



# REALTOR<sup>®</sup> ASSOCIATION OF GREATER FORT LAUDERDALE

## EXCERPT FROM OFFICIAL BYLAWS

### ARTICLE XI - OFFICERS AND DIRECTORS OF THE ASSOCIATION

**SECTION 1. OFFICERS.** The elected Officers of the Association shall be a President and a President-Elect, elected by a plurality vote of the general membership. A Vice President, a Secretary and a Treasurer will be appointed by a majority vote of the newly elected Board of Directors at its first official meeting at which a quorum is present. The Society of Commercial REALTORS<sup>®</sup>, appointed representative to the REALTOR<sup>®</sup> Association of Greater Fort Lauderdale's Board of Directors can serve as vice president, treasurer or secretary, as long as that appointed representative has met all the criteria of Article XI, Section 3 of the REALTOR<sup>®</sup> Association of Greater Fort Lauderdale's Bylaws.

**SECTION 2. QUALIFICATIONS OF PRESIDENT-ELECT.** The President-Elect shall have served on the Board of Directors for at least two years, or served on the Board of Directors for at least one year and served as a Committee chairman of a Standing Committee of the REALTOR<sup>®</sup> Association of Greater Fort Lauderdale, Inc. for at least one year, during the five years immediately preceding the date of election.

**SECTION 3. QUALIFICATIONS OF DIRECTORS.** Directors shall have served on a Committee, Task Force or Work Group of the REALTOR<sup>®</sup> Association of Greater Fort Lauderdale, Inc. during two preceding administrations or served as chairman of a Committee, Task Force or Work Group of the REALTOR<sup>®</sup> Association of Greater Fort Lauderdale, Inc. at any time during the five years preceding the date of election. No more than three Directors can be members of the same firm. Any Director who has served an uninterrupted period of four (4) years, is qualified to be re-elected as a Director after one (1) full year of absence from the Board of Directors, unless he or she is running for President-Elect. Past Presidents are not qualified to serve on the Board of Directors until five (5) years have elapsed following their service as Immediate Past President, or after five (5) years have elapsed following their service as President, in the event the President does not serve as the Immediate Past President.

**SECTION 4. BOARD OF DIRECTORS.** The Association's governing body shall be a Board of Directors consisting of the following: President, President-Elect, Vice President, Treasurer, Secretary; four (4) Directors-At-Large, the Immediate Past President, plus a representative of the Board of Directors of the Society of Commercial REALTORS<sup>®</sup> serving as a Director, who will serve a one-year term.

**SECTION 5. TERMS OF ELECTED OFFICERS AND DIRECTORS-AT-LARGE.** Directors will be elected for two-year terms. REALTORS<sup>®</sup> may serve as Officers or Directors-at-Large for a consecutive period of no more than two (2) consecutive two-year terms, except in the event an Officer or Director-at-Large is elected as President-Elect and in the event a Board member has been appointed or elected to the Board of Directors to fill a vacancy pursuant to these Bylaws. The President-Elect will automatically become the President in the succeeding year and the Immediate Past President thereafter. The Immediate Past President shall automatically serve a one-year term. An elected Officer or Director may complete serving a particular year during his/her term of office, if during that particular year of office for which he/she is elected, circumstances change which result in more than three (3) directors from the same firm serving on the Board of Directors, and the President-Elect shall serve as president.

**SECTION 6. VACANCIES.** Vacancies among the Officers and the Board of Directors shall be filled by a two-thirds (2/3) vote of the Board of Directors and such Officers and Directors shall serve until the next election, at which time the members will vote to fill the vacancy for the remainder of that two-year term in order to maintain the staggering. The vacancy will be filled by the eligible candidate receiving the next highest number of votes after the positions for the two-year terms have been filled. In the event an elected Director or Officer resigns prior to installation, the seat can only be filled after the installation of the incoming Board of Directors and not by the sitting Board of Directors. However, the Immediate Past President position, if vacated, shall remain vacant until the next installation.

