

GENERAL MEETING PROCEDURES

Meeting procedure: Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Board and its Board of Directors and committees in all instances wherein its provisions do not conflict with these Bylaws.

Meeting Motions: If you are planning to make a special motion from the floor at the annual meeting, we respectfully request that you submit your vote to the Board office staff as soon as possible. The staff will keep all communications confidential, unless otherwise indicated in the bylaws, but will then be able to prepare special ballots or materials to facilitate the process.

ARTICLE 6 - GOVERNING BODY

A. Board of Directors

There shall be a total of no more than 8 elected Directors, including the President, Vice President and a Secretary / Treasurer of the Service to be elected from among the Participants or REALTORS® affiliated with Participants of the Service, except that not more than 3 (no more than 2 from the same agency) Directors may be elected from among REALTORS® other than Participants who are affiliated with Participants and serve with consent of the Participants as representatives of the Participants with whom they are affiliated. In addition to the elected Directors, the current President of the Berkshire County Board of REALTORS® or a person appointed by the President, and the Immediate Past President of the Service shall serve as Directors, ex officio, with full voting privileges.

B. Nomination and Election of Officers and Directors

The Officers and Directors of the Service shall be nominated by a vote of the Participants in the Service in accordance with the provisions of Article 7, Meetings, of these Bylaws and as further set forth following:

- 1. Nominating Committee.** The President of the Service shall appoint a Nominating Committee each year which Committee shall be comprised of 5 Participants of the Service. The appointment of the Nominating Committee shall be made by such a date as to enable the Committee to meet and select a proposed slate of Officers and Directors of the Service no more than 60 nor less than 30 days prior to the date of the meeting of the Participants of the Service at which nominees shall be selected by vote of the Participants. The proposed slate of Officers and Directors shall be reported to the President and Secretary of the Service.
- 2. Notice of Proposed Nominees.** The President shall cause a list of the proposed nominees selected by the Nominating Committee to be forwarded to the Participants of the Service, setting forth the time, place, and other pertinent conditions of the meeting to select the final list of nominees by vote of the Participants of the Service. The notice to the participants of the Service concerning the meeting to select nominees for Officers and Directors shall be mailed on a date at least twenty-one (21) days prior to the proposed meeting.
- 3. Rights of Participants to Select Additional Nominees.** The names of additional proposed nominees may be added to the list selected by the Nominating Committee by a petition submitted to the Secretary of the Service by 10% of the Participants of the Service, with said petition received not less than 7 days prior to the date of meeting of the Participants to select nominees for Officers and Directors. The names contained in such petition, if duly received and certified, shall be presented in writing to the Participants at the meeting to select nominees as additional nominees for consideration for such office as specified in the petition. In addition, nominations may be made from the floor at the duly noticed meeting of the Participants to select nominees for Officers and Directors and, if seconded, shall be added to the list of proposed nominees.



4. **Voting by Written Secret Ballot.** Voting for selection of nominees, if other than on a motion to cast a unanimous vote for the original proposed slate shall be by secret ballot, and said ballot shall contain blank spaces for writing in additional names proposed by petition or from the floor at the meeting to select nominees.
5. **Vote to Select Nominees.** Voting shall be in accordance with provisions of Article 7 of these Bylaws.
6. **Nominees Submitted to Shareholder for Election.** When nominees for Officers and Directors of the Service for the forthcoming fiscal year have been selected by vote of the Participants of the Service, such nominees shall be submitted to the Board of Directors of the Berkshire County Board of REALTORS® (shareholder) for election pursuant to Article XII, Section 2 of the Bylaws of the Berkshire County Board of REALTORS®. Upon election by the Board of Directors of the Berkshire County Board of REALTORS® (shareholder), the individuals so elected shall be considered Officers-Elect and Directors-Elect and shall assume their respective offices on January 1st.

The term of office for Officers and Directors of the Service shall be on a calendar year basis. In the event one (1) or more nominee(s) is/are not elected by the Board of Directors of the Berkshire County Board of REALTORS® (shareholder), and upon notice of such failure of election, the President of the Service shall select a proposed Participant or Participants, as required, subject to confirmation by the Board of Directors, for submission as nominee(s) to the Board of Directors of the Berkshire County Board of REALTORS® (shareholder) to be considered for election to fill the vacancy or vacancies existing. In the event that nominees are not duly and timely provided by the Service to the Board of Directors of the Berkshire County Board of REALTORS®, as provided in these Bylaws, then the Board of Directors of the Berkshire County Board of REALTORS® shall exercise rights as sole and exclusive shareholder to elect a Participant or Participants of the Service to fill any existing vacancy or vacancies as Officers or Directors of the Service.

ARTICLE 7 - MEETINGS

A. Annual Meeting

The annual meeting of Participants of the Service shall be held during the month of October at the time and place specified by the Board of Directors, for the main purpose of the election of officers.

B. Quorum and Voting at Meetings of the Service

For the transaction of business, 20% of the Participants of the Service shall be considered a quorum. A majority vote by such Participants present and voting at a meeting attended by a quorum shall be required for passage of motions. In the event the Participant is unable to attend the annual meeting or duly called special meeting of the Service, a REALTOR® substitute from their office may be appointed by the Participant, provided the MLS President is notified, in writing to the board office, no less than twenty four (24) hours prior to the meeting.

