

Updates, Clarifications & Revisions

Following the September 5, 2023, notice to the members of the 2023 Proposed Amendments, members posed questions and requested additional clarifications. In response, the Board of Directors postponed the membership vote, and at their September 28th meeting:

- Reaffirmed their recommendation and support of the 2023 Proposed Amendments.
- Approved revisions to two of the proposed amendments as outlined below:
 - Removal of Officers & Directors. The Board of Directors amended the proposed amendment with new language recommended by the Association's legal counsel to set a more reasonable standard and comply with state law. *(See page 5)*
 - Date by which a President-Elect will be Elected: Due to the delay in voting on the 2023 Proposed Amendments, the Board of Directors amended the date for 2023 to December 15 and retained the November 15 date for future years. *(See page 22)*
- Added clarifications and denoted the dates on which each proposed amendment was approved/recommended/reaffirmed by the Bylaws Committee, Governance Presidential Advisory Group, Board of Directors, or Legal Counsel. *(See gray highlights throughout this document.)*

Any changes from the September 5 notice of the 2023 Proposed Amendments are denoted within this document via **gray highlights**.

Timeline for Voting on 2023 Proposed Bylaws Amendments:

- **September 29:** Notice to all Members of the revised 2023 Proposed Bylaws Amendments.
- **October 6-12:** Voting via AssociationVoting.com.
 - On Friday, October 6, each REALTOR® member eligible* to vote will receive an email with their unique voting credentials link to the online voting platform.
 - Voting will remain open until 5 p.m. on Thursday, October 12.
 - *Eligibility is determined by the REALTOR® member being current with all financial and disciplinary obligations to the Association and MLS and having completed any new member requirements.
- **October 13:** Announce results.

HOUSEKEEPING Amendment
Re: REALTOR® Emeritus

Clarify that a REALTOR® Emeritus ~~are~~ is exempt from paying individual dues and remains responsible for the dues of his/her affiliated licensees.

NOTE: The service requirement is from the National Association of REALTORS®. The only intent of this proposed amendment is to affirm that process and reaffirm that any Designated REALTOR®, who is also a REALTOR® Emeritus whose membership dues are waived, remains responsible for the membership dues of his affiliated licensees.

Rationale: Housekeeping amendment to confirm the longstanding practice of waiving local dues for those granted REALTOR® Emeritus by the National Association of REALTORS®.

Approved/Recommended/Reaffirmed for Adoption by:

- Bylaws Committee (August 17, 2022)
- Board of Directors (August 25, 2022)
- Bylaws Committee (February 14, 2023)
- Board of Directors (February 23, 2023)
- Legal Counsel (August 22, 2023)
- Board of Directors (August 10, August 24 & September 28, 2023)

Strikethroughs indicate deletions; underlines indicate additions.

Article IV – Membership. Section 1. There shall be six classes of members, as follows:

(a) REALTOR® Members. REALTOR® Members, whether primary or secondary shall be:

(6) REALTOR® Emeritus Members. A REALTOR® Member, who has achieved forty (40) cumulative years of Membership in the NATIONAL ASSOCIATION OF REALTORS® through Membership in a local or state Association, or as an individual member REALTOR®. In addition to the forty (40) years of Membership, a REALTOR® Emeritus candidate must also have completed at least one (1) year of service at the National Association level.

Article X – Dues & Assessments, Section 2. Dues. The annual dues of members shall be as follows:

(a) Designated REALTOR® Members. The annual dues of each Designated REALTOR® Member shall be an amount voted on by the Board of Directors not to exceed a 5% increase over the previous year's annual local dues plus an amount equal to the Association's assessment from State and National for each member plus an amount equal to that total amount times the number of real estate salespersons and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® Member, and (2) are not REALTOR® Members of any local Association in the state or a state contiguous thereto or Institute Affiliate Members of the Association

(c) REALTOR® Emeritus Members. The honor of qualifying for REALTOR® Emeritus provides a waiver of any further dues obligation, with the exception of the dues liability for Designated REALTOR® Members outlined in this Section 2. (a). The waiver of dues is effective for the calendar year following the year in which an individual is granted REALTOR® Emeritus by the National Association.

↔ (d) Institute Affiliate Members. The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the National Association of REALTORS®. *NOTE: the subsequent sections for other member types would be renumbered accordingly due to this insertion regarding REALTOR® Emeritus.*

~~Section 8. REALTOR® Emeriti. The dues of REALTOR® members who are REALTOR® Emeriti (as recognized by the National Association), past presidents and past treasurers of the National Association or recipients of the Distinguished Service Award shall be as determined by the Board of Directors.~~

HOUSEKEEPING Amendment
Re: Harassment

Delete the harassment policy in light of the Code of Conduct & Anti-Harassment Policy adopted in 2020 and amended in 2021.

Rationale: Housekeeping amendment to remove language subsequently adopted in policy. The Bylaws contemplate such stand-alone policies to which REALTOR® members are required to abide or be subject to disciplinary action, up to and including termination of membership.

