

MODEL RLI CHAPTER BYLAWS

These Model Bylaws are approved and recommended by the Institute for all its Chapters, in conformity with the RLI Bylaw as approved by the RLI and NAR Boards of Directors, November 2003. It is recommended that chapters adopt these bylaws without reference to the national office by filling in the blanks and having your Chapter Board of Directors and chapter membership approve it.

Chapters that desire to merge, expand their jurisdiction, change their names or alter the chapter model bylaws in any way must obtain the approval of:

1. Chapter Board of Directors
2. Chapter Membership
3. Institute Board of Directors.

Note: Where chapters have merged and maintain an expanded jurisdiction the new name or abbreviations should be inserted in the blanks.

TEXAS RLI CHAPTER # 22

**BYLAWS FOR THE Texas RLI Chapter # 22
OF THE REALTORS® LAND INSTITUTE**

APPROVED by NAR:

Jan. 8, 2009

RLI Board of Directors September 10, 2009

ARTICLE I: NAME

Section 1. The name of this organization shall be the Texas RLI Chapter # 22 of the NATIONAL REALTORS® LAND INSTITUTE of the NATIONAL ASSOCIATION OF REALTORS and the Texas Association of REALTORS®.

Section 2. This chapter shall at all times conduct its affairs in conformance with the requirements of the charter and bylaws of the NATIONAL REALTORS® LAND INSTITUTE and to its duly constituted officers and Board of Directors.

Section 3. The jurisdiction of the chapter shall be the whole State of Texas.

ARTICLE II: OBJECTIVE

The objective of the chapter shall be to bring together REALTORS®, REALTOR-ASSOCIATES®, and/or licensed real estate professionals interested in the improvement of their professional competence in activities related to land, and to make known to the public and the real estate industry the five specialty areas of RLI:

- A. Brokerage of farms and ranches
- B. Brokerage of undeveloped tracts of land (e.g. recreational, timberland and other resources)
- C. Brokerage of transitional and development land
- D. Subdividing and wholesale brokerage of lots
- E. Site selection and assemblage of land parcels

To achieve this objective, the chapter shall seek:

- A. To increase membership growth and retention
- B. To secure and maintain the financial stability of the chapter.
- C. To develop and establish professional standards of practice in land specialties through the education of the Chapter members on the Code of Ethics of the REALTORS® Land Institute and to identify these members to the public
- D. To designate those members who have met rigid educational and experience requirements as "Accredited" members of the REALTORS® Land_Institute and to identify those members to the public
- E. To develop and implement systems to assist members in improving the marketing of the types described herein.
- F. To cooperate in the development of chapter and regional programs and to assist in their implementation

- G. To formulate recommendations to the membership, the Texas Association of REALTORS[®], and the NATIONAL ASSOCIATION OF REALTORS[®] for public policy affecting land.
- H. To advocate the wise use of the land and the reasonable rights and privileges of private ownership

ARTICLE III: MEMBERSHIP

Section 1. Members of the chapter shall be such individuals as may be duly elected by the Board of Directors of the chapter. However, in order to be eligible, the applicant must hold some form of membership in a local board of REALTORS[®], the Texas Association of REALTORS[®] or direct membership in the National Association of REALTORS[®].

Section 2. Members of this chapter shall be Active, Affiliate, and other membership types as approved by the REALTORS[®] LAND INSTITUTE and the NATIONAL ASSOCIATION OF REALTORS[®].

A. Active members of the chapter shall be those who may be duly elected by the Chapter's Board of Directors and shall have the following qualifications:

1. They must be REALTORS[®] or REALTOR-ASSOCIATE[®] members of the National Association, or hold Institute Affiliate membership in a member Board or Association. They must maintain active membership in the REALTOR[®] Land_Institute. They may vote and hold office.
2. They must abide by the Code of Ethics, rules and regulations and Bylaws of this chapter and the REALTORS[®] Land Institute.
3. They may have their principal office within or outside of the jurisdiction of the Chapter but only those members whose principal office is within the jurisdiction of the chapter may vote at membership meetings or hold elective office in the Chapter. Members whose principal office is outside the Chapter's jurisdiction are not counted in determining a Chapter's entitlement to additional national governors.

B. Affiliate membership Members may be open to those who have been duly elected by the Board of Directors, who are not Active Members but who are engaged in endeavors related to the objectives of the chapter and hold membership in a member board/association affiliated with the NATIONAL ASSOCIATION OF REALTORS[®]. They may vote but not hold office.