**SECTION 7. DISQUALIFICATION OF OFFICERS AND DIRECTORS.** - Notwithstanding anything contained in Article XI, Section 8, in any fiscal year an Officer or Director who fails to attend four (4) regularly called Directors' meetings or three (3) consecutive regularly called Directors' meetings, shall be deemed disqualified and said office would become vacant upon ratification by a two thirds (2/3) vote of the Board of Directors at a regularly called meeting. (Revised 5/94)

SECTION 8. REMOVAL OF OFFICERS OR DIRECTORS. In the event that an Officer or Director is deemed incapable of fulfilling the duties for which elected, but will not resign voluntarily, the Officer or Director may be removed from office under the following procedures:

- (a) FORM OF PETITION. A petition requiring the removal of an Officer or Director of the Association signed by no less than one tenth of the voting Membership of the Association, or a majority of the Board of Directors, shall be filed with the President, or if the President is the subject of the petition, with the President-Elect, and shall specifically set forth the reasons the individual is deemed disqualified from further service.
- (b) SPECIAL MEETING. Upon receipt of the petition, and no less than twenty days or more than forty-five 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 of the Association and to render a decision on such petition.
- (c) NOTICE OF SPECIAL MEETING. The special meeting shall be noticed to all voting members at least ten 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 when the meeting shall be conducted by the President-Elect. Provided a quorum is present, a three-fourths vote of Members present and voting shall be required for removal from office.

SECTION 9. DUTIES OF DIRECTORS.

- (a) ASSOCIATION PROPERTY AND AFFAIRS. The property and affairs of the Association shall be administered by the Board of Directors. They shall have power of supervision and control over such officers as they have elected, and their acts as such, together with the power to remove them for cause. (See ARTICLE XI, Section 8.)
- (b) ASSOCIATION SERVICES. The Board of Directors may operate such Association services as they deem necessary.
- (c) RETENTION OF PROFESSIONAL ASSISTANCE. The Directors may retain legal counsel, accountants or other specialists in any particular field and fix the terms of their compensation.
- (d) EMPLOYMENT OF STAFF AND AGENTS. The Directors may also designate or employ such assistant secretaries, treasurers, executive officers or other officers, agents or employees, at such remuneration, for such period of time, and with such powers and duties as they may determine and prescribe.
- (e) CONTROL OF ASSOCIATION FUNDS. The Directors shall have jurisdiction over the funds of the Association.

SECTION 10. DUTIES OF OFFICERS.

(a) PRESIDENT. The President shall preside at all meetings of the Board of Directors or Membership meetings; shall with the Secretary or Treasurer or other signing officer, sign all contracts and obligations of the Association and shall exercise the usual functions, powers and duties pertaining to the office as President of the Association.

(b) PRESIDENT-ELECT. It shall be the duty of the President-Elect to assist the President with duties, as assigned from time to time, and to perform the President's duties in the President's absence. The President-Elect shall be authorized to make such tentative appointments as are necessary for the performance of duties as President in the succeeding year.

(c) VICE PRESIDENT. It shall be the duty of the Vice President to assist the President and President-Elect with duties as assigned from time to time, and in the absence of the President and President-Elect, to serve in their place and preside over any meeting of the Association.

(d) SECRETARY. The Secretary shall keep the minutes and records of the Association and the Board of Directors, in addition to other duties as may be prescribed by the Board of Directors from time to time. The Secretary may, with another signing officer of the Association, sign all written contracts and obligations of the Association and have custody of the Corporate Seal and shall otherwise perform the usual duties pertaining to this office.

(e) TREASURER. The Treasurer shall collect and receive all monies due and belonging to the Association and shall have custody of the funds, securities and title deeds thereof. The Treasurer shall keep regular and accurate accounts and submit reports when requested to do so by the Board of Directors. The Treasurer may, with another signing officer of the Association, sign all financial obligations of the Association and shall submit an annual report showing the financial condition of the Association, which may be made available to the general Membership, and otherwise perform the usual duties pertaining to this office.

(f) POWER TO SIGN CONTRACTS. In the event of the incapacity of any of the officers to sign contracts or obligations, then, at the discretion of the Board of Directors, any two officers may sign.

