

THE FOLLOWING SECTIONS 1 THROUGH 9 ARE FROM ARTICLE XI OF THE NEFAR BYLAWS

**ARTICLE XI
OFFICERS AND DIRECTORS**

SECTION 1. OFFICERS The elective Officers of the Association shall be a President, a President-Elect, a Secretary, and a Treasurer. The President-Elect shall automatically become President for the ensuing year. The remaining officers shall be elected by the REALTOR® Members electronically, and the results announced at the Annual Meeting in September or October. The Officers shall have such duties as described by these Bylaws, the Association's Policy and Procedures Manual, and such other duties as may be assigned to them by the Board of Directors, and by the President. Officers and Directors shall take office upon installation after the date of their election and shall continue until their successors are elected and installed. Officers shall be elected for terms of one year, except the President Elect who shall be elected for a three-year term, being one year as President Elect, one year as President and one year as immediate past President. The Board of Directors shall have the authority to employ a Chief Executive Officer.

SECTION 2. BOARD OF DIRECTORS The governing body of the Association shall be a Board of Directors consisting of a total of not less than twelve Directors, the President, President-Elect, Secretary, Treasurer, the current Northeast Florida Multiple Listing Service President, the immediate Past President of the Association, and any current directors with unexpired terms, and additional new directors as needed to meet the total number of directors for the year based on the following formula:

the number of directors shall be equal to one director for every five hundred REALTOR® Members or portion thereof as of December 31 of the previous year. *(For example, if there are 10,005 REALTOR® 1members as of December 31 of the previous year, there shall be 21 total directors)*

The President, President Elect, Secretary, Treasurer, the current NEFMLS President, the immediate Past President of NEFAR and any current directors with unexpired terms, and additional newly elected directors shall be included in the total number of Directors. In addition, the Chief Executive Officer of the Association and Chief Executive Officer of the Northeast Florida Multiple Listing Service, Inc. shall serve as ex-officio, non-voting members of the Board of Directors.

Installation of Officers and Directors shall be in January of each year.

SECTION 3. ELECTION OF OFFICERS AND DIRECTOR

- (a) Each year, a Nominating Committee consisting of at least fifteen REALTOR® Members shall be appointed by the President with the approval of the Board of Directors with representation based on geographic diversity as follows: i.) eight members consisting of two who reside in one of the following counties: Duval County, Clay County, Putnam County, and St Johns County; and ii.) two members who have served either as a past president of NEFMLS or have served for at least two years on one of the following NEFMLS Committees, the MARC, Forms, Technology, Policy, Education & Marketing Committee, or NEFMLS Board of Directors within the past five years; iii) and the remaining members appointed by the President; iv) The number of members of the Nominating Committee from any one firm shall not exceed 25% of the total number of Nominating Committee members.

Notwithstanding the above, to serve on the Nominating Committee a member must have completed at least one of the following:

- (1) served as a chair/vice chair of a NEFAR committee/task force within the past five years, **or**
(2) served as a chair or vice chair of a NEFAR Council (e.g., St. Johns, Ponte Vedra, Beaches, Mandarin, Southwest, Putnam, Historic, Northside, Global or Commercial Alliance), **or**

- (3) served as President of NEFAR and remains involved in Association activities, **or**
- (4) served as President of NEFMLS and remains involved in Association activities, **or**
- (5) served at least two years on one of the following NEFMLS Committees: MARC, Forms, Technology, Policy, Education & Marketing Committee, or NEFMLS Board of Directors within the past five years.

The President may suggest the appointment of up to two additional REALTORS® as Nominating Committee Members who may not meet these qualification guidelines if the President provides the rationale to the Board of Directors on why any additional member(s) is being recommended to serve on the Nominating Committee. The Board of Directors shall vote whether or not to allow any such additional REALTORS® as Nominating Committee member(s).

While serving on the Nominating Committee, Nominating Committee members may not run for an Officer or Director position of the Association or NEFMLS and no current director of either the Association or NEFMLS shall serve on the Nominating Committee except the immediate Past Association President, who shall serve as chair of the Nominating Committee. Immediately following their appointment by the President and approval by the Board of Directors, the most immediate Past Association President able and willing to serve shall serve as the Chair of the Nominating Committee.

No Member shall serve for more than two consecutive years on the Nominating Committee.

The Nominating Committee shall first hold in person or by electronic means such as Zoom, Starleaf, etc., a separate mandatory organizational meeting in advance of the first interview day of candidates to assure all Nominating Committee members understand their duty to evaluate and recommend any changes to the campaign guidelines and/or rules contained in NEFAR's Policy and Procedures Manual, committee responsibilities, the interviewing processes, questions to be asked, and to address the process that will be used to make their final decisions on the slate of Officers and Directors for NEFAR, NEFMLS and NAR, if applicable. The Committee interview process shall be held over one or more days. Candidate interviews may be held by electronic means such as Zoom, Starleaf, etc. at the request of the Nominating Committee or candidate. Candidate interviews may be recorded and made available to Members at their request prior to the election.

