as defined in paragraphs (A) or (B) of this section, have interests requiring information concerning Commercial and Investment real estate, and are in sympathy with the objectives of the Chapter. They shall not be eligible to vote or to hold elective office in the Chapter, except that Affiliate Members shall be eligible to vote for or hold the elective office of Affiliate Board Member

D. **Honorary** Members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for this Chapter, or for the public. They shall not be eligible to vote or hold elective office in the Chapter.

ARTICLE V - MEMBERSHIP QUALIFICATION

In order to become a Member of the Chapter, an applicant must comply with the Article V of the By Laws of the New York State Commercial Association of REALTORS® and pay all required dues.

ARTICLE VI - DUES

Section 1: Applicants shall pay NYSCAR dues upon application for membership. Existing members shall pay NYSCAR dues annually upon invoice. The term “NYSCAR dues” shall, for purposes of this section, include dues for NATIONAL ASSOCIATION OF REALTORS®, the NEW YORK STATE ASSOCIATION OF REALTORS®, the NEW YORK STATE COMMERCIAL ASSOCIATION OF REALTORS®, and the Chapter. Any proration of dues shall be in accordance with NYSCAR By laws and policy.

Any member whose dues are unpaid as of February 1st, shall have all services suspended until such dues are paid. Any member whose dues remain unpaid as of March 1st, shall be dropped from membership without any action of the Board of Governors of NYSCAR or the Board of Directors of the WNY Chapter. Former members may only be readmitted to membership after filing a new membership application and paying dues that were in arrears plus any current year’s dues.

Section 2:

The annual chapter dues shall be established by the Board of Directors on or before their September meeting.

ARTICLE VII - BOARD OF DIRECTORS

Section 1:

The management of the Chapter shall be vested in the Board of Directors, acting by a simple majority vote of the Realtors serving on the Board except as otherwise provided in these by-laws.

Section 2:

The number of members of the Board of Directors shall be eight. The Board of Directors shall consist of the President, the most recent Past President who is willing and able to serve, and six (6) REALTOR® Directors, all elected in accordance with Article X of these By-Laws. The President-Elect shall sit as a non-voting, ex-officio member of the Board of Directors. This shall not affect the rights of the President-Elect to vote if he or she is also a Director.

Section 3:

A. REALTOR® Directors- REALTOR® Directors shall be REALTOR® members of the Chapter in good standing at the time of their appointment or election, and must remain in good standing throughout their term. REALTOR® Directors shall serve for three (3) year terms, or until their successors are designated and qualified; provided, however, that at the 2018 meeting for the election of or appointment of the REALTOR Directors, individuals shall initially be elected in equal numbers to terms of one, two, and three years respectively, and at each annual meeting for the election or appointment of REALTOR Directors thereafter to fill the positions then expiring, individuals shall be elected or appointed to three-year terms.

B. Affiliate Directors- The Chapter shall have two Affiliate Directors, who shall be advisory directors. Affiliate Directors shall be Affiliate Members of the Chapter in good standing at the time of their appointment or election, and must remain in good standing throughout their term. Affiliate Directors shall have the right to receive all notices of Board of Directors Meetings but shall not have the right to vote. Failure to notify an Affiliate Director of a Board of Directors meeting shall not invalidate any action taken at such meeting. Affiliate Directors shall serve for two (2) year terms, or until their successors are designated and qualified; provided, however, that at the 2018 meeting for the election of or appointment of the Affiliate Directors, individuals shall initially be elected in equal numbers to terms of one and two years respectively, and at each annual meeting for the election or appointment of an Affiliate Director thereafter to fill the position then expiring, an individual shall be elected or appointed to a two-year term.

Section 4:

A. Regular Meetings. The Board of Directors shall meet at times and places established by the Chapter's Board of Directors.

B. Special Meetings: The President may, or upon written or electronic request of three (3) other members of the Board of Directors shall, call a Special Meeting of the Board of Directors at any time and place. Such meeting may take place by conference call. Notice of such meeting shall be sent to the members of the Board of Directors no less than three (3) business days prior to the date of such meeting. The purpose of the meeting shall be outlined in the notice.

