



Philadelphia Area Relocation Council **Bylaws**

1. Name

The name of the organization is Philadelphia Area Relocation Council (PARC).

2. Purpose

PARC is a non-profit organization with a primary purpose of providing a local forum to network, share information, ideas, and education among relocation professionals in the Philadelphia area.

3. Membership

a. Types

- i. Corporate Membership,
- ii. Service Provider Membership
- iii. Emeritus Membership

b. Admission

- i. Any and all applications meeting membership criteria shall be in writing or electronic, and forwarded to the Membership Committee.
- ii. Applications for membership will be maintained by the Administrator.

c. Eligibility

- i. Corporate Membership shall be open to individuals employed by a corporation and who are primarily responsible for, or are regularly involved, with the Global Mobility function.
- ii. Service Provider Membership shall be open to organizations whose primary business activity is related to Global Mobility services.
- iii. Emeritus Membership shall be open to any members the Board of Directors (the "Board") designates as a result of past contributions to the Council.

d. Good Standing

- i. Those members who have paid the required dues in accordance with these bylaws shall be members in good standing.

e. Term

- i. The membership term shall be January 1 through December 31.

f. Dues

- i. Annual membership dues shall be payable to PARC by March 31st of the current year covered by the dues. Dues shall be determined by the Board.

g. Meeting Attendance

- i. There is no limit on the number of attendees by a member company that can attend organization meetings.

h. Voting Rights

- i. One active member from each company shall have the eligibility to vote.
- ii. Voting for the annual election for the Board shall take place by prepared ballot, either written or electronic.



- iii. Voting by proxy will be permitted with approval from the Board.
- i. Membership Transfers
 - i. Individual membership is transferable from one person to another within the Member Company, provided dues have been paid by the Company and the membership requirements have been met. A corporate member who is no longer employed by the member company may participate as a guest and pay registration fees accordingly.
- j. Quorum
 - i. A quorum for the conduct of business at meetings, regular or special, shall consist of at least two-thirds (2/3) of the members of the Council. A majority of the Board constitutes a quorum to transact the business of the Council.
- k. Non-Solicitation
 - i. All members and guests are prohibited from soliciting business in any fashion at PARC meetings and may be asked to resign if they do. In such cases, membership dues are non-refundable. Guests involved in the solicitation of business will be denied membership.
- l. Termination
 - i. The resignation of any member shall be in writing and become effective upon submission to the Board. Any dues paid to date at the time of resignation will not be refundable.
 - ii. Membership may be revoked by the Board when a member becomes ninety (90) days delinquent in any financial obligation or is otherwise ineligible. The member will be notified in writing.

4. Board of Directors

- a. Authority.
 - i. The governing body of the Council shall be known as the Board which shall be authorized to handle all business and policy matters of PARC. The goal shall be to maintain a balance of corporate and service provider representation on the Board; however, the Board shall have the discretion to make the determination based upon the current needs and best interests of the organization.
- b. Board of Directors Limits
 - i. The Board shall consist of a minimum of ten (10) seats. More seats may be authorized for one term per a Board vote. Any change to the number of seats shall be determined by the vote of the Board at least ninety (90) days before the annual Fall Meeting.
- c. Elections
 - i. Only current PARC members, in good standing, may be nominated to hold a Board position.
 - 1. Nominee must have been a member of PARC for a minimum of three months; and
 - 2. Have a minimum of one year relocation experience.

- ii. The Board will select a Chairperson of the Nominating Committee who must be a current Director but cannot be the President.
 - 1. The Chairperson will select up to two additional members from PARC membership to form the Nominating Committee.
 - 2. The Chairperson will manage the process to reach out to PARC members for interested candidates.
 - a. After reviewing potential nominees with the nominating committee, the Chairperson will submit up to three (3) new nominees to the current Board for the positions to be filled in the upcoming term elections.
 - 3. Directors who would like to run for an additional term must inform the Chairperson of their intent to run for re-election in writing at least sixty (60) days prior to the Fall Meeting.
 - 4. If the combination of the new nominees, plus those Directors seeking re-election, does not reach the total amount of seats to be filled as determined by the Board, the nominating committee may nominate additional candidates to ensure the required total is met.
 - iii. At least four (4) weeks prior to the Fall Meeting, the nominating committee shall submit to the Board in writing the names of the new nominees and the names of the current Board members who would like to run for re-election.
 - iv. Once approved by the Board, the Secretary shall provide a list of all nominees to all members in good standing two (2) weeks prior to the Fall Meeting. One week prior to the Fall Meeting an electronic election of Directors will be held. Each company represented within the council shall be entitled to cast one (1) vote. All votes cast shall constitute an election. The results of the election shall be announced at the Fall Meeting.
- d. Term
- i. The term of a Director's office is three (3) years
 - ii. After the expiration date of the initial three (3) year term, Directors may run for one additional three (3) year term.
 - iii. After two (2) consecutive three (3) year terms, a Director may run after a one (1) year hiatus.
 - iv. Directors will serve until their successors are elected and assume office.
- e. Vacancy
- i. In the event that a Board position becomes vacant, the Board can fill the vacancy. The process for filling a vacancy will be as follows:
 - a. The Board will seek a volunteer(s) to fill the vacancy.
 - b. The Board will vote and select new board members by simple majority.
- f. Limited Personal Liability of Directors
- i. The Council shall indemnify any and all of its Directors or officers, or former Directors or officers, against expenses actually and necessarily

incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of having been Directors or officers, or a Director or officer, of the Council except in relation to matters as to which any such Director or officer or former Director or officer 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.

g. Insurance

- i. Board of Directors shall maintain, and pay for from dues and general proceeds, the following insurance policies:
- ii. **General Liability.** A policy of general liability to cover claims, including damage, injury or other harm that may occur as a result of the Council's activities.
- iii. **D & O Coverage.** A policy of directors and officers liability insurance to cover acts and omissions of any Officers and/or Board of Director members while operating within the scope of their duties herein, and with such policy limits, deductibles and exclusions as the Board of Directors desire.
- iv. **Indemnity / Limitation of Liability.** PARC Board of Director Members or Officers shall have limited personal liability. PARC shall indemnify any and all of its Board of Director Members or Officers, or former Board of Directors or Officers, 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 party(ies), by reason of having been Board of Director or Officers of PARC, except in relation to matters as to which any such Director or Officers or former Director or Officers 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.

h. Board Officers

- i. Responsibilities of Officers:

President: Responsible for ensuring bylaws are followed.

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 support vice president of all committees as deemed necessary to carry on the activities of the Council; shall oversee all committees (with the exception of the Nominating Committees); shall sign for the Council, all contracts or other formal instruments and direct officers to sign on his/her behalf;; shall ensure that every officer is performing his/her duties; and shall perform such other duties pertaining as are required of the President.



Vice President: In the absence of the President, the Vice President shall assume the duties of the President and delegate responsibilities if needed . The Vice President will oversee the responsibilities of the board and committee members; volunteer and assist with various committees as needed; and shall create additional committees as needed. The Vice President shall appoint chairman of all committees.

Treasurer: The Treasurer shall oversee the Council’s financial administration. The Treasurer shall receive all funds of the Council and shall keep them on deposit in a bank or banks approved by the \ Board. The Treasurer shall make all disbursements of current Council operating expenses and other routine obligations of the Council without the prior approval of Board. The Treasurer shall make all other disbursements as may be approved and directed by the Board. The Treasurer shall keep a record of all receipts and disbursements and provide monthly financial reports to the Board. The Treasurer shall generate budgets and generally advise the Board on financial strategy.

Secretary: The Secretary shall record all meeting proceedings and discussions and maintain these documents. This includes the meeting minutes, bylaws and other records as needed. The Secretary will work with the officers to create agendas for future meetings and will distribute agenda and previous board meeting minutes to all board members prior to the monthly meeting.

- ii. Election of Officers
 - 1. The Officers shall hold their offices for a period of one (1) year. The Officers for the calendar year shall be elected by the current Board at the first Board meeting held after December 1st.
 - 2. Any Officer position that becomes vacant during the year shall be filled by a Board member through a majority vote of the other Board members and shall occupy the Officer position through the remainder of the unexpired term of the vacated office.

- i. Board Members
 - i. Directors are required to attend monthly Board meetings and participate in all meetings throughout the year. When meetings are held in person, every effort should be made to attend in person. This includes the annual Member Appreciation Event and Spring and Fall Summits.

