



ASSOCIATION BYLAWS

**The proposed changes to ARTICLE XI –
OFFICERS, AND DIRECTORS of the
MetroTex Bylaws.**



(c) The dues of REALTOR® Members who are REALTOR® Emeriti (as recognized by the National Association of REALTORS®), Past Presidents and past treasurers of the National Association of REALTORS®, or recipients of the Distinguished Service Award shall be as determined by the Board of Directors.

Section 8. Special Fees and Assessments. Any special fee or assessment levied against the entire Membership shall be considered a portion of the twenty (20%) percent limitation provided in Article X, Section 7(a).

Section 9. Waiver of Dues. The Board of Directors may waive, suspend, or modify the requirements for payment of dues and other monies due the Association.

ARTICLE XI - OFFICERS, AND DIRECTORS

Section 1. Officers. The officers of the Association shall be: President, President-Elect, Secretary/ Treasurer and Chief Executive Officer. Each officer shall be elected, with the exception of the President and the Chief Executive Officer, for a term of one (1) year beginning on the 1st day of January of the year next succeeding such election. The Chief Executive Officer shall be selected by, responsible to, and shall serve at the discretion of the Board of Directors.

Section 2. Duties and Qualifications of Officers. The duties of the officers shall be such as their titles, by general custom, would indicate and such as may be assigned to them by the Board of Directors. The qualifications for officers are as follows:

(a) The President shall be a REALTOR® Member who has served as an elected officer of the Association during a portion of the sixty (60) months immediately preceding their term of office.

(b) The President-Elect shall be a REALTOR® Member who has (i) served as Director for twenty-four (24) consecutive months during the sixty (60) months immediately preceding their term of office and (ii) served on the Budget & Finance Committee for at least one full year or served as chair of a standing committee of the Association for at least one full year. The President- Elect shall assume the duties of the President, if the President is absent or unable to perform the duties of the President.

(c) The Secretary/Treasurer shall be a REALTOR® Member who (i) has served as Director for twenty-four (24) consecutive months during the sixty (60) months immediately preceding.

their term of office and (ii) served on the Budget & Finance Committee for at least one full year or served as chair of a standing committee of the Association for at least one full year.

(d) The Chief Executive Officer shall be the chief operating and 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. The Chief Executive Officer shall not hold an active Texas real estate license.

Section 3. Board of Directors. The governing body of the Association shall be a Board of Directors consisting of the elected officers, immediate Past President, sixteen (16) REALTOR® members of this Association, and one Affiliate Member and one Past President appointed by the current President.

(a) Terms.

(1) The elected Officers of this Association as specified in Section 1 of this Article shall serve as Directors for a term of one (1) year. The President-Elect shall automatically be elected President upon expiration of their one-year term as President-Elect. The immediate Past President and one (1) Past President appointed by the current President shall also serve as a Director for a one (1) year term. Each other Director shall be elected for a term of two (2) years. Eight (8) REALTOR® Members shall be elected to the Board of Directors each year.

~~(2)~~ Notwithstanding any provisions to the contrary in these Bylaws, the nominating and election processes for the Board of Directors shall be suspended for the period of time (the "Suspension Period") commencing on the date these Bylaws are adopted and ending on the date the merger discussions between the Association and Collin County Association of REALTORS® (the "Merger Discussions") terminate. The Suspension Period shall terminate when the Board of Directors determines that the Merger Discussions have concluded or are no longer active, which determination shall be evidenced by resolution(s) adopted and approved by the Board of Directors. During the Suspension Period, the duly elected members of the Board of Directors as of the commencement of the Suspension Period shall continue to serve in their respective capacities; provided, that (i) any vacancy arising during the Suspension Period may be filled in accordance with Section 5 of this Article XI and (ii) members of the Board of Directors may be removed during the Suspension Period pursuant to Section 7 of this Article XI.

(b) Non-voting Directors. One Affiliate Member and one past president appointed by the President of the Association shall serve as non-voting members of the Board of Directors ~~for a one year term~~. Both appointees shall be Members of the Association.

(c) Qualifications.

- (1) Each Director shall be a REALTOR® Member at the time of such election.
- (2) Each Director shall be a REALTOR® Member in good standing for the two (2) years immediately preceding their term of office.
- (3) Must have done at least one (1) of the following:
 - (i) Served on a MetroTex Committee or Task Force
 - (ii) Graduated from an Association Leadership Program
 - (iii) Served on a State or NAR Committee or Directorship or President's Advisory Group (PAG)
 - (iv) Served on a Real Estate Industry Committee or Task Force

(d) Quorum. For purposes of conducting the business of the Board of Directors at a duly called or scheduled meeting, a majority of Directors eligible to vote shall constitute a quorum.

Section 4. Election of Officers and Directors

(a) Notwithstanding any provisions to the contrary in these Bylaws, the nominating and election processes shall be suspended for the duration of the Suspension Period.

~~(b)~~ All rules and information regarding the election shall be made available to the membership and published within the timeframe established annually by the Board of Directors.

~~(c)~~ All candidates shall be members in good standing.

~~(d)~~ A member cannot hold two (2) elected Association positions simultaneously.

~~(e)~~ Each year, there will be one (1) President-Elect and one (1) Secretary/Treasurer elected to serve as Officers.

~~(f)~~ Composition of the Board shall always consist of less than twenty five percent (25%) of Officers *or* Directors from the same brokerage (under the same Designated REALTOR®). An Officer position takes precedence over a Director position for elections only.

~~(g)~~ There shall be only one ballot allowed per member in any election. No proxy votes shall be cast by or for anyone.

~~(e)~~ Duties. The Nominating Committee shall implement and comply with the Nominating Committee Guidelines and Responsibilities of the Association.