If an issue arises requiring immediate action of the Board of Directors, such that the notice provided for in the prior paragraph would prevent the Board from acting in a timely manner, the President may call an Emergency Special Meeting of the Board of Directors by email, telephone or text notice to all members of the Board of Directors no less than 24 hours prior to the meeting. In order to be valid, an email or text notice must be confirmed. A telephone call leaving a message shall be considered sufficient notice to any Director not confirming receipt of a text message or email.

Section 5:

Quorum. For Regular and Special Meetings, including Conference Phone Call Meetings, a simple majority of the Board of Directors shall constitute a quorum.

Section 6:

Attendance: Three (3) unexcused absences per year from the regular monthly meetings of the Board of Directors, or a failure of a member of the Board of Directors to attend a minimum of six (6) regular meetings during the fiscal year, shall constitute a resignation, unless the absentee shall submit a reason for such absences which shall be acceptable to the Board of Directors.

Section 7:

All newly elected Officers and Directors shall take office on January 1st of the year following their election.

ARTICLE VIII - OFFICERS

Section 1: Day to day responsibility for Chapter operations shall be the responsibility of the Officers.

Section 2: The officers of the Chapter shall be the President, the President-Elect, the Vice President, the Treasurer and the Secretary. In case of a vacancy in any office other than the President or President Elect, such vacancy shall be filled, for the unexpired term, by majority vote of the Board of Directors. In the case of a vacancy in the office of President, the Vice-President shall fill the unexpired term of the President and then, upon the expiration of such term, the President-Elect shall serve as President in his or her own right. In the case of a vacancy in the term of the President-Elect, the Board shall call a special election by the Membership, to be held at the second general membership meeting following the occurrence of the vacancy for the purpose of electing a new President Elect. Nominations shall be made by the Nominating Committee and the names of Nominees shall be provided in the notice of Special Election. Nominations may also be taken from the floor at said Special Election. Such election otherwise be in accordance with the provisions of Article X of these By Laws.

The President, if elected while serving as a member of the Board of Directors in another capacity, shall vacate his/her position as a Director to serve as President. The vacancy on the Board of Directors caused by such election shall be filled according to Article X, Section 7, of these By-Laws.

Section 3: At the 2018 meeting for the election of officers, the membership shall elect a President and a President-Elect. The President elected in 2018 shall serve as President in 2019. The President-Elect elected in 2018 shall serve as President in 2020. Beginning with the election of 2019 and thereafter, the membership shall elect only a President-Elect, who shall serve as President in the year following his or her term as President-Elect.

Section 4:

Each year, the Board of Directors shall elect, to a one (1) year term, a Vice President, Secretary and Treasurer from amongst the duly elected members of the Board of Directors. The Vice President, Secretary and Treasurer, when elected to office, shall not vacate their positions as directors.

Section 5:

The President of the Chapter shall, by virtue of the office, become a member of the Board of Governors of the New York State Commercial Association of REALTORS®, Inc.

Section 6:

Funds of the chapter shall be deposited in the treasury of the Chapter by the Treasurer and shall be segregated for the use of the Chapter. The Treasurer shall make due accounting to the Board of Directors of the Chapter.

ARTICLE IX - NOMINATING COMMITTEE

Section 1:

The Nominating Committee shall consist of at least three (3) Realtor members, at least one of whom shall be a member of the Board of Directors, and one Affiliate member who shall serve in an advisory capacity. The President shall appoint a Chairman of the committee who shall be a Realtor Director. The Nominating Committee shall be appointed no later than the September meeting each year.

Section 2:

For purposes of the election in 2018, it shall be the duty of the Nominating Committee to nominate a candidate or candidates for the office of President and a candidate or candidates for the office of President-Elect. Thereafter, it shall be the duty of the Nominating Committee to nominate a candidate or candidates for the office of President-Elect of the Chapter in the annual election and, in the event that a President-Elect cannot complete his term, for purposes of a special election as described in Article VIII, Section 2.

