

**BYLAWS FOR THE TENNESSEE CHAPTER
OF THE REALTORS® LAND INSTITUTE**

APPROVED: Chapter _____ RLI Board of Directors _____
(Date) (Date)

ARTICLE I - NAME

- Section 1.** The name of this organization shall be the Tennessee Chapter Number 46 of the REALTORS® LAND INSTITUTE of the NATIONAL ASSOCIATION OF REALTORS® and the Tennessee Association of REALTORS®.
- Section 2.** This Chapter shall at all times conduct its affairs in conformance with the requirements of the charter and Bylaws of the REALTORS® LAND INSTITUTE and to its duly constituted officers and Board of Directors.
- Section 3.** The jurisdiction of the Chapter shall be the state of Tennessee.

ARTICLE II - OBJECTIVE

Local chapters are chartered by the Institute to implement programs and activities on the local level that benefit RLI members professionally and in their businesses. Chapters operate under standard bylaws to accomplish at the local level the Mission of the Institute, which is to provide education, information, marketing opportunities and broker networking to enhance members' abilities to conduct their business as recognized specialists in brokering, leasing, managing and developing land in all its uses; and to preserve private property rights through collective action. They are, however, otherwise autonomous organizations.

The REALTORS® LAND INSTITUTE is a business network of land specialists who broker, lease, manage and develop land for all uses. The objective of the Chapter shall be to bring together REALTORS®, REALTOR-ASSOCIATES®, Institute Affiliate members, and/or licensed real estate professionals interested in the improvement of their professional competence in activities related to land, and to make known to the public and the real estate industry the five (5) specialty areas of RLI:

- A. Brokerage of farms and ranches.
- B. Brokerage of undeveloped tracts of land (e.g. recreational, timberland and other resource lands).
- C. Brokerage of transitional and development land.
- D. Subdividing and wholesale brokerage of lots.
- E. Site selection and assemblage of land parcels.

To achieve this objective, the Chapter shall seek:

- A. To increase membership growth and retention.
- B. To secure and maintain the financial stability of the Chapter through member dues and non-dues revenue.
- C. To develop and establish professional standards of practice in land specialists through education of our members and to identify these members to the public.
- D. To designate those members who have met rigid educational and experience requirements as “Accredited” members of the Institute and to identify those members to the public.
- E. To develop and implement systems to assist members in improving the marketing of their clients’ properties.
- F. To cooperate in the development of Chapter and regional programs and to assist in their implementation.
- G. To formulate recommendations to the membership, the Tennessee State Association of REALTORS® and the NATIONAL ASSOCIATION OF REALTORS® for public policy affecting land.
- H. To advocate the wise uses of the land and the reasonable rights and privileges of private ownership.

ARTICLE III - CHAPTERS

Section 1. Authorization

The Board of Directors of the Institute may authorize the establishment of chapters with geographical limits or special interests, such chapters to continue at the pleasure of the Board of Directors. Each Chapter shall be given an identifying number in order of its establishment upon approval of its Bylaws by the Board of Directors of the Institute.

Section 2. Geographical Chapters

The Board of Directors shall define or may redefine or divide the territorial jurisdiction of any Chapter, as it may determine in its absolute discretion. An individual shall be required to be a member in good standing of the Institute as a prerequisite for Active membership in a Chapter.

Section 3. Special Interest Chapters

The Board of Directors shall define or may redefine the purposes and goals of special interest chapters, so they do not conflict with the objectives of the Institute.

Section 4. Division

Where such action will further the objects of RLI, the Board of Directors of the Institute may, by amendments of these Bylaws, charter a “division” of the Institute having jurisdiction outside the territorial limits of the United States. In recognition of the differing governmental and professional circumstances prevailing in other nations, the organizational and administrative structures and procedures of divisions may, consistent with the objectives of the Institute, differ from those prescribed by the foregoing provisions of these Bylaws.

