

Metro Atlanta Relocation Council
Bylaws
As Amended and Adopted _June_ 2020

ARTICLE I – NAME, PURPOSE, LOGO USAGE

Section 1. Name. The name of the corporation is Metro Atlanta Relocation Council. The authorized abbreviation of the corporation is MARC.

Section 2. Purpose. MARC is a non-profit 501(c)6 corporation organized primarily for global employee mobility professionals, for the purpose of providing relevant and timely industry education and professional development opportunities, as well as for the purpose of sharing information and ideas related to the global mobility industry while also engaging in charitable purposes, including without limitation for such purposes, the making of distributions to organizations whose mission and/or purposes are consistent with the mission and/or purposes of MARC, as well as any lawful purpose, as permitted under the State of Georgia and/or federal law. MARC's mission shall be as separately established by the Board of Directors and will be consistent with the purposes set forth in these Bylaws.

Section 3. Logo Usage. The MARC logo is used exclusively for official MARC business. Usage of the MARC logo by outside entities or persons, not approved in advance by the Board of Directors, is strictly prohibited.

ARTICLE II – MEMBERSHIP

Section 1. Membership Category. There shall be four (4) categories of membership: Corporate Membership, Service Membership, Associate Membership and Life-Time Membership, each with the rights, obligations and limitations specified below, and as may be, from time to time, further specified by the Board of Directors.

Section 2. Eligibility for Membership. Corporate Membership is available to individuals employed by a company who are involved, in some way, with managing or assisting in global employee mobility within that company. Service Membership is available to individuals employed by a company who are primarily engaged in providing, directly or regularly, any type of global employee mobility service. Associate Membership is available to individuals who no longer qualify for either Corporate Membership or Service Membership or who have retired from the global mobility Industry. An Associate Member does not have voting privileges. Life-Time Membership is privileged membership bestowed on specific individuals, from time to time, by a two-thirds (2/3) majority vote of the Board of Directors as a result of the individual's noteworthy contributions and selfless dedication to MARC. A Life-Time Member does not have voting privileges. For Corporate and Service categories, membership shall be limited to a maximum of four (4) members per company.

The Corporate and Service memberships shall belong to the company by which the Member is employed, and such company may replace any Member leaving its employ with an equally qualified individual who must submit a membership application to the Board of Directors.

ARTICLE III – MEMBERSHIP RIGHTS AND PRIVILEGES

Section 1. Admission to Membership: Applications for membership shall be made in such a manner as may be prescribed by the Board of Directors. Membership applications are approved by a majority vote in the affirmative of the Board of Directors.

Section 2. Membership Rights and Limitations: The services to be provided to each Category of Membership shall be determined by the Board of Directors. Attendance and/or participation at any conference, meeting, event or function may be limited at the discretion of the Board of Directors.

Violation of this section of the Bylaws may result in termination or suspension of membership in MARC. The termination procedures described in Article III, Section 7 of these Bylaws shall apply.

In the event individuals admitted to MARC membership experience a subsequent change in their employment status or functional responsibilities, the individual member shall be responsible for notifying MARC of this fact and either voluntarily terminate membership or request reclassification, as desired or appropriate. Failure to voluntarily terminate or request reclassification of membership shall cause the Board of Directors to act in accordance with the procedure described in Article III, Section 7 (b) of these Bylaws.

Section 3. Members in Good Standing. A Member shall be deemed to be in good standing by MARC if it has paid all dues owed by it and it continues to meet the qualifications for membership. A Member shall be deemed to have paid all dues if not more than sixty (60) days have elapsed between the date the determination is made and the date of mailing of any unpaid statement of dues.

Section 4. Tenure. The membership year shall begin on January 1 and end on December 31.

Section 5. Annual Dues. Dues shall be established by vote of a majority of the Board of Directors and may vary by membership category. Dues shall be published, as appropriate.

Section 6. Voting Rights. Each Member shall be entitled to one (1) vote on each matter submitted to the membership, such vote to be cast by the Member. Proxies shall not be accepted.

