

# Bylaws of the Relocation Directors Council, Inc.

Adopted May 6, 1981

Revised January 2007

## ARTICLE I — NAME

Section 1. Name. The name of the organization shall be the RELOCATION DIRECTORS COUNCIL, INC. here in after referred to in these BYLAWS as the RDC.

## ARTICLE II — OBJECTIVES

Section 1. The objectives of the RDC are as follows:

- A. to organize a communication network to discuss common relocation information
- B. to foster continuing education in relocation
- C. to promote a high standard of ethical and professional conduct among its members
- D. to provide a forum for the free exchange of meaningful ideas and marketing techniques
- E. to exert a positive and beneficial influence within the relocation industry
- F. to encourage the personal and professional growth of its members.

Section 2. No part of the net earnings of the RDC shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons.

Section 3. Definition of a residential real estate company: A residential real estate company is defined as a general brokerage real estate company which has licensed sales associates who list or sell real estate to the general public.

## ARTICLE III — MEMBERSHIP

Section 1. There shall be four categories of membership.

A. Director Membership shall be available to individuals who for two of the past four years have held the top full-time management level position (i.e. Relocation Director) within the Relocation Department of one or more residential real estate company(s); or have the CRP designation and have for the last one year held the top full-time management-level position within the Relocation Department of one or more residential real estate company(s); and are ultimately responsible for all relocation activity and meet the membership guidelines as outlined in Article V., Section 2.

B. Executive Membership shall be available to full time Broker Owners, who have primary responsibility for the relocation function within their residential real estate company or separately owned business whose primary purpose is to develop relocation business for the residential real estate company, or Senior Management in charge of the Relocation Division within their company(s) for a minimum of two out of the last four years. Executive members must have the CRP designation.

1. Existing Executive members, as of May 1, 1996, will be grandfathered with regard to the CRP requirement.

C. Associate Membership shall be available to other individuals employed in a management position in the Relocation Department of a residential real estate company, who for the previous two years have been in a full time salaried position as an employee within the relocation industry and who meet the membership guidelines as outlined in Article V., Section 2.

D. Lifetime Membership shall be available to individuals who have performed notable service as a member of the Relocation Directors Council and who at the time of selection meet the membership requirements. Nomination shall be made by the Board of Directors and election shall be by a majority vote of the Board of Directors. Lifetime membership shall confer the right to be invited to meetings, to participate in discussions, to vote, to hold elective office, and shall impose no obligations for dues.

1. Candidates for Lifetime membership must meet the following requirements:
  - a. must have completed their official term of service on the RDC Board of Directors at the time of selection
  - b. must meet current membership requirements
  - c. must hold the CRP or SCRIP designation
  - d. must have been a member of RDC for a minimum of 10 years
  - e. Lifetime membership shall mean for the length of the honoree's lifetime.
2. The honor of Lifetime membership is to reward service to RDC.

#### Section 2. Special Designation

A. Those members of the RDC who were paid Active Members, in good standing prior to January 1, 1986 shall be given the designation of "Charter" in recognition as a founding member of RDC.

B. Each member will fall into one of the four categories outlined above depending on his/her individual qualifications.

#### Section 3. Classification

A. Annually each member shall receive a Membership Update Request. This information will be used by the Classification Committee to certify the category of membership for the coming fiscal year.

B. The Classification Committee reserves the right to evaluate any documentation requested to substantiate compliance with eligibility requirements under any category of RDC membership.

#### C. Change of Membership Classification

Transfer of membership to another class may be given with the written permission of the Classification Committee, providing the member meets the membership guidelines for the new class as outlined in Article V., Section 2.

#### Section 4. Address of Members

It shall be the duty of all members to keep on file with the Secretary/Treasurer or the Executive Director an updated address to which any and all kinds of notices required by these Bylaws may be sent.

#### Section 5. Transfer of Membership

Membership in the RDC is personal to the individual and cannot be transferred to another member of his/her staff or company.

#### Section 6. Member in Good Standing.

A member shall be deemed to be in good standing if he/she has attended one of the last three consecutive meetings of the RDC, has taken an active role and participated in the affairs of the RDC, and has paid all dues and assessments.

## Section 7. Termination of Membership

Membership in the RDC can be terminated for any one of the following reasons:

- A. Through resignation.
- B. Through non-payment of dues and fees as specified in Article VI, Sections 4-5.
- C. Through ineligibility. Any member who no longer meets the qualifications for his/her present class of membership shall notify the membership chairman within thirty (30) days of such change; otherwise the membership may be terminated.
- D. For Cause. A majority vote of the Board of Directors is necessary to terminate a membership when it is determined that a member is no longer in good standing as set forth in Article III, Section 6, or has failed to comply with any section of the Bylaws.
- E. For Failure to attend one out of the last three consecutive RDC meetings.

