



2016/17 Bylaws Task Force proposed changes

ARTICLE I - NAME AND DEFINITIONS

Section 3. Definitions.

(g) Task Force. A Task Force consists of a group of persons appointed by the President with the advice and consent of the Executive Committee or the Board of Directors and is charged with addressing a particular matter. Task Forces may be classified according to function or longevity or both. Some Associations prefer to call these "committee" task forces. Task Forces deal with organizational and operational procedures or with specific, permanent aspects of the Association.



2016/17 Bylaws Task Force proposed changes

ARTICLE III - JURISDICTION

Section 1. Territorial Jurisdiction Boundaries. The territorial jurisdiction of the Association as a Member of the NATIONAL ASSOCIATION OF REALTORS® shall include (i) the County of Dallas, State of Texas, ~~except the areas within the corporate limits of the city of Garland Texas~~;



2016/17 Bylaws Task Force proposed changes

ARTICLE XI - OFFICERS AND DIRECTORS

Section 1. Officers. The officers of the Association shall be: President, ~~Vice~~ President-Elect, Secretary/ Treasurer and Chief Executive Officer. Each officer shall be elected, with the exception of the Chief Executive Officer, for a term of one (1) year beginning on the 1st day of January of the year next succeeding such election. The Chief Executive Officer shall be selected by, responsible to, and shall serve at the discretion of the Board of Directors.



2016/17 Bylaws Task Force proposed changes

ARTICLE XI - OFFICERS AND DIRECTORS

Section 2. Duties and Qualifications of Officers. The duties of the officers shall be such as their titles, by general custom, would indicate and such as may be assigned to them by the Board of Directors. The qualifications for officers are as follows:

(~~1~~a) The President shall be a REALTOR® Member who has served as an elected officer of the Association during a portion of the sixty (60) months immediately preceding his or her term of office.



2016/17 Bylaws Task Force proposed changes

ARTICLE XI - OFFICERS AND DIRECTORS

Section 2. Duties and Qualifications of Officers. The duties of the officers shall be such as their titles, by general custom, would indicate and such as may be assigned to them by the Board of Directors. The qualifications for officers are as follows:

(2b) The ~~Vice~~ President-Elect shall be a REALTOR® Member who has served as Director for twenty-four (24) consecutive months during the sixty (60) months immediately preceding his or her term of office. **The President-Elect shall assume the duties of the President, if the President is absent or unable to perform the duties of the President.**



2016/17 Bylaws Task Force proposed changes

ARTICLE XI - OFFICERS AND DIRECTORS

Section 2. Duties and Qualifications of Officers. The duties of the officers shall be such as their titles, by general custom, would indicate and such as may be assigned to them by the Board of Directors. The qualifications for officers are as follows:

(3c) The Secretary/Treasurer shall be a REALTOR® Member **who (i) has ~~having~~ served as Director for twenty-four (24) consecutive months during the sixty (60) months immediately preceding his or her term of office and (ii) served on the Budget & Finance Committee for at least one full year or served as chair of a standing committee of the Association for at least one full year.**



2016/17 Bylaws Task Force proposed changes

ARTICLE XI - OFFICERS AND DIRECTORS

Section 2. Duties and Qualifications of Officers. The duties of the officers shall be such as their titles, by general custom, would indicate and such as may be assigned to them by the Board of Directors. The qualifications for officers are as follows:

(4d) The Chief Executive Officer shall be the chief operating and administrative officer of the Association and perform such duties as prescribed by the Board of Directors.



2016/17 Bylaws Task Force proposed changes

ARTICLE XI - OFFICERS AND DIRECTORS

Section 3. Board of Directors. The governing body of the Association shall be a Board of Directors consisting of the elected officers, immediate Past President, sixteen (16) REALTOR® members of this Association, and one Past President appointed by the current President. ~~and for calendar year 2011 and 2012 two (2) additional directors. Such additional directors will be former members of Grand Prairie Board of REALTORS, Inc. and shall be appointed by the MetroTex President. The two (2) directors will serve a two year term beginning January 1, 2011.~~



2016/17 Bylaws Task Force proposed changes

ARTICLE XI - OFFICERS AND DIRECTORS

Section 3. Board of Directors.