Section 7. Suspension and Termination of Membership.

a) Termination through Resignation -- any Member may voluntarily terminate its membership by filing a written (email) resignation with the Chairperson, MARC Membership Committee at least thirty (30) days prior to the date the resignation is to become effective;

b) Termination through Ineligibility -- any Member which, after appropriate hearing, is determined by a majority vote of all voting members of the Board of Directors to no longer meet the qualifications for membership in general or within their membership category on record shall be terminated as a Member;

c) Termination for Cause -- any Member which engages in activities detrimental to MARC, in any manner or form, may be terminated as a Member after appropriate hearing and an affirmative vote of not less than three-fourths of all voting Members of the Board of Directors;

d) A terminated Member's membership dues for that calendar year shall be forfeited and the terminated Member may not reapply for membership for a period of one (1) year. Termination of membership shall not relieve the terminated Member of any unpaid financial liability or obligation.

e) Suspension -- any Member failing to satisfy any financial obligation to MARC within sixty (60) days of the invoice date shall have its membership, including all rights and privileges thereof, automatically suspended until such obligation is satisfied.

ARTICLE IV – MEETINGS

Section 1. Frequency. Meetings shall normally be held twice a year at such time and place as the Board of Directors shall determine, for the purpose of conducting such business as may be appropriate.

Section 2. Special Meeting. Special meetings of MARC may be called by the Board of Directors or by not less than fifty-one percent (51%) of the Members.

Section 3. Place of Meeting. The Board of Directors may designate any place within the State of Georgia as the place of meeting for any meeting of MARC. If no designation is made or if a special meeting be called otherwise than by the Board of Directors, the time and place of meeting shall be specified in the notice or waiver of notice of such meeting.

Section 4. Notice of Meeting. Notice stating the place, day, and time of any meeting of MARC shall be sent, by mail, or other method of Member communication to the Member no less than seven (7) days before the date of such meeting, by or at the direction of the Board of Directors or the persons calling the meeting. In case of special meetings, or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice.

Section 5. Quorum. Fifty-one percent (51%) of Members present in person constitute a quorum. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

Section 6. Meeting Fees. Meeting fees shall be assessed and published by the Board, as appropriate, and charged accordingly based on membership category and meeting attendee status.

Section 7. Action by Member. Action at a quorum meeting shall require the affirmative vote of a majority of the Members present in person, except where otherwise provided by law or by these Bylaws.

Section 8. Voting by Mail or Telecommunication. When it is impractical for MARC to call a meeting of Members, a vote by mail or via electronic telecommunication on any question on which an expression is deemed necessary may be taken by the Executive Committee with the approval of two (2) other directors. Action shall require the affirmative vote of a majority of all Members. Notice of the result shall be given to all Members within thirty (30) days of completion of the vote.

Section 9. Non-Member (Guest) Policy. The Executive Committee shall have the right to determine if non-members may attend meeting(s) and further determine the number of times a non-member may attend as a guest.

ARTICLE V – BOARD OF DIRECTORS

Section 1. General Governance/Number of Directors. The affairs of MARC shall be governed by a Board of Directors, “Board of Directors” or “Board”, which shall consist of not less than seven (7) or no more than thirteen (13) directors in good standing.

Section 2. Eligibility. Only MARC members, as referenced in Article II, Section 2 shall be eligible for and hold an elected director seat on the Board.

Section 3. Authorities and Responsibilities. The Board of Directors shall have the authority to handle all business and policy matters of MARC, and handle its entire affairs, which it shall exercise in the name of and on behalf of MARC all of the rights and privileges legally exercisable by MARC as a corporate entity, except as may otherwise be provided by state and/or federal law or these Bylaws. The Board of Directors also has the authority to receive, administer and distribute property on behalf of MARC in accordance with the provisions set forth in these Bylaws.

Section 4. Term, Requirements and Restrictions. Directors shall be elected to a three (3) year term by a majority of the MARC membership and each director shall have full voting privileges. The term shall commence on January 1st. Only one (1) director may serve at a time on the Board from a single company, unless an exception is granted for any director by a two-thirds (2/3) vote of the Board. As it may relate to a potential “conflict of interest” directors may not serve on the Board of Directors of any other regional relocation group while serving on the MARC Board of Directors. The Board may grant a year-by-year exception for any director who is impacted by this “conflict of interest” clause by a two-thirds (2/3) vote of the Board.

Section 5. Election. A Nominating Committee shall be appointed by the MARC president no later than August 1st and shall consist of three (3) members. The committee member composition shall be at the discretion of the MARC president, but at a minimum, the MARC president shall select the committee members from the MARC membership. Nominating Committee member names shall not be placed on the ballot for election while they are serving on this committee.