## Section 8. Notice of Intent to Terminate Membership Due to Ineligibility

The Executive Director or Membership Chairman will notify any member not meeting the qualifications for membership within RDC of the termination of their membership status. This action may be appealed. See Section 11, Appeals B.

## Section 9. Notice of Intent to Terminate Membership Due to Cause

In the event that the Board is made aware of information which, if shown to be true, would require it to terminate the membership of a member, the Executive Director, the Secretary/Treasurer, or the Membership Committee chairperson shall inform the member of the allegations by sending to the member a copy of a written complaint by first class mail, addressed to the member at the address shown for the member on RDC's records. The member shall be notified that he or she has (20) days within which to provide the Membership Committee with a written response to the complaint setting forth, among other things, the member's position regarding the allegations of the complaint, and any other matters that the member feels are relevant to the Committee's consideration of the complaint.

## Section 10. Hearing.

Upon receipt of the member's written response, or upon the expiration of the twenty-day (20) period with no response having been received, the Membership Committee shall meet and decide upon what disciplinary action, if any, is warranted under the circumstances. If suspension or termination of a membership is determined to be the appropriate action, the Membership Committee shall make such recommendation to the Board of Directors who shall be responsible for the final decision.

## Section 11. Appeal

- A. If after due consideration, the Board of Directors determines that some action should be taken based upon the recommendation of the Membership Committee, the Board shall notify the member in writing of the proposed action, the reasons for the proposed action, and the date upon which the Board's action shall become final, which shall be no sooner than twenty-five (25) days from the notice date.
- B. The Board shall also provide the member with at least fifteen (15) days to file a written appeal with the Board of Directors.
- C. The Board shall take final action only upon due consideration of the member's written appeal or, if no appeal is filed, following the expiration of the fifteen-day (15) period.
- D. In the event of an appeal, if the Board is to consider any information or documents in addition to the information and documents considered by the Board prior to appeal, and that which might be presented by the appealing member on appeal, the appealing member shall be provided with copies of such documents or information and shall have an additional ten (10) days to rebut or respond to such data.
- E. The Board shall not make its final decision, in any event, sooner than the sixth (6th) day following the expiration of said fifteen-day (15) period.
- F. The member shall thereafter be notified of the Board's final decision. Such decision shall be based on a majority vote of the Board and shall be final.

## ARTICLE IV — PRIVILEGES AND OBLIGATIONS

### Section 1. Director Members in good standing shall be entitled

- A. to participate in all phases of the general membership meeting
- B. to participate in all RDC discussions, functions, and programs
- C. to be selected for all committee assignments
- D. to vote for elective offices
- E. to hold elective office as an Officer or member of the Board of Directors.

### Section 2. Executive Members in good standing shall be entitled:

- A. to participate in all phases of the general membership meeting
- B. to participate in all RDC discussions, functions, and programs
- C. to be selected for all committee assignments
- D. to vote for elective offices
- E. to hold elective office as an Officer or member of the Board of Directors.

### Section 3. Associate Members in good standing shall be entitled:

- A. to participate in all phases of the general membership meeting
- B. to participate in all RDC discussions, functions, and programs
- C. to be selected for all committee assignments
- D. to vote for elective offices
- E. to serve on the Board of Directors.

### Section 4. Lifetime Members shall be entitled:

- A. to be invited to meetings
- B. to participate in discussions
- C. to vote
- D. to hold elective office
- E. to impose no obligations for dues
- F. To maintain the designation for their lifetime.

### Section 5.

All members have the responsibility to safeguard and promote the standards, interests and welfare of the RDC and to maintain the same standards of ethical conduct in their relocation business.

### Section 6.

All membership shall have the responsibility to recommend qualified prospective members to the RDC Membership Committee.

### Section 7.

All publications and other membership services made available to the RDC membership shall be used exclusively within the RDC unless otherwise approved by the Board of Directors.