Approved/Recommended/Reaffirmed for Adoption by:

- 2019 Executive Committee
- Bylaws Committee (August 3, 2020)
- Board of Directors (August 27, 2020)
- Board of Directors (January 28, 2021)
- Bylaws Committee (March 9, 2022)
- Board of Directors (January 27, 2022)
- Board of Directors (January 24, 2023)
- Bylaws Committee (February 14, 2023)
- Legal Counsel (August 22, 2023)
- Board of Directors (September 28, 2023)

Strikethroughs indicate deletions; underlines indicate additions.

Article VI – Privileges & Obligations, Section 13. Harassment. Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an association or MLS employee or association officer or director after an investigation in accordance with the procedures of the Association. As used in this section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate Amended April 23, 2020 disciplinary action to be taken shall be made by the investigatory team comprised of the president, and president-elect and/or vice president and one member of the board of directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the Association. Disciplinary action may include any sanction authorized in the Association's Code of Ethics and Arbitration Manual. If the complaint names the president, president-elect or secretary-treasurer, they may not participate in the proceedings and shall be replaced by the immediate past president or, alternatively, by another member of the board of directors selected by the highest ranking officer not named in the complaint.

GOVERNANCE Amendment
Re: Removal of Officers & Directors

Reduce the number of votes required by the Board of Directors to remove an Officer or Director.

Clarify the removal of an Officer or Director requires proper notice and a quorum and may done with or without cause.

Provide clarifications for the rare occasion this provision is needed.

Rationale: To eliminate a nearly impossible standard, provide a more reasonable voting requirement for suspending or removing an Officer or Director, and to comply with TN Law for Non-Profit Corporations.

Approved/Recommended/Reaffirmed for Adoption by:

- 2019 Executive Committee
- Bylaws Committee (August 3, 2020)
- Board of Directors (August 27, 2020)
- Board of Directors (August 10, 2023)
- Legal Counsel (August 22, 2023)
- Board of Directors (August 24, 2023)
- Legal Counsel (September 26, 2023), who recommends replacing the initially proposed amendment* with the alternate language outlined below** to comply with state law.
- Board of Directors (September 28, 2023)

Strikethroughs indicate deletions; underlines indicate additions.

**Article XI – Officers & Directors, Section 6. Removal of Officers and Directors: In addition to the powers and duties of the Directors provided elsewhere in these Bylaws, they shall have power to suspend or remove any Director for cause by ~~unanimous~~ two-thirds (2/3) vote of the other Directors; to fill vacancies in their own number caused by deaths, resignation or removal; and general to regulate the business and affairs of the Association.*

**The above-proposed amendment is replaced with the following:

Strikethroughs indicate deletions; underlines indicate additions.

Article XI – Officers & Directors, Section 6. Removal of Officers and Directors: In addition to the powers and duties of ~~the~~ Directors provided elsewhere in these Bylaws, they shall have power: (a) to suspend or remove any Officer or Director ~~for cause~~ with or without cause by ~~unanimous~~ two-thirds (2/3) vote of the ~~other~~ Directors then in office at any meeting at which a quorum is present, provided the meeting notice is given no less than seven (7) days prior to the meeting and states that the purpose, or one of the purposes, of the meeting is removal of the Officer or Director; (b) to fill vacancies in their own number caused by deaths, resignation or removal; and (c) to ~~generally~~ regulate the business and affairs of the Association.

HOUSEKEEPING Amendment
Re: Robert's Rules of Order

Clarify the exceptions to Robert's Rules of Order due to the existence of policies and procedures adopted outside of the Bylaws.

Rationale: Housekeeping amendment to clarify and affirm that policies and procedures exist outside the Bylaws.

Approved/Recommended/Reaffirmed for Adoption by:

- Executive Committee (September 11, 2017)
- Bylaws Committee (October 25, 2017)
- Board of Directors (December 21, 2017)
- Bylaws Committee (February 14, 2023)
- Board of Directors (February 23, 2023)
- Legal Counsel (August 22, 2023)
- Board of Directors (September 28, 2023)

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Article XV, Section 1. Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Association, its Board of Directors, and committees, in all instances wherein its provisions do not conflict with these Bylaws or with adopted rules, policies, or procedures of the Association.

**HOUSEKEEPING Amendment
Re: Standing Committees**

Remove the list of standing committees, except for the minimum recommended by NAR, while maintaining that the President may appoint standing and special committees.

NOTE 1: Removing some committees only eliminates the requirement (not the committees) that they must be appointed yearly so that we are always in compliance with our Bylaws and avoids the efforts of changing the Bylaws annually to match the list of committees at work in any given year.

NOTE 2: The Multiple Listing Service and Nominating Committees will not be removed, as they are referenced elsewhere in the Bylaws.

