



DETROIT REGIONAL RELOCATION COUNCIL

BYLAWS

ARTICLE I. IDENTIFICATION

Section 1. NAME

The name of the Corporation is Detroit Regional Relocation Council. The authorized abbreviation of the name of the Corporation is Detroit Regional Relocation Council (DRRC).

Section 2. PURPOSE

The Detroit Regional Relocation Council is a Michigan Not-For-Profit Corporation that is affiliated with the Employee Relocation Council as a regional group. It has been established to:

- A. Provide our Members with the opportunity to network with others who share the responsibility for facilitating the relocation of families transferred for business reasons.
- B. Promote professional standards in the corporate relocation field and conduct education seminars addressing current concerns.
- C. Provide a forum for ideas, concerns, and education in all aspects of relocation.

Section 3. OFFICES

The DRRC shall have, and continuously maintain, in the state of Michigan a registered office and registered agent, and may have such other offices within or without the state of Michigan as the Board of Directors may from time to time determine.

ARTICLE II. MEMBERSHIP

Section 1. TYPES OF MEMBERSHIPS

There shall be two types of Memberships in the DRRC: Corporate Membership and Service Membership.

Section 2. ELIGIBILITY OF MEMBERSHIP

A. Corporate Membership in the DRRC shall be open to all organizations who are regularly engaged in the relocation of their employees and interested in furthering the study and solution of the problems encountered by relocated employees and their employers.

B. Service Membership will be open to those organizations whose business activity is in any of the following relocation fields:

1. Real Estate brokerage with an established relocation department
2. Residential real estate appraising
3. Residential property management
4. Home building
5. Residential mortgage lending (to individual consumers)
6. Title Insurance
7. Spouse Assistance
8. Shipment of household goods.

9. Organizations who consult with employers on relocation policy development and/or administration

10. Law firms involved in real estate or relocation

11. Organizations providing any type of relocation service, directly or indirectly.

The Criteria for Service Membership acceptance for the DRRC will be:

- Membership in the Employee Relocation Council (the particular office of the proposed service member must be designated as the ERC member)
- Prior attendance at general meetings
- Maintaining professional ethics and principles of the DRRC

Section 3. ADMISSION TO MEMBERSHIP

Application for Membership shall be made in writing and forwarded to the Membership Committee of the DRRC. All applications shall be referred by the Membership Committee to the Board of Directors. The Board will give approval based on the applicant's ability to meet the qualifications prescribed by these Bylaws.

Section 4. MEMBERSHIP REPRESENTATIVES

When an organization makes application for membership, it shall provide the Secretary with the name and address of the individual to be designated as the Primary Representative. Additional employees may be designated as a Secondary Representative. Such Representatives must be engaged in a relocation-related capacity and shall be responsible for advising the Secretary of changes in individual Representatives of the Member. All notices required or authorized by these Bylaws shall be sent to all Representatives.

Section 5. MEMBERS IN GOOD STANDING

A member shall be deemed in good standing if all dues are paid by February 1st of each year, the Member continues to meet the eligibility criteria outlined in Section 2, and qualifications for membership are met.

Section 6. MEMBERSHIP TENURE

A membership year shall begin on January 1 and end on December 31st of each year. Membership dues are payable by February 1st of each year.

Section 7. VOTING RIGHTS

Each member organization will be entitled to one vote. The Representative must be present at the business meeting in which the vote is taken.

Section 8. TERMINATION OF MEMBERSHIP

A. Through resignation - Any Member or Representative may voluntarily terminate his/her membership by filing a written resignation with the Secretary of the DRRC. Resignation becomes effective upon receipt by the Secretary.

B. Through ineligibility - Any Member or Representative who, after review, is determined by a majority vote of the Board of Directors to no longer meet qualifications for membership shall be terminated.

C. For Cause - Any Member or Representative who engages in activities detrimental to the DRRC may be terminated after appropriate review and a majority vote of the Board of Directors.

D. Upon termination of membership, for any reason, all rights, privileges, and other interests of such Members or Representatives in the DRRC shall cease. No refund of membership dues shall be made.

E. Upon written request signed by the former Representative and filed with the Membership Committee, the Board of Directors, by majority vote of the Board, may reinstate such former Representative to membership upon such terms as the Board of Directors may deem appropriate.