## ARTICLE V — APPLICATION , ELIGIBILITY, ELECTION

### Section 1. Application and Update Form

- A. Applications and Update Forms for all classes of membership shall be made in such a manner and form as may be prescribed by the Membership Committee.
- B. The membership application and the Update Form shall include a statement signed by the applicant who agrees to:
  1. take an active part in RDC programs
  2. attend one out of three consecutive meetings
  3. willingly share knowledge and experience with others.
- C. The membership application shall include a statement signed by the broker acknowledging agreement to:
  1. the applicant taking an active part in RDC programs.
  2. the applicant attending one out of three consecutive meetings.
  3. the applicant sharing knowledge and experience with others.
  4. The broker will also sign a separate agreement acknowledging that the membership is personal to the individual and is not assignable or transferable to anyone else.

### Section 2. Eligibility

- A. Director Membership: An applicant for Director Membership shall supply evidence satisfactory to the Membership Committee that he/she:
  1. Has held, for two of the past four years, the top full-time management-level position (i.e. Relocation Director) within the Relocation Department of one or more residential real estate company(s); or has the CRP designation and has for the last one year held the top full-time management-level position (i.e. Relocation Director) within the Relocation Department of one or more residential real estate company(s); is ultimately responsible for all relocation activity and meets the guidelines established by the Membership Committee.
    - a. title/position
    - b. job description
    - c. area of responsibility
    - d. tenure as a relocation director
    - e. previous business experience
    - f. specific relocation training.
- B. Executive Membership: An applicant for Executive Membership shall supply the Membership Committee evidence that he/she is a full time Broker Owner or in Senior Management in charge of the Relocation Division within their company(s) who has:
  1. The CRP designation.
  2. As Broker Owner, has the primary responsibility for the relocation function within their residential real estate company or separately owned business whose primary purpose is to develop relocation business for the residential real estate company(s), or is Senior Management in charge of the Relocation Division within their company(s) for a minimum of two of the previous four years; is ultimately responsible for all relocation activity and meets the guidelines established by the Membership Committee.
  3. And provides the Membership Committee with the following information:
    - a. title/position
    - b. job description
    - c. area of responsibility
    - d. relocation experience in company and specific relocation training.

- C. Associate Membership: An applicant for Associate Membership shall supply the Membership Committee evidence that for the previous two years he/she has been in a full time salaried position as an employee within the relocation industry and meets the guidelines of the Membership Committee by submitting the following information:
  - 1. title/position
  - 2. job description
  - 3. area of responsibility
  - 4. previous business experience.
  - 5. if the company has an existing Director or Executive Member, the application must include a letter of approval from said Director or Executive.
- D. The Membership Committee reserves the right to further define those qualifications outlined in Article V., Section 2-A, B, &C.
- E. The decision of the Membership Committee shall be final.
- F. Lifetime Membership: Nomination and selection of Lifetime Membership shall be made by the Board of Directors.
- G. Unemployed Member: In order to maintain membership, a member who becomes unemployed must be actively seeking employment in the relocation profession. The membership continues for a twelve-month period starting with the date of unemployment providing the member is in good standing as referenced in Article III, Section 6. Upon employment the member must demonstrate that they meet the criteria of their classification. If, during this 12-month period of unemployment, the Member decides to no longer actively seek employment in the field of relocation, the individual must tender their resignation.

### Section 3. Election.

The procedure for election to membership shall be as follows:

- A. Membership must be made in *writing* and forwarded to the Executive Director or Secretary/Treasurer. Within forty-five (45) days of receiving the application, the Executive Director or Secretary/Treasurer shall refer each application to the Chairperson of the Membership Committee for evaluation by the committee.
- B. Within thirty (30) days of receiving the application, the Membership Committee shall:
  - 1. determine the membership qualifications as outlined in Article V., Sections 1,
  - 2. determine the category of membership for which the applicant is qualified.
  - 3. report its recommendations to the Chairperson of the Membership Committee.
- C. Upon receipt of the Membership Committee's recommendations, the Executive Director or Secretary/Treasurer shall notify in writing any applicant who does not meet the membership qualifications. Qualified members shall be promptly notified of their acceptance.

## ARTICLE VI — DUES, FEES, AND FINANCES

### Section I. Dues.

Dues for all classes of members, except Lifetime members, shall be payable annually in advance of the first day of January. Dues shall begin on the first day of the following month in which a member shall be notified of his/her election and shall be prorated for the year. The annual dues payable by each member shall be determined by the Board of Directors at the Fall meeting and shall be set at a rate which will be equitable and when combined with other income of the RDC will defray the expenses of the RDC.

### Section 2. Assessments.

Special assessments may be levied by a two-thirds vote of the Board of Directors.

