

## **Article XI – Elected Officers and Directors**

The Board of Directors shall be the governing body and shall have control of all the affairs of the Association and shall authorize all expenditures of funds. The Board of Directors shall approve, upon recommendation of the Finance Committee, a budget for the next fiscal year reflecting projected costs and expenses of the Association and indicating projected income from all sources. With a majority vote the Board of Directors shall have the right to make an audit of all books and accounts at any time without notice.

Duties of those serving on the Board of Directors:

1. Support the mission statement and the strategic plan.
2. Support all decisions of the Board of Directors
3. Read and understand the financial statements and otherwise assist the Board in fulfilling its fiduciary responsibility.
4. Attend Board meetings and actively participate in decision-making.
5. Share your area of expertise with the Board and Staff.
6. Be an advocate for the organization; promote it in ways appropriate to your profession and contacts.
7. Fulfill the duties of care, obedience, and loyalty to the organization.
8. Participate in regular assessments to improve Board performance.
9. Participate in strategic planning activities.
10. Prioritize and monitor programs and services.
11. Support the CEO to accomplish the mission.
12. Serve on at least one committee or task force each year.
13. Work to develop new leadership and recommend potential Board members to the Leadership Development Academy
14. Avoid even the appearance of conflict of interest.
15. Participate in the organization's conferences and meetings.

### **Officers and Directors**

- a. The governing body of the Association shall be a Board of Directors consisting of five (5) Officers, and eleven (11) Directors.
- b. Officers shall serve for a one-year term. No Officer shall serve in the same position for more than two (2) consecutive terms whether full or partial. Officers shall take office upon the effective date of their offices and shall continue until their successors are installed.
- c. Directors shall serve for two-year staggered terms. No Director shall serve in the same position for more than two consecutive terms whether full or partial. Directors shall take office upon the effective date of their offices and shall continue until their successors are installed.
- d. In no event shall more than two (2) members of the Board be from the same company. See Procedure in General Policies.
- e. In no event, shall any Officer or Director of the Association, serve as an Officer, Director, or Trustee in any of the following corporations:

Royal Palm Coast REALTOR® Realtors® Care  
Foundation of SWFL, Inc. Royal Palm Coast  
REALTOR® Association Crisis Foundation, Inc.  
SWFL Commercial Alliance, Inc.

Each member of the Board has a fiduciary relationship with the members of the Association. This fiduciary relationship imposes obligations of trust and confidence in favor of the Association and its members. It requires the Board to act in good faith and in a manner he or she believes to be in the best interests of the members of the Association. It means the Board must exercise the care and diligence of an ordinarily prudent person when acting for the Association, and it requires each Board member to act within the scope of their authority.

Both Directors and Officers of the Association must devote enough time and effort to the performance of their duties to ensure that they are reasonably and faithfully carried out on behalf of the Association. The fact that the Association is a corporation not for profit, or that the members of the Board are volunteers and unpaid, does not relieve Board members from the standards of trust and responsibility that the fiduciary relationship requires. When confronted with an issue involving special expertise such as a question of law, building or construction matters, insurance or accounting questions, or other similar issues, the law also contemplates that Board members will seek the appropriate advice of a professional considered competent in the field and rely upon that advice provided.

### **Section 1. Nominating Committee**

A Nominating Committee of nine (9) Realtor® members, including the Chair, shall nominate a slate of Officers to serve one (1) year terms and Directors to serve two (2) year terms in accordance with these Bylaws. The Nominating Committee shall be comprised of three (3) Past Presidents as determined by odd or even years, three (3) committee chairs as selected by the current President and three (3) Realtor® members as selected by the current Board. By way of example, if the Nominating Committee is considering candidates for the 2024 year, the Past Presidents shall all have served during odd numbered years, 2019, 2021, 2023. The entire Nominating Committee shall be ratified by a majority vote of the Board of Directors. No potential candidate may be a member of the Nominating Committee. In no event shall more than two (2) members of the Nominating Committee be from the same company

- a. Candidates shall only be considered for one (1) position and may not run for more than one (1) position.
- b. The Nominating Committee shall select at least one (1) candidate for each open Officer and Director position.
- c. Candidate interviews shall be held, and a final slate shall be presented to the Board of Directors for approval.
- d. A list of the candidates proposed by the Nominating Committee and approved by the Board shall be forwarded to the membership setting forth the time, place and other pertinent information regarding the voting and Annual Meeting.
- e. A candidate that has been proposed by the Nominating Committee and approved by the Board, is not eligible to run for a different position.
- f. The Nominating Committee and Board shall not change the position a candidate

applied for without express consent of the candidate.

