



Honolulu Board of REALTORS®

Proposed Bylaws Amendments

Additions = underline Deletions = ~~strikeout~~

Proposed Amendment: Establishment of HBR First Vice President Position

[Article XI]

Proposed amendment to the Bylaws would add the position of First Vice President. Proposal aligns with Governing Policies, Ends 1.4 Resiliency, underscoring the critical importance of cultivating a leadership pipeline, effective succession planning, and ensuring continuity in leadership.

Amendments are in accordance with the established leadership frameworks of both the Hawaii Association of REALTORS® and the National Association of REALTORS®.

ARTICLE XI – Officers and Directors

Section 1. Officers. The officers of the Board shall be a President of the Board, a President-Elect, a First Vice President, a Secretary, and an Immediate Past President each of whom shall serve for a term of one (1) year or until their successors are elected. The President-Elect shall automatically succeed to the office of President of the Board after the completion of his or her term as President-Elect. The First Vice President shall automatically succeed to the office of President-Elect of the Board after the completion of his or her term as First Vice President. In the event of a vacancy occurring in any elected office, the Board of Directors shall nominate and elect a qualified director to fill such office for the remaining term of the prior officer.

Section 2. Duties of Officers. The duties of the officers shall be as follows:

(a) President of the Board. The President of the Board shall be the chief elected officer of the Board, and shall serve as its chief governing officer, presiding at meetings of the membership and those of the Board of Directors. The President of the Board shall also have such rights and responsibilities provided by the NATIONAL ASSOCIATION OF REALTORS® to the holder of the highest elective office of the Board. At any time after being elected (even before assuming office) the President of the Board may appoint committees for the elective year the President of the Board will serve. Such appointments shall be subject to the approval of the Board of Directors. The President of the Board shall be an ex officio member without vote of all committees, except those committees in which the President of the Board is designated to serve as a member, in which case the President of the Board will be a voting member and shall perform other duties as prescribed in these Bylaws or in the Board of Directors' governing policies then in effect. The President shall serve as the Board's representative on the HAWAII ASSOCIATION OF REALTORS® Board of Directors. In the event the President is then serving as an elective officer of the HAWAII ASSOCIATION OF REALTORS®, the next senior officer of the Board not then so serving shall serve as the Board's representative on the HAWAII ASSOCIATION OF REALTORS® Board of Directors.

(b) President-Elect. The President-Elect shall perform the duties of the President of the Board in the event of the President of the Board's absence or disability and shall perform such other duties as may be delegated to the office by the Board of Directors.

(c) First Vice President. The First Vice President shall perform the duties of the President-Elect of the Board in the event of the President-Elect's absence or disability and shall perform such other duties as may be delegated to the office by the Board of Directors.

(d) ~~(e)~~ Secretary. The Secretary shall oversee the records and the seal of the Board, conduct all necessary correspondence, and perform all duties usual to such office, including acting as Secretary for the Board of Directors, or as may be delegated to the office by the Board of Directors.

Section 3. Chief Executive Officer. There shall be a Chief Executive Officer who shall be appointed and employed by the Board of Directors upon and subject to the terms and conditions of a written contract of employment specifying duties, authority, compensation and other benefits. The Chief Executive Officer shall be the head of and shall supervise the administrative staff, and such NAR mandated committees as Mediation, Grievance and PSAC, and shall perform such other duties as may be delegated to the Chief Executive Officer by the Board of Directors. Unless waived by the Board of Directors, the Chief Executive Officer shall provide a fidelity bond in a corporate surety qualified to do business in the State of Hawaii in such amount as shall be prescribed by the Board of Directors, the cost of which bond shall be paid by the Board.

Section 4: Board of Directors. The governing body of the Board shall be a Board of Directors composed of not less than eleven (11), and not more than thirteen (13) Directors at Large (one of whom shall serve as President, one of whom shall serve as President-Elect, one of whom shall serve as First Vice President, one of whom shall serve as Immediate Past President and one of whom shall serve as Secretary), and four (4) Regional Directors.

(a) Directors at Large. In pursuit of broad representation and the highest levels of professional leadership for the Board, a Director at Large may be appointed by the Board of Directors to serve a staggered term of three (3) years with all other Directors at Large or until a successor is elected. At no time shall there be more than two (2) such Director at Large appointees serving on the Board of Directors. Any appointment hereunder shall only be made from the list of nominees presented to the Board of Directors by the Nominating Committee.

(i) REALTOR® Members of the Board shall elect Directors at Large, who shall be elected to serve staggered terms of three (3) years or until their successors are elected.

(ii) Notwithstanding the foregoing, the term of a Director at Large elected to serve as President-Elect shall be extended if necessary to allow such Director at Large to serve as President and Immediate Past President.

(iii) In case of a vacancy occurring among the Board of Directors, the Board of Directors shall nominate and elect a REALTOR® or Member to fill the unexpired term. No Director at Large shall be elected or appointed for more than two (2) successive terms.

(b) Regional Directors. For purposes of eligibility to serve as a Regional Director or for electing Regional Directors, membership within a regional district shall be determined by the REALTOR's® preferred mailing address as recorded in the then current board member record data base. There shall be four (4) Regional Directors elected by the REALTOR® and Members within their regional districts for a term of two (2) years, with the Windward/North Shore Regional Director representing both the Windward and North Shore regional districts and the East Oahu/Molokai Regional Director representing both the East Oahu and Molokai regional districts as defined in Article XXI.