NOTE 3: The Grievance and Professional Standards Committees will not be removed, on the chance we ever opt out of the statewide program for Code of Ethics enforcement OR the statewide program is discontinued. Additionally, these committees are composed of our local members serving on the state's committees.

Clarify the President's role regarding committees.

Clarify a breach of confidentiality by a committee member could result in removal from a committee.

Rationale: (1) To allow for more nimble governance by providing flexibility in the appointment of committees to serve the changing needs of the Association; (2) To clarify the President's attendance at committee meetings is observational and not intended to influence committee work; and (3) To provide confidence among committee members when certain circumstances deem the work at hand to be confidential.

Approved/Recommended/Reaffirmed for Adoption by:

- Bylaws Committee (June 8, 2022)
- Board of Directors (June 23, 2022)
- Bylaws Committee (February 14, 2023)
- Board of Directors (February 23, 2023)
- Legal Counsel (August 22, 2023)
- Board of Directors (September 28, 2023)

Strikethroughs indicate deletions; underlines indicate additions.

Article XIII – Committees

Section 1. Standing Committees. The President shall appoint from among the REALTOR® Members, subject to confirmation by the Board of Directors, a chairman for the following standing committees:

~~Diversity Inclusion~~
~~Governmental Affairs~~
~~Budget & Finance~~
Grievance

Multiple Listing Service
Nominating Committee
Professional Standards

The President shall establish and appoint, subject to confirmation by the Board of Directors, as chairman for additional standing committees as deemed necessary. A member shall be limited to serving no more than two (2) consecutive terms as chairman of a standing committee.

Section 2. Special Committees & Task Forces. The President shall appoint, subject to confirmation by the Board of Directors, a chairman for special committees and task forces as deemed necessary. A member shall be limited to serving no more than two (2) consecutive terms as chairman of a special committee or task force.

Section 3. Organization. All committees shall be of such size and shall have duties, functions, and powers as assigned by the President or the Board of Directors except as otherwise provided in these Bylaws.

Section 4. President. With the exception of the Grievance and Nominating Committees and Professional Standards hearings, the President shall be an ex-officio non-voting member of all standing committees, task forces, and Presidential Advisory Groups (PAGS) and shall be notified of their meetings along with other committee, task force or PAG members of any applicable meeting dates, times and places.

Section 5. Action without Meeting. Any committee or task force may act by unanimous consent in writing, by conference call or by email without a meeting. The consent shall be evidenced by one or more written approvals, each of which sets forth the action and bears the signature of one or more of the members of the committee or task force.

Section 6. Attendance. Any member of a committee or task force who fails to attend three (3) regular meetings in one (1) calendar year shall be construed as resignation. Members of a committee or task force may participate in any meeting through the use of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. Such participation shall be at the discretion of the chairman and shall constitute presence at the meeting.

Section 7. Section 8. Removal & Vacancies. The President may remove, subject to confirmation by the Board of Directors, the member of any committee, task force, or PAG who breaches the confidentiality expectations outlined for the said committee, task force, or PAG. Any vacancy occurring in the chairmanship or membership of any committee shall be filled for the unexpired term by appointment in the same manner as provided for the original appointment.

~~Section 7~~ 8. Executive Committee. The Association shall have an Executive Committee. The officers of the Association and the Immediate Past President shall be the members of the Executive Committee. The Executive Committee shall have all of the powers and authority to take actions that could be taken by of the Board of Directors, such authority to be exercised between meetings of the Board of Directors, consistent at all times with the limitations imposed by the Board of Directors, the Bylaws of the Corporation and the laws of the State of Tennessee provided that the Executive Committee may not (1) authorize distributions; (2) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially

all of the Association's assets; (3) elect, appoint or remove directors or fill vacancies on the Board of Directors or on any of its committees; or (4) adopt, amend or repeal the Charter or Bylaws. The committee shall report any action taken to the meeting of the Board of Directors next following the taking of such action, unless the Board of Directors otherwise requires. So far as applicable, the provisions of law relating to the conduct of meetings of the board shall govern meetings of the Executive Committee.

HOUSEKEEPING Amendment
Re: Attendance

Clarify that remote participation of Officers and Directors in meetings is not limited to participation by telephone.

Rationale: Housekeeping amendment to clarify remote participation is not limited to telephone and confirm remote participation is the same for Director and committee meetings.

Approved/Recommended/Reaffirmed for Adoption by:

- Bylaws Committee (June 8, 2022)
- Board of Directors (June 23, 2022)
- Bylaws Committee (February 14, 2023)
- Board of Directors (February 23, 2023)
- Legal Counsel (August 22, 2023)
- Board of Directors (September 28, 2023)

Strikethroughs indicate deletions; underlines indicate additions.

Article XII – Meetings, Section 8. Attendance ~~by Telephone~~. Members of the Board of Directors may participate in any meeting through the use of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. Such participation shall be at the discretion of the President and shall constitute presence at the meeting.

