

Bylaws

Pacific Northwest Relocation Council (PNwRC)

*A Washington Nonprofit Mutual Benefit Corporation
& Regional Affiliate of Worldwide ERC*

Last revised on 10/09/2018

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ARTICLE I -- Name, Purpose

Section 1. Name

The name of the organization is **Pacific Northwest Relocation Council**, a 501c6, non-profit corporation. The authorized abbreviation of the name of the organization is **PNwRC**.

Section 2. Purpose

The Pacific Northwest Relocation Council is a professional organization encompassing the Pacific Northwest states. Through regular meetings and informal contacts, the PNwRC objective is to:

- Provide a local forum to exchange information and ideas regarding employee relocation policies and practices.
- Discuss and review common interests, issues and trends in the relocation industry.
- Present educational opportunities for individuals involved in relocation.
- Foster cooperation within the industry to meet the needs of corporations, transferees and their families.

Section 3. Core Values

The Pacific Northwest relocation Council "DELIVERS"!

Develop - your own knowledge while educating others.

Esteem - display honesty and respect for others.

Listen - first, speak later.

Include - make time for the views of others.

Vision - recognize the possibilities in every situation.

Encourage - participation with others.

Remember - education is the purpose.

Serve - demonstrate leadership through your own examples.

ARTICLE II -- Membership

Section 1. Eligibility

Regular membership in the organization shall be two categories, open to all individuals and organizations that meet the eligibility requirements herein and work on-site in relocation offices or have relocation business within the Pacific Northwest.

- Category I Members are corporations and their company-paid employees who are engaged in the corporation's internal relocation function for purposes of transferring their corporation's employees. Active Category I members who are recently unemployed will be allowed to maintain full Category I membership benefits. Membership may be renewed as an individual in the subsequent year. If the individual is subsequently employed by a Category II company, then Category I benefits will end immediately effective with the new position.

ARTICLE II - Membership (cont.)

- Category II Members are companies who are directly involved in providing relocation products and/or services to the corporate relocation industry. Category II members are employed by the company and will provide a letter of recommendation from a current Category 1 or II member in good standing. Category II memberships shall be allocated between the "primary business activity" categories of service providers listed in Article II, Section 2, Category II. No individual category shall exceed membership limits set from time to time, as deemed necessary, by the Membership Committee.

Ultimate discretion, with regard to membership application, rests with the membership Committee in maintaining an equitable balance within the membership to best serve the purpose of the organization as described in Article I, Section 2. The addition of new "primary business activity" categories of service providers shall be at the discretion of the Board of Directors, upon recommendation by the Membership Committee.

The Membership Committee reserves the right to evaluate any documentation requested to substantiate compliance with eligibility requirements under any category of PNwRC membership

Section 2. Categories

Category I: Corporate memberships shall consist of corporations and their company-paid employee who meets the eligibility criteria described in Section 1.

Category II: Service memberships shall consist of individuals of a company who meet the eligibility criteria described in Section I, whose primary business activity is:

- a. Full time employee of a Relocation Department within a real estate company approved by Relocation Director/Manager;
- b. Real estate appraisal company (national, professional; industry designations only);
- c. Household goods carrier;
- d. Third party relocation management companies;
- e. General inspection company;
- f. Consulting organization who contracts with corporate relocation professionals on issues such as policy analysis, development, administration, or cultural and family concerns;
- g. Financial institution with a Relocation Department/Manager;
- h. Interim living resource;
- i. Destination services;
- j. Other relocation-related service/product

*****Any exceptions must be approved by board*****

Section 3. Admission to Membership

Applications for regular memberships shall be made in writing and forwarded to the Membership Committee Chairperson. The Membership Committee will evaluate the eligibility for membership at the committee's next meeting in accordance with the aforementioned categories and criteria. Membership shall become effective upon acceptance by the Membership Committee. Membership is subject to annual payment of dues within thirty (30) days of invoice.

Section 4. Termination of Membership

Any Member failing to satisfy any financial obligation to the PNwRC within sixty (60) days of notification shall have its membership, including all rights and privileges thereof, automatically suspended until such obligation is satisfied. The Secretary shall promptly advise each Member whose membership has been suspended of such suspension.

Membership may be revoked by vote of the Board of Directors when a Member: ***(i) is at least*** ninety (90) days delinquent in its financial obligation to the PNwRC; ***(ii)*** engages in activities detrimental to the PNwRC; or ***(iii)*** is otherwise ineligible as determined by a majority vote of the Board of Directors after an appropriate hearing.

The Board of Directors shall conduct the hearing and make the necessary determination no later than sixty (60) days after being duly notified of Member's ineligibility. The Secretary shall promptly advise each Member whose membership has been terminated of such termination. Termination of membership shall not relieve the terminated Member of liability for unpaid dues or other charges accrued prior to the effective date of such termination. Upon termination of membership, for any reason, the right of the terminated Member to vote (if applicable) and all other rights, privileges and interests of such Member in the PNwRC shall cease.

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

Section 5. Reinstatement

Any Member who willingly resigned and left in good standing with the PNwRC may submit a signed application along with the required dues in order to be reinstated into membership.

Any Member who was suspended or terminated must submit a written request and file the same with the Secretary (and Board of Directors). The Board of Directors by the affirmative vote of two-thirds of all the voting members of the Board may reinstate such former Member to membership upon such terms as the Board of Directors may deem appropriate.

Section 6. Transfer of Membership

Each membership is awarded to the individual and therefore no transfer of membership to another individual is allowed. However, a member may designate or authorize another person from their company to attend a PNwRC function in their absence. Said participant would not be entitled to any voting rights, privileges or interests awarded to a standing of the PNwRC.