A. A division of the Institute having jurisdiction within the territorial limits of Canada shall be known as “RLI/Canada”. The membership of RLI/Canada shall consist of all members and associates of the Institute who reside in the Institute’s Canadian District. RLI/Canada shall be constituted and operated pursuant to its own bylaws designed to facilitate achievement of the objectives of the Institute in Canada, which bylaws, and any amendments thereto, shall be approved by the Institute prior to becoming effective. RLI/Canada dues shall not be less than the appropriate classification of dues for members of the Institute, reduced by such amounts as maybe approved by the Institute’s Board of Directors for Canadian Active, Salesmen Affiliate, Institute Affiliate Members and Associates; payment of dues to RLI/Canada shall be in lieu of payment of dues by said members to the Institute. RLI/Canada shall remit, in Canadian dollars, to the Institute for services and benefits to its individual members a sum equal to the amount of Institute dues payable for each class of Institute membership, less such amounts as may be approved by the Institute’s Board of Directors for Canadian members, for each member paying dues to RLI/Canada.

Section 5. Chapter Administration

Chapters shall have the right to elect such officers from members in good standing as provided in the approved Chapter Bylaws, and to assess dues necessary for their proper functioning. All actions of such chapters shall not be inconsistent with the Bylaws of the Institute.

- A. Chapters may not speak for the Institute without prior specific authority from the Board of Directors.
- B. Bylaws revisions of a Chapter shall be approved by the Institute prior to becoming effective.
- C. Any Chapter that is considering a proposed name change must submit it to the Board of Directors. In the official name of a Chapter, REALTORS® LAND INSTITUTE must appear all in capital letters, the Chapter name is to be in lower and upper case letters, and both the Chapter name and REALTORS® LAND INSTITUTE must be the same size.

All actions taken by the Board of Directors and/or the chapter membership shall not be inconsistent with the Bylaws of the Institute.

Chapter leaders and members may not speak for the Institute without prior specific authority from the Institute's Board of Directors.

The Chapter is established pursuant to the authorization of the Institute's Board of Directors and may continue at the pleasure of such Board of Directors, which may define or redefine or divide the territorial jurisdiction of the Chapter, as the Institute's Board of Directors may determine in its absolute discretion. A member of the Chapter shall be required to be a member in good standing of the Institute as a prerequisite for continued membership in the Chapter.

If the Chapter is considering a proposed name change, it must submit the proposed name to the Institute's Board of Directors. In the official name of a Chapter, REALTORS® LAND INSTITUTE must appear all in capital letters, the Chapter name is to be in lower and upper case letters, and both the Chapter name and REALTORS® LAND INSTITUTE must be the same size.

ARTICLE IV - MEMBERSHIP

- Section 1.** Members of the Chapter shall be such individuals as may be duly elected by the Board of Directors of the Chapter. However, in order to be eligible, the applicant must hold some form of membership in the NATIONAL ASSOCIATION OF REALTORS®.
- Section 2.** CLASSIFICATION
Members of this Chapter shall be Active, Accredited, Affiliate, Honorary, and other membership types as approved by the REALTORS® LAND INSTITUTE and the NATIONAL ASSOCIATION OF REALTORS®.
- Section 3.** Active members of the Chapter shall be those who may be duly elected by the Board of Directors and shall have the following qualifications:
- A. They must be REALTORS® OR REALTOR-ASSOCIATE® members of the National Association, or hold Institute Affiliate membership in a member Board or Association. They must maintain active membership in the Institute. They may vote and hold office, subject to the requirements in Section C below.
 - B. They must abide by the rules and regulations and Bylaws of this Chapter and the Institute.
 - C. They may have their principal office within or outside of the jurisdiction of the Chapter but only those members whose principal

office is within the jurisdiction of the Chapter may vote at membership meetings or hold elective office in the Chapter.

- Section 4.** Accredited members shall be those active members or honorary members who have successfully earned the designation conferred by the Institute.
- Section 5.** Affiliate members are those who have been duly elected by the Board of Directors, who are not REALTORS® or REALTOR-ASSOCIATES® but are engaged in endeavors related to the objectives of the Chapter and hold membership in a member board/association affiliated with the NATIONAL ASSOCIATION OF REALTORS®. They may vote but not hold office.
- Section 6.** Honorary membership may be granted, by a two-thirds (2/3) vote of the Board of Directors, to any member who has performed outstanding service for the Chapter. Honorary members are not necessarily Institute Honorary or Life members. They may vote but not hold office.
- Section 7.** Additional qualifications for membership in the Chapter, other than those expressed in these Bylaws, may be required by the Board of Directors with the approval of a majority of the members of the Board present at any regular meeting, provided the requirements do not conflict with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, the Institute, or the Tennessee Association of REALTORS®.
- Section 8.** Applications for membership shall be presented to the Board of Directors on such forms as prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant for membership, that the applicant agrees as a condition to membership to become thoroughly familiar with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®. No application for Active, Accredited or Affiliate membership shall be denied except by the Board of Directors. The application shall be voted upon at the next regularly called meeting of the Board of Directors, and admission shall be by a favorable majority vote of a quorum.

