



BYLAWS FOR THE TEXAS CHAPTER OF THE REALTORS® LAND INSTITUTE

Texas Chapter approved February 10, 2017

National REALTORS® LAND INSTITUTE approved April 19, 2017

ARTICLE I - NAME

Section 1.

The name of this organization shall be the Texas Chapter of the REALTORS® LAND INSTITUTE of the NATIONAL ASSOCIATION OF REALTORS®, hereinafter referred to as “Chapter”.

Section 2.

This Chapter shall at all times remain subject to the charter and bylaws of the REALTORS® LAND INSTITUTE (hereinafter referred to as National RLI”) and to its duly constituted officers and Board of Directors.

Section 3.

The jurisdiction of the Chapter shall be the state of Texas.

ARTICLE II - OBJECTIVE

Section 1.

The objective of the Chapter shall be to bring together REALTORS® and other real estate professionals interested in the improvement of their professional competence in activities related to land including land brokerage, agribusiness, land management, planning and development, appraising, acquisition, syndication, and any other land specialty areas and to make known to the public and the real estate industry the following RLI specialty classifications of expertise:

- A. Farms and ranches
- B. Open tracts of land including recreational, timberland and other resource lands
- C. Transitional and development land
- D. Subdivision and wholesale brokerage of lots
- E. Site selection and assemblage of land parcels

Section 2.

To achieve these objectives, the Chapter shall seek:

- A. To provide educational and networking opportunities for designated and candidate members.
- B. To identify and recruit members to the National RLI.
- C. To secure and maintain the financial stability of the Chapter.
- D. To increase awareness of the land specialty to the public at large.
- E. To cooperate in the development of Chapter and regional programs and to assist in their implementation.
- F. To formulate recommendations to the membership, to the National RLI, and to the NATIONAL ASSOCIATION OF REALTORS® for public policy affecting land.
- G. To advocate the wise use of the land and the reasonable rights and privileges of private ownership

ARTICLE III - MEMBERSHIP

Section 1.

Members of the Chapter shall be such individuals that meet the criteria as defined in Article III. Section 2. All members must hold a form of membership in National RLI.

Section 2.

There shall be two categories of membership: accredited members and non-accredited members.

- A. Accredited Members shall be those members that have satisfactorily completed all requirements of National RLI's candidacy program and have been awarded the right to use the "Accredited Land Consultant (ALC)" designation by National RLI. They may vote and hold office. Further, Accredited Members must:
 - a. Maintain active membership in National RLI.
 - b. Abide by the Code of Ethics of the National Association of REALTORS®, and the rules, regulations, and Bylaws of this Chapter and of National RLI.
 - c. Be REALTORS® members of the National Association, or hold Institute Affiliate membership in a member board/association.

- B. Non-accredited members shall be those members who have not yet achieved that ALC designation. Non-accredited members include the following:
 - a. Institute Members shall be RLI members who have not yet achieved the ALC Designation. They may vote and hold office only if they hold a category of membership as a REALTOR® member of NAR, or hold Institute Affiliate membership in a member Board/Association. Institute members retain their candidacy status and all coursework credit earned toward the ALC designation as long as their membership in the Institute organization is maintained. They must:
 - i. Maintain active membership in National RLI.
 - ii. Abide by the Code of Ethics of the National Association of REALTORS®, and the rules and regulations and Bylaws of this Chapter and National RLI.
 - b. Associate Members shall be those non-real estate practitioners, service providers, and related individuals who are not REALTORS® but are engaged in endeavors related to the objectives of the Institute. As non-real estate practitioners, Associate Members do not aspire to achieve the ALC Designation. They may only vote and/or serve on the Board of Directors if they are associate members of National RLI.
 - c. Honorary Members shall be those individuals who display exceptional contributions and achievements to the business of land but are not necessarily ones who would qualify to earn the Accredited Land Consultant designation. Honorary Members must be brought before the Board of Directors for approval. Honorary Members do not pay dues, cannot vote or hold office, and are not required to hold membership in NAR. This membership is for a twelve-month period.

Section 3.