ARTICLE III -- Meeting of Members

Section 1. Voting and Nomination Rights

Each PNwRC Member in good standing of Category I & II Member companies shall be entitled to one vote on each matter submitted to a vote of the membership.

Each Member has the right to nominate candidates for the Board of Directors. The Board of Directors shall serve as the elected legislative and governing body charged with directing the affairs of the PNwRC in behalf of the general membership. Each PNwRC member in good standing of Category I & II Member companies has the right to nominate candidates, including nominating one's self, for the Board of Directors. The Board of Directors shall serve as the elected legislative and governing body charged with directing the affairs of the PNwRC ~~in~~ on behalf of the general membership.

Nominations from the general membership shall be requested by the Membership Committee using various forms of communication (to include but not limited to email, social media, website, fax, ballot etc.) Deadline for nomination submission is November 15th. If the Annual Meeting is held prior to November 15th, a last call for nominations can be solicited at that time. The Membership Committee shall create a list of nominees with candidate applications for each open position and submit to the Board of Directors for review. The Board of Directors shall review, vote by secret ballot (if more than one Member is presented for an office) to appoint the new Board Members. Membership committee will tally votes followed by formal notification by in-coming President.

Section 2. Qualifications

To be eligible as a board member, an individual must be a current member of the PNwRC in good standing, has been a member of the PNwRC for one-year preceding nomination and has actively volunteered on at least one committee for at least one year, during the past two calendar years.

Section 3. Nomination Process

Nominations from the general membership shall be requested by the Membership Committee using various forms of communication (to include but not limited to email, social media, website, ballot.) Deadline for nomination submission is November 15th. If the Annual Meeting is held prior to November 15th, a last call for nominations can be solicited at that time. Refer to Article IV Section 3 for Election Process

Section 4. Meeting Schedule

General Membership meetings shall be held according to a schedule determined each calendar year, with the schedule being distributed to all Members.

Section 5. Annual Meetings

An annual meeting of the Members shall be held during the fourth quarter of each year or at such time and such place as the Board of Directors may designate from year to year.

Section 6. Special Meetings

Special meetings of the Members may be called either by the President, Board of Directors, or by a majority of the Members for any purpose at such time and such place as the Board of Directors may designate.

Section 7. Membership Meetings

Regular meetings of the membership shall be held three times per year at such time and such place as the Board of Directors may designate.

Section 8. Rights and Limitations

Attendance and/or participation in any organizational capacity and at any meeting of Members may be limited for Category II Members. Decisions on full or limited participation shall be at the discretion of the Board of Directors as deemed in the best interest of the organization.

Section 9. Notice of Meeting

Written or printed notice stating place, date and hour of any meeting of Members shall be delivered to each Member entitled to a vote, not less than ten (10) days before the date of such meeting, by or at the discretion of the President, or the Secretary, or the Officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose(s) for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid. If notice is given by email, then it will be deemed delivered when transmitted.

Section 10. Proxies

At any meeting of Members, a Member entitled to vote may do so by proxy, executed in writing by said Member. No proxy shall be valid after nine (9) months from the date of its execution, unless otherwise provided in the proxy.

Section 11. Voting by Mail, Email, Online or Fax

When it is not expedient to call a meeting of Members, a vote by mail, email, online or fax on any question on which an expression is deemed necessary may be taken by the President or Secretary with the approval of two other Board Members. Notice of the result shall be given to all Member companies within thirty (30) days of completion of the vote.

ARTICLE IV - Board of Directors

Section 1. General Powers

Its Board of Directors shall manage the affairs of the Corporation. The Board of Directors will be composed of “officers” and “committee chairs.”

Section 2. Board of Directors

The governing body of the PNwRC shall be known as the Board of Directors and is authorized to handle all business and policy matters of the council. The Board of Directors shall consist of not less than 7, or more than 16 Members, with a minimum of three (3) Category I Members and includes all officers and the Committee chairpersons. Committee chairpersons include the chairpersons of the Membership, Education/Meeting Programs, Sponsorship, Bylaws/Structure, Social Responsibility, Website and any other committees deemed necessary by the Board.

Section 3 Board of Directors Election and Tenure

The officers of the organization shall be elected by the Board of Directors, from its own Members nominations. Each member in good standing has the right to nominate candidates, including self-nominations, for the Board of Directors. The Board of Directors shall serve as the elected legislative and governing body charged with directing the affairs of the PNwRC in behalf of the general membership. Nominations are received by mail, email, social media, website, ballot. Deadline for nomination submission is November 15th. If the Annual Meeting is held prior to November 15th, a last call for nominations can be solicited at that time. The offices of President, Vice President, Treasurer, Secretary, Communications Director, and the Chairpersons for Membership, Education/Meeting Programs, Social Responsibility, Bylaws/Structure, Corporate and Sponsorship Chair will be selected from both Category I (Corporate) and Category II (Service) members. If a position remains unfilled due to lack of available candidates who have met the qualifications, the Board of Directors may approve a nomination with a majority vote. The Positions of President and Vice President shall be filled only by a qualified member with at least one year of service on the Board as an Officer or Committee Chair.

