

CAPITAL AREA REALTORS

Proposed Changes to Bylaws

ARTICLE XII - Officers and Directors

Section 1. Officers. The elected officers of the Association shall be: a President, a President-elect, ~~and a Secretary/Treasurer, and a Treasurer. The Secretary and Treasurer may be the same person.~~ They shall be elected for terms of one year.

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 Chief Staff Executive to keep the records of the Association and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the ILLINOIS ASSOCIATION OF REALTORS®.

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, Chairman of the Multiple Listing Service (MLS) Committee; nine (9) REALTOR® Members, the President of the West Central Chapter and an Affiliate member selected by the President, subject to approval of the Board of Directors, and any primary member of the Association serving as an elected officer of the Illinois Association of REALTORS®, who shall serve as ex-officio without a vote, for as long as this person serves as an elected officer of the Illinois Association of REALTORS®. Should the immediate Past President be elected to serve as an "Officer" or appointed to serve as Chairman of the MLS that individual shall serve on the Board of Directors by virtue of that elected or appointed role and the immediate Past President's position on the Board of Directors shall be filled by the next immediate Past President who is willing to serve. The REALTOR® Members shall be elected to serve for terms of three (3) years, except that at organization, one-third of the elected Directors shall be elected for terms of one (1), two (2), and three (3) years, respectively, or for lesser terms as may be necessary to complete the first fiscal year. Thereafter, as many Directors shall be elected each year as are required to fill vacancies. The President of the West Central Chapter and the Affiliate member shall serve one year terms. The President shall be entitled to cast a vote only when necessary to break a tie.

Section 4. Election of Officers and Directors.

(a) At least two months before the annual election, a nominating committee of five (5) REALTOR® Members shall be appointed by the President with the approval of the Board of Directors. The immediate Past President shall preside as Chairman. In situations where the Past President is unable or unwilling to preside as Chairman then the President shall appoint the Chairman subject to the approval of the Board of Directors. The nominating committee shall select one candidate for each office and one candidate for each place to be filled on the Board of Directors. **No member, with the exception of any Past President of the association, shall be nominated to serve as an officer who has not served on the Board of Directors within the previous seven (7) years.** No member of the Nominating Committee may be nominated by the Committee as an officer or director. The report of the nominating committee shall be delivered to each REALTOR® Member eligible to vote at least three weeks preceding the election. Additional candidates for the offices to be filled may be placed in nomination by a petition signed by at least twenty percent of the REALTOR® Members eligible to vote. The petition shall be filed with the Chief Staff Executive or designee at least two weeks before the election. The Chief Staff Executive or designee shall send notice of such additional nominations to all REALTOR® Members eligible to vote at least one week before the election.

(b) The election of Officers and Directors shall take place at the Annual Meeting or electronically.

Election shall be by ballot and all votes shall be cast in person, by absentee ballot or by proxy or electronically if an "on-line voting system" is adopted by the Board of Directors as the exclusive or non-exclusive method of voting. The ballot shall contain the names of all candidates and the offices for which they are nominated. REALTOR® Members eligible to vote who cast by absentee ballot shall submit a signed ballot to the Association no sooner than the seven (7) days preceding the Annual Meeting and no later than 24 hours preceding the annual meeting. Absentee ballots may be cast by mail, electronic transmission sent from the member electronic mail address then on file with the Association, facsimile, or other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote. Proxy ballots may be cast pursuant to the procedures set forth in Article XIII (Meetings) paragraph 6. The director's position occupied by the West Central Chapter President shall be elected in accordance with Article XXIII.

(c) In the absence of an Annual Meeting, as determined by the Board of Directors, REALTOR® Members eligible to vote may cast their vote by mail, electronic transmission sent from the member electronic mail address then on file with the Association, facsimile, or other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote and shall be provided a minimum of seven (7) days from the date the ballot is delivered for said purposes.

(d) The Board of Directors may, at any time, adopt an "on-line voting system" as an exclusive or non-exclusive method for members to cast ballots provided that access to such on-line voting system shall have an appropriate means to maintain the security and integrity of the balloting process.

(e) In case there be more than one (1) candidate for a single position, the candidate receiving the greatest number of votes shall be declared elected.

(f) If no additional qualified candidates petition the Secretary/Treasurer for a nomination for Officer or Director, the candidates slated by the Nominating Committee shall be elected by acclamation.

(g) In case of a tie vote, the issue shall be determined by lot.

Section 5. Vacancies. Vacancies among the Officers and Board of Directors shall be filled by simple majority vote of the Board of Directors until the next annual election.

Section 6. Removal of Officers and Directors.

(a) If any member of the Board of Directors shall fail to attend three (3) consecutive meetings of the Board, such member shall be deemed to have resigned immediately following conclusion of said third consecutive 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 provided in Section 5 above.