Section 3:

Board of Directors: It shall be the duty of the Nominating Committee to nominate a candidate or candidates for each position to be filled in the subsequent election of Directors for the Chapter.

Section 4: Affiliate Directors: It shall be the duty of the Nominating Committee to nominate a candidate or candidates for Affiliate Director in the subsequent election.

Section 5: The Chairperson of the Nominating Committee shall call a meeting or meetings at the Chairperson's discretion for the purpose of determining candidates.

Section 6: A report of the Committee shall be made at the General Meeting in November prior to any election. Notice of said nominations together with ballots shall be mailed either electronically (email) or by first class mail or both to each member of the Chapter at least ten (10) calendar days in advance of the annual meeting, at which time such elections will be held. Members may submit absentee ballots.

Section 7: Additional nominations may be made from the floor at the annual meeting.

Section 8: The report of the Nominating Committee and any additional nominations shall be read at the annual meeting before the ballots are cast, for the information of the members.

ARTICLE X - ELECTION OF PRESIDENT, PRESIDENT-ELECT & BOARD OF DIRECTORS; REMOVAL FROM OFFICE

Section 1:

The election for President to be held in 2018 and the annual election of the President-Elect and the elected REALTOR® and Affiliate Directors of the Board of Directors shall take place at the Annual Meeting of the Chapter. Special elections may take place at any regular or special meeting provided notice is given as required by these bylaws.

Section 2:

Every "REALTOR® Member," as defined in Article IV, Section A, and every Institute Affiliate Supporting member as defined in Article IV, Section B who is a member in good standing shall be entitled to one (1) vote for President (in the election held in 2018 only), one vote for President-Elect and one vote for each Realtor Director .

Affiliate members shall vote only for Affiliate Directors. Each Affiliate member shall be entitled to one (1) vote for each Affiliate Director. Realtor members shall not vote for Affiliate Directors.

The election shall be by secret written ballot if more than one (1) person has been nominated for any vacancy in the Board of Directors.

Section 3:

The President shall appoint three (3) tellers who shall make a tabulation of the ballots and report to the membership the results of the votes cast. Tellers shall not be members of the Nominating Committee and may be appointed without regard to their membership class. The candidate for President (in the election of 2018) and the candidate for President-Elect receiving the highest number of votes for that position shall be declared elected. The members receiving the highest number of votes for the positions available on the Board of Directors shall be declared elected. The tellers will so certify in writing the results of the election to the Secretary of the Chapter, submitting the number of ballots cast for each nominee.

Section 4:

In the event of a tie for any elective position, a second or subsequent ballot shall be held until one candidate receives a plurality of the votes of the members entitled to vote for the position in question. Such additional ballots shall be held at the Annual Meeting. Absentee Ballots shall not be counted in such second or subsequent balloting.

Section 5:

Upon the close of voting, the Election Tellers shall rank the candidates by the largest number of votes received. This shall be maintained as a permanent record by the Secretary for the purpose of filling a future vacancy on the Board of Directors. Should a vacancy in the Board of Directors need to be filled, the Secretary shall certify to the Board of Directors the candidate who received the next highest number of votes in the last election, who is still a member in good standing, and who is willing and able to serve as Director. That candidate shall fill the unexpired term of the vacating Director. Should there be no candidates remaining from the last election, then the Board of Directors shall elect by majority vote a member to fill the unexpired term.

Section 6:

The voting members of the Board of Directors, may, upon unanimous vote of all such Directors then holding office, remove the President, President Elect or any Director or Officer from office on grounds of conviction of a felony, conviction of a misdemeanor or a determination by the Board of Directors that said officer's acts or omissions are detrimental to the purposes or reputation of the Chapter.

ARTICLE XI - FISCAL AND ELECTIVE YEARS

The fiscal year and elective year of the Western New York Chapter of the New York State Commercial Association of REALTORS® shall run from January 1st until December 31st of any year.