### Section 3. Collection.

The Executive Director or Secretary/Treasurer shall collect all dues, fees and assessments payable by members, and shall maintain an up-to-date record of the payment of such dues, fees, and assessments. Bills are to be mailed by the Executive Director or Secretary/Treasurer at least sixty (60) days prior to the due date. In the event the dues are not received within thirty (30) days of due date, a 10 per cent (10%) late charge will be assessed.

### Section 4. Non-payment of Dues.

If dues are not paid within thirty (30) days after the due date, the member will be sent written notice of delinquency and of the RDC's intention to terminate that member from membership. Such action shall then become final on March 1<sup>st</sup> unless the total amount due is paid within that time. If the action becomes final, the terminated member may reapply for membership in the manner prescribed for new applicants provided full payment of all past due amounts is included with the application form.

### Section 5. Non-payment of Fees for RDC Functions.

It is the policy of the RDC that cost to members for RDC functions are due and payable before the function or at the door. Those members still owing the cost of a function after the close will be sent a written notice of the delinquency with total fee due including a 10% late fee and of RDC's intention to terminate that member from membership unless the delinquency is paid. Such action shall then become final thirty (30) days after the member has been sent written notice unless the total amount due is paid within that time. If action becomes final, the terminated member may apply for membership in the manner prescribed for new applicants, provided full payment of the delinquent fee is included with the application.

### Section 6. Deposit.

All monies received by the RDC for any purpose shall be reported to the credit of the RDC in a financial institution selected by resolution of the Board of Directors. The Secretary/Treasurer or Executive Director shall be authorized to write checks.

### Section 7. Expenditures.

The Board of Directors shall administer the finances of the RDC but shall not incur an obligation in excess of five hundred dollars (\$500.00) over the available cash on hand without authorization of the majority of the Board of Directors. Obligations may be incurred for social or educational functions for which anticipated revenues will offset the cost without authorization of the Board of Directors.

### Section 8. Contributions.

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

## ARTICLE VII — MEETINGS

### Section 1. General Membership Meetings.

The meetings of the RDC shall be held no less than once and no more than four times each fiscal year. The date, place, and time of these meetings is to be determined by the Board of Directors.

### Section 2. Notice of Meetings.

Written or printed notices stating place, day, and hour of each meeting of members shall be mailed to each member not less than forty-five (45) days prior to the date of such meeting by the Executive Director or if it is a special meeting, the notice shall be accompanied by a statement of the purpose of that meeting.

### Section 3. Special Meetings.

Special meeting of the members, subject to the notice requirements in Article VII, Section 2, may be called by the Board of Directors or upon the written request of at least fifty percent (50%) of the members.

#### Section 4. Action by Members.

Action by members may be taken at a meeting at which there is a quorum and by affirmative vote of the majority of the members present, except where otherwise provided by these Bylaws.

#### Section 5. Quorum.

A quorum for the transaction of business at any meeting of the membership shall be no less than forty percent (40%) of the members of the RDC.

#### Section 6. Proxy Vote.

There shall be no vote by proxy.

#### Section 7. Voting by Mail.

A vote by mail or telegram on any question which an expression is deemed necessary may be taken by the Board of Directors. Action shall require the affirmative vote of the majority of all members. Notice of the result shall be given to all members within thirty (30) days of the completion of the vote.

### ARTICLE VIII — BOARD OF DIRECTORS

#### Section I. Election.

The affairs of the RDC shall be managed by a Board of Directors consisting of its Officers until such time as the membership of the RDC numbers one hundred fifty (150) in good standing. At the Fall Meeting immediately following the attainment of 150 members, the affairs of the RDC shall be managed by a Board of Directors which shall consist of ten (10) elected members representatives in good standing chosen from the Executive, Director, Associates, or Lifetime categories. An Associate member can serve on the Board of Directors, but may not become an Officer. Four (4) members of the Board of Directors will be chosen to be Officers. These Officers shall be the Chairman of the Board, the President, the Vice President, and the Secretary/Treasurer.

#### Section 2. Qualifications.

To be eligible as a Board Member, an individual must be an RDC member in good standing and have been a member of the RDC for two consecutive years preceding nomination. Each Board Member must meet the eligibility requirements for the category of membership that he/she will represent. In the event that a Board Member no longer meets the qualifications for the category of membership to which he/she was elected, the Board Member must submit a resignation to the Secretary/Treasurer within thirty days (30) of such a change. To be eligible to continue serving as a Board member, no director shall absent himself or herself from two consecutive Board meetings without a valid excuse.

