

BYLAWS  
OF THE COMMERCIAL DIVISION OF  
THE ST. CHARLES COUNTY ASSOCIATION OF REALTORS®

Adopted:

**ARTICLE I – MEMBERSHIP**

**Section 1:** Members of the Commercial Division (SCCAR-CD) shall be members in good standing of the St. Charles County Association of REALTORS® (SCCAR) and subject to such requirements and clarification that SCCAR may establish.

**Section 2:** Members of SCCAR-CD shall, in addition to the requirements of SCCAR, meet such requirements, financial and otherwise, that the Directors of SCCAR-CD may establish, subject to the approval of SCCAR and the NATIONAL ASSOCIATION OF REALTORS® (NAR).

**(a) Commercial Affiliate Members:**

Commercial Affiliate Members shall be individuals who, while not engaged in the real estate profession, as defined in the St. Charles Association of REALTORS® Bylaws, have interests requiring information concerning real estate, and are in agreement with the objectives of SCCAR-CD of the Association and are Affiliate Members of the St. Charles Association of REALTORS® in good standing. (1) Services: Listing of Company name on Commercial Website page directory, Referral by SCCAR-CD to members of the general public as a member of SCCAR-CD, access to the Commercial Forums on the Website, access for purchase of labels and lists of Commercial membership and meetings and mailings on real estate issues including legislative and legal action and e-newsletter and participation in SCCAR-CD Committees.

**ARTICLE II – DUES AND ASSESSMENTS**

**Section 1 Application Fee:** The Board of Directors of SCCAR-CD may adopt an application fee for SCCAR-CD Membership in reasonable amount, in addition to the application fee of SCCAR, which shall become the property of SCCAR-CD upon final approval of the application.

**Section 2 Dues:** The annual dues of SCCAR-CD shall be determined from time to time, by the Board of Directors of SCCAR-CD.

**Section 3 Dues Payable:** Dues shall be payable annually, in full, as of July 1<sup>st</sup>, and will pay the member's dues until June 30<sup>th</sup> of the next calendar year. Dues billings sent after July 1st shall be payable thirty (30) days following billing.

**Section 4 Non-payment of Dues:** Membership shall automatically terminate effective August 1st, if any portion of dues (and/or service charges) remains unpaid as of that date. A former member who has had his membership terminated for nonpayment of dues may apply for reinstatement in the manner prescribed for new applicants for membership, after making payment in full, of all past due accounts to SCCAR and SCCAR-CD.

**Section 5 Deposits:** All monies received by SCCAR-CD shall be deposited to the credit of SCCAR-CD.

**Section 6 Expenditures:** The Board of Directors of the SCCAR-CD shall administer the finances of the Division.

**Section 7 Segregation of Assessments:** SCCAR shall record separately all SCCAR-CD assessments collected.

### **ARTICLE III – OFFICERS AND DIRECTORS**

**Section 1 Officers:**

(a)The elected Officers of SCCAR-CD shall consist of a President, President-Elect, Secretary/Treasurer, and Immediate Past President They shall be elected for terms of one year and have the following qualifications: hold REALTOR® or REALTOR®-Associate Membership in good standing in SCCAR.

(b) President-Elect and Secretary/Treasurer: The President-Elect and Secretary/Treasurer shall be elected by the Division Membership. The President-Elect shall succeed to office of the President unless the SCCAR-CD Board of Directors determines that such succession would not be in the best interest of SCCAR-CD.

(c) President: The President shall serve an additional year on the SCCAR-CD Board of Directors as Immediate Past President.

**Section 2 Duties of Officers:** The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the SCCAR-CD Board of Directors.

(a) President. The President shall preside at all meetings of the Directors and perform such duties as may be prescribed by the Directors. In his absence, the President-Elect shall serve as President Pro-Tempore.

(b) President-Elect. The President-Elect shall discharge such duties as the Directors may assign to him. These shall include fulfilling the function of the President in his absence and other duties and responsibilities designed to prepare him to assume the office of the President.

(c) Secretary/Treasurer. The Secretary/Treasurer shall attend all meetings of the Board, prepare the annual budget, oversee the implementation of such budget and keep accurate records of all meetings and financial affairs of SCCAR-CD. He/she shall attend to such correspondence necessary to these offices of SCCAR-CD or other duties as may be incident to his office or may be assigned to him by the President or Directors. All collections and disbursements of funds relative to the operation of SCCAR-CD shall be the responsibility of the Treasurer of the SCCAR.

(d) Immediate Past President: The Immediate Past President will serve as the Parliamentarian of the SCCAR-CD Board of Directors.

