

Bylaws of the Relocation Directors Council, Inc.[®]
Adopted May 6, 1981 | Revised September 2013

ARTICLE I NAME

Section 1. The name of the organization shall be the RELOCATION DIRECTORS COUNCIL, INC. here in after referred to in these BYLAWS as the RDC[®] and is incorporated under the laws of the State of California.

ARTICLE II OBJECTIVE

Section 1. Mission Statement of RDC:

- A. RDC members are recognized leaders in the relocation industry and are known for their delivery of exemplary, comprehensive service to their corporate clients, transferees, and industry partners. Managing the customer investment, enhancing corporate core competencies, and delivering total business solutions is what enables RDC members to sustain the competitive advantage. The strength of the Council is derived from its members who are dedicated to achieving these results through their commitment to ongoing education, their years of industry experience, and their willingness to share innovative approaches with one another. RDC members are highly qualified individuals who are selectively chosen for their dedication, expertise, and position in the industry.

Section 2. The Purpose of the RDC is as follows:

- A. To provide a safe collaborative environment, regardless of network affiliations or mobility industry role.
- B. To provide specialized education and networking opportunities that meet the changing needs of our broad member base.
- C. To provide innovative business solutions and relationship development that delivers a competitive advantage while adhering to high ethical and professional standards.

Section 3. RDC is a non-profit organization. No part of the net earnings of the RDC shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons.

Section 4. Definition of a residential real estate company: A residential real estate company is defined as a general brokerage real estate company which has licensed sales associates who list or sell real estate to the general public.

ARTICLE III MEMBERSHIP

Section 1. Membership shall be available to an individual who is an employee of a residential real estate firm and meets one or more of the following application categories:

- A. Has for two of the past four years held the top full-time management level position (i.e. Relocation Director) within the Relocation Department of one or more residential real estate company(ies).

ARTICLE III MEMBERSHIP (continued)

- B. Holds the (S)CRP designation and meets one or more of the following categories:
 - 1. has for the last one year held the top full-time management-level position within the Relocation Department of one or more residential real estate company(ies); and is ultimately responsible for all relocation activity
 - 2. is a full-time Broker Owner, with primary responsibility for the relocation function within their residential real estate company or separately owned business, whose primary purpose is to develop relocation business for the residential real estate company
 - 3. is considered Senior Management in charge of the Relocation Division within their company(ies) for a minimum of two out of the last four years.

- C. Other individuals employed in a management position in the Relocation Department of a residential real estate company, who for the previous two years have been in a full time salaried position as an employee within the relocation industry.

- D. Lifetime Membership shall be available to individuals who have performed notable service as a member of RDC and who at the time of selection meet the membership requirements as stated in Article III, Section 1, D1. Nomination shall be made by the Board of Directors and election shall be by a majority vote of the Board of Directors. Lifetime membership shall confer the right to be invited to meetings and shall impose no obligations for membership dues.
 - 1. Candidates for Lifetime membership must meet the following requirements:
 - a. must have completed their official term of service on the RDC Board of Directors at the time of selection
 - b. must hold the (S)CRP designation
 - c. must have been a member of RDC for a minimum of 10 years
 - d. new Lifetime member candidates shall be considered no sooner than the calendar year following retirement

Section 2. Special Designation.

- A. Those members of the RDC who were paid active members, in good standing prior to January 1, 1986 shall be given the designation of "Charter" in recognition as a founding member of RDC.

Section 3. Continued Eligibility.

- A. Annually, each member shall be asked to confirm their continued eligibility for membership; and review and update their membership profile.

- B. The Membership Committee reserves the right to evaluate any documentation requested to substantiate compliance with eligibility requirements under any application category of RDC membership.

- C. Members are to attend a minimum of one of the last three consecutive RDC meetings to continue to be eligible for membership.