When convened, the Board of Directors shall consider applications for membership and in its discretion duly elect qualified applicants for membership status in the Chapter.

Individuals may be elected to two or more classes of membership, providing they meet the qualifications of each and pay the dues prescribed for each class. Such additional memberships do not confer any additional voting privileges.

An individual may maintain membership in more than one Chapter, with all the benefits of chapter membership.

- Section 9.** Upon election, and payment of required dues, the Secretary of the Chapter shall enroll Active, Accredited or Affiliate members.
- Section 10.** Membership shall be continuous from the date of enrollment. The Board of Directors shall have the power to suspend or terminate any member who is sixty (60) days delinquent in the payment of annual dues or other obligations and they shall be dropped from the membership rolls.
- Section 11.** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve that member of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

ARTICLE V - STANDARDS OF PRACTICE

- Section 1.** The Chapter shall require its members to abide by any customs which the Institute identifies as prevailing in all phases related to land, including land brokerage, agribusiness, land management, planning and development, appraising, acquisition, syndication, and any other land specialty areas, and establish standards of practice relating to the professional conduct of the Institute and chapter members in their relationships with clients, the public, and each other. Such standards of practice are supplementary to the Code of Ethics of the National Association.
- Section 2.** The Chapter shall subscribe to the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, which shall be binding upon all members. Enforcement of the Code of Ethics shall be provided through arrangements with local or state associations of REALTORS® and all chapter members must agree to participate in such arrangements as provided for in the rules of the Institute.
- Section 3.** **SUSPENSION OR EXPULSION**
Members may be suspended or expelled by a majority vote of the Board of Directors upon satisfactory evidence of violation of any part of these Bylaws or the Code of Ethics which shall become final unless reversed by a majority vote of members present at the regular meeting, provided the member be given a fair hearing including a reasonable opportunity to defend himself/herself.
- Section 4.** **NOTIFICATION**
Notification and/or distribution of written documents shall include email.

ARTICLE VI - DUES AND FINANCES

- Section 1.** Membership dues are billed by and payable to the Chapter.
- A. Annual dues for all classes of membership shall be established by the Board of Directors and shall be payable in advance. Dues are to be used to defray the operational expenses of the Chapter and shall be in addition to any dues paid to other local, state or national organizations. Dues may be changed at a regular meeting of the Board of Directors by a two-thirds (2/3) vote of the board members present, provided thirty (30) days notice has been given to the chapter membership of the intention to do so and of the proposed dues structure.
 - B. Dues shall be payable on or before January 1 of each year. The membership year begins the first (1st) day of January and continues for twelve (12) months. Annual dues are billed not later than thirty (30) days prior thereto. Applicants are enrolled for twelve (12) months as of the first (1st) day of the month following receipt of their applications subject to their having the necessary qualifications for membership. When they renew their membership, the dues amount will be prorated to adjust the billing date to January 1. If dues are not received by January 1, the member benefits will cease, but the billing process will continue for sixty (60) days.
 - C. The fiscal and elective year of the Chapter shall be December 1 through November 30 as recommended by the REALTORS® LAND INSTITUTE.
 - D. Members shall pay dues in accordance with their membership classification. Honorary members shall pay no chapter dues.
 - E. Membership shall be continuous from the date of enrollment. The Board of Directors shall have the power to suspend or terminate any member who is sixty (60) days delinquent in the payment of annual dues or other obligations and they shall be dropped from the membership rolls.

- Section 2.** EXPENDITURES
- The Board of Directors shall administer the finances of the Chapter, but shall not incur any obligation in excess of ten (10%) percent over the available cash on hand without the approval of a majority vote of the chapter members.

- Section 3.** DEPOSITS
- All funds of the Chapter shall be deposited in the appropriate accounts of the Chapter.

Section 4. GIFTS

The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest, sponsorship or advertisement, whether monetary or service oriented, for the Chapter's benefit or any special purpose.

