

## REDISTRICTING BYLAW CHANGE VOTE

In accordance with the Bylaws of the Greater Metropolitan Association of REALTORS®, Article XVI, Section 1 states that these Bylaws may be amended by an electronic vote of at least 50 members, provided the substance of such a proposed amendment shall be plainly stated in the request for vote by electronic means.

The recommendation includes adjusting our current boundaries to better equalize the representation and encompass our current and future membership, as well as adjusting the current Director representation to reflect these changes. The number of Directors would not alter, however the Bylaw change, if approved, would increase the number of District Directors from eight (8) to nine (9) and would decrease the At Large Directors from four (4) to three (3), while maintaining the Affiliate Director position.

The following motion is presented by the Board of Directors of the Greater Metropolitan Association of Realtors to amend the existing bylaws effective immediately:

- **Motion to approve changes to Article XI of the Bylaws of the Greater Metropolitan Association of Realtors®, as presented.**

Please cast your [electronic vote](#) no later than Monday, June 28<sup>th</sup> at 5:00 p.m.



## **PROPOSED BYLAW CHANGES:**

### **Section 2: Directors**

**(a) Definition:** The governing body of the Association shall be a Board of Directors consisting of the Past President and twelve (12) REALTOR® Members elected by the Membership as herein provided, and one (1) Affiliate Director elected as herein provided.

**(b) Qualifications:**

(1) No person shall be elected to the Board of Directors unless, at the time of their election, they are a REALTOR® Member (primary or secondary Member) in good standing of the Association.

(2) No REALTOR® Member shall be nominated, elected, or appointed to the Board of Directors, the result of which would be more than two (2) Members of the Board of Directors from the same company. "Same company" shall be defined as company offices owned by common ownership.

(3) A change in company affiliation by a Director/Officer in such a way that there would be more than two (2) representatives from anyone (1) company on the Board of Directors shall constitute the resignation of that Director /Officer. The Board of Directors may, at their sole discretion, accept the resignation of another Director who is a member of the firm so that the rule of no more than two Directors may serve from the same office is upheld.

(4) If a District Director moves that Director's principal office from the District from which that Director was elected, that Director shall serve only through the end of the calendar year. At the next scheduled election, a Director shall be elected to serve the unexpired term from that District.

(5) If a member of the Board of Directors is no longer a REALTOR® Member of the Greater Metropolitan Association of REALTORS®, that Director shall be deemed to have resigned as a Director.

(6) A member of the Executive Committee of GMAR cannot serve on an Executive Committee of any other real estate Association and/or MLS unless said position is serving a wholly owned and operated company or subsidiary of GMAR.



**(c) Terms of Office:** District Directors and Directors at Large shall be limited to two (2) consecutive three-year terms of office and the Affiliate Director shall be limited to two (2) consecutive one-year terms of office .

**(d) Duties:** The Board of Directors shall manage and have full charge of the general conduct of the affairs and finances of the Association. The Board of Directors shall adopt such policies and Rules and Regulations for its governance and the governance of the Association as expedient and necessary, and consistent with the Bylaws of the Association.

**(e) Quorum:** Eight (8) Directors shall constitute a quorum for the transaction of business.

**(f) Vacancies:** The Board of Directors shall have the power to fill vacancies on the Board of Directors provided, however, that the person elected to fill such vacancy shall be a REALTOR® Member in good standing of the Association and shall meet the qualifications stated herein for the position to be filled.

If the vacancy to be filled is for more than one (1) year, the person chosen to fill the vacancy shall serve only through the end of the calendar year following the next annual election, and the remainder of the term shall be filled by a REALTOR® Member who shall be elected at the next annual election by the REALTOR® Members. **The Board will make every effort to appoint a primary or secondary Realtor® from the area there is a vacancy, however this is not deemed required for an appointment.**

**(g) Removal of Director(s):** In the event that a Director(s) is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Director(s) may be removed from office under the following procedure:

(1) A petition requesting the removal of a Director and signed by not less than one-third (1/3) of the voting membership of the District who elected said Director shall be filed with the Chief Executive Officer and shall specifically set forth the reasons the individual(s) is deemed to be disqualified from further service.

(2) Upon receipt of the petition, and not less than twenty (20) days nor more than forty-five (45) days thereafter, a special meeting of the voting membership of the District of the Association electing the Director involved shall be held and the sole business of the meeting shall be to consider the charge against the Director(s), and to render a decision on such petition.

(3) The special meeting shall be noticed at least ten (10) days prior to the meeting to all voting Members of the District involved and shall be conducted by the President of the Association unless the President's continued service in office is being considered at the meeting. A quorum shall be ten (10) percent of the members in the District involved.



Provided a quorum is present, a three-fourths (3/4) vote of the Members present, and voting shall be required for removal from office.