ARTICLE III MEMBERSHIP (continued)

In the event the member is going to miss their third consecutive RDC member meeting due to business, economic, or personal reasons, the member may write a Letter of Appeal to the Membership Chairman or RDC Executive Director for review by the Board of Directors' Officers/Executive Committee, thirty (30) days prior to the third missed meeting. The Officers/Executive Committee has the authority to grant a Pass based on the Letter of Appeal. Each Member in good standing is allowed two (2) lifetime passes.

The pass provision does not apply to new members. A new member is expected to attend no less than 1 of the first 3 meetings that follow membership approval, or Article III, Section 7E will be invoked.

Section 4. Address of Members.

It shall be the duty of all members to keep on file with the Secretary/Treasurer or RDC Executive Director an updated address to which any and all kinds of notices required by these Bylaws may be sent.

Section 5. Transfer of Membership.

Membership in the RDC is personal to the individual and cannot be transferred to another member of his/her staff or company.

Section 6. Member in Good Standing.

A member shall be deemed to be in good standing if he/she has met the RDC meeting attendance requirements and has paid all dues and assessments.

Section 7. Termination of Membership.

Membership in the RDC can be terminated for any one of the following reasons:

- A. Resignation: Any member may resign by providing written notice to the Secretary/Treasurer or RDC Executive Director. Such resignation shall not relieve the member of the obligation to pay any dues or other charges accrued.
- B. Non-payment of dues and fees as specified in Article VI, Sections 4-5.
- C. Ineligibility: Any member who no longer meets the qualifications for membership as specified in Article V, Section 2E shall notify the Membership Chairman or RDC Executive Director within thirty (30) days of such change; otherwise the membership may be terminated.
- D. For failure to meet RDC meeting attendance requirements.
- E. For cause. A majority vote of the Board of Directors' Officers/Executive Committee is necessary to terminate a membership when it is determined that a member is no longer in good standing as specified in Article III, Section 6, or has failed to comply with any other section of the Bylaws.

Section 8. Notice of Intent to Terminate Membership.

Member at risk of termination will be notified by the Membership Chairman or RDC Executive Director of the intent to terminate, and the process to appeal termination decision.

ARTICLE IV MEMBERSHIP PRIVILEGES AND OBLIGATIONS

Section 1. Members in good standing shall be entitled to:

- A. Participate in all general membership meetings
- B. Participate in all RDC functions and programs
- C. Volunteer for committee assignments
- D. Vote on any matter coming before the members
- E. Serve on the Board of Directors

Section 2. Lifetime Members shall be entitled to:

- A. Participate in all general membership meetings
- B. Recognition at Client Appreciation Event
- C. Impose no obligations for membership dues
- D. Maintain the designation for their lifetime

Section 3. All members have the responsibility to safeguard and promote the standards, interests and welfare of the RDC and to maintain the same standards of ethical conduct in their relocation business.

Section 4. All members shall have the responsibility to recommend qualified prospective members to the RDC Membership Committee.

Section 5. All publications and other membership services made available to the RDC members shall be used exclusively within the RDC unless otherwise approved by the Board of Directors.

ARTICLE V APPLICATION, ELIGIBILITY, and ELECTION

Section 1. Application and Online Profile.

- A. The membership application shall include a statement signed by the applicant who agrees to:
 - 1. take an active part in RDC programs
 - 2. attend one out of three consecutive meetings
 - 3. willingly share knowledge and experience with others
- B. The Broker will execute a separate agreement acknowledging that the membership is personal to the individual, is not assignable or transferable, and that Broker agrees to the applicant
 - 1. taking an active part in RDC programs
 - 2. attending one out of three consecutive meetings
 - 3. sharing knowledge and experience with others

ARTICLE V APPLICATION, ELIGIBILITY, and ELECTION (continued)

Section 2. Eligibility.