**HOUSEKEEPING Amendment
Re: New Member Orientation**

Resolve the inconsistency between the timeframe for completing New Member Orientation and MLS Orientation.

Rationale: To clarify unnecessary confusion caused by different orientation requirement timeframes.

Approved/Recommended/Reaffirmed for Adoption by:

- Bylaws Committee (June 8, 2022)
- Board of Directors (June 23, 2022)
- Bylaws Committee (February 14, 2023)
- Board of Directors (February 23, 2023)
- Legal Counsel (August 22, 2023)
- Board of Directors (September 28, 2023)

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Article V – Qualification & Election, Section 4. New Member Code of Ethics Orientation. Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) complete an orientation program on the Code of Ethics of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less.

Failure to satisfy this requirement within ~~the next two training classes~~ within ninety (90) days following the date of application will result in denial of the membership application or termination of provisional membership.

**HOUSEKEEPING Amendment
RE: Secretary-Treasurer**

Clarify the CEO's role in providing assistance to the Secretary-Treasurer regarding record keeping.

NOTE: This proposed amendment resulted from a conversation about removing "Secretary" from "Secretary-Treasurer," which ended up not being put forth as a proposed amendment. However, based on advice from legal counsel, it was agreed to clarify the CEO assists the Secretary-Treasurer with administrative tasks. After discussing whether "chief staff executive" should be changed to "CEO," the Board of Directors determined "chief staff executive" was sufficient as in some cases, the CEO might delegate the responsibility to another staff member.

Rationale: Housekeeping amendment to confirm the current practice of the CEO's role in ~~waiving local dues for those granted REALTOR® Emeritus by the National Association of REALTORS®~~ assisting the Secretary-Treasurer in maintaining Association records.

Approved/Recommended/Reaffirmed for Adoption by:

- Governance PAG (August 3, 2023)
- Bylaws Committee (August 8, 2023)
- Board of Directors (August 10, 2023)
- Legal Counsel (August 22, 2023), who recommended not putting a recommendation to remove "Secretary" and instead clarify that the CEO assists the Secretary-Treasurer with administrative tasks. The version shown below remain unchanged from what was originally presented to the membership on September 5, 2023.
- Board of Directors (August 24, 2023)
- Board of Directors (September 28, 2023)

Strikethroughs indicate deletions; underlines indicate additions.

ARTICLE XI – OFFICERS & 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. It shall be the particular duty of the chief staff executive to assist the elected Secretary-Treasurer by keeping the records of the Association, and ~~to~~ carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the Tennessee REALTORS®.

**HOUSEKEEPING Amendment
Re: Outline Formatting**

Following the membership vote on the 2023 proposed amendments, authorize Staff to amend the Bylaws administratively and without any further action of the membership, to ensure a consistent outline format throughout the entire Bylaws document.

Rationale: Housekeeping amendment to correct inconsistent formatting.

Approved/Recommended/Reaffirmed for Adoption by:

- Legal Counsel (August 22, 2023), who identified formatting inconsistencies from previous years' amendments. Without knowing which amendments will pass a membership vote, it is recommended to have this general amendment to allow Staff to reformat the Bylaws following the membership vote on the proposed amendments.
- Board of Directors (August 24, 2023)
- Board of Directors (September 28, 2023)

**OPERATIONAL Amendment
Re: Financial Obligations**

Clarify the steps to be taken for member accounts with outstanding balances. Staff already performs these steps, and this proposed amendment simply reaffirms to all members their financial obligations;

For the annual dues billing/collection, reduce the time frame, eliminate the reinstatement and late fees, and provide for suspension of a delinquent member and member firms prior to termination;

Clarify due date of any MLS fees and fines, as well as the sanctions for untimely payment, are governed by the MLS Rules and Regulations; and

Delete a duplicate Bylaws provision confirming the proration of dues for new members.

NOTE: The Association has directly invoiced members individually for annual membership dues and MLS fees for many years. This direct invoicing is a courtesy to the Designated REALTORS® and MLS Participants. It does not negate the ultimate responsibility of the Designated REALTOR® or MLS Participant for the dues/fees times the number of licensees affiliated with their firm.

Rationale: To clarify sanctions for dues, fees, fines, and assessments; and provide a more efficient and member-friendly timeline and sanctions related to the collection of annual dues.

Approved/Recommended/Reaffirmed for Adoption by:

- Bylaws Committee (March 7, 2023)
- Board of Directors (March 23, 2023)
- Legal Counsel (August 22, 2023)
- Board of Directors (August 24, 2023)
- Board of Directors (September 28, 2023)

Strikethroughs indicate deletions; underlines indicate additions.