The Committee shall meet upon the call of the Chair. Only those members of the Nominating Committee who attended all of the Nominating Committee meetings in their entirety, shall be allowed to conduct the business of the Nominating Committee. The report of the Nominating Committee shall be sent to each REALTOR® Member at least thirty days before the date of the election. Candidates other than those nominated by the Nominating Committee may be nominated if they completed the Nominating Committee interview process and said candidate's names are presented in writing to the Nominating Committee thirty days before the date of the election, accompanied by the signatures of one hundred REALTOR® Members in good standing recommending the candidate(s) for a particular office, with no more than twenty-five percent of the signatures being from one firm.

The report of the Nominating Committee shall also include the nomination of the Directors to serve on the Board of Directors of the Northeast Florida Multiple Listing Service, Inc. in accordance with Article XIX of these Bylaws and in accordance with the Bylaws of Northeast Florida Multiple Listing Service, Inc.

- (b) The election of Officers and Directors shall take place on the date specified by the Board of Directors in September or October of each year, by electronic ballot, and the results will be announced at the Annual Meeting.
- (c) The President, with the approval of the Board of Directors, may appoint an Election Committee of six REALTOR® Members to conduct the election. In case of a tie vote, the winning candidate shall be determined by lot, the drawing for which shall be conducted by the Election Committee.

SECTION 4. TERM OF DIRECTORS

The term of Directors shall be two years, with the exception of the current Northeast Florida Multiple Listing Service, Inc. President who shall serve for a term of one year.

(a) No Director shall serve for more than three consecutive two-year terms. However, any NEFAR elected Officer may continue to serve and move up in the Association's Officer positions even if their term on the Board of Directors exceeds six years (the equivalent of three consecutive terms). If a candidate has served three consecutive terms on the Board of Directors and then gets elected in an Officer position as Secretary, Treasurer, or President Elect) for the following year, they will serve on the Board of Directors for an additional one-year term, except for the President Elect who shall serve an additional three-year term as defined in Article XI Section 1.

(b) The number of Directors from any one firm shall not exceed 25% of the total number of Directors. However, if the NEFMLS President (who serves on the Board of Directors for a one-year term) is also from that firm, that member is not included for purposes of determining the number of members allowed from that firm.

(c) Every potential candidate desiring to run for a NEFAR Officer position shall provide written authorization for NEFAR's CEO and/or General Counsel to obtain the potential candidate's current criminal background report and every potential candidate shall provide NEFAR's CEO with a three-bureau credit report dated between July 1 and August 31 of the current year. Both reports must be received by NEFAR's CEO prior to being interviewed by the Nominating Committee. Failure to provide this written authorization for the criminal background report and the three-bureau credit report will disqualify the potential candidate for an interview and from holding an office. **Additional information and requirements concerning these reports, and the Election and Campaign guidelines and requirements, are found in this Northeast Florida Association of REALTOR's® Policy and Procedures Manual.**

SECTION 5. DIRECTOR COMPENSATION

No Director shall be compensated for serving as a Director.

SECTION 6. DUTIES OF OFFICERS AND DIRECTORS

The duties of the Officers and Directors shall be the following, in addition to those as may be assigned to them by the Board of Directors, the President, and as outlined in the Association Bylaws, and Policy and Procedures Manual.

(a) The President shall be the chief elected officer of the Association and shall preside at members' meetings and at the meetings of the Board of Directors and shall perform all duties of President subject to the declared policies of the Board of Directors.

(b) The President-Elect shall in the absence of the President, perform all the duties and functions of the President. The President-Elect shall automatically become President for the ensuing year.

(c) The Secretary shall keep minutes of all meetings of the Board of Directors and of the members, give notice of all meetings, and maintain custody of the corporate records, except financial records to be maintained by the Treasurer, and shall have charge of the corporate seal and affix it to all documents properly requiring such seal. The Secretary shall carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the FLORIDA REALTORS®.

(d) The Treasurer shall be the custodian of the funds of the Association and shall keep an accurate record of all receipts and disbursements. The Treasurer shall provide such periodic statements of all accounts and financial affairs of the corporation as are required by the President or the Board of Directors.

(e) The Board of Directors shall be entitled to employ such executive, accounting, and legal personnel, as it deems necessary to care for and maintain the properties of the Association and otherwise conduct the administrative business of the Association. The Board of Directors shall have the right to make an audit of all books and accounts at any time without notice. The Board of Directors shall have the power from time to time to adopt and amend such Policies and Procedures not in conflict with these Bylaws, as the Board deems appropriate.

(f) The staff of the Association shall be one Association Executive known as the Chief Executive Officer selected by the Board of Directors and such other staff positions as determined by the Board of Directors with the advice of the Chief Executive Officer. The Chief Executive Officer shall have full authority to hire, compensate and terminate office personnel (staff) within the framework of the approved budget of the Association.

