

Article XI - Officers and Directors

Section 1. Officers. The elected officers of the Association shall be: a President, a President-Elect, and a Treasurer. The Secretary will be the Association Executive. The elected officers shall serve a one year term.

Section 1a. Executive Committee. The elected officers and current Multiple Listing & Information Service ("MLS") President, President-Elect and Treasurer shall serve as the voting members of the Executive Committee. The Immediate Past President and Immediate

Past President will serve as ex-officio non-voting members of The Executive Committee. The Executive Committee shall conduct the affairs of the Association between meetings of the Board of Directors in accordance with the Association Bylaws and Policies and Procedures.

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. It shall be the particular duty of the Association Executive to keep the records of the Association and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the REALTORS® ASSOCIATION OF NEW MEXICO.

Section 3. Board of Directors.

The governing body of the Association shall be a Board of Directors consisting of the elected officers, the immediate past President of the Association, the President, President Elect, Treasurer, immediate past President and one (1) director elected for every one hundred seventy five (175) Association members or portion there of as of May 1st annually. Directors shall be elected to serve for terms of three two years, except that in the event the terms of more than one half (1/2) of the directors are scheduled to expire on December 31st of any given year, then prior to the next election of that year, the Board of Directors shall have the authority to adjust the terms of existing and/or incoming directors in order to re-establish the system under which one half (1/2) of the directors become available each year. Thereafter, as many directors shall be elected each year as are required to fill vacancies. No vacancy will exist for an expiring director term that is in excess of the one (1) director per one hundred seventy five (175) members. However, at no time will an elected director have their term shortened as a result of the membership count as of May 1st.

a. Term Limits. No director shall serve for more than three consecutive two year terms. At no time can the consecutive service of officers or directors exceed six (6) years. As such no officer or director can be nominated for a new position that would create a situation in which they would, by virtue of election, exceed the maximum six (6) years of consecutive service.

b. Restrictions. No one company shall have representation on the governing body greater than twenty-five percent (25%) of the total governing body, rounded up or down using .5 (point five) as the rounding center. However, at no time will an elected director have their term shortened as a result of the membership count as of May 1st or a change of company.

c. Nominated candidates and/or petition candidates must be balloted to run against each other. If any candidate is running for office and the election of that candidate will violate the provisions contained in Section 3 b, the offending candidate will be removed

from the ballot. If two or more candidates from the same office are running for the same position and the election of two or more of them will violate the provisions contained in Section 3 b the candidate which receives the lower vote total between them will forfeit the election. When two or more candidates from the same office are running for an Officer position and a Director position, they will be candidates for the Officer position, unless one withdraws, and the candidate which receives the lower vote total between them will forfeit the election.

Section 4. Duties of the Board of Directors.

The Board of Directors shall:

- a. Faithfully prepare for and attend all meetings in a timely manner and commit adequate quality time to the performance of their fiduciary and leadership duties and responsibilities.
- b. Attend training and education as available to enhance their effectiveness as leaders and policy makers and to personally conduct such activities as are necessary for the Directors to accurately advance member needs and desires.
- c. Ensure that meeting agendas to facilitate formulating policy and future plans of the Association. Identify and eliminate committees and functions whose continued existence and resource allocation is inconsistent with the primary goal of the Association.
- d. Develop and budget a business plan that will ensure Association needs are met.
- e. The Board shall obtain the services of such executive, legal and office personnel it deems necessary to care for and maintain the properties of the Association and otherwise conduct the administrative business of the Association. The Board of Directors shall have the right to perform an audit of all the books and accounts at any time without notice. Except as may otherwise be provided in these Bylaws, the action of the Board of Directors shall be final.

Section 5. Election of Officers and Directors

- a. By January 1st of the current year the Chair of the Board Development Committee will be appointed by the President. The President shall appoint the Board Development Committee no later than May 1st of each year. The Board Development Committee will consist of seven (7) REALTORS® Members, three (3) past presidents, one (1) member of the current Board of Directors, and three (3) members at large. There will be no more than two (2) members from the same office and the Chair shall be a past president. No member of the Board Development Committee shall be eligible for position as an officer or director during the same year they serve on the Board Development Committee. The Board Development Committee will cultivate potential candidates.
- b. The Board Development committee chair will coordinate with the Association Executive to assure that all time lines and processes are met and that the job descriptions of all offices to be filled will be made available to all applicants. Applications will be submitted no later than June 1 or an earlier date announced by the Board Development Committee chair. The Board Development Committee may solicit applicants. The Board Development Committee shall solicit at least one (1) candidate for each vacancy to be filled. The Board Development committee shall consider the restrictions of Section 3b.
- c. The report of the Board Development Committee shall be provided to the President and the Board of Directors not less than one (1) month prior to the scheduled election.