(a) Terms. The elected Officers of this Association as specified in Section 1 of this Article shall ~~serve as~~ ~~be~~ Directors for a term of one (1) year. ~~;~~ ~~The President-Elect shall automatically be elected President upon expiration of his or her one-year term as President-Elect.~~ ~~†~~The immediate Past President and one (1) Past President appointed by the current President shall also ~~serve as~~ ~~be~~ a Director for a one (1) year term. Each other Director shall be elected for a term of two (2) years. Eight (8) REALTOR® Members shall be elected to the Board of Directors each year.



2016/17 Bylaws Task Force proposed changes

ARTICLE XI - OFFICERS AND DIRECTORS

Section 3. Board of Directors.

(d) Attendance. Directors shall attend all regularly scheduled or called meetings of the Board of Directors. Absence of a Director from three (3) regularly scheduled or called Directors' meetings during any calendar year shall automatically terminate the Director's ~~tenure~~ term of office. The Board of Directors shall elect, by majority vote, a new Director to serve the unexpired term.



2016/17 Bylaws Task Force proposed changes

ARTICLE XI - OFFICERS AND DIRECTORS

Section 3. Board of Directors.

(f) Director Liaison. The President shall appoint **with the advice and consent of the Executive Committee** members of the Board of Directors as liaisons to each standing committee or task force for a given calendar year. Each Director Liaison will attend all meetings of the committee or task force for which such Director serves as liaison and will be prepared at all times to report to and keep the Board of Directors informed of activities of such committee or task force.



2016/17 Bylaws Task Force proposed changes

ARTICLE XI - OFFICERS AND DIRECTORS

Section 4. Election of Officers and Directors.

(a) Appointment of the Nominating Committee. At the ~~February meeting of the Board of Directors' meeting in January~~ Executive Committee of each year, the ~~Executive Committee~~ Directors shall ~~designate a list of candidates to be considered for service appoint~~ twelve (12) Members to serve on the Nominating Committee, subject to approval by the Board of Directors. ~~Such list shall contain at least thirty (30) candidates, all of whom shall be REALTORS®. The Directors shall submit such list of candidates promptly to the Executive Committee. The Executive Committee shall select twenty (20) REALTORS® from the list to be Nominees for the Nominating Committee. The list of Nominees shall be submitted to the Board of Directors for approval at the February Board of Directors' meeting. Such Nominees shall then be listed by the Chief Executive Officer on a ballot which shall be promptly mailed or electronically transmitted (no later than the 31st day of March) to all REALTOR® Members of this Association entitled to vote under the provisions of Article VI. Ballots of Members must be received in the Association's office no later than 5 p.m. on the 15th day of April to be counted. Each REALTOR® Member shall vote for seven (7) of the twenty (20) Nominees. The seven (7) Nominees receiving the most votes, and who agree to serve, shall be elected to serve on the Nominating Committee. Such elected seven (7) Nominees, the three (3) Nominees serving the second year of their two (2) year term and the Immediate Past President, who shall be Chairperson and a voting Member, shall constitute the Nominating Committee. The current President shall serve as an ex officio Member of the Nominating Committee. Each year, at its first meeting, the Nominating Committee shall select three (3) of its Members to serve a two (2) year term. Nominating Committee Members shall not be eligible as Nominees for an Association Office or Director. No REALTOR® Member may serve on the Nominating Committee for more than two (2) consecutive terms. In the event the Immediate Past President is unable to serve, the Board of Directors shall appoint another Past President who shall serve as Chairperson and a voting Member. The Association and staff shall promote and encourage the membership to consider submitting a Candidate Application on the required form. The Candidate Application will be mailed or transmitted electronically to the membership no later than the 1st day of March and must be returned to the Association office no later than the 30th day of April, properly signed and completed to be considered.~~



2016/17 Bylaws Task Force proposed changes

ARTICLE XI - OFFICERS AND DIRECTORS

Section 4. Election of Officers and Directors.

