

FLORIDA STATE CRB CHAPTER
of the
COUNCIL OF REAL ESTATE BROKERAGE MANAGERS
An Affiliate of the NATIONAL ASSOCIATION OF REALTORS®
(as amended on August 25, 2011)

Article I - Objectives

1. As a Chapter of the Council of Real Estate Brokerage Managers of the NATIONAL ASSOCIATION OF REALTORS® (herein further referred to as the Council), the objectives of the chapter shall be as follows:
 - a. To provide the opportunity for its members to improve their management ability and profitability.
 - b. To promote and safeguard the professional status of the CRB designation.
 - c. To provide a local forum for the instruction and discussion of the management topics which are the foundation of the CRB designation.
2. In the execution of the purpose and mission set forth in this ARTICLE, the Chapter shall at all times conduct its activities, programs and practices in a manner consistent with the policies of the Council.

ARTICLE II - Chapter Jurisdiction and Chapter Charter

1. The jurisdiction of the Chapter is defined as follows:

The State of Florida

2. The jurisdiction of the Chapter shall be that jurisdiction assigned to it by the Council. Therefore, the jurisdiction of the Chapter as defined in Section 1 of this ARTICLE II shall be automatically amended, without further action or approval by the Officers, Board of Directors or Members of the Chapter, to incorporate any changes in jurisdiction of which the Chapter is notified by the Council.
3. In the event that the charter issued by the Council to the Chapter is revoked by the Council pursuant to Section 4 hereof, the Chapter shall immediately cease all activities and functions as a Chapter of the Council of Real Estate Brokerage Managers; and the officers without further direction of the Board of Directors or membership of the Chapter, except as required by law, are hereby authorized, empowered, and directed to conclude the affairs of the Chapter, settle or pay all outstanding obligations, and cause the Chapter to be dissolved.
4. Dissolution of the Chapter as described in Section 3 of this Article II shall occur upon revocation of the charter issued to the Chapter by a majority vote of the Council Board of Directors in accordance with procedures established by the Council, which guarantee the Chapter or its representatives the opportunity to be heard.
5. On dissolution of the Chapter, any funds remaining shall be distributed to the Council of Real Estate Brokerage Managers, provided it is exempt from the payment of federal income taxes under any subsection of Section 501 (c) of the Internal Revenue code of 1986, and if not, then to any one or more regularly organized and qualified professional societies, trade association, or charitable, educational, scientific, or federal income taxes under any subsection of Section 501 (c) of the Internal Revenue Code of 1986 to be selected by the Chapter's Board of Directors.

ARTICLE III - Chapter Membership

1. All Members residing in or having a place of business within the jurisdiction of the Chapter, or a place of business in a contiguous area which is not within the assigned jurisdiction of any Chapter shall be eligible for Chapter membership, provided they are also Members in good standing of the NATIONAL ASSOCIATION OF REALTORS®. There shall be six (6) membership classes: Council Members: 1) CRB designee, 2) Candidate Member, 3) Regular Member; 4) REALTOR® and REALTOR® associate, 5) Affiliate member, and 6) Non-Resident Member.
2. CRB designees shall be Members and shall enjoy all rights and privileges of membership, including the right to hold office and to vote.
3. Candidate Members shall be members and shall enjoy all rights and privileges of membership, including the right to vote and the right to hold office except that of Chapter President and Chapter President-Elect.
4. Regular Members shall be members and shall enjoy all rights and privileges of membership including the right to vote and the right to hold office except that of Chapter President and Chapter President-Elect.
5. Council Members (CRB designees, Candidates, and Regular Members) in good standing of another Council Chapter shall be entitled to Non-resident Membership. A Non-resident shall enjoy all rights and privileges of Chapter membership except the right to vote and hold office.
6. REALTORS® and REALTOR® associates shall be members and shall enjoy all rights and privileges of Chapter membership except the right to vote and hold office.
7. Affiliate members shall be members and shall enjoy all rights and privileges of Chapter membership except the right to vote and hold office.
8. The Council of Real Estate Brokerage Managers (in the person of the Chief Executive Officer of the Council) shall be the Council Member of the Chapter. The Council Member shall not be entitled to hold office or to vote except on any changes proposed to the Articles of the Bylaws of the Chapter.

