



CORENET GLOBAL
NORTHERN CALIFORNIA CHAPTER
REFERENCE DOCUMENTS

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1. CHAPTER INTRODUCTION

Mission Statement

- We connect corporate real estate, workplace and employee experience-oriented professionals to advance knowledge, promote personal excellence and add value to each individual and their respective enterprises.
- We accomplish this through facilitating and sponsoring a variety of diversified programs and initiatives that provide members educational and networking opportunities.

Vision (*Same as Global*)

- Worldwide, companies and individuals consider CoreNet Global indispensable to the successful practice of corporate real estate.

2. BYLAWS

NORTHERN CALIFORNIA CHAPTER OF CORENET GLOBAL

BYLAWS

ARTICLE I

Name

The name of the corporation shall be the Northern California Chapter of CoreNet Global ("Chapter"). The organization shall be the local affiliate of CoreNet Global, Inc. ("CoreNet"), advancing the mission of CoreNet for members primarily located in Northern California. It is hereunder referred to in these Bylaws as the Chapter.

ARTICLE II

Purposes and Objectives

The Chapter, a Member driven organization, shall strive to serve its Members by accomplishing the following:

- To promote the recognition of corporate real estate management and corporate infrastructure management as a professional discipline requiring specific skills and education to be practiced effectively;
- To provide CoreNet members, primarily located in the state of California but membership is open to individuals located elsewhere, industry specific networking opportunities and education, and collaborate with CoreNet to provide other CoreNet benefits in the region covered by the Chapter;
- To promote effective corporate real estate management and corporate infrastructure management and thereby contribute to the financial well-being of its Members, public, private or governmental organizations and corporations of the Chapter;
- To enhance the skills and abilities of its Members so that they can significantly improve their contributions to their respective organizations, their constituents and society;
- To encourage the use of new scientific methods, techniques and procedures in the field of corporate real estate and infrastructure management, encompassing facility and related financial planning, site selection, construction management, and real estate operations;
- To promulgate professional standards in corporate real estate management and corporate infrastructure management;
- To cooperate with other organizations and associations, most notably CoreNet and its chapters and communities, which are involved in allied endeavors;
- To promote actively the expansion of its Membership on a worldwide basis; and
- To create value for the organizations where the Chapter's members practice their profession.

ARTICLE III Members

SECTION 1. Classes of Members. Chapter shall have various classes of individual Membership. In order to be a member of the Chapter, one must also be a member in good standing of CoreNet. The designations and qualifications of each class shall mirror, as closely as legally permitted, the classes of membership recognized by CoreNet.

SECTION 2. Academic, Student, and Retired Members. Academic, Student and Retired Members shall not serve as Officers or Directors of the Chapter.

SECTION 3. Application for Membership. All applicants for Membership shall complete, sign and submit the appropriate application to CoreNet. Upon acceptance of such application by CoreNet, the applicant is eligible to be affiliated with Chapter. Affiliation with the Chapter shall be elected by the member selecting Chapter as its primary or secondary affiliation as part of the CoreNet annual membership dues billing process. Any person selecting Chapter shall be considered affiliated with the Chapter.

SECTION 4. Voting Rights. All Members are entitled to one vote per member. Members must be in good standing to be afforded the right to vote. The vote at a meeting or by electronic means of a simple majority of the Members where a quorum is present or established constitutes the affirmative vote of the Members.

SECTION 5. Voluntary Termination of Membership. Any member of Chapter may resign at any time by giving written notice of resignation to CoreNet. Any resignation shall take effect at such future date as may be specified in the written notice of designation, or if no such future date is so specified, immediately upon receipt by CoreNet. Formal acceptance of any such resignation shall not be necessary to make it effective. Any member who submits a notice of resignation shall be responsible to satisfy all obligations for Membership dues and other fees which may have accrued up to the effective date of such resignation and is not entitled to a refund of any amounts paid. A member who has resigned shall not be precluded from applying for Membership at a later date. On the effective date stated in the notice to CoreNet, the member shall no longer be considered a member of CoreNet and shall not be considered as affiliated with or a member of Chapter.

SECTION 6. Other CoreNet Members. All Members in good standing with CoreNet who are not affiliated with Chapter shall be entitled to attend all Chapter events and will be charged a fee at the member rate determined from time to time by the Board subject to meeting room capacity restrictions.

SECTION 7. Changing Component Affiliation. At any point in time, a member may change his or her affiliation with any CoreNet component.

ARTICLE IV

Meetings

SECTION 1. Annual meeting. There shall be no fewer than one annual meeting of the Membership of the Chapter, to be held at times and places to be determined by the Board of Directors, to hear reports concerning the conduct of the Chapter's activities and, when necessary, to elect directors and officers, and to conduct such other business as may properly come before the meeting.

SECTION 2. Special meetings. A special meeting of the Members shall be held upon the call of Board of Directors or the written request signed (within any 60-day period) by one-third of the voting Members, at the time and place stated in the call. The call or request for the meeting shall state its purpose or purposes.

SECTION 3. Notice. The Board of Directors, or persons designated by the Board of Directors of the Chapter shall notify all Members of the Chapter of the annual meeting and any special meetings by electronic means, sent to each member at his address in the records of the Chapter not more than sixty (60) days nor less than ten (10) days before the date of the meeting. Prior to scheduling any meeting of the Chapter, Chapter will use best efforts to inform CoreNet of its scheduling preferences and coordinate with CoreNet in order to avoid conflicts between meetings of CoreNet and Chapter.

SECTION 4. Quorum. The presence in person, or with Board approval telephonically or electronically, or by proxy of one-tenth of the voting Members of the Chapter shall constitute a quorum for the transaction of a business at any meeting of the Members of the Chapter.

SECTION 5. Electronic Ballots. Any action which may be taken by the vote of the Members at a meeting of the Members may be taken without a meeting if:

- (a) A ballot setting forth the proposed action is distributed to all Members entitled to vote with respect to the subject matter thereof pursuant to Section 3 hereof;
- (b) The number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action;
- (c) The number of votes consenting to the proposed action equals or exceeds the number of votes required at a meeting to authorize the proposed action; and
- (d) The voting procedure is otherwise in compliance with Section 7513 of the California Corporations Code.

ARTICLE V

Board of Directors

SECTION 1. Board of Directors. The general affairs and business of Chapter shall be conducted and managed by a Board of Directors who will be responsible for the overall strategic policy and operation of the Chapter. Directors shall use their business judgment to represent the general interests of the Membership of Chapter, including all of the various sectors of corporate real estate.

SECTION 2. Number of Directors. The affairs of Chapter shall be managed by a Board comprised of seven (7) Directors; provided, however, that the authorized number of Directors may be changed from time to time by the Board of Directors, which shall be not less than five (5) and not more than fifteen (15) Directors.

SECTION 3. Initial Directors, Nomination and Election of Directors.

A. The persons which hold the offices of President, Executive Vice President, Secretary, Treasurer and Administrative Officer as of the date of the incorporation of the Chapter ("Initial Directors"), shall comprise the Board of Directors of the Chapter until their successor is duly elected and qualified.

