

GREATER WASHINGTON EMPLOYEE RELOCATION COUNCIL

BY-LAWS

ARTICLE I. NAME, PURPOSE, OFFICE

Section 1. NAME

The name of the Corporation is GREATER WASHINGTON EMPLOYEE RELOCATION COUNCIL. The authorized abbreviation of the name of the Corporation is GWERC.

Section 2. PURPOSE

The GREATER WASHINGTON EMPLOYEE RELOCATION COUNCIL is a Washington, District of Columbia, Not-for-Profit Corporation which has been established to:

- A. Serve as a forum for the exchange of information and ideas among professionals involved in the field of relocation.
- B. Act as a not-for-profit organization to promote professional standards and foster educational development in relocation.
- C. Act as a channel of communications between the Worldwide Employee Relocation Council (ERC) and individual members.
- D. Provide professionals involved in relocation administration and service an outlet for sharing expertise and experience, and pooling knowledge and talents.
- E. Monitor and evaluate current trends in relocation.
- F. Collect and disseminate relocation ideas and information through print, seminars, workshops and other meetings.

Section 3. OFFICE

GWERC shall have and continually maintain a meeting place in Washington, District of Columbia, and may have such other meeting places within or outside the District of Columbia as the Board of Directors may from time-to-time determine.

ARTICLE II. MEMBERSHIP

Section 1. TYPES OF MEMBERSHIP

- A. Organization Membership

Organization memberships are available to those organizations that are regularly engaged in relocation of their own employees (e.g., corporations and government agencies). The membership in GWERC will be in the name of the corporation or government agency, and for mailing and other identification purposes, subtitled with the name of the individual who regularly represents that membership slot at GWERC functions. If the individual so named is not able to attend a GWERC function, a substitution from that organization is permissible. Such substitution has the full rights, benefits and privileges as the originally named individual. Each organization may receive up to three membership slots at no cost. Additional membership slots are available for a fee of \$250 per member.

B. Service Company Membership

Service Company Membership is available to those relocation service companies whose primary business activity is in any of the following fields:

- Real Estate brokerage firms with an established relocation department
- Real Estate appraising
- Shipment of household goods
- Service Companies that consult on relocation issues and manage relocation services
- Service Companies that provide any type of relocation service, directly or indirectly (e.g., employment agencies, law firms, etc.)

Individual members from these organizations must be dedicated to the purposes of GWERC. Meetings and other functions are not for sales purposes. Individuals found initiating a sales call at a GWERC meeting shall be asked to leave that meeting.

Service Company Membership will be in the name of the service company, and for mailing and other identification purposes, subtitled with the name of the individual who regularly represents that slot at GWERC functions. If the individual so named is not able to attend a GWERC function, a substitution from that service company is permissible. Such substitution has the full rights, benefits and privileges as the originally named individual. Each service company may purchase up to three membership slots for a fee of \$250 per member.

C. Associate Membership

This type of membership is restricted to individuals who do not meet the criteria as outlined in A or B above, but have an interest in furthering the goals and purposes of GWERC. Persons falling into this category may be retired relocation professionals, educators, and former relocation professionals not currently involved in the field. A membership fee of \$250 will be assessed.

Section 2. REPRESENTATION OF MEMBERSHIP

Each organization may have three unpaid representatives and an unlimited number of paid representatives, but only one vote. Relocation Service Companies may have up to three

representatives, but only one vote. An Associate Member has one vote.

Section 3. ADMISSION TO MEMBERSHIP

Applications for membership shall be made in writing and forwarded to the Membership Director of GWERC. After initial screening for eligibility, all applicants shall be referred to the Board of Directors for the purpose of concurrence. Applications will be approved, deferred, or rejected based on the ability to satisfy the qualifications prescribed by these By-laws.

Section 4. RESPONSIBILITY OF MEMBER REPRESENTATIVES

Member representatives shall be responsible for advising the Membership Director of names and addresses and future changes in individual representatives. All notices required or authorized by these By-Laws shall be sent to all representatives. Each GWERC member is responsible for the payment of dues, as applicable.