ARTICLE IV - Chapter Meetings

1. The President of the Chapter shall schedule not less than one regular membership meeting each year at such times as the President, in consultation with the Board of Directors, may deem convenient. The President may hold such additional special membership meetings as deemed necessary and must hold a meeting whenever requested by one-third of the Board of Directors.
2. All Members shall be provided with written notice of any meeting of the membership not less than 21 days prior thereto.
3. A quorum for any regular or special meetings of the Chapter shall be ten percent (10%) of the Members in good standing of the Chapter or five (5) Members, whichever is greater.
4. All meetings of the Chapter shall be conducted in accordance with Roberts Rules of Order, latest edition, in all instances wherein its provisions do not conflict with these Bylaws or other regulations and rules adopted by the Chapter.

ARTICLE V - Chapter Dues and Fees

1. The annual dues of the CRB Designee, Candidate, Regular Member, Non-resident Member, REALTOR® and REALTOR® associate member, and Affiliate member shall be those determined from time to time by the Board of Directors, provided, however, that the dues payable by Non-resident Members shall not exceed the dues payable by CRB designees, Candidates, Regular Members, REALTOR® and REALTOR® associate, and Affiliate members.
2. No dues shall be payable by the Council Member.

3. Dues shall be payable on or before January 31 of each year except as otherwise authorized by the Board of Directors. Any Member failing to make payment by March 31 shall be terminated as a member automatically and without further notice than this Bylaw.
4. No initiation or membership application fee may be payable; however, if a member is terminated for non-payment of dues and thereafter seeks to reapply for membership, a reinstatement fee shall be payable as determined by the Board of Directors. The reinstatement fee is not to exceed one year of annual Chapter dues.
5. Applicants for membership on or before June 30 shall pay the full annual dues; applicants for membership after June 30 shall pay one-half the annual dues. The dues payable shall accompany any application for membership.
6. Upon the prior approval of two-thirds of the Chapter Members, the Chapter may levy and collect special assessments to be used for such general or special purposes approved by such Members. Any Member who fails to pay such special assessment within ninety (90) days of receiving notice thereof may be terminated from membership as in the case of non-payment of dues. The Council Member shall not be subject to any assessment.
7. There shall be a Chapter bank account into which all dues and assessments shall be paid and from which shall be paid the obligations of the Chapter. The Chapter must maintain a minimum treasury level equaling 5% of annual collected dues. The Chapter may establish such other savings and investment accounts as the Board of Directors may deem appropriate from time to time, but no funds of the Chapter shall be commingled with the funds of any officer or member at any time, directly or indirectly.

ARTICLE VI - Board of Directors and Officers

1. The Board of Directors shall be the governing body of the Chapter. Members of the Board of Directors shall be the elected officers, the Chairmen of all standing committees, and the immediate past-president.
2. The President of the Chapter shall serve as Chair of the Board of Directors.
3. All Designees, Candidates and Regular Members of the CRB Council may serve on the Chapter's Board of Directors and shall be eligible to serve without limit provided they are members in good standing with the Chapter, the CRB Council and the NATIONAL ASSOCIATION OF REALTORS®.
4. The term of office of each elected member of the Board of Directors shall be one year or until his or her successor is elected and qualified. In the event of a vacancy among the elected Members of the Board of Directors, the remaining Members of the Board shall elect a Member of the Chapter to serve the remainder of the term.
5. The Board of Directors shall hold not less than one regular meeting each year. Such meetings shall be held incident to the regular meetings of Members. Additional meetings of the Board of Directors may be called at the direction of the President or upon the written request of not less than one-third of the Members of the Board.
6. The Secretary shall mail a written notice to each Member of the Board not less than ten (10) days prior to each such meeting of the Board unless all Board Members waive the right of such notice in writing. Attendance at any such meeting shall constitute waiver of such notice unless the Member explicitly indicates that his attendance is solely for the purpose of objecting to the failure to provide notice.
7. A quorum of the Board shall consist of fifty percent (50%) of the Board Members, provided at least fifty percent (50%) of the elective officers are present.
8. A letter of resignation must be submitted by the resigning officer(s) to the Council, with a letter of explanation, to be accepted and officially approved by the Council prior to appointment(s) by the Chapter Board of Directors. In the absence of a letter of resignation, a request may be made of the

Council by the highest ranking officer not involved, to send a certified letter to the resigned elected individual confirming resignation.