Section 5. The Chapter shall not assume liability for expenditures or commitments of individual officers, directors, committee chairman, vice chairman, committee members, or any chapter members unless such expenditures or commitments shall have been approved by the Board of Directors.

ARTICLE VII - OFFICERS AND DIRECTORS

Section 1. OFFICERS

The officers of the Chapter shall be a President, President-Elect, Vice-President, Secretary and Treasurer. The offices of the Secretary and Treasurer may be combined. The only elected officer shall be the Vice-President. A Chapter Administrator may be elected by the Board of Directors at their discretion, need not be a member of the Chapter and shall assist the officers in their duties for the Chapter.

Section 2. DUTIES

Duties of the officers shall be as their titles by general usage would indicate and such as may be assigned to them by the Board of Directors. It shall be the particular duty of the Secretary to record the membership and Board of Directors meetings, administer the bylaws and carry on the necessary correspondence with the REALTORS® LAND INSTITUTE. It shall be the particular duty of the Treasurer to oversee the bookkeeping, confirm the financial statements, and prepare the annual corporate report and tax return.

Section 3. DIRECTORS

The government of the Chapter shall be vested in a Board of Directors consisting of Active or Accredited members comprised of the following:

- A. President, President-Elect, Vice-President, Secretary, Treasurer, Immediate Past President.
- B. Three (3) additional directors shall be elected by a majority vote of the members present at the Annual Meeting of the Chapter.
- C. Each elected director shall serve a one-year (1) term or until their successor is duly elected.

Section 4. VACANCY

When a vacancy occurs in the Board of Directors, or an elected office, it shall be filled by the Board of Directors at its next meeting and the individual appointed shall serve until the next election. Any director who is absent from two (2) consecutive regular meetings of the Board without acceptable written explanation will be deemed to have resigned his/her directorship and any elective office held.

Section 5. REMOVAL FROM OFFICE

In the event that an officer or Director is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the officer or Director may be removed from office in accordance with the following procedure:

A. A petition requesting the removal of an officer or Director signed by a majority of the members of the Board of Directors shall be filed with the President, or if the President is the subject of the petition, with the next ranking officer. The petition shall set forth specifically the reasons the individual is deemed disqualified from further service.

B. If a regular meeting of the Board of Directors is scheduled to take place not less than twenty (20) days or more than sixty (60) days after receipt of the petition; the Directors shall consider the charge against the officer or Director at such meeting and render a decision on the petition. If no such regular meeting of the Board of Directors is scheduled within the specified time, a special meeting of the Board of Directors shall be held not less than twenty (20) days or more than sixty (60) days after receipt of the petition.

C. Any meeting at which a petition is considered shall be conducted by the President unless the President's continued service in office is being considered at the meeting. In such cases, the next ranking officer will conduct the meeting or that portion of the meeting at which the petition for removal of the President is considered. The Board of Directors shall consider the charge against the officer or Director contained in the petition and the response, if any, of the officer or Director and take such action, as it deems appropriate.

D. Notice of any meeting at which a petition is to be considered shall be give at least ten (10) days in advance to all members entitled to vote at the meeting.

Section 6. GOVERNING BODY

The Board of Directors shall be the governing body of the Chapter, and shall administer its business and carry out policies of the Chapter.

Section 7. ELECTION OF OFFICERS AND DIRECTORS

- A. The offices of Vice-President, President-Elect, President and Immediate Past President shall automatically roll up to the ascending office with the election of the new Vice-President.
- B. The Offices of Secretary and Treasurer shall be appointed by the President with the approval of two-thirds (2/3) majority vote of the Board of Directors.
- C. At least sixty (60) days before the annual election, at a regular meeting of the Board of Directors, a Nominating Committee of the three (3) members shall be appointed by the President with the approval of two-thirds (2/3) majority vote of the Board of Directors. The Nominating Committee shall nominate up to two (2) candidates for Vice-President and up to two (2) candidates for each of the three (3) additional director positions, with serious consideration given to each of the three geographic regions of the State (west, middle & east) in order to promote geographic diversity on the Board. The candidates shall be listed on the Chapter's website and notice shall be sent to each member at least thirty (30) days preceding the election listing the candidates.
- D. Each candidate must be a member in good standing with the Institute and Chapter, and hold a current, valid real estate license.
- E. Election of the candidates shall take place at the Annual Chapter Meeting by voting members present. The election shall be by ballot and all votes must be cast in person. The President shall appoint an Election Committee of three (3) members, who will conduct the election and report the results at the Annual Meeting.
- F. The newly elected Vice-President and directors for the REALTORS® LAND INSTITUTE TENNESSEE CHAPTER, NUMBER 46, shall take their office immediately after they are elected so they will be in place by December 1.

