

Board of Directors

Current	2015 Proposed (prev. Delegate Assembly)	2016 Proposed - Board of Directors
<p>Chair: Current MAR President</p> <p>Members:</p> <ul style="list-style-type: none"> All members of the Executive Committee: <ul style="list-style-type: none"> -President-Elect -Secretary/Treasurer -Immediate Past President -EVP (non-voting) -1 Local Association Executive -7 Regional Vice Presidents -4 Focus Vice Presidents Past Presidents for last consecutive 5 years All NAR Directors* 1 at-large member designated by each Local Association ~80 at-large members allocated pursuant to the formula: local membership divided by total membership x80. Two-year term, no more than 4 years in a 6-year time period. The President or Chairman of each Division of the Association created in accordance with Article XIII of these Bylaws The President or Chairman of each Chapter managed by the State Association The Chairperson of the MAR Audit Committee The Chairperson of the MAR Personnel Committee <p><u>Composition: ~ 125</u> (~ signifies approximate)</p> <p>*Includes: MAR Elected NAR Directors, Large Firms and Large Board Representatives per allocation, 2 DSA recipients, 1 Affiliate President/IREM, 1 NAR Past President, NAR Regional Vice</p>	<p>Chair: Current MAR President</p> <p>Members:</p> <ul style="list-style-type: none"> 2 two most recent past presidents not currently serving on the BOD or LDC - 1-year term 2 current NAR Directors, who shall be elected by the NAR Directors -1-year term; 2 consecutive term limit One at-large members designated by each Local Member Association -2 year staggered term; 2 consecutive term limit ~25 at-large members allocated pursuant to the formula: local membership divided by total membership x25 -3 year staggered term; 2 consecutive term limit <p><u>Composition: ~44</u> (~ signifies approximate)</p>	<p>Chair: Current MAR President</p> <p>Members:</p> <ul style="list-style-type: none"> All members of the Executive Committee: <ul style="list-style-type: none"> -President-Elect -Secretary/Treasurer -Immediate Past President -EVP/CEO (non-voting) -1 Local Association Executive -7 Regional Representatives (formerly known as Regional Vice Presidents) -4 at-large members of the Executive Committee -2 most recent willing and able Past Presidents not currently serving on the Executive Committee -1-year term ~3 MAR elected NAR Directors (in addition to MAR President and President-Elect who serve as NAR Director by virtue of position) 1 at-large member designated by each Local Association – 2-year term ~40 at-large members pursuant to the formula: Local Association membership divided by total membership x 40. Two-year term, no more than 4 years in a 6-year time period. <p>Note: See last page for chart</p> <p><u>Composition: ~77</u> (~ signifies approximate)</p>

PROPOSED GOVERNANCE STRUCTURE (Implemented 1/2018)

KEY: Current 2015 New

<p>President from MA, designated NAR Committee Liaisons</p> <p>**Alternates: Named Alternates may serve in the absence of a member at-large with full voting power. Names must be submitted by Local Association.</p> <p>Authority:</p> <ul style="list-style-type: none"> • Amendments to the Bylaws, Policy Manual, and Public Policy Statement • Administer the finances of the State Association and shall have sole authority to fix dues and to appropriate money. • Amendments to the Articles of Incorporation or dissolution of the Corporation • Approve the annual budget, the strategic plan, annual audit, and mission statement of the Corporation • Board always has ability to rescind any action of the Executive Committee. • Election of the MAR Officers • Election of the NAR Directors At-Large • Ratify the hiring, contracting of and termination of EVP <hr/> <p>Qualifications:</p> <ul style="list-style-type: none"> • Must be a REALTOR 	<p>**Alternates: Named Alternates may serve in the absence of a member at-large with full voting power. Names must be submitted by Local Association.</p> <p>Authority:</p> <ul style="list-style-type: none"> • Amendments to the Bylaws • Election of the MAR Directors • Election of the at-large members of the LDC • Election of the NAR Directors At-Large • Amendments to the Articles of Incorporation or dissolution of the Corporation <hr/> <p>Qualifications:</p> <ul style="list-style-type: none"> • Must be a REALTOR • Served a minimum of two years on an MAR Committee or Task Force or relevant service as determined by the LDC 	<p>**Alternates: Named Alternates may serve in the absence of a member at-large with full voting power. Names must be submitted by Local Association.</p> <p>Authority:</p> <ul style="list-style-type: none"> • Amendments to the Bylaws • Administer the finances of the State Association and shall have sole authority to fix dues and to appropriate money. • Amendments to the Articles of Incorporation or dissolution of the Corporation • Approve the annual budget, the strategic plan, annual audit, and mission statement of the Corporation • Board of Directors always has ability to rescind any non-binding action of the Executive Committee. • Election of the MAR Officers, at-large members of Executive Committee • Election of the NAR Directors at-large • Ratify the termination of EVP/CEO <hr/> <p>Qualifications:</p> <ul style="list-style-type: none"> • Must have been a REALTOR® for the past five consecutive years. • Must have served on a Local Association Board of Directors or MAR committee, Work Group, or Task Force within the past five years.
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PROPOSED GOVERNANCE STRUCTURE (Implemented 1/2018)

KEY:

Current

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<p>Other Information:</p> <ul style="list-style-type: none">• Three meetings per year	<p>Other Information:</p> <ul style="list-style-type: none">• One annual meeting to elect officers	<p>Other Information:</p> <ul style="list-style-type: none">• Minimum of two meetings per year, plus special meetings called in accordance with the Policies (attendance encouraged at other scheduled MAR events such as the Annual Conference, Leadership Symposium, Day on the Hill)
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Executive Committee