~~(b) Composition of the Nominating Committee Member Recommendations. The Chief Executive Officer shall solicit written recommendations from the REALTOR® Members for Nominees for Association Offices and Directorships. Written solicitation shall be mailed or electronically transmitted to Members no later than the 5th day of May of each year. Written recommendations for Nominees must be received in the Association's office no later than 5 p.m. on the 30th day of May of each year to be considered. The Chief Executive Officer shall provide the Nominating Committee with written tabulation of results. The Nominating Committee shall be composed of the Immediate Past President of the Association as Chair, the President-Elect, one Past President of the Association, two directors currently serving on the Board of Directors of the Association, six (6) Members of the Association (who are not officers or directors of the Association) and the President, as an ex-officio non-voting Member. When appointing Members of the Nominating Committee, the Executive Committee shall take into consideration and follow the Nominating Committee Guidelines of the Association.~~



2016/17 Bylaws Task Force proposed changes

ARTICLE XI - OFFICERS AND DIRECTORS

Section 4. Election of Officers and Directors.

(c) **Term Limitation.** Other than the President-Elect, no Member of the Nominating Committee may serve on the Nominating Committee for more than two consecutive terms. In the event a Member of the Nominating Committee is unable to serve, the Executive Committee with approval of the Board of Directors shall appoint a replacement Member in accordance with Section 4(b) above.



2016/17 Bylaws Task Force proposed changes

ARTICLE XI - OFFICERS AND DIRECTORS

Section 4. Election of Officers and Directors.

(ed) Duties. The Nominating Committee shall ~~deliver the list of Nominees for Association's Offices and Directorships to the Secretary/Treasurer no later than the 10th day of July of the current year.~~ implement and comply with the Nominating Committee Guidelines and Responsibilities of the Association. The Nominating Committee shall determine the eligibility of each Candidate who has signed and submitted to the Association a Candidate Application on the approved form. The Nominating Committee shall certify each Candidate who satisfies the qualifications set forth in these Bylaws. The Nominating Committee shall interview all eligible Candidates during the month of June each year, at times and places designed in writing by the Nominating Committee. The Nominating Committee shall furnish a written notice to each eligible Candidate of the date, time and place for the interview. The Nominating Committee shall complete all of the interviews of Candidates, no later than the 4th Wednesday of June. The Nominating Committee shall recommend to the Board of Directors at the June meeting of the Board of Directors, a slate of Candidates for officers and for the available seats on the Board of Directors for the next calendar year. The Nominating Committee shall obtain the acceptance of the nomination by each ~~Candidate~~ **Nominee** who must deliver to the Association a signed Pledge Form. Any Director who is elected as an Officer shall vacate the current position effective at the end of the current year, and the Nominating Committee shall nominate a person to fill such vacancy. The Secretary/Treasurer shall post the list of Nominees in the Association's office no later than the ~~1020~~ 10th day of July, and shall cause a list of said Nominees to be mailed or electronically transmitted to REALTOR® Members no later than the ~~1531~~ 15th day of July.



2016/17 Bylaws Task Force proposed changes

ARTICLE XI - OFFICERS AND DIRECTORS

Section 4. Election of Officers and Directors.

(**ed**) Members Nominations. After notification to the REALTOR® Members of the list of Nominees, **other than for the Office of President**, additional nominations of qualified Members may be made to the Secretary/Treasurer no later than the 15th day of August, provided that each nomination shall be in writing and signed by not less than three percent (3%) of the REALTOR® Members of the Association.



2016/17 Bylaws Task Force proposed changes

ARTICLE XI - OFFICERS AND DIRECTORS

Section 4. Election of Officers and Directors.