**Section 3 Board of Directors:** The governing body of SCCAR-CD shall be a Board of Directors consisting of the four (4) officers, three (3) elected members of SCCAR-CD who hold REALTOR® and REALTOR® Associate Memberships in SCCAR, who shall be elected to three year staggered terms. One (1) elected Affiliate member of SCCAR-CD who holds Affiliate Membership in SCCAR, who shall serve a one year term. The President shall appoint one at-large member to serve a one year term on the Board of Directors. The President shall continue on the Board of Directors as Immediate Past President for a term of one year. The Board of Directors of SCCAR shall appoint one member who is not a member of SCCAR-CD to serve as an ex-officio member of the SCCAR-CD Board of Directors for a one year term. The Chief Executive Officer of SCCAR shall be an ex-officio member of the Board of Directors and all committees.

(a) The current president of the Commercial Division shall serve on the Board of Directors of the St. Charles County Association of REALTORS®.

Section 4 Election of Officers and Directors:

(a) No person who has been elected to the office of President or President-Elect shall be eligible to succeed himself in office.

No person who has been elected to the office of Director may succeed themselves beyond a second term.

For the purpose of these Bylaws, election to a one (1) year term shall be construed in the same manner as election for a longer term insofar as succession in office is concerned. No member may be nominated for more than one office.

Nomination forms placing a nominee in nomination may not be filed with the Association earlier than ninety (90) days prior to the date of the Annual Meeting, and may not be filed after 6:00 p.m., seventy five (75) days preceding the date of the Annual Meeting.

In the event at least one nominee for each office to be filled by election by members, has not been placed in nomination by the deadline for filing, the Credentials and Elections Committee shall meet on the following day and nominate at least one Member, who consents to the nomination, for each such unfilled nomination.

Annually sixty (60) days prior to the Annual Meeting, the Chief Executive Officer shall cause a list of candidates to be posted on the SCCAR website and sent to all SCCAR-CD Members via SCCAR-CD's e-Newsletter.

(b) The election of Officers and Directors shall be by ballot at the Association office, beginning at 8:00 am ten (10) business days prior to the Annual Meeting and at the Annual Meeting. Division Members may also vote on-line at the SCCAR website beginning at 8:00 am ten (10) days prior to the Annual Meeting.

Section 5 Vacancies: Vacancies among the Officers and the Board of Directors shall be filled by appointment by the President with the approval of the SCCAR-CD Board of Directors. Such appointed members will serve until the next annual election.

**Section 6 Annual Meeting:** The Annual Meeting of the Board shall be held at a date, place and time designated by the Association and Commercial Board of Directors.

**Section 7 Initial Board of Directors:**

(a) The initial Board of Directors shall consist of the SCCAR-CD President, the Immediate Past Chair of the SCCAR Commercial Committee, three (3) members appointed by the SCCAR-CD President, three (3) REALTOR® Members elected by the SCCAR-CD membership and one Affiliate member elected by the SCCAR-CD Affiliate members.

(b) Filing for the initial positions will open with the approval of these bylaws and close 10 business days later. The election for these positions will be held on-line and at the Association offices beginning 5 business day after filing closed and will close 10 business days later.

(c) The initial director positions will expire on December 31, 2009. For the year 2010, SCCAR-CD Members will elect a President, President-Elect, Secretary-Treasurer, three (3) REALTOR® Directors and one (1) Affiliate Director. The staggered terms for REALTOR®

Directors out-lined in these Bylaws will be implemented at this election. The winning REALTOR® Director candidates will receive a one, two or three year term based on the votes received, with the highest vote getter receiving the three year term.

(d) Beginning with the election for the year 2011, SCCAR-CD members will elect a President-Elect, Secretary-Treasurer, one (1) REALTOR® Director and one (1) Affiliate Director. In addition to any elections needed to fill unexpired terms on the Board of Directors. The 2010 President-Elect will automatically succeed to the office of President.

#### **ARTICLE IV – QUORUM**

**Section 1 Quorum:** Quorum for the transaction of business shall consist of twenty percent (20%) of the REALTOR® and REALTOR® Associate Members of SCCAR-CD, or a minimum of ten (10) members.

**Section 2 Directors Quorum:** A quorum for the transaction of business by the Board of Directors shall consist of no less than two-thirds (2/3) of the whole Board of Directors.

#### **ARTICLE V – COMMITTEES**

**Section 1 Appointment:** The President shall, with the approval of the Board of Directors, appoint such standing and special committees as may be necessary. The President and the President-Elect shall each be ex-officio members of all committees, shall be notified of all committee meetings, and shall have the right to attend their sessions and take part in their discussions. The President shall appoint the Chairs of each committee and the President-Elect shall appoint the Vice Chairs.

**Section 2 Organization:** All committees shall be of such size and shall have such duties, function, and powers as may be assigned to them by the President or the Board of Directors, except as otherwise provided in these Bylaws.

## **ARTICLE VI – FISCAL AND ELECTIVE YEAR**

The fiscal year of the Division shall begin on the first day of July and end on June 30. The elective year shall coincide with that of SCCAR.