(c) National Directors. The National Directors, being the Member of the Board then serving as Directors at Large of the NATIONAL ASSOCIATION OF REALTORS®, shall be entitled to attend meetings of the Board of Directors and to participate in discussions but shall not be entitled to vote. The then current year's President of the Board shall hold the position of the Board's National Director. In case the Board needs an additional Board National Director, the Immediate Past President shall fill the position. In case a third position becomes available, the President-Elect shall fill the position. If the Immediate Past President and/or President-Elect is unable to serve, the Board of Directors shall appoint a REALTOR® to fill the position.

Section 5. Nomination and Election or Appointment of Directors.

(a) Eligibility to be a Candidate or Appointee for the HBR Board of Directors

(i) A nominee, including a Board of Directors appointee, must hold an active real estate license in the State of Hawaii and shall have been an active member of the Honolulu Board of REALTORS® for at least three (3) years prior to nomination.

(ii) A nominee, including a Board of Directors appointee, shall have served as a member of a committee or task force at the Honolulu Board of REALTORS® or equivalent local board or the Hawaii Association of REALTORS® or equivalent Association in any other state, for at least two (2) years prior to his/her nomination and/or has experience in serving in a leadership capacity for at least two (2) years with a Chapter Institute, Regional Group, or other Community Organizations.

(iii) A nominee, including a Board of Directors appointee, must not have any determined violations of the Code of Ethics or membership duties within the past three (3) years prior to nomination, unsatisfied discipline pending, unpaid arbitration awards or financial obligations to this Board or any other Board or MLS, and must not have been convicted of any felony.

(iv) If nominee, including a Board of Directors appointee, has been previously the subject of any disciplinary action of the Real Estate Commission of the State of Hawaii or such equivalent in any other state, the matter will be clarified and taken into consideration by the Nominating Committee or Board of Directors, respectively.

(v) A recommended list of nominees will be presented to the Honolulu Board of REALTORS® Board of Directors for determination. The Board of Directors may select a Director at Large appointee only from the list of nominees as presented by the Nominating Committee. If an appointment is made from the list of nominees, all other nominees as determined by the Board of Directors shall be presented as candidates to the Members as provided in Article XI, Section 5 below.

(b) Nomination of Directors.

(i) The Nominating Committee shall nominate one (1) or more candidates for each position of a Director (either Regional or Directors at Large) whose term expired, and shall send a list of the names of all of the candidates so nominated to each REALTOR® Member not less than sixty (60) days prior to the date of the annual meeting, at which time the election of Directors shall take place.

(ii) Additional candidates for any Director position may be nominated by petition signed by not less than one percent (1%) of eligible REALTOR® Members as of March 1 of the current election year and submitted to the Chief Executive Officer not less than forty (40) days prior to the date of the annual meeting; A member shall not be allowed to nominate by petition more than one (1) nominee for each position A candidate may accept nomination for one position, and each candidate upon being nominated must signify, in writing, a willingness to serve if elected. Each petition may list only one candidate.

(c) Election of Directors. A printed or electronic ballot containing the names of all candidates duly nominated shall be made available to each REALTOR® a Member and publicized not less than twenty (20) days prior to the date of the annual meeting. The deadline for receiving all ballots shall be specified on the ballot and Annual Meeting Notice. The President of the Board shall appoint, with the approval of the Board of Directors, not less than five (5) REALTOR® Members, the majority of whom shall be REALTOR® members, and none of whom is a candidate, to act under the direction of an appointee of the President of the Board (not a candidate), as an Election Committee to count and tabulate votes of the printed and electronic ballots. All ballots shall be verified against the membership list. Within seven days following the Annual Meeting, all verified ballots shall be counted in one (1) sitting. The candidates for the respective elective offices receiving the most votes shall be declared elected thereto. The candidates for Directors at Large receiving the most votes shall be declared elected as Directors at Large. In case of a tie vote, the issue shall be determined by lot. The results of the election shall be announced as soon as practicable after tabulation for the votes.

(d) Election of Officers.

(i) The officers of the Board shall be elected by the Board of Directors, except for the office of President of the Board which shall be automatically assumed by the President-Elect upon the completion of his or her term.

(ii) At the first meeting of the Board of Directors following the Annual Meeting, where the new Board of Directors for the immediately ensuing year have been elected and affirmed, the members of the sitting Board of Directors shall elect from among the members of the new Board of who are Directors properly qualified, a President-Elect, a First Vice President, and a Secretary. Only Directors at Large who have served at least one year on the Board are eligible to be elected for the office of President-Elect and First Vice President. Any sitting Director is eligible to be elected for the office of Secretary.

(iii) The Directors shall vote for the offices of President-Elect, First Vice President, and Secretary by secret ballot and those officers shall be elected by majority vote of those present. The duly elected President-Elect, a First Vice President, and Secretary under Section 5(d)(ii) above shall take office immediately upon the commencement of the ensuing new year.

Section 6. Authority to Execute Documents. All checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, and other important instruments shall be executed on behalf of the Board by such person or persons as shall be designated and authorized by resolution adopted by the Board of Directors. In the absence of a resolution applicable to any such instrument, the instrument shall be executed on behalf of the Board by the President of the Board or the President-Elect, or the First Vice President, or the Secretary.