Section 5. VOTING RIGHTS

Organization, Associate, and Service Company members will be entitled to one vote without regard to the number of representatives in GWERC. A representative from an organization, associate, or service company member in good standing must be present at a business meeting in order to cast a vote.

Section 6. MEMBERS IN GOOD STANDING

A member shall be deemed to be in good standing if dues owed are paid in full and the qualifications for membership continue to be met. A member shall be deemed to have paid all dues if not more than sixty days have elapsed since date of billing.

Section 7. MEMBERSHIP TENURE

The membership shall be for a calendar year beginning on January 1 and ending on December 31.

Section 8. TERMINATION OF MEMBERSHIP

- A. Through Resignation: Any member may voluntarily terminate his/her membership by filing a written resignation with the GWERC Membership Director at least 30 days prior to the date the resignation is to become effective. In such instances, however, no refund of membership dues shall be made.
- B. Through Ineligibility: Any member which, after appropriate hearing, is determined by a majority vote of all members of the Board of Directors to no longer meet the qualifications for membership, shall be terminated as a member. In such instances, however, no refund of membership dues shall be made.

- C. For Cause: Any member which engages in activities detrimental to GWERC may be terminated as a member after an appropriate hearing before and a majority vote of all members of the Board of Directors. In such instances, no refund of membership dues shall be made.
- D. For Non-Payment of Dues: If a member is more than sixty days in arrears of any financial obligation, the treasurer will present the individual's name and affiliation to the Board for the purpose of voting on dismissal.

Upon termination of membership, for any reason, all rights, benefits, privileges, and other interest of such members in GWERC shall cease.

Section 9. REINSTATEMENT OF MEMBERSHIP

Upon written request, which is signed by a former member and filed with the Membership Director, the Board of Directors will review the request for reinstatement. The Board of Directors, by a majority vote, may reinstate such former members to membership upon such terms, as the Board of Directors may deem appropriate.

ARTICLE III. MEETING OF MEMBERS

Section 1. ANNUAL ELECTION MEETING

GWERC will have a minimum of three meetings per year. The annual meeting for the purpose of electing directors shall be held during the period of August 1 through December 31 each calendar year and at such place and hours as the Board of Directors shall determine.

Section 2. SPECIAL MEETINGS

Special meetings of the members may be called either by the President, a majority of the Board of Directors, or by a majority of the voting members.

Section 3. NOTICE OF MEETINGS

Written or electronic notices stating the place, date and hour of any meeting of the members shall be delivered to each member not less than 45 days prior to the date of the meeting with the completed agenda attached. The purpose for which the meeting is called is to be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when properly posted and deposited in the United States mail addressed to the member and addressed as it appears in the records of GWERC.

Section 4. QUORUM

A quorum for the transaction of business at any meeting of the membership shall be no less than 25% of the voting members of GWERC.

Section 5. PROXY VOTE

There shall be no vote by proxy.

Section 6. MEMBER/ BOARD GUEST

Any member in good standing may escort a non-member guest to a meeting by paying a guest fee of \$125, per guest, per meeting. A Board member may bring a guest to any meeting free of charge. The host of meetings may have an unlimited number of attendees from their respective organization.

The total number of attendees for any meeting, for any Organization or Service Company, is a maximum of four per meeting.

A Service Company with only one member may have up to three paying guests, a Service Company with two members may have two paying guests and a Service Company with three paying members may have one paying guest.

Corporate Organizations and Government Agencies with three members may bring a guest for \$125.

If a guest becomes a member of GWERC, guest fees may be applied to membership fees provided they are paid within the same calendar year.

Guests may not vote in the December meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. GENERAL POWERS

The general affairs of GWERC shall be managed by its Board of Directors. The Board shall consist of ten members, with four Officers and six Directors.

