

**BYLAWS
of the
CENTRAL TEXAS CCIM CHAPTER, INC.,
The Central Texas CCIM Chapter
of
THE CCIM INSTITUTE
An Affiliate of the
NATIONAL ASSOCIATION OF REALTORS**

ARTICLE I – Corporate Office

The principal office of Central Texas CCIM Chapter, Inc., a Texas non-profit corporation. (hereinafter the “Chapter” or the “Corporation”) shall be at the registered office of the Corporation, unless otherwise determined by the Board of Directors.

ARTICLE II - Objectives.

1. As a chapter of The CCIM Institute (herein further referred to as the Institute), the objectives of the chapter shall be the following:
 - a. Promoting the image and reputation of the Institute and its CCIM designee members.
 - b. Giving assistance and guidance to candidates seeking to become designees.
 - c. Providing opportunity for participation by members of the Institute in an ongoing program of real estate education by supporting the education program of the Institute.
 - d. Conducting approved real estate courses and seminars for the chapter, local boards of REALTORS, State association of REALTORS, and members of the public within the chapter's jurisdiction.
 - e. Assisting the Institute in achieving their purposes and objectives including market feedback, course promotion, public relations, and membership recruitment and retention.
 - f. Providing a forum for the exchange of information and business development.
2. In the execution of the objectives 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 Institute and NATIONAL ASSOCIATION OF REALTORS.

ARTICLE III - Chapter Jurisdiction and Charter.

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

The Central Texas area, including Austin, Round Rock, Georgetown, Temple, Belton & Killeen, Bastrop, Lockhart, San Marcos, Bryan/College Station and surrounding areas.

2. The jurisdiction of the Chapter shall be that jurisdiction assigned to it by the Institute. Therefore, the jurisdiction of the Chapter as defined in Section 1 of 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 Institute.
3. A Chapter's charter may be revoked if the Chapter is found to be in violation of the terms, conditions, and restrictions set forth in the Institute Bylaws or if the Chapter does not meet the following requirements:
 - a. Maintain a minimum membership of 25 Designee and Candidate members.
 - b. Hold Chapter meetings a minimum of four times per year.
 - c. Annually elect officers.
 - d. Annually appoint committee chairpersons for each standing committee referenced in Article XI, Section 2., below.
 - e. Establish an active Chapter designation promotion committee.
 - f. Establish an active candidate guidance committee.
 - g. Establish an active membership committee.
 - h. Prepare an annual Chapter budget.
 - i. Prepare an annual directory of Chapter members.
 - j. Arrange for Chapter representation at one national meeting per year.
 - k. Offer two educational offerings per year for Chapter members.
 - l. Offer at least one Chapter event per year where the primary purpose is member networking.
 - m. Chapter participation in regional meetings and activities.
 - n. Maintain an active chapter executive committee and/or board of directors.
4. In the event that the charter issued to the Chapter by the Institute is revoked by the Institute pursuant to Section 5 hereof, the Chapter shall immediately cease all activities and functions as a Chapter of the Institute, 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, forward remaining Chapter funds to their current Regional Vice President to be held for no longer than two years (in the event that the chapter's charter is renewed), and cause the Chapter to be dissolved.
5. Dissolution of the Chapter as described in Section 4 of this Article II shall occur upon revocation of the charter issued to the Chapter by the majority vote of the Governing Council

of the Institute in accordance with procedures established by the Institute, which guarantee the Chapter or its representatives the opportunity to be heard.

6. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to the specific instances.

ARTICLE IV - Chapter Membership.

1. All Institute 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. There shall be four (4) membership classes: 1. CCIM Designee Member, 2. Candidate Member, 3. Affiliate Member, and 4. Non-Resident Member.
2. CCIM Designee Members shall enjoy all rights and privileges of membership, including the right to hold office and to vote.
3. Candidate Members shall enjoy all rights and privileges of membership, except the right to hold the office of president or vote on amendments to the Bylaws of the Chapter.
4. All individuals who are not members of the Institute, shall be Affiliate Members of the chapter and enjoy all rights and privileges of membership except the right to hold the office of President or Vice President or to vote on amendments to the Bylaws of the Chapter.
5. Designees and Candidate Members in good standing of another CCIM chapter shall be entitled to Non-Resident Membership. A Non-Resident Member shall enjoy all rights and privileges of chapter membership except the rights to vote or hold office.
6. Designees and Candidate Members who, on an individual basis, have requested to be released from the Chapter in which they reside (or place of business) may affiliate with another Chapter. On an exception basis, these individuals would then be eligible to enjoy the rights and privileges of the appropriate classification of membership in the Chapter.
7. The Executive Vice President of the Institute shall be the Institute Member of the Chapter. The Institute Member shall not be entitled to hold office or to vote except on any proposed amendments to the Bylaws of the Chapter.