B. For a scheduled vacancy, at the expiration of a term of any elected Board seat, the Nominating Committee shall call for nominations and review all nominations. In order to be eligible to serve as a Director, a nominee must be a member in good standing of CoreNet, affiliated with Chapter and be prepared to comply with all policies of CoreNet and Chapter including any conflict of interest policies. The Board of Directors may adopt other eligibility requirements for Board of Directors Nominees.

C. The Board of Directors shall, at a minimum, be comprised of persons holding the office of President, Executive Vice President, Secretary, Treasurer and Administrative Officer.

D. The Nominating Committee shall develop a recommended slate for any scheduled vacant Director position.

E. The Board shall either approve the slate, in whole or in part or reject the slate. To the extent that the slate is rejected or only partially accepted, the Nominating committee shall provide other nominees until the slate is fully accepted by the Board.

F. The slate of nominees will be electronically presented to the membership between December 1 and January 31 on the form and in such manner as approved by the Board. Members may "write in" a candidate if they so choose. Members shall be given no less than ten (10) days to consider the slate and submit their vote. Provided a quorum is satisfied, the individual(s) receiving the most votes for the designated position shall be elected. Results will be announced at the next annual meeting.

SECTION 4. Terms.

A. The term of a Director shall be two (2) years, or upon election and qualification of their successor. The terms of the Directors shall be staggered in an manner determined by the Board; provided, however, the term of the Initial Directors shall coincide with the terms such persons held as

President, Executive Vice President, Secretary, Treasurer and Administrative Officer of the Chapter, respectively, prior to the incorporation of the Chapter. The term of a Director shall begin on April 1st following the close of the annual Membership meeting at which their election is announced, and shall end at the close on March 31st of the then expiring term, date of resignation or removal, or upon the election and qualification of their successor.

B. In the event of a vacancy during the term of any Director, whether due to resignation, removal, disqualification, or death, a replacement Director may be nominated and elected by the Board for the balance of the then current term or the renewal term. In the event of a vacancy as a result of the addition of a Director seat to the Board, an interim Director may be nominated and elected by the Board until the next annual meeting.

C. The vote of a two-thirds majority of the number of the Directors established by these Bylaws shall be required to remove a Director from office prior to the expiration of the term for which that Director has been elected.

D. No Director shall serve more than three (3) terms consecutively. Any term of not more than one (1) year, served by reason of being elected to fill a vacancy, shall not count against this limitation.

SECTION 5. Meetings.

A. Regular Meetings. Regular meetings of the Board of Directors shall be held at least three times per year as designated by the President. The President shall preside of over the meeting as Chairman of the Board.

B. Special Meetings. Special meetings of the Board of Directors may be called by the President or any two (2) Directors. The President shall preside of over the meeting as Chairman of the Board.

C. Notice. Notice of the regular meetings of the Board of Directors shall be given at least thirty (30) days before the meeting by the Secretary. Notice of any special meeting of the Board of Directors shall be given at least seven (7) calendar days before the meeting by the Secretary. In both cases, the notice shall be in writing and delivered via email to each Director at his address as shown by the records of the Chapter. Participation by such Director in such meeting shall constitute such Director's waiver of the notice requirement set forth in this Section. The business to be transacted at any special meeting of the Board of Directors must be specified in the notice of such meeting.

D. Quorum. The presence of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

E. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Each member of the Board of Directors shall be entitled to one (1) vote on each matter submitted to a vote of the Board.

F. Electronic Participation. Any one or more Directors may participate in a meeting thereof by means of a conference telephone or similar communication equipment, allowing all persons participating in the meeting to hear each other at the same time.

G. Informal Action. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting

forth the action so taken, shall be signed by all of the Directors or consent to such action is given by electronic communication.

ARTICLE VI Officers

SECTION 1. The officers of the Chapter shall be: President, Executive Vice President, Secretary, Treasurer, Administrative Officer and two At-Large Board Directors.

A. President. The President shall be the senior officer of the Chapter and Chairman of the Board and shall exercise general supervision over the affairs of the Chapter and its officers consistent with policies established by the Board of Directors. When present, the President shall preside at meetings of the Members of the Chapter, Board of Directors and Officers. The President shall be the principal spokesperson for the Chapter; shall serve on the Board of Directors; 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. The President may take steps he or she shall deem necessary to advance the purposes of the Chapter, provided such steps do not exceed the scope of authority determined by the Board.

B. Executive Vice President. The Executive Vice President shall preside at meetings of the Members and Board of Directors when the President is not present and shall perform those duties assigned by the President or Board of Directors. The Executive Vice President shall serve on the Board of Directors. The Executive Vice President shall be the President-Elect and shall succeed the President at the end of the President's term.

C. Treasurer. The Treasurer shall be the chair and a member of the Finance Committee; shall monitor and report to the President, Board of Directors, and Finance Committee about the financial status of the Chapter and any significant budget variances. The Treasurer shall serve on the Board of Directors.

D. Secretary. The Secretary shall be responsible for the administrative functions of the Chapter including assuring corporate filings are complete and keeping meeting minutes and other corporate records. The Secretary shall serve on the Board of Directors.

E. Administrative Officer. The Administrative Officer is responsible for coordinating the administrative duties of the Chapter and may serve as the official liaison between the Chapter and CoreNet in all administrative matters. The Administrative Officer shall serve on the Board of Directors.

F. At-Large Board Directors (2). The At-Large Board Directors are elected officers who are responsible for working closely with the Executive Committee in developing and carrying out Chapter's mission, vision and strategic goals while serving as Board liaison with existing Committees.

SECTION 2. Elections. The President, Executive Vice President, Secretary, Treasurer and Administrative Officer shall be elected by the members in accordance with Article V. The term of office shall coincide with such person's term as Director, except that the Executive Vice President shall serve as Executive Vice President for the first year of the term, and will automatically succeed to the office of President for the second year of the term.

SECTION 3. Resignation. An officer may resign by written notice to the Board of Directors. Unless another time is specified in the notice or determined by the Board, an officer's resignation shall be effective upon receipt by the Board. Such resignation shall also constitute a resignation from the Board of Directors.

SECTION 4. Removal. Any elected officer may be removed from office if such person is removed as a director, or otherwise, for good and sufficient cause by a vote of two-thirds of the Directors.

SECTION 5. Vacancy. A vacancy in any office, whether because of failure to elect any officer, resignation, removal, disqualification, or death, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VII Staff

SECTION 1. Appointment. The Board may, from time to time, employ one or more individuals or companies to provide administrative support to Chapter. The title and conditions of such employment or contract shall be determined by the Board.

SECTION 2. Authority and Responsibility. The President, as Chief Executive Officer, shall manage and direct all staffing activities of Chapter subject to the policies of the Board of Directors.

ARTICLE VIII Committees

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of its Members, which committees, to the extent provided in said resolution, shall have and exercise the authority directed by the Board of Directors. Such Committees must be created with a set term and authorized charter, and shall sunset at its expiration unless affirmatively reauthorized by a subsequent Board.

ARTICLE IX Financial

SECTION 1. Fiscal Year. The fiscal year of Chapter shall be consistent with that of CoreNet, which ends March 31.

