

ARTICLE XI - OFFICERS AND DIRECTORS

Section 1. Officers. The elected officers of FCAR shall be: a President, a President-elect, a Secretary, and a Treasurer. The Secretary and Treasurer may be the same person. They shall be elected for terms of one year. The immediate Past President shall serve as an Officer in the year immediately following his year as President.

Section 2. Duties of Officers. The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. It shall be the particular duty of the Secretary to keep the records of FCAR and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the Maryland REALTORS®.

Section 3. Board of Directors. The governing body of FCAR shall be a Board of Directors consisting of elected officers who shall be REALTOR® members and Five (5) Directors who shall be comprised as follows. (4) Director positions shall be elected from FCAR's REALTOR® members and shall serve for terms of three years. **The Board of Directors shall have discretion, by majority vote, to elect Director positions for a term of less than three years to prevent a scenario whereby too many Director positions turn over in a particular fiscal year.** (1) Director position shall be elected from FCAR's Affiliate members and shall serve for a term of two years.

The association may adopt the following, optional language in addition to the current language (above):

(a) Term Limits. No director shall serve for more than two (2) consecutive three (3)-year terms.

Section 4. Election of Officers and Directors.

(a) **The immediate Past-President shall serve as Chair of the Credentials Committee and shall assemble a team of five (5) REALTOR® Members, from five different offices with the approval of the Board of Directors no later than the March Board of Directors meeting. At least two months before the annual election, a Credentials Committee of five (5) REALTOR® Members, from five different offices, shall be appointed by the President with the approval of the Board of Directors.** The Credentials Committee shall select at least one candidate for each office and one candidate for each place to be filled on the Board of Directors. The Credentials Committee shall exercise reasonable efforts to nominate members to reflect as much diversity as possible taking into due consideration small brokers and firms, real estate salespersons, office managers, geographical locations, and franchises. Any member of the Credentials Committee who has become or becomes a candidate for elective office of FCAR shall resign from the committee. **The Credentials Committee is responsible for identifying candidates to serve on the Board of Directors, to evaluate candidates based on their past credentials (past BOD experience, Committee Chair experience, committee participation, leadership experience, etc), and to approve a slate of candidates to advance for Board of Director approval. The Credentials Committee Chair shall prepare the report of the Credentials Committee, specifying the slate of candidates, and submit the report to the BOD President no later than June 30. The**

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Board of Directors shall be responsible for approving the final slate of candidates no later than the July Board of Directors meeting.

(b) The approved slate of candidates shall be published to the membership at least four (4) weeks preceding the election. ~~The report of the Credentials Committee shall be published at least three (3) weeks preceding the election.~~ Additional candidates for the Officer or Director positions to be filled may be placed in nomination by petition signed by at least 10% of the members eligible to vote. The petition shall be filed with the Secretary at least two (2) weeks before the election. The Secretary shall send notice of such additional nominations to all members eligible to vote before the election.

(c) The election of officers and directors shall take place at the annual meeting or where permitted by state law, electronically. The election shall be conducted by staff allowing for at least two weeks for members to vote.

Section 5. Vacancies. Vacancies among the Officers and the Board of Directors shall be filled by a simple majority vote of the Board of Directors. The newly appointed Officer or Director shall serve the remainder of the term the previous Officer or Director was elected to serve.

Section 6. Removal of Officers and Directors. In the event that an Officer or Director is deemed to be 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 FCAR 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 shall be noticed to all voting members at least ten (10) days prior to the meeting and shall be conducted by the President of FCAR 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 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 Staff Executive. There shall be a chief staff executive, appointed by the board of directors, who shall be the chief administrative officer of the association. The chief staff executive 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.