

ARTICLE I - NAME

The name of the organization shall be the "Delaware Valley Relocation Council," referred to in this document as "Council".

ARTICLE II - PURPOSE

Our mission is to provide the resources of a premier forum for relocation professionals in the Greater Delaware Valley, to ensure members' success and keep them at the forefront of the relocation industry.

ARTICLE III - MEMBERSHIP

Section I - Membership

There will be two (2) classes of regular members, namely corporate members and commercial members. Corporate will be those members actively involved in any area of relocation activity for the employee of his/her employer. Commercial members will be those members whose primary function is to engage in providing relocation services to others on a salary, fee or commission basis. These members would include relocation management firms, real estate firms with relocation departments, appraisers, van lines, home inspection companies and other related firms having offices in that area generally accepted as the Delaware Valley or as approved by the Board.

Number of commercial members from one company may be limited by approval of the Board. Members in good standing shall be eligible to hold office and participate in the activities of the Council.

Emeritus Member

The Board of Directors may designate a person as "Emeritus Member" in recognition of past contributions to the Council.

Section II - Membership Transfers

Individual membership is transferable from one person to another within the Member Company, provided the dues have been paid by the Company and the membership requirements in Section I have been met. A corporate member who becomes no longer employed, may participate as guest status and pay registration fees accordingly.

Section III – Membership Applications

Any and all applications meeting membership criteria shall be in writing and forwarded to the Membership Committee as appointed by the President and the Board of Directors. Applications for membership will be maintained by the Membership Committee on a continuous basis and will be accepted based on availability, date of application and eligibility.

Section IV - Terminations of Membership

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 registration period will not be refundable. Membership may be revoked by vote of the Board of Directors when a member becomes ninety (90) days delinquent in any financial obligation or is otherwise ineligible.

ARTICLE IV - FINANCES

Section I - Fiscal Year

The fiscal year of the Council shall begin January 1 to December 31.

Section II - Dues

Annual membership dues of the Council shall be payable to the Council Treasurer by March 31 of the year covered by the dues or the date of the Annual Meeting, whichever is earlier. Dues shall be determined by the Board.

ARTICLE V - ORGANIZATION

Section I - Board of Directors

The governing body of the Council shall be known as the Board of Directors authorized to handle all policy matters of the Council. The Board will consist of a minimum of ten (10) members with an objective to have representation from both corporate and commercial members. A minimum of one-third of the Board of Directors shall be corporate members. Provided, that if there are not enough corporate Directors to meet the minimum, a commercial member may be elected in lieu of a vacancy. In such event, the commercial member shall be entitled to serve a full term.

Section II - Officers of the Council

Officers of the Council shall be: President, Vice President, Treasurer, and Secretary. Officers are elected by the Board of Directors.

Sections III - Terms of Office

The term of directors shall be for two (2) years.

There will be a minimum of ten (10) Directors including Officers. Only members in good standing may serve as Directors.

There is no limit of terms that an officer or director may serve.

Election shall be held at each Annual Meeting for all Director positions that are expiring. If a directorship position becomes vacant midterm and it is determined by the Board of Directors that it be filled, that directorship shall be filled by appointment of a majority of the Board of Directors only until the next Annual Meeting. At that next Annual Meeting the vacancy shall be filled for the remaining term by vote of the membership. Departing directors may remain on Board for a transitional period of time as determined by the Board. This position to assist with a transition will not have voting privileges.

Section IV - President

The President shall be the Chief Executive Officer of the Council; preside at all meetings of the Council and of the Board of Directors; shall appoint chairmen of all committees as deemed necessary to carry on the activities of the Council; shall be an ex-officio member of each committee (with the exception of the Auditing and Nominating Committees); shall sign for the Council, all contracts or other formal instruments; shall render an annual report at the Annual Meeting; shall approve all disbursements exceeding \$200; shall ensure an annual, accurate tax

filing is completed; shall ensure that a biannual independent audit is performed; shall ensure that Counsel is available; and shall perform such other duties pertaining as are required of the President.

Section V - Vice President

The Vice President shall assume the duties of the President in his/her absence and shall perform such other duties as delegated by the President.

Section VI - Secretary

The Secretary shall keep a true and correct record of all proceedings parts showing the financial condition of the Council at the Annual Meeting and also as called for by the Board of Directors. If he/she should be bonded, the premium shall be paid for the by Council

Section VII - Treasurer

The Treasurer shall receive all monies of the Council and shall keep them on deposit in a bank or banks approved by the Board of Directors. The Treasurer shall make all disbursements. Only current Council operating expenses disbursements may be made without the prior approval of either Board of Directors or by a vote of a majority of active membership. The Treasurer shall keep a record of all receipts and disbursements and provide such record to the President. A majority of the Board of Directors constitutes a quorum to transact business. The Treasurer is ultimately responsible for maintaining an up-to-date list of members in good standing through the Membership Committee.

