Recommendation #5:

The fifth recommendation eliminates the Commercial Division President-Elect position from the Board of Directors.

RATIONALE: The President and President-Elect of the Commercial Division currently have a seat on this board. The intent behind this was to give a voice to the Commercial Division. If the President-Elect automatic appointment were to be eliminated the Commercial Division still has a voice through its President. Not only would this reduce the time commitment to serve as an officer of Commercial Division, which might be appealing to some, but is consistent with the overall reduction in size of the Board of Directors over the past three years. The elimination of the REALTOR®-- Associate membership category in 2019 reduced the Board of Directors from 23 to 20 to be fully realized in 2023. Lastly, members of the Commercial Division can run as At-Large directors currently, thus nothing would preclude a member of the Commercial Division from running for an At-Large seat on the Board of Directors.

By voting yes to this recommendation you are voting to approve the following proposed verbiage changes to:

Section 3. Board of Directors, elimination of existing paragraph (f)

Section 4. Election of Officers and Directors, new paragraph (f)

ARTICLE XI – OFFICERS AND DIRECTORS

Section 1. Officers. ~~The officers of the Association shall include a President, President-Elect, Treasurer, and Secretary.~~

(a) Elected Officers: The elected officers of the Association shall include ~~be a~~ President, ~~a~~ President-Elect, Immediate Past-President, and, ~~a~~ Treasurer. These officers shall be elected, in accordance with Section 4, for terms of one (1) year and shall hold REALTOR® Membership in good standing during the nomination and election process and during their term. ~~Additionally, the President-Elect shall have served at least two (2) years as director or officer of the Association, as of the effective date of taking office, and the Treasurer shall have served at least two (2) years as director of the Association, as of the effective date of taking office. The term of office of the President shall be for one (1) year, commencing January 1. If the President is unable to serve, the President-Elect, if willing and able, shall assume the duties of the President. The terms of office of the President-Elect, Treasurer, and Secretary shall run concurrently with that of the President. The President-Elect shall succeed to the office of the President of the Association unless, by a three-fourths majority vote, the Board of Directors determines that such succession would not be in the best interest of the Association in which case the vacancy shall be treated as any other vacancy.~~

(b) Appointed Officer: The Secretary shall be an officer appointed by the President and approved by the Board of Directors.~~,~~ The appointed Secretary shall be a REALTOR® Member of the Board of Directors~~, shall be appointed by the President and approved by the~~

~~Board of Directors,~~ and shall have served at least one (1) year as a director, as of the effective date of taking office. The Secretary shall hold office for such time as elected unless removed by the Board of Directors. No person who has been appointed to the office of Secretary shall be eligible to immediately succeed themselves in said office.

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.

Section 3. Board of Directors. The governing body of the Association shall be a Board of Directors consisting of Members of the Association as follows:

(a) The President, President-Elect, Treasurer and the Immediate Past-President shall serve as directors of the Association during their term in office.

(b) Twelve (12) REALTOR® Members of the Association shall be elected directors to serve for terms of three (3) years, commencing January 1, four (4) vacancies occurring each year. REALTOR® Directors may not serve for more than two (2) consecutive terms of three (3) years each.

~~(c) Those REALTOR-Associate Directors elected to serve three (3) year terms effective January 1, 2018, January 1, 2019 and January 1, 2020, respectively shall be converted to REALTOR® Director positions for the balance of their terms with the intent being that upon the conclusion of each three (3) year term referenced above that REALTOR Director position shall be eliminated.~~

(c) ~~(d)~~ No one firm or franchise may be entitled to have more than four (4) Members serving at any one time as officers and/or directors of the Association. If the number of Members from a firm or franchise serving at any one time as officers and/or directors should increase to five (5) ~~six (6)~~ as a result of a Member transferring to said firm or franchise, the transferring Member shall forfeit their ~~his or her~~ seat, in lieu of which one of the other four (4) ~~five (5)~~ Members may forfeit their ~~his or her~~ seat. ~~Notwithstanding the aforementioned sentence, anyone serving as a duly elected officer as of January 1, 2020 shall be entitled to serve out their term.~~

(d) ~~(e)~~ The President of the Commercial Division shall serve as a director for a one (1) year term.