#### Section 3. Tenure.

The members of the Board of Directors shall serve two-year terms.

#### Section 4. Nominating and Voting Procedures.

A Nominating Committee, comprised of the RDC acting Vice President and three RDC members (four RDC members in total) shall be appointed by the President at least seventy-five (75) days prior to the election. The Nominating Committee shall nominate at least one candidate for each vacancy on the Board of Directors. The names of the prospective nominees shall be mailed by the Executive Director or the Secretary/Treasurer to eligible voting members at least forty five (45) days prior to the Fall Meeting. Additional nominations may be made by members by written petition addressed to the Executive Director or the Secretary/Treasurer and sponsored by at least ten percent (10%) of the eligible voting members. Such petitions must be received by the Executive Director or Secretary/Treasurer twenty (20) days prior to the Fall Meeting.

If there are no additional nominations made by written petition and there is only one nominee for each vacancy, the Secretary/Treasurer shall report that fact to the RDC President. The President shall then direct the Secretary/Treasurer to cast an unanimous vote.

If there is more than one nominee for each vacancy, the Secretary/Treasurer, at least fifteen (15) days prior to the Fall Meeting, shall submit a sample written ballot, listing all candidates, to eligible voting members. The President, with the approval of the Board of Directors, shall appoint an Election Committee of three RDC Members to conduct the election. The election of the Board of Directors shall take place at the Fall Meeting and all votes must be cast in person. In case there is more than one candidate for a single position, the candidate receiving the greatest number of votes shall be declared elected by the election committee. In the event of a tie, the Board of Directors shall elect one of the involved candidates, as appropriate, to fit the Directorship in question.

A Director retiring from the Board at the expiration of a two-year term membership shall not be eligible for re-election as a Director until the Fall Meeting of the year following the year in which he or she retired.

#### Section 5. Resignation.

Any Director at any time may resign by giving written notice of such resignation to the Executive Director or the Secretary/Treasurer. Such resignation shall be effective as of the date specified therein; if no date is specified, the resignation shall be effective upon receipt by the Executive Director or the Secretary/Treasurer.

Absence from two consecutive board meetings without an excuse deemed valid may be construed as a resignation.

#### Section 6. Vacancies.

In the event that a vacancy on the Board of Directors occurs as the result of death, disability, ineligibility, resignation of a Director, or election to an Officer position, such vacancy shall be filled by appointment of the Board of Directors for the remaining unexpired term and this Director shall remain eligible for election to a full two-year term as a Board of Director.

#### Section 7. Meetings of the Board of Directors.

The Board of Directors shall meet when necessary, but no less than annually to carry out its duties prescribed by these Bylaws. The Executive Director or the President shall designate the time and place of each meeting.

#### Section 8. Special Meetings.

The Board of Directors may provide by resolution the time and place, either within or without of the State of California, for the holding of additional meetings of the Board without other notice than such resolution.

#### Section 9. Quorum.

A quorum for the transaction of business by the Board of Directors shall be two-thirds of the whole Board of Directors. If a quorum is not present, any lesser number may adjourn the meeting from time to time without further notice.

#### Section 10. Action by Directors.

The act of a majority or the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these Bylaws.

#### Section 11. Compensation.

Directors as such shall not receive any stated salaries for their services; but by resolution of the Board of Directors, expenses of attendance or some portion thereof, may be allowed.

## ARTICLE IX — OFFICERS

### Section 1. Officers/Executive Committee

Officers of the RDC shall be the Chairman of the Board, the President, Vice-President and a Secretary/Treasurer. No two offices may be held at the same time by the same person.

### Section 2. Chairman of the Board.

In addition to the other Officers, there shall be a Chairman of the Board of Directors who shall be the immediate Past President and who shall continue as an Officer during his/her term as Chairman of the Board. If the immediate Past President is unable to serve, the Board of Directors shall elect one of its own members to serve as Chairman. The Chairman of the Board shall be entitled to vote only in the event of a tie vote of the other Directors.

### Section 3. Duties of the Officers.

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

### Section 4. Election and Term of Office.

The officers of the RDC shall serve for a one-year term, unless unusual circumstances, as determined by the Executive Committee, necessitate officers serving a two-year term. A two-year term would require the majority vote of the Executive Committee and all officers would remain in their current positions. In either case, at the end of their term, the officer positions shall advance in the following manner: The immediate Past President shall become the Chairman of the Board. The Vice-President shall become the President and the Secretary/Treasurer shall become the Vice-President. A new Secretary/Treasurer, to be chosen from one of the Board members in good standing, will be nominated by the current officers (Executive Committee), placed in nomination by the Nominating Committee, and shall be elected by a majority vote of the RDC members in good standing. The election for the Secretary/Treasurer shall take place at the Fall Meeting and all votes must be cast in person.