## **ARTICLE VII – RULES OF ORDER**

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

## **ARTICLE VIII - AMENDMENTS**

**Section 1:** Amendments to these Bylaws shall be adopted as follows: The Bylaws Committee shall submit proposed amendments to the Board of Directors in writing. After Approval by the Board of Directors, amendments will be submitted to the REALTOR® and REALTOR®-Associate membership at least seven (7) calendar days prior to voting. A majority of all votes cast shall be required to adopt any such amendment. Members eligible to vote may do so in person or by another eligible voter duly authorized by a written proxy filed with the Secretary-Treasurer of SCCAR-CD prior to the start of the meeting. Any member present and voting may only hold and vote the authorized proxy vote of one eligible voter not present at the meeting. All amendments are subject to the approval of the Board of Directors of SCCAR. The Board of Directors may, however, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy.

**Section 2:** The SCCAR-CD Board of Directors may adopt policies not in conflict with these Bylaws, the Code of ethics, or other governing documents as necessary to develop guidelines and standards for SCCAR-CD operations. Policies shall be reviewed each year. Policy

recommendations may be made by Committees of the Board, the Directors, and members in good standing or staff. Statements must be presented in writing to the Board of Directors and will become effective upon their approval by the Directors.

## **ARTICLE IX—PROFESSIONAL STANDARDS**

**Section 1:** The responsibility of the SCCAR-CD and SCCAR-CD Members relating to the enforcement of the Code of Ethics, the disciplining of Members, and the arbitration of disputes, and to organization and procedures in SCCAR-CD shall be governed by the Code of Ethics and the Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS® as amended from time-to-time, which by this reference is made a part of these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

**Section 2:** It shall be the duty and responsibility of every REALTOR® Member of this Division to abide by the Bylaws and Policies of SCCAR-CD, the Bylaws and Policies of SCCAR, the Bylaws and Policies of the Missouri Association of REALTORS®, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified in Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS® as from time to time amended.

**Section 3:** Until such time as the SCCAR-CD Board of Directors determines that it is in the best interest of SCCAR-CD to establish a separate SCCAR-CD Professional Standards enforcement process, SCCAR-CD members will be subject to the Professional Standards enforcement process as administered by SCCAR.

**Section 4:** The responsibility of SCCAR-CD and SCCAR-CD Board members relating to the enforcement of the Code of Ethics, disciplining of members, the arbitration of disputes, and the

organization and procedures of SCCAR-CD thereto, shall be consistent with the Professional Standards enforcement process of SCCAR and the cooperative Professional Standards Enforcement Agreement entered into by SCCAR, which by this reference is made a part of these Bylaws.

## **ARTICLE X – DISSOLUTION**

Upon the dissolution or winding up of the affairs of SCCAR-CD, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets within its discretion to SCCAR.

## **ARTICLE XI – COMMERCIAL INFORMATION EXCHANGE**

Section 1: While SCCAR-CD does not offer a Commercial Information Exchange, members are encouraged to participate in commercial property listing services such as Costar and Loopnet. SCCAR-CD does not endorse or warrant any services or products available to members to market their properties.

## **ARTICLE XII – ON-LINE FORUMS**

**Section 1 Purpose:** The on-line forums were created for SCCAR-CD REALTOR® and REALTOR® Associate members and non-members to easily and quickly communicate exclusively about the Haves/Needs of commercial real estate property.

**Section 2 Membership:**

- (a) SCCAR-CD REALTOR® and REALTOR®-Associate Members, as defined by the St. Charles County Association of REALTORS® shall be allowed to post and receive mails.
- (b) Forum postings are available for viewing only by the general public.

### **ARTICLE XIII– LIMITATION OF LIABILITY**

No member of SCCAR-CD shall pursue or prosecute by action, suit or proceeding civil or criminal, against SCCAR-CD or any person now or hereafter an Officer, Member, or Director which claim is based upon an act of said Board or said person relating to the business of the SCCAR-CD and particularly an act of said SCCAR-CD or said person in advancing, suspending, expelling or otherwise disciplining a member.

Each person now or hereafter a Director, Member, Officer or staff member of SCCAR-CD shall be indemnified by SCCAR-CD against all expenses and losses reasonably incurred or suffered by said person in connection with any action, suit or proceeding, civil or criminal, to which said person may be made a party by reason of his being, or having been a Director, Member, Officer or staff member of SCCAR-CD. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law. No indemnification shall be provided for any person with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of SCCAR-CD.

### **ARTICLE XIV – OPERATIONS**

All offices of SCCAR-CD shall be the same as the offices of the SCCAR. All administrative services, including but not limited to, accounting, membership dues billing, processing and recordkeeping, shall be provided by and under the direction of the SCCAR.