SECTION 7. VACANCIES

(a) Vacancies among the Officers (except President and President-Elect) and the Board of Directors shall be filled by a person appointed by the Association President and approved by the Association Board of Directors within thirty days of said vacancy.

(b) Upon the vacancy of the office of President, the President-Elect shall fill the vacancy as interim President until the Nominating Committee's recommendation of the new President is approved by the Board of Directors and the general membership.

(c) Upon the vacancy of the office of President-Elect, the Nominating Committee shall nominate a new President-Elect (who shall automatically become President in the ensuing year) upon approval of the Board of Directors and the general membership.

SECTION 8. QUALIFYING REQUIREMENTS FOR OFFICERS AND DIRECTORS

To qualify as an Officer or Director of NEFAR or as a Director of NEFMLS, the potential candidate must meet the eligibility guidelines as stated in these Bylaws, the NEFAR Policy and Procedures Manual, and when applicable the NEFMLS Bylaws and Rules.

Eligibility Guidelines for a NEFAR Officer Position:

To qualify to run for a NEFAR Officer position, a potential candidate must currently be a REALTOR® Member of the Association in good standing and must have served on NEFAR's Board of Directors at any time in the last five years counting back from the current year. *(For example, if applying in 2021, then five years back would be 2017)*

Eligibility Guidelines for a NEFAR Director Position:

To qualify to run for a NEFAR Director position, a potential candidate must currently be a REALTOR® Member of the Association in good standing and must have completed at least one of the following:

- (a) served as a standing committee or taskforce chair or vice chair of one of NEFAR's standing committees or taskforces. (There are currently five standing committees, being Budget & Finance, Legislative, Nominating, Professional Standards, and Grievance) **or**
- (b) served as chair of one of NEFAR's Councils (either geographic area councils or committee councils such as Global, Commercial, etc.) **or**
- (c) graduated from the Leadership Academy of either Northeast Florida Association of REALTORS®, or FLORIDA REALTORS® or NATIONAL ASSOCIATION OF REALTORS® **or**
- (d) have been a past NEFAR or NEFMLS Officer or Director **or**
- (e) have been a committee or taskforce chair or vice chair of a standing committee or officer of another REALTOR® Association within the last seven years and have also been a current Member of the Association in good standing for at least three years.

Eligibility Guidelines for an NEFMLS Director Position:

To qualify to run for a NEFMLS Director position, a potential candidate must currently be a REALTOR® Member of the Association in good standing and must have completed at least one of the following:

- (a) served one of NEFMLS's five Committees: Marc, NEFMLS Forms, NEFMLS Technology, NEFMLS Policy, NEFMLS Education & Marketing for at least two years, **or**
- (b) completed the CMLXv (Volunteers), **or**
- (c) completion of realMLS Technology Academy Designation (Currently under development), **or**
- (d) graduated from the Leadership Academy, NEFAR's, FR's, or NAR's **or**
- (e) served as a NEFAR Director or Officer in the last five years
- (f) served as a chair of a NEFAR committee or council

Eligibility Guidelines for NEFAR's NAR Large Association Director Position:

To qualify to run for a NEFAR NAR Large Association Director position, a potential candidate must currently be a REALTOR® Member of the Association, FLORIDA REALTORS®, and the NATIONAL ASSOCIATION OF REALTORS® in good standing and must apply and be interviewed by the Nominating Committee. Qualification guidelines to be interviewed for this position includes all, of the following:

- (a) Currently serving or have served as a FLORIDA REALTORS® Director in the last two years, **and**
- (b) Currently serving or have served on a FLORIDA REALTORS® committee in the last two years, **and**
- (c) Have attended at least two of the FLORIDA REALTORS® meetings in the last two years, **and**
- (d) Have attended at least two of the last three NATIONAL ASSOCIATION OF REALTORS® meetings (FR requirement to get reimbursed), **and**
- (e) Currently serving or have served as a NEFAR Director

The NAR Large Association Director's term of office shall be three years. Should no Member apply, the President shall serve for a one-year term as a NAR Large Association Director. If the President does not wish to fill this NAR Large Association Director position, the Board of Directors will elect the NAR Large Association Director for a one-year term.

SECTION 9. REMOVAL OF OFFICERS/DIRECTORS.

If an Officer or Director is deemed by the Board of Directors to be incapable of fulfilling or disqualified from 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: In addition, a Director shall automatically be removed for missing three meetings without an excused absence stated in Article XII, Section 2 of these bylaws.