- j. Committees
 - i. Programming & Planning Committee
 - 1. Responsible for program content at all events. Will work with other committees to promote and coordinate content.
 - ii. Sponsorship Committee



1. Responsible for identifying, enlisting and supporting commercial sponsors for PARC events.
- iii. Membership Committee
 1. Responsible for ensuring that the PARC membership is continuously growing through constant outreach and promotion.
- iv. Marketing & Communications Committee
 1. Responsible for ensuring that the PARC brand is appropriately represented in all communications, both visually and verbally. Representation is to be done through the website, social media, email and other various forms of media.
- v. Charitable Giving Committee
 1. To provide opportunities for members to support a charitable cause at each event.
- vi. Corporate Roundtable
 1. Responsible for coordinating in-person meetings of Corporate Members to discuss topics of interest.
- vii. Bylaws
 1. Responsible for conducting annual review of these bylaws to determine if any changes need to be made.
- k. Removal of Board of Director Members or Officers
 - i. Any Board member or Officer may be removed by a two-thirds (2/3) vote of the Board whenever, in their judgment, it will serve the best interest of PARC.
 - ii. A majority of the voting membership may petition the Board for a review of and/or a removal from office of any Officer or Board member prior to his/her existing term.
- l. Compensation
 - i. Board of Director Members and Officers shall not receive any stated salary or other compensation for their services.
 - ii. The Board of Directors may allow the reimbursement of costs and expenses actually made for, on behalf of, or for the direct benefit of PARC by an Officer or Board member.
- m. Use of Funds
 - i. PARC is not formed for financial or pecuniary gain, and no part of the assets, income, or profits is distributable to, or inures to the benefit of its Directors or Officers or any other private person, except provided as reimbursement for expenses or reasonable compensation for services rendered to PARC, and except to make payments and distributions in furtherance of the purposes of PARC.

5. Meetings

- a. General Meetings; Notice; Record Date
 - i. General meetings shall normally be held twice a year. The general meetings shall be devoted to issues related to the full membership, including both



Corporate Members and Service Members. Location, time, and program content shall be announced to the membership with sufficient notice.

- b. Special Meetings
 - i. Special meetings of the Council may be held at the President's call, at the call of a majority of the Board or at the call of the voting PARC Board & planning members, which shall state the purpose of the meeting, provided, however, that written notice of the meeting is communicated at least ten days prior to the meeting date.
- c. Meeting Attendance, Reports, Procedures, Costs
 - i. Those members who have paid the required dues, fees and assessments in accordance with these bylaws shall be members in good standing. Members in good standing shall continue to enjoy membership benefits as determined by the board.
- d. Guest Policy
 - i. With the ongoing intent to increase Corporate Membership, the PARC Board from time to time may, for example, grant free guest passes for any future meeting as part of membership promotional drives. This pass cannot be used toward member's dues but can only be used for a current prospective non-member.
- e. Board Meetings
 - i. Meetings of the Board shall be held prior to each regular or special meetings of the Council at minimum, at the call of the President or at the call of a majority of the Board, provided, however, that written notice of the meeting is communicated at least ten (10) days prior to the meeting date.

6. Procedures; Rules of Order

The rules contained in Robert's Rules of Order, revised, shall govern in all cases where they do not conflict with the bylaws of this Association as interpreted by the Board.

7. Non-Solicitation

In order to best meet the purpose of PARC, and to remain focused on the educational goals of PARC, and keep the organization open and free from bias, the Members do adopt the following caveat: Service Members are strictly prohibited from directly soliciting business from Corporate Members at PARC functions.

8. Dissolution

PARC may only be dissolved by a vote by a two-thirds (2/3) majority 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 dissolution will be in accordance with Pennsylvania non-profit law.



9. Amendments to the Bylaws

- a. The bylaws may be altered, amended, and/or repealed, and new bylaws adopted, by a two-thirds (2/3) majority of the Board of Directors, subsequently approved by the majority of the Voting Membership present at any regular, special meeting or online voting mechanism.
- b. Voting Members shall be provided at least ten (10) days' advance written notice of proposed alterations or amendments, or new bylaws, along with notice of meeting time, date, and location.

10. Finances

- a. Fiscal/Calendar Year
 - i. The fiscal year of the PARC shall begin January 1 and end on December 31 of the same year, or as modified by the Board.
- b. Dues and Sponsorship
 - i. Annual membership dues shall be paid, in advance, for each fiscal year, the Board shall determine dues.
- c. Expenses
 - i. Any expenses in addition to the normally expected expenses (meeting costs, catering, speaker room/board, etc.) must be approved in advance by the Board.

11. Interpretation

- a. It is the intention that these bylaws provide present and future Boards and Membership with clear and effective guidelines for the administration and operation of this organization. It is also intended that these bylaws provide present and future Boards with latitude and discretion to make decisions that are in the best interest of the organization and its members.
- b. The Board shall have the right to make exceptions to the bylaws to address individual circumstances or unforeseen conditions upon a two-thirds (2/3) majority vote of the Board. Should the Board deem such exception(s) to be an outright, permanent amendment to the bylaws, the Board may proceed with such exception and may request ratification by the Membership in accordance with these bylaws.