C. Other Membership Types

1. Accredited membership members shall consist of those Active Chapter Members or Honorary Members who have successfully earned the designation conferred by the REALTORS[®] Land Institute.
2. Honorary membership may be granted, by a two-thirds vote of the Board of Directors, to any Chapter member who has performed outstanding service for

the chapter. Honorary members are not necessarily National Institute Honorary or Life members. They may vote but not hold office.

3. Life Member. Life members shall be those individuals recognized by the Institute who have contributed extraordinary services to the Institute, and have been a continuously active, accredited or affiliate member for 20 years and are at least 70 years old, both immediately prior to nomination. An individual may be nominated by two members of the Institute or by the Texas Chapter.

Section 3. Additional qualifications for membership in the chapter, other than those expressed in these bylaws, may be required by the Board of Directors with the approval of a majority of the members of the Board of Directors present at any regular meeting and required of any applicant for membership received after the approval date of the changes, provided the requirements do not conflict with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS[®], the REALTORS Land Institute, or the Texas Association of REALTORS[®].

Section 4. Applications for membership shall be presented to the Board of Directors on such form as it approves. The application shall be voted upon at the next regularly called meeting of the Board of Directors, and admission shall be by a favorable majority vote of the directors, quorum required. No application for membership shall be denied by the Board of Directors except for failure to meet the qualifications for membership as established in these bylaws or by the Board of Directors as provided for herein.

Section 5. Upon election, and payment of required dues, Active or Affiliate members shall be enrolled by the Secretary of the Chapter who shall determine that the required dues have been paid for membership in the REALTORS Land Institute and Chapter.

Section 6. Membership shall be continuous from the date of enrollment and shall continue until the Chapter terminates the member or the member resigns from membership. The Board of Directors shall have the power to suspend or terminate any member who is sixty days delinquent in the payment of annual dues or other obligations owed to the Chapter or who fails to maintain any other prerequisite to membership in the Chapter, and upon termination the member shall be dropped from the membership rolls.

Section 7. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member who is resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 8. Any member may be suspended or expelled from the Chapter by a majority vote of the Board of Directors provided that (a) the member is given a fair hearing, including notice of the nature of the complaint and a reasonable opportunity to defend himself/herself; and (b) satisfactory evidence of a violation of any part of the bylaws, rules and regulations or the Code of Ethics is presented to the Board

of Directors. The Board of Director's decision finding a violation of the bylaws, rules and regulations or Code of Ethics can be reversed by a majority vote of members present at the next regular membership meeting.

ARTICLE V: STANDARDS OF PRACTICE

Section 1. The chapter shall subscribe to the Code of Ethics of the National Association of REALTORS[®], which shall be binding upon all members.

ARTICLE VI: DUES AND FINANCES

Section 1 Dues. Membership dues are billed by and payable to the Chapter.

- A. Annual Chapter_dues for all members of this Chapter shall be established by the Board of Directors and shall be payable in advance. The amount of dues may vary based upon the classes of membership and the status of the member. Dues are to be used to defray the operational expenses of the chapter and shall be in addition to any dues paid to other local, state or national organizations.
- B. Dues shall be payable on or before January 1 of each year. The membership year begins the first day of January and continues for twelve months. Annual dues are billed not later than thirty days prior thereto. Applicants are enrolled for twelve months as of the first day of the month following receipt of their applications subject to their having the necessary qualifications for membership. When they renew their membership, the dues amount will be prorated to adjust the billing date to January 1.
- C. Members shall pay dues in accordance with their membership classification. Texas Chapter Honorary and Life members shall pay no chapter dues but may be required to pay dues to the REALTORS[®] Land Institute.
- D. Chapter dues may be changed at a regular meeting of the Board of Directors by a two-thirds vote of the Directors present, provided thirty days written notice of the proposed dues change and its structure has been given to the chapter membership.
- E. The fiscal and elective year of the chapter shall be December 1 through November 30 as recommended by the NATIONAL REALTORS[®] LAND INSTITUTE.

Section 2. EXPENDITURES: The President and Treasurer must approve all expenditures in writing to be paid by the Chapter Management (TAR). The Board of Directors shall administer the finances of the Chapter. An annual operational budget for the fiscal year beginning December 1 shall be prepared and submitted to the Board of Directors for approval. From time to time, supplements to the budget for the current fiscal year may be submitted to the board for approval; however under no circumstance shall the Board of Directors incur any non-budgeted obligation in excess of 10% over the available cash on hand without the approval of a majority vote of the Chapter members. All expenditures to be presented to the Board of

Directors at their meetings in the Treasurer Report. The Board of Directors shall administer the finances of the chapter, but shall not incur any obligation in excess of \$1500 without the approval of a majority vote of the directors. Exception shall be Instructor Contract Agreements approved prior to courses sponsored by the chapter.