Nomination of MARC members for the Board of Directors may be submitted by any MARC member to the Nominating Committee. The Nominating Committee shall report on their selection to the MARC president by October 1st and their selection shall number up to two (2) candidates more than the number of Board positions to be filled. The Nominating Committee shall present the slate of candidates to the MARC membership by October 15th. Immediately following the presentation of the slate of candidates to the MARC membership a ballot shall be provided to the voting Members. Voting for the annual election for the Board of Directors shall take place by prepared ballot, either written or electronic.

Section 6. Vacancy / Resignation. In the event a director vacates or resigns from a Board seat prematurely of term completion, the Board, by majority vote, may appoint an individual from the MARC membership to fill that Board seat for the remainder of the calendar year. The Board, itself, may then nominate that same individual, at its sole discretion, to fill the Board seat for the remainder of the original term.

Section 7. Removal. A director may be removed from the Board for cause by a two-thirds (2/3) majority vote of the Board, but only at a Special Meeting called by the Executive Committee for that purpose. The subject director will be given at least a seventy-two (72) hour notice for the opportunity to address, in person, the Board at such Special Meeting.

Section 8. Board of Directors Meetings. The Board of Director shall meet at least four times during the year, either in person or by way of phone or video conference call. The meeting dates shall be determined by the president, and will be announced at least ten (10) days prior to such meetings. At the discretion of the Board of Directors, any director who misses two (2) consecutive Board meetings, without reasonable cause, may be requested to resign his/her seat on the Board. The president is authorized to excuse a director from attending a Board meeting. All Board of Director meetings shall be open to the MARC Membership.

ARTICLE VI – OFFICERS

Section 1. Officers. The officers of MARC shall be the: president, vice-president, treasurer and secretary. The current Board shall elect the officers. No two (2) offices may be held at the same time by the same individual. Only directors with at least one (1) year of service on the Board are eligible for elevation to an officer seat on the Board. Officers shall hold their current offices for one (1) year. The president shall only be elected if having served at least one year as an officer.

The officers will perform all duties incident to such office and such other duties as may be provided in these Bylaws and/or as may be prescribed from time to time by the Board.

The Board, at its discretion and by a two-thirds (2/3) majority vote in the affirmative, is allowed to extend the current president's term by one (1) year.

Section 2. Duties.

President: The president is the Chief Executive Officer of MARC. The president shall be the principal elected officer of MARC and shall, in general, supervise the business and affairs of MARC. He or she shall preside at all meetings of the Members and of the Board of Directors. The president may sign, with/without any other proper officer of MARC, any contracts, leases or other instruments which the Board or Executive Committee have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute, to some other officer of MARC, and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time. The president shall appoint committee Chairpersons.

Vice President: In the temporary absence of the president, or in the event of the president's 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 shall also perform other duties as may be assigned from time to time by the president, to include, but not limited to duties defined in Section 2 of this Article above.

Treasurer: The treasure shall oversee MARC's funds and financial records. The treasurer shall review the collection of all Member dues and assessments, shall oversee established proper accounting procedures for the handling of MARC's funds, and shall be responsible for oversight of the keeping of the funds in such banks, trust

companies and/or or investments as are approved by the Board of Directors. The treasurer shall report on the financial condition of MARC at all meetings of the Board of Directors and at other times when called upon by the Board. Prior to the expiration of term of office, a date defined by the Board, the treasurer shall deliver over to the incoming treasurer all books, moneys and other property in his/her charge, or, in the absence of an incoming treasurer (successor), he or she shall deliver such books, moneys and other properties to the MARC president. In the temporary absence of the president and vice president, the treasurer shall preside over meetings.

Secretary: The secretary of MARC shall be responsible for the proper and legal distribution of notices to members; shall compile Board of Directors meeting minutes; shall see that accurate records are kept on all Board of Directors meetings; shall oversees the management and storage of MARC's historical documents and shall, in general, perform all duties incident to the office of the secretary. The secretary shall also act as the parliamentarian of MARC. In the absence of the president, vice-president and treasurer, the secretary shall preside over meetings.

Section 3. Vacancy / 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 a later requested date, if reasonable). The acceptance of such resignation shall not be necessary to make it effective. An officer position that becomes vacant unexpectedly shall be filled by a majority vote of the remaining Directors for the unexpired term of the vacated seat.

Section 4. Removal. Any officer may be removed from office by a two-thirds (2/3) majority vote of the Board for cause, but only at a Special Meeting called for that purpose. The subject officer will be given at least a seventy-two (72) hour notice for the opportunity to address, in person, the Board of Directors at such meeting.

ARTICLE VII – COMMITTEES

Section 1. Standing Committees. There shall be (3) standing committees: Executive Committee, Working Committees, and Advisory Council.

