

**Bylaws of the  
COMMERCIAL COUNCIL  
of the  
Greater Harrisburg Association of REALTORS®  
*Amended November 2015***

**Article I - Name**

The name of this organization shall be the Commercial Council of the Greater Harrisburg Association of REALTORS®.

**Article II – Mission Statement**

The mission of the Commercial Council is to provide for the education, exchange of information, mutual cooperation and fellowship of commercial REALTORS®.

**Article III - Membership and Dues**

The membership of this organization shall consist of those REALTOR® and Affiliate members of the Greater Harrisburg Association of REALTORS® having interest in the industrial, commercial and investment segments of the real estate field.

**Article IV - Meetings of Members**

Section 1. Regular Meetings

The Board of Directors shall designate a regular time and place of meetings.

Section 2. Annual Meetings

There shall be an annual meeting of the membership of the organization for the election of the Board of Directors and the transaction of any other business. This meeting shall be held in ~~November~~ <sup>the 4<sup>th</sup></sup> quarter of each year at such time and place as may be designated by the Board of Directors.

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Section 3. Special Meetings

A special meeting of the membership may be called by the Chair whenever, in his/her opinion, it seems advisable to do so. A meeting shall be called by the Chair upon the written request of at least five (5) members of the organization.

Section 4. Notice of Meetings

Notice of the place and time of all meetings of the membership shall be provided to all members at least seven (7) days prior to any meeting. If a special meeting, it shall be accompanied by a statement of purpose of the meeting.

Section 5. Rules of Order

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Commercial Council, its Board of Directors, and committees, in all instances wherein its provisions do not conflict with these Bylaws.

Section 6. Privilege of Voting

Each member entitled to vote at meetings of the membership may vote in person. No one shall be permitted to vote by proxy. The privilege of the floor shall be extended to any member entitled to vote at meetings of this organization.

**Article V - Officers and Directors**

Section 1. Officers

(a) The officers of the Council shall be: a Chair and a Vice Chair. They shall be elected for terms of one (1) year.

(b) In the event of the absence or disability of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall act as the representative of the Chair in such matters as may be assigned to him/her.

(c) The position of Chair and Vice Chair may only be held by a REALTOR® member.

Section 2. Duties of Officers and Directors

The duties of the Officers shall be as follows:

(a) The Chair shall be the Chief Elected Officer and shall preside at its meetings and those of the Board of Directors; between the sessions of which he/she shall represent the Council and act in its name, subject only to its declared policies. The Chair shall serve as advisor to the staff. He/She shall appoint all committees, work groups and task forces unless otherwise directed by the Board of Directors, shall be an ex-officio member of all committees, and shall perform all other duties usual to such office.

(b) The Vice Chair shall perform the duties of the Chair in the event of his/her absence or disability, and shall perform such other duties as may be enjoined upon him/her by the Board of Directors. In the absence of unforeseen events, he/she shall succeed to the Chair.

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

Section 3. Board of Directors

The governing body of the Council shall be a Board of Directors consisting of the elected officers, the Immediate Past Chair, and four (4) Directors (members of the Council), with not more than two (2) Directors from any one firm as of date of election. Directors shall be elected to serve for terms of two (2) years.

No more than two affiliate members may serve on the Board of Directors at any one time. If election results would otherwise cause this number to be exceeded, the candidates to be installed would be determined by the candidate receiving the majority of the votes cast.

#### Section 4. Election of Officers and Directors

(a) Each year, the Board of Directors shall nominate Director candidate(s), provided, however, that individuals wishing to run for the office of Director shall be permitted to nominate themselves by providing written notice of such to the Council Chair at least thirty (30) days before the annual meeting.

(b) The election of Directors shall be conducted at the annual meeting and shall be by acclamation, unless there are more nominated candidates than there are open director positions to be filled. In such circumstance, election of Directors shall be by written ballot, and all votes shall be cast in person. The Board of Directors shall designate a time period prior to the business portion of the annual meeting when ballots may be cast. The ballot shall contain the names of all candidates nominated for the open director position.

(c) Each year, the Vice Chair, whose term is expiring, shall, by acclamation, succeed to the office of chair.

(d) Nomination and election of the new Vice Chair shall be done by the Board of Directors. Only current Directors shall be eligible for nomination and election to the office of Vice Chair.

#### Section 5. Authority

The Board of Directors shall have control of and be responsible for the management of the affairs and property of this organization; shall have the power to fill vacancies on the Board for the unexpired portion of any term either upon or without recommendation; shall have the power to appoint committees, work groups and task forces as it may deem desirable, and generally shall have the power to do, or require to be done, everything deemed necessary or expedient for the promotion and protection of the welfare of the organization, subject to the Constitution, Bylaws, and Policies of the Greater Harrisburg Association of REALTORS®.

### **Article VI - Meetings of the Board of Directors**

#### Section 1. Meetings

The Board of Directors shall designate a regular time and place of meetings. The Board of Directors may conduct their meetings virtually. Board members are permitted to vote when attending virtually.

#### Section 2. Quorum

A majority of the Board of Directors then in office shall constitute a quorum for the transaction of any business.

### **Article VII - Amendment of Bylaws**

These Bylaws may be amended by a two-thirds vote of the membership present at any regular or special meeting provided that the proposed amendment is distributed to the members with at least seven (7) days prior notice of the meeting at which the vote is to be taken.

**Article VIII - Greater Harrisburg Association of REALTORS®**

The Constitution and Bylaws of the Greater Harrisburg Association of REALTORS® will be followed and supersede these Bylaws in the event of conflict or ambiguity.

The Council may take no action inconsistent with the policies and procedures of the Greater Harrisburg Association of REALTORS®.

**Article IX - Effective Date**

These Bylaws shall be effective immediately upon their adoption.

**Adopted: October 7, 1993**

**Amended: January 9, 2003**

**Amended: October 14, 2004**

**Amended: November 8, 2012**