~~(f) The President-Elect of the Commercial Division shall serve as a director for a one (1) year term.~~

(e) ~~(g)~~ The Chairperson of the Affiliate Council shall serve on the Board of Directors as a voting Director for a one (1) year term. Notwithstanding the provisions of this paragraph the Affiliate Director shall not be entitled to vote on matters relating to the ratification of any professional standards decisions. Affiliate Directors may not succeed themselves in said office.

(f) ~~(h)~~ Appointed Director.~~:~~ The President may appoint a director for a term to coincide

with the President's term. ~~An~~ This appointed director shall be a REALTOR® Member in good standing during their term and shall meet the same criteria as an elected REALTOR® Director. The President's appointment shall be approved by the Board of Directors.

(g) ~~(i)~~ The Directors shall have the authority to issue and enforce any Rules and Regulations, which they deem appropriate for the carrying out of their responsibilities. The directors may dissolve any Divisions of the St. Louis REALTORS® if they deem such action to be advisable.

Section 4. Election of Officers and Directors.

(a) Notwithstanding Section 7 of this Article ~~N~~no person who has been elected to the office of President, ~~or~~ President-Elect, or Treasurer shall be eligible to immediately succeed themselves in said office. ~~No person who has been appointed to the office of Secretary shall be eligible to immediately succeed themselves in said office. The Treasurer may be elected to serve two successive terms but shall not succeed themselves beyond a second term.~~ Any individual who is elected to serve as an officer of the organization shall be invited to attend all meetings of the Board of Directors as an ex-officio guest until their term officially begins.

(b) Qualifications of Officer and Director Candidates. No person shall be eligible to be elected as director of the Association unless, at the time of such election, that person has previously served as a director of the Association, or has had at least four (4) years cumulative service on one or more committees (as defined in the Statement of Policy on Committees and other Groups) of the Association. No person shall be eligible to be elected as a n officer of the Association unless, at the time of taking office that person will have had at least two (2) years of prior experience as a director of the Association with the second year of experience occurring no less than three (3) years after the effective date of the beginning of their service as an officer.

(c) Officer Succession and Terms of Office. The person elected as Treasurer shall serve as Treasurer for a term of one-year commencing on January 1 after election and shall automatically succeed to the office of President-Elect for a one-year term thereafter. The President-Elect shall automatically succeed to the office of President for a one-year term thereafter. The President shall automatically succeed to the office of Immediate Past-President for a one-year term following their term as President. The terms of office for all officers shall run concurrently. (Note: Upon adoption, this paragraph shall be retroactive in that the winning candidate for the 2023 Treasurer's position will automatically succeed to the President-elect in 2024).

(d) In the event of a merger with one or more other boards/associations affiliated with the NATIONAL ASSOCIATION OF REALTORS® the Board of Directors shall be authorized to appoint, by majority vote, additional directors in any number from the merging board(s)/association(s) to serve until January 1 following the next election of directors.

(e) ~~(c)~~ No person who has been elected or appointed to the office of director shall be able to succeed themselves in said office beyond one additional three (3) year term. For the purpose of this paragraph, election or appointment to a one (1) year term shall not be considered or counted insofar as succession in office is concerned. In no instance shall a member

hold the position of officer and/or director for more than 10 consecutive years. Nor may they be elected or appointed to a position, which, if fulfilled would result in more than 10 consecutive years.

(f) ~~(d)~~ Election of the Commercial Division President ~~and the Commercial Division President-Elect~~ to the Board of Directors shall be by vote of the members of the Commercial Division, on such rules and procedures as the Commercial Division may adopt.

(g) ~~(e)~~ Members of the Commercial Division may also vote for the election of elected officers and the twelve (12) REALTOR® Member positions on the Board of Directors which are selected by the membership at large. Nothing herein shall restrict the right of the Commercial Division members to seek election to the Board of Directors or any elected office of the Association.

