

**BYLAWS
of the
Commercial Brokers Advocacy Council of Washington, Incorporated**

Effective as of January 1, 2025

ARTICLE I – Name

1. **Name**. The name of the corporation is the Commercial Brokers Advocacy Council of Washington (“**CBAC**” or “**Council**”).

ARTICLE II - Purpose

1. **Purpose**. The purpose of CBAC is to advocate for commercial brokers and promote the betterment of the commercial real estate industry. CBAC’s focus includes:
 - a. **Advocacy**: Advocating for commercial real estate brokers and their clients, while actively shaping and enhancing the future of the commercial real estate industry and its associated regulatory environment. This includes communicating, informing, and educating its members and the industry, and as appropriate, the public at large, on important legislative matters, policies, taxes, and rules as it relates to commercial real estate.
 - b. **Government Relations**: Engaging in government relations advocacy for policies that benefit the industry, including lobbying to promote the betterment of the commercial real estate industry.
 - c. **Other Activities**: Engaging in any other lawful activity which benefits and supports the commercial real estate industry.

ARTICLE III - Jurisdiction

1. **Jurisdiction**. The jurisdiction of CBAC Washington shall encompass the entirety of the State of Washington. All activities, operations, and governance shall be conducted in accordance with the laws and regulations of the State of Washington.
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ARTICLE IV - Membership

1. **Membership.** Membership in CBAC Washington shall be open to individuals and entities actively engaged in, or supporting, the commercial real estate industry within the State of Washington. This includes, but is not limited to:
 - a. **Individual Broker Members**
 - i. Licensed real estate brokers, agents, and property managers specializing in Commercial properties.
 - b. **Affiliate Membership**
 - i. Real estate developers and investors involved in commercial projects.
 - ii. Architects, engineers, and contractors providing services to the commercial real estate sector.
 - iii. Financial institutions, lenders, and mortgage brokers offering commercial real estate financing.
 - iv. Legal professionals specializing in commercial real estate transactions and litigation.
 - v. Service providers, including appraisers, inspectors, and environmental consultants, supporting commercial real estate operations.
 - vi. Trade associations, chambers of commerce, and other organizations advocating for the commercial real estate industry.
2. **Membership Categories.** CBAC Washington shall have the following categories of membership:
 - 1) **Automatic Broker Membership:** All licensed individuals who are current with their dues as Washington state members and in good standing with Commercial Brokers Association (CBA) are automatically granted membership in CBAC Washington. These members shall have voting rights and enjoy all rights, privileges, and responsibilities associated with membership in CBAC, as outlined in these bylaws.
 - 2) **Individual Broker Membership:** Open to licensed broker professionals who are actively practicing or supporting commercial real estate but are not members of CBA. These members shall have voting rights and enjoy all rights, privileges, and responsibilities associated with membership in CBAC, as outlined in these bylaws.
 - 3) **Affiliate Membership:** Open to individuals or entities that support the commercial real estate industry but do not qualify for individual or automatic membership. Affiliates do not have voting privileges.
3. **Application for Membership**
 - a. All automatic members will be processed separately and will not be required to submit an application for membership. Designated CBAC staff shall coordinate with CBA to verify the membership status of individuals.
 - b. All non-automatic prospective individual members must submit a completed membership application, demonstrating their involvement in or support for the commercial real estate industry. Applications shall be reviewed and processed by CBAC staff.
4. **Membership Dues**

- a. Automatic Members' dues are paid monthly through the Commercial Brokers Association.
 - b. Non-automatic Members shall pay annual dues as established by the Board of Directors. The dues structure may vary by membership category.
 - c. Proration of Dues. Applicants for membership whose application is submitted on or before a date determined by the Board of Directors must pay the full annual dues. Applicants for membership after that date must pay dues in the amount as may be determined from time to time by the Board of Directors. The dues payable must accompany any application for membership.
5. **Rights and Responsibilities of Members**. Broker members in good standing shall have the right to vote in CBAC elections and hold office. All members may participate in all activities and benefits offered by CBAC. Members are expected to uphold the mission and values of CBAC, comply with its bylaws, and actively support its initiatives and programs.
6. **Termination of Membership**. Membership may be terminated or suspended for non-payment of dues, violation of the CBAC's bylaws or actions detrimental to the CBAC or the commercial real estate industry. Termination or suspension shall be determined by the Board of Directors.
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Article V - Obligations