- A. An applicant for Membership shall supply evidence satisfactory to the Membership Committee including:
 - 1. that the applicant is an employee of a residential real estate company
 - 2. that the applicant holds a management or leadership position within their real estate company
 - 3. that the applicant holds either a (S)CRP or (S)GMS designation, or commits to achieve one or both designations within the two calendar years following membership approval.
 - a. existing members qualifying in Article V, Section 1A, as of September 30, 2013, will be grandfathered with regard to the CRP or GMS requirement.
 - 4. information including but not necessarily limited to:
 - a. title/position
 - b. designations
 - c. areas of responsibility
 - d. tenure in relocation
 - e. previous business experience
 - f. specific relocation training
 - g. information about the applicant's firm
- B. The Membership Committee reserves the right to further define those qualifications outlined in Article V, Section 2A.
- C. Employees from real estate companies (or equivalent) outside the United States will be considered for membership provided their position closely translates to the U.S. equivalent of a Relocation Director. An exception to Article III, Sections 1A and 1B may be proposed by the Membership Committee for membership approval by the Board of Directors.
- D. With the exception of Article V, Section 2B and 2C, the decision of the Membership Committee shall be final.
- E. Member in Transition: In order to maintain membership, a member who becomes unemployed must be actively seeking employment in the relocation profession. The membership continues for a twelve-month period starting with the date of unemployment provided the member is in good standing as referenced in Article III, Section 6. Upon employment the member must demonstrate that they meet the criteria for membership. If, during this 12-month period of unemployment, the Member is no longer actively seeking employment in the field of relocation, the individual must tender their resignation.

Section 3. Election.

The procedure for election to membership shall be as follows:

- A. Member application must be made *in writing and* forwarded to the Secretary/Treasurer or RDC Executive Director. Within forty-five (45) days of receiving the application, the Secretary/Treasurer or RDC Executive Director shall refer each application to the Chairperson of the Membership Committee for evaluation by the committee.
- B. Within thirty (30) days of receiving the application, the Membership Committee shall:
 - 1. determine the membership qualifications as outlined in Article V, Sections 1 and 2
 - 2. report its recommendations to the Chairperson of the Membership Committee

ARTICLE V APPLICATION, ELIGIBILITY, and ELECTION (continued)

- C. Upon receipt of the Membership Committee's recommendations, the Secretary/Treasurer or RDC Executive Director shall notify in writing any applicant who does not meet the membership qualifications. Qualified members shall be promptly notified of their acceptance.

ARTICLE VI DUES, FEES, and FINANCES

Section 1. Dues.

- A. Dues for all members, except Lifetime members, shall be payable annually in advance of the first day of January.
- B. Dues shall begin on the first day of the following month in which a member shall be notified of his/her election and shall be prorated for the year.
- C. The annual dues payable by each member shall be determined by the Board of Directors at the Fall board meeting and shall be set at a rate which will be equitable and when combined with other income of the RDC to defray the expenses of the RDC.

Section 2. Assessments.

Special assessments may be levied by a two-thirds vote of the Board of Directors.

Section 3. Collection.

The Secretary/Treasurer or RDC Executive Director shall collect all dues, fees and assessments payable by members, and shall maintain an up-to-date record of the payment of such dues, fees, and assessments. Bills are to be sent electronically by the Secretary/Treasurer or RDC Executive Director at least sixty (60) days prior to the due date. In the event the dues are not received within thirty (30) days of due date, a 10 per cent (10%) late charge will be assessed.

Section 4. Non-Payment of Dues.

If dues are not paid prior to February 1, the member will be sent electronic notice of delinquency with an invoice including the additional 10% late charge, and RDC's intention to terminate that member from membership if not paid before March 1. If the action becomes final, the terminated member may reapply for membership in the manner prescribed for new applicants.

Section 5. Non-Payment of Fees for RDC Functions.

It is the policy of the RDC that cost to members for RDC functions are due and payable before the function or at the door. Those members still owing the cost of a function after the event will be sent a written notice of the delinquency with total fee due including a 10% late fee and RDC's intention to terminate that member from membership unless the delinquency is paid. Such action shall then become final thirty (30) days after the member has been sent written notice unless the total amount due is paid within that time. If action becomes final, the terminated member may apply for membership in the manner prescribed for new applicants, provided full payment of the delinquent fee is included with the application.