Article X – Dues & Assessments, Section 3. Dues Payable. Dues for all members shall be ~~payable due and owing~~ payable annually in advance on the ~~first day of January~~ fifteenth day of December preceding the calendar year for which services will be provided. ~~Dues for new members shall be computed from the first day of the month for the date of application and granting of provisional membership.~~

(a) In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is dropped for nonpayment of Association dues, and the individual remains with the Designated REALTOR®'s firm, the dues obligation of the Designated REALTOR® (as set forth in Article X, Section 2 (a)) will be increased to reflect the addition of a non-member licensee. ~~Dues shall be calculated from the first day of the current fiscal year and are payable within thirty (30) days of the notice of termination.~~

Section 4. Nonpayment of Financial Obligations.

- (a) If dues, fees, fines, or other assessments including amounts owed to the Association or the Association's Multiple Listing Service are not paid by due date, the nonpaying Member is subject to suspension at the discretion of the Board of Directors. Thirty (30) days after the due date, membership of the nonpaying Member may be terminated at the discretion of the Board of Directors. Forty-five (45) days after the due date, membership of the nonpaying Member shall automatically terminate unless within that time the amount due is paid. Excluding annual membership dues and MLS fees, any fees, fines, or other assessments not remitted within thirty (30) days of the due date, shall result in suspension of membership. Any fees, fines, or other assessments not remitted within sixty (60) days of the due dates, shall result in termination of membership. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors.
- (b) A former Member who has had his membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws ~~or the provisions of other Rules and Regulations of the Association or any of its services, departments, divisions or subsidiaries~~ may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.
- (c) The due date of annual membership dues is December 15 of the preceding calendar year.
- i. On January 1, membership shall be suspended for those persons who have not remitted dues. Members suspended for non-payment of dues shall be reactivated upon remittance of dues.
- ii. After January 7, suspended members shall be reclassified as a non-member salespersons with their firm and notice provided to their Designated REALTOR®.
- iii. On January 15, membership shall be suspended for any Designated REALTOR® who has not remitted all dues for his affiliated licensees and notice provided to all persons suspended by virtue of the Designated REALTOR®'s suspension as outlined in Article VI – Privileges & Obligations, Section 6.
- iv. On January 31, services shall be terminated for any Designated REALTOR® who has not remitted all dues for their affiliated licensees and notice provided to all persons terminated by virtue of the Designated REALTOR®'s suspension as outlined in Article VI – Privileges & Obligations, Section 6.
- (d) The due date of any MLS fees and fines, as well as the sanctions for untimely payment, are governed by the MLS Rules and Regulations.

GOVERNANCE Amendments
RE: Nominations & Election of Officers & Directors

President Steven Sharpe appointed a Governance Presidential Advisory Group (PAG) appointed to:

- Review the nominations and elections process for the Board of Directors; and
- Consider any improvements to ensure continuity and succession planning for elected leadership.

PAG Members:

- Robert Backer*
- Bylaws Cte. Chair Robert Baker
- Steven Champion*
- Travis Close**
- Randy Durham**
- Jennifer Grayson*
- Dan Griess*
- MLS Chair & Director Jeff Nixon
- Director Liaison to Bylaws Cte. Mike Purcell
- Kathy Tucker**

*Local Past President

** Local & State Past President

The PAG researched, reviewed, and discussed:

- Best practices from other local Associations and the state and national Associations
- Providing more opportunities for members to serve as Directors
- Expanding the pool of candidates for Officer positions
- Composition of the Nominating Committee
- Officer & Director Qualifications
- Board Size & Make-Up
- Member Rights & Privileges to Vote or Run for the Board of Directors
- Firm Caps for Officers, Directors
- Automatic Director Seats

The PAG recommends amending the Bylaws in the following areas:

- Board Size, Authority, Make-Up, Length of Commitment
 - Expand the number of Director positions voted on by the membership from eight (8) to ten (10) by replacing two (2) of the automatic Director appointments with two (2) additional elected Director positions.
 - Due to restructuring, eliminate the automatic appointment of the Commercial Council President with a Director position elected by the members.
 - Due to inactivity of the Northwest Georgia Council, eliminate the automatic appointment of the Northwest Georgia Council President with a Director position elected by the members.
 - Provide the Board of Directors the authority to fill vacated positions for the remainder of the vacated term.
- Nominating Committee Composition, Authority & Director Elections
 - To avoid concern that the automatic appointments limit the opportunity for balance and diversity, the recommendation eliminates the automatic appointments of the four (4) immediate past presidents to the Nominating Committee and require no less than two (2) appointees be past presidents.

- To ensure all those appointed to the Nominating Committee are currently engaged with the Association and from a larger pool of members, allow any remaining appointees to be members serving within the past ten (10) years as an Officer, Director, or Committee Chair.
- Limit the Nominating Committee to preparing the ballot for the Director candidates.
- Reduce from two (2) to one (1) month the time required ahead of the Annual Election for appointing the Nominating Committee.
- Officer Qualifications & Elections
 - To ensure those electing the Association's highest offices are those members most engaged with the Association's current programs and initiatives, provide that the current and incoming Directors will affirm the President-Elect to rise to the Presidency and elect the following calendar year's President-Elect and Secretary-Treasurer.
 - Outline considerations of the current and incoming Directors when voting on the President-Elect.
 - Elect the Secretary-Treasurer from among those elected to serve on that year's Board of Directors.
- Housekeeping
 - As advised by legal counsel, clarify the definition of firm caps for the Officers & Directors
 - Remove the outdated and unnecessary language related to the 2017 reorganization of the MLS as a Committee of the Association.
 - Clarify the distinction between the Annual Election and Annual Meeting.
 - Correct numbering inconsistencies throughout the Bylaws due to various changes in recent years.