Section 2. OFFICER POSITIONS AND TENURE

The four Board Officers are: President, President-Elect, Secretary, and Treasurer. The President and President-Elect shall each hold their elected position for one year. Upon completion of the term as President, the retiring President will remain on the Board as a non-voting member, holding the position of Past President for the following year. Upon completion of the term as President-Elect, the retiring President-Elect shall assume the position of President for the following year.

The Secretary and Treasurer shall each hold their elected position for a two-year term. The Secretary and Treasurer shall be elected during an annual meeting held in an even year, and begin their term in the following year.

Section 3. DIRECTOR POSITIONS AND TENURE

The six Director positions are: Membership, By-Laws, Programs, Programs-Elect, Ad Hoc, and Communications. The Programs Director and Programs-Elect shall each hold their elected position for one year. Upon completion of the term as Programs-Elect, the retiring Programs-Elect shall assume the position of Programs Director for the following year.

All other Director positions shall each hold their elected position for a two-year term. The Membership Director shall be elected during an annual meeting held in an even year. The Directors of By-Laws, Ad Hoc, and Communications shall be elected during an annual meeting held in an odd year. Directors begin serving their term in the calendar year that follows their election.

Section 4. QUALIFICATIONS

To be eligible to be a member of the Board of Directors, an individual must be an organization, associate, or Service Provider member in good standing.

Section 5. NOMINATION OF ELECTION OF DIRECTORS

A Nominating Committee shall nominate at least one candidate for each vacancy on the Board of Directors; or any GWERC member in good standing may nominate another GWERC member, including himself/herself. However, no more than one representative from the same organization or service company may run for separate positions on the Board at the same election meeting. In addition, nominees may appear on the ballot for only one position. At least 30 days prior to the annual election meeting of members, the nominating committee shall inform the membership by mail, electronic or written notice of all vacant GWERC positions and the names of all nominees for office. Nominees shall also be presented to the members in attendance at the Annual Election Meeting. Additional nominations may be made from the floor. The President-Elect will render any tie-breaking vote.

Section 6. ELECTION OF BOARD OF DIRECTORS

The Officers and Directors of GWERC shall be elected by the voting members at the Annual Election Meeting. Any member of GWERC may nominate another member for office, including himself/herself. The Nominating Committee shall nominate at least one candidate for each office. Positions may be held for no more than two consecutive terms in the same elected position. Board members may serve consecutive terms in multiple elected positions.

Section 7. DUTIES OF BOARD OF DIRECTORS

The duties of the Officers and Directors shall be such as their titles indicate by general usage and

may follow Board Position Descriptions developed and agreed to by the Board. Duties may be assigned to Board Directors by a majority vote of the Directors at any meeting of the Board of Directors.

Section 8. RESIGNATION

Any member of the Board of Directors, at any time, may resign by giving written notice of such resignation to the Secretary of GWERC. 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 Secretary.

Section 9. 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.

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

Section 10. ANNUAL MEETING OF THE BOARD

The Annual Meeting of the Board of Directors shall be held within thirty days following the Annual Election Meeting of Members.

Section 11. SPECIAL MEETINGS

The Board of Directors may provide by resolution the time and place, to hold additional meetings of the Board without other notice than such resolution. In addition, meetings of the Board of Directors may be called by or at the request of the President, or at the request of any Director with the approval of the President.

Section 12. 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 13. REMOVAL FROM OFFICE

Any member of the Board of Directors may be removed for cause by a majority vote of the Board of Directors. Any member of the Board of Directors, not in attendance at more than four meetings (annual, membership, special, or board conference call) in a calendar year will be subject to removal from their Director position. Removal of a Director elected by the membership may be appealed by the members. Reinstatement may occur by a majority vote of the voting members in good standing.

ARTICLE V. COMMITTEES

Section 1. STANDING COMMITTEES

Any Director of the Board may appoint a committee, and the duration of the committee, as the Director deems appropriate, with the approval of the Board of Directors. Standing Committees are those committees appointed under the Director of Membership, By-Laws, Programs, Ad Hoc, and Communication.