Section 6. Expenditures.

The Board of Directors shall administer the finances of the RDC but shall not incur an obligation in excess of five hundred dollars (\$500.00) over the available cash on hand without authorization of the majority of the Board of Directors. Obligations may be incurred for social or educational functions for which anticipated revenues will offset the cost without authorization of the Board of Directors.

ARTICLE VI DUES, FEES, and FINANCES (continued)

Section 7. Contributions.

The Board of Directors may accept on behalf of the RDC any contribution, gift, bequest, or devise for the general purpose or for any specific purpose of the RDC.

ARTICLE VII MEETINGS

Section 1. General Membership Meetings.

The meetings of the RDC shall be held no less than once and no more than four times each fiscal year. The date, place, and time of these meetings are to be determined by the Board of Directors.

Section 2. Notice of Meetings.

Written, printed or electronic (e-mail) notices stating place, day, and hour of each meeting of members shall be distributed to each member not less than forty-five (45) days prior to the date of such meeting by the Executive Director or if it is a special meeting, the notice shall be accompanied by a statement of the purpose of that meeting.

Section 3. Special Meetings.

Special meeting of the members, subject to the notice requirements in Article VII, Section 2, may be called by the Board of Directors or upon the written request of at least fifty percent (50%) of the members.

Section 4. Action by Members.

Action by members may be taken at a meeting at which there is a quorum and by affirmative vote of the majority of the members present, except where otherwise provided by these Bylaws.

Section 5. Quorum.

A quorum for the transaction of business at any meeting of the membership shall be no less than forty percent (40%) of the members of the RDC.

Section 6. Proxy Vote.

There shall be no vote by proxy.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. Election.

The affairs of the RDC shall be managed by a Board of Directors consisting of its Officers until such time as the membership of the RDC numbers one hundred fifty (150) in good standing. At the Fall Meeting immediately following the attainment of 150 members, the affairs of the RDC shall be managed by a Board of Directors which shall consist of ten (10) elected member representatives in good standing; four (4) members of the Board of Directors will be chosen to be Officers. These Officers shall be the Chairman of the Board, the President, the Vice President, and the Secretary/Treasurer.

Section 2. Qualifications.

To be eligible as a Board Member, an individual must be an RDC member in good standing, has been a member of the RDC for two consecutive years preceding nomination, and who at the time of selection meets the membership requirements. In the event that a Board Member no longer meets the qualifications for membership, the Board Member must submit a resignation to the Secretary/Treasurer or RDC Executive Director within thirty days (30) of such change. To be eligible to continue serving as a Board member, no director shall absent himself or herself from two consecutive Board meetings without a valid excuse.

ARTICLE VIII BOARD OF DIRECTORS (continued)

Section 3. Tenure.

The members of the Board of Directors shall serve two-year terms.

Section 4. Nominating and Voting.

The Nominating Committee will be comprised of the RDC acting Vice President and three RDC members (four RDC members in total) shall be appointed by the President at least seventy-five (75) days prior to the election. The Nominating Committee shall nominate at least one candidate for each vacancy on the Board of Directors. The names of the prospective nominees shall be sent electronically by the Secretary/Treasurer or RDC Executive Director to eligible voting members at least forty five (45) days prior to the Fall Meeting.

Additional nominations may be made by members by written petition addressed to the Secretary/Treasurer or RDC Executive Director and sponsored by at least ten percent (10%) of the eligible voting members. Such petitions must be received by the Secretary/Treasurer or RDC Executive Director twenty (20) days prior to the Fall Meeting.

If there are no additional nominations made by written petition and there is only one nominee for each vacancy, the Secretary/Treasurer shall report that fact to the RDC President. The President shall then direct the Secretary/Treasurer to cast a unanimous vote.