Rationale: To ensure continuity and succession planning for elected leadership:

- Provide more opportunities for members to vote and serve on the Board of Directors;
- Remove hindrances to the Nominating Committee appointment and ballot preparation processes;
- Shorten the multi-year time commitment for those seeking the highest office;
- Expand the pool of candidates for President-Elect and Secretary/Treasurer; and
- Provide the Board with the authority to elect the President-Elect and Secretary-Treasurer and fill vacant Director positions.

Approved/Recommended/Reaffirmed for Adoption by:

- Governance PAG (August 3, 2023)
- Bylaws Committee (August 8, 2023)
- Board of Directors (August 10, 2023)
- Legal Counsel (August 22, 2023)
- Board of Directors (August 24, 2023)
- Board of Directors (September 28, 2023)

Strikethroughs indicate deletions; underlines indicate additions.

Article XI – Officers & Directors, Section 3. Board of Directors. The governing body of the Association shall be a Board of Directors consisting of the four (4) officers and eleven (11) REALTOR® Members of the Association, elected or appointed in the following manner:

- (a) ~~Eight (8)~~ Ten (10) Directors shall be elected to serve staggered, two- (2-) year terms, including a Commercial Director, as outlined below. If needed in any given year, additional Directors will be elected to fill any vacancies as referenced in this Article XI, Section 5.
- i. For each two- (2-) year term beginning in an even numbered year, the Commercial Services Advisory Group shall provide to the Nominating Committee up to two (2) names, subject to affirmation by the Nominating Committee, to be placed on the ballot to fill the position of Commercial Director serving a two- (2-) year term.
 - ii. This Commercial Director shall be subject to the same requirements and limitations as other Directors.
 - iii. Any vacancy in the position of the Commercial Director shall be filled by the Directors as outlined in Article XI, Section 5, with the replacement Commercial Director being a qualified member of the Commercial Council.
- (b) The following three (3) one- (1-) year director positions shall be appointed with full voting privileges: the Immediate Past President of the Association, the President of the Commercial REALTORS® Council and the President of the Northwest Georgia Council, both of which are appointed or elected as established in their respective Council bylaws, which are subject to approval by the Board of Directors. There shall be an appointed Director position on the Board, with full voting privileges, for the Immediate Past President.

Section 4. Annual Election of Officers and Directors

(a) Company & Firm Caps. No more than three (3) Directors excluding all appointed Directors and excluding the Officers shall be from the same firm or company and no more than two Officers shall be from the same firm or company. The President and President-elect may not be from the same firm. Excluding the Officers, no more than three (3) Directors shall be from the same firm, partnership, corporation, or limited liability company. No more than two (2) Officers shall be from the same firm, partnership, corporation, or limited liability company. The President and President-elect may not be from the same firm, partnership, corporation, or limited liability company. The President and MLS Chair may not be from the same firm, partnership, corporation, or limited liability company. These limitations do not apply to firms, partnerships, corporations, or limited liability companies simply because they have franchises through the same franchisor.

- ~~(b) i.~~ An otherwise qualified member shall be ineligible for nomination if his election could cause four (4) or more Directors (excluding the Officers) or more than two Officer to be from the same firm or company, partnership, corporation, or limited liability company. (If a company has common ownership between offices, it is considered one company). In the event the submission of names to the Nominating Committee could cause four or more Directors (excluding the Officers) or more than two Officers to be from the same firm or company, partnership, corporation, or limited liability company, the Nominating Committee shall select the candidate or candidates most qualified in the

committee's opinion from the names submitted for nomination. In the event an Officer's or Director's transfers to a firm, partnership, corporation, or limited liability company and causes four (4) or more Directors (excluding the Officers) or more than two (2) Officers to be from the same firm or company, partnership, corporation, or limited liability company, or the President and President-Elect to be from the same firm or company, partnership, corporation, or limited liability company, the transferring Officer or Director shall continue to serve until December 31 of the election current calendar year, at which time his position shall be deemed vacant. (c) The members shall be notified of the vacant Director position due to Caps on Firm Representation, and an Officer or Director shall be elected at the annual election as outlined in this Article XII, Section 5 to complete the remaining unexpired term.