Upon submittal of the report to the Board of Directors, the Board Development Committee chair shall notify the nominees of their selection for the election. The Board Development committee chair will also notify the candidate(s) whose election would violate the prohibition contained in Section 3 b that they will not be balloted.

d. The President shall direct the Association Executive to publish and distribute the approved nomination list to each member eligible to vote at least three (3) weeks prior to the election.

e. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least ten percent (10%) of the REALTOR® Members eligible to vote on the date the petition is submitted to the Association Executive. The petition shall be filed with the Association Executive at least two (2) weeks before the election. The Association Executive shall send notice of such additional nominations to all Members eligible to vote prior to the election. All petition candidates are subject to the prohibitions contained in Section 3b.

f. The election shall take place not later than seven (7) days prior to the annual fall business meetings of the REALTORS® Association of New Mexico (RANM). The election shall be by ballot and all votes shall be cast in person, by electronic means as established by Article XII, Section 5, or by absentee ballot prepared for the election by the Association Executive. The ballot shall contain the names of all the candidates and the offices for which they are nominated. Early voting ballots must be cast at the Board office prior to the published election date. Early voting ballots received will be counted in the required quorum needed for the elections.

g. Ballots will be counted by the Association Executive and certified by not less than two (2) officers.

Section 6. Vacancies.

a. Vacancies among the Officers and the Board of Directors shall be appointed by the President with the approval of the Board of Directors. Any such appointments are shall be for the remaining term of the vacancy.

b. If the Immediate Past President is unable to serve or fulfill their term, the position will remain vacant.

c. If the President is unable to serve or fulfill their term, the President Elect will become the President.

d. If the President Elect is unable to serve or fulfill their term, the President will:

1. Notify the membership within five (5) calendar days that applications are being accepted for the President Elect vacancy. Applications will be accepted for a period of twenty (20) calendar days.

2. The Board Development Committee will meet within five (5) calendar days of after the application deadline date and may interview any applicant. The committee shall notify the President and the Board of Directors within five (5) calendar days of the candidate(s) for the President Elect Position. The Board Development Committee must have at least five (5) members to conduct interviews and no member of the Board Development Committee may be eligible for the position. The Board Development Committee may solicit candidates for the position. The Board Development Committee shall consider the prohibitions contained in Section 3b.

3. The report of the Board Development Committee shall be provided to the President within five (5) calendar days. Upon submittal of the report to the Board of Directors, the

Board Development Committee chair shall notify the nominee(s) of their selection for the election. The Board Development committee chair will also notify the candidate(s) whose election would violate the prohibition contained in Section 3 b that they will not be balloted.

4. The President shall, within two (2) calendar days of submittal of the report, direct the Association Executive to publish and distribute the approved nominated candidate to each member eligible to vote. That notification will also notice the Special Election date, not to exceed thirty (30) calendar days from the date of the published candidate selection.

5. Additional candidates for the President Elect position to be filled may be placed in nomination by petition signed by at least ten percent (10%) of the REALTOR® Members eligible to vote on the date the petition is submitted to the Association Executive. Electronic signatures are allowed on petitions submitted. The petition shall be filed with the Association Executive no less than two (2) weeks prior to the Special Election. The Association Executive shall send notice of such additional nominations to all Members eligible to vote before the election. All petition candidates are subject to prohibitions contain in Section 3b.

e. A vacancy in the office of the President because of death, resignation, removal, or disqualification which cannot otherwise be filled by the President Elect, may be filled by an appointment to the vacancy by the Board of Directors for the unexpired portion of the term.

f. The election shall be conducted under the provisions of Article XI Section 5f.

g. Ballots will be counted by the Association Executive and certified by not less than two (2) officers who are not being elected by those ballots.

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

a. A petition requiring the removal of an Officer or Director and signed by not less than one-third 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 next-ranking officer, 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 twenty (20) days or more than forty-five (45) 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, and to render a decision on such petition.

c. The special meeting shall be noticed to all voting Members at least ten (10) 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 next-ranking officer will chair the meeting. Provided a quorum is present, a three-fourths (3/4) vote of Members present and voting shall be required for removal from office.

Section 8. Indemnification of Officers and Directors The Association will indemnify any director, officer, Association Executive, former director, former officer or former

Association Executive of the Association against expenses, costs and attorney's fees actually and reasonably incurred in connection with the defense of any action suit or proceeding, civil or criminal, in which the director, officer or Association Executive is made a party by reason of having been a director, officer or Association Executive. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The officer, director or shall not be indemnified if they have breached or failed to perform the duties of office and the breach or failure to perform constitutes willful misconduct or recklessness. Advance indemnification may be allowed of an officer, director or Association Executive for expenses to be incurred in connection with the action, suit or proceeding, provided that the director, officer or Association Executive must reimburse the Association if it is subsequently determined that they were not entitled to indemnification by reason of negligence or misconduct in the performance of duties of an officer, director or Association Executive. The Association may make any other indemnification as authorized by the Articles of Incorporation, Bylaws or by resolution adopted after notice by the members certified to vote.

Section 9. Association Executive. There shall be an Association Executive, appointed by the Board of Directors, who shall be the chief administrative officer of the association. The Association Executive 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.