## **Section 8: Election of Directors**

**(a)** Qualification to Vote: Each REALTOR® Member of the Association shall be deemed a REALTOR® Member of the Association in the District where their principal office is located. Principal office shall mean the location of the office at which the REALTOR® Member's real estate license issued by the State of Michigan is located. If a Broker or Associate Broker shall have a license at more than one location, they shall designate which office is their principal office and this designation shall remain until they do not maintain a license at said office at which time a designation shall be made by said REALTOR® Member of such other office that their license is located.

**(b)** Each REALTOR® Member will be entitled to vote for District Directors in the District in which their principal office is located and no other District. Additionally, each REALTOR® member will be entitled to a number of votes for Directors at Large as there are positions to fill.

**(c)** The REALTOR® Members of each District shall elect one (1) Director who is a member of the respective District to serve as District Director for a three (3) year term. A total of ~~eight (8)~~ **nine (9)** District Directors shall be so elected.

**(d)** There shall be a total of ~~four (4)~~ **three (3)** Directors at Large, each of whom shall be elected for a three (3) year term. Directors at Large shall be elected by the members of all Districts. Those receiving the highest number of votes will be elected.

**(e)** The election of all Directors shall be by ballot. The annual election of the Board of Directors shall be held each October at a date and time established by the Board of Directors. There shall be one (1) official ballot for each District, which will be sent only to REALTOR® members in good standing within their respective Districts, and (1) official ballot for the At Large Director, which will be sent only to REALTOR® members in good standing within all Districts. The official ballots shall list the names of the candidates in alphabetical order. The ballots, together with such uniform published instructions as to Members entitled to vote, the manner in which secrecy of the ballot shall be preserved, the manner of counting the ballot, and the final date and time upon which voted ballots must be received to be counted, will be provided to each member of the Association entitled to vote at least ten (10) days prior to the election. Notification and the dissemination of appropriate documentation and ballots may be done by electronic means.



**(f)** No candidates shall be present during the counting of the ballots. The President and President Elect may be present as observers during the counting of the ballots.

**(g)** All ballots must be received at the Association office on or before 5 p.m. of the election date. No proxies shall be allowed. The candidates receiving the highest number of votes shall be elected to office in the following order – 3-year terms, then vacancy terms according to length of time. The final vote count shall be available for any Member to review.

**(h)** All ballots will be destroyed at the following Board of Directors meeting.

**(i)** Petitions:

(1) Candidates for positions to be filled by REALTORS® on the Board of Directors may be nominated by petition. Petitions for candidates running for a District Director position must bear the valid signatures of at least fifty (50) REALTOR® Members in good standing and eligible to vote at the time of the filing of the petition of the District from which the candidate will run for election, or in the case of a Director At Large, fifty (50) signatures of members in good standing, regardless of District. All petitions must be received at the office of the Association no later than 5 p.m. on the last business day in August of each year.

(2) A petition cannot be accepted where two (2) Directors are already serving a continuing term from the same company or where any combination of Directors serving, and candidates nominated by the Nominating Committee would cause more than two (2) Directors from the same company.

(3) If petitions are received that would cause more than two (2) candidates from the same company, the petitioner with the greater number of signatures will become the nominee. However, any number of petitioners from the same company may run if said petitioners are all located within the same District.

**(j)** For the purposes of the Bylaws, the term 'ballot' shall be construed as either printed or electronic ballot.

**(k)** Tie Votes: In the event of a tie vote in a general election, the position will be filled by the candidate who prevails in a lottery. The lottery shall take place no later than two (2)



weeks after the General Election by a Special Meeting of the Executive Committee called by the President.

(1) The Affiliate Committee shall nominate at least one (1) candidate for Affiliate Director, not later than June 30th of each year that an Affiliate Director is eligible for election. **Affiliate nominees will be reviewed by the GMAR Nominating Committee prior to the end of election and will be sent to the Board of Directors for ratification prior to October.**

(1) The Affiliate Director shall serve a one-year term and cannot be elected to more than two successive terms. An Affiliate Director must be an active Affiliate Member of GMAR and must remain a member throughout their term.

(2) Affiliate Directors are ineligible to hold elective office as defined by the Executive Committee description or to vote on ratification of Professional Standards decisions.

(3) Vacancies of an Affiliate Director position shall be filled by a majority vote of the ~~Affiliate Committee~~ **Board of Directors**. Removal of an Affiliate Director shall be by a  $\frac{3}{4}$  vote of the Board of Directors ~~based on a recommendation from the Affiliate Committee~~.

**(m)** At least forty-five days prior to the annual election, a nominating committee of ~~three~~ **{3} five (5) REALTOR® members, consisting of the current President as well as 4 years Past Presidents** shall be appointed by the president with the approval of the board of directors. The Nominating Committee **shall identify and review potential candidates for current or upcoming vacancies** ~~review nominations for each place to be filled on the Board of Directors.~~