(a) ~~(b)~~ Appointment of the Nominating Committee. At least ~~two (2)~~ one (1) months before the Annual Election, the Board of Directors shall appoint a Nominating Committee comprised of seven (7) REALTOR® Members as follows:

- ~~i. Four (4)~~ i. No less than two (2) of the seven (7) of the appointments shall be the immediate four (4) Past Presidents. If any of the four (4) Past Presidents is unable to serve, Staff will contact, in chronological order, the next recent Past President(s) until a total of four (4) are reached.
- ii. The remaining ~~three (3) of the seven (7)~~ appointments shall be REALTOR® Members, who have served previously for no less than two (2) years serve currently, or served within the previous ten (10) years, as an Officers, or Directors, or committee chairmen.
- iii. The President shall appoint a chairman from among the Nominating Committee members.
- iv. By accepting appointment to the Nominating Committee, each member shall be ineligible for candidacy for the immediate election of Association Officers and the Directors.
- v. The Nominating Committee shall also serve as the Election Committee, which is responsible for the counting of the ballots and reporting the results ~~at~~ of the Annual Election Meeting.

(b) Preparation of Ballot

- i. The Nominating Committee shall invite all eligible members to apply to be considered by the Committee. Said invitation may be electronically submitted, where permitted by state law.
- ii. Upon review of all applicants, the Nominating Committee shall conduct interviews of any person whose name will appear on the ballot.

- iii. In preparing the final ballot, the Nominating Committee shall give consideration to the following:
1. ~~Any~~ All candidates shall have a minimum of two (2) years of consecutive membership in the Greater Chattanooga Association of REALTORS® prior to the date of their election.
 2. No person shall serve more than two (2) consecutive terms in an Officer or Director position.
 3. The Nominating Committee shall strive but is not required to put forth a ballot containing two (2) candidates for each open position.
 4. The Nominating Committee shall strive to put forth a ballot containing the most qualified candidate(s) for each open position.
 5. For Director positions, the Nominating Committee shall give consideration, but is not limited, to members who:
 - (a) ~~Were~~ Have been actively involved on a local, state or national Association committee or task force; or
 - (b) ~~Have Served~~ as an officer of a local council or chapter; or
 - (c) Have Participated in a local, state or national Association leadership development program.
 - ~~6. Candidates for Secretary-Treasurer shall have served no less than one (1) term as a Director or no less than one (1) year on the Budget & Finance Committee.~~
 - ~~7. Candidates for President-Elect shall have served for no less than one (1) term as a Director.~~
- (c) ~~Conduct of~~ Election of Directors.
- i. The date, time and place of the Annual ~~Meeting Election~~ shall be fixed by the Directors with notice given to all REALTOR® members at least fifteen (15) days prior to the Annual ~~Meeting Election~~. Said notice shall include the ballot of candidates. Said notice may be electronically submitted, ~~where permitted by state law~~ subject to Tennessee law.
 - ii. Election of ~~Officers and the~~ Directors shall be conducted by electronic ballot, which shall not include the option for write-in candidates or to vote by proxy. Voting shall begin no less than seven (7) days prior to the Annual ~~Meeting Election~~ and shall cease at 5:00 p.m. on the day preceding the Annual ~~Meeting Election~~.

Election. Any active REALTOR® member in good standing may also cast a ballot in the election.

- iii. The candidate receiving the highest number of votes for each position shall be declared elected.
- iv. In the event of a tie vote, the issue shall be determined by lot at the Annual Meeting Election.

(d) Special Meeting for the Election of Officers.

- i. Prior to the Annual Election of Directors, the Members shall be notified of a special meeting of the current and following year's Officers and Directors. Said notice shall invite those persons eligible to serve as President-Elect to submit in writing, no later than three (3) days following the Annual Election, their interest in serving as President-Elect for the following calendar year.
- ii. The special meeting of the Officers and Directors described above shall take place no sooner than five (5) days following the Annual Election and no later than November 1 of the current calendar year. Said meeting shall be for the purpose of:
 - 1. Approving the President-Elect to become the President for the following calendar year;
 - 2. Interviewing candidates who have submitted in writing by the required deadline their interest in serving as President-Elect for the following calendar year;
 - 3. Nominating from among the qualified candidates persons to be included on the ballot to serve as President-Elect the following calendar year; and
 - 4. Electing a Secretary-Treasurer from among those person elected to serve as a Director the following calendar year.
- iii. Election & Qualifications for President-Elect.
 - 1. No outgoing Director who is nominated, and accepts such nomination, for the office of President-Elect for the following year, shall be entitled to vote in the election of the President-Elect for the following calendar year.
 - 2. The President-Elect shall be serving or have served previously on the Board of Directors. Special consideration shall also be given to a nominee's reputation in the real estate profession and the community;