A special committee to be called the Membership Committee, will be appointed by the Immediate Past-President of three members in good standing. The three Membership Committee members will serve to vet the nominations submitted, ensuring they meet the qualifications (see ARTICLE III, Section 2) and to tally the Board Member votes. The Membership Committee will be appointed on or before October 1st. Nominations from the general membership shall be requested by the Membership Committee, using various forms of communication (to include but not limited to email, social media, website, ballot) no later than October 15th, actual date to be set by Immediate Past-President. Deadline for nomination submissions is November 15th. If the annual meeting is held prior to November 15th, a last call for nominations can be solicited at that time. The PNwRC will make the nomination form available on their website.
Summary of Election process:

1. Nominations are made by a member in good standing nominating a member in good standing or self-nomination (self must be a member in good standing)
2. All nominees will complete a brief bio, agree that this is a volunteer position, agree that it is expected they will be available for calls, meetings and projects throughout the year, and if selected they understand the time commitment and are willing to commit should they be selected, answer a few questions and state the contributions (volunteering) they have made to the PNwRC the past two years.
3. Special Committee of three members in good standing appointed by Immediate Past President.
4. Membership Committee will vet each nomination and present qualified nominations to the Board for the Board members to review and vote by secret ballot to appoint the new Board Members. The Membership Committee will tally the votes followed by formal notification by in-coming President.
5. Board of Directors are given the results.
6. Incoming President will contact each nominee and advise if they have been voted in. For those who have been voted to serve on the Board of Directors of PNwRC, it is important to discuss the following items to assure they are aware of the expectations and to obtain their acceptance for:
 - a. Time Commitment- January Meeting, bi-monthly conference calls, Spring, Summer and Fall Workshops, special projects around Summer Workshop/Golf Tournament.
 - b. Responsibility- Explain this is a working board and each committee chair is responsible for specific duties throughout the year and may assist other committees or special projects as required.
 - c. Employer Support- Explain it is important that their employer supports their participation on the Board and their employer is aware that being on the Board requires some time commitments. The in-coming President will send an email to the nominee's supervisor, acknowledging that their employee has been elected into the PNwRC Board. The in-coming President will request a reply of the email. This reply will serve as an acknowledgement of support on behalf of the nominees' employer.
7. Membership is informed of the recommended slate via email
8. Immediate Past President introduces incoming President and incoming President introduces the slate to the membership at the Spring Meeting.

Each officer shall serve for a two-year term with elections to be held every two years. The Secretary, Treasurer and Committee Chairs may only be re-elected once to the same position for a maximum term of four years.

The Immediate Past-President, President and Vice President shall each serve only one 2-year term.

The Vice President Shall succeed the President. The President shall succeed the Immediate Past President.

All Board Members must be current Members in good standing. The Board of Directors may

appoint non-voting Board positions and Committees as it deems necessary. Additionally, officers may also hold other Board positions in organizations outside of PNwRC, However, officers cannot simultaneously hold dual positions within the PNwRC board.

Section 4. Board Meetings

Board of Directors meetings shall be held as needed or on a bi-monthly basis at such time and such place as the Board of Directors may designate. All meetings of the Board of Directors shall be open to all Members of the Corporation. The Board of Directors may, with approval of a majority of a quorum, adjourn a meeting and reconvene to discuss or vote upon personnel matters, litigation in which the Corporation is or may become involved, disciplinary matters, and orders of business of a similar, confidential or sensitive nature.

Section 5. Minutes

A copy of the written minutes of each meeting of the Board of Directors shall be approved during Board of Directors meetings.

Section 6. Vacancies

Any vacancy in the number authorized for the Board of Directors due to death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors. A Member appointed to fill a vacancy shall serve for the remaining portion of the term of his/her predecessor as outlined in Article 4, Section 3.

Section 7. Compensation

Board Members as such shall not receive any stated salaries for their services. However, when authorized, Board Members may be reimbursed for actual expenses incurred in the performance of their assigned duties when substantiated by either a memorandum or a receipt for the expense incurred. Nothing herein contained shall be construed to preclude any Board Member from serving the Corporation in any other capacity and receiving compensation therefore.

Section 8. Quorum

A quorum is defined as two-thirds of all Board Members. If a quorum is not present at any meeting, the meeting may be adjourned or voting on a scheduled matter may be canceled at the discretion of the President.

Section 9. Indemnification

The Corporation shall indemnify any and all of its Directors or officers, or former Directors or officers, employees, agents and consultants against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of having been Directors or officers, or a Director or officer, or employees, agents, and consultants, of the Corporation. An exception to indemnification will be in relation to matters in which the Director or officer or former Director or officer (or employee, agent or consultant) shall be adjudged in such action, suit or proceeding to be liable for neglect or misconduct in the performance of duties. Such indemnification shall not be deemed exclusive to any other rights to which

those indemnified may be otherwise entitled.

ARTICLE V - Officers & Duties

Section 1. Officers

Officers of the organization shall consist of a President, a Vice President, a Secretary, a Treasurer and a Communications Director. No two offices may be held at the same time by the same person. All officers will participate in the annual audit of the corporation, as needed.

Section 2. President

The President shall be the principal executive officer of the organization and shall in general manage, direct and control the activities and business affairs of the organization. He or she shall preside at all meetings of the Members. The President may sign with the Secretary or any other proper officer of the organization any contracts, leases, or other instruments with which the Board of Directors has authorized to be executed. The president has final review and approval of all communications and is responsible to transition newly elected officers.

Section 3. Vice President

In the absence or disability of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all powers of the President and be subject to the same restrictions. The Vice President creates and mails questionnaires for determining interest in meeting topics. Additionally, the Vice President will act as program chair for the regular meetings and may delegate or call for sharing of these responsibilities from time to time. Furthermore, the Vice President shall serve as Committee Chair Administrator responsible for coordinating with the various PNwRC Committee Chairs and facilitating their actions to achieve the Board's desired results."