Applications for Chapter membership shall be presented to the Chapter Board of Directors on such form as it approves. No application for membership shall be denied by the Chapter Board of Directors except for failure to meet the qualifications for membership as established in these Bylaws or by the Board of Directors as provided for herein.

Section 4.

RLI and its Chapters shall not discriminate in any manner against any person by reason of race, color, creed, sex, national origin, religious or political affiliation, disability, familial status, or marital status.

Section 5.

Upon application and payment of required dues, Chapter Members shall be enrolled by the Secretary of the Chapter who shall determine that the required dues have been paid for membership in the National RLI and for membership in the Chapter, if chapter dues are required.

Section 6.

Membership in a Chapter shall commence from the date of enrollment in the Chapter and shall continue until the Chapter terminates the member or the member resigns from membership in the Chapter and the Institute. The Chapter Board of Directors shall have the power to suspend or terminate any member who is sixty (60) days delinquent in the payment of annual dues or other obligations owed to the Chapter or who fails to maintain any other prerequisite to membership in the Chapter, and upon termination the member shall be dropped from the membership rolls.

Section 7.

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member who is resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 8.

Any Member may be suspended or expelled from the Chapter by a majority vote of the Chapter Board of Directors provided that (a) the member is given a fair hearing, including notice of the nature of the complaint and a reasonable opportunity to defend himself/herself; and (b) satisfactory evidence of a violation of any part of the bylaws, rules and regulations or the Code of Ethics is presented to the Board of Directors. The Board of Director's decision finding a violation the bylaws, rules and regulations or Code of Ethics can be reversed by a majority vote of members present at the next regular membership meeting.

Section 9.

An individual shall be required to be a member in good standing of the National RLI prior to or after attending a maximum of two (2) Chapter meetings.

ARTICLE IV - STANDARDS OF PRACTICE

Section 1.

The Chapter shall subscribe to the Code of Ethics of the National Association of REALTORS®, which shall be binding upon all members.

Section 2.

The Chapters shall be formed as a legally incorporated entity and acquire necessary insurance.

Section 3.

The Chapter shall file for 501(c)(6) tax exempt status by filing Form 1024 and file taxes as appropriate.

Section 4.

The Chapter may elect to act as an official "course provider" of the National RLI.

Section 5.

The Chapter shall adhere to the appropriate use of the RLI trademark, ALC designation, and/or such logos as determined by the National RLI.

ARTICLE V - FINANCES

Section 1. Dues

National Membership dues are billed by and payable to the National RLI. Chapter dues are billed by and payable to the Chapter of the REALTORS® Land Institute if the Chapter requires dues payments.

- A. Annual Chapter dues for all members of this Chapter shall be those established by the Chapter Board of Directors of the Chapter and shall be payable in advance. The amount of dues may vary based upon the class of membership and the status of the member. Said Dues are to be used to defray the operational expenses of the Chapter and shall be in addition to any dues paid to other local, state or National organizations.
- B. Dues shall be payable on or before January 1 of each year. The membership year begins the first day of January and continues for twelve months. Annual dues are billed thirty (30) days prior thereto. Applicants are enrolled for twelve months as of the first day of the month following receipt of their applications subject to their having the necessary qualifications for membership. When they renew their membership, the dues amount will be prorated to adjust the billing date to January 1.
- C. Members shall pay dues in accordance with their membership classification. Texas Chapter Lifetime members shall pay no state chapter dues, but may be required to pay dues the National RLI Chapter.
- D. Chapter dues may be changed at any regular Chapter Board of Directors meeting by a two-thirds vote of the Directors present, provided thirty days' written notice of the proposed dues change and its structure has been given to the Chapter membership.
- E. The fiscal and elective year of the Chapter shall be _____.

Section 2. EXPENDITURES

The Board of Directors shall administer the finances of the Chapter. An annual operational budget for the fiscal year beginning December 1 shall be prepared and submitted to the Chapter Board of Directors for approval. From time to time, supplements to the budget for the current fiscal year may be submitted to the Board for approval; however, under no circumstance shall the Board of Directors incur any non-budgeted obligation in excess of 10% over the available cash on hand without the approval of a majority vote of the Chapter members. All expenditures will be presented to the Board of Directors at their meetings in the Treasurer report. The Board of Directors shall administer the finances of the Chapter, but shall not incur any obligation in excess of \$1,500 without the approval of a majority of the directors. Exception shall be Instructor Contract Agreements approved prior to the courses sponsored by the Chapter.