(fe) Election Procedure - If No Additional Nominations. In the event there is no contest for an office **or directorship** of this Association, the REALTOR® Member nominated shall be declared elected.



2016/17 Bylaws Task Force proposed changes

ARTICLE XI - OFFICERS AND DIRECTORS

Section 4. Election of Officers and Directors.

(gf) Election Procedure - If Additional Nominations.

(1) The Secretary/Treasurer will mail or electronically transmit, no later than the 25th day of August, to each REALTOR® Member qualified to vote, a ballot listing all ~~Candidates~~ **Nominees**, together with notification that said ballot must be received in the Association's office no later than 5 p.m. on the 10th day of September to be counted.



2016/17 Bylaws Task Force proposed changes

ARTICLE XI - OFFICERS AND DIRECTORS

Section 4. Election of Officers and Directors.

(gf) Election Procedure - If Additional Nominations.

(2) The President shall appoint **with the advice and consent of the Executive Committee** a Ballot Canvassing Committee of three (3) REALTOR® Members to canvass the ballots. The Ballot Canvassing Committee shall convene in the Association's office no later than the 13th day of September, and shall count all ballots that were received timely from REALTOR® Members qualified to vote. A tabulation of the votes cast for each **Candidate Nominee** shall be prepared, certified as correct by all Committee Members, and delivered to the President. The **Candidate Nominee** for each position receiving the most votes shall be elected. The President shall cause a list of the elected Officers and Directors to be posted in the Association's office as soon as the tabulation has been received and determined to be correct. The Chief Executive Officer shall then promptly send notification to all REALTOR® Members of the elected results.



2016/17 Bylaws Task Force proposed changes

ARTICLE XI - OFFICERS AND DIRECTORS

Section 4. Election of Officers and Directors.

(gf) Election Procedure - If Additional Nominations.

(3) If a tie vote occurs for an Association Office or Directorship, the Secretary/Treasurer will mail or electronically transmit, within five (5) days **after the certification of the votes by the Ballot Canvassing Committee or by the 15th day of September**, to each REALTOR® Member qualified to vote a ballot listing the **Candidate Nominees** who received an equal number of votes, together with notification that said ballot must be completed and received at the Association's office no later than the **30~~25~~**th day of September to be counted. The Ballot Canvassing Committee shall convene in the Association's office no later than the **30~~th~~ 1st** day of **September-October** to tabulate the votes cast and report to the President. Results of the election will be posted and REALTOR® Members notified.



2016/17 Bylaws Task Force proposed changes

ARTICLE XI - OFFICERS AND DIRECTORS

Section 5. Vacancies. Vacancies among the Association's Offices and Directorships shall be filled by a majority vote of the Board of Directors until the next annual election except for the President. If the office of the President becomes vacant, the ~~Vice~~-President-~~Elect~~ shall succeed to such office. If the ~~Vice~~-President-~~Elect~~ serves as President by succession as provided herein, he or she shall be eligible to serve a full term the following year as President. If the office of ~~Vice~~ President-~~Elect~~ or Secretary/Treasurer becomes vacant, the Board of Directors will fill the vacancy.



2016/17 Bylaws Task Force proposed changes

ARTICLE XII - MEETINGS

Section 2. Annual Meeting of Members. The Association shall hold an annual meeting of the Members at the Association's principal office immediately prior to the March meeting of the Board of Directors. A notice of the annual meeting of Members shall be posted on the home page of the Association's website, at least fourteen (14) days prior to the date of the said meeting.



2016/17 Bylaws Task Force proposed changes

ARTICLE XII - MEETINGS

Section ~~23~~. Other Meetings. ~~Any other M~~meetings of the Members shall be held at such time as the President or the Board of Directors may determine, or upon the written request of at least three percent (3%) of the Members eligible to vote.



2016/17 Bylaws Task Force proposed changes

ARTICLE XII - MEETINGS

Section ~~34~~. Notice of Meetings. ~~Written notice~~ notice of the date, time, and place of the meeting shall be given to each Member entitled to participate in said meeting by posting the notice ~~on the home page of the Association's website~~ at least fourteen (14) days prior to said meeting. The notice of the call of a special meeting shall set forth a statement of the purpose of said meeting.



