

## ARTICLE IV OFFICERS & DIRECTORS

### Section 4. Board of Directors.

#### Membership of Board of Directors:

The governing body of the Board shall be a Board of Directors consisting of the Elected Officers; one representative appointed from each company which has at least 10% of the total membership of the Columbia Board of REALTORS (Large Companies); an equal number of representatives as the total number of Large Company Appointees shall be elected by those companies which have at least 5% and less than 10% of the total membership of the Columbia Board of REALTORS. However, these companies shall not have in total more than one seat per company. These companies shall now be known as "Medium Companies"; (CVG Note: On 5/22/08 there are two Large Companies so the four Medium Companies will have a total of 2 seats on the Board of Directors)

Companies whose licensees do not total ~~10%~~ 5% of the entire membership of the Columbia Board of REALTORS shall jointly elect two representatives; ~~the Specialty members shall jointly elect one representative;~~ ~~seven~~ (CVG Note: nine in 2008 which included Plaza and Gaslight's former appointed seats so this will go back to seven) At-Large representatives as voted on by the Columbia Board of REALTORS entire membership; the immediate Past President and the MLS Committee Chair. Non-voting ex-officio members of the Board shall be the Regional Economic Development Incorporated (REDI) representative, an Affiliate member elected by the Board of Directors, State and National Directors, any past Missouri Association of REALTORS (MAR) Presidents and the Chief Executive Officer. The President shall appoint one State Director to a voting membership on the Board of Directors, for a one-year term.

#### Membership of MLS Committee:

The membership of the MLS Committee shall consist of the MLS Committee Chairman (an Elected Officer), one representative appointed from each company which has at least 10% of the total membership of the Columbia Board of REALTORS (Large Companies); an equal number of representatives as the total number of Large Company Appointees shall be elected by those companies which have at least 5% and less than 10% of the total membership of the Columbia Board of REALTORS (These companies shall now be known as Medium Companies).

Companies whose licensees do not total 5% of the entire membership of the Columbia Board of REALTORS shall jointly elect two representatives for staggered two-year terms on Selection Day.

Additionally, there shall be eight representatives elected at-large for staggered two-year terms.

**Term:**

The At-large Directors, **appointed Directors and MLS Committee Members** shall be elected or appointed to serve terms of two years. The cut off for determining the percentage of members of a company will be the same date as established by NAR and MAR for reporting purposes. **For purposes of term qualification for Large Company appointments to both the Board of Directors and MLS Committee, the term for offices whose name falls alphabetically from A-M begins on even-years and ends in odd-years and the term for office whose name falls in N - Z begins in odd-years and ends in even-years.**

**Election Dates:**

Each **Large** company with at least 10% of the members shall submit on a date set each year by the Board of Directors **for Selection Day** the name of their representative to serve on the Board of Directors and MLS Committee.

The Medium Companies shall elect on the same date set each year by the Board of Directors **on Selection Day** their representative(s) to serve on the Board of Directors and MLS Committee.

The companies with less than ~~10%~~ **5%** of the members shall elect on a date set each year by the Board of Directors **for Selection Day** one (1) representative to serve on the Board of Directors and one (1) representative to serve on the MLS Committee for a two-year term. ~~The Specialty companies shall elect on a date set each year by the Board of Directors one (1) representative to serve on the Board of Directors and alternately, the following year, one (1) representative to serve on the MLS Committee, each for a two-year term.~~ **The Medium companies shall elect on a date set each year by the Board of Directors for Selection Day matching representatives to the Large Company appointments to serve on the Board of Directors the MLS Committee, each for a two-year term.** Each ~~Small and Specialty~~ Company in attendance **on Selection Day** at the election shall have one vote, regardless of the number of agents from their office present.

~~If companies with over 10% of the members or companies with less than 10% of the members or the Specialty companies~~ **Large Companies or Medium Companies** do not submit or elect members to the Board of Directors and MLS Committee on the date each year as determined by the Board of Directors, then those positions will be declared vacant and members to those positions will be nominated by the nominating committee and submitted for general election at the annual meeting.

Should there be less than **4** ~~2~~ companies with 10% of the membership then for each one less an additional at large representative will be elected by the general membership. Should there be more than **4** ~~2~~ companies with 10% of the membership then for each additional Large Company representative there will be one less at-large representative elected by the general membership.

A company's size and classification is determined each year on the date established by NAR and MAR for reporting purposes. If during the two years of the term the company loses or gains members which would result in a different classification, the term of the original qualification will prevail.

NOTE to By-laws by Carol Van Gorp: In July of 2005, a company which formerly had over 10% of the membership fell below the 10% threshold. The previous year (when they qualified), they appointed a person to a two-year term on the Board of Directors. That person went on to be elected Treasurer for 2006, leaving one year remaining in the two-year appointed Director term. The Board ratified at its October 2005 meeting that the company, even though it currently was below the 10%, had a right to appoint another person for the year remaining in the Director term.