ARTICLE V - Chapter Meetings.

1. The President of the Chapter shall schedule not less than four meetings each year at such times as the President, in consultation with the Board of Directors, may deem convenient. These meetings can be held in conjunction with an educational or networking event sponsored by the Chapter. The President may hold 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 or e-mail notice of any meeting of the membership.
3. A quorum for any regular or special meetings of the Chapter shall be five percent (5%) of the Members in good standing of the Chapter or five 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 VI - Chapter Dues and Fees.

1. The annual dues of the Designee, Candidate, Affiliate and Non-Resident Members shall be those determined from time to time by the Chapter Board of Directors, provided, however, that the dues payable by the Non-Resident Members shall not exceed the dues payable by Designee and Candidate Members.
2. No dues shall be payable by the Institute 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. An initiation or membership application fee shall be payable as determined by the Board of Directors; however, if a member is terminated for non-payment of dues and thereafter seeks to reapply for membership, a reinstatement fee may be payable as determined by the Board of Directors.
5. Applicants for membership on or before May 31 shall pay the full annual dues; applicants for membership after May 31 shall pay dues as determined from time to time by the Board of Directors. The dues payable shall accompany any application for membership.
6. Upon the prior approval of two-thirds of the voting 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 Institute 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 two officers or designated signatory(s) at any time, directly or indirectly.

ARTICLE VII - 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, at least two directors from the Designee and/or Candidate membership and the immediate past-president.
2. The President of the Chapter shall serve ex officio as Chairman of the Board of Directors.
3. The term of office of each elected member of the Board of Directors shall be one year or until his 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 unexpired term.

4. The Board of Directors shall not hold less than four (4) regular meetings each year. Such meetings shall be held in addition to the regular meetings of the 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.
5. The secretary shall distribute a notice of each meeting of the Board to the Board members. E-mail is considered written notice.
6. A quorum of the Board shall consist of fifty percent of the Board members, provided at least fifty percent of the elective officers are present.
7. If the Chapter elects to hire an administrative support person, that individual shall attend all Board of Directors meetings as a non-voting member. Persons performing services for chapters in this manner function as "independent contractors".

ARTICLE VIII - Officers and Elections.

1. The elective officers of the Chapter shall consist of a President, Vice President (or 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, and as follows:
 - (a) Duties of President. The President shall preside at all meetings of the Members and, in the absence of an elected chairman of the board, at all meetings of the Board of Directors. The President shall be the chief operating officer of the Corporation, and shall appoint and remove, employ and discharge and fix the compensation of all agents and employees of the Corporation other than himself, subject to the approval of the Board of Directors. The President shall sign and make contract and agreements in the name of the Corporation, and shall perform all of the duties normally incident to the position and office of the President of a non-profit corporation. The President shall be an ex officio Member of all Committees.
 - (b) Duties of Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President then serving shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Each Vice President shall also have such powers and perform such other duties as from time to time may be assigned by the President or by the Board of Directors.
 - (c) Duties of Secretary. The Secretary shall attend all meetings of the Members and of the board of directors and shall keep a true and complete record of the proceedings, including all votes and resolutions presented at these meetings, in a book to be kept for that purpose. The Secretary shall also perform such other duties as may be prescribed by the Board of Directors or President.
 - (d) Duties of Treasurer. The Treasurer shall have the care and custody of, and be responsible for the funds and properties of the Corporation and shall deposit such funds in the name of the Corporation in such depositories as the Board of Directors may from time to time designate. The Treasurer shall have such other duties as may be directed by the Board of Directors or by the President.

3. The officers shall be elected for a term of one (1) year beginning January 1st and shall serve until their successors are elected and qualified. A Chapter can choose to re-elect individuals to hold the same office for one subsequent year. 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 unexpired term.
4. Officers shall be elected by written secret ballot received by mail, e-mail or at a membership meeting held no later than October 15 of each year and the newly elected officers shall take office as of January 1st of each year.
5. The Chapter Secretary shall mail or e-mail a ballot to all voting members not less than two weeks prior to the membership meeting at which the election is to occur. Ballots received by mail or e-mail prior to the meeting or on-site at the meeting will be tabulated by a three-person Tellers Committee, consisting of three members of the Nominating Committee.
6. All newly elected Chapter Presidents and/or their representatives shall attend the Chapter Activities Workshop and Committee Meeting sponsored by the Chapter Activities Committee of the Institute and held during the Institute's National Fall Meetings. The expenses of attendance at such program shall be borne by the local Chapter and/or attendee.
7. Candidates for Chapter offices shall be nominated as follows:
 - a. The President with the consent of the Board of Directors shall appoint a Nominating Committee (at least 60 days) 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.
 - 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 the election.
 - c. The Secretary shall receive and place on the ballot additional nominations received in writing at least fifteen (15) days prior to the membership meeting at which the election is to occur, provided each nomination is supported by at least ten percent (10%) of the Chapter membership, excluding the Institute Member, and the nominee has consented in writing to accept the nomination.
8. The Secretary shall provide the Institute with the names of the newly elected Chapter Officers no later than October 1st or thirty (30) days after the date of election, whichever occurs first.