- Maintain an active Council Board of Directors.
 - Annually elect officers and directors.
 - Annually appoint committee chairpersons for major committees.
 - Establish an active Finance Committee.
 - Establish an Active Membership/Nominations Committee.
 - Prepare an annual budget approved by the Council's Board of Directors
 - Maintain a directory of Council Members.
 - Hold an Annual Meeting
 - Conduct quarterly Board or Planning meetings
 - Offer at least one Council event per year where the primary purpose is legislative affairs.
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ARTICLE VI - Meetings.

1. Meetings of the Members

- Regular General Membership Meetings:
 - The President of the Council shall schedule not less than two meetings or events each year.
- Board of Directors Meetings:
 - There shall be four Board of Directors Meetings each year.
 - These meetings shall be scheduled at such times as the President, in consultation with the Board of Directors, may deem convenient.
- Special Meetings:

- The President may hold additional special membership meetings as deemed necessary.

2. **Meeting Definitions**

- a. **General Membership Meeting Definition.** The format, schedule, and location of a General Membership Meeting are determined by the Board of Directors. Possible formats include:
 - i. Online meetings
 - ii. Luncheon/dinner meetings
 - iii. Social events

Council business should not be transacted at these meetings unless it requires action by the general membership. Matters brought up from the floor at a Council meeting should be immediately referred by the President to the Board of Directors without debate.

- b. **Board of Directors Meeting Definition.** Council business should be transacted at these meetings. Board of Directors Meetings may be conducted:
 - i. In person
 - ii. Via conference call
 - iii. Through various online meeting programs

- 3. **Notice of Meetings.** The Secretary of the Council shall provide all members with electronic notice of any meeting of membership. For the purposes herein, written notice shall be deemed to be given if delivered by mail or e-mail. The Secretary may fulfill the duty to send notices by delegating the duty to the Administrator of the Council.
- 4. **Quorum for General Membership Meetings.** A quorum for any regular or special meetings of the Council's general membership shall be five percent (5%) of the voting members in good standing of the Council or five members, whichever is greater.
- 5. **Rules of Order.** All meetings of the Council at which business of the Council is being discussed must be conducted in accordance with Roberts Rules of Order, latest edition, in all instances wherein its provisions do not conflict with these Bylaws or other regulations and rules adopted by the Council.

ARTICLE VII - Board of Directors and Officers.

- 1. **Board of Directors.** The Board of Directors shall be comprised of no fewer than 11 total members and include two assigned special council board members from the Board of Directors of the Commercial Brokers Association. This shall be the governing body of the Council. Members of the Board of Directors shall include the following elected officers: the President, President-Elect, Secretary, and Treasurer or a combined position of Secretary/Treasurer, at least five non-officer directors (hereinafter referred to as Directors-

at-Large), and the Immediate Past President. Special Council Board Members appointed by Commercial Brokers Association will have voting privileges.