(b) 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:

(1) 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 disqualified from further service.

(2) 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.

(3) 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 conduct the meeting of the hearing by the members. Provided a quorum is present, a three-fourths vote of members present and voting shall be required for removal from office. Any member of the association who serves as a director of the NATIONAL ASSOCIATION OF REALTORS® shall automatically be allowed to serve as an ex-officio Director of the association without vote during the time in which they are a director of the NATIONAL ASSOCIATION OF REALTORS®.

Section 7. Chief Staff Executive. There shall be a Chief Staff Executive, appointed by the Board of Directors, who shall be the chief administrative officer of the Board. The Chief Staff 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. (Amended 04/01/15)

ARTICLE XXIII - WEST CENTRAL CHAPTER

Section 1. Creation of Chapter. The Association shall have a Chapter which shall be known as the "West Central Chapter of the Capital Area Association of REALTORS®" or, alternatively as the "West Central Chapter of the Capital Area REALTORS®".

Section 2. Purpose. The purpose of the Chapter shall be to implement the Association's objectives, as defined in Article II of these Bylaws, within Henderson County, Knox County, and Warren County, Illinois (the "Chapter Territory").

Section 3. Membership. Any member of the Association who shall have a business address located within the Chapter Territory shall, in addition to holding membership in the Association, also be a member of the Chapter, without further application or election.

Section 4. Chapter Leadership. The Chapter shall elect one of the Chapter's members to serve as Chapter Vice-president. The Chapter Vice-president shall be elected for a term of one-year and shall be a primary REALTOR® member as defined in Article V Section (1)(a) and in good standing. The Chapter Vice-president shall automatically become the Chapter President, effective October 1st of the following year. The Chapter President shall upon assuming office become a voting member of the Association's Board of Directors for the duration of the Chapter President's term of office.

Section 5. Election of Leadership. The Chapter Vice-president shall be elected by the members of the Chapter in August of each year for a one year term of office beginning on October 1 of that year. Any vacancy in the office of the Chapter President during a term of office shall be filled by the Chapter Vice-president. Any vacancy in the office of the Chapter Vice-president during a term of office shall be filled by a vote of the Chapter membership at the next regularly scheduled Chapter meeting following the event which caused the vacancy in the Chapter Vice-president's office, until the next annual election.

Section 6. Meetings. The Chapter shall meet at least ~~quarterly~~ monthly at such place within the Chapter Territory and at such time as shall be designated by the Chapter President, subject to approval by the Association President. A quorum for the transaction of any Chapter business shall consist of 25% of the Chapter REALTOR® members as defined in Article V

Section (1)(a) and who are in good standing with the association. Any action in the form of a recommendation to the Association's Board of Directors may be taken upon the affirmative vote of a majority of the REALTOR® members present at a meeting at which a quorum is present.

Section 7. Committees. The Chapter President may appoint Chapter members to such Chapter committees or work groups as the Chapter President shall deem necessary to carry out the Chapter's purposes, subject to review and approval of the Association President.

Section 8. Chapter Office and Personnel. The Association shall maintain a business office within the Chapter Territory (the "Chapter Office") and shall appoint to work in the Chapter Office one or more members of the Association's staff to facilitate the achievement of the Chapter's purposes. The staff member(s) shall work under the supervision of the Chief Staff Executive who shall review said staff member's performance no less than bi-annually during the first year following the adoption of this Article and no less than annually thereafter. In conducting said performance review, the Chief Staff Executive shall actively seek out the Chapter President's and Chapter Vice-president's input as to the performance of said staff member(s) and shall include them in the review process to ensure that any and all concerns are addressed regarding performance.

Section 9. Funding. The Association shall on an annual basis provide sufficient funding to allow the purposes of the Chapter to be accomplished. No request for funding by the Chapter will be unreasonably withheld and the reason for any such denial of funding shall be explained in writing to the Chapter membership. In determining Chapter funding levels the Association shall endeavor to operate in a manner that is financially self-supporting. (Added 04/01/15)

Note: ~~Proposed changes to Article VIII would become effective immediately. Changes to Article 3 and 12 and new Article 23 will become effective and shall be deemed a part of the Association's Bylaws when the Merger between Capital Area Association of REALTORS® and West Central Illinois Association of REALTORS® is completed. Thereafter, changes to Article 3 and 12 and new Article 23 shall be a part of the Amended Bylaws of the Surviving Corporation, namely the Capital Area Association of REALTORS®. If, for any reason, the Merger is not completed then changes to Article 3 and 12 and new Article 23 shall be deemed null and void and of no effect.~~

Revised and effective _____ April 1, 2015