Section 4. Treasurer

The Treasurer shall be in charge of the organization's funds and records, presiding over meetings in the absence of the President and Vice President. Duties shall include collection of all Member dues and assessments, as well as tracking Member and guest attendance at all functions. The Treasurer will also ensure the establishment and supervision of proper accounting procedures for the organization. Said officer will be entrusted with the oversight of all funds in a financial institution which has been approved by the Board of Directors. The Treasurer's office will report on the financial condition of the organization at all meetings or when called upon by the President. The Treasurer will also have the responsibility of preparing or outsourcing any and all tax filings required of the organization. A financial audit must be performed annually by the current Treasurer, Vice President and President no later than January 30th. In conjunction with the current Treasurer, the final term year audit will also include participation from the incoming Treasurer, incoming President and out-going President for a final auditing of the books. Last, at the expiration of the Treasurer's term, the current officer shall provide the organization's future Treasurer with all PNwRC books, moneys and property held on behalf

of the organization.

Section 5. Secretary

As Secretary of the organization, he/she shall be responsible for the proper and legal distribution of notices to Members; shall compile meeting minutes; shall see that accurate records are kept on all meetings; and shall in general perform all duties incident to the office of the Secretary. The Secretary will oversee communications to ERC and other regional relocation groups and will also monitor CRP credits.

Section 6. Communications Director

The Communications Director will be in charge of promoting the organization and PNwRC image and provide crucial oversight of all communication to members. This position will partner closely with the Membership and Sponsorship Chairs to promote a consistent PNwRC brand through all communication vehicles, including, but not limited to the website and newsletter. Communications Director oversees communications and is the public relations manager of the corporation, promoting a positive image through board approved media sources.

Section 7. Resignation

An officer may resign at any time by giving written or verbal notice to the President or the Secretary. A resignation shall take effect on the date of receipt of the notice or at any later date specified therein. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. Removal

Any officer may be removed from office by the Board of Directors with cause, but only at a special meeting duly called for that purpose with at least seventy-two (72) hours notice and with the opportunity to address the Board of Directors at such meeting having been given to the affected officer.

ARTICLE VI -- Fiscal and Elective Year

Section 1. Fiscal and Elective Year

The fiscal and elective year of the organization shall run from January 1 through December 31 of each year.

ARTICLE VII -- Committees

Section 1. Appointment.

The President shall coordinate selection of Member representatives for committees as deemed necessary by the Board of Directors to accomplish annual goals. Each Committee Chair must recruit at least 2 volunteers during their term of office to assist the President in member representative selection. No committees shall act on behalf of the Board of

Directors unless specifically authorized to do so.

Section 2. Membership Committee

This committee will ensure that membership guidelines are reflective of the needs of the organization, including education and orientation of new Members. The Membership Committee will maintain the master membership list and facilitate membership communications. This committee will emphasize the “no business solicitation policy at meetings and functions” and follow up on any reported solicitations.

Section 3. Structure/Bylaws Committee

This committee is responsible for maintaining bylaws, structure and standing rules of the organization. Members will provide written guidance when changes in the organization or its environment require new rules or changes to existing policy.

Section 4. Education/Meeting Program Committee

This committee will plan and coordinate educational topics to be presented in conjunction with regularly scheduled Member meetings.

Section 5. Social Responsibility Committee

This committee will plan and coordinate community events and/or sponsorships to favorably represent the PNwRC as a socially responsible corporation and to contribute to improving the social consciousness of the Pacific Northwest region.

Section 6. Sponsorship Committee

The Sponsorship committee shall sell, promote, and manage sponsorship revenues for all events and productions of the organization. Sponsorship Committee duties include, but are not limited to, the proper administration of funds, marketing, finding additional sources of sponsorship to enhance organizational revenue, and educating members on value and benefits of sponsorship. All sponsors must be active members in good standing unless a specific promotion opportunity is advertised as being open to non-members.

Section 7. Corporate Representation Committee

The Corporate Representation Committee is charged with promoting corporate membership. This committee will ensure that corporate representation guidelines reflect and respond to the needs of corporate members, including recruitment, orientation, and education of new Corporate Representatives. Furthermore, this committee will assist the Membership Committee in maintaining the corporate representative list and facilitate corporate member communications.

ARTICLE VIII -- Dues

Section 1. Annual Dues

Annual membership dues of the Council shall be payable in advance of each fiscal year or before becoming a Member of good-standing to the Council Treasurer. The amount of dues

shall be established by the Board of Directors to cover reasonable expenses of the organization while maintaining the organization's financial stability.

Dues must be paid in full within thirty (30) days of receipt of notice. Failure to meet the payment deadline will require re-application and acceptance into the PNwRC.

ARTICLE IX -- Books and Records

Section 1. Books and Records

The Corporation shall keep correct and complete books and records of account, which will be the direct duty of the Treasurer. The Secretary shall keep minutes of the proceedings of its Board of Directors. The Secretary and/or Membership Chairperson shall keep a record giving the names and contact information of the Members entitled to vote. All books and records of the Corporation may be inspected by any Member, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X - Contracts, Checks, Deposits, Funds, & Gifts

Section 1. Contracts

The Board of Directors may authorize any Board Member of the Corporation, in addition to the officers so authorized by these Bylaws, 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 may be confined to specific instances.

Section 2. Checks, Drafts, and Funds

All checks, drafts, or other orders for the payment of money shall be signed by the appropriate officer of the organization as determined by resolution of the Board of Directors.

Section 3. Deposits

All funds of the organization shall be deposited in a timely manner to the credit of the organization in such banks as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

ARTICLE XI -- Amendments to Bylaws

Section 1. Procedure

These Bylaws may be altered, amended, or repealed, and/or new Bylaws may be adopted by a majority of the Category I & II Board Members who are present and vote on the issue.

A majority vote by email will be accepted as approval.

Section 2. Notice

When any amendments of the Bylaws have been made, copies of these amendments, or a complete revised copy of the Bylaws as amended, shall be available within sixty (60) days to all Category I and Category II Member representatives. Any approved changes to the Bylaws will be posted on the PNwRC website.

ARTICLE XII - Rules of Order

Section 1. Robert's Rules of Order

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Organization and Committees in all instances wherein its provisions do not conflict with the bylaws.