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(i) Member Notification. The Secretary/Treasurer shall post the list of Nominees in the Association's office no later than the 10th day of July and shall cause a list of said Nominees to be mailed or electronically transmitted to REALTOR® Members no later than the 15th day of July; provided, that during the Suspension Period, such dates are subject to the determination of the Board of Directors. In setting such dates during the Suspension Period, the Board shall endeavor to remain consistent with prior election timelines and practices, unless circumstances reasonably justify a departure.

(j) Members Nominations. After notification to the REALTOR® Members of the list of Nominees, other than for the Office of President, additional nominations of qualified Members may be made to the Secretary/Treasurer no later than (i) the 15th day of August or (ii) during the Suspension Period, such date as shall be determined by the Board of Directors, provided that each nomination shall be in writing and signed by not less than three percent (3%) of the REALTOR® Members of the Association. In setting such dates during the Suspension Period, the Board shall endeavor to remain consistent with prior election timelines and practices, except where circumstances may reasonably require deviation.

~~(k)~~ Election Procedure - If No Additional Nominations. In the event there is no contest for an office or directorship of this Association, the REALTOR® Member nominated shall be declared elected.

~~(l)~~ Election Procedure - If Additional Nominations.

(1) The Secretary/Treasurer will mail or electronically transmit, no later than the 25th day of August, to each REALTOR® Member qualified to vote, a ballot listing all Candidates, together with notification that said ballot must be received in the Association's office no later than 5 p.m. on the 10th day of September to be counted; provided, that during the Suspension Period, such dates are subject to the determination of the Board of Directors. In setting such dates, the Board shall endeavor to remain consistent with prior election timelines and practices, except where circumstances may reasonably require deviation.

(2) The President shall appoint with the advice and consent of the Executive Committee a Ballot Canvassing Committee of three (3) REALTOR® Members to canvass the ballots. The Ballot Canvassing Committee shall convene in the Association's office no later than the 13th day of September and shall count all ballots that were received timely from REALTOR® Members qualified to vote. A tabulation of the votes cast for each Candidate shall be prepared, certified as correct by all Committee Members, and delivered to the President. The Candidate for each position receiving the most votes shall be elected. The President shall cause a list of the elected

Officers and Directors to be posted in the Association's office as soon as the tabulation has been received and determined to be correct. The Chief Executive Officer shall then promptly send notification to all REALTOR® Members of the elected results.

(3) If a tie vote occurs for an Association Office or Directorship, the Secretary/Treasurer will mail or electronically transmit, within five (5) days after the certification of the votes by the Ballot Canvassing Committee to each REALTOR® Member qualified to vote a ballot listing the Candidate who received an equal number of votes, together with notification that said ballot must be completed and received at the Association's office no later than (i) the 30th day of September or (ii) during the Suspension Period, such date as shall be determined by the Board of Directors to be counted. The Ballot Canvassing Committee shall convene in the Association's office no later than (i) the 1st day of October or (ii) during the Suspension Period, such date as shall be determined by the Board of Directors to tabulate the votes cast and report to the President. Results of the election will be posted and REALTOR® Members notified.

In setting such dates during the Suspension Period, the Board shall endeavor to remain consistent with prior election timelines and practices, except where circumstances may reasonably require deviation.

Section 5. Vacancies.

(a) The filling of vacancies among the Association's Officers and Director shall be recommended by the Executive Committee and approved by a majority vote of the Board of Directors until the next annual election except for the President. If the office of the President becomes vacant, the President-Elect shall succeed to such office. If the President-Elect serves as President by succession as provided herein, he/she/they shall be eligible to serve a full term the following year as President. If the office of President-Elect or Secretary/Treasurer becomes vacant, the Board of Directors will fill the vacancy. Candidates will be considered from the most recent Nominating Committee interviews and the fulfillment of the vacancies will be approved by a majority vote of the Board of Directors. An appointment to an unfulfilled term of less than one year shall not accrue as part of the term limits.

(b) The Executive Committee shall recommend qualified candidates, from those who submitted the appropriate application, in order to fill vacancies for National Director, State Director, State Regional Vice-President and/or State TREPAC Trustee appointments. Vacancies shall be approved by a majority vote by the Board of Directors. An appointment to an unfulfilled term of less than one year shall not accrue as part of the term limits.

Section 6. Terms. Each Officer and Director shall hold office until their successor shall have been duly, qualified and elected, or until their death, resignation, or removal from office in the manner provided herein.

Section 7. Removal of Officers or Directors. In the event an Officer or Director is deemed to be incapable of fulfilling the duties of the office to which such Officer or Director was elected, but will not resign from office voluntarily, such Officer or Director may be removed from office under the following procedure:

(a) A petition requesting the removal of an Officer or Director, signed by a simple majority of all Directors, will be filed with the President, or, if the President is the subject of the petition, with the President-Elect, or next highest Officer, and will specifically set forth the reason(s) the individual is deemed to be incapable of further service.

(b) Not less than 20 days after or more than 45 days following receipt of such petition, a special meeting of the Board of Directors will be held for the sole purpose of considering the charge against the Officer or Director and rendering a decision on such petition.

(c) The affirmative vote of 75% of those Directors present and voting at such a meeting, at which a quorum is present, will be required to remove such Officer or Director from office, and any such removal will become effective immediately upon the adjournment of the special meeting.

Section 8. State and National Directors, TREPAC Trustees, and Regional Vice Presidents (RVPs):

(a) NAR Directors. MetroTex's NAR Directors shall be recommended by the Executive Committee and approved by the Board of Directors. Candidates will be selected from those that have submitted the appropriate application.

(b) Texas REALTORS® Directors. Texas REALTORS® Directors shall be recommended by the Executive Committee and approved by the Board of Directors. Candidates will be selected from those that have submitted the appropriate application.