

BYLAWS

of the

ST. LOUIS ASSOCIATION OF REALTORS[®], Incorporated

Effective May 22, 2025. Revised _____.

[Articles 1 – X Omitted from this draft]

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 be a President, a President-Elect, and a Treasurer. These officers shall be elected for terms of one (1) year and shall hold REALTOR[®] Membership in good standing (as defined in Article VI, Section 6(a)). 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 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. **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, with four (4) vacancies occurring each year.

(c)

(1) No more than four (4) Members affiliated with the same real estate brokerage may serve at any one time as officers and/or directors of the Association. No candidate may assume office if such an election or appointment would result in more than four (4) officers and directors being affiliated with the same real estate brokerage.

(2) For purposes of this Section, affiliation shall be determined by the Designated REALTOR® under which the individual is licensed. Brokerage offices operating under common ownership but with separate designated brokers shall be considered separate real estate brokerages.

(3) If the number of Members affiliated with the same real estate brokerage exceeds four (4) as a result of one or more Members transferring to a different brokerage, merger, acquisition, or other change in brokerage ownership or structure, the affected officers or directors shall be permitted to serve out the balance of their respective terms. However, no additional member affiliated with that brokerage may be elected, appointed, or seated to fill a vacancy while the brokerage remains above the representation limit, and no individual benefiting from this exception shall be eligible for reelection or reappointment while the brokerage remains above such limit.(d) The President of the Commercial Division shall serve as a director for a one (1) year term.

(e) 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) Appointed Director. The President may appoint a director for a term to coincide with the President's term. 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) 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) No person who has been elected to the office of President or President-Elect 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) Eligibility for election as an officer or director shall be determined as of the effective date of taking

office. No person shall be eligible to be elected as a director of the Association unless that person , as of the effective date of taking office, will have previously served as a director of the Association or will have accumulated at least four (4) years cumulative service on one or more committees of the Association (as defined in the Statement of Policy on Committees and other Groups) . No person shall be eligible for election as a n officer unless, that person , as of the effective date of taking office, will have at least two (2) years of prior experience as a director of the Association. A candidate may stand for election without satisfying the years-of-service requirements at the time of filing or election, provided the candidate will satisfy those requirements as of the effective date of taking office. If at any time during the election process a candidate ceases to meet the eligibility requirements necessary to assume office, the candidacy shall be deemed withdrawn from the election.

(c) 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.

(d) A member who has served six (6) consecutive years as an elected or appointed director shall not thereafter be eligible for election or appointment to an additional director term. However, nothing in this provision shall prevent such member from serving as an officer of the Association, including any officer position that also serves as a director pursuant to Section 3(a).

No member shall serve as an officer and/or director for more than ten (10) consecutive years in the aggregate, nor shall any person be elected or appointed to a position if serving the full term of that position would cause the person to exceed such ten (10) consecutive-year limitation.

(e) Election of the Commercial Division President 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.

(f) 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 office of the Association.

(g) Board Development and Leadership Committee. A Board Development and Leadership 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 seven (7) Members authorized to vote, including the most recent Past-President of the Association, who is willing and able to serve as Chairperson, two (2) current directors, two (2) Members who have served as past directors or officers, or both, of the organization, and two (2) at-large members. No more than one (1) Committee member shall be from the same firm. The purpose of this Committee is

to educate and encourage applications and nominations for service at the local, state, and national levels. Annually, the Committee shall serve a notice that lists the qualifications for office, the nominating procedure, and the election procedure.

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

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

(j) Annually at least seventy (70) days prior to the Annual Meeting, the Board Development and Leadership 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.

(k) 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.

(l) 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.

(m) 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.

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

(o) The President, with the approval of the Board of Directors, shall appoint three (3) REALTOR® Member judges, no two of whom shall be affiliated with the same brokerage and none of whom shall be affiliated with a brokerage of a candidate in the election, 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 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 President 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 a 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, provided such individual remains eligible to serve and seating such individual would not violate the brokerage limitations set forth in Section 3(c), until all such positions are filled for a term to serve until January 1 following the next election of directors. If the next highest vote-getter is ineligible or unable to serve, the vacancy shall be offered to the next eligible highest vote-getter in descending order of votes received. Absent any remaining highest vote-getters, the position shall be filled by a majority vote of the remaining directors, subject to the eligibility and brokerage representation limitations set forth in these Bylaws.

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.

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 Board of 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 a 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 the 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 a 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 a 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.

(c) Officers and directors, other than the Affiliate Director, must maintain REALTOR® Membership in good standing throughout the term of their service. The Affiliate Director must maintain Affiliate Membership in good standing and continue to serve as Chairperson of the Affiliate Council. Any officer or director who ceases to meet the applicable qualifications shall be deemed to have resigned, and the position shall be declared vacant.

(d) Any individual removed from the Board of Directors pursuant to this Section shall be ineligible to serve as an officer or director of the Association for a period of two (2) years from the effective date of removal. If such an individual is a candidate in a pending election for a position that would result in service on the Board of Directors, such candidacy shall be deemed automatically withdrawn, and the individual's name shall be removed from the ballot. If ballots have already been distributed, any votes cast for that individual shall not be counted. An individual whose two-year ineligibility period will expire before the commencement of a given term may file as a candidate, appear on the ballot, and be elected to that position, provided the term would commence on or after the date the ineligibility period expires. If elected, the individual shall assume office on the later of the date specified for term commencement or the date the ineligibility period expires.

[Articles XII – XXII Omitted from this draft]

Last revised _____