

**BY-LAWS of the
Capital Region Chapter**

of The New York State Commercial Association of REALTORS®, Inc.

PREAMBLE

“Under all is the land”, and from it come the basic elements of our existence: food, clothing, and shelter. It is incumbent upon us, as REALTORS®, to provide informed professional service to the community, to help in making decisions which affect this most important asset. In order to foster and develop a more knowledgeable membership in the area of commercial and investment property, the New York State Commercial Association of REALTORS® hereby establishes the Capital Region. The chapter is to be governed by the following Rules and Regulations, subject to and in compliance with the Constitution and By-Laws of the New York State Commercial Association of REALTORS®, Inc.

ARTICLE I

Section 1:

The name of this organization shall be the Capital Region Chapter of The New York State Commercial Association of REALTORS®, Inc.

ARTICLE II

Section 1:

The jurisdiction of the Capital Region Chapter of NYSCAR is the geographic area of: Albany, Schenectady, Schoharie, Montgomery, Washington, Warren, Essex, Clinton, Franklin, Greene, Columbia, and Berkshire.

Section 2:

The Chapter shall operate as a voluntary and nonprofit organization.

**ARTICLE III
OBJECTIVES**

Section 1:

The objectives of this Chapter shall be:

- A. To foster and develop a knowledgeable membership in the marketing of commercial, industrial and investment property through educational programs.

- B. To encourage and facilitate cooperation among brokers engaged in marketing commercial, industrial and investment real estate as a service to the public.
- C. To foster sound, prudent and ethical practices as they relate to marketing commercial, industrial and investment real estate.

ARTICLE IV MEMBERSHIP

Section 1: There shall be three classes of Members as follows:

A. REALTOR® Membership in the Chapter is open to any licensed real estate broker, salesperson or appraiser, who holds membership, and remains in good standing, in the New York State Commercial Association of REALTORS®, the New York State Association of REALTORS®, Inc. and National Association of REALTORS®.

** Herein after called Individual Members*

B. Institute Affiliate Membership in the Chapter is open to any individual who holds Institute Affiliate Membership in NYSCAR, the New York State Association of REALTORS® and the National Association of REALTORS®. They shall not be eligible to vote or hold elective office in the Chapter.

C. Affiliate Members shall be other individuals or firms who, while not engaged in the real estate profession as defined in paragraphs (A) or (B) of this section, have interests requiring information concerning Commercial and Investment real estate, and are in sympathy with the objectives of the Chapter. They shall not be eligible to vote or to hold elective office in the Chapter.

ARTICLE V DUES

Section 1:

Subsequent to their election members shall not be entitled to or any benefits until the initiation fee, if any, and dues for at least twelve months have been received by the New York State Commercial* Association of REALTORS®. Failure to make such payment within ninety days of notice of election shall void the election to membership.

**The Capital Region Chapter of NYSCAR has been granted a hiatus on NYSCAR dues until January 1, 2005.*

All dues become payable on January 1st of each year, in case of membership accepted subsequent to that date dues for the second year will be adjusted on a quarterly proration.

Original application must be accompanied by dues for one full year.

Any member whose dues are unpaid as of February 1, shall have all services suspended until such dues are paid. Any member whose dues remain unpaid as of March 1, shall be dropped from membership without any action of the Board of Governors. Former members may only be readmitted to membership after filing a new membership application and paying dues that were in arrears plus any current year's dues.

Section 2:

The annual chapter dues and initiation fee for chapter membership shall be established by the Governing Board at their September meeting.

**ARTICLE VI
GOVERNING BOARD**

Section 1:

The Governing Board shall consist of the elected officers, the most recent Past President who is able and willing to serve: N/A # 9 ~~Governors~~ (optional: directors) elected in accordance with Article VIII, Section 3, serving three year terms. The treasurer of the New York State Commercial Association of REALTORS® will serve as the treasurer for all the chapters.

Section 2:

A. Regular Meetings. The Governing Board shall meet at times and places established by the Chapter's Board of Governors.

B. Special Meetings: Upon 10 days written notice, the President may, and upon written request of 5 other members of the Governing Board, the President must call a Special Meeting, at any time and place. The purpose of the meeting shall be outlined in the notice.

*Not applicable until 2006

If appropriate and feasible, a special meeting of the Governing Board may be called by phone, with three days notice, of a conference call. Sixty (60%) percent of the Governing Board must participate in the Conference Phone Call for there to be a quorum.

C. Authority. The management of the Chapter shall be vested in the Governing Board.

D. Quorum. For Regular and Special Meetings, other than Conference Phone Calls, those members present after due notice of not less than ten business days prior to the meeting, shall constitute a quorum.

Section 3:

Attendance: Any elected Officer or Governor who shall not have previously been excused by the President from two (2) regular meetings during a fiscal year or three (3) regular meetings during their term shall automatically forfeit their office unless the Board of Governors upon receipt of a written explanation for such absence satisfactory to the Governors shall waive this provision.

Section 4:

All newly elected Officers and Governors shall take office at the conclusion of the Annual Meeting of the New York State Commercial Association of REALTORS®, Inc.

**ARTICLE VII
OFFICERS**

Section 1:

The officers of the Chapter shall be the President, Vice President, Assistant Treasurer and Secretary. **The chain of succession of officers shall be the President, Vice President, Secretary and Assistant Treasurer. In case of a vacancy in any office, such vacancy shall be filled by the Governing Board for the unexpired term.
**During the calendar year a primary member at large shall be elected to fill the past President Elect for the calendar year of 2006. This clause shall self-destruct January 1, 2007.

