

**BY-LAWS OF
THE CHARLOTTE METRO AREA RELOCATION COUNCIL**

November 17, 2016

These By-Laws supersede the By-Laws created in January, 2001 as amended in November, 2004 and as amended on November 5, 2015

ARTICLE I – NAME

The name of the organization shall be the Charlotte Metro Area Relocation Council. The authorized abbreviation shall be “CMARC”.

ARTICLE II – PURPOSE

Section 1. Purpose

CMARC is a not-for-profit 501c6 entity recognized by the Worldwide Employee Relocation Council and established to provide a local forum for discussion, problem solving, information exchange, and education regarding the relocation industry. CMARC shall conduct regularly scheduled meetings for the benefit of its members and invited guests to discuss issues, concerns, and trends related to the relocation industry for the purpose of mutual problem solving, awareness and professional growth.

Section 2. Non-solicitation

To satisfy the purpose of CMARC and maintain focus on its goal of providing a forum for education and information exchange, members are prohibited from directly soliciting business at CMARC functions or using the membership list for solicitation.

ARTICLE III – MEMBERSHIP

Section 1. Membership

There shall be three categories of membership in the Charlotte Metro Area Relocation Council:

1. Corporate Membership;
2. Service Membership; and
3. Individual Membership.

Section 2. Membership Eligibility

Corporate Membership shall be open to corporate employees who are responsible for or are regularly engaged in the relocation of their company’s employees or who have a non-commercial interest in

relocation and are interested in increasing their knowledge and education in relocation-related programs and issues. A company or organization shall not be limited to the number of Corporate Memberships.

Service Membership shall be open to persons who are directly or regularly engaged in providing employee relocation services. Service Membership shall be limited to a maximum of four (4) members per company or subsidiary company.

Individual Membership shall be open to persons employed in employee mobility related positions, or who otherwise have an interest in employee mobility or managed moves but do not work for either a corporation or a service organization. These individuals may include, but not be limited to, former relocation professionals or others who wish to join the workforce mobility and relocation industry and have an interest in furthering the goals and objectives of CMARC.

In order to maintain a reasonable balance of Corporate and Service memberships, new Corporate and Service Members shall be encouraged to sponsor a new corporate candidate.

With the ongoing intent to increase Corporate Membership, CMARC extends one free meeting pass to any prospective new Corporate Member.

Section 3. Admission to Membership

Applications shall be made in writing on a prepared form or electronically (via website) and submitted along with the annual membership dues to the CMARC Board of Directors for approval based on the applicant's eligibility as set forth in these By-Laws. Applicants shall be approved or denied by the membership chairperson and shall be notified via email within 30 days of receipt of the application.

As part of being an active member in good standing, online User IDs and passwords will be provided and remain active allowing members access to privileged areas of the CMARC web site. Active members may not share User ID's and/or passwords with other individuals.

Section 4. Termination of Membership

A. Through Resignation - Any member may voluntarily terminate its membership by filing a written resignation and submitting it to the Board of Directors at least thirty (30) days prior to the date the resignation is to become effective; in such instances, however, no pro-rata refund of membership dues shall be made.

B. Through Ineligibility – Any member who is determined, after a vote by a majority of the Board of Directors, to no longer meet the qualifications for membership shall be terminated within 30 days as a member.

C. For Cause such as violating any CMARC policy - Any member who is determined, after a vote by a majority of the Board of Directors, to no longer meet the qualifications for membership shall be immediately terminated as a member.

D. For Non-Payment of Dues - Membership shall be suspended for any member who fails to pay their annual dues within ninety (90) days of the billing date.

Upon termination of membership, all rights and privileges of membership shall cease. A terminated member's membership dues for that calendar year shall be forfeited.

Section 5. Reinstatement of Membership

Upon a written signed request by a former member to be reinstated and filed with the Board of Directors, the Board of Directors, by majority vote of all Members of the Board, may reinstate such former member to membership upon such terms and conditions as the Board of Directors may deem appropriate.

Section 6. Membership Tenure

The membership year shall begin based on the calendar year (1/1/ - 12/31).

The membership shall accrue to the company by which the member is employed, and such company may replace any member leaving their employ with a similarly qualified individual, as approved by the Board of Directors. The member who becomes so disassociated may re-apply for membership by taking a relocation position with another firm or by showing proper qualifications as an Individual Member.

Section 7. Membership Dues

Annual membership dues shall be due to CMARC in the first quarter for that calendar year. Annual dues shall be determined by the Board of Directors. This entitles the member to one membership and attendance at the CMARC meetings held in that calendar year.

The membership dues for members joining after July 1 of the calendar year shall be fifty percent (50%) of the current annual membership dues.

The Board of Directors shall establish the amount of membership dues for each year. Billing for the annual dues shall be made at least thirty (30) days prior to the due date.

Section 8. Membership Transfers

Corporate and Service Memberships are transferable from one person to another within a given company, providing the dues have been paid by the company. Should a member leave the employment of their organization, the Employer owns the membership and may reassign the active membership, pending application approval, to another authorized individual.