The election of the Officers and Directors shall take place before the Annual Meeting. The election will begin at least seven (7) calendar days prior to the Annual Meeting and end by 3pm EST the day before the Annual Meeting. Winner(s) will be determined by a majority vote. Voting may be by electronic means, on a website, or all methods of voting, allowed by the Bylaws and the State of Florida, and designated by the Board.

Any candidate not slated by the Nominating Committee may appeal the decision to the Board of Directors within five (5) calendar days of notification. The Board shall consider the appeal at the next regularly scheduled Board meeting. If, after consideration, the Board does not place the candidate on the ballot the candidate may be placed on the ballot by submitting a petition containing the signatures of at least five percent (5%) of the members within fourteen (14) calendar days of the Board meeting at which the appeal was considered. The five percent (5%) shall be calculated based upon the number of members of record on the day of the Board's decision.

The President, with the approval of the Board of Directors, shall appoint an election task force of five REALTOR® members who are not on the ballot and were not on the Nominating committee, or Board, to oversee the election.

Candidates shall be notified by members of the election task force, or other designated person(s) after the election is closed and before the election results are made public. The numeric results of the election will not be published but can be reviewed. See General Policy for further details.

## **Section 2. Officers**

The five (5) Officers of the Association shall be a President, a President- Elect, a Secretary, a Treasurer, and an Immediate Past President. The Secretary and Treasurer may be the same person. The President-Elect shall automatically become President for the ensuing year.

During their terms, each Officer shall also serve as the President, President-Elect, Treasurer, Secretary, and Immediate Past President of the Florida Gulf Coast Multiple Listing Service.

## **Section 3. Duties and Qualifications 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. Any Realtor® member who meets the qualifications described below for each office, has paid all dues, fees, fines, and assessments and is otherwise in good standing may seek election as an Officer. It shall be the particular duty of the CEO to keep the records of the Board and to carry on all necessary correspondence with the *NATIONAL ASSOCIATION OF REALTORS®* and the Florida Realtors®.

The duties and responsibilities of all Officers shall be:

- a. Support the policies and programs adopted by the Board of Directors
- b. Promote active participation on the part of the membership.
- c. Represent this Association at REALTOR® functions, meetings, and programs.

All mandatory qualifications must be completed prior to the time the eligible candidate takes office.

**President.** The responsibilities of the President are:

The President is the chief presiding Officer of the Association and presides at its meetings and those of the Board of Directors. The President is the sole spokesperson for the Association and has primary responsibility for maintaining cooperative relationships with other organizations, and regulatory and legislative bodies. The President with the President-Elect work with their immediate successor to set coordinated goals and objectives, both short-term and long-term that will be carried forward. Except as otherwise provided in the Bylaws, the President is responsible for calling and conducting meetings of the Board, and membership, as well as establishing the agendas. The President is supported by a CEO who is responsible for day-to-day administrative and operations, so it is expected that the President will not be involved in administrative, and operations matters. The President shall:

- a. Support and direct implementation of policies and programs adopted by the Board of Directors
- b. Communicate to the Board the progress in achieving the goals and objectives of the Organization.
- c. Appoint committee chairs and participate in the selection of committee members in accordance with the Bylaws.
- d. Approve and evaluate CEO's goals and objectives and, in conjunction with the President-Elect.
- e. Serve in ex-officio capacity for all committees.

**President Elect:** The responsibilities of the President-Elect are:

The greatest responsibility of the President-Elect is to prepare to become the President. For this reason, the President-Elect is expected to attend meetings with the President. The President-Elect performs the duties of the presidency in the President's absence or when the President is unable to serve. The President Elect shall:

- a. Assume the duties of the President in the event of his or her absence or disability.
- b. Attend all meetings of the Association Board, as well as national and state planning conferences.
- c. Assume responsibilities delegated or assigned by the President.
- d. Participate in Strategic Plan Implementation and oversight.
- e. Responsible for Leadership Development Academy.
- f. Participating in training opportunities including attending the National Association of REALTORS® Annual Conferences, Florida Realtors® Conferences, GARD in Tallahassee and the District Event.
- g. Sits on Florida Realtors® Board of Directors

- h. Sits on the RPCRA Finance Committee
- i. Assist the President in evaluating and reviewing the goals and objectives of the CEO.