Section 3. DEPOSITS: All funds of the Chapter shall be deposited in the appropriate accounts of the chapter.

Section 4. GIFTS: The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest, sponsorship or advertisement, whether monetary or service oriented, for the chapters benefit or any special purpose.

Section 5. The chapter shall not assume liability for expenditures or commitments of individual officers, directors, committee chairman, vice chairman, committee members, or any chapter members unless such expenditures or commitments are budgeted or approved by the Board of Directors.

ARTICLE VII: OFFICERS AND DIRECTORS

Section 1. OFFICERS: The elective officers of the chapter shall be a President, President-Elect, Secretary, and Treasurer. (The offices of the Secretary and Treasurer may be combined) If there is an Executive Secretary, he/she shall be elected by the Directors and need not be a member of the chapter. Each officer position is for a two-year term.

Section 2. DUTIES: Duties of the officers shall be such as their titles by general usage would indicate or as stated in the Chapter's Standing Rules and such as may be assigned to them by the Board of Directors by the voting members. It shall be the particular duty of the Secretary to keep the records and carry on necessary correspondence, and keep current material for submission to the REALTORS® LAND INSTITUTE for chapter recognition.

Section 3. DIRECTORS: The government of the chapter shall be vested in a Board of Directors consisting of Eleven (11) Active or Accredited members entitled to vote and hold office and comprised of the following:

A. President, President-Elect, Secretary, Treasurer, and Immediate Past President.

B. Six (6) directors, one-third of whom shall be elected each year to serve a term of three years or until their successors are duly elected and qualified. At the first meeting, one-third shall be elected for a term of one year, one-third shall be elected for a term of two years and one-third to serve for a term of three years.

C. In addition thereto, the appropriate Regional Vice President of the REALTORS® Land Institute and the President of the Texas Association of REALTORS® shall be ex-officio directors.

Section 4. VACANCY: When a vacancy occurs in the Board of Directors, or an elected officer resigns, or is otherwise unable or unwilling to serve his/her elected term, such vacancy shall be filled by the Board of Directors at its next meeting. When a director or officer of the Chapter is unable or unwilling to discharge his/her assigned duties, the President shall have the authority to appoint another member to assume the responsibilities until such time as a replacement is designated by the Board of Directors. Any director who is absent from two consecutive regular meetings of the Board without acceptable written explanation will be deemed to have resigned his/her directorship and any elective office held.

Section 5. REMOVAL FROM OFFICE: In the event that an officer or Director is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the officer or Director may be removed from office in accordance with the following procedure:

- A. A petition requesting the removal of an officer or Director signed by a majority of the members of the Board of Directors shall be filed with the President, or if the President is the subject of the petition, with the next ranking officer. The petition shall set forth specifically the reasons the individual is deemed disqualified from further service.
- B. If a regular meeting of the Board of Directors is scheduled to take place not less than 20 days or more than 60 days after receipt of the petition, the Directors shall consider the charge against the officer or Director at such meeting and render a decision on the petition. If no such regular meeting of the Board of Directors is scheduled within the specified time, a special meeting of the Board of Directors shall be held not less than 20 days or more than 60 days after receipt of the petition.
- C. Any meeting at which a petition is considered shall be conducted by the President unless the President's continued service in office is being considered at the meeting. In such cases, the next ranking officer will conduct the meeting or that portion of the meeting at which the petition for removal of the President is considered. The Board of Directors shall consider the charge against the officer or Director contained in the petition and the response, if any, of the officer or Director and takes such action as it deems appropriate.
- D. Notice of any meeting at which a petition is to be considered shall be noticed ten days in advance to all members entitled to vote at the meeting. Such notice may be sent electronically or by mail.

Section 5. GOVERNING BODY. The board of directors shall be the governing body of the Chapter, and shall administer its business in accordance with these bylaws and carry out policies determined upon by the membership of the Chapter at its annual meeting, or any other regularly called or other special meeting.

Section 7. ELECTION OF OFFICERS AND DIRECTORS

- A. At least thirty days before the annual election, at a regular Meeting of the Board of Directors, a Nominating Committee of three members shall be appointed by the President with the approval of the Board of Directors. The report of the Nominating Committee shall be sent by first-class mail, facsimile transmission or electronic mail to each member at least

ten days preceding the election. Additional candidates for the offices to be filled may be placed in nomination from the floor at the meeting at which the election is to take place.