Section 9. Voting Rights

Each member shall have one (1) vote.
Voting may take place by a written or on-line ballot.
There shall be no proxies accepted.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. General Powers

The affairs of CMARC shall be managed by its Board of Directors.

Section 2. Number and Tenure

A. The Board of Directors should consist of up to twelve (12) members. The twelve (12) Directors shall hold office for a three (3) year term on a staggered basis and in such a manner so that four (4) terms expire each year.

B. In addition to the 12 member Board, the position of Chairperson shall be filled by the outgoing President or other retiring Director agreed to by the Board. The Chairperson's role is one of mentoring and will have a voting right only for the purpose of breaking a tie vote on Board actions.

Section 3. Eligibility of Directors

All Directors must be paid members of CMARC and actively employed/engaged within the relocation industry.

Section 4. Nomination and Election of Directors

The Nominating Committee chaired by the past President, (Chairperson), shall consist of four (4) members comprised of a mix of Corporate and Service / Individual Members selected by the Chairperson no later than September 1, of each year.

The nominating committee shall report on their selection to the Board of Directors at the Board Meeting prior to the 3rd quarter membership meeting. The nominating committee shall present the slate to the general membership at the third quarter meeting and post the nominees to the CMARC website.

Additional nominations for the Board of Directors may be submitted by any member of CMARC to the Nominating Committee for consideration.

Immediately following the presentation of the slate of candidates to the general membership in September, an email ballot shall be sent to the Voting Membership of record. A plurality vote shall elect the candidates.

Section 5. Qualifications

To be eligible as a Member of the Board of Directors, an individual must be a Member in good standing for at least six (6) months must have the ability to serve on a committee, and must be able to dedicate the appropriate time to CMARC needs and concerns. A Director retiring from the Board at the expiration of a three-year term shall not be eligible for re-election as a Director until the Annual Meeting of Members in the year following the year in which he or she retired.

Section 6. Limitation

A member may not be elected to the Board of Directors while another member of the same Company is serving as a Director unless approved by the Board.

Section 7. Resignation

Any Director, at any time, may resign by giving written notice of such resignation to the President. Such resignation shall be effective as of the date specified therein and if no date is specified, the resignation shall be effective upon receipt by the President.

Section 8. Vacancies

In the event a vacancy occurs on the Board of Directors, such vacancy shall first be offered to the individual defeated for the position in the election. If the individual offered the position is unable to accept the vacancy, the President may appoint a member to the position with the concurrence of the Board who shall serve for the unexpired term of his/her predecessor in office.

If a board member is displaced or changes employment to a non-member company, he/she may retain his/her position until the end of his/her term.

Section 9. Quorum

A majority of the whole Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present, the meeting will be adjourned.

Section 10. Removal

Any Director may be removed for cause by majority vote of the Board of Directors. Removal of a Director elected by members may be appealed to the membership. Reinstatement may be by a majority vote of the voting members in good standing.

Section 11. Alternate Board Member

An alternate board member position may be instituted to introduce and develop a new corporate board member to the board responsibilities. This board position is a one-year term of office and is by appointment with majority board approval. The alternate board member will attend all board meetings and will have voting privileges only in the absence of any one board member. An alternate board member can assume active roles other than officer duties and will be viewed as the logical replacement for regular board vacancies, under Article IV, Section 8, and Vacancies.

Section 12. Advisory Board Member

Beginning January 1, 2017 CMARC will create an Advisory Board which will consist of between 2 and 3 individuals who have served in a CMARC Board capacity. The Advisory Board will serve for a term of 2 years, attend one CMARC Board meeting, and support the President and Board of Directors from a historical perspective. Advisory Board nomination and selection will come from the CMARC Board of Directors.

ARTICLE V – OFFICERS

Section 1. Executive Officers

Officers of the Board of Directors shall be President, Vice President, Treasurer, and Secretary and shall be a diverse representation of the general membership. (Note: in accordance with Article V Section 4)

Section 2. Duties of the Executive Officers

President: The President shall be the Chief Executive Officer of the Organization. The President shall preside at all meetings and shall have the general powers to carry out the duties of the office including, but not limited to, the power to appoint committees, and to facilitate the business of the organizations.

Vice President: The Vice President shall preside over meetings in the President's absence. The Vice President shall oversee committee chairs and shall assume additional duties as designated by the President.

Treasurer: The Treasurer shall receive and give receipt for all monies due and payable to CMARC; shall deposit all monies in the name of the Charlotte Metro Area Relocation Council in a depository selected by the Board of Directors; shall pay all obligations of CMARC when due, shall maintain a set of financial records; shall deliver regular financial reports to the Board of Directors and the general membership; shall file an annual tax return if required; shall prepare the annual budget; and shall be the registered Agent of Record for the corporation.

Secretary: The Secretary shall keep the minutes of all meetings of the Board of Directors and of the general membership; shall be the Parliamentarian; and shall have charge of such other books, records and papers as the President may direct.