**Mandatory Qualifications:**

To qualify as President Elect:

- a. Shall be a current member of the Association.
- b. Shall have served on the Board at the Association as a Director for at least one (1) year.

**Treasurer:** The responsibilities of the Treasurer are:

The Treasurer presents the Association's financial statements to the Board of Directors. To do that, the Treasurer must become familiar with the financial position of the Association and should help prepare the Association's annual budget. The Treasurer is chair of the Association's Finance Committee, which reviews the budget and financial conditions. The Treasurer shall:

- a. Serve as Chair of the Finance Committee and oversee the financial health and budget of the Association.
- b. Attend all meetings of the Association Board
- c. May serve as a member of Investment & Reserves Committee.
- d. Lead the annual budget process and present annual budget to the Finance Committee and Board of Directors for approval.
- e. Present the Association's financial statements to the Board of Directors.
- f. Become familiar with the financial position of the Association.
- g. Confirms that an annual audit is made by a certified accounting firm and may be called on to sign certain legal and banking documents as needed.
- h. Participating in training opportunities including attending the Florida Realtors® Conferences, GARD in Tallahassee and the District Event.
- i. Sits on Florida Realtors® Board of Directors

**Mandatory Qualifications:**

To qualify as Treasurer, the candidate:

- a. Shall be a current REALTOR® member of the Association.
- b. Shall have served on the Board of the Association as a Director for at least one (1) year.
- c. Must serve on the Finance Committee the year immediately before taking office.

**Secretary:** the responsibilities of the Secretary are:

The Secretary of the Association is responsible for taking the minutes of all Board of Directors meetings. The Secretary is sometimes called on to sign certain legal documents. The Secretary should maintain a visible position and attend as many Association functions as possible. The Secretary shall:

- a. Be responsible for the minutes and attend all Association Board meetings of the
- b. May be required to sign certain legal documents.
- c. Participate in training opportunities including attending the Florida Realtors® Conferences, GARD in Tallahassee and the District Event.
- d. Sit on the Florida Realtors® Board of Directors.
- e. Sit on the Association Finance Committee

**Mandatory Qualifications:**

To qualify as Secretary, the candidate:

- a. Shall be a current REALTOR® member of the Association.
- b. Shall have served on the Board of the Association as a Director at least one (1) year.

**Immediate Past President:**

The responsibilities of the Immediate Past President are:

The President will automatically become Immediate Past President for the following year. The Immediate Past President continues to support the current Board by ensuring information and responsibilities are transition smoothly to the new President and President Elect. The Immediate Past President shall:

- a. Attend all Association Board meetings.
- b. Assume all responsibilities delegated or assigned by the President.
- c. In the event of the absence of the President and President-Elect, the Immediate Past President will perform the duties of the President.
- d. Serves as chair of the Bylaws Committee.
- e. Serve as chair of the Nominating Committee.

**Section 4: Duties and Qualifications of Directors**

Members of the Board of Directors are expected to represent the entire membership. When evaluating a position on the Board, remember that the Board of Directors is responsible to all members and must place the welfare of the total Association ahead of geographic, factional, or personal consideration.

Each Director must express their viewpoints and share their opinions. Constructive criticism can be important to the Association's growth and development. Directors should consider the needs and feelings of each other and face the issues and facts. More importance is attached to their remarks made on and off, the record.

Directors should remember that discretion protects credibility and discourages rumors, gossip, and criticism. Directors must be familiar with antitrust laws, professional standards, and Association Bylaws. All Directors are obligated to support and carry out the decisions and directions of the Board.

Additionally, Directors must be active members. Their attendance at Association functions facilitates a steady flow of communication with membership. Directors are expected to come to each meeting prepared by having read and examined the packet distributed in advance and are encouraged to ask questions or request additional information prior to a Board meeting. Be conscious of this and try to keep the meetings moving.

**Mandatory Qualifications:**

To qualify as a Director the candidate:

- a. Any Realtor® member who has paid all dues, fees, fines, and assessments and is otherwise in good standing may seek election as a member of the Board of Directors.

## **Section 5. Vacancies**

In the event of a vacancy in any Officer or Director position, the President shall have the authority to assign the duties of the vacant office temporarily to other Officers until the vacancy has been filled by the following procedures. Assignment of duties to an Officer position (except the President Elect position) must be either a member of the current Board of Directors or a member of a past Board of Directors and have served at least one year as an Officer or Director.

The Nominating Committee shall within 30 days of vacancy make recommendations to the Board of all qualified and interested candidates for the vacant position and provide a candidate application/information packet of all qualified candidates to the Board for review. The Board may request candidates to interview with the entire Board.