ARTICLE XII - COMMITTEES

Section 1:

Standing Committees. The Board of Directors shall establish such committees as shall be necessary to carry on the work of the Chapter. The Standing Committees shall include the following: Program, Membership, Sponsorship (marketing) Finance and Communications.

Section 2:

Special Committees. Special Committees may be established by the Board of Directors to perform such services as may be assigned to them.

Section 3:

Candidates for membership of all committees shall be nominated by the President to the Board of Directors. All committees shall be appointed by and serve at the pleasure of the Board of Directors. Each committee shall have only such powers and duties as shall be delegated to it by the Board of Directors. Committees may consist of members of the Board of Directors or other persons, subject to applicable law.

**ARTICLE XIII
GENERAL MEMBERSHIP MEETINGS AND QUORUMS**

Section 1:

Rules of Order. Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Chapter, its Board of Directors and committees in all instances wherein its provisions do not conflict with these By-Laws or applicable law.

Section 2:

The Annual Meeting of the Western New York Chapter of the New York State Commercial Association of REALTORS® membership shall be held at a time and place designated by the Board of Directors of the Chapter. Other regular meetings of the membership shall be held at a time and place as designated by the Board of Directors of the Chapter. Special meetings of the membership may be called by the Board of Directors of the Chapter from time to time. Meetings shall be open to non-members only by invitation of the Board of Directors or President.

Section 3:

The quorum at any meeting of members shall consist of the lesser of ten percent of the voting members or 100 voting members.

Section 4:

Written notice of each meeting of the members shall be given, personally, by mail, by facsimile telecommunications, or by electronic mail not less than 10 or more than 50 days before the date of the meeting, to each voting member. If mailed, such notice shall be deposited in the United States mail, with first-class postage thereon prepaid, directed to the voting member at his or her address as it appears on the record of voting member. If sent by facsimile telecommunication or electronic mail, such notice is given when directed to the voting member's fax number or electronic mail address as it appears on the record of members, or, to such fax number or other electronic mail address as filed with the secretary of the corporation.

Section 5:

The meeting notice for any special meeting shall include the agenda of the meeting. Any decisions made at a special meeting without such prior notice shall not be final until confirmed by the next Annual or Regular Meeting of the membership or at a subsequent special meeting following due notice of the action to be considered.

ARTICLE XIV - LIMITATION OF LIABILITY

Section 1:

The New York State Commercial Association of REALTORS® shall not assume any liability for expenditures or commitments of the Western New York Chapter of the New York State Association of REALTORS®, Inc. unless such expenditures or

commitments shall first have been approved by the Board of Governors of the New York State Commercial Association of REALTORS®, Inc.

ARTICLE XV - AMENDMENTS

Section 1:

These By-Laws may be amended by an affirmative vote of two-thirds (2/3) of the voting members present at any Annual Meeting, regular meeting, or at a special meeting called for that purpose, provided that such amendment shall have been submitted first to the Board of Directors of the Chapter and approved by the Board of Governors of the New York State Commercial Association of REALTORS® and provided further that thirty (30) calendar days' notice in writing shall have been given to all Chapter members of the intention to amend together with a copy of the proposed amendment.

ARTICLE XV - DISSOLUTION

Section 1:

Upon the dissolution or completion of the affairs of this Chapter, the Board of Directors, after providing payment for all obligations, shall distribute any remaining assets to the New York State Commercial Association of REALTORS®, Inc.

I HEREBY CERTIFY that the foregoing is a full, true and correct copy of the by-laws of the Western New York Chapter of The New York State Commercial Association of REALTORS®, Inc, as in effect on the date hereof.

, Secretary

Date

(Bylaws of the Western New York Chapter of the New York State Commercial Association of Realtors, Inc., approved by Chapter Board of Directors on _____, by NYSCAR Board of Directors at _____ meeting and by the general membership of the Chapter at its _____ annual meeting.)