

Louisiana REALTORS®
Proposed By-Law Revisions
September, 2008

SECTION 4 - EXECUTIVE COMMITTEE

- A. There shall be an Executive Committee consisting of the President, President-elect, Secretary-Treasurer, a Regional Vice President from each of the regions created by the Board of Directors, Division Directors, the immediate past President, an Executive Officer of a local association who shall be appointed by the President and who shall serve without vote, and the CEO who shall serve as an ex-officio member without vote.
- B. The President shall act as Chair of the Executive Committee. In the absence of the President, the President-elect shall preside at such meetings. In addition to regularly scheduled meetings, the Executive Committee shall meet during each meeting of the Board of Directors. Other meetings of the Executive Committee may be held at the call of the President upon the request of fifty (50) percent of the Executive Committee's voting members. At any meeting of the Executive Committee, fifty (50) percent of its voting members shall constitute a quorum.
- C. The Executive Committee shall conduct the affairs of the "Association" in accordance with the policies and instructions of the Board of Directors; provided, however, that any decision or action required on any matter which the Board of Directors has not established as policy or instructions at a time between meetings of the Board that the Executive Committee is authorized to take such action and make such decisions as will carry out the objectives and purposes of the "Association" as expressed in the Charter and Bylaws. The Executive Committee, without approval of the Board of Directors, may approve emergency expenditures aggregating no more than ~~\$10,000~~ **\$20,000.00** with a limit of ~~\$5,000~~ **\$10,000.00** per item not contemplated in the approved budget between Board of Director's meetings. The Board of Directors shall review the expenditures and ratify same at the next Board of Director's meeting.
- D. Emergency action by the Executive Committee shall be subject to ratification by the Board of Directors at the next meeting, immediately following such action.
- E. It shall be the special duty of the Executive Committee, in cooperation with the appropriate Teams of the "Association", to develop methods of making the "Association" and its programs useful and of practical assistance to the members. The Executive Committee shall, from time to time, prepare and submit to the Board of Directors specific plans to such end.
- F. Officers and members of the Executive Committee, elected or appointed, shall be required to attend all meetings of the Executive Committee and the Board of

Directors. Officers and members of the Executive Committee who miss two (2) meetings of the Executive Committee or Board of Directors without an excused absence shall be removed from the Committee. A vacancy occurring by death, resignation or otherwise by an appointed member of the Executive Committee shall be filled for the remaining portion of the term by a REALTOR® or REALTOR-ASSOCIATE® in good standing and selected by a majority of the Executive Committee of the “Association” and approved by the Board of Directors.

- G. An Officer or a member of the Executive Committee may be entitled to excused absences, which absences shall be approved by the Executive Committee for good and sufficient reason. Absence from meetings because of conflict of attendance at other business-related matters of the “Association” shall not constitute an absence, if approved by the Executive Committee.
- H. For just cause, any member of the Executive Committee may be removed from said office by a two-thirds (2/3rds) vote of the Board of Directors at a regular or special meeting at which a quorum is present. An investigation of the cause shall be made by the Executive Committee, and their recommendations shall be made in writing to the Board of Directors at least ten (10) days before the regular or special meeting at which this vote is to be taken.

SECTION 5 - OFFICERS AND REGIONAL VICE PRESIDENTS

- A. The Corporate Officers of the Louisiana REALTORS® Association shall be a President, President-elect and Secretary-Treasurer.
- B. The general administrative officer of the “Association” shall be the CEO. Such CEO shall be in charge of the “Association’s” headquarters and registered office. The selection, retention or dismissal of the CEO shall be at the sole discretion of the President, President-elect, Secretary-Treasurer and the Regional Vice Presidents.
- C. All of the Officers and Regional Vice Presidents shall be Board Members or REALTOR® or REALTOR-ASSOCIATE®.
- D. In the event that a vacancy occurs in one of the elected offices during the calendar year, the person filling the vacancy is not precluded from filing for election of that position the following year.
- E. All of the Officers ~~and Regional Vice Presidents~~ shall meet the following criteria prior to their election cycle to be considered an officer of the Association:
 - I. A REALTOR® in good standing for the ~~past four~~ **six** years, and;

(Eliminates requirement of serving as RVP.)