(a) A petition containing the wet or electronic signatures of not less than one hundred REALTORS® eligible to vote or a simple majority of all Directors requesting the removal of an Officer or Director shall be filed with the President, or if the President is the subject of the statement, 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 said petition and not less than fourteen days or more than twenty-eight days thereafter, a special meeting of the Board of Directors shall be held with the sole business of the meeting being to consider the charge against the Officer or Director. The Officer or Director whose ability to serve is in question will be notified of the charges prior to the meeting and will be invited to the meeting to respond to the reasons for dismissal from service and to answer questions about specific charges. After the Director or Officer's responses have been heard, the Director or Officer shall be excused from the meeting and the remaining Directors shall render a decision on the request for removal.

(c) The special meeting shall be noticed to all Directors, including the Officer or Director whose ability to serve is in question, at least ten days prior to the meeting, and shall be conducted by the President 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.

Provided a quorum is present, a two-thirds vote of Directors present (excluding the Officer or Director in question) shall be required for removal from office. The Officer or Director in question shall have the right to have counsel present during the meeting until a call for the vote is issued. If the Officer or Director in question waives the right to attend the meeting or to have counsel present at the meeting, the meeting may proceed, and a vote of the Directors may be taken. In all circumstances, the vote of the Directors is final.

ENDS SECTIONS 1 THROUGH SECTION 9 OF ARTICLE XI OF NEFAR BYLAWS

OFFICER'S AND DIRECTOR'S DUTIES PER POLICY MANUAL

PRESIDENT'S DUTIES

The President shall be the chief elected officer of the Association and shall preside at members' meetings and at the meetings of the Board of Directors and shall perform all duties of President subject to the declared policies of the Board of Directors.

- a. Shall serve as the chief elected officer and chair of the Board of Directors and provide leadership and direction for NEFAR in accordance with the Association's strategic plan, its Bylaws, policies and procedures, and Florida corporate law.
- b. Shall promote and encourage new ideas and new leadership.
- c. Shall be accountable to the NEFAR Board of Directors.
- d. Shall maintain liaison with the FR and NAR Directors within the NEFAR jurisdiction.
- e. Shall be responsible for upholding the Bylaws and Policies of NEFAR
- f. Shall serve as an ex-officio member to all NEFAR Committees, Task Forces, and Councils.
- g. Shall appoint Committees, Task Forces, and Councils, as needed subject to approval by the Association's Board of Directors.
- h. Shall confer with the Chief Executive Officer of NEFAR in all matters pertaining to Association operations.
- i. Shall encourage input from the Chief Executive Officer and staff of NEFAR.
- j. Shall serve as an official spokesperson for NEFAR.
- k. Shall preside at the NEFAR general meetings, annual meeting, and meetings of the NEFAR Board of Directors.
- l. Shall represent NEFAR at all NAR meetings.
- m. Shall attend the following NAR and FR meetings, if applicable:
 1. FR Midwinter meeting
 2. NAR Midwinter meeting
 3. FR Annual Convention
 4. NAR Annual Convention
 5. District One Conference, if applicable
- n. Shall, after attending the above-mentioned meetings, provide a report to the NEFAR Board of Directors.
- o. Shall give an executive briefing to the President-elect of NEFAR at year's end.
- n. Shall conduct oneself, at all times, in a manner, which exemplifies the letter and the spirit of the Code of Ethics of NAR.

The President-elect shall in the absence of the President, perform all the duties and functions of the President. The president-elect shall automatically become President for the ensuing year.

PRESIDENT-ELECT'S DUTIES

- a. Shall prepare to serve as the President/Chair of the Board of Directors of and prepare to provide leadership and direction for NEFAR.
- b. Shall assume the duties of the President in the absence of the President.
- c. The president-elect shall automatically become President for the ensuing year.
- d. Shall assist the President in promoting and encouraging new ideas and new leadership.
- e. Shall be accountable to the President of NEFAR®.
- f. Shall serve on the Budget and Finance Committee.
- g. Shall assist the President in maintaining liaison with the FR and NAR within the NEFAR jurisdiction.
- h. Shall preside at the Leadership Changeover meeting.
- i. Shall select the Chairs for all association committees, task forces, advisory groups, except Budget and Finance and Nominating, prior to their Leadership Changeover meeting for their year of presidency subject to approval by the Board of Directors. Chairs shall be REALTOR® members unless otherwise approved by the Board of Directors.
- j. Shall appoint FR Directors for their year of presidency subject to approval by the Association's Board of Directors.
- k. Shall attend the FR Board of Directors, and general meetings.
- l. Shall perform all other duties as directed by the President.
- m. Shall conduct oneself, at all times, in a manner, which exemplifies the letter and the spirit of the Code of Ethics of NAR.
- n. Shall attend the following meetings:
 1. FR Midwinter Meeting
 2. FR Annual Convention
 3. FR Spokesperson's Training
 4. FR Chief Executive Officer Symposium
 5. NAR Midwinter Meeting
 6. NAR Annual Convention
 7. NAR Leadership Summit
 8. District One Conference, if applicable
- o. Shall annually appoint the Chair and Vice-Chair of the Grievance and Professional Standards Committees, for their year of presidency, subject to confirmation by the Board of Directors no later than the Association's Annual meeting in September or October.