ARTICLE IX- 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 (or President-elect), 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 (or President-elect) 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-fourth vote of Members present and voting shall be required to approve the petition and remove the Officer or Director.

Article X - Indemnification.

The Corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the Corporation against expenses actually and necessarily incurred by him and amounts paid in satisfaction of judgments in connection with any action, suit or proceeding whether civil or criminal in nature, in which he is made a party by reason of being or having been such director, officer, or employee (whether or not a director, officer, or employee at the time the costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall be adjudged in the action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it is found by a majority of the committee of the directors not involved in the matter in controversy, whether or not a quorum, that the settlement was in the interest of the Corporation and that the director, officer, or employee was not guilty of negligence or misconduct. The rights of indemnification and reimbursement conferred by this section are not deemed exclusive of any other right to which the director, officer or employee may be entitled by law or under the Articles of Incorporation, or under any agreement or otherwise.

ARTICLE XI - Committees.

1. There shall be a Nominating Committee appointed annually as provided in Article VII of these Bylaws.
2. The following standing committees shall also be established and maintained:
 - a. Candidate Guidance
 - b. Designation Promotion
 - c. Membership
 - d. Education
 - e. Long Range Planning/Bylaws
 - f. Programs

3. The Chairman and all Members of these, and any other standing committees created shall be appointed by the President with the advice and consent of the Board of Directors. Members of standing committees shall serve for a term of one year. Each standing committee shall have at least two (2) members.
4. With the consent of the Board of Directors, the President may establish such special committees as may be determined 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 first occurs.

ARTICLE XII- Chapter Districts.

1. Any group of ten (10) or more Designee and Candidate members of the Chapter may petition the Board of Directors to form a District within the Chapter. The Board of Directors may authorize the establishment of such groups by adopting a resolution which provides for its name, jurisdictional boundaries, approval of proposed bylaws, method of conducting its affairs, the submission of periodic reports on its activities to the Board of Directors and the appointment of a temporary committee to arrange for the organizational meeting of the District.
2. The officers and majority of members of each District shall be members of the Institute.
3. The Chairman of each District shall serve as a non-voting member of the Board of Directors of the Chapter.
4. The Board of Directors shall not authorize Districts to engage in activities which are inconsistent with the Constitution of the Institute.

ARTICLE XIII- Fiscal Year.

The fiscal year of the Chapter shall be January 1st through December 31st of each calendar year

ARTICLE XIV - Amendments and Restrictions on Chapter Power.

1. The Designee Members of the Chapter may at any regular meeting, special meeting, or by mail/e-mail ballot, amend the Chapter Bylaws, provided that all Members have been notified by mail/e-mail of the proposed Bylaws changes.
2. To become effective,
 - a. The vote of the Designee Members required under 2(b) shall be cast in person or by written/e-mail ballot, provided the substance of the proposed amendment is included in the notice of the meeting and provided further that mail/e-mail ballots shall not be counted in determining the presence of a quorum.
 - b. An amendment to these Bylaws must receive a favorable vote of two-thirds of the present and/or responding Designee Members, and if so approved, a favorable vote of the Institute Member.

- c. The vote of the Institute Member shall be cast by action of the Executive Vice President of the Institute upon receipt of the copy certified by the Secretary of the Chapter of the proposed amendment(s) as approved by the Designee members.
 - d. No amendment to the Bylaws shall become effective until written notice is received that the Institute Member has voted favorably on it.
3. The Chapter shall not commit the Institute to any financial obligation unless such commitment is authorized in writing by the responsible Officers of the Institute.
 4. The Chapter shall not speak for or act in the name of the Institute without the prior written approval of the responsible Officers of the Institute.
 5. Since the Chapter is exempt as a trade association from federal taxation under Section 501 (c) (6) of the Internal Revenue Code, the Chapter shall not engage in any activities or take any action which will jeopardize 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.

BYLAWS ADOPTED ON THE ___6___th DAY OF ___November_____, 2006

Chris Gamel, CCIM
President 2006

ACKNOWLEDGED AND ACCEPTED:

May 2007 @ Indianapolis Business Meetings
The CCIM Institute, Chicago, Illinois