(g) SURETY BONDS. Any officer or employee who handles Association funds, shall furnish a surety bond in such amount as the Board of Directors shall deem necessary, the cost to be paid by the Association.

#### SECTION 11. ELECTION OF OFFICERS AND DIRECTORS.

(a) CANDIDATES FOR ELECTION. Any qualified REALTOR<sup>®</sup> who wishes to be considered for any office, including any Officer position or a position as Director-At-Large, shall complete a standard form resume, clearly indicating the type of office sought, and submit same to the Chief Executive Officer, by a date to be determined by the Board of Directors, but no later than 60 days prior to the week set for elections. Such resume shall require that the candidate provide information in standard form covering his activities with the local Association, the State Association, the National Association, local Community Service and any Awards or special recognition received, during the five years immediately preceding the election year. Once such standard form resume has been filed it cannot be amended or altered in any way and may not be disclosed to anyone, until published to all members. Each candidate may include his/her photograph with the application to run for office. All candidates for election shall be fully apprised of the duties and responsibilities associated with each office sought.

(1) Any Director who places his name in nomination for a particular office forfeits his right to complete his term as a Director in the event he is not elected to the office sought. A Member may not be a candidate for more than one position on the Board at the same time; that is, no Member can be a candidate for an Officer Position at the same time as a candidate for a position as Director-At-Large.

(2) In the event that any Officer or Director position remains vacant with no candidates for election, such fact shall be published to the membership at large and the deadline for filing extended for two calendar weeks. After such period of extension has expired and in the event that any Officer or Director position still remains vacant, then the Board of Directors shall actively seek out and invite qualified REALTOR<sup>®</sup> members to seek election to such vacant office or offices. In such case, no less than two candidates shall appear on the official ballot for each vacant position.

(b) NOTICE OF ELECTIONS. The Association will publish to all members, the standard form resumes of all qualified candidates for Officers or Directors of the Association.

(c) TIME OF ELECTIONS. The date and time of elections each year will be as determined by the Board of Directors.

(d) ELECTION PROCEDURES. All Designated REALTOR<sup>®</sup> and REALTOR<sup>®</sup> members will be eligible to vote in the annual elections of the Association. The elections will be conducted by a mail-in or drop-off ballot procedures or by Internet On-Line ballot procedures approved by the Board of Directors on April 23, 2003, or by other policies adopted by the Board of Directors, which policies shall be adopted no later than 90 days prior to the week set for the elections. A member shall also be allowed to cast a ballot in person in accordance with policies approved by the Board of Directors, so long as only one vote is cast by the member. Only those real estate licensees or certified appraisers who have complied with the Association orientation requirements and been admitted to full REALTOR<sup>®</sup> membership will be included on the Voting Rolls and permitted to vote. The Voting Rolls will close and be certified as correct by the Chief Executive Officer seven (7) calendar days prior to mailing official ballots. Members and applicants for membership not included on the certified Voting Rolls will not be permitted to vote unless it can be shown that their names have been omitted in error. For election procedures, proxy votes will not be allowed.

(e) BOARD OF TELLERS. The President shall each year, appoint a Board of Tellers to count the paper ballots and to certify the Internet On-Line ballots. The Board of Tellers shall include a Past President of the Association, a Designated REALTOR<sup>®</sup> and a REALTOR<sup>®</sup>. The Board of Tellers will count the paper ballots,

certify the Internet On-Line ballots, and announce the results of the elections by 5:00pm on the day after the elections close. All eligible candidates shall be elected by a plurality vote.

(g) PROCEDURE FOR RESOLVING TIE VOTES. In the event of a tie vote, the successful candidate shall be determined by run-off election.

(h) INSTALLATION OF OFFICERS AND DIRECTORS. The newly elected Directors shall be inducted into office at an Installation Ceremony.

SECTION 12. CHIEF EXECUTIVE OFFICER. There shall be a Chief Executive Officer, appointed by the Board of Directors, who shall be the chief administrative officer of the Association. The Chief Executive Officer 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.