The Secretary shall keep minutes of all meetings of the Board of Directors and of the members, give notice of all meetings, and maintain custody of the corporate records, except financial records to be maintained by the Treasurer, and shall have charge of the corporate seal and affix it to all documents properly requiring such seal. The Secretary shall carry on all necessary correspondence with the NAR and the FR.

SECRETARY DUTIES

- a. Shall be responsible for supervising and signing the official records of NEFAR.
- b. Shall assist the President and President elect in promoting and encouraging new ideas and new leadership.
- c. Shall be accountable to the President of NEFAR.
- d. Shall attend the Leadership Changeover meeting.
- e. Shall attend the NEFAR® Board of Directors meetings, the Association's Annual meeting, and its general meetings.
- f. Shall perform all other duties as directed by the President.
- g. Shall conduct oneself, at all times, in a manner, which exemplifies the letter and the spirit of the Code of Ethics of NAR.
- h. Shall attend the DISTRICT ONE Conference, if applicable.

The Treasurer shall be the custodian of the funds of the Association and shall keep an accurate record of all receipts and disbursements. The Treasurer shall provide such periodic statements of all accounts and financial affairs of the corporation as are required by the President or the Board of Directors.

TREASURER'S DUTIES

- a. Shall serve as Chair of the Budget and Finance Committee of NEFAR.
- b. Shall supervise the formulation of revisions to the annual budget of NEFAR.
- c. Shall supervise the formulation of a projected annual budget for NEFAR for the next fiscal year.
- d. Shall assist the President and President-elect in promoting and encouraging new ideas and new leadership.
- e. Shall be accountable to the President of NEFAR.
- f. Shall attend the NEFAR Leadership Changeover meeting.
- g. Shall attend the NEFAR Board of Directors, annual, and general meetings.
- h. Shall perform all other duties as directed by the President.
- i. Shall conduct oneself, at all times, in a manner, which exemplifies the letter and the spirit of the Code of Ethics of NAR.
- j. Shall monitor NEFAR investments and report monthly to the Board of Directors.
- k. Shall periodically spot check the check register, checks and disbursements for compliance with the established policies or guidelines.
- l. Shall attend the District One Conference, if applicable.

NEFAR DIRECTOR DUTIES

- a. Shall serve the two-year term of office as elected, appointed, or dictated in the Bylaws of NEFAR.
- b. Shall, in concert with the other Directors, act as the governing body of NEFAR in accordance with the Articles of Incorporation, Bylaws and Policies and Procedures Manual of NEFAR, and Florida Corporate Law.
- c. Shall, in concert with the other Directors, have full power to establish and enforce appropriate operating policies, rules, and regulations governing the conduct of NEFAR and its membership as such conduct may relate to the overall interests of the Association.
- d. Shall, in concert with the other Directors, be entrusted with the ultimate fiscal and operational responsibility for NEFAR.
- e. Shall set aside personal and implicit bias and fully support the position on issues as voted upon by the Board of Directors of NEFAR.
- f. Shall, at all times, represent the interests of the NEFAR.
- g. Shall keep abreast of issues that may impact NEFAR.
- h. Shall promote and encourage new ideas and leadership.
- i. Shall attend the Leadership Changeover meeting.
- j. Shall attend the NEFAR Board of Director's meetings, the Association's annual meeting, and its general meetings and all other special meetings.
- k. Shall conduct oneself, at all times, in a manner, which exemplifies the letter and spirit of the Code of Ethics of NAR.
- l. Shall maintain appropriate confidentiality of all confidential Association business.
- m. Shall disclose any potential or personal conflicts of interest prior to voting on any association business and shall abstain from voting if a true business conflict exists.
- n. All directors, including officers and staff, must annually execute the NEFAR confidentiality, conflict of interest and anti-trust statement prior to serving in their elected capacity or staff position. Refusal to sign said documents for any reason will result in immediate forfeiture of their elected position.
- o. Shall attend at least one Budget & Finance meeting in their first year of directorship after executing appropriate Conflict of Interest, Confidentiality, Anti-trust documents.

FR DIRECTOR DUTIES AND APPOINTMENTS

FR Directors are annually appointed by the President Elect for his/her year of presidency subject to approval by the Association's Board of Directors. The number of allotted FR Directors varies each year based on the Association's primary REALTOR® membership count pulled by FR on September 30 of the previous year.

- a. Must attend all regularly scheduled FR Director meetings and District 1 Business meetings for the year unless excused by the President.
- b. Shall be current on all issues pertinent to FR and upon receipt of the slate of issues provided by FR solicit information and opinions from the NEFAR Board of Directors.
- c. Shall become well informed and vote their best judgment in all matters.
- d. Shall provide a consensus report to the Board of Directors of NEFAR after attending the FR meetings.
- e. Shall conduct oneself, at all times, in a manner, which exemplifies the letter and spirit of the Code of Ethics of NAR.
- f. Shall attend the DISTRICT ONE Conference.