Section VIII - Directors

The Board of Directors shall conduct the business of the Council during intervals between its meetings, make arrangement for meetings of the Council and pass upon all applications for membership.

Directors Liability:

In accordance with the Director's Liability Act, a Director shall not be personally liable for monetary damages unless 1) the Director breached or failed to perform his/her duties; and 2) such breach constitutes self-dealing, willful misconduct, or recklessness. DVRC hereby indemnifies Directors against any third-party claims, including attorneys fees and costs, except where such claims are a result of a breach of the Director's duties which constitute self-dealing, willful misconduct, or recklessness.

ARTICLE VI - COMMITTEES

Section I - Nominating Committee

At least three (3) months prior to the Annual Meeting, the President shall appoint, with advice and consent of the Board of Directors, a Nominating Chairperson who will select two additional committee members from the membership. The President shall not serve on this Committee.

Detailed nomination guidelines approved by the Board are on the DVRC website.

Section II -- Auditing & Compliance Committee

If requested by the membership, there shall be an Auditing Committee of three (3) appointed

by the President from the membership with the advice and consent of the Board of Directors. Council Officers may not serve on this Committee. This Committee shall make suitable audits for the books of the Council and submit its report in writing thereon to the Council not less often than annually.

The Board of Directors is responsible for contracting with an independent auditor/accounting firm, and shall submit all required documents to the selected auditor for biannual independent financial review.

Section III - Other Committees

The President with the advice and consent of the Board of Directors, as deemed necessary, shall appoint all other Committees.

ARTICLE VII - ELECTIONS

Section I

Election of Directors shall be by ballot.

Section II

The Secretary shall provide a list of all nominees to all members in good standing two (2) weeks prior to the Annual Meeting. At the Annual Meeting an election of Directors will be held. Each Corporation represented within the Council and present at the Annual Meetings shall be entitled to cast one vote. All votes cast shall constitute an election. The results of the election shall be announced at the Annual Meeting.

ARTICLE VIII - MEETINGS

Section I - Regular Meetings

Regular meetings of the Council shall be held in the Spring and Fall. It is the obligation of the Board of Directors to ensure that proper insurance protection is secured for all meetings.

Section II -- Quorum

A quorum for the conduct of business at meetings, regular or special, shall consist of at least thirty percent (30%) of the membership of the Council.

Section III - Special Meetings

Special meetings of the Council may be held at the President's call, at the call of a majority of the Board of Directors or at the call of ten (10) members, which shall state the purpose of the meeting, provided however, that written notice of the meeting is mailed at least ten (10) day prior to the meeting date.

Section IV - Annual Meeting

The regular Spring Meeting shall be the Annual Meeting unless otherwise designated by the Board.

Section V - Meeting of the Board of Directors

Meetings of the Board of Directors shall be held prior to each regular or special meeting of the Council or at the call of the President, or a majority of such Board of Directors as exists provided

however, that written notice of the meeting is distributed at least five (5) days prior to the meeting date. A quorum will consist of a majority of the Board of Directors.

ARTICLE IX - PARLIAMENTARY RULES

The rules contained in Robert's Rules of Order, Revised, shall govern in all cases where they do not conflict with the By-laws of this Council as interpreted by the Board of Directors.

ARTICLE X - AMENDMENTS

These By-laws may be altered, amended or repealed at any regular or special meeting of the Council or by online survey with the approval of two-thirds (2/3) of the members present or responding online.

Provided however, written notice of the meeting or online survey and of the proposed changes shall have been distributed to each member of the Council at least ten (10) days prior to the date of said meeting.

Article XI- Technical Corrections

The President, with two-thirds approval of the Board of Directors, may make such technical corrections to these By-laws as may be appropriate to affect their intent or clarify any ambiguity. Provided, that no such change may in any way repeal, alter, or amend any substantive or procedural aspect of the By-laws.

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- Passed May 1983
 - Amended May 1984
 - Amended October 1987
 - Amended November 1988
 - Amended April 1990
 - Amended May 1992
 - Amended December 2000
 - Amended November 2004
 - Amended April 2006
 - Amended May 2010
 - Amended August 2014
 - Amended November 2017