2. **Qualifications.** All Directors must be voting members of CBAC and actively engaged principally in the brokerage of commercial real estate. At least five (5) Directors must be managing brokers, designated brokers, or principals of commercial real estate firms, or otherwise hold leadership positions at their commercial real estate firm or elsewhere within the commercial real estate industry, as determined by the Board of Directors.
3. **Term of Office**
 - a. Directors shall serve a term of three (3) years.
 - b. Terms shall be staggered to ensure continuity of leadership.
4. **Compensation**
 - a. Directors shall serve without compensation for their services.
 - b. The Board may authorize reimbursement of reasonable expenses incurred in the performance of official duties.
5. **Committees**
 - a. The Board of Directors may establish committees as necessary to carry out the work of the Council.
 - b. Committees shall report to the Board and operate within the guidelines established by the Board.
6. **Removal of Directors**
 - a. Directors may be removed for cause by a two-thirds vote of the remaining directors.
 - b. Causes for removal include, but are not limited to, failure to attend meetings, failure to fulfill duties, or conduct detrimental to the Council.
7. **Vacancies**
 - a. In the event of a vacancy on the Board of Directors, the remaining directors may appoint a qualified individual to fill the vacancy for the remainder of the unexpired term.
 - b. The appointment must be ratified by a majority vote of the remaining directors.
8. **Meetings of the Board.** The Board of Directors shall hold at least four (4) regular meetings each year. Regular meetings may be conducted in person, via conference call or through various online meeting programs. Such meetings shall be held in addition to the General Membership Meetings. Additional meetings of the Board of Directors may be called at the direction of the President or upon the electronic written notice of at least two days.
9. **Notices of Meetings.** The Secretary of the Council shall mail or e-mail a notice of each meeting of the Board to the Directors. All electronic mail ("e-mail") messages shall constitute written notice for the purpose of these Bylaws. **The Secretary** may fulfill the duty to send notices by delegating the duty to the Administrator of the Council.
10. **Quorum and Action by Directors.** A quorum for the Board of Directors Meetings shall consist of fifty percent of the Directors. The act of the majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board, unless the act of a greater number is required by applicable law, the Articles, or these Bylaws.

11. **Tiebreaker.** In the event of a tie vote among the Directors, the Commercial Brokers Association's Executive Committee shall cast the tie-breaking vote, with any CBAC Director who is also on the Executive Committee abstaining from the vote.
 12. **Administrator.** If the Council elects to hire an administrative support person, that individual shall attend all Board of Directors meetings as a non-voting member. Persons performing services for Councils in this manner function as "independent contractors".
 13. **Failure to Attend - Resignation.** If a Director has three (3) unexcused absences to regular or special meetings of the Board or is not in good standing shall be deemed to have automatically resigned as a Director.
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ARTICLE VIII - Officers and Elections.

1. **Officers.** The elected officers of the Council shall consist of a President, President-Elect, Secretary and Treasurer or a combined position of Secretary/Treasurer. Each officer must be members in good standing.
2. **Duties.** The elected officers shall have such duties as normally accrue to their offices and as may be assigned to them from time to time by the Board of Directors. The President shall be an ex officio and non-voting member of all committees
3. **Terms.** The officers shall be elected for a term of one (1) year beginning January 1 and shall serve until their successors are elected and qualified. The members of the Council can choose to re-elect individuals to hold the same office for one subsequent year. In the event any office, except the office of President, becomes vacant, the board shall elect a person to serve for the remainder of the term. In the event the office of President becomes vacant, the President-Elect shall automatically become the President during the remainder of the unexpired term. Any vacancy occurring within sixty (60) days of an upcoming election shall be filled pursuant to Section 6 of ARTICLE VII of these Bylaws
4. **Elections.** Officers shall be elected by a majority vote of Members by an electronic ballot no later than December 1st. The newly elected officers shall take office as of January 1 of each year.
5. **Ballots.** The Council Secretary or assigned staff shall forward a slate to all voting members not less than two weeks prior to the election or General Membership Meeting at which the election is to occur.
6. **Nominations.** Candidates for Council offices shall be nominated as follows:
 - a. The President with the consent of the Board of Directors shall appoint a Nominating Committee by September 1st. The Nominating Committee shall consist of not less than three (3) but no more than five (5) members.
 - b. The Nominating Committee shall reviews potential candidates and select a slate, ensuring it meets any diversity, skill set, or other requirements specified by the bylaws for each office to be filled, the President-Elect, Secretary and Treasurer or a combined position of

Secretary/Treasurer and for the Directors-at-Large. The previous year's President-Elect will automatically become President, except when a President-Elect resigns or is otherwise unable or unwilling to continue to serve. If a President-Elect resigns or is otherwise unable or unwilling to continue to serve, then the Nominating Committee shall also nominate at least one person for the office of President. Before sending a proposed slate of nominees to the Board of Directors, the Nominating Committee shall confirm that each nominee is willing to accept the nomination.