2016/17 Bylaws Task Force proposed changes

ARTICLE XII - MEETINGS

Section 45. Electronic Transaction of Business. To the fullest extent permitted by law, the Board of Directors, committees, or membership may conduct business by electronic means.



2016/17 Bylaws Task Force proposed changes

ARTICLE XII - MEETINGS

Section **56**. Action without Meeting. Unless specifically prohibited by the articles of incorporation, any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth the actions so taken shall be signed by **not less than 75% a#** of the directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the Chief Executive Officer to be filed in the corporate records. The action taken shall be effective when **at least 75% of a#** the directors have approved the consent unless the consent specifies a different effective date.



2016/17 Bylaws Task Force proposed changes

ARTICLE XIII – COMMITTEES

Section 1. Standing Committees. The President shall appoint **with the advice and consent of the Executive Committee** from among the REALTOR® Members, subject to confirmation by the Board of Directors, the following standing committees:

Affiliate Forum

Leadership Budget & Finance

Leasing & Property Management

Diversity & Housing Initiatives

MetroTex YPN

MetroTex REALTORS® In Action

Nominating

Forms & Contracts

Professional Development

Government Affairs

Public Education

Investment

TREPAC

The creation of any additional standing committee(s), the sunset of any standing committee(s) or the change in name of any standing committee(s) shall be designated by the President, **with the advice and consent of the Executive Committee** subject to confirmation by the Board of Directors.



2016/17 Bylaws Task Force proposed changes

ARTICLE XIII – COMMITTEES

Section 2. Other Committees/Task Forces. The President shall appoint **with the advice and consent of the Executive Committee**, subject to confirmation by the Board of Directors, committees or task forces as deemed necessary from time to time. All standing committees and task forces will conduct their meetings at the Association and will be administered by staff of the Association. Attendance records and minutes of the meetings of all standing committees and task forces will be maintained at the Association.



2016/17 Bylaws Task Force proposed changes

ARTICLE XIII – COMMITTEES

Section 3. Organization. All committees shall have such duties, functions, and powers as assigned by the President **with the advice and consent of the Executive Committee** or the Board of Directors, except as otherwise provided in these Bylaws. The number of Members constituting each committee shall be designated by the President **with the advice and consent of the Executive Committee**, unless otherwise provided in these Bylaws.



2016/17 Bylaws Task Force proposed changes

ARTICLE XIII – COMMITTEES

Section 4. President. The President or any other Officer of the Association appointed by the President **with the advice and consent of the Executive Committee** shall be an ex-officio Member of all committees (with voting rights) and shall be notified of all committee meetings.



2016/17 Bylaws Task Force proposed changes

ARTICLE XIII – COMMITTEES

Section 5. Chairpersons. The Chairperson of each committee, except the Executive Committee, the Budget and Finance Committee, and the Nominating Committee, shall be designated by the President **with the advice and consent of the Executive Committee**. Except for the Affiliate Forum Committee and the Forms and Contract Committee, the Chairperson of each committee of the Association shall be a voting Member. A quorum at any committee meeting shall be the committee members present and qualified to vote.



2016/17 Bylaws Task Force proposed changes

ARTICLE XVII -- CHARITABLE AND EDUCATIONAL TRUST ~~FOUNDATION~~

The ~~Declaration of Trust of the~~ MetroTex Association of REALTORS[®], Inc., Charitable and Educational Trust shall be governed by the Declaration of Trust dated November 19, 2015, as amended from time to time. ~~Foundation shall govern the operations of the Educational Foundation.~~



2016/17 Bylaws Task Force proposed changes

ARTICLE XXI - EFFECTIVE DATE

These Bylaws shall be effective from and after the date of adoption by the Membership;
provided, however, the revisions to Article XI will be effective as of January 1, 2018.