ARTICLE XIII - Miscellaneous

Section 1. Policy on Non-Solicitation

The Pacific Northwest Relocation Council shall be formed to provide Relocation Professionals with a forum for exploring the issues and problems associated with the process of relocating employees. The PNwRC shall choose to open membership to those companies providing services that support the relocation process. The membership feels that input from the service Members is of value in shaping better responses to the challenges service members face. In return, service members shall 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 created will always remain open and free from bias, the PNwRC shall adopt a single caveat. Namely, service members are prohibited from soliciting business in any fashion at PNwRC functions.

Section 2. Authority

No individual Member of the Corporation shall be deemed to have any authority to speak on behalf of the Corporation or to endorse, support, oppose or make any comment of any kind whatsoever with respect to any legislative or administrative action or any judicial action on behalf of the Corporation unless such individual has been expressly authorized to do so by the Board of Directors.

Section 3. Communication Vehicles

Reference throughout the bylaws is made to written documentation, documents received in writing, or printed documentation. For the purposes of the bylaws, the definition of written documents or documents received in writing shall be any communication sent or received via mail, email, website posting, fax, or mail. Additionally, documents may be sent or received in person.

As President of the Pacific Northwest Relocation Council, a corporation in the State of Washington, I hereby certify:

The foregoing Bylaws, originally comprising twelve (12) pages, are adopted as the Bylaws of the Pacific Northwest Relocation Council on July 25, 2005, and amended on subsequent dates as stated on the attached addendum.

The Bylaws in effect at present are the same as those adopted on such date by the Pacific Northwest Relocation Council.

Dated

Stephanie Quam, President

ADDENDUM TO THE PACIFIC NORTHWEST RELOCATION COUNCIL BYLAWS

The following amendments have been approved and incorporated into the Bylaws:

Date: 6/5/06

Amendment: Added to Article IV. Section 3. The Secretary, Treasurer and Committee Chairs may be re-elected only once to the same position for a maximum term of 4 years.

The **Immediate Past** ~~Ex~~-President, President and Vice-President shall each serve only one 2-year term.

The Vice-President shall succeed the President. The President shall succeed the **Immediate Past** ~~Ex~~-President.

Date: 6/5/06

Amendment: Added to Article VII. Section 1. Each Committee Chair must recruit at least 2 volunteers during their term of office to assist the President in member representative selection.

Date: 3/30/07

Amendment: Added to Article VII. Section 7. Corporate Representation Committee. The Corporate Representation Committee is charged with promoting corporate membership. This committee will ensure that corporate representation guidelines reflect and respond to the needs of corporate members, including recruitment, orientation, and education of new Corporate Representatives. Furthermore, this committee will assist the Membership Committee in maintaining the corporate representative list and facilitate corporate member communications.

Date: 4/1/09

Amendments:

Article IV-Section 3. Election and Term of Office. Communications Director Officer position added.

Committee participation in previous years will be considered a prerequisite for consideration as a board member. However, if a position remains unfilled due to lack of available candidates who have met this prerequisite, the Board of Directors may approve a nomination with a majority vote.

Article V-Section 2 Officers: added Communications Director

Article V-Section 6. Communications Director Officer position description added.

Section 6. Communications Director.

The Communications Director will be in charge of promoting the organization and PNwRC image and provide crucial oversight of all communication to members. This position will partner closely with the Membership and Sponsorship Chairs to promote a consistent PNwRC brand through all communication vehicles, including but not limited to the website and newsletter.

Resignation- previously Section 6 now Section 7

Removal- previously Section 7 now Section 8

Article VII Committees, Section 6. Website Committee section replaced to acknowledge enhanced responsibilities of Sponsorship Chair.

Section 6. Sponsorship Committee.

The Sponsorship committee shall sell, promote, and manage sponsorship revenues for all events and productions of the organization. Sponsorship Committee duties include, but are not limited to, the proper administration of funds, marketing, finding additional sources of sponsorship to enhance organizational revenue, and educating members on value and benefits of sponsorship.

Date: 10/12/2010

Amendment:

Addition to Article II, Section I, Eligibility: regarding recently unemployed corporate members.

Active Category I members who are recently unemployed will be allowed to maintain full Category I membership benefits. Membership may be renewed as an individual in the subsequent year. If the individual is subsequently employed by a Category II company, then Category I benefits will end immediately effective with the new position.

Addition to Article VII, Section 6, Sponsorship Committee: regarding active member status of sponsors.

All sponsors must be active members in good standing unless a specific promotion opportunity is advertised as being open to non-members.

Revision to Article XI- Amendments to Bylaws, Section I, Procedure. Allowing a majority vote of the board for bylaw revisions.

These Bylaws may be altered, amended, or repealed, and/or new Bylaws may be adopted by a majority of the Category I & II Board Members who are present and vote on the issue. A majority vote by email will be accepted as approval. ~~Written notice shall be provided to all Member companies at least seven (7) days prior to a vote affecting the Bylaws.~~

Date: 12/2014

Amendment:

Modification to Article IV – Board of Directors

Section 2. Board of Directors

The governing body of the PNwRC shall be known as the Board of Directors and is authorized to handle all business and policy matters of the council. The Board of Directors shall consist of not less than 7 or more than ~~15~~-16 Members, with a minimum of three (3) Category I Members and includes all officers and the Committee chairpersons. Committee chairpersons include the chairpersons of the Membership, Education/Meeting Programs, Sponsorship, Bylaws/Structure, Social Responsibility, Website and any other committees deemed necessary by the Board.