If there is more than one nominee for each vacancy, the Secretary/Treasurer, at least fifteen (15) days prior to the Fall Meeting, shall electronically submit a sample written ballot, listing all candidates, to eligible voting members. The President, with the approval of the Board of Directors, shall appoint an Election Committee of three RDC Members to conduct the election. The election of the Board of Directors shall take place at the Fall Meeting and all votes must be cast in person. In case there is more than one candidate for a single position, the candidate receiving the greatest number of votes shall be declared elected by the election committee. In the event of a tie, the Board of Directors shall elect one of the involved candidates, as appropriate, to fit the Directorship in question.

A Director retiring from the Board at the expiration of a two-year term membership shall not be eligible for re-election as a Director until the Fall Meeting of the year following the year in which he or she retired.

Section 5. Resignation.

Any Director at any time may resign by giving written notice of such resignation to the Secretary/Treasurer or RDC Executive Director. Such resignation shall be effective as of the date specified therein; if no date is specified, the resignation shall be effective upon receipt by the Secretary/Treasurer or RDC Executive Director.

Absence from two consecutive board meetings without an excuse deemed valid may be construed as a resignation.

Section 6. Vacancies.

In the event that a vacancy on the Board of Directors occurs as the result of death, disability, ineligibility, resignation of a Director, or election to an Officer position, such vacancy shall be filled by Board of Director appointment for the remaining unexpired term and this Director shall remain eligible for election to a full two-year term as a Board of Director.

Section 7. Meetings of the Board of Directors.

The Board of Directors shall meet when necessary, but no less than annually to carry out its duties prescribed by these Bylaws. The President or RDC Executive Director shall designate the time and place of each meeting.

ARTICLE VIII BOARD OF DIRECTORS (continued)

Section 8. Special Meetings.

The Board of Directors may provide by resolution the time and place, for the holding of additional meetings of the Board without other notice than such resolution.

Section 9. Quorum.

A quorum for the transaction of business by the Board of Directors shall be two-thirds of the whole Board of Directors. If a quorum is not present, any lesser number may adjourn the meeting from time to time without further notice.

Section 10. Action by Directors.

The act of a majority or the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these Bylaws.

Section 11. Compensation.

Directors as such shall not receive any stated salaries for their services; but by resolution of the Board of Directors, expenses of attendance or some portion thereof, may be allowed.

ARTICLE IX OFFICERS/EXECUTIVE COMMITTEE

Section 1. Officers/Executive Committee.

Officers/Executive Committee of the RDC shall be the Chairman of the Board, the President, Vice President and Secretary/Treasurer. No two offices may be held at the same time by the same person.

Section 2. Chairman of the Board.

The Chairman of the Board shall be the immediate Past President and shall continue as an Officer during his/her term as Chairman. If the immediate Past President is unable to serve, the Board of Directors shall elect one of its own members to serve as Chairman. The Chairman of the Board shall be entitled to vote only in the event of a tie vote of the other Directors.

Section 3. President.

The President's duty is to preside over all meetings and events, and oversee all other member activities. All other Officers/Executive Committee members will report to the President.

Section 4. Duties of the Officers.

The duties of the officers shall be such as their titles would indicate, by general usage, and such as may be assigned to them by majority vote of the Board of Directors.

Section 5. Election and Term of Office.

The officers of the RDC shall serve for a one year term unless unusual circumstances, as determined by the Officers/Executive Committee, necessitate officers serving a two-year term. A two-year term would require the majority vote of the Officers/Executive Committee and all officers would remain in their current positions. In either case, at the end of their term, the officer positions shall advance in the following manner: The immediate Past President shall become the Chairman of the Board. The Vice President shall become the President and the Secretary/Treasurer shall become the Vice President. A new Secretary/Treasurer, to be chosen from one of the Board members in good standing, will be nominated by the current Officers/Executive committee, placed in nomination by the Nominating Committee, and shall be elected by a majority vote of members at the Fall Meeting.