ARTICLE VII - Officers and Elections

1. The elective officers of the Chapter shall consist of a President, Vice President/President-elect, Secretary and Treasurer or a combined position of Secretary/Treasurer.
2. The elected officers shall have such duties as normally accrue to their offices and as may be assigned to them from time to time by the Board of Directors. The President shall be an ex-officio Member of all committees.
3. The officers shall be elected for a term of one (1) year beginning January 1 and shall serve until their successors are elected and qualified. In the event any office, except the office of President, becomes vacant, the Board shall elect from their number a person to serve for the remainder of the term. In the event the office of President becomes vacant, the Vice President shall automatically become the President during the remainder of the term.
4. Officers shall be elected at the annual business meeting to be held prior to the annual convention of the NATIONAL ASSOCIATION OF REALTORS® each year and shall take office as of January 1, following the annual Convention of the NATIONAL ASSOCIATION OF REALTORS®.
5. All newly elected Chapter Officers and/or their representative shall attend the New Chapter Officer Orientation program held in conjunction with the Chapter Leadership Committee meeting during the November REALTORS® Convention & Expo. The expenses of attendance at such program shall be borne by the local Chapter and/or attendee but in no event by the Council of Real Estate Brokerage Managers.
6. Members for Chapter offices shall be nominated as follows:
 - a. The President with the consent of the Board of Directors shall appoint a Nominating Committee prior to the membership meeting at which the election is to occur. The Nominating Committee shall consist of not less than three (3) but no more than five (5) members and shall be chaired by the Immediate Past-President. The President shall not be a member of the Nominating Committee. Those members on the Nominating Committee will not be allowed to nominate himself or herself for a position.
 - b. The Nominating Committee shall nominate at least one person for each office to be filled and the Secretary shall notify the membership of the slate of nominees by written notice at least 30 days prior to the date of election.
 - c. Minimal criteria guidelines for President and President Elect/Vice President:
 - i. A CRB designee member in good standing of the Chapter, Council and NATIONAL ASSOCIATION OF REALTORS®.
 - ii. Has served on the Chapter Board of Directors within the last five years.
 - iii. Has served as a chair of a committee within the last three years.
 - iv. Item ii and iii are waived the first three (3) years of the Chapter's existence
 - d. The Secretary shall receive and place on the ballot additional nominations received in writing, provided each nomination is supported by at least ten percent (10%) of the Chapter membership, excluding the Council Member, and the nominee has consented in writing to accept nomination.
 - e. The Chapter shall conduct a Transition meeting each year no later than December 31. The purpose of this meeting will be for the incoming Officers and Chairs to meet with the outgoing Officers and Chairs to discuss the past and current projects and to pass down the books.
 - f. No officer may serve more than a two-year consecutive term in any one position.
7. Eligibility for voting shall be based on the official roster of all members in good standing thirty (30) days prior to election.

8. The Secretary shall provide the Council with the names of the newly elected Chapter Officers no later than thirty (30) days after the date of election.

ARTICLE VIII - Removal of Officers or Directors

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 under the following procedure.

1. A petition for the removal of such Officer or Director signed by not less than one-third of the voting membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the Vice President, and shall specifically set forth the reasons for removal of the individual from further service.
2. Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting Members of the Chapter shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director and to render a decision on such petition.
3. Notice of the special meeting shall be mailed to all voting Members at least ten (10) days prior to the meeting, and shall be conducted by the President unless the President's continued service in office is being considered at the meeting. In such case, the Vice President shall conduct the meeting of the Members. The Officer or Director who is the subject of the petition shall be permitted to appear and address the Members, either in person or through a representative. Provided a quorum is present, a three-fourths vote of Members present and voting shall be required to approve the petition and remove the Officer or Director.
4. The Council has the authority to remove Officers by action of the Council Board of Directors.

ARTICLE IX - Committees

1. There shall be a Nominating Committee appointed annually as provided in Article VII of these Bylaws.
2. The President, with the advice and consent of the other elective officers, shall appoint the Chairman and all Members of the standing committees. Members of standing committees shall serve for a term of one year. The President, with the advice and consent of the Board of Directors, shall determine the number of Members on each committee, but no committee shall have less than three (3) Members. The following standing committees shall be established and maintained by the Board of Directors at such time as Chapter membership and activities can justify them.
 - a. Membership – to promote attainment of the designation and assist members in the program to fulfill requirements.
 - b. Budget/Finance – to monitor and manage the fiscal resources of the Chapter and recommend changes when necessary. Review budget requests and adjustments and determine fiscal appropriation based on priorities and fiscal resources available to the Chapter. Create the annual Chapter budget based on current and approved future programs to ensure sound business practices and adherence to budget funding and policy.
 - c. Education/Program – to plan and promote regularly scheduled meetings, plan the business programs, and obtain speakers when needed. To plan and promote programs aimed at Chapter members, Local Boards and State Associations.
 - d. Communications – to develop and send newsletter to members of the Chapter that will inform the members of meetings, programs, and general information.
 - e. Public Relations – to make the most newsworthy items and events public, thereby making the public aware of information that will be beneficial.