Section 3: DEPOSITS

All funds of the Chapter shall be deposited in the appropriate accounts of the Chapter.

Section 4:

The Chapter shall not assume liability for expenditures or commitments of individual Officers, Directors, committee chairmen, vice-chairmen, committee members or any Chapter member unless such expenditures or commitments are budgeted or approved by the Board of Directors.

ARTICLE VI - OFFICERS AND DIRECTORS

Section 1. OFFICERS

The elective officers of the Chapter shall be a President, Vice President, Secretary, and Treasurer. The offices of the Secretary and Treasurer may be combined if desired. Elective Officers may not hold elective office in another RLI Chapter while serving as an officer for this Chapter. Associate Members are prohibited from holding elective office. If there is an Executive Secretary or Administrator he/she shall be elected by the directors and need not be a member of the Chapter. Each officer position is for a one year term.

Section 2. DUTIES OF OFFICERS

- A. President – The President shall be the principal elective officer of the Chapter and shall be responsible for the business and affairs of the Chapter. The President shall serve as the Chairman of the Executive Committee and Board of Directors and shall see that the resolutions and directives of the Board of Directors are carried into effect. The President shall also be the official representative of the Chapter at all National RLI and Association of RELATORS® meetings.
- B. President-Elect – The President-Elect shall assist the President in the discharge of the President's duties as the President may direct. The President-Elect shall perform the duties of the President in the temporary absence of the President and shall assume the office of President in the event of the permanent inability of the President to serve. If the President-Elect permanently replaces the President, the President-Elect shall serve for the remainder of the President's term plus the next full term.
- C. Secretary – The Secretary shall keep all records, carry on necessary correspondence, and keep current material for submission to the National RLI for Chapter recognition.
- D. Treasurer – The Treasurer shall prepare the annual operational budget, ensure that detailed financial reports are provided to the Chapter Board of Directors on a timely basis, and ensure the ongoing financial stability of the Chapter.

Section 3. DIRECTORS

The government of the Chapter shall be vested in a Chapter Board of Directors consisting of members entitled to vote and hold office and comprised of the elected officers and eleven (11) Directors.

- A. The Board of Directors should include elected officers, the president of the board, together with an uneven number of director members to enable voting without a stalemate. Eleven (11) directors, one-third of who shall be elected each year to serve a term of three years.
- B. The Board of Directors shall appoint an Associate member to serve on the board for a one year term and they will not be entitled to vote or hold elective office.

Section 4. VACANCY

When a vacancy occurs in member of the Chapter Board of Directors or an elected officer resigns, or is otherwise unable or unwilling to serve his/her elected term, such vacancy it shall be filled by the

Chapter Board of Directors at its next meeting. When a Director or Officer of the Chapter is unable or unwilling to discharge his/her assigned duties, the President shall have the authority to appoint another member to assume the responsibilities until such time as a replacement is designated by the Board of Directors. Any Board of Director member who is absent from two consecutive regular meetings of the Board without acceptable written explanation will be deemed to have resigned his/her directorship and any elective office held.

Section 5. GOVERNING BODY

The Board of Directors shall be the governing body of the Chapter, and shall administer its business in accordance with these Bylaws and carry out policies determined upon by the membership of the Chapter at its Annual Meeting, or any other regularly called or other special meeting.

Section 6. ELECTION OF OFFICERS AND DIRECTORS

Election of Officers and Directors shall occur annually and under the following conditions.