- experience and specialty designations for professionalism; extent and effectiveness of service as a Director, and any service as an Officer or committee chairman of the Association and effectiveness while serving in these positions; past leadership in state and national real estate association or their affiliates; leadership in the community; and willingness to serve.
3. No individual whose term on the Board of Directors extends into the following calendar year shall be eligible for nomination or election to the office of President-Elect; however, an outgoing Director shall be eligible for election to the office of President-Elect for the following calendar year.
 4. Election of the President-Elect for the following calendar year shall be by majority vote of such persons present and voting at the meeting of Officers and Directors described in Section (d) (i) above, a quorum of seventy percent (70%) of those eligible to vote being present. Voting shall be by secret ballot. The President shall then inform the President-Elect of his election and he shall appear before the Directors, officially accept the President-Elect position, and participate in the election of the Secretary-Treasurer for the following calendar year.
 5. In the event of failure to elect a President-Elect for the following calendar year, the steps outlined in this Section 4 (e) may be repeated as many times as necessary until a new President-Elect is elected prior to December 15 for 2023, and prior to November 15, in subsequent years, at which time this Article XI, Section 4 (d) iii (5) would be administratively amended to remove date references without further consideration of the membership.
- iv. Election of Secretary-Treasurer.
1. With the exception of the Officers, any member of the Board of Directors for the following calendar year shall be eligible for nomination and election to the office of Secretary-Treasurer for the following calendar year. No individual shall serve as Secretary-Treasurer for more than two (2) consecutive years.
 2. No Director who is nominated, and accepts such nomination, for the office of Secretary-Treasurer for the following calendar year, shall be entitled to vote in the election of the Secretary-Treasurer for the following calendar year.
 3. Election of the Secretary-Treasurer for the following calendar year shall be by majority vote of such persons present and voting in such meeting.

a quorum of seventy percent (70%) of those eligible to vote being present. Voting shall be by secret ballot.

Section 5. Vacancies. Vacancies among the Officers and ~~the Board of~~ Directors shall be filled by a simple majority vote of the ~~Board of~~ Directors. The person so elected shall serve the remainder of the term of the vacated seat until the next Annual Election by the REALTOR® members.

ARTICLE XIII – COMMITTEES

Section 7. Executive Committee. The Association shall have an Executive Committee. The officers of the Association and the Immediate Past President shall be the members of the Executive Committee. The Executive Committee shall have all of the powers and authority to take actions that could be taken by of the Board of Directors, such authority to be exercised between meetings of the Board of Directors, consistent at all times with the limitations imposed by the Board of Directors, the Bylaws of the Corporation and the laws of the State of Tennessee; provided, however, that the Executive Committee may not (1) authorize distributions; (2) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Association’s assets; (3) elect, appoint or remove Directors or fill vacancies on the Board of Directors or on any of its committees; or (4) adopt, amend or repeal the Charter or Bylaws. The committee shall report any action taken to the meeting of the Board of Directors next following the taking of such action, unless the Board of Directors otherwise requires. So far as applicable, the provisions of law relating to the conduct of meetings of the board shall govern meetings of the Executive Committee.

ARTICLE XVIII – MULTIPLE LISTING

Section 2. Election and Appointment. The members of the MLS Committee will be elected or appointed as follows: The President-Elect of the Association shall appoint annually a Participant as Vice Chairman of the MLS Committee, who shall serve as Chairman of the MLS Committee the following year. The Vice Chairman shall have served on the MLS Committee for at least one (1) year prior to his ~~or her~~ appointment as Vice Chairman. The Chairman and the Vice Chairman shall be from different firms, partnerships, corporations, or limited liability companies. Neither the Chairman nor the Vice Chairman of the Committee can simultaneously serve as an officer of the Association. The Chairman of the MLS Committee and the President of the Association must be from different firms, partnerships, corporations, or limited liability companies. In the event that a transfer results in the Chairman of the MLS Committee and the President of the Association being from the same firm, partnership, ~~or corporation,~~ or limited liability company, the MLS Committee Chairman shall resign. ~~For the first year of operation, the current Vice Chairman of Multiple Listing Service of Chattanooga, Inc. shall serve as Chairman of the MLS Committee and the President-Elect of the Association will appoint a Participant to serve as the Vice Chairman of the MLS Committee.~~ The other nine (9) members of the MLS Committee ~~will~~ shall be elected by the Participants (as hereinafter defined) to serve staggered two- (2-) year terms. Two (2) of these nine (9) must be Subscribers (as hereinafter defined), and seven (7) of the nine (9) must be Participants. ~~For calendar year 2016 the seven Participants and two of the Subscribers currently serving on the Board of Directors of Multiple Listing Service of~~

~~Chattanooga, Inc. shall be selected by the Board of Directors of the Association to serve. Four of the Participants for the first year will serve a two year term and three will serve a one-year term, and one of the Subscribers will serve a two-year term and the other shall serve a one-year term, as determined by the Board of Directors. For subsequent years, as each elected member's term expires, his or her successor shall be elected for a two year term.~~ The MLS Committee may appoint a nominating committee to identify nominees and submit the slate of nominees to the Participants for election. No more than (3) members of the MLS Committee ~~can~~ shall be from the same firm, partnership, corporation, or limited liability company.