NAR LARGE ASSOCIATION DIRECTORS DUTIES

- a. Agrees to timely apply for and serve on a minimum of one NAR Committee each year and attend all committee meetings, if chosen.
- b. Agrees to attend the NAR Member Director Forum (currently called 360) each meeting.
- c. Agrees to attend all regularly scheduled NAR business meetings.
- d. Agrees to attend FR/NAR Director's Caucuses at each meeting.
- e. Agrees to attend the NAR Region V Director's Caucus at each meeting.
- f. Agrees to attend each NAR Board of Director's meeting to its conclusion.
- g. Agrees to stay current on all issues pertinent to NAR, and upon obtaining slate of issues provided by NAR, solicit information and opinions from NEFAR Directors.
- h. Agrees to conduct oneself, at all times, in a professional manner, which exemplifies the letter and spirit of the Code of Ethics.
- i. Agrees to become well informed and vote in the best interest of NAR.
- j. Agrees to timely file for travel reimbursements from FR and NEFAR if applicable.

NAR LARGE ASSOCIATION DIRECTOR'S FINANCIAL REIMBURSEMENT

- a. NAR Director shall notify and timely submit to FR for reimbursement of expenses as allowed by FR policy per meeting.
- b. NEFAR will reimburse its NAR Large Association Director for the balance of reasonable and justified expenses for NAR business meetings, subject to approval by the Chief Executive Officer or the Executive Committee.
- c. Should the NAR Large Association Director, based on their personal actions or other actions, lose the maximum FR reimbursement for their expenses, then the Director shall first personally pay justified expenses equal to an amount that the Director would have received from the FR reimbursement and document same before NEFAR's Chief Executive Officer or the Executive Committee would consider reimbursing the balance of the Director's reasonable and justified expenses.
- d. NEFAR reserves the right to not reimburse the balance until the Chief Executive Officer or the Executive Committee reviews the matter. The Executive Committee will be those NEFAR Officers not acting as a current NAR Director and the Chief Executive Officer. The Executive Committee's decision will be final with a written appeal process to the full NEFAR Board of Directors.

BOARD OF DIRECTORS MEETINGS

- a. Regular Board of Directors meetings are held at a time and place to be determined by the President. The President may call special meetings as needed. No member of the Association shall be prohibited from attending a Director's meeting with space permitting and prior approval of the President, except when discussing Professional Standards decisions, Grievance cases or other confidential matters. Members will have no participatory role in the meeting unless formally recognized by the Chair.

DIRECTORS ATTENDANCE

- a. Director's attendance at every meeting is expected. A Director who misses two meetings during their term, without an excused absence, automatically forfeits their Directorship. After the first unexcused absence, written notice of this requirement shall be served to the Director by the Chief Executive Officer or the President. Directors must vote to accept excused absences at each meeting.
- b. Excused absences are:
 1. Personal or immediate family illness
 2. Attendance at FR/NAR meetings
 3. Immediate family death
 4. Family vacation – one per year
 5. Other, as approved by the Board of Directors.

AGENDA FOR BOARD OF DIRECTORS MEETING

- a. To have an item placed on the Director's agenda, contact the current Association President or Chief Executive Officer. All agenda items are subject to approval by the President or Chief Executive Officer.

BOARD OF DIRECTORS MEETING PROCEDURES

- a. Director's meetings shall follow Robert's Rules of Order. The President shall rule on the vote and implement the action taken.

POLLING OF THE DIRECTORS

- a. If issues arise requiring action prior to a regularly scheduled Board of Directors meeting, a vote of the Directors may be taken by electronic media vote. The results of the electronic vote, will then be recorded into the minutes of the next Directors meeting.

BOARD OF DIRECTORS LEGAL RESPONSIBILITIES

- a. NEFAR is incorporated in the State of Florida; therefore, the responsibilities and actions of the Board of Directors fall under the broad scope of Florida corporate law. Corporations, by necessity, must act and take initiatives through individuals in responsible roles, such as Directors.
- b. As the representative of the corporation, Directors may authorize the ordinary business of a corporation within the scope of its Articles of Incorporation. The Board of Directors of NEFAR® is responsible for making policy decisions that govern the association within the NEFAR Articles of Incorporation and Bylaws. Among other duties, the Directors have the responsibility to:

1. Approve the Association's annual budget.
2. Establish membership dues.
3. Determine public policy positions as they pertain to the real estate industry.
4. Approve governing policies of the Association.
5. Enact necessary amendments to the Articles of Incorporation and Bylaws.

c. Good Faith Effort Required

Directors of the corporation have a fiduciary relationship toward the corporation and are required to use the utmost good faith in the exercise of their power in the interests of the corporation. A Director must perform their duties, as a director in a manner that they reasonably believe to be in the interest of the corporation, with such care as an ordinarily prudent person in a like position would use under similar circumstances.