Date: 1/22/2016

Amendment:

Modification to ARTICLE II – Membership, Section 1 Eligibility

- Category II Members are companies who are directly involved in providing relocation products and/or services to the corporate relocation industry. Category II members are employed by the company and will provide a letter of recommendation from a current Category 1 or II member in good standing. Category II memberships shall be allocated between the "primary business activity" categories of service providers listed in Article

II, Section 2, Category II. No individual category shall exceed membership limits set from time to time, as deemed necessary, by the Membership Committee.

Modification to ARTICLE II – Membership, Section 2 Categories

Category II: Service memberships shall consist of individuals of a company who meet the eligibility criteria described in Section I, whose primary business activity is:

- k. **Full time employee of a Relocation Department within a real estate company approved by Relocation Director/Manager;**
- l. Real estate appraisal company (national, professional; industry designations only);
- m. Household goods carrier;
- n. Third party relocation management companies;
- o. General inspection company;
- p. Consulting organization who contracts with corporate relocation professionals on issues such as policy analysis, development, administration, or cultural and family concerns;
- q. Financial institution with a Relocation Department/Manager;
- r. Interim living resource;
- s. Destination services;
- t. Other relocation-related service/product

*****Any exceptions must be approved by board*****

Modification to ARTICLE III - Meeting of Members, Section 1 Voting

Nominations from the general membership ~~shall be requested by the in writing and shall be submitted to the Membership Committee~~ **using various forms of communication (to include but not limited to email, social media, website, fax, ballot etc.)** Deadline for nomination submission is November 15th. If the Annual Meeting is held prior to November 15th, a last call for nominations can be solicited at that time. The Membership Committee shall create a list of nominees **with candidate applications** for each open position and submit ~~the same~~ to the Board of Directors for review. The Board of Directors shall review, vote **by secret ballot** (if more than one Member is presented for an office) ~~and to~~ appoint the new Board Members. **Membership committee will tally votes followed by formal notification by in-coming President.**

Modification to ARTICLE IV – Board of Directors, Section 3 Election & Term of Office

The Officers of the organization shall be elected by the Board of Directors, from its own Members by mail, email, online or fax ballot prior to the ~~Annual Meeting~~ **year end of the existing term. All Board positions shall be selected in December, take office in January, and hold office through a two year term ending in December.**

The offices of President, Vice President, Treasurer, Secretary, Communications Director and the Chairpersons for Membership, Education/Meeting Programs, Social Responsibility,

Bylaws/Structure, Corporate and Sponsorship Chair will be selected from both Category I (Corporate) and Category II (Service) members. Committee participation in previous years will be considered a prerequisite for consideration as a board member. However, if a position remains unfilled due to lack of available candidates who have met this prerequisite, the Board of Directors may approve a nomination with a majority vote. The **Positions of President and Vice President shall be filled only by a qualified member with at least one year of service on the Board as an Officer or Committee Chair.**

The **Immediate Past** ~~Ex~~-President, President and Vice-President shall each serve only one 2-year term.

The Vice-President shall succeed the President. The President shall succeed the **Immediate Past** ~~Ex~~-President.

All Board Members must be paid Members in good standing. The Board of Directors may appoint non-voting Board positions and Committees, as it deems necessary. Additionally, officers may ~~be elected for other Board Positions~~ **also hold other Board positions in organizations outside of PNwRC. However, officers cannot simultaneously hold dual positions within the PNwRC board.**

Addition to ARTICLE V – Officers & Duties, Section 4, Treasurer

A financial audit must be performed annually by the current Treasurer, Vice President and President no later than January 30th. In conjunction with the current Treasurer, the final term year audit will also include participation from the incoming Treasurer, incoming President and out-going President for a final auditing of the books. Last, at the expiration of the Treasurer's term, the current officer shall provide the organization's future Treasurer with all PNwRC books, moneys and property held on behalf of the organization.

Date: 9/19/2018

Amendment:

Modification to ARTICLE I – Name, Purpose

Section 1. Name

The name of the organization is **Pacific Northwest Relocation Council, a 501c6, non-profit corporation.** The authorized abbreviation of the name of the organization is **PNwRC.**

Modification to ARTICLE V – Officers & Duties

Section 5. Secretary

As Secretary of the organization, he/she shall be responsible for the proper and legal distribution of notices to Members; shall compile meeting minutes; shall see that accurate records are kept on all meetings; and shall in general perform all duties incident to the office of the Secretary. The Secretary will oversee communications to ERC and other regional relocation groups and will also monitor CRP credits. ~~Secretary oversees communications and is the public relations manager of the corporation, promoting a positive image through board approved media sources.~~

Section 6. Communications Director

The Communications Director will be in charge of promoting the organization and PNwRC image and provide crucial oversight of all communication to members. This position will partner closely with the Membership and Sponsorship Chairs to promote a consistent PNwRC brand through all communication vehicles, including, but not limited to the website and newsletter.

~~Communications Director oversees communications and is the public relations manager of the corporation, promoting a positive image through board approved media sources.~~

Addition to ARTICLE III – Meeting of Members

Section 1. Voting and Nomination Rights

Paragraph 1 same Each PNwRC Member in good standing of Category I & II Member companies shall be entitled to one vote on each matter submitted to a vote of the membership.