Current	2015 Proposed (was Board of Directors)	2016 Proposed – Executive Committee
<p>Composition: 16 voting plus EVP non-voting Chair: Current MAR President, 1-year term Members:</p> <ul style="list-style-type: none"> • President-Elect - 1-year term • Secretary/Treasurer – 1-year term • The Immediate Past President • The EVP, who shall be a non-voting member • Regional Vice Presidents elected by the MAR Directors from each respective region • Vice Presidents appointed by the President, each responsible for one of the primary areas of focus as defined by the Board of Directors • 1 Local Association Executive elected by the AEC 	<p>Composition: 15 voting plus EVP non-voting Chair: Current MAR President, 1-year term Members:</p> <ul style="list-style-type: none"> • The Immediate Past President • The EVP, who shall be a non-voting member • 11 at-large members elected by the DA- 1 year terms; 6 consecutive term limit • Candidates for President-Elect and Treasurer will be from among the 11 at-large directors and elected by the BOD at the first Annual Meeting in January. President- Elect - 1-year term; 1-year term limit. Treasurer: 2-year term; 2 consecutive term limit • 1 NAR at-large Director elected by the NAR Directors • 1 Local Association Executive elected by the AEC 	<p>Composition: 16 voting plus EVP/CEO non-voting Chair: Current MAR President, 1-year term Members:</p> <ul style="list-style-type: none"> • President-Elect - 1-year term • Secretary/Treasurer – 1-year term • The Immediate Past President - 1-year term • The EVP/CEO, (non-voting member) • Regional Representatives (formerly known as Regional Vice Presidents) elected by the MAR Directors from each respective region 2-year staggered terms, 2 consecutive term limit • 4 at large members elected by the MAR Board of Directors, no more than 2 from any one Local Association – 2-year staggered terms, 2 consecutive term limit • 1 Local Association Executive elected by the Association Executives Committee
<p>Authority:</p> <ul style="list-style-type: none"> • Empowered to act for the Board of Directors during the interim between Directors meetings • Authorize unbudgeted expenditures in the aggregate, of up to 3% of the approved Annual MAR Budget • The Executive Committee may not take action but may make recommendations to the Board of Directors relative to the following items: MAR Bylaws amendments, the MAR Annual Budget, dues, election of MAR officers and National Directors At-large, disciplinary procedures, changes to the strategic plan 	<p>Authority:</p> <ul style="list-style-type: none"> • Approve the annual budget, the strategic plan, and mission statement of the Corporation • Administer the finances • Employ, prescribe the functions of, and terminate a EVP 	<p>Authority:</p> <ul style="list-style-type: none"> • Empowered to act for the Board of Directors • Authorize unbudgeted expenditures in the aggregate, of up to 3% of the approved Annual MAR Budget • Authorize new Task Forces, Work Groups, Presidential Advisory Groups • Amendments to Policy Manual, Public Policy Statement and other policies and guidelines. • Employ, prescribe the functions of an EVP/CEO • The Executive Committee may not take action but may make recommendations to the Board of Directors relative to the following items: MAR Bylaws amendments, the MAR Annual Budget, dues, election of MAR Officers and

PROPOSED GOVERNANCE STRUCTURE (Implemented 1/2018)

KEY: Current 2015 New

<p>and the MAR Public Policy Statement, Local Member Association jurisdictions, REALTOR® of the Year Committee, The Milton H. Shaw Award Committee, Search Committee, the EVP evaluation committee, the employment or termination of the Executive Vice President, and dissolution of the State Association President, and dissolution of the State Association.</p> <hr/> <p>Qualifications:</p> <ul style="list-style-type: none"> • Must be a REALTOR <hr/> <p>Other Information:</p> <ul style="list-style-type: none"> • The Leadership Team shall not act in any capacity for the State Association or the Executive Committee, but may make recommendations to the Executive Committee. • Meeting minutes available on the MAR website. 	<hr/> <p>Qualifications:</p> <ul style="list-style-type: none"> • Must be a REALTOR • Served as an MAR Delegate or as an officer of a Local Association within the past five years • Served on a MAR committee or task force for one year within the past five years • Meets criteria established by the LDC • Completed training as required by the LDC <hr/> <p>Other Information:</p> <ul style="list-style-type: none"> • Meeting minutes available on the MAR website. 	<p>National Directors at-large, disciplinary procedures, changes to the strategic plan, Local Member Association jurisdictions, or termination of the Executive Vice President, and dissolution of the State Association.</p> <hr/> <p>Qualifications:</p> <ul style="list-style-type: none"> • Must be a REALTOR® for the past five consecutive years. • Served as an MAR Director or an officer of a Local Association within the past five years. • Served on an MAR Committee, Work Group or Task Force within the past five years. <hr/> <p>Other Information:</p> <ul style="list-style-type: none"> • Regional Representatives to meet with Local Association(s) members, act as ambassador • There shall be a Leadership Team consisting of President, President-Elect, Secretary-Treasurer, Immediate Past President and EVP/CEO who serve on the Executive Committee in these roles. They may make policy and operational recommendations to the Executive Committee, the Board of Directors or a Committee, Subcommittee, Task Force, Work Group or Presidential Advisory Group. • Meeting minutes available on the MAR website and actions reported to BOD.
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Committees

Current	2015 Proposed	2016 Proposed - Committees
<p>Standing Committees per Bylaws:</p> <ul style="list-style-type: none"> • Audit Committee • Educator of the Year