F. A Representative who resigns because they leave their job can reapply for membership which will be considered based on the criteria in Sections 2,3 and

ARTICLE III. MEETING OF MEMBERS

Section 1. GENERAL BUSINESS MEETING

Meetings shall be held periodically each year, with a portion of the meetings designated for business and voting purposes if needed.

Section 2. SPECIAL MEETINGS

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

Section 3. NOTICE OF MEETINGS

Written notice stating the purpose, place, date and hour of any meeting of the Representatives shall be mailed to each Representative not less than seven days before the date of such meeting.

Section 4. QUORUM

A quorum for the purpose of voting shall be the voting Representative in attendance at a general business or a special meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. GENERAL POWERS

The general affairs of the DRRC shall be managed by its Board of Directors.

Section 2. NUMBER AND TENURE

The Board of Directors shall consist of a balance of both Corporate and Service membership with a minimum of nine, but no more than eleven members. Directors shall hold office for a three year term. At the Boards discretion, the outgoing Board President may be appointed as Chairman of the Board the following year with non-voting rights.

Section 3. ELIGIBILITY OF DIRECTORS

In order to be considered for nomination to the board, the Representative must:

Be a Representative of a Member in good standing of the DRRC, have attended a minimum of two general business meetings during the previous twelve months, and served on a committee within the previous twelve months.

Section 4. NOMINATION AND ELECTION OF DIRECTORS

The Nominating Committee (see Article VI Section I) shall nominate at least one candidate for each vacancy on the Board of Directors. The names of the prospective nominees shall be presented and voted upon at the last General Business Meeting of the year. In the event there are more nominees than vacancies on the Board of Directors, election shall be by closed ballot. If the vacancy is due to resignation or termination, the Board of Directors will forthwith appoint a Director from the Representatives; the new Director will serve for the unexpired term of the predecessor.

Section 5. LIMITATION

No more than two representatives from the same company may be elected to the Board of Directors to serve at the same time.

Section 6. INDEMNITY

To the extent of its assets, DRRC will indemnify, defend and hold harmless any Director for any claim arising out of their duties including misfeasance, malfeasance and nonfeasance.

Section 7. RESIGNATION

A Director, at any time, may resign by giving written notice of such resignation to the Secretary of DRRC. Such resignation shall be effective as of the date specified therein, if not date is specified, the resignation shall be effective upon receipt by the Secretary.

Section 8. BOARD OF DIRECTORS MEETINGS

Board of Directors' meetings shall be held on a regular basis with a minimum of four board meetings per year.

Section 9. SPECIAL MEETINGS

Any Director may call a special meeting upon a seven-day written notice.

Section 10. QUORUM

A majority of the Board of Directors (excluding advisory members) shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present, no binding actions shall be taken.

Section 11. REMOVAL OF A DIRECTOR

Any Director may be removed for cause by a majority vote of the Board of Directors. Removal of a Director elected by the Representatives may be appealed to the membership. Reinstatement may be by a majority vote of the voting Representatives present.

ARTICLE V. OFFICERS

Section 1. OFFICERS

The elected Officers of the Board of Directors shall be President, Vice President, Treasurer and Secretary. A concerted effort will be made to elect a Corporate Representative for the office of President.

Section 2. DUTIES OF OFFICERS

The duties of the Officers shall be such as their titles indicate by general usage and as may be assigned to them by a majority vote of the Directors. Their duties are as follows:

President: The President shall be the Chief Executive Officer of the Organization; preside at all meetings of the Organization and of the Board of Directors; shall appoint chairpersons of all committees as deemed necessary to carry on the activities of the Organization; shall be an ex-officio member of each

committee; shall sign for the Organization all contracts or other formal instruments; shall render an annual report at the Annual Meeting and shall perform such other duties pertaining as are required of the President.

Vice President: The Vice President shall assume the duties of the President in his/her absence, and shall perform such other duties as are required of the President.

Secretary: The Secretary shall keep a true and correct record of all proceedings of the Organization and of the Board of Directors, and shall maintain an up-to-date list of membership. The Secretary shall notify the members of all meetings, attend to all correspondence, and perform all other duties usually pertaining to that office.