2. **Served on Strategic Planning or Finance Team or served as Regional Vice President in the past six years.**
 3. **Actively** served on at least two Louisiana REALTORS® workgroups/teams/taskforces or the Louisiana REALTORS® Political Action Committee **for the past four six years with attendance verified** and;
 4. Served **on Board of Directors as a director and/or a for one full term on the Strategic Planning Team, at any time within the previous in the past five six years.**
 5. **Served in a leadership position in state, local, or community organizations or graduated from a certified leadership-training program in the past six years.**
- F. All of the Regional Vice Presidents shall meet the following criteria prior to their election cycle to be considered an officer of the Association:**
1. A REALTOR® in good standing for the past five years.
 2. Actively served on at least two Louisiana REALTORS® workgroups/teams/taskforces or the Louisiana REALTORS® Political Action Committee in the past four years.
 3. Served as a director and/or a full term on the Strategic Planning Team at anytime within the past five years.
- FG.** Regional Vice Presidents shall be elected for a one-year term.
- GH.** If a vacancy occurs in the position of President by virtue of death, resignation or otherwise, then the President-elect, at his option, shall assume the role of President for the remainder of the term of office, or the Executive Committee shall elect a successor.
- HI.** If a vacancy occurs in the position of President-elect by virtue of death, resignation or otherwise, then the Secretary-Treasurer, at his option, shall assume the role of President-elect for the remainder of the term of office, or the Executive Committee shall elect a successor.
- IJ.** If a vacancy occurs in the office of Secretary-Treasurer from natural ascension to a higher office, or by vacating the office for other reasons, the position of Secretary-Treasurer, for the remainder of the term of office, shall be filled by an

elected Regional Vice President selected by the Executive Committee of the "Association".

- ~~JK.~~ If a vacancy occurs in the position of one of the Regional Vice Presidents from natural ascension to Corporate office, or by vacating the position for other reasons, the Executive Committee shall elect a successor from the region of the vacating Regional Vice President for the remainder of the unexpired term.
- ~~KL.~~ For just cause, any Officer or Regional Vice President may be removed from office by a two-thirds (2/3rds) vote of the Board of Directors at a regular or special meeting at which a quorum is present. An investigation of the cause shall be made by the Executive Committee, and their recommendations shall be made in writing to the Board of Directors at least ten (10) days before the regular or special meetings at which this vote is to be taken.

SECTION 6 - DIVISION DIRECTORS

- A. The President shall appoint Division Directors, who shall be REALTOR® or REALTOR-ASSOCIATE® Members, for the year.
- B. Division Directors shall serve as liaisons to the Teams within their division to provide a communications network among the Board of Directors, the officers and the Executive Committee.
- C. The President-elect shall serve as the Chair of the Operations Division.
- D. Division Directors shall abide by the established job description.

SECTION 7 - ~~RECOMMENDATION TEAM~~ NOMINATION OF OFFICERS AND REGIONAL VICE PRESIDENTS

~~A. Composition Recommendation Team~~

~~1. The Recommendation Team shall consist of:~~

- ~~a. The immediate past President, who shall serve as chair of the Team. In the event the immediate past President is unable to serve, the Team shall appoint a chair from among its members to serve.~~
- ~~b. Two (2) past Chairmen of the Board/State Presidents appointed by the current President.~~
- ~~c. One (1) individual from each region appointed by the President.~~

~~d. Two (2) individuals appointed by all National Association of REALTORS® Directors currently serving from Louisiana.~~

~~2. Any member of the Recommendation Team, whose name is submitted as a candidate for **the officers of President-Elect or Secretary Treasurer** regional vice president or director of the Louisiana REALTORS® (“Association”) or Louisiana Director of the National Association of REALTORS®, shall not participate during the process for the office or position they are seeking.~~

BA. Nominations/Elections for Officers and Regional Vice Presidents of the Louisiana REALTORS® (“Association”)

I. Nominations

- a. During the Fall Business Meeting prior to the election cycle of Regional Vice President, the job description **and qualifications** for Regional Vice President shall be distributed **to the REALTOR® members of the region both electronically and at the beginning of each regional caucus.** ~~Each caucus shall then submit the name of a qualified candidate for regional vice president to the Recommendation Team for nomination.~~
- b. **Qualifications for President-Elect, Secretary Treasurer, and Regional Vice President and a timeline from notice to election will be posted on the Louisiana REALTORS® website.**
- c. **Any REALTOR® member who meets the qualifications for either President-Elect, Secretary Treasurer, or Regional Vice President and wishes to be considered for an office shall submit his/her name to the Louisiana REALTORS® on the appropriate application 45 days prior to the annual election.**
- d. **The staff of the Louisiana REALTORS® shall review each officer and regional vice president candidate application to ascertain which candidates meet the established criteria to serve. Any application for a candidate not meeting the established criteria shall be returned to the REALTOR® member along with an explanation as to why the candidate does not meet the established criteria.**

In the event the candidate does not agree with the rejection of his/her application, the candidate may appeal

within thirty days to the Executive Committee of the Louisiana REALTORS®.

