

**BYLAWS
GREATER CINCINNATI RELOCATION COUNCIL**

ARTICLE I – NAME

The name of the organization shall be the “Greater Cincinnati Relocation Council.” The authorized abbreviation is GCRC.

ARTICLE II – PURPOSE

The mission of the Greater Cincinnati Relocation Council is to provide the forum where corporate relocation administrators can focus on local problems, develop an informative exchange, create learning opportunities for those who may not be able to attend National ERC Meetings, foster a stronger local network of expertise on which to draw and develop a greater degree of professionalism.

ARTICLE III – MEMBERSHIP

Section I – Types of Membership

There shall be two types of membership in the GCRC: Corporate Membership and Service Membership. However, membership shall be held by individuals within the two types of memberships, Corporate and Service.

Section 2– Eligibility of Membership

New Corporate Membership shall be open to all persons who are regularly engaged in the relocation of their employees and interested in furthering a study and resolution of the problems encountered by relocated employees and their employers. Corporate Membership will constitute no less than 1/3 of the total membership.

Service Membership shall be open to all individuals in organizations that provide any type of relocation service, directly or indirectly. Each Service Member must be nominated by a Corporate Member. Service Membership constitutes no more than 2/3 of the total membership. No more than three (3) employees per service organization may be members of GCRC. Individual members from real estate brokerage must be in relocation staff positions within their company.

Section 3 – Admission to Membership

Applications for Membership shall be made in writing on a prepared form and forwarded to the Membership Chairperson for approval or rejection based on the applicant’s ability to meet the qualifications prescribed by these BYLAWS, and by a majority vote of the Board of Directors. Applications will be accepted or deferred for approval based on the current status of the required membership ratio in Section 2.

Section 4 – Termination of Membership

The resignation of any member shall be in writing to, and become effective upon submission to, the Board of Directors. Any dues paid to a date beyond such resignation period will not be refundable.

Section 4 – Termination of Membership – continued

Membership may be revoked by vote of the Board of Directors when a member becomes ninety (90) days delinquent in any financial obligation, engages in activities detrimental to the Greater Cincinnati Relocation Council, or is otherwise ineligible.

Any Member who engages in activities detrimental to the GCRC may be terminated as a Member after appropriate hearing and a majority vote of the Board of Directors.

Section 5 – Membership Tenure

The Membership year shall begin on January 1 and end on December 31 of each year. We will prorate dues on a six-month basis to encourage membership throughout the year.

Section 6 – Membership Dues

Annual membership dues of the Council shall be payable in advance for each fiscal year as of January 1 to the Council Treasurer. The Board of Directors shall recommend the amount of membership dues for the current year. The dues will be the same for Corporate Members and Service Members.

Section 7 – Voting Rites

All Members will be entitled to vote.

Voting will take place by prepared written ballot.

ARTICLE IV - BOARD OF DIRECTORS

Section 1

The governing body of the Council shall be known as the Board of Directors authorized to handle all policy matters of the Council. The Board of Directors shall consist of 9 members, 5 of which may be Service Members. One of the members shall be the President. The President shall be the Chairman of the Board of Directors and shall be responsible for proper notification to members of any recommendation made or actions taken. A majority of the Board of Directors constitutes a quorum to transact business.

Each Board Member shall attend a minimum of $\frac{3}{4}$ of all Board meetings during the year of their term.

Each Board Member shall be assigned at least one functional responsibility during the year of their term.

Section 2 – Officers

Officers of the Council shall be: Past President, President, Vice President, Treasurer, and Secretary.

The President shall be the Chief Executive Officer of the Council; shall preside at all meetings of the Council and of the Board of Directors; shall sign for the Council all

Section 2 – Officers continued

contracts or other formal instruments; shall preside at all meetings of the membership including the annual meeting and shall perform such other duties pertaining as are required of the President.

The Secretary shall keep a true and correct record of all proceedings of the Council and of the Board of Directors, and shall maintain an up-to-date list of membership. The Secretary shall work with the Program Chairperson and Publicity Chairperson to notify the members of all meetings, attend to all correspondence and perform the other duties usually pertaining to that office.