Section 2. Executive Committee. There shall be an Executive Committee consisting of the elected officers. The Executive Committee shall conduct the affairs of MARC under the chairmanship of the MARC president in accordance with the policies of the Board of Directors and may exercise the authority of the Board in all matters be it delegated to the Committee. The Executive Committee may act in the place of the Board, without reservation, when the Board is not in session, and shall notify the Board of its actions at the next Board meeting, or sooner if it deems such notice necessary.

Section 3. Working Committees. There shall be five (5) Working Committees: Community Outreach, Communications, Membership, Programs, and Sponsorship Committee. The Executive Committee has the sole authority to establish and/or eliminate Working Committees. Each Working Committee shall have a Chairperson or Co-Chairperson who is a director and who is appointed by the president. Working Committees shall consist of sufficient numbers of members to fulfill the requirements of MARC. Each director may be a member of at least one (1) Working Committee. Members of Working Committees may also include volunteers who are not directors of the Board and who are MARC members as set forth in Article II Section 2. The Executive Committee has the sole authority to remove directors as members of Working Committees and to remove the Chairperson/Co-Chairperson of each Working Committee.

Section 4. Advisory Council: The Advisory Council is a special resource permanently formed to assist the Board of Directors with ideas and organizational history, as well as present issues, industry trends, recommendations, and Member concerns. The president nominates Advisory Council candidates to the Board of Directors. An Advisory Council member “Advisor” is appointed and ratified by the Board of Directors to serve for a period of two (2) years. MARC Members eligible for the Advisory Council are those Members who have held an elected office on the MARC Board of Directors for at least three (3) years. Advisors may be assigned specific roles and responsibilities by the Board. At their discretion, Advisors may attend meetings of the Board of Directors and are not subject to any meeting attendance requirements. The Advisory Council shall not exceed six members at any one time.

ARTICLE VIII – COMPENSATION

Director and officers shall not receive any stated salary or other compensation for their services. However, by Resolution, the Board of Directors or Executive Committee may allow the reimbursement of costs and expenses actually made for, on behalf of, or for direct benefit of MARC by an officer or director; and may resolve to pay official salaries, stipends or compensation on behalf of MARC and its interests.

ARTICLE IX – INDEMNIFICATION OF DIRECTORS AND OFFICERS

MARC shall indemnify any and all of its directors or officers, or former directors or officers, or 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 being a directors or officers, or a former director or officer, or employees, agents, and consultants, except 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 and protected under federal law and in accordance with the State of Georgia Title 14, Chapter 3 of the Georgia Annotated Code if such director was acting in good faith and reasonably believed that he or she was acting in MARC’s best interests, provided that such director shall not be entitled to indemnification benefits and protections in connection with actions taken by MARC against such director and for which such director has been found culpable.

Article X – NON-SOLICITATION POLICY

In order to best meet the purpose of MARC, to remain focused on MARC’s purpose and mission and to keep all MARC functions and events open and free from bias, the Members do adopt the following caveat: members and guests are prohibited from directly soliciting business at MARC functions and events. Violation of this Article may result in subsequent review and action as stated in Article III Section 7.

ARTICLE XI – FISCAL AND ELECTIVE YEAR

The fiscal and elective year of MARC begins on January 1 and ends on December 31.

ARTICLE XII – RULES OF ORDER

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

ARTICLE XIII – DISSOLUTION

MARC may only be dissolved by a vote of seventy-five (75%) percent of the voting members present at an annual meeting or at a meeting specifically called for this purpose. The motion for Dissolution must be properly seconded, and the motion must include a designated federally recognized non-profit organization to receive the assets remaining after payment of all legal and financial obligations.

Upon dissolution of the affairs of TRC, and after providing for the payment of all obligations, any remaining assets shall be distributed to any federally recognized non-profitable organization.

ARTICLE XIV – AMENDMENTS TO THE BYLAWS

Section 1. Procedure. These Bylaws may be altered, amended, repealed, and new Bylaws may be adopted by a two-thirds majority of the entire voting membership of the Board of Directors at any meeting of the Board, provided that at least fourteen (14) days written notice is given of intention to alter, amend, repeal, or to adopt new Bylaws at such meeting.

Section 2. Notice. When any amendments of the Bylaws have been made, copies of said amendments, or a complete revised copy of the Bylaws as amended, shall be communicated by mail or made available electronically (including email or over the Internet) within sixty (60) days to each Corporate Member and Service Member.

End of Bylaws

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