7. **Voting.** Members shall vote to approve or reject the entire slate of candidates. The slate is elected by a majority vote of 10% of the members.

8. **Voting by Proxy on Behalf of Brokers/Agents**

a. **Authorization and Appointment:**

- i. Brokers/Agents may authorize their affiliated commercial real estate firm to vote on their behalf by providing a signed and dated written authorization.
- ii. The firm shall designate an individual(s) to act as the Proxy Holder(s), and this designation shall be documented and submitted to the CBAC Secretary.

b. **Scope of Authority:**

- i. The proxy authorization may include specific voting instructions. In the absence of specific instructions, the Proxy Holder may vote at their discretion.
- ii. The proxy authorization is valid until the end of the meeting for which it was given or for a specified term, unless earlier revoked in writing by the broker/agent.

c. **Submission and Verification:**

- i. Proxy authorizations must be submitted to the CBAC Secretary at least 48 hours prior to the meeting.
- ii. The Secretary shall verify the authenticity of the proxy authorizations and the authority of the Proxy Holder.

d. **Voting Process:**

- i. Proxy Holders must indicate they are voting by proxy when casting votes, and such votes shall be recorded in the meeting minutes.
- ii. Agents may revoke their proxy authorization at any time before the vote by submitting a written revocation to the Secretary.

e. **Reporting and Transparency:**

- i. The CBAC shall keep a record of all proxy authorizations and votes cast by Proxy Holders, which shall be available for inspection by members.
- ii. The Board of Directors shall review the proxy voting process annually.

ARTICLE IX- Committees.

1. **Standing Committees**

- a. The Council shall have the following standing committees:

- i. **Finance Committee:** Responsible for overseeing the financial management of the Council, including budget preparation and financial reporting.

ii. **Membership/Nominations Committee:** Responsible for recruiting and retaining members, and nominating candidates for election to the Board of Directors.

2. **Ad Hoc Committees**

- a. The Board of Directors may establish ad hoc committees as needed to address specific issues or projects.
- b. Ad hoc committees shall be dissolved upon the completion of their assigned tasks.

3. **Committee Chairs**

- a. Committee chairs shall be appointed by the President with the approval of the Board of Directors.
- b. Committee chairs shall serve a term of one (1) year and may be reappointed for subsequent terms.
- c. Committee chairs shall report to the Board and provide updates on committee activities.

ARTICLE X – Financial Management

1. **Fiscal Year**

- a. The fiscal year of CBAC Washington shall begin on January 1 and end on December 31.

2. **Budget**

- a. The Finance Committee shall prepare an annual budget for approval by the Board of Directors.
- b. The budget shall be presented to the Board no later than the last meeting of the fiscal year.

3. **Special Assessments**

- a. **Authority to Levy Special Assessments:** The Board of Directors shall have the authority to levy special assessments on members as deemed necessary to support the financial needs of the Council.
- b. **Purpose of Special Assessments:** Special assessments may be imposed for purposes including, but not limited to, funding specific projects, covering unexpected expenses, or addressing financial shortfalls.

c. **Determination and Approval:**

- i) The need for a special assessment shall be determined by a majority vote of the Board of Directors.
- ii) The amount, purpose, and terms of the special assessment shall be clearly communicated to all members.

d. **Notice to Members:**

- i) Members shall receive written notice of any proposed special assessment at least 30 days prior to the assessment's effective date.
- ii) The notice shall include details regarding the amount, purpose, payment schedule, and any other relevant information.

e. **Payment and Collection:**

- i) Members are required to pay the special assessment within the timeframe specified by the Board of Directors.
- ii) Failure to pay the special assessment may result in penalties or other actions as determined by the Board of Directors.

f. **Appeal Process:**

- i) Members who believe they have been unjustly assessed may submit a written appeal to the Board of Directors.
- ii) The Board shall review the appeal and provide a written decision within 30 days of receipt.