d. Contracts

No contract, agreement, or other transaction between a corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or Officers, or are financially interested in, shall be either void or voidable because of such relationship or interest, because such Director or Directors are present at the meeting of the Board of Directors or a Committee/Task Force/Council thereof which authorizes, approves or ratifies such contract or transaction, or because his or her or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or Committee/Task Force/Council which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors.
2. The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or
3. The contract or transaction is fair and reasonable to the corporation at the time it is authorized by the Board of Directors, Committee/Task Force/ Council, or the members.
4. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a Committee/Task Force/Council thereof, which authorizes approves or ratifies such contract or transaction.

e. Representing NEFAR's Interest

Once an individual assumes the position of an Officer or a Director, he/she is not representative of those that elected him/her, but rather is a representative of the corporation, and due to this is required to act in the best interest of the corporation. As a member of the Board of Directors, Directors represent all NEFAR members, not only those in their immediate locale or council or real estate company. An Officer or Director cannot be dictated by anyone how to vote and is not obligated to vote a certain way because his/her constituency has a certain opinion. Officers and Directors are not proxies for the electing group. If they abrogate their right to vote and just follow the wishes of others, they are in breach of their duty.

EXECUTIVE COMMITTEE

- a. The Board of Directors authorized formation of an Executive Committee, which shall consist of the current President, President-elect, Treasurer, Secretary, the immediate Past President, and Chief Executive Officer, all of which shall be voting members.
- b. The Executive Committee shall meet as necessary to review Board business and shall be empowered to act between BOD meetings in the event an emergency arises which requires action prior to the next regularly scheduled BOD meeting. The Executive Committee may vote to spend up to five thousand dollars between regularly scheduled meetings. An Executive Committee meeting quorum shall be at least three voting members present.

SECTION 10. ELECTION AND CAMPAIGNING RULES AND GUIDELINES

NEFAR shall ensure each approved candidate has been provided a copy of these Election and Campaigning Rules and Guidelines and that they are posted on the NEFAR Campaign Website page.

1. **Election Guidelines and Campaign Rules**

NEFAR shall provide an Election/Campaign website page as a location for NEFAR REALTOR® members to search and review all qualified candidates running for office. Candidate information may include their initial application, short resume, and a short video not to exceed two minutes on their personal qualifications, motivation and why they should be elected. At no time shall a candidate's campaign material contain comments or remarks concerning another candidate. The site will not be made public until the campaign period begins and candidates must have their information to NEFAR five days prior to the campaign start period.

The campaign window will open 16 days prior to the Annual Meeting date at 5 pm and shall end at 5 pm on the close of the voting period.

For example, 2021: Annual Meeting set for September 24; the campaign window would then open 5 pm on September 8th and campaign period would close 5 pm on September 22nd.

2. **Uncontested Candidate Race**

If a candidate for an elected position is recommended by the Nominating Committee and is unopposed after the window for running from the floor has closed, then that is considered an uncontested race. A candidate in an uncontested race being recommended by the Nominating Committee need not to campaign.

While there is no need to campaign in an uncontested race, the unopposed candidate shall retain the right to post their application and/or short resume on the NEFAR Election/ Campaign website page along with a video not to exceed two minutes on their qualifications, motivation, and why they should be elected.

3. **Contested Candidate Race**

If a nominated candidate for an elected position is opposed by one or more qualified candidates running from the floor, then that is considered a contested race. The following campaign guidelines shall be followed should there be more than one candidate in a race for any position.

A potential candidate electing to run from the floor may not campaign until the following have been completed, and no earlier than 16 days prior to the annual election meeting:

- Completed the NEFAR nominating process.
 - Provide NEFAR’s Director/Officer form with a minimum of 100 signatures of Realtor members in good standing must be received, of which only 25% may be digital and no more than 25% of the total from any one brokerage firm; **and**
 - Received written confirmation from the NEFAR CEO of receipt and verification of the sufficiency of the petition to seek office.
4. No candidate, in a contested race or uncontested race, shall campaign until NEFAR releases the Nominating Committee’s Slate of Officers & Directors to the general membership and the campaign period is open for candidates.
 5. If a candidate violates the No Solicitation or campaign policies, a formal complaint may be filed by any REALTOR® Member with the Executive Committee (only executive committee members not currently running for an office.) If a candidate is found in violation of the No Solicitation or campaign policies by the Executive Committee, a \$500 fine may be imposed, and/or that candidate may be removed as a candidate from their race subject to legal counsel final review.
 6. A candidate in a contested race may host a campaign event during the campaign period. However, any event of this nature must be totally funded either by the candidate, the candidate’s immediate firm, or by an active NEFAR REALTOR® member. The candidate shall not accept any financial or in-kind assistance from any NEFAR affiliate member nor any non-NEFAR organization, group or individual.
 7. All candidates are prohibited from any contact and discussion at any time with a Nominating Committee member about campaigns, events, support for their candidacy, at any time during this election cycle. Failure to abide by this policy creates a perceived integrity issue with the candidate and the Nominating Committee member. A candidate may not approach members of the Nominating Committee requesting support of any kind, including, without limitation, financial support for a hosted or sponsored event. A Nominating Committee member may not participate in any candidate’s events or campaign.
 8. All members of the Nominating Committee are prohibited from campaigning, endorsing, or promoting a candidate for Officer or Director positions, even if that candidate has been recommended and slated by the Nominating Committee. This includes, but is not limited to, “likes” or other’s comments concerning a candidate or online posts of support, emails, fliers, pins, badges, trinkets, endorsements, etc.
 9. Electronic Ballot Voting: Votes may be cast by electronic ballot. Officer and Director positions to be voted on, if applicable, include: NEFAR President Elect, Treasurer, Secretary, NEFAR Director, NAR Large Association Director, and NEFMLS Director. Only one vote can be cast per member for each race and once the member’s vote has been cast it is locked and cannot be changed for any reason.
 10. Election Committee: An Election Committee of up to six REALTOR® Members shall be appointed by the President to supervise the election and election procedures. Such appointment shall be made prior to announcement of all candidates. The Election Committee would be comprised of the appointed Chair and four additional REALTOR® members and NEFAR’s General Counsel. The Committee Chair and NEFAR General Counsel shall observe the election process, virtually or in-person, and sign off on the final report along with the four Election Committee Members.

11. Recording the Results. The Chair of the Election Committee shall record the ballot results of each election in writing and the Chair and Election Committee members including NEFAR General Counsel shall acknowledge the final voting results by each signing the first page of the final report.
12. Reporting Election Results for Elected Officers and Directors: The Election Committee Chair shall deliver the tabulated report for each candidate to the President after it is signed by the Election Committee Members. The report should contain the following information:
 - a. Total Number of Ballots for each race
 - b. Number of Votes received for each candidate in each race.The final voting results will be announced at the Annual Meeting and then published to the entire NEFAR membership.
13. Preservation of the Ballot Reports. Ballot reports shall be sealed and placed in the custody of NEFAR's Chief Executive Officer for a maximum of thirty days after which they shall be destroyed. After thirty days, the reports and ballots shall be shredded by the Chief Executive Officer.
14. Election and Nominating Committee Members: All members of the Election and Nominating Committees shall be permitted to vote in the elections provided they meet all other membership criteria.
15. The campaign window will open 16 days prior to the Annual Meeting date at 5 pm and shall end at 5 pm on the close of the voting period.
For example, 2021: Annual Meeting set for September 24; the campaign window would then open 5 pm on September 8th and campaign period would close 5 pm on September 22nd.
16. The voting window will open at 8 am, 4 days prior to the Annual Meeting and voting will close at 5 pm, two days prior to the Annual Meeting.
For example, 2021: Annual Meeting set for September 24; the voting window would open 8 am on Monday, September 20 and voting window will close 5 pm on Wednesday, September 22nd and ballot reports will be processed on the 23rd.

Candidate and Nominating Additional Guidelines:

Other than a NEFAR sponsored meet the candidate event, there shall be no candidate campaigning, nor shall any candidate campaign material be distributed or left at any NEFAR event or NEFAR office. A NEFAR meet the candidate event will be scheduled within the first seven days of the campaign period.

All candidate campaigning shall be done in a dignified manner and remain positive.

There shall be no negative campaigning regarding other candidates or brokerages and no use of a competitive candidate's name or reference to them in your campaigning/ marketing material or social media.

No campaigning including on social media shall disparage NEFAR, realMLS or the REALTOR® brand. **Candidates must remember that their personal words, behaviors, and actions reflect upon all NEFAR REALTOR® members.**

Blast or broadcast bulk electronic communications such as on a candidate's website, social media sites, and emails to the membership are permissible, however, they must contain truthful and concise information about the candidate only with no misleading or incomplete statements.

Emails must include a functioning and easily identifiable opt-out provision in the email.

NEFAR's policy does not allow NEFAR Member email addresses to be sold, rented, or otherwise provided, therefore, candidates must acquire their own email lists. Please note that lists provided by third party vendors may be incomplete.

NEFAR staff members, Nominating Committee members, and Election Committee members are not allowed to speak about a candidate's campaign, to assist, to sponsor, nor participate in any manner in a member's candidate campaign for a NEFAR Officer or Director position or realMLS Director position for any reason, including all likes and comments on social media, pins, badges, sharing material, etc.

At no time shall a candidate approach or seek advice from a current Nominating or Election Committee member about their campaign, sponsorships, or events.

The candidate's brokerage name shall not appear on the voting ballot.