Section 2:

Each year, the Governing Board shall elect, to a one year term, a (*optional: President-Elect*) Vice President, Secretary and Assistant Treasurer.

Section 3:

The President of the Chapter shall, by virtue of the office, become a member of the Board of Governors of the New York State Commercial Association of REALTORS®, Inc.

Section 4:

Funds of the chapter shall be reported to the Treasurer of the NYS Commercial Association of REALTORS®, Inc., The Chapter Treasurer shall also make due accounting to the Governing Board of the Chapter at least once each year.

**ARTICLE VIII
NOMINATING COMMITTEE**

Section 1:

The Nominating Committee shall consist of three (3) members and the immediate Past President who shall serve as chairperson. Two (2) of the three (3) members shall be Past Presidents and the remaining members shall be qualified members of the Chapter. The Nominating Committee shall be by appointment of the President.

Section 2:

Officers: It shall be the duty of the Nominating Committee to nominate the Officers of the Chapter. For this purpose, the Chairperson of the Nominating Committee shall call a meeting at the Chairperson's discretion. The Committee shall submit nominations for Officers of the Chapter to be acted upon by the Governors at the regular September Meeting.

A report of the Committee shall be mailed to each member of the Chapter ten days in advance of the annual meeting, at which time such elections will be held.

**ARTICLE IX
ELECTION OF GOVERNING BOARD**

Section 1:

The annual election of Elected Governors of the Governing Board shall take place at the Annual Meeting of the Chapter.

Section 2:

Every "Individual Member," as defined in Article III, Section IA member in good standing present shall be entitled to one vote. The election shall be by written ballot if more than one person has been nominated for any vacancy in the Governing Board.

Section 3:

If the election is by written ballot, the President shall appoint three (3) tellers who shall make a tabulation of the ballots and report to the meeting the results of the votes cast. The members receiving the highest number of votes for the Governing

Board shall be declared elected, and the tellers will so certify in writing to the Secretary of the Chapter, giving the number of ballots cast for each nominee. (Tie vote?)

Section 4:

The Governing Board by majority vote shall elect (appoint) members to fill the unexpired term of any vacancies that may occur on the Board until their next election.

**ARTICLE X
FISCAL AND ELECTIVE YEARS**

Section 1:

The fiscal year and elective year of the Capital Region Chapter of the New York State Commercial Association of REALTORS® shall conform to those of the New York State Commercial Association of REALTORS®, Inc.

**ARTICLE XI
COMMITTEES**

Section 1: STANDING COMMITTEES

The President, upon assuming office, shall appoint such committees as shall be necessary to carry on the work of the Chapter. The Standing Committees shall include the following: Executive, Education, and Marketing.

Section 2: SPECIAL COMMITTEES

Special Committees may be appointed by the President to perform such services as may be assigned to them.

Section 3:

All committees shall be appointed by and serve at the pleasure of the President.

**ARTICLE XII
MEETINGS AND QUORUMS**

Section 1: RULES OF ORDER

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Chapter, its Governing Board and committees in all instances wherein its provisions do not conflict with these BY-LAWS.

Section 2:

The Annual Meeting of the Capital Region Chapter of the New York State Commercial Association of REALTORS® membership shall be held at a time and place designated by the Chapter's Board of Governors. Other meetings of the membership may be called the Governing Board of the Chapter from time to time. Such meetings shall be open to other than members only by invitation of the Governing Board or President.

Section 3:

Other regular meetings of the membership shall meet at a time and place as designated by the Board of Governors of the Chapter.

Section 4:

Those members present after due notice of not less than two weeks prior thereto shall constitute a quorum for any Annual or Regular Meeting of the membership.

Section 5:

A quorum for any special meeting of the general membership shall consist of 10 percent of the members in good standing when present in person. All members are to be notified by mail sent out at least two (2) weeks prior to the date of any special meeting of any decisions to be made at the meeting. Any decisions made at a special meeting with out such prior notice shall not be final until confirmed by the next Annual or Regular Meeting of the membership or at a subsequent special meeting following due notice of the action to be considered.

**ARTICLE XIII
LIMITATION OF LIABILITY**

Section 1:

The New York State Commercial Association of REALTORS® shall not assume any liability for expenditures or commitments of the Capital Region Chapter of the New York State Association of REALTORS®, Inc. unless such expenditures or commitments shall first have been approved by the Board of Governors of the New York State Commercial Association of REALTORS®, Inc.

**ARTICLE XIV
AMENDMENTS**

Section 1:

These By-Laws may be amended by an affirmative vote of two-thirds of the members present at any Annual Meeting, regular meeting, or at a special meeting called for that purpose, provided that such amendment shall have been submitted first to the Governing Board of the Chapter and approved by the Board of Governors of the New York State Commercial Association of REALTORS® and provided further that thirty days notice in writing shall have been given to all Chapter members of the intention to amend together with a copy of the proposed amendment.

**ARTICLE XIV
DISSOLUTION**

Section 1:

Upon the dissolution or completion of the affairs of this Chapter, the Governing Board, after providing payment for all obligations, shall distribute any remaining assets to the New York State Commercial Association of REALTORS®, Inc.