(h) ~~(f)~~ Board Development Committee. A Board Development Committee shall be appointed by the President and approved by the Board of Directors to perform those duties outlined in this paragraph or as otherwise directed by the Board of Directors. This Committee shall be comprised of five (5) Members authorized to vote including the most recent Past-President of the Association, who is willing and able to serve as Chairperson, no more than two (2) current directors and two (2) Members who have served as past directors and/or officers of the organization. No more than one (1) Committee member shall be from the same firm. The purpose of this Committee is to educate and encourage nominations for officers and directors to be elected to office for the following year. Annually, the Committee shall serve a notice that lists the qualifications for office, the nominating procedure, and the election procedure.

(i) ~~(g)~~ No Member may run for more than one position, including NAR Director.

(j) ~~(h)~~ No person who is serving as a director on the board of another local association affiliated with the ~~National Association of~~ NATIONAL ASSOCIATION OF REALTORS® is eligible to serve as a director of this Association.

(k) ~~(i)~~ Annually at least seventy (70) days prior to the Annual Meeting, the Board Development ~~and Recruitment~~ Committee shall cause a notice to be transmitted electronically to all Members eligible to vote relating that nominations for the various offices to be filled by election may be filed in accordance with the Bylaws provisions.

(l) ~~(j)~~ A petition placing a nominee in nomination may not be filed with the Association earlier than seventy (70) days prior to the date of the Annual Meeting, and may not be filed after 5:00 p.m. fifty-five (55) days preceding the date of the Annual Meeting.

(m) ~~(k)~~ Annually twenty-eight (28) days prior to the Annual Meeting, the Chief Executive Officer shall cause a ballot to be transmitted electronically to all Members eligible to vote, which notice shall contain brief information on each candidate and a ballot listing all candidates by office sought in alphabetical order. Officer and Director positions shall be assigned to those candidates receiving the highest number of votes in each respective category. If the number of candidates filed is equal to or less than the number of vacant positions to be filled in every category (officers and directors), the Board of Directors may declare the candidates elected by acclamation and no ballot will be transmitted. In the case where there are full and partial terms on the ballot the full terms shall be assigned to the highest vote-getters, followed by partial terms to be assigned to the next highest vote-getters.

(n) ~~(l)~~ The election of officers and directors shall be by ballot by electronic vote or in person pursuant to rules and policy established by the Board of Directors, on or before 12:00 noon on the seventh day prior to the Annual Meeting. Upon request, special accommodations may be arranged.

(o) ~~(m)~~ Ballots will be considered valid even if the member does not submit a vote for every position or for the maximum number of openings ~~slots~~ available for a given position.

(p) ~~(n)~~ The President, with the approval of the Board of Directors, shall appoint three (3) REALTOR® Member judges, from different firms to oversee and ratify the election results. In the case of a tie vote, the issue shall be determined by lot.

A ceremonial installation for officers and directors may be held at another time at the option of the Board of Directors.

Section 5. Absences.
If any member of the Board of Directors shall fail to attend three (3) scheduled ~~(3)~~ meetings of the board within a twelve (12) month period, such member shall be deemed to have resigned immediately following the conclusion of said third missed meeting. The Chairman shall have this fact called to such member's attention; and, if an explanation for such absences satisfactory to the board is received within a reasonable time-frame, the Board of Directors may elect to appoint such member to fill the vacancy created by such resignation, failing which, the vacancy thus created shall be filled as initially provided for in these bylaws.

Section 6. NAR Director Policy.
Any NAR Director seats assigned to the Association will be assigned first to the President and then to the President-Elect. Any remaining seats will be determined through the annual election process. Additional seats assigned to the Association during the year shall be appointed by the Board of Directors by majority vote.

Section 7. Vacancies.

(a) Officer Vacancies. Vacancies among the Officers may be filled by a majority vote of the Board of Directors, except that a vacancy in the office of President shall be filled by the President-Elect if willing and able to assume the duties of President. If the President-Elect is unwilling or unable to assume the duties of President the office shall be filled by the Immediate Past-President if willing and able to assume the duties.