Treasurer: The Treasurer shall receive all monies of the Organization and shall keep them on deposit in a bank or banks approved by the Board of Directors. The Treasurer shall make all disbursements. Only current Organization operating expense disbursements may be made without the prior approval of either the Board of Directors or by vote of a majority of the active membership. The Treasurer shall keep a record of all receipts and disbursements and shall render reports showing the financial condition of the Organization at the Annual Meeting and also as called upon by the Board of Directors.

Section 3. ELECTION OF OFFICERS

The Officers of the DRRC shall be elected by the Board of Directors at a meeting of the Board. Nominees are to be selected from among the Directors. The Directors shall nominate at least one candidate for each office. Additional nominations may be made from the floor of the Board meeting at which Officers are elected by closed ballot.

Section 4. TENURE

Officers shall be elected for a one year term (and may be re-elected for an additional term) at the last Board of Directors meeting of the year. The office and the duties of the new Officers will be assumed at the beginning of the next calendar year.

Section 5. VACANCIES

The President shall, with the approval of the Board of Directors, appoint a Representative qualified to hold office to fill any interim Officer vacancy. If no qualified candidate is elected, the Board shall exercise the powers of the President's office as a committee of the whole, with decisions passed by a simple majority of those present.

Section 6. RESIGNATION

Any Officer, at any time, may resign by giving written notice of such resignation to the Secretary of the Corporation. 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.

ARTICLE VI. COMMITTEES

Section 1. GENERAL COMMITTEES

The President may appoint such committees, in addition to the standing committees as appropriate, with the approval of the Board of Directors. At least one member of the Board of Directors shall be appointed to each committee. Duration of the general committee shall be determined by the President with the approval of the Board of Directors.

Section 2. STANDING COMMITTEES

Standing committees shall be those on Membership, nominating, and programs, and any other committee the President and the Board of Directors shall from time to time designate.

Section 3. CHAIRPERSONS

Chairperson must be a Director. The President, at his/her option, may appoint a co-chair to any committee.

Section 4. VACANCIES

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

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 presented to the Board for approval. The committee can meet without a quorum to accomplish the stated duties.

ARTICLE VII. COMMITTEES

Section 1. RULES OF ORDER

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

ARTICLE VIII. BYLAWS

Section 1. PROCEDURE

These Bylaws may be altered, amended, repealed, and new Bylaws 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 Bylaws at such meeting.

Section 2. NOTICE

When any amendments of the Bylaws have been made, copies of said amendments, or a complete revised copy of the Bylaws as amended, shall be mailed communicated within sixty days to each Representative.

Section 3. AMENDMENT BY MEMBERS

Any Representative in good standing may submit a proposed amendment or additional Bylaws 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 Business meeting, where it must receive the approval of two thirds of the Representatives present. The text of the proposed amendment or addition will be mailed to the Representatives with the notice of the meeting.

ARTICLE IX. DISSOLUTION

Section 1.

The DRRC may only be dissolved by a majority vote of the Representatives present at the meeting specifically called for this purpose.

Section 2.

Upon the dissolution or winding-up of the affairs of DRRC, after providing for the payment of all obligations, any remaining assets shall be distributed to any recognized non-profit relocation organization, subject to approval of the Board of Directors.

ARTICLE X. FISCAL AND ELECTIVE YEAR

Section 1.

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

ARTICLE XI. DUES

Section 1. ANNUAL DUES

The dues shall be established by vote of a majority of the Board of Directors. Each member shall be responsible for payment of the dues by February 1st .

ARTICLES XII. ACCOUNTING

Section 1. BOOKS AND RECORDS

The DRRC shall keep correct 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 DRRC may be inspected by any Representative for any purpose at any reasonable time.

ARTICLE XIII. CONTRACTS, CHECKS, DEPOSITS & FUNDS

Section 1. CONTRACTS

The Board of Directors may authorize any Officer or Officers, agent or agents of the DRRC, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of DRRC, 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 the DRRC, shall be signed by such delegated Officer or Officers, of DRRC and in such manner as shall from time to time by resolutions of the Board of Directors reassign such authority.

Section 3. DEPOSITS

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

Section 4. GIFTS

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

ARTICLE XIV. WAIVER OF NOTICE

Section 1.

Whenever any notice whatever is required to be given under the provision of the General Not-For-Profit Corporation Act of Michigan, or under the provisions of the Articles of Incorporation of the Bylaws of DRRC, 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.