Immediate Past President: The Immediate Past President although not an officer of the Board, shall assume the title of Chairman and shall continue to serve on the Board for a one-year term to offer counsel and ensure continuity; shall chair the Nominating Committee for the Board of Directors and will have a voting right only for the purpose of breaking a tie vote on Board actions.

Section 3. Committees

Standing and special committees shall be established by the Board of Directors as deemed necessary to fulfill the goals of the Charlotte Metro Area Relocation Council.

The committee chairs shall be elected by the Board on an annual basis.

All board members shall either chair or co-chair a committee.

Section 4. Election of Officers

The Officers of CMARC shall be elected by the Board of Directors at the last Board meeting of the year, or at the first meeting of a new year. Nominees are to be selected from among the current Board of Directors. Newly elected Board Members are not eligible to vote in this election. The Nominating Committee (See Article IV, Section IV Nomination and Election of Directors) shall nominate at least one (1) candidate for each eligible office. Additional nominations may be made from the floor.

Voting shall be by written or e-mail ballot to either the Chairperson (past president) or a selected member of the nominating committee.

In any year the offices of President, Vice President, Secretary and Treasurer shall be a diverse representation of the general membership base.

The Board members who shall be nominated for Executive Officer positions shall have at least one (1) prior year of experience on the Board of Directors for CMARC.

Any Executive Officer position which shall become vacant during the year shall be filled by a majority vote of the remaining Board members for the unexpired term.

Section 5. Tenure

Officers shall be elected for a one-year term, with the exception of the Treasurer and Secretary who will be elected for a two-year term, and may be re-elected for additional terms. The official

term shall be for the period January 1 to December 31 of each year. The office and duties of the new Officers will be assumed on January 1.

Section 6. Removal of Elected Officers and Board Members

A majority of the voting membership may petition the Board for a review of and/or a removal from the office of any Board Member or Executive Officer prior to the end of their existing term.

A two-thirds (2/3) majority of Board Members voting shall be required for the removal of a Board Member or Executive Officer.

ARTICLE VI – MEETINGS

Section 1. Annual Meetings

The regular November meeting shall be considered the Annual Meeting.

Section 2. Regular Meetings

Regular meetings of the Council shall be held once a quarter unless otherwise voted by the Board to change the number of meetings. Location, time, and program content shall be announced to the membership with sufficient notice. Each meeting, excluding the holiday function must be eligible for at least one (1) CRP Credit in accordance with the educational requirements determined by Worldwide ERC.

At every meeting of the General Membership reports may be made by the Treasurer, appropriate officers, and committee chairs.

Corporate guests may attend one meeting at no charge prior to joining CMARC. A service provider or Individual may attend one meeting as a guest prior to joining CMARC for a fee to be determined by the Board.

Section 3. Special Meetings

Special Meetings may be called by the President, Board of Directors, or a majority of the Voting Membership.

Section 4. Quorum

A quorum for the transaction of business at any meeting of the membership shall be no less than twenty-five (25%) of the voting members of CMARC.

Section 5. Board of Directors Meetings

Meetings of the Board of Directors shall be held prior to each regular or special meeting of the Council, at the call of the President or at the call of a majority of the Board of Directors, provided, however, that written notice of the meeting is provided at least seven days prior to the meeting date.

A copy of the minutes of the last meeting of the Board of Directors as well as a Treasurer's report shall be posted to the website in the member only area following the Board Meetings.

The Board at its discretion may determine the number of times guests may be allowed to participate in regular CMARC functions without submitting an application for membership.

ARTICLE VII – RULES OF ORDER

The Members and Officers of the Charlotte Metro Area Relocation Council shall govern themselves in a reasonable fashion and in compliance with these By-Laws, and shall refer to Robert's Rules of Order to resolve any conflicts. A copy of which will be posted on the website.

ARTICLE VIII – AMENDMENTS TO THE BY-LAWS

The By-Laws may be altered, amended, and repealed and new By-Laws may be adopted by a two-thirds (2/3) majority of the entire Board of Directors and approved by a majority of the Voting Membership. Notification of changes in the By-Laws may be done at a General Membership meeting or through email notification. Approval of changes by the Voting Membership can also be done through email. Lack of an email response within 5 days of notification will be perceived as being an approval of the changes.

Article IX – BOARD COMPENSATION

CMARC Board of Directors, members, and officers shall not receive any stated salary or compensation for their services. However, the Board of Directors may allow the reimbursement of costs and expenses actually made for, on behalf of, or for direct benefit of CMARC by an Officer or Board of Directors Committee Members.

Article X – Insurance

The Board of Directors may obtain and pay for from dues and general proceeds insurance policies for general liability, events and/or Directors and Officers liability insurance (D & O Coverage) to cover acts and omissions of any Officers and/or Board of Director members while operating within the scope of their duties herein, and with such policy limits, deductibles and exclusions as the Board of Directors desires. CMARC shall indemnify any and all of its Board of Directors members or Officers, or former Board of Director members or Officers, against expenses such as but not limited to include court costs, attorney fees, travel costs, etc. actually and necessarily

incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made party(ies) of, by reason of having been a Board of Directors member or Officer.