~~Note: For purposes of electing a director from a specialty company, a company must declare themselves in writing as a specialty company with the Columbia Board of REALTORS office at least 96 hours prior to the election. Once said declaration is on file at the Columbia Board of REALTORS office said company would be considered a specialty company in future years for elections unless said company declares in writing otherwise.~~

## **Section 6. Board Policy Manual, MLS Policy Manual and MLS Rules and Regulations Manual.**

The Directors shall be authorized to promulgate, change or amend the Board Policy Manual, the MLS Policy Manual and the MLS Rules and Regulations Manual of the Board by a majority vote of the Directors present and voting.

## **Section 7. Election of Officers and Directors**

(a) At least ~~45~~ 30 days before the annual election, the Nominations Committee shall select at least one candidate for each office (including **ex-officio advisory positions** ~~the REDI Director, Central Missouri Development Council Representative and Affiliate Representative~~) and at least two candidates for each local, and State Directors' position to be filled on the Board of Directors. The report of the Nominations Committee shall be mailed to each REALTOR® Member by either fax, electronic or regular mail at least 21 days preceding the election. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least 20 percent of the voting members. That petition shall be filed with the Treasurer at least 14 days before the election. The Treasurer shall send notice of such additional nominations by petition to all REALTOR® Members before the election. Nominations may be made at the annual meeting by nominations from the floor, provided two seconds to the nominations are received and the provisions of Paragraph (d) of this section are met.

- (b) The election of Officers and Directors shall take place at the Annual Meeting. The ballot shall contain the names of all candidates and the offices for which they are nominated. Voting shall be allowed in person at the Association office up to ten (10) business days prior to election day, however each member shall only be entitled to cast one ballot. Newly elected officers are to immediately begin preparations for the forthcoming year and have the authority to appoint Committee Chairs and members for appointments subject to approval of appropriate authority in accordance with the Board Policy Manual and these By-laws.

The President, with the approval of the Directors, shall appoint an Election Committee of three REALTOR® Members to conduct the election. In the case of a tie vote, the issue shall be determined by lot.

- (c) Any members nominated to any office of the Board shall, upon nomination, submit to the President, or his designee, a signed statement specifying said Member understands the duties and responsibilities, including attendance requirements, of the office to which he has been nominated, and consents to serve in the office if elected.

## Section 8. Vacancies

Recommendation for vacancies among the Directors shall be from the Nominations Committee, subject to confirmation by the Directors, and shall serve until the end of the vacant term being filled.

Should a vacancy exist in either a Large Company, **Medium Company** Small Company, ~~Specialty Company~~ CBOR Director position or MLS Committee Member position, the replacement shall be designated or elected in the same manner that they were originally designated or elected within 21 days of when the position is declared vacant. **If a Medium Company appointee changes offices to any other company, the original office may appoint someone to fill the remaining term of office, regardless of the classification of the new office.**

~~Otherwise, a vacancy for any of the above positions shall be filled according to Article XI Section 8 of the CBOR bylaws. Should a vacancy exist in an MLS Committee Member at Large position, a vacancy shall be filled according to Article XI Section 8 of the CBOR Bylaws.~~

## ARTICLE XIX MULTIPLE LISTING

### Section 5 Election of Committee

The election of committee members each year shall be as proscribed in Article IV, Section 4 of these bylaws. The members consist of:

- (1) MLS Chair
  - (4) Appointed Large Company Designees
  - (2) Each Elected Small **and Medium** Company Representatives
  - ~~(1) Elected Specialty Company Representative~~
  - (8) Elected at-large Representatives
- ~~(a) The MLS Chair will be elected yearly (by all the members) and will serve as an officer of the Columbia Board of REALTORS®.~~
  - ~~(b) Each company with over 10% of the members shall submit on a date set each year by the Board of Directors the name of their representative to serve on the MLS Committee for the following year.~~
  - ~~(c) The companies with less than 10% of the members shall elect on a date set each year by the Board of Directors a representative to serve on the MLS committee for a two-year term (2 members with staggered terms).~~
  - ~~(d) The Specialty companies shall elect alternately each year on a date set by the Board of Directors either one (1) representative to serve on the Board of Directors or one (1) representative to serve on the MLS committee.~~
  - ~~(e) There will be seven (7) at-large elected representatives to serve a two-year term, elected in staggered years.~~
  - ~~(f) Should there be less than 4 companies with 10% of the membership then for each less an additional at large representative will be elected by the general membership. Should there be more than 4 companies with 10% of the membership then for each more one less at large representative will be elected by the general membership.~~
  - (g) The MLS Committee will elect a Vice-Chair with the primary duty to insure the weekly MLS meeting of members is conducted and chaired.