- B. Election of Officers and Directors by the voting members shall take place at the Annual Meeting prior to December 1 of each year. Election shall be by ballot, and all votes must be cast in person. The President shall appoint an Election Committee of three (3) members, who will conduct the election and report the results at the Annual meeting.
- C. The newly elected officers and directors for the REALTORS® LAND INSTITUTE Texas Chapter Number 22 shall take their office immediately after they are elected so they will be in place by December 1 to assume their duties and appropriate authority on December 1 of the year elected and serve in their position through November 30 of the following year or until their successors are elected.
- D. Installation of Officers & Directors to be held at the RLI Chapter Annual Meeting.

Section 8. MEETINGS OF THE DIRECTORS: The Board of Directors shall meet at least twice annually at regular dates. Each date shall be duly announced to the members at least seven (7) days prior to the meeting. The Annual Meeting of the Board of Directors shall be held in conjunction with the Annual Meeting of the Texas Association of REALTORS. Notice of the time and location of the Board of Director's meeting shall be posted at the Convention's registration site.

- A. No person serving on the Board of Directors shall have more than one vote regardless of the number of offices he/she holds.

Section 9. QUORUM: A majority of the directors shall constitute a quorum of any meeting. No person serving on the Board of Directors shall have more than one vote regardless of the number of offices he/she holds.

- A. In conformity with state-specific corporate law, members of the Board of Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting.
- B. To the extent allowed by state-specific corporate law, the Board of Directors may take any action that it could take at a meeting of the Board of Directors without a meeting if a consent in writing by mail or electronically setting forth the action so taken is signed physically or electronically by all of the members of the Board of Directors entitled to vote on the matter. For purposes of this section, counterparts shall be acceptable.

Section 10. NATIONAL GOVERNOR FROM CHAPTER. The Chapter shall be represented by at least one National Governor.

- A. The Chapter President is automatically an REALTOR® Land Institute Governor during his/her term of office and represents the initial 150 members of the chapter. The President is the official representative of the Chapter. During his/her term of office, the President will represent the Chapter at all REALTORS Land Institute and Association of REALTOR

meetings when applicable. In the event the President is unavailable, unwilling or unable to act as a Governor, the President may give a written appointment to a member of the Chapter to act in the capacity of the Governor pro tem.

- B. In the event the Chapter's membership exceeds 150, the board of directors at a regular or special meeting shall elect additional REALTORS Land Institute Governors to be approved by the REALTORS Land Institute's Board of Governors for a one-year term as provided by the REALTORS Land Institute bylaws.
- C. The board of directors may nominate a Chapter member as a candidate for Regional Vice President at the appropriate time as defined by REALTOR Land Institute bylaws.
- D. From time to time, the President and other officers of the Chapter will perform such duties as are assigned to them by the REALTORS Land Institute.

ARTICLE VIII: CHAPTER MEETINGS

Section 1. GENERAL MEETINGS: The Annual Meeting of the chapter shall normally be held during the time of the Texas Association of REALTORS® Convention. Notice of the time and location of the Chapter meeting shall be posted at the Convention's registration site at least # of days prior to the date of the annual meeting of the Chapter. The Winter Meeting of the chapter shall normally be held during the time of the Texas Association of REALTORS® Winter Meeting. Notice of the time and location of the Chapter meeting shall be posted at the Convention's registration site at least # of days prior to the date of the annual meeting of the Chapter. The Mid-Year Meeting of the chapter shall be held during the time of the Annual Outlook for Texas Land Markets Conference sponsored by the Real Estate Center at the Texas A & M University.

Section 2. SPECIAL MEETINGS: Special meetings may be called by the President, or Board of Directors, or upon the written consent of five present (5%) of the members in good standing. Notice of the time and place of the special meeting together with a statement of the purpose of the meeting shall be provided to Chapter members at least # days prior to the date of the special meeting. Special Meetings shall include Conference Call Meetings by phone.

Section 3. VOTING: Only those members of the chapter who are in good standing and authorized to vote by these bylaws shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. QUORUM: Five percent (5%) of the qualified voting members of the Chapter and a majority of the Board of Directors constitute a quorum for chapter meetings.

ARTICLE IX: COMMITTEES

The President shall, with the approval of the Board of Directors, appoint such standing or special committees as he/she may deem necessary. The Chapter President shall be notified of all