(b) At Large Director Vacancies. Any vacancy in an At Large Director position shall be filled by the person receiving the next highest number of votes cast in the most recent election, until all such positions are filled for a term to serve until January 1 following the next election of directors. Absent any remaining highest vote-getters the position shall be filled by a majority vote of the remaining Directors. If the remaining term for an At Large Director position continues beyond January 1, then such partial term position shall be filled by the Members pursuant to Section 4.

(c) For the purpose of this Section a director or officer position that goes unfilled during the nomination and election process shall be deemed to be a vacancy. Any vacancies in the director position shall be filled by the Board of Directors, as provided for in this Section, until January 1 following the next election of directors. Such officer or director appointees shall meet all of the same criteria as any officer or director candidate.

~~If a vacancy occurs in the position of President, the President-Elect, if willing and able, shall succeed to fill that position for the remainder of the term. Such appointment will not affect the normal one-year term as President the following year.~~

~~A vacancy in the position of President-Elect or Treasurer may be filled by the Board of Directors until December 31 of that year. For the purpose of this section a director or officer position that goes unfilled during the nomination and election process shall be deemed to be a vacancy. Any vacancies in the director position shall be filled by the President, subject to approval by the Board of Directors until December 31 of that year. Such officer or director appointees shall meet all of the same criteria as any other officer or director candidate.~~

Section 8. Removal of Officers and Directors.

(a) Removal by Board. The Board of Directors may remove a Director or an Officer with or without cause by a vote of at least three-fourths (3/4) of all persons then serving as Directors. The removal shall take effect immediately.

(b) Removal by Members. The Members may call for the removal of an Officer or Director by filing a petition with the Chief Executive Officer of the Association duly signed by not less than 5 percent of the REALTOR® Members eligible to vote, however, no more than 25 percent of the

signatures may be from individuals within the same brokerage firm. To be valid and counted, signatures on petitions shall be by original signature or by an electronic signature system approved by the Directors. The petition shall specifically set forth the reasons the individual is deemed to be disqualified from further service. The Secretary and the Chief Executive Officer of the Association shall have the exclusive authority to determine the validity of any petition and signatures thereon unless the Secretary's continued service in office is being considered at the meeting. In such case, the Treasurer, along with the Chief Executive Officer, shall have the exclusive authority to determine the validity of any petition and signatures thereon.

(1) 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 Members shall be held, and the sole business of the meeting shall be to consider removal of the Officer or Director, and to render a decision on such petition. All REALTOR® Members entitled to vote shall be notified at least ten (10) days prior to the meeting, which shall be conducted by the President unless the President's continued service in office is being considered at the meeting. In such case, the President-Elect shall conduct the meeting. The vote required to remove an Officer or Director shall be the vote of three-fourths (3/4) of the REALTOR® Members entitled to vote who are present at a meeting at which a quorum is present.

(2) At the discretion of the President, the special meeting called for in paragraph 1 above shall be conducted in-person, virtually or a hybrid of the two as long as Members who are entitled to vote may participate in and act at such special meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. Notwithstanding any of the provisions of this paragraph, should the President's continued service in office be the subject of consideration at the special meeting the President-Elect shall have the authority to determine whether the meeting shall be conducted in-person, virtually or a hybrid of the two.

~~In the event that an officer or director is not fulfilling the duties for which elected (due to death, illness, incapacity, disinterest, or otherwise), but will not resign from office voluntarily, the officer or director may be removed from office under the following procedures:~~

~~(a) A petition requiring the removal of an officer or director and signed by not less than one-third (1/3) 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 Immediate Past-President, 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 ten (10) days or more than thirty (30) days thereafter, a special meeting of the Board of Directors shall be held, and the sole business~~

~~of the meeting shall be to consider the charge against the officer or director, and then render a decision of such petition.~~

~~(c) The special meeting shall be noticed to the Board of Directors at least five (5) 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 Immediate Past-President will conduct the meeting of the hearing by the directors. Provided a quorum is present, a three-fourths (3/4) vote of directors present and voting shall be required for removal from office.~~