Add to Section 1(paragraph 2): ~~Each PNwRC member in good standing of Category I & II Member companies has the right to nominate candidates, including nominating one’s self, for the Board of Directors. The Board of Directors shall serve as the elected legislative and governing body charged with directing the affairs of the PNwRC in on behalf of the general membership.~~

Add 2. Qualifications

~~To be eligible as a board member, an individual must be a current member of the PNwRC in good standing, has been a member of the PNwRC for one-year preceding nomination and has actively volunteered on at least one committee for at least one year, during the past two calendar years.~~

Add Section 3. Nomination Process

Nominations from the general membership shall be requested by the Membership Committee using various forms of communication (to include but not limited to email, social media, website, ~~fax~~, ballot.) Deadline for nomination submission is November 15th. If the Annual Meeting is held prior to November 15th, a last call for nominations can be solicited at that time. ~~Refer to Article IV Section 3 for Election Process.~~

Modification and Addition to ARTICLE IV – Board of Directors

Section 3 Board of Directors Election and Tenure

The officers of the organization shall be elected by the Board of Directors, from its own Members **nominations**. Each member in good standing has the right to nominate candidates, including self-nominations, for the Board of Directors. The Board of Directors shall serve as the elected legislative and governing body charged with directing the affairs of the PNwRC in behalf of the general membership. **Nominations are received** by mail, email, social media, website, ~~fax~~, ballot. Deadline for nomination submission is November 15th. If the Annual Meeting is held prior to November 15th, a last call for nominations can be solicited at that time. The offices of President, Vice President, Treasurer, Secretary, Communications Director, and the Chairpersons for Membership, Education/Meeting Programs, Social Responsibility, Bylaws/Structure, Corporate and Sponsorship Chair will be selected from both Category I (Corporate) and Category II (Service) members. ~~Committee participation in previous years will be considered a prerequisite for consideration as a board member. However.~~ If a position remains unfilled due to lack of available candidates who have met the qualifications, the Board of Directors may approve a nomination with a majority vote. The Positions of President and Vice President shall be filled only by a qualified member with at least one year of service on the Board as an Officer or Committee Chair.

A special committee to be called the Membership Committee, will be appointed by the Immediate Past-President of three members in good standing. The three Membership Committee members will serve to vet the nominations submitted, ensuring they meet the qualifications (see ARTICLE III, Section 2) and to tally the Board Member votes. The Membership Committee will be appointed on or before October 1st.

Nominations from the general membership shall be requested by the Membership Committee, using various forms of communication (to include but not limited to email, social media, website, ballot) no later than October 15th, actual date to be set by Immediate Past-President. Deadline for nomination submissions is November 15th. If the annual meeting is held prior to November 15th, a last call for nominations can be solicited at that time. The PNwRC will make the nomination form available on their website.

Summary of Election process:

- 1. Nominations are made by a member in good standing nominating a member in good standing or self-nomination (self must be a member in good standing)**
- 2. All nominees will complete a brief bio, agree that this is a volunteer position, agree that it is expected they will be available for calls, meetings and projects throughout the year, and if selected they understand the time commitment and are willing to commit should they be selected, answer a few questions and state the contributions (volunteering) they have made to the PNwRC the past two years.**
- 3. Special Committee of three members in good standing appointed by Immediate Past President.**
- 4. Membership Committee will vet each nomination and present qualified nominations to the Board for the Board members to review and vote by secret ballot to appoint the new Board Members. The Membership Committee will tally the votes followed by formal notification by in-coming President.**
- 5. Board of Directors are given the results.**

6. Incoming President will contact each nominee and advise if they have been voted in. For those who have been voted to serve on the Board of Directors of PNwRC, it is important to discuss the following items to assure they are aware of the expectations and to obtain their acceptance for:
 - a. Time Commitment- January Meeting, bi-monthly conference calls, Spring, Summer and Fall Workshops, special projects around Summer Workshop/Golf Tournament.
 - b. Responsibility- Explain this is a working board and each committee chair is responsible for specific duties throughout the year and may assist other committees or special projects as required.
 - c. Employer Support- Explain it is important that their employer supports their participation on the Board and their employer is aware that being on the Board requires some time commitments. The in-coming President will send an email to the nominee's supervisor, acknowledging that their employee has been elected into the PNwRC Board. The in-coming President will request a reply of the email. This reply will serve as an acknowledgement of support on behalf of the nominees' employer.
7. Membership is informed of the recommended slate via email
8. Immediate Past President introduces incoming President and incoming President introduces the slate to the membership at the Spring Meeting.

Each officer shall serve for a two-year term with elections to be held every two years. The Secretary, Treasurer and Committee Chairs may only be re-elected once to the same position for a maximum term of four years.

The Immediate Past-President, President and Vice President shall each serve only one 2-year term.

The Vice President Shall succeed the President. The President shall succeed the Immediate Past President.

All Board Members must be ~~paid~~ **current** Members in good standing. The Board of Directors may appoint non-voting Board positions and Committees as it deems necessary. Additionally, officers may also hold other Board positions in organizations outside of PNwRC, However, officers cannot simultaneously hold dual positions within the PNwRC board.

Pacific Northwest Relocation Council Board of Directors

2017 and 2018

President: Stephanie Quam
Vice President: LaMonica Hummel
Treasurer: Katie Rudnick
Secretary: Claudia O'Neill (2017), Deborah Santee (2018)
Meeting Chair: Lori Vincent
Corporate Co- Chairs: Keith Schafer and Debra Gilstrap(2017),
Kate Tarnowski (2018)
Sponsorship Co-Chairs: Greg Dolan and Don Arroyo
Education Chair: Josh Hyatt
Supplier Membership Chair: Barry Matheny
Corporate Membership Chair: Ray Kirby
Social Responsibility Chair: Lisa Brand
By-Laws Chair: Deborah Santee (2017), Kristina Cudworth (2018)
Communications Chair: Helen Maracle
Immediate Past-President: Patti Ward

2015 and 2016

President: Patti Ward
Vice President: Stephanie Quam
Treasurer: Katie Rudnick
Secretary: Claudia O'Neill
Meeting Chair: Lori Vincent
Corporate Co- Chairs: Ray Kirby & Debi Dopps (Yasemin Yildiz 2015)
Sponsorship Co-Chairs: Don Arroyo & LaMonica Hummel
Education Chair: Debbie Convery (Melissa Huguley 2015)
Supplier Membership Chair: Greg Dolan
Corporate Membership Chair: Angela Deppe
Social Responsibility Chair: Lisa Brand
By-Laws Chair: Deborah Santee
Communications Chair: Josh Hyatt
Immediate Past-President: Kevin T. Moen