SECTION 2. Budget. An annual budget for each fiscal year shall be prepared and submitted to the Board of Directors for approval. The budget shall be shared annually with CoreNet. Material changes to the budget shall be submitted to the Board of Directors for approval.

SECTION 3. Contracts. Only Officers are authorized to execute contracts in the name of and on behalf of Chapter, provided that each such contract shall be in material compliance with the approved Budget or specifically approved by the Board of Directors.

SECTION 4. Checks, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of Chapter shall be signed by such person or persons and in such manner as shall be determined by the Board of Directors.

SECTION 5. Deposits. All funds of Chapter shall be deposited from time to time to the credit of Chapter in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 6. Gifts. After performing reasonable due diligence to determine the potential liabilities, if any, which may be imposed upon Chapter as the result of accepting any gift, the Board of Directors or President may accept on behalf of Chapter any contribution, gift, bequest or devise for the general purposes or for any special purpose of Chapter.

SECTION 7. Audits. Chapter may provide for its annual financial statements to be audited or reviewed by independent certified public accountants.

ARTICLE X

Books and Records

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, Officers, and committees having any of the authority of the Board of Directors.

ARTICLE XI

Seal/Intellectual Property

SECTION 1. Seal. The Board of Directors may provide a corporate seal that shall be in a form selected by a resolution of the Board of Directors.

SECTION 2. Intellectual Property. Chapter is the recipient of a non-exclusive, royalty free license to use the “CoreNet Global” name, logo and other intellectual property. Chapter shall adhere to all CoreNet usage guidelines. Notwithstanding the foregoing, Chapter shall only use such intellectual property in a manner consistent with the furtherance of the purposes stated herein.

ARTICLE XII

Indemnification

Any present or former Director, officer, committee member or employee of the Chapter, or other such persons so designated in the discretion of the Board of Directors, shall be indemnified (including advances against expenses) by the Chapter against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director, officer, committee member or employee, to the greatest extent permitted by law, provided, however, that such person shall not be entitled to indemnification where such person engaged in fraud, gross negligence or willful misconduct. No indemnification or advance against expenses shall be approved by the Board or paid by the Chapter until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

ARTICLE XIII

Governing Law

The Bylaws and the Chapter shall be governed by the laws of the State of California.

ARTICLE XIV

Amendment

These Bylaws may be amended by approval of two-thirds of the entire Board of Directors, to reflect changes in law or other changes that are insubstantial and consistent with the Bylaws then in effect. All other amendments to the Bylaws shall be submitted to the membership for adoption in accordance with Article IV, prior to the amendment being effective and made a part hereof.

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Northern California Chapter of CoreNet Global, a California nonprofit mutual benefit corporation; and

That the foregoing Bylaws constitute the amended Bylaws of said nonprofit mutual benefit corporation, as duly adopted by the Board of Directors thereof on the 4 day of December, 2013.



SECRETARY

3.1 Strategic Plan

	LEARN <i>To provide educational programs and forums to learn and share knowledge.</i>	CONNECT <i>Provide forums to network with peers and thought leaders in social and professional environments.</i>	GROW <i>Offer opportunities to grow personally and professionally.</i>	LEAD <i>Provide a provocative voice to lead our profession beyond "bricks and mortar" toward focus on the future of the organization.</i>
Always	<ul style="list-style-type: none"> Monthly Chapter meetings Access to learning programs Support CRE Forums and small group roundtable knowledge share Web-accessible content Podcasts Newsletters Peer-to-peer exchanges Global Summit Attendance 	<ul style="list-style-type: none"> Geographic Reach – Local Programs <ul style="list-style-type: none"> Bay Area Sacramento Special events <ul style="list-style-type: none"> CRE Honorees Golf Holiday party CRE Alumni Sponsor Appreciation VIP Events Day on the Bay SIGS <ul style="list-style-type: none"> Corporate RE IT/Technology University Outreach Research Program Social Media End User 	<ul style="list-style-type: none"> Grow leadership skills through Chapter engagement <ul style="list-style-type: none"> Volunteer opportunities Operating committees Chapter leadership Speaking/presentations Community engagement <ul style="list-style-type: none"> Summit projects CoreNet Apprentice Program Community projects Member surveys New member orientation events Website tools Mentor/Mentee Program 	<ul style="list-style-type: none"> Equity, Inclusion & Belonging Membership recruitment and retention Industry Integration Student Advocacy (CAP Interns) EU and SP Alignment Cross Industry enrichment (Corp., Health Care, Life Sciences, Education, Govt.) Media Education
Expand	<ul style="list-style-type: none"> Affiliate with Universities Newsletter Develop original content 	<ul style="list-style-type: none"> Online technology: virtual platforms and video Volunteer appreciation Other industry Association outreach Increase Global CoreNet connections Podcasts, Social 	<ul style="list-style-type: none"> Social Media Networks Website tools Targeted outreach to "missing" end-user companies Mentor sponsors Attract early-in-career 	<ul style="list-style-type: none"> Digital media Increase membership by 10% Volunteer recruitment Young Leader/End User recruitment Data Analytics
Aspire	<ul style="list-style-type: none"> Webinars Push meaningful content to CNG Global, other chapters Affiliate with other industry groups like (IFMA, AFE, BOMA, SHRM, AIA, ISPE) 	<ul style="list-style-type: none"> Interest centered communities and SIGS (small programs) Connect with other CoreNet Chapters – West Coast, NY, Chicago, etc Increase connection to members in post-COVID environment 	<ul style="list-style-type: none"> Social Media Networks (Twitter, Instagram, Linked-In) 	<ul style="list-style-type: none"> Public Policy Influence Thought Leadership CoreNet Global Awards (e.g. Chapter YL of/Year, RE of/year, Distinguished Leader of/year)

3.2 Chapter Structure

The goals of the Chapter governance structure are:

- i. Focus on effective and transparent management of Chapter legal and financial affairs
- ii. Focus attention on critical Chapter functions by having Committee Chairs with autonomy
- iii. Closely control leadership succession for these Committees
- iv. Have a clear nomination/election process by limiting positions open for nomination to the membership to the positions of EVP, Secretary, Treasurer, Administrative Officer and two Directors at Large.

3.2 Chapter Structure

Governance Structure Summary

All Chapter leadership and committee positions shall be limited to members in good standing and affiliated with the Chapter.

Board of Directors

- 5 - 15 elected Directors with a minimum of 5 Chapter Officers
- Must be a member in good standing
- Elected for two year terms
- Maximum of 3 consecutive terms
- Responsible for Chapter governance

Committee Chairs

- Members appointed by the Chapter Officers
- Two year terms
- Responsible for Chapter functions

Committee Members

- Members assisting Committee Chairs to fulfill the charges of the Committee

Chapter Administrator

- Current Chapter Administration provided by Holland-Parlette Associates
- Provides administrative support to the Chapter as directed by the Board of Directors

CoreNet Global

- Headquarters and operating entity

3.2 Chapter Structure

Governance for Chapter Officers and Committee Chairs

Chapter Officers

Chapter governance shall be the responsibility of the **Chapter Officers**, which shall be elected as described below. The Chapter Officers shall carry on the business of the Chapter, conduct monthly Board meetings, and approve /ratify major decisions on the Chapter's behalf. The number of Directors is stated in the Chapter Bylaws.