4. **CBAC Funds.**

- a) Deposits. All funds of CBAC shall be deposited in the name of CBAC, in such banks, other depositories or investments as the Board of Directors shall select.
- b) Disbursements. All disbursements by CBAC shall be by check, credit card, or wire transfer, drawn or paid direct to the ultimate payee, and signed by the Council Administrator or other designated staff. Provided, however, that additional security policies may be established from time to time by the Board of Directors.
- c) Bank account signers will include the President, Treasurer, Association Executive and/or designated staff.

5. **Financial Reports**

- a. The Treasurer shall provide regular financial reports to the Board of Directors, including income statements, balance sheets, and budget comparisons.
- b. Financial reports shall be reviewed and approved by the Board.

6. **Financial Review**

- a. The financial records of CBAC Washington shall be reviewed at least every two years by an independent certified public accountant.

b. The report shall be presented to the Board of Directors and made available to the membership.

7. **Contracts and Expenditures**

a. The Board of Directors shall have the authority to enter into contracts and authorize expenditures on behalf of CBAC Washington.

b. The President, Treasurer, other designated officers, or assigned staff may sign contracts and approve expenditures within the limits established by the Board.

8. **Conflict of Interest**

a. Directors, officers, and committee members shall disclose any potential conflicts of interest and recuse themselves from decisions where a conflict exists.

b. The Board of Directors shall establish a conflict of interest policy to guide decision-making and ensure transparency.

ARTICLE XI – Rules and Regulations

1. **Rules and Policies.** The Board of Directors shall, from time to time, adopt, amend, maintain and enforce Rules and policies relating to the conduct of the business of CBAC. Such Rules and policies shall be binding on all members following announcement of adoption or amendment thereof.

ARTICLE XII - Amendments to Bylaws

1. **Amendments to Bylaws**

a. These bylaws may be amended by a two-thirds vote of the Board of Directors.

b. Proposed amendments shall be submitted in writing to the Board at least 30 days prior to the meeting at which they will be considered.

2. **Notification of Amendments**

a. Members shall be notified of any amendments to the bylaws within 30 days of their adoption.

ARTICLE XIII - Dissolution

1. Dissolution

- a. CBAC Washington may be dissolved by a two-thirds vote of the Board of Directors.
- b. Upon dissolution, after paying or making adequate provision for payment of all liabilities, all remaining assets of CBAC shall be distributed by the Board of Directors to one or more non-profit, tax exempt organization with a similar purpose, as determined by the Board of Directors.

2. Notice of Dissolution

- a. Members shall be notified of the decision to dissolve CBAC Washington at least 30 days prior to the effective date of dissolution.

ARTICLE XIV - Indemnification

1. Indemnification

- a. CBAC Washington shall indemnify its directors, officers, and committee members to the fullest extent permitted by law against any expenses, liabilities, and losses incurred in connection with their service to the CBAC.
- b. The Board of Directors may purchase insurance to cover potential liabilities and indemnification obligations.
- c. Unless otherwise specified at the time of authorization or ratification, the indemnification shall continue to apply to a person who has ceased to be a Director, Officer, or committee member and shall extend to the benefit of their heirs, executors, and administrators.

ARTICLE XV - Miscellaneous

1. Books and Records

- a. CBAC Washington shall keep correct and complete books and records of account, minutes of meetings, and a record of members.

2. Waiver of Notice

- a. Any director may waive notice of any meeting, and such waiver shall be deemed equivalent to the giving of notice

3. **Exempt Trade Association.** Since the Council is exempt as a trade association from federal taxation under Section 501(c)(6) of the Internal Revenue Code, the Council shall not engage in any activities or take any action which will jeopardize exempt status nor its exemption under the Washington Nonprofit Corporation Act, RCW Chapter 24.03A.
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ARTICLE XVI - Adoption

1. **Adoption of Bylaws**

- a. These bylaws shall become effective upon their adoption by a two-thirds vote of the Board of Directors.

2. **Certification**

- a. The Secretary of CBAC Washington shall certify the adoption of these bylaws and maintain a copy in the official records of the CBAC.

Certification

These Bylaws were duly adopted by the Board of Directors of the Commercial Brokers Advocacy Council of Washington on December 19, 2024