- f. Strategic Planning – to develop a plan of three to five (3-5) years to charter the direction of the Chapter. Chair to be immediate Past President.
3. With the consent of the Board of Directors, the President may establish such special committees as may be determine necessary and appoint the Members thereof, including the Chairman. Each special committee and the terms of all Members thereof shall expire automatically on the anniversary date of its creation or when its purposes have been accomplished, whichever occurs first.

ARTICLE X - Fiscal Year

The fiscal year of the Chapter shall be January 1 through December 31.

ARTICLE XI - Amendments and Restrictions on Chapter Powers

1. The Designee Membership of the Chapter may at any regular or special business meeting amend the Chapter Articles of the Bylaws, provided that all Members have been notified by mail of the proposed Bylaws changes.
2. To become effective,
 - a. An amendment to these Bylaws must receive a favorable vote of two-thirds of all the Members present at the meeting at which such amendment is considered and, if so approved, a favorable vote of the Council Member.
 - b. The vote of the Members required under 2(a) shall be cast in person or by written proxy at a duly constituted meeting at which a quorum is present, provided the substance of the proposed amendment is included in the notice of the meeting and provided further that proxies shall not be counted in determining the presence of a quorum.
 - c. The vote of the Council Member shall be cast by action of the Chief Executive Officer of the Council upon receipt of a copy certified by the Secretary of the Chapter of the proposed amendment as approved by the Chapter Members.
 - d. No amendment to these Bylaws shall become effective until written notice is received that the Council Member has voted favorably on it.
 - e. The bylaws must be reviewed and approved by the Council's Board of Directors every three (3) years.
3. The Chapter shall not commit the Council of Real Estate Brokerage Managers to any financial obligation unless the responsible officers thereof authorize such commitment in writing.
4. The Chapter shall not speak for or act in the name of the Council of Real Estate Brokerage Managers without prior written approval of the responsible officers of the Council.
5. The Chapter may apply for tax-exempt status from federal taxation under Section 501(c) (6) of the Internal Revenue Code, and shall not engage in any activities or take any action that will jeopardize such exempt status.
6. All funds of the Chapter shall be used exclusively to carry out the purposes and objectives of the Chapter as set forth in these Bylaws. No funds shall be diverted from such purposes for the personal benefit of any Member or other person.
7. The following items can only be approved by a vote held during an official meeting:
 - a. Election of officers
 - b. Expenditures that exceed the lesser of \$1,000 or 25% of approved budgeted expense.
 - c. Replacement of an officer.

ARTICLE XII – Financial Responsibility

1. A Budget/Finance Committee shall be appointed by the Chapter President with the President Elect or Vice President serving as the Chair. Membership on this committee shall include at least one Chapter Past-President, one member of the Education Committee, one member of the Membership Committee and the Treasurer.
2. The Chapter Budget for the next fiscal year shall be drafted by the committee and reviewed by the Vice President and Treasurer in August/September of each year. A copy of the proposed budget should be sent to the Chapter members accompanied by proper notification of the meeting in which the budget will be presented and discussed by the chapter members. A copy of the budget, once approved, should be forwarded to the Council.
3. Chapters are required to institute procedures to ensure proper fiscal responsibility. The minimum requirements which shall be implemented are:
 - a. Ensure that checks written are authorized by:
 - i. Two signatures, or
 - ii. FAX approval of checks, or
 - iii. Bonding of the Chapter Treasurer, or
 - iv. Bank restrictions on checks over a certain amount, or
 - v. Such other procedures approved by the Council that will accomplish security over checks written.
 - b. Ensure that bank statements are reconciled promptly by:
 - i. Reconciliation of monthly bank statements by the Treasurer, State Association of REALTORS® administrative staff, or appropriate party. Such reconciliation is to be verified by the Chapter President or other designated individual.
 - ii. Such other procedures approved by the Council that will ensure prompt reconciliation.
 - c. An annual internal audit be conducted by the Chapter Treasurer and/or other appropriate staff or individuals, in addition to one other Chapter Officer, and submitted to the Chapter President for responsibility transfer to the incoming Board of Directors. The Audit committee can include anyone except the immediate past president in order to keep the committee independent and impartial. A copy of the audit, once completed, shall be forwarded to the Council.
4. The Chapter is encouraged to provide for the Chapter President to attend the two National Meetings.
5. The Chapter that has obtained the tax exempt status is required to submit an Information Tax Return (Form 990) if its gross receipts or assets “normally exceed” \$25,000 in any annual accounting period.
6. The Chapter shall develop an Expense Report that must be used for any budget fund reimbursement.
7. Upon dissolution, if the Chapter is incorporated, the Chapter must wind down its affairs and dissolve in accordance with the laws in the state of incorporation.