Section 8. MEETINGS OF THE DIRECTORS

The Board of Directors shall meet at regular dates duly announced by the President. The Annual Meeting of the Board of Directors shall be held in conjunction with the Annual Meeting of the Chapter and shall be open to all Chapter members. Notice of the date, time and location of the Board of Directors, Annual Meeting shall be posted on the Chapter's website and all members shall receive notice at least sixty (60) days prior to the members' Annual Meeting. If the Annual Meeting occurs in conjunction with the TENNESSEE ASSOCIATION OF REALTORS® Annual Convention then the notice of the time and location of the Board of Director's meeting shall also be posted at the Convention's registration site.

- A. If the Chapter is incorporated in its respective state, state-specific notice requirements may apply.
- B. No person serving on the Board of Directors shall have more than one (1) vote regardless of the number of offices he/she holds.

Section 9. QUORUM

A majority of the Directors shall constitute a quorum at any meeting.

A. In conformity with state-specific corporate law, members of the Board of Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all people participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting.

B. To extent allowed by state-specific corporate law, the Board of Directors may take any action that it could take at a meeting of the Board of Directors without a meeting if a consent in writing by mail or electronically setting forth the action so taken is signed physically or email by all of the members of the Board of Directors entitled to vote on the matter. For purposes of this section, counterparts shall be acceptable.

ARTICLE VIII - CHAPTER MEETINGS

Section 1. GENERAL MEETINGS

Notice of the date, time and location of the General Meetings of the Chapter shall be posted on the Chapter's website and notice given to each member at least thirty (30) days prior to the meeting.

Section 2. ANNUAL MEETING

In conformity with state-specific corporate law, the Annual Meeting of the Chapter shall be held at a date, time and location of the Board of Directors discretion and may be held in conjunction with the Tennessee Association of REALTORS® Annual Convention. If held in conjunction with the Annual Convention, notice of the date, time and location of the Chapter meeting shall be posted at the Convention's registration site, on the Chapter's website at least sixty (60) days prior to the meeting and emailed to each member at least sixty (60) days prior to the meeting.

Section 3. SPECIAL MEETINGS

In conformity with state-specific corporate law, special Chapter meetings may be called by the President, or Board of Directors, or upon the written consent of twenty-five (25%) of the members in good standing.

Section 4. VOTING

Only those members of the Chapter who are in good standing and whose principal office is located within the jurisdiction of the Chapter shall be eligible to vote or hold elective office at the Annual Meeting or at any other regular or special meeting of the Chapter. Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members. Any voting ties shall be resolved by a two-thirds (2/3) majority vote of the Board of Directors.

Section 5. QUORUM

Five (5%) percent of the qualified members of the Chapter shall constitute a quorum.

ARTICLE IX - COMMITTEES

The President shall, with the approval of the Board of Directors, appoint such standing or special committees, as he/she deem necessary. The Chapter President shall be notified of all committee meetings and shall have the right to attend their meetings and take part in the discussion, except the Nominating Committee.

ARTICLE X - RULES OF ORDER

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meeting of the Chapter, its Board of Directors and committees.

ARTICLE XI - AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) majority of the Chapter members in good standing present at any meeting, provided thirty (30) days notice of intention to amend, together with a written copy of the proposed amendment(s), is given to all members. All amendments shall be dated upon submittal to the REALTORS® LAND INSTITUTE and become effective upon approval by the REALTORS® LAND INSTITUTE.

Whenever notice of meetings or of the subjects to be considered at meetings is required or authorized by these Bylaws, any copy of such notice which is sent to each member entitled to receive the notice, including as a part of the chapter's official publication, either by mail or email, within the required time limits shall be deemed to be good and sufficient notice.

ARTICLE XII - DISSOLUTION/CHAPTER MERGERS

In the event of dissolution or merger of the Chapter, the procedures of the REALTORS® LAND INSTITUTE shall be followed.

AGREED AND ACCEPTED:

Chapter President

RLI President