- President (position to be **filled** by outgoing Executive Vice President)
- Exec VP (President-Elect)
- Secretary
- Treasurer
- Administrative Officer
- Two Directors at Large
- Past President

The election process for the Chapter Officers shall be as follows:

1. The Chapter Secretary will provide a slate of open Officer positions to be filled in early December.
2. The Chapter Officers will appoint a Nominating Committee that will function for the duration of the yearly selection process (approximately December thru March). *(See separate Nominating Committee Guidelines.)*
3. The Nominating Committee will send a "Call for Nominations" to general membership approximately 90 days before the annual membership meeting in March. Nominations may be made by any member in good standing, including those on the Board and Advisory Board. Membership shall have approximately 2 weeks to submit nominations.
4. The Nominating Committee will consider all nominations for their appropriateness for service in the position in accordance with the Nominating Committee Guidelines. Upon due deliberation the Nominating Committee will compile a slate of recommended candidates (one per open position) to present to the Chapter Officers for approval.
5. Chapter Officers will approve the slate, or send back to the committee if there is not a majority approval.
6. The slate of nominees will be electronically presented to the membership between February 1st and February 15th on the form attached hereto. Members may "write in" a candidate if they so choose. Members shall be given no less than ten (10) days to consider the slate and submit their vote. The electronic ballot must be received back at a place designated in the ballot instructions. The individual(s) receiving the most votes for the designated position shall be elected. There is no quorum requirement. Results will be announced at the annual meeting.
7. The Secretary shall record the ratification of the nominations and notice of the results shall be sent to membership via email.
8. The newly ratified candidates shall take office on April 1 of each year.

In the event that a Board position is vacated mid-term, the Chapter Officers are fully responsible for appointing a successor to complete the term vacated. No involvement of the Nominating Committee or general membership is required.

The steps for filling a **vacated Board position** are as follows:

1. The Chapter Officers identify the need to fill a vacated position.

2. The Chapter Officers identify one or more appropriate candidates for consideration for the position in question.
3. By simple majority vote, the Chapter Officers select a candidate to fill the position for the remainder of the year.
4. The appointment is announced to the general membership and becomes effective immediately. The Secretary shall record the appointment and notice of the results shall be sent to membership via email.
5. In the next election cycle, this position shall be considered open and shall revert back to the nominating process noted above. With respect to the EVP position, the Board-appointed EVP will succeed to the office of President.

Term Limits for Chapter Officers (Note these are the same for elected and appointed positions)

1. 2 year term (President/EVP combine to make 2 years)
2. 4 year term limit in any one position (2 successive terms)
3. No Director may serve more than three terms consecutively

Committee Chairs

All Committee Chair positions shall be appointed by the Chapter Officers. Committees shall be formed by the Chapter Officers as required to ensure appropriate focus on Chapter functions deemed critical to serve our membership.

Addition or removal of Committee Chairs is at the discretion of the Chapter Officers and does not adversely affect the governance of the Chapter. In the event that the Chapter Officers define the need to **add a new Committee position**, remove a position or modify the focus of an existing position, the following steps shall be followed:

1. Chapter Officers identify the need to add/remove/modify a Committee Chair position and approves based upon a simple majority vote.
2. An appropriate candidate, if applicable, is appointed to the position by the Chapter Officers
3. The new position is announced in the next regular communication to membership.

It is preferred that each Committee is led by two Co-Chairs including a minimum of one End User member. It is preferred that the Co-Chairs have staggered term limits to provide continuity in leadership from one year to the next.

Term Limits for Committee Chairs (Note these are the same for elected and appointed positions)

1. 2 year term
2. 4 year term limit in any one position
3. No Committee Chair may serve more than three terms consecutively

3.3 Chapter Roles

Roles Summary Matrix

	Board	Officers	Committee Co-Chairs	Committee Members	HPA
Governance	Yes - Strategic	Yes - Operations	Follow	Follow	Follow
Elected	By Membership	By Membership	No	No	Contracted
Appointed	In the event of a vacancy	In the event of a vacancy	Yes – By Officers	Yes – By Co-Chairs	Contracted
Creates new Committees	Yes	No	No	No	No
Votes	Yes	Yes	No	No	No
Leadership	Yes	Yes	Yes	No	No
Policy/Programs/etc.	Approves	Develops	Recommends	<u>Recommends to</u> Co-Chairs	Recommends to Board
Advises	Approves Rec's	Approves Rec's	Yes	Yes	Yes
Fiduciary Responsibility	Yes - Highest	Yes - Highest	Yes	Yes	Yes
Contractual Authority	No	Yes	No	No	No
<u>Approves Budget</u>	Yes	Yes	Recommends	No	No
Recruits Members	Yes	Yes	Yes	Yes	No
Recruits Volunteers	Yes	Yes	Yes	Yes	No
Manages Committees / Special Events	No	Liaison to Sub-committees	Yes	No	No
Spokesperson	No	President or other officer as appointed by President	No	No	No

3.3 Chapter Roles

Roles and Responsibilities Descriptions

Board of Directors Chapter Officers

Also Refer to Article 6, Section 1 of the Bylaws

President

The President shall have responsibility in managing the affairs of the Chapter, subject to overall control and direction by the Executive Committee. The President is an elected official who is the Chief Executive Officer of the Chapter. He/she is immediately responsible for the overall welfare of the Chapter and its various activities. The duties are largely managerial; he/she ascertains that programs, meetings, and other activities are properly planned, and sees to it that the officers and committees carry out their functions. He/she is responsible for the strategic mission, vision, and goals of the Chapter and should be familiar with the Operation Guidelines of the Chapter. Office procedures should be conducted within this framework.

Responsibilities:

1. Work with fellow Board members to determine Board meeting agenda and preside at all meetings of the Chapter Board.
2. Schedule Chapter Board meetings during the year.
3. The President shall appoint the Nominating Committee, and work with the Executive Committee to elect/designate the Officers of each Office and fill any vacancies occurring therein in accordance with the provisions of the Operating Guidelines.
4. Work with the Executive Vice President to plan and attend the annual Chapter board planning retreat.
5. Serve as the principal spokesperson for the Chapter with all matters as they relate to the Global organization and the general public.
6. While in office, keep and maintain the Chapter's strategic plan; and when leaving office pass this plan on to the successor.
7. Act as a local point of contact for any groups interested in starting a Regional-Chapter within the Northern California Chapter.

Executive Vice President

The Executive Vice President shall assist with the President's duties and preside in the absence of the President if requested, thereby providing for continuity of leadership. He/she is an elected official whose primary responsibility is to work closely with the current President in order to prepare for his/her role as in the coming year as President. He/she should be familiar with the strategic goals and the Operating Guidelines of the Northern California Chapter.

Responsibilities:

1. Lead key strategic efforts/projects as charged by the Executive Committee.
2. Perform the duties of President in his/her absence and in so doing maintain all the powers of, and be subject to all restrictions upon the President.
3. Assist in tracking the progress of committees toward stated Chapter goals and objectives.
4. Assist in recruiting potential Board members.
5. Succeed immediately to the office of President in the event of the President's resignation, or death.
6. Succeed automatically to the office of the President at the expiration of their terms of office.