Section 2. GENERAL COMMITTEES

The President may appoint general committees, other than those described under standing committees, and the duration of the committees, as he/she deems appropriate, with the approval of the Board of Directors.

Section 3. CHAIRPERSON

Any member in good standing may be eligible to be appointed a Committee Chairperson.

Section 4. VACANCIES

Vacancies in the membership of any committee may be filled by appointments made in the same manner as originally provided.

Section 5. QUORUM

The majority of the Members of the Committee shall constitute a quorum. Matters in issue shall be resolved by the vote of a majority of the members present and given to the Board of Directors for approval.

ARTICLE VI. RULES OF ORDER

Section 1. RULES OF ORDER

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of GWERC and its Committees in all instances wherein its provisions do not conflict with the By-Laws.

ARTICLE VII. AMENDMENTS TO BY-LAWS

Section 1. PROCEDURES

These By-Laws may be altered, amended, repealed, and new By-Laws may be adopted by a majority of the entire Board of Directors at any meeting of the Board, provided that at least seven days written

notice is given of intention to alter, amend, repeal, or to adopt new By-Laws at such meeting.

Section 2. NOTICE

When any amendments of the By-Laws have been made, copies of said amendments, or a complete revised copy of the By-Laws as amended, shall be mailed or made available electronically within sixty days, to each Member Representative.

Section 3. AMENDMENT BY MEMBERS

Any voting member in good standing may submit a proposed amendment or addition to the By-Laws to the Board for its consideration. In the event that the Board fails to adopt such proposed amendment or addition, the proposed amendment or addition will be submitted for the consideration of the membership at the next annual meeting, where it must receive the approval of two-thirds of the members in good standing present to pass. The text of the proposed amendment or addition shall be mailed to the members with the notice of the meeting.

ARTICLE VIII. DISSOLUTION OF GWERC

Section 1. DISSOLUTION OF GWERC

GWERC may be dissolved by a majority vote of 75% of the voting members present at a meeting specially called for this purpose.

Section 2. DISPOSITION OF PROCEEDS AFTER DISSOLUTION

Upon the dissolution of the affairs of GWERC after providing for the payment of all obligations, any remaining assets shall be distributed to any federally recognized not-for-profit organization, subject to the approval by the Board of Directors.

ARTICLE IX. FISCAL AND ELECTIVE YEAR

Section 1. FISCAL AND ELECTIVE YEAR

The fiscal and elective year of the Corporation shall be from January 1 through December 31 inclusive.

ARTICLE X. ACCOUNTING

Section 1. BOOKS AND RECORDS

GWERC shall keep current and complete books and records of account and shall also keep minutes of the proceedings of its members, officers and committees. All books and records of GWERC may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE XI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of GWERC in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of an on behalf of GWERC and such authority may be general or confined to specific instances.

Section 2. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of GWERC for an amount less than \$250.01, shall be signed by the GWERC Treasurer or any two GWERC officers (President, President-Elect, Treasurer or Secretary). All such instruments exceeding \$250.00 require the signatures of two GWERC officers.

Section 3. DEPOSITS

All funds of GWERC shall be deposited from time-to-time to the credit of GWERC in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. GIFTS

The Board of Directors may accept on behalf of GWERC any contribution, gift, bequest, or device for the general purposes for any special purpose of GWERC.

Section 5. Sponsorships

The GWERC may at its discretion, from time-to-time, use or accept sponsorships from its membership for the general purposes of off setting the financial costs associated with general membership meeting programs.

ARTICLE XII. WAIVER OF NOTICE

Section 1. WAIVER

Whenever any notice whatsoever is required to be given under the provisions of the General Not-For-Profit Corporation Act of Washington, D.C., or under the provisions of the Articles of Incorporation of the By-Laws of GWERC: a waiver thereof in writing signed by the person or persons entitled to such notices, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.