The Treasurer shall receive all monies of the Council, and shall keep them on deposit in a bank or banks approved by the Board of Directors. The Treasurer shall make all disbursements. Only current Council operating expense disbursements may be made without the prior approval of either the Board of Directors or by a vote of the majority of the active membership. The Treasurer shall keep a record of all receipts and disbursements and shall render reports showing the financial condition of the council at the annual meeting and also as called for by the Board of Directors.

The Officers shall serve for one year until the next annual meeting or until their successors are elected. Any elective office which becomes vacant between annual meetings shall be filled by appointment of the majority of the Board of Directors. There will not be an automatic succession of the Vice President to President.

All Officers must be dues paying members of the GCRC.

To be eligible as an Officer, an individual must be a member in good standing.

ARTICLE V – ELECTIONS

The Board of Directors shall appoint a Nominating Committee

The Nominating Committee will prepare a slate of candidates.

Elections of Offices and Directors shall be by ballot.

The Secretary shall mail ballot of all nominees for the Board of Directors to all members in good standing no later than two weeks prior to the September meeting. Voting shall be by secret ballot by mail. The results of the election shall be announced at the September meeting.

ARTICLE VI – MEETINGS

The annual meetings shall be held during September of each year of the purpose of electing Directors and Officers.

Special meetings of the members may be called by the President, Board of Directors or by a majority of the voting members.

The cost of a member to attend meetings will be less than the cost of a non-member.

A quorum for the conduct of business at meetings, regular or special, shall consist of at least twenty five percent (25%) of the voting members of the council.

Guests may attend meetings. Guests will be charged a higher registration fee than members.

ARTILCE VII – RULES OF ORDER

Robert’s Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Corporation and committees in all instances wherein its provisions do not conflict with the BYLAWS.

ARTICLE VIII – AMENDMENTS TO BYLAWS

These BYLAWS may be altered, amended, or repealed at any regular or special meeting of the council with the approval of two-thirds (2/3rd) of the members present, provided, however, written notice of the meeting and of the proposed changes shall have been mailed to each member of the Council at least 14 days prior to the date of the meeting. When addendum has been made, a revised copy of the BYLAWS as amended shall be mailed to each member within a reasonable period of time.

ARTICLE IX – INDEMNIFICATION

The council shall indemnify any person who shall be or shall have been a party, or shall be threatened to be made a party, to any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigate (other than an action by or in the right of the council), by reason of the fact that he shall be, or shall have been, a Director or Officer of the council, against expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding if he shall have acted in good faith and in a manner he reasonably shall have believed to be in or not opposed to the best interest of the council, and with respect to any criminal action or proceeding, had no

Page 5 ARTICLE IX – INDEMNIFICATION continued

reasonable cause to believe his conduct shall have been unlawful. The termination of any action, suit or proceedings, by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person shall have not acted in good faith and in a manner which he reasonably shall have believed to be in or not opposed to the best interest of the council and, with respect to any criminal action or proceeding, that he shall have reasonable cause to believe that his conduct shall have been unlawful.

Upon resolution passed by the Board, the association may purchase and maintain insurance on behalf of any person who shall be or shall have been a Director or Officer of the council, against any liability asserted against him or incurred by him in any such capacity, or rising out of his status as such, whether or not the council would have the power to indemnify him against such liability under the provisions of this article.

The indemnification and advancement of expenses provided by, or granted to, this article shall, unless otherwise provided when authorized or ratified, continue as to a person who has created

Policy on Non-Solicitation

The Greater Cincinnati Relocation Council (GCRC) was formed to provide Human Resource/Compensation and Benefits professionals with a forum for exploring the issues and problems associated with the process of relocating employees. The founders of GCRC choose to open membership to those companies that provide services that support the relocation process. They feel that the input from the service members will be in a position to learn firsthand whether or not their products and services are meeting the needs of the industry.

In order to assure that the forum they have created will always remain open and free from bias, the founders have adopted a single caveat. Namely, service members are prohibited from soliciting business in any fashion at GCRC functions.