

*The dues obligation of such individuals to the local association should be reduced to reflect the reduction in the association's dues obligation to the National Association. The association may, at its option, choose to have no dues requirement for such individuals except as may be required to meet the association's obligation to the State Association with respect to such individuals. Member associations should determine whether the dues payable by the association to the State Association are reduced with respect to such individuals. It should be noted that this does not affect a "designated" REALTOR®'s dues obligation to the association with respect to those licensees employed by or affiliated with the "designated" REALTOR® who are not Members of the local association. (Amended 11/2013)*

## **Article XI - Officers and Directors**

**Section 1.** Officers. The elected officers of the association shall be: a President, a President Elect, a Secretary, and a Treasurer. The Secretary and Treasurer may be the same person. Officers must be REALTOR® members and shall be elected for the term of one year. The immediate Past President serves as an officer of the association.

**Section 2.** Duties of Officers. The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the board of directors. It shall be the particular duty of the Secretary to keep the records of the board and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the Texas Association of REALTORS®.

**Section 3.** Board of Directors. The governing body of the association shall be a board of directors consisting of the elected officers, seven (7) REALTOR® Members of the association, and two (2) Advisory Members from the Affiliate Membership, not within the same field of expertise, whose office holds a primary membership with the Association. Directors shall be elected to serve for terms of three years, except that at organization, one-third of the elected Directors shall be elected for terms of one, two, and three years, respectively, or for lesser terms as may be necessary to complete the first fiscal year. Thereafter, as many Directors shall be elected each year as are required to fill vacancies.

Advisory Members shall be elected to serve for terms of two years, except that at organization, one half of the elected Advisory Members shall be elected for terms of one, two years respectively, or for lesser terms as may be necessary to complete the first fiscal year. Thereafter, as many Advisory Members shall be elected each year as are required to fill vacancies.

- (a) Term Limits. No director shall serve for more than two (2) consecutive three (3) year terms. No officer shall serve for more than three (3) consecutive one (1) year terms.
- (b) No more than three (3) REALTORS® from the same real estate firm may simultaneously serve on the board of directors.
- (c) The Texas Association of REALTORS® Director(s) are ex officio members of the local board of directors and are entitled to vote.



- (d) Advisory Members are not entitled to vote and will be excused from closed sessions.

**Section 4.** Election of Officers and Directors.

- (a) At least two (2) months before the annual business meeting, a Nominating Committee, to be chaired by any Temple-Belton Board of REALTORS® Past President, consisting of five (5) REALTOR® Members shall be appointed by the President with the approval of the board of directors. The Nominating Committee shall select at least one candidate for each office and one candidate for each place to be filled on the board of directors. The report of the Nominating Committee shall be mailed or, where permitted by state law, electronically transmitted to each Member eligible to vote at least three (3) weeks preceding the annual business meeting.
- (b) Additional candidates for directors can be nominated by petition bearing the genuine signatures of at least (25) qualified Realtor members of the Temple-Belton Board of REALTORS. Such petition must be filed with the Association within ten (10) days after notice has been mailed of the names of those nominated. Such petition shall be accompanied by a signed statement of the proposed officer/director agreeing to serve if elected. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of directors shall be declared elected.

If a legal petition shall present additional candidates, the election of officers and directors shall take place at the annual meeting. Where permitted by state law, and in accordance with applicable state requirements, election of officers may be conducted by electronic means, in accordance with procedures established by the board of directors.

- (c) The president, with approval of the board of directors, shall appoint an election committee of 3 REALTOR® members to conduct the election. In case of a tie vote, the issue shall be determined by lot.

**Section 5.** Vacancies. Vacancies among the Officers and the board of directors shall be filled by a simple majority vote of the board of directors until the next annual election

**Section 6.** Removal of Officers and Directors. In the event that an Officer or Director is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Officer or Director may be removed from office under the following procedure:

- (a) A petition requiring the removal of an Officer or Director and signed by not less than one-third of the voting membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next-ranking officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.



- (b) Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the association shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director, and to render a decision on such petition.
- (c) The special meeting shall be noticed to all voting Members at least ten (10) days prior to the meeting, and shall be conducted by the President of the association unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking officer will conduct the meeting of the hearing by the Members. Provided a quorum is present, a three-fourths vote of Members present and voting shall be required for removal from office.

**Section 7** Chief Staff Executive. There shall be a chief staff executive, appointed by the board of directors, who shall be the chief administrative officer of the association. The chief staff executive shall have the authority to hire, supervise, evaluate and terminate other staff, if any, and shall perform such other duties as prescribed by the board of directors. (Adopted 1/05).

## **Article XII- Meetings**

**Section 1.** Annual Meetings. The annual meeting of the association shall be held during September of each year, the date, place, and hour to be designated by the board of directors.

**Section 2.** Meetings of Directors. The board of directors shall designate a regular time and place of meetings. Absence from three regular meetings shall be construed as resignation. A quorum for the transaction of business shall be a majority of the board of directors, except as may otherwise be required by state law. (Amended 05/2013)

**Section 3.** Other Meetings. Meetings of the Members may be held at other times as the president or the board of directors may determine, or upon the written request of at least twenty-five (25%) of the Members eligible to vote.

**Section 4.** Notice of Meetings. Written notice shall be given to every Member entitled to participate in the meeting at least one (1) week preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

**Section 5.** Quorum for Membership Meetings. A quorum for the transaction of business at general and/special meetings of the membership shall consist of twenty-five-- (25%) of the Members eligible to vote, except as may otherwise be required by state law. (Amended 05/2013)

**Section 6.** Electronic Transaction of Business. To the fullest extent permitted by law, the board of directors or membership may conduct business by electronic means. (Adopted 1/05)