- e. Qualified candidates for the office of Regional Vice President will submit materials supporting their candidacy to be published on the Louisiana REALTORS® website.
- ~~b. By December 15, each Member Board shall be encouraged to submit the names of qualified candidates for Officers of the Louisiana REALTORS®. No later than January 1, the Recommendation Team shall hold hearings at which it will receive recommendations concerning potential nominees for Officers and Regional Vice Presidents and shall personally interview each individual so recommended via conference call or, if there is more than one candidate running for any one office, shall personally interview the candidates. The Recommendation Team may hold, on its own motion, such meetings as it may deem necessary to complete its slate of nominees for Officers and Regional Vice Presidents and shall give notice to the membership of the slate of nominees at least sixty (60) days prior to the annual meeting. Member Boards shall have the option to have a spokesman appear, by appointment, before the Recommendation Team to present their candidates endorsed for Officers and Regional Vice Presidents.~~
- ~~e. Names in addition to those mentioned by the Recommendation Team may be placed in nomination by petition, if received at the headquarters of the "Association" at least fifteen (15) days prior to the beginning of the annual meeting.~~
- ~~d. Petitions on behalf of candidates for the office of Secretary-Treasurer shall be signed by not less than twenty (20) percent of the directors. Of the twenty (20) percent, no more than fifty (50) percent can be from the same region. To petition for the office of President elect, a candidate must have a minimum of twenty (20) percent of the state director's written endorsement. Of the twenty (20) percent, no more than fifty (50) percent can be from the same region.~~
- ~~e. Petitions on behalf of candidates for the position of Regional Vice President shall be signed by not less than twenty-five (25) percent of the Directors of the region which he/she will represent.~~

- ~~f. Notice of nominees by petition and the report of the Recommendation Team will be posted prominently at the "Association's" annual meeting location no later than one and one half (1 1/2) days prior to the annual meeting.~~

2. Elections

a. Board of Directors

1. The election of the candidates for the Board of Directors so nominated shall be by vote of the Board of Directors at the fall meeting of the "Association". A majority vote shall rule. The Directors so elected shall take office at the beginning of the calendar year following their election.
2. Failure to elect at the time specified shall not be regarded as a forfeiture of these Bylaws, but the Board of Directors then in office shall continue to hold office until the next Board of Director's meeting at which an election is held.

b. Officers

1. **The name of each qualified candidate will be placed on a ballot in alphabetical order.**
- ~~2.~~ The general election of candidates for Officers so nominated will be by ballot vote of the General Membership at the annual meeting. A majority vote shall rule.

c. Regional Vice Presidents

1. **The name of each qualified candidate will be placed on a ballot, and each candidate will have an opportunity to address REALTOR® members at the caucus of the Annual meeting.**
- ~~2. The election of the Regional Vice President for a one-year term shall take place by ballot and vote by the general membership of the caucus at the annual meeting.~~
- ~~3.~~ The candidates for the position of Regional Vice President so nominated **qualified** will be elected **for a one-year**

term by a vote of the general membership of the region at its Regional Caucuses held at the annual meeting.

SECTION 10-FINANCE TEAM

A. Composition of Finance Team

I. The Finance Team shall consist of:

- a. Three (3) Past Presidents, Recommendations shall be submitted and voted upon by the Past Presidents. The terms shall be staggered.**
- b. One (1) Local Board Association Executive, 2 year term, appointed by President (Ex-officio)**
- c. Three (3) Annual Appointment by President (President, President-Elect & Treasurer shall each appoint a representative in the initial set-up. The terms shall be staggered)**
- d. One (1) Regional Vice President, appointed by President**
- e. President , President- Elect, Treasurer**
- f. Staff Liaisons – CEO and Vice-President Finance/Operations (Ex-officio)**

In order to serve on the Finance Team the member must be a REALTOR® in good standing for 5 years; served or participated on a Team in the previous 3 years; and has had either served in an area of financial expertise on the local or state level.

SECTION ~~10-11~~ - OTHER TEAMS

Other Teams mandated to be appointed by this “Association” on an annual basis, which will be composed of active members, shall be as follows:

- A. State Legislative**
- B. Federal Legislative**

- C. Strategic Planning
- D. Grievance
- E. Professional Standards
- F. REALTOR® Commercial Alliance (RCA)
- G. Risk Management
- H. Housing Opportunities & Cultural Diversity
- I. Marketing & Member Services
- J. Mediation
- K. Awards & Recognition
- L. Appraisal
- M. Past Presidents
- N. Association Executives
- O. Finance**

In addition to the above Teams, the Board of Directors, on an annual basis, may create additional Teams through the approval of the Strategic Plan for the subsequent year. The President may create and appoint additional Teams subject to the approval of the Board of Directors. The President may create and appoint other task forces, positions or study groups, as he may deem necessary, for the proper administration of the affairs of this “Association”.