

Article XI – Officers and Directors

Section 1. Officers. The elected officers of the association shall be: a president, a president-elect, a vice president, a treasurer, an assistant treasurer, and the most immediate past president willing, qualified, and able to serve. The President-elect, in the absence of unforeseen events, shall succeed to the office of president in the next elective year. The vice president, in the absence of unforeseen events, shall succeed to the office of president-elect in the next elective year. The assistant treasurer, in the absence of unforeseen events, shall succeed to the office of treasurer in the next elective year. All officers must have been members of the Association for at least three (3) years and must have served at least one year as an ECAR director or ECAR committee member. Although it is not required, it is strongly recommended that association officers be graduates of ECAR's Leadership Development Program. All officers will serve a term of one year.

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 chief executive officer to keep the records of the association and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the Florida [Association of REALTORS®](#).

Section 3. Board of Directors. The governing body of the association shall be a board of directors consisting of the following, all of whom shall be REALTOR® members of the association: the six (6) elected officers, seven (7) At-large directors, one director whose business entails a minimum of 50 percent work in commercial real estate, and one (1) elected director from each of the following six (6) geographic areas: Fort Walton Beach; Niceville; Destin; North Okaloosa (Crestview/Baker), South Walton, North Walton (Freeport/DeFuniak Springs). A REALTOR® member's geographic area shall be determined by the location of his/her office (as shown in the National REALTOR® Database System). Directors shall be elected to serve for terms of three (3) years, except that at organization or at any subsequent change in director structure so requiring, one-third of the elected directors shall be elected for terms of one (1), two (2), and three (3) years, respectively, or for lesser terms as may be necessary to complete the first fiscal year. Thereafter, as many directors shall be elected each year as are required to fill vacancies. (Amended 1/05)

- (a) Term Limits. No director shall serve a term of more than six consecutive years.
- (b) No more than three (3) REALTORS® from the same real estate firm may simultaneously serve on the board of directors. Should a situation arise whereby more than three officers and/or directors represent a single broker or brokerage, one or more directors from that brokerage will need to resign voluntarily, or as many directors from that brokerage will be determined ineligible to serve using the following process of elimination until the number of officers and/or directors from that brokerage is at three (3).
 1. Directors who have been elected or re-elected to serve less than a full term will be considered ineligible to serve starting with the director who is serving the shortest term.
 2. Directors who have been newly elected to serve based on geographic area will be considered ineligible to serve.
 3. Directors who have been re-elected to serve based on geographic area will be considered ineligible to serve.
 4. Directors who have been newly elected At-large will be considered ineligible to serve.
 5. Directors who have been re-elected to serve At-large will be considered ineligible to serve.
 6. The member elected to serve as assistant treasurer will be considered ineligible to serve.
 7. The member elected to serve as vice president will be considered ineligible to serve.
 8. If, at any point in the process, more members are eliminated than is required, the names of the two (2) or more members who are equally ineligible to serve will be submitted to the existing board of directors who will determine, by secret ballot, which member or members should be determined ineligible to serve.

- (c) Directors elected based on geographic area must have served either at least one (1) year, while a REALTOR® member of the association, on ECAR committees or on the board of directors, or must be a graduate of the ECAR Leadership Development Program.

Section 4. Election of Officers and Directors.

(a) Subject to the approval of the board of directors, the president will appoint an Election Committee at least ninety (90) days before the Annual Meeting.

1. The committee shall consist of the most immediate past president willing, able, and qualified to serve as chairman, all of the directors whose terms are not expiring during the year in question, and two (2) other ECAR members who shall be appointed by the chairman with the approval of the board of directors.

2. The Election Committee will:

- a. verify the officer and directors positions to be filled during the election and the terms for the positions as outlined herein.
- b. collect and review applications for officers and directors submitted by members at least sixty (60) days preceding the Annual Meeting.
- c. determine each applicant's eligibility as a candidate, and
- d. assure that each vacant position needing to be filled has at least one eligible candidate for each position by the deadline.

3. The Election Committee will also certify the election results the first business day following the end of the election.

(b) A ballot shall be prepared, notice of voting procedures shall be sent to each member eligible to vote, and voting shall commence no later than thirty (30) days prior to the Annual Meeting. The ballot will include instructions.

(c) Voting shall terminate at the close of business on the tenth (10th) working day prior to the Annual Meeting. Voting will be by an electronically secured online voting system which can be accessed via ECAR's web page.

(d) Officers of the Association will be selected by a majority vote of the votes cast. If no candidate has a majority, the two (2) candidates with the highest vote count will be placed on a new ballot and a runoff election will be conducted. When required, an electronic runoff ballot will be created, notice will be sent to the members, and members will be given three days to vote in the runoff election. In the event of a tie, the procedure will be repeated until one candidate receives a majority.

(e) Directors of the Association will be elected by plurality. All members eligible to vote may vote for all director positions. When voting, members will make as many selections as there are seats to fill. The positions will be filled in order of votes received with the top vote-getting candidate filling the position with the longest term.

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 until the next annual election.

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 the association shall be held, and the sole business of the meeting shall be to consider the charge against the officer or director, and to render a decision on such petition.

(c) The special meeting shall be noticed to all voting members at least ten (10) days prior to the meeting, and shall be conducted by the president of the association 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 Executive Officer. There shall be a chief executive officer, appointed by the board of directors, who shall be the chief administrative officer of the association. The chief executive officer 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.

Section 8. Executive Committee. There shall be an executive committee of the board of directors consisting of the following: president, president-elect, vice president, treasurer, and assistant treasurer as well as the most immediate past president willing, qualified, and able to serve. The executive committee shall meet at the call of the president or chief executive officer and be empowered to act for the board of directors during the interim between the directors meetings as needed, but all acts and minutes of the executive committee shall be reported at the next meeting of the directors and subject to their approval/ratification.

Section 9. Special Election. *The President with the approval of the Board may call for a special election to replace an officer who has resigned, is removed from office or is no longer able to perform the duties of the office.*