2013 and 2014

President: Kevin T. Moen
Vice President: Patti Ward
Treasurer: Steve Bredeweg
Secretary: Lori Vincent
Meeting Chair: Stephanie Quam
Corporate Co- Chairs: Yasemin Yildiz & Angela Deppe
Sponsorship Chair: Patrick Collins
Membership Co-Chairs: Claudia O'Neill & Greg Dolan
Social Responsibility Chair: Deborah Santee
By-Laws Chair: Becki Beusch
Communications Chair: Josh Hyatt
Immediate Past-President: Kari Hamilton

2011 and 2012

President: Kari Hamilton
Vice President: Kevin T. Moen
Treasurer: Kimberly Caponigro
Secretary: Claudia O'Neill
Meeting Chair: Patti Ward
Corporate Co- Chairs: Lynne Sturman & Melissa Huguley
Sponsorship Chair: Lori Vincent
Membership Chair: Margot Wetzel
Social Responsibility Chair: Stephanie Quam
By-Laws Chair: Becki Beusch
Communications Chair: Brad Fransen
Legislative / Public Policy Advisor*: Nancy Kuehnoel
Immediate Past-President: David Cox
**Non-Voting Special Board Advisor position*

2009 and 2010

President – David Cox
Vice President – Kari Hamilton
Treasurer – Kimberly Caponigro
Secretary – Becki Beusch
Communications Director – Claudia O'Neill
Education/Meeting Programs Committee Chairperson –Kevin T. Moen
Membership Committee Chairperson – Nancy Kuehnoel
Structure/Bylaws Committee Chairperson – Melissa Huguley
Sponsorship Committee Chairperson – Melissa Lising
Social Responsibility Committee Chairperson – Jodi Payne

Corporate Representation Committee Chairperson- Lynne Sturman
Immediate Past-President – Marc Galvagno

2007 and 2008

President – Marc Galvagno
Vice President – David Cox
Treasurer – Jocelyn Rockstrom
Secretary – Becki Beusch
Education/Meeting Programs Committee Chairperson – Kari Hamilton
Membership Committee Chairperson - Claudia O'Neill
Structure/Bylaws Committee Chairperson – Melissa Huguley
Website Committee Chairperson – Melissa Lising
Social Responsibility Committee Chairperson – Brenda DiMuro/Kevin T Moen
Corporate Representation Committee Chairperson - Lynne Sturman
Immediate Past-President – Dave Caple

2006 and 2007

President - Dave Caple
Vice President - Marc Galvagno
Treasurer – Marlene Porter
Secretary - Jocelyn R Rockstrom
Education/Meeting Programs Committee Chairperson - David Cox
Membership Committee Chairperson - Claudia O'Neill
Structure/Bylaws Committee Chairperson – Melissa Lising
Website Committee Chairperson - Becki Beusch
Social Responsibility Committee Chairperson - Kevin T Moen
Immediate Past-President - Debra DuBois

2005 and 2006

President - Dave Caple
Vice President - Marc Galvagno
Treasurer – Marlene Porter
Secretary - Jocelyn R Rockstrom
Education/Meeting Programs Committee Chairperson - David Cox
Membership Committee Chairperson - Claudia O'Neill
Structure/Bylaws Committee Chairperson – Melissa Lising
Website Committee Chairperson - Becki Beusch
Social Responsibility Committee Chairperson - Kevin T Moen
Immediate Past-President - Debra DuBois

2004 and 2005

President - Dave Caple
Vice President - Marc Galvagno
Treasurer - Marlene Porter
Secretary - Jocelyn R Rockstrom
Education/Meeting Programs Committee Chairperson - David Cox
Membership Committee Chairperson - Claudia O'Neill
Structure/Bylaws Committee Chairperson - Mike Fraser
Website Committee Chairperson - Becki Beusch
Social Responsibility Committee Chairperson - Kevin T Moen
Immediate Past-President - Debra DuBois

2003 and 2004

President - Debra DuBois
Vice President - Dave Caple
Treasurer - Marlene Porter
Secretary - Jocelyn R Rockstrom
Education/Meeting Programs Committee Chairperson - Marc Galvagno
Membership Committee Chairperson - Claudia O'Neill
Structure/Bylaws Committee Chairperson - Mike Fraser
Website Committee Chairperson - Becki Beusch
Social Responsibility Committee Chairperson - Sue Schleer / Kevin T Moen
Immediate Past-President - Kathleen Phillips

2002 and 2003

President - Debra DuBois
Vice President - Dave Caple
Treasurer - Marlene Porter
Secretary - Brad Fransen
Education/Meeting Programs Committee Chairperson - Marc Galvagno
Membership Committee Chairperson - Kimberly Hughes
Structure/Bylaws Committee Chairperson - Jocelyn Rockstrom
Website Committee Chairperson - Becki Beusch
Social Responsibility Committee Chairperson - Karen Pulley-Shaw
Immediate Past-President - Kathleen Phillips
Meeting Committee Chairperson - David Cox

2001 and 2002

President - Kathleen Phillips

Vice President - Debra DuBois

Treasurer - Laura Fortner

Secretary - Brad Fransen

Education/Meeting Programs Committee Chairperson - Dave Caple

Membership Committee Chairperson - Peggy Smith

Structure/Bylaws Committee Chairperson - Kimberly Hughes

Website Committee Chairperson - Rick Smith

Social Responsibility Committee Chairperson - Margaret Palo