The Board shall then by majority vote, within 15 days of receiving candidates' packages or interview (whichever is later), on who will be appointed to occupy the open positions for the unexpired term.

### **Vacant President position**

If the office of the President should become vacant during the term of office, the President-Elect shall fill the vacancy and complete the unexpired term. A President-Elect who fills a vacancy in the office of President shall automatically become President for a full term upon completion of the unexpired term. If the President-Elect will not or is unable to fill the vacancy, the President office will automatically be appointed to the Treasurer. If the Treasurer will not or is unable to fill the vacancy, the President office will automatically be appointed by the Board of Directors to a Past President having served within the past 3 years until the Board of Directors ratifies a permanent replacement to fulfill the unexpired term.

### **Vacant President-Elect position**

If the office of President-Elect becomes vacant, the President has the authority & will assign the duties of the President Elect to another Officer of the Association to perform the duties of this position until the Board ratifies a permanent replacement to fulfill the unexpired term.

In the event any member of the Board is no longer a member of, or is no longer eligible for, membership in the Association from the class of membership from which such Officer or Director has been elected or appointed, or the Director or Officer changes his/her business affiliation or Association or otherwise materially alters the condition under which he or she was elected as Officer or Director, the person will have 30 days from the time the change happens in order to clear up the issue before the Board begins to fill the vacancy.

All appointments will conform to the requirements of Article XI.

## **Section 6. Removal of Officers and Directors**

In the event that the Board of Directors deems, in its sole and exclusive discretion, an Officer or Director is 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 of the membership shall be noticed to all voting members at least ten (10) days prior to the meeting and shall be conducted by the President unless the President 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.

## **Section 7. Chief Executive Officer**

There shall be a CEO, appointed by the Board of Directors, who shall be the chief administrative officer of the Association. The CEO reports directly to the President and 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. CEO provides overall guidance on all Association matters for maintaining continuity of ongoing programs and initiating new programs as required.

## **Section 8. Defense and Indemnification of Officers and Directors**

In the event of suits or claims in which one or more current or past Officers or Directors or employees of the Association are named as a result of their status as such or decisions or actions taken in good faith and reasonably understood to be within the scope of their authority or employment during their term as such, the Association shall, directly or through insurance secured for the benefit of such Officers and Directors and employees, secure counsel to act on behalf of and provide a defense for such Officers, Directors and employees; pay reasonable defense expenses incurred in advance of final disposition of such case; and indemnify such Officers, Directors and employees with respect to any liability assessed or incurred as a result of any such claim, suit or action. The above stated defense and indemnification of Officers, Directors and employees shall extend to those individuals when serving at the request of the Association as a Director, Officer, or employee of another entity.



## **Section 9. Harassment**

Any member of the Association may be reprimanded, placed on probation, suspended, or expelled for harassment of an Association employee, Officer or Director after an investigation in accordance with the procedures of the Association. As used in this section, harassment means, but not limited to any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, action including strikes, shoves, kicks or other similar physical contacts, violations of NAR Code of Ethics Article 10-5, or threats to do the same, or any other conduct with the purpose or effect or unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision regarding the appropriate disciplinary action to be taken shall be made by an investigatory team comprised of the President, President-Elect, Treasurer, and Secretary and one member of the Board selected by the highest- ranking Officer not named in the complaint, upon consultation with Association legal counsel. Disciplinary action may consist of any sanction authorized in the NAR Code of Ethics and Arbitration Manual. If the complaint involves the President, President-Elect, Treasurer, or Secretary, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board selected by the highest- ranking Officer not named in the complaint.

## **Section 10. Whistleblower**

Any member of Association may be reprimanded, placed on probation, suspended, or expelled for retaliation against an Association employee, Officer or Director for the reporting of any violations in on the part of members, vendors, coworkers, or any other Association contact after a hearing in accordance with the procedures established by the Association. Disciplinary action may consist of any sanction authorized in the NAR Code of Ethics and Arbitration Manual. The decision on the appropriate disciplinary action to be taken shall be made by an investigatory team comprised of the President, President- Elect, and/or Secretary and one member of the Board selected by the highest- ranking Officer not named in the complaint, upon consultation with the Association legal counsel. If the complaint involves the President, President-Elect, or Secretary, they may not participate in the proceedings and shall be replaced by the immediate Past president or, alternatively, by another member of the Board selected by the highest- ranking Officer not named in the complaint.