- A. Nominating Committee: At least thirty (30) days before an annual election, at a regular meeting of the Chapter Board of Directors, a Nominating Committee of three members shall be appointed by the President with the approval of the Chapter Board of Directors. The nominating Committee shall solicit from the membership via email or first-class mail nominations for the open offices. The Nominating Committee shall review all prospective candidates and forward to the membership a report containing all approved candidates shall be sent by first-class mail, facsimile transmission or electronic mail to each member at least ten days preceding the election. Additional candidates for the offices to be filled may be placed in nomination from the floor at the meeting at which the election is to take place.
- B. Nominating Committee: Election of Officers and Directors by the voting members shall take place at the Annual Meeting prior to December 1 of each year. The election may be by ballot and all votes must be cast in person. Each voting member shall be entitled to one vote for each position open for election. The Nomination Committee will conduct the election and report the results to the president and the membership.
- C. The newly elected officers for the REALTORS® LAND INSTITUTE Chapter Number 22 shall take their office and assume their duties and appropriate authority on December 1 of the year of the election and serve in their position through November 30 or until their successors are elected.

The offices of President, President-Elect, Secretary, and Treasurer shall have a term of one (1) year. The Directors shall serve staggered terms of three (3) years.

Section 7. MEETINGS OF THE DIRECTORS

The Chapter Board of Directors shall meet at least twice annually at regular dates. Each date shall be duly announced to the directors at least 7 days prior to the meeting. The Annual Meeting of the Chapter Board of Directors shall be held in conjunction with the annual meeting of the State Association of the National Association of REALTORS®. Notice of the time and location of the chapter Board of Director's meeting shall be posted on the state's Conference registration site.

Section 8. QUORUM

A majority of the Chapter Board of Directors shall constitute a quorum of any meeting. No person serving on the Board of Directors shall have more than one vote regardless of the number of offices, positions or membership he/she holds.

- A. In conformity with Texas corporate law, members of the Board of Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting.
- B. To the extent allowed by Texas corporate law, the board of directors, may take any action that it could take at a meeting of the board of directors without a meeting if a consent in writing by mail or electronically setting forth the action so taken is signed physically or electronically by all of the members of the board of directors entitled to vote on the matter. For purpose of this section, counterparts shall be acceptable.

ARTICLE VII - CHAPTER MEETINGS

Section 1. GENERAL MEETINGS

The Annual Membership Meeting of the Chapter shall normally be held during the time of the Texas Association of REALTORS Conference. Notice of the time and location of the Chapter Membership meeting shall be provided to Chapter members at least 10 days prior to the date of the annual meeting of the Chapter. Notice of the meeting time and place may be given in the Chapter's official publication, provided the publication is sent to members at least 10 days prior to the date of the annual meeting. The Winter meeting of the Chapter shall normally be held during the time of the Texas Association of REALTORS® Winter meeting. Notice of the meeting time and place shall be posted at the Association's registration site at least (3) three days prior to the date of the meeting of the Chapter. The Mid-Year meeting of the Chapter may be held during the time of the Annual Outlook for Texas Land Markets Conference sponsored by the Real Estate Center at the Texas A&M University.

Section 2. SPECIAL MEETINGS

Special Meetings may be called by the President, or Chapter Board of Directors, or upon the written consent of 51% of the voting members in good standing. Notice of the time and place of the special meeting together with a statement of the purpose of the meeting shall be provided to Chapter members at least 15 days prior to the date of the special meeting. Special meetings may include conference calls meetings via phone.

Section 3. VOTING

Members that are in good standing and authorized to vote by these bylaws shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. QUORUM

Five percent of the qualified voting members of the Chapter and present shall constitute a quorum for any membership meeting.

ARTICLE VIII - COMMITTEES

The Chapter President shall, with the approval of the Chapter Board of Directors, appoint such standing or special committees as he/she may deem necessary. The Chapter President shall be notified of all

committee meetings and shall have the right to attend their meetings and take part in the discussion, except the Nominating Committee.

ARTICLE IX - RULES OF ORDER

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meeting of the Chapter, its Board of Directors, and committees.

ARTICLE X - AMENDMENTS

These bylaws may be amended by a supermajority (two-thirds) vote of the Chapter Board of Directors at any meeting in which a quorum is present, provided at least thirty (30) days written notice in advance shall have been given to all members of the Chapter and the Board of Directors of the intention to amend, together with a written copy of the proposed amendments. All amendments shall be approved by the National RLI before they become effective

ARTICLE XI - DISSOLUTION/CHAPTER MERGERS

In the event of dissolution or merger of the Chapter, the procedures of the REALTORS® Land Institute shall be followed.