### Section 5. Removal.

Any officer may be removed by a two-thirds vote of the Board of Directors whenever in their best judgment the best interest of the RDC will be served thereby.

### Section 6. Executive Committee.

There shall be an Executive Committee consisting of the elected officers. The Executive Committee shall conduct the affairs of the RDC under the Chairmanship of the President in accordance with the policies of the Board of Directors and may exercise the authority of the Board in all matters delegated to the committee.

## ARTICLE X — EXECUTIVE DIRECTOR

At the discretion of the Board of Directors, there shall be an Executive Director who is hired by the RDC to handle the administrative affairs of the RDC. The wording of the contract and the amount of the fee will be determined by the Board of Directors.

The Executive Director shall issue notices for all meetings and shall keep the minutes and all records pertaining to the RDC. The Executive Director shall make such reports to the Board of Directors as may be requested and shall perform such other duties as may be incident to the contract or are properly required to the Board of Directors.

The Executive Director shall make a report of the financial condition of the RDC not less frequently than semi-annually and at such other times the President or Board of Directors may require.

## ARTICLE XI — COMMITTEES

### Section 1. Standing Committees.

The President may appoint committee chairpersons from the Board of Directors for the following standing committees:

- A. Membership Committee: The Membership Committee shall be responsible for developing and advising on policy concerning matters of membership to the Board of Directors, for reviewing and presenting the membership applications, for making recommendations on membership to the members and for building and maintaining an effective membership in the RDC. Director and Executive members may participate on this committee.
- B. Program Planning Committees: The Program Planning Committees shall be responsible for planning the program for the general meetings.

### Section 2. Additional Committees.

The Board of Directors may establish such additional committees as may from time to time be required and shall prescribe their duties and duration and size. The President shall, with the advice of the Board of Directors, appoint such committees and designate the Chairperson thereof. Members from all member classifications may participate on these committees.

### Section 3. Organization.

All Committees shall be of such size and shall have such duties, functions, and powers as may be assigned to them by the President.

### Section 4. President.

The President shall be an ex-officio member of all committees and shall be notified of their meetings.

## ARTICLE XII — ACCOUNTING

### Section 1. Fiscal Year.

The fiscal year of the RDC shall be from the first day of January through the last day of December.

### Section 2. Books and Records.

The RDC shall keep

- (1) Adequate and correct books and records of accounts;
- (2) Minutes of the proceedings of its members, Board and committees of the Board; and
- (3) A record of its members, giving their names and addresses and the class of membership held by each.

All books and records of the RDC may be inspected by a member for any proper purpose at any reasonable time.

## ARTICLE XIII — RULES OF ORDER

### Section 1. Rules of Order.

Robert's Rules of Order, latest edition, may be recognized when deemed necessary by the meeting Chairperson as the authority governing the meeting of the RDC and Committees in all instances where its provisions do not conflict with these Bylaws.

## ARTICLE XIV — AMENDMENTS TO THE BYLAWS

### Section 1. Change.

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the officers of the RDC until the number of members totals one hundred and fifty (150) paid members in good standing, and afterwards by a majority of the Board of Directors provided that a copy of the text of the proposed changes or a summary thereof has been sent to all members in good standing at least thirty (30) days prior to the scheduled time to make such alterations, amendments, or adoptions. If the proposed revisions are designed to delete a class of membership or alter rights of a given class of members, a majority vote of members so impacted shall be required.

### Section 2. Amendments.

When any amendments of the Bylaws have been made, copies or a complete revised copy of the Bylaws as amended shall be mailed within sixty (60) days to each member.

### Section 3. Notification.

Within sixty (60) days of the meeting, the Executive Director or Secretary/Treasurer will inform the members in writing of the results of the vote. Copies of said amendments, or a complete revised copy of the Bylaws, as amended, shall be mailed to each member of the RDC.

## ARTICLE XV — DISSOLUTION

### Section 1.

The RDC may be dissolved totally by a majority vote of seventy-five percent (75%) of the Director and Executive members present at a meeting specially called for this purpose.

### Section 2.

Upon the dissolution or winding up of the affairs of the RDC, and after providing for the payment of all obligations, any remaining assets shall be distributed to any federally-recognized nonprofit organization.