ARTICLE IX OFFICERS/EXECUTIVE COMMITTEE (continued)

Section 6. Removal.

Any officer may be removed by a two-thirds vote of the Board of Directors whenever in their best judgment the best interest of the RDC will be served thereby.

ARTICLE X EXECUTIVE DIRECTOR

At the discretion of the Board of Directors, there shall be an Executive Director who is hired by the RDC to handle the administrative affairs of the RDC. The wording of the contract and the amount of the fee will be determined by the Board of Directors.

The Executive Director shall issue notices for all meetings and shall keep the minutes and all records pertaining to the RDC. The Executive Director shall make such reports to the Board of Directors as may be requested and shall perform such other duties as may be incident to the contract or are properly required to the Board of Directors.

The Executive Director shall make a report of the financial condition of the RDC not less frequently than semi-annually and at such other times the President or Board of Directors may require.

ARTICLE XI COMMITTEES

Section 1. Standing Committees.

The President may appoint committee chairpersons from the Board of Directors for the following standing committees:

- A. Membership Committee: The Membership Committee shall be responsible for developing and advising on policy concerning matters of membership to the Board of Directors, for reviewing and presenting the membership applications, for making recommendations on membership to the members and for building and maintaining an effective membership in the RDC.
- B. Program Planning Committees: The Program Planning Committees shall be responsible for planning the program for the general meetings.
- C. Education Committee: The Education Committee shall be responsible for creating and delivering a variety of learning opportunities that are relevant and innovative solutions pertaining to the real estate and mobility industry.

Section 2. Additional Committees.

The Board of Directors may establish such additional committees as may from time to time be required and shall prescribe their duties, duration and size. The President shall appoint such committees and designate the Chairperson thereof.

Section 3. Organization.

All Committees shall be of such size and shall have such duties, functions, and powers as may be assigned to them by the President.

Section 4. President.

The President shall be any ex-officio member of all committees and shall be notified of their meetings.

ARTICLE XII ACCOUNTING

Section 1. Fiscal Year.

The fiscal year of the RDC shall be from the first day of January through the last day of December.

Section 2. Books and Records.

The RDC shall keep

- A. Adequate and correct books and records of accounts;
- B. Minutes of the proceedings of its members, Board and committees of the Board; and
- C. A record of its members, giving their names and addresses and membership held by each.

All books and records of the RDC may be inspected by a member for any proper purpose at any reasonable time.

ARTICLE XIII RULES OF ORDER

Section 1. Rules of Order.

Robert's Rules of Order, latest edition, may be recognized when deemed necessary by the meeting Chairperson as the authority governing the meeting of the RDC and Committees in all instances where its provisions do not conflict with these Bylaws.

ARTICLE XIV AMENDMENTS TO THE BYLAWS

Section 1. Amendment

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the officers of the RDC until the number of members totals one hundred and fifty (150) paid members in good standing, and afterwards by a majority of the Board of Directors provided that a copy of the text of the proposed changes or a summary thereof has been sent to all members in good standing at least thirty (30) days prior to the scheduled time to approve such alterations, amendments, or adoptions. If the proposed revisions are designed to delete a class of membership or alter rights of a given class of members, a majority vote of members so impacted shall be required.

Section 2. Notification

Within sixty (60) days of the Board of Director's or membership vote, the Secretary/Treasurer or RDC Executive Director will inform the members in writing of the results. Copies of said amendments, or a complete revised copy of the Bylaws, as amended, shall be distributed to each member of the RDC.

ARTICLE XV — DISSOLUTION

Section 1. The RDC may be dissolved totally by a majority vote of seventy-five percent (75%) of the membership present at a meeting specially called for this purpose.

Section 2. Upon the dissolution or winding up of the affairs of the RDC, and after providing for the payment of all obligations, any remaining assets shall be distributed to any federally-recognized non-profit organization to be selected by majority vote of the Board of Directors.