Treasurer

The Chapter Treasurer serves as an elected officer responsible for the operational and administrative oversight of all funds and material assets of the Chapter under the direction of the Chapter President. This individual is required to be familiar with basic accounting and management control standards as well as the Chapter Operating Guidelines. The Treasurer should have an awareness ~~a voice~~ in all Chapter matters in order to express opinions on maintaining sound financial decision-making and appropriate internal control processes.

Responsibilities:

1. Serve as champion of Chapter involvement by participating consistently in monthly Chapter meetings, Board and Leadership meetings and also special events like Membership Drives, Sponsorship events, etc.
2. Serve as Board liaison for two committees. Bring messaging from the Board to the committees, and vice versa. Act as Board oversight with no committee involvement, except as offering best practice sharing from Board level.
3. Act as the Chief Financial Officer of the Chapter and do so in accordance with the CoreNet Global financial guidelines set forth by CoreNet Global.
4. Review with Executive Director Chapter income on a regular basis and authorize the disbursement of all funds due the Chapter.
5. Safeguard the Chapter funds by adequately maintaining proper financial ~~control~~ oversight. Ensure adequate internal controls are in place for proper use and disposition of Chapter resources.
6. Review monthly financial reports and assure staff accountant and Chapter Office maintain adequate and accurate accounting records. Convene the Chapter Finance Committee annually to review the Investment Policy Statement and adjust investments assets as needed to adhere to the Policy.
7. Coordinate with Chapter Office reports and updates to the Chapter Board regarding the Chapter's current financial position on a regular basis.
8. Work with Committee Chairs to help create and approve budgets and track progress/status throughout the fiscal year to assure they are adhering to their approved budget.
9. Transition Treasurer role to incoming Treasure-elect through Onboarding/Training process.

Secretary

The Secretary is an elected officer who is responsible for keeping the records of the Chapter. Should be familiar with the strategic goals of the Chapter, the Bylaws of CoreNet Global and the Chapter Operational Guidelines.

1. Serve as champion of Chapter involvement by participating consistently in monthly Chapter meetings, Board and Leadership meetings and also special events like Membership Drives, Sponsorship events, etc.
2. Oversee maintenance of records of the proceedings of the Chapter and ensure the proper submittal of all required documents to CoreNet Global within established deadlines. This includes the review of Affiliate Agreement and Compliance Report submittals to CoreNet Global.
3. Review and facilitate voting of Northern California Chapter minutes, documents and agenda items requiring Board vote.
4. Serve as Board liaison for two committees, as assigned per year. Bring messaging from the Board to the committees, and vice versa. Act as Board oversight with no committee involvement, except as offering best practice sharing from Board level.

5. Coordinate decisions to submit and submission process with the Chapter Board for the CoreNet Global Awards Program.
8. Transition Secretary role to incoming Secretary-elect through Onboarding/Training process.

Administrative Officer

The AO is an elected officer who is responsible for coordinating a number of special projects as required to achieve the strategic goals outlined annually. This role is also responsible for making sure Board Liaison roles are correctly onboarded and successful, succession of Leadership Chairs is planned and managed, and that new member volunteers are covered for committee placement.

1. Serve as champion of Chapter involvement by participating consistently in monthly Chapter meetings, Board and Leadership meetings and also special events like Membership Drives, Sponsorship events, etc. (add this bullet to each role)
2. Serve as primary liaison with CoreNet Global in all Chapter administrative matters. Serve as Board liaison for two committees, as assigned per year. Bring messaging from the Board to the committees, and vice versa. Act as Board oversight with no committee involvement, except as offering best practice sharing from Board level.
3. Coordinate the services of all administrative assistance engaged by the Chapter, specifically around accountability of special projects that At Large Directors are assigned – this includes the external administrative management company, if one is engaged by the Chapter.
4. Work with Committee Chairs to maintain timely updates to Chapter Calendar for Board oversight and alignment.
5. Serve as clearinghouse for volunteer services in support of Membership Committee
6. Transition Administrative Officer role to incoming Administrator Officer-elect through Onboarding/Training process.

At-Large Board Directors

The At-Large Board Directors are elected officers who are responsible for working closely with the Executive Committee in developing and carrying out Chapter's mission, vision and strategic goals while serving as Board liaison with existing Committees. Each At-Large Director will have full voting rights on the Chapter Board of Directors. (Do we need this sentence?) Add: This role will have special projects based on the strategic goals developed by the Board at the annual retreat and in unique circumstances.

1. Serve as champion of Chapter involvement by participating consistently in monthly Chapter meetings, Board and Leadership meetings and also special events like Membership Drives, Sponsorship events, etc. (add this bullet to each role)
2. Serve as Board liaison for two committees, as assigned each year. Bring messaging from the Board to the committees, and vice versa. Act as Board oversight with no committee involvement, except as offering best practice sharing from Board level

3. Work closely with Executive Committee in developing and carrying out Chapter strategic mission and goals by volunteering for special board ad hoc initiatives when possible.
4. Transition At Large Director role to incoming At Large Officer-elect through Onboarding/Training process.

Immediate Past President

The Past President is responsible for working closely with the Executive Committee in developing and carrying out the Chapter's mission, vision and strategic goals while serving as Board liaison with existing Committees. The Past President has full voting rights on the Chapter Board of Directors.

Responsibilities:

- 1) Serve as liaison with existing Chapter Committees
- 2) Work closely with Executive Committee in developing and carrying out Chapter strategic mission and goals
- 3) Attend all Board meetings unless formally excused by President
- 4) Serve as champion of Chapter involvement by participating consistently in monthly and special programs
- 5) Volunteer for special board ad hoc initiatives when possible

Committees Chairs

Committee Chairs are members appointed by the Chapter Officers and serve at the direction of the Board of Directors to oversee specific functional areas of the Chapter. They are responsible for managing all aspects of their functional areas and approved committee budgets. In addition, Committee Chairs are charged to manage Committee Members who serve up their committee. Committee Chairs attend monthly Leadership Meetings with the Board of Directors to report on Committee activity and to solicit feedback and guidance when necessary. Current Committees and SIGs include:

- Learning and Programs
- Sponsorship
- Communications
- Special Events
- Young Leaders
- CAP
- Membership
- Leadership Development Cohort
- Sustainability (SIG)
- Technology (SIG)
- Women of CoreNet (SIG)

Committee Members

Committee members serve at the direction of the applicable Committee Chair(s). We are always looking for new committee members. Prospects should be directed to the "Membership" tab of the Northern California website. There, they can be directed to the Administrative tab where they can fill out and submit a Volunteer Discovery Form for follow-up by the Administrative Director or contact a Committee Chair.

Chapter Administrator

Responsibilities:

1. Provide Office Headquarters & Staffing

CoreNet Global - Northern California Chapter
c/o Holland-Parlette Associates
575 Market Street, Suite 400
San Francisco, CA 94105
415-371-1734

2. Supply a team of HPA employees to manage the day-to-day business affairs of the Chapter and provide administrative services and support; maintain and protect the official records and files as may be directed by the Chapter Secretary; liaise with CoreNet Global, Inc. national headquarters as appropriate; maintain bank accounts and receive, deposit and record income and expenses; monitor the operations of the Chapter within the budgetary requirements set by the Board; maintain Chapter master calendar for all events and board meetings; and coordinate with, and support, Chapter Officers in the execution of their duties.

CoreNet Global

CoreNet Global assigns staff and a Board Members as liaison to the Chapter for areas such as:

- Discovery Forum
- Website
- SIGS
- Membership
- Summits
- Corporate Sponsorship
- Awards
- EDP
- And other

3.4 Procedures

Annual Calendar Model

The Chapter year begins on April 1 and ends on March 31.

All leadership terms and the fiscal year coincide with these dates.

Chapter Meetings occur on the third Thursday of each month and are open to all members and guests.

Board Meetings occur prior to the Chapter Meetings on the third Thursday of each month.

The Annual Business Meeting coincides with the monthly Chapter Meeting on the third Thursday of March.

The leadership team retreats one or two times yearly to focus on the strategic issues of Chapter business.

Other annual events include:

- Holiday Party in January
- Golf Event in June
- Sponsorship Appreciation Event in September
- Corporate Real Estate Executive Awards Dinner in November
- Each Fall, CoreNet Global hosts a Summit at various locations in the USA

3.4 Procedures

Meeting Process

In an effort to maintain structure and efficiency to our Chapter Board meetings, the following process is expected:

1. Board meetings shall be scheduled by the Chapter Officers on a regular basis, typically to precede monthly chapter programs meetings.
2. Attendance by Board members and Committee Chairs should be in person when possible, though virtual participation is encouraged for those Board members who cannot be present. It is necessary to have a quorum (50% attendance for the total of both physically present and virtual participants) of Board members to be in attendance if official action is to be taken on any items.
3. Any Chapter member may attend a Board meeting, however the Chapter Officers have the power to “adjourn to executive session” or to meet separately if desired to discuss certain topics. The minutes of the meeting shall reflect the adjournment as well as the general topic to be discussed in the executive session.
4. The Secretary or Administrative staff shall keep minutes of all Board and member meetings.
5. Minutes do not need to be detailed, but must record formal action taken by the Board.
6. Minutes must be reviewed and approved by the Board of Directors as an official action at the following Board meeting.
7. Minutes do not need to be circulated to members, but should be made available to a member upon request.
8. The President will publish an agenda of proposed topics to be covered in the meeting. The agenda shall be circulated prior to the meeting.
9. The President shall preside over the meeting, and shall be fully responsible for any alteration of the agenda to achieve highest value from the meeting. The Executive Vice President or other Chapter Officers shall preside in the absence of the President.
10. Board members may request the presence of specific committee chairs to give updates on specific issues when appropriate.
11. Strict parliamentary procedures are not required, however, care must be taken to appropriately document formal actions taken by the Board.

3.4 Procedures

Decision Process

Committee Decisions (Committee Members)

Committee Chairs shall establish protocols for communication and authority levels for decisions to be made at the committee level by their committee members. Generally, at the discretion of the Committee Chair, committee members may make execution level decisions, and may incur expenses within their approved budget, with the oversight of the Chapter officer. All inquiries from the committee should be addressed to the applicable Committee Chair. Committee members must not seek approval from other members of the board without the consent/knowledge of the applicable Committee Chair.

Committee Chair Decisions

Committee Chair have the discretion and authority to execute their responsibilities as they deem advisable within their approved budget. Exceptions to the budget must be approved by the Chapter Officers. All contracts must be directed to the Chapter Officers for review and approval before signing (e.g. catering, venue, A/V).

Inquiries to the Board of Directors should be made through their liaison.

Executive Decisions

Committee Chairs have the general authority to approve matters within their business judgment, and shall elevate matters of significance to the Chapter Officers where deemed necessary or appropriate. All matters having a non-budgeted financial impact (contracts) with a value of \$150 or more or having a duration of more than one year shall be submitted to the Chapter Officers for consideration and approval. The Chapter Officer are required to elevate approval of contracts having a financial impact of \$25,000 or more or having a duration of more than one year to CoreNet Global for a response within 3 business days.

Processing Financial Transactions

All activities having a financial impact require an advance budget approved by the Chapter Officers. Chapter officers are responsible to set expectations and controls to manage expenditures within the approved budget, and in accordance with the Chapter Budget Governance Process, below.

3.4 Procedures

Budget Process

This document outlines the CoreNet Global Northern California Chapter budget governance process. It is designed to clarify roles and responsibilities for budget development, administration, spending, approval, and reporting between the various Chapter Officers and Committee Chairs.

Budget Development Schedule: Annual budgets for various Chapter operations (i.e., Programs and Learning, Membership, Community Reinvestment and Career Apprentice Program, Special Events, Young Leaders, Communications, and Chapter Administration) will be prepared during the months of March and April to allow sufficient time for Executive Council review and approve finalized budget in May.

Responsible Parties: The Committee Chairs (and the Administrative Officer with respect to general and administrative costs), are each responsible for development of the annual budget in each practice area, in conjunction with input from the Chapter Treasurer and Chapter Officers. The Chapter Treasurer will provide actual revenue and expense history to assist in budget projections, but each practice area must develop its budget based on anticipated events for the upcoming year.

Spending and Approval: Once budgets are approved, each Committee Chair is authorized to incur costs in its practice area consistent with the approved budget. The Committee Chair is responsible for monitoring and approving all costs incurred. No funds will be issued in payment of incurred obligations (i.e., deposits for events, payment of invoices for catering, education fees, etc.) until the Committee Chair has reviewed and approved the invoice for payment. Approved invoices must be submitted to the Chapter Administrator (Holland Parlette Associates) and have sufficient explanation as to the nature of the expenditure. Email approvals from Committee Chairs are acceptable when forwarding invoices for payment. (Holland Parlette will seek final disbursement approval from the Chapter Treasurer.)

Budget Administration: Committee Chairs are responsible for administration of practice area budgets (i.e., review of spending and revenue collection to date in relation to approved budgets) and for bringing up anticipated budget shortfalls (and proposed solutions) with the Chapter Officers well in advance of the need to incur such expenditures. Budget administration includes follow-up and reporting on commitments to obtain specific sponsorship revenue for a particular event (for example, CAP program event sponsors, or Young Leader event sponsorships.)

Questions: Questions on day to day budget administration may be addressed to the Chapter Treasurer or Chapter Administrator.

3.4 Procedures

Nomination Process

A Nominating Committee shall be appointed each year by the Chapter Officers to assist in the election of Chapter Officers (Executive Vice President, Secretary, Treasurer, and Administrator). The Nominating Committee may be appointed at any time during the year, and shall serve for the duration of the yearly selection process (approximately July thru March). The six Nominating Committee members shall include the current President and Executive Vice President and four “disinterested members” (one from the general membership). The four disinterested members cannot be nominated for positions, and must be familiar enough with the Chapter’s workings to make qualified decisions. If the current President or Executive Vice President have been nominated for a position, such candidate shall “abstain” from any vote to select the candidate for such position.

The current President shall function as the Chair of the Nominating Committee and shall convene the Nominating Committee as needed to perform their prescribed duties, which include the following:

1. With the assistance of the Chapter Secretary, the Nominating Committee shall prepare and send a “Call for Nominations” to general membership in November of each year on the form attached hereto. The Chapter Secretary will provide the list of open positions to be included in the communication. Nominations may be made by any member in good standing, including those from the Leadership Group. The membership shall have approximately 2 weeks to submit nominations.
2. Upon the closing of the nominating period, the Nominating Committee shall convene to consider all nominations for their appropriateness for service in the capacity as nominated. The Nominating Committee may also consider other members in good standing who are not nominated for positions by the membership. The Nominating Committee, in its discretion, will endeavor to select a candidate based on the following criteria:
 - a. The candidate's desire to serve on the Executive Committee if elected
 - b. Current status of membership
 - c. Ability to perform the duties of the position as described in the Executive Committee Roles Description (*separate document*)
 - d. General knowledge of and participation in Chapter activities
 - e. Conformance with Priorities and Guidelines described below
3. Upon due deliberation, the Nominating Committee will compile a slate of recommended candidates.
4. The slate shall be presented to the Chapter Officers at the January Board Meeting, at which time the Chapter Officers (in consultation with the Leadership Group) will deliberate the nominations, and the Executive Committee will approve the slate, or send back to Nominating Committee for additional work if there is not a majority approval. Any alterations to the slate shall be completed in a timely fashion such that the final slate of candidates can be notified prior to the slate being presented to the membership.
5. The slate of nominees will be electronically presented to the membership between February 1st and February 15th on the form attached hereto. Members may “write in” a candidate if they so choose. Members shall be given no less than ten (10) days to consider the slate and submit their vote. The electronic ballot must be received back at a place designated in the ballot instructions. The individual(s)

receiving the most votes for the designated position shall be elected. There is no quorum requirement. Results will be announced at the annual meeting.

6. The elected candidates shall take office on April 1 of each year.

Priorities and Guidelines

The Nominating Committee makes a critical contribution to the Chapter Officers and Leadership Group's duty to conduct Chapter activities in a fair and transparent way. As our elected Chapter Officer positions provide the governance for Chapter affairs, it is critical to our success that these individuals have the right leadership skills and knowledge to perform their duties as well as **represent the diverse interests and priorities of our membership**. Though a balance of attributes will be found in the best candidate, the following documents a set of suggested guidelines to be considered by the Nominating Committee when completing their due diligence on nominees.

1. Prior contributions to the Chapter
2. Familiarity with at least some of the Leadership functions
3. Acknowledged in the industry with professional background in Real Estate or a significant Real Estate Service sector
4. Specialized skills and vision that will support new Leadership directions
5. Expertise and personality that will compliment other Leadership positions
6. Seasoned team player
7. Leadership qualities with acknowledged management skills
8. Willingness and desire to participate at the local and national level
9. Contribution to a diverse mix of Chapter Leaders:
 - a. Limit/balance number of members from same company
 - b. Limit/balance number of members from same industry
 - c. Limit/balance number of members from same job function
 - d. Maintain service provider to end user mix as close to 50/50 as possible
 - e. Strive for a balance in race, gender, style and demeanor

Attachments: Form of "Call for Nominations" and Form of Electronic Ballot

CALL FOR NOMINATIONS

Dear Northern California Chapter CoreNet Member,

We are currently accepting nominations to fill ____ positions on the Northern California Chapter Board of Directors, commencing April 1, 20____. The five Executive Committee Leaders are responsible for carrying out the business operations of the Chapter, conducting monthly Chapter meetings, and approving major decisions on the Chapter's behalf. The ____ positions to be filled include: **[USE AS APPROPRIATE]**

- 1) **Executive Vice President/President-Elect** – This position combines with the position of President to form a two year term (a) April 1, 20____ – March 31, 20____ as EVP; and (b) April 1, 20____ – March 31, 20____ as Chapter President. The EVP is responsible for working closely with the current President to carry out Chapter goals, and to provide continuity as they ascend to the Presidency in the second year.
- 2) **Secretary** – This position is responsible for keeping the records of the Chapter and ensuring Chapter compliance with Chapter and CoreNet Global governance rules and policies. The candidate should be familiar with the strategic goals of the Chapter, the Bylaws of CoreNet Global and the Chapter Operational Guidelines. This is a two year term (April 1, 20____ – March 31, 20____).
- 3) **Treasurer** – This position is responsible for the operational and administrative control of all funds and material assets of the Chapter under the direction of the Chapter President. The candidate should be familiar with basic accounting and management control standards as well as the Bylaws of CoreNet Global and the Chapter Operational Guidelines. This is a two year term (April 1, 20____ – March 31, 20____).
- 4) **Administrator** – This office is responsible for coordinating the administrative duties of the Chapter and may serve as the official liaison between the Chapter and CoreNet Global headquarters in all administrative matters. The candidate should be familiar with the strategic goals of the Chapter, the Bylaws of CoreNet Global and the Chapter Operational Guidelines. This is a two year term (April 1, 20____ – March 31, 20____).
- 5) **Two (2) Directors at Large** – These positions are responsible for working closely with the Executive Committee in developing and carrying out Chapter's mission, vision and strategic goals while serving as Board liaison with existing Committees. These position are two year terms (April 1, 2013 – March 31, 2015).

Nominations will be considered by the Chapter Nomination Committee. The Nomination Committee will recommend to the current Chapter Officers the slate of candidates to be voted upon by the members by electronic ballot in February 20____. There is no guarantee that your nominee will be included in the slate of candidates. Any member of the Chapter in good standing may nominate another member for a position. Nominees must be members in good standing at the time of the nomination and must maintain their membership throughout the term of office. If you nominate someone else, please make sure they would like to serve. Minimum requirements for all positions as well as specific duties of each position are available to you at **[INSERT LINK TO CHAPTER "OPERATIONAL GUIDELINES"]**

Please complete the form below and forward to **[Insert email address of Chapter Secretary OR Zoomerang (or similar) site]** by **[Insert Date 14 days from the date of email blast]**. The Nomination Committee may rely solely on the information provided by you below, or may at its option conduct further investigations as the Committee may deem necessary or desirable. If you have any questions or would like further information about the positions to be filled, please contact **[Insert name of current President]**, President **[Insert email address of Chapter President]**.

Nomination Form:

I, _____, hereby nominate:

Name _____ Company _____

Phone # _____

Position: _____

Background of Candidate / Basis for Nomination: _____

Thank you.

Dear Northern California Chapter CoreNet Member,

Last November the Chapter accepted nominations to fill ____ positions on the Northern California Chapter Board of Directors, commencing April 1, 20____. Your nominations were reviewed and considered by the Chapter's Nomination Committee, consisting of the current President and Executive Vice President and four “disinterested members” (three appointees from the Advisory Group and one from the general membership). After deliberation, the Nomination Committee has recommended a slate of candidates for such positions, which have been approved by the Chapter Officers for presentation to the membership by this electronic ballot.

Your vote is important! Please take a moment to review the proposed slate (below), and email your vote on the form below to **[insert the address of the Chapter Secretary OR SurveyMonkey (or similar) site] by [insert date that is ten days after email blast].**

Please vote for only one (1) person per position. If you vote in favor of more than one (1) person per position, your vote will not be counted.

The individual(s) receiving the most votes for the designated position shall be elected. There is no quorum requirement. Results will be announced at the annual meeting.

Thank you very much for participating in this important process.

Chapter Secretary

4.1 Committee Descriptions

a. Executive Committee

Mission

The Executive Committee is elected by the membership to carry out the governance of the chapter with fiduciary responsibilities.

Main Committee Activities

The Executive Committee works with the committee chairs to carry out programs and events that benefit our membership.

b. Women of CoreNet

Mission

To Elevate Women in Corporate Real Estate through Engagement, Empowerment and Education

Main Committee Activities

Work as a team to plan and deliver three programs or activities per year that are beneficial to the growth and empowerment of the women in our Chapter.

Provide programs that: promote career and personal development; provide networking opportunities for sharing ideas, stories and experiences, and are engaging to our multi-generational membership.

Stay on point with the interests of the women in our group. Annually, we formally survey our membership, allowing our team to fine tune program topics that focus on trends that are of interest to our members.

Secure speakers, panelists, and industry experts for each program. Coordinate logistics for each program including: venues, people, AV, refreshments, parking, communication, and registration.

Maintain a resource board including links to educational sites, recognition and engagement opportunities.

c. Young Leaders Committee

Mission

Our mission is to attract, retain and elevate future leaders in the real estate industry by creating programs that encourage young professionals to participate and become actively engaged in the market and the CoreNet Global Chapter at large.

Main Committee Activities

The Young Leader events include three Young Leaders educational programs, four Lunch with a Leader programs, and one larger Membership Drive each year. Young Leaders can also apply to be a part of our mentorship program, which matches two seasoned real estate professionals with each Young Leader for a mentor-protégé relationship for one-year. Young Leaders are also eligible to apply for the Chapter's Summit Scholarship program.

d. Special Events Committee

Mission

Our mission is to build camaraderie, encourage the growth of our membership, and provide additional opportunities for chapter networking above and beyond the CoreNet Summits and monthly programs.

Main Committee Activities

The Special Events Committee creates memorable events to bring members together, celebrate successes of our members, and thank members for all they do. Several of our events, such as our annual golf tournament and the CRE Awards Dinner, are the go-to events of the year for the real estate industry and sell out every year.

e. Programs Committee

Mission

The Program Committee provides an opportunity to interact with key professionals in the real estate industry on a one-on-one basis by coordinating activities that expand your industry network and broaden your perspective on the matters facing the industry today.

Main Committee Activities

Work as a team to plan, design, and deliver programs and activities that appeal to our membership and encourage participation in Chapter functions.

Develop program content by surveying membership, examining the trends of the industry, and discussing current topics with top real estate professionals.

Secure speakers, panelists, and experts within the program topic to help develop and deliver the program. Work to ensure an even distribution of topics to meet the educational needs of our membership for both the corporate real estate and provider facets of our community.

Coordinate the venue logistic such as catering, parking, and audio/visual support, and registration with the help of CoreNet Northern California Chapter's support team.

Coordinate with board members, Leadership Council members and other volunteers within the Chapter to ensure program feedback is solicited and incorporated into future programs.

f. Membership Committee

Mission

The Membership Committee coordinates and drives the growth and retention of members in CoreNet Global through local Chapter level outreach. The Committee seeks out and pursues opportunities and venues to attract new members, helps underscore the value proposition membership represents, as well as conducting events, surveys, member contacts and other initiatives to insure that Chapter members achieve strong professional benefit from their participation.

g. Communications Committee

Mission

The Communications Committee coordinates the internal and external communications for the Northern California Chapter.

Main Committee Activities

The committee makes sure all communications align with CoreNet Global's branding and style guidelines. The committee is responsible for chapter website quality and content, public relations, advertising, social media and chapter email blasts.

h. Technology SIG

Mission

We are a knowledge-sharing network for corporate real estate, facilities and workplace technology. Our mission is to provide the CoreNet community with access to end users, service providers and vendors experienced in technology evaluation, implementation and management to leverage shared learning's, understand future trends, and drive innovation.

5.2 Policies

Summit Attendance

CoreNet Global Northern California Chapter Chapter Financial Support for Board Members Attending Global Summits

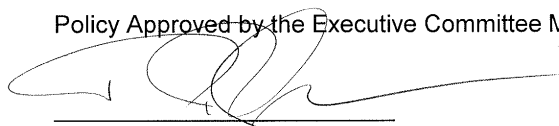
Policy Statement March 2009

Chapter Financial Support Policy With Respect to Summit Attendance:

Resolved: The Chapter Executive Committee understands that there are instances when Board members are unable to obtain financial support from their respective companies to fund attendance at Global Summits. Recognizing that the cost to fund Summit attendance can be substantial, the following policy is hereby adopted:

- 1) All Board members desiring to attend a Global Summit are required to seek financial support from their companies before approaching the Chapter for financial assistance.
- 2) To the extent they are unable to obtain their company's financial support, the Chapter President and Executive Vice President, as senior representatives of the Chapter, can receive up to full financial support to attend all Global Summits.
- 3) Funding for all other Executive Committee and Board Chair members will be reviewed on a case by case basis by the Executive Committee. The criterion for approval shall be based in part on a specific Chapter business need that requires the requesting Board member's attendance at the Summit. (For example, special committee work to be conducted with other chapters.)
- 4) Support for Summit events is contingent upon the availability of adequate Chapter funds.
- 5) The standard for "appropriate expenditures" that may be incurred shall be governed the CoreNet Global Travel Policy currently in effect at the time of such request.

Policy Approved by the Executive Committee March 1, 2009



Derek Ridgway, Secretary

5.2 Policies

Investment and Reserve Policy

CERTIFICATE OF CORPORATE RESOLUTION

CoreNet Global Northern California Chapter
July 17, 2014

Certificate of Corporate Resolution:

- Authorizing approval of the Northern California CoreNet Global Chapter Investment Policy Statement dated June, 2014.
- Authorizing approval of the initial investment portfolio as recommended by Bank of America Merrill Lynch, and that such portfolio shall be governed by the Investment Policy Statement.

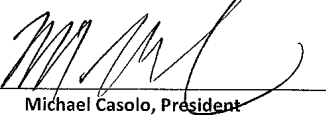
NOW THEREFORE upon motion, second, and unanimous vote of the CoreNet Global Northern California Chapter Board of Directors, the following resolutions were duly and regularly passed:

RESOLVED that the Board of Directors hereby approves the Investment Policy Statement (IPS) dated June, 2014, as annexed hereto as **Exhibit 1**, and further authorizes the President and Treasurer to execute such IPS as adopted.

RESOLVED that the Board of Directors hereby approves the initial investment portfolio as annexed and described hereto as **Exhibit 2**, which shall be governed by the IPS.

DATED this 17th day of July, 2014.

CoreNet Global Northern California Chapter, a California Corporation

By: 
Michael Casolo, President

The undersigned Secretary hereby represents that the above and foregoing is accurate and true and certifies to same.

By: 
Mike Vallenari, Secretary

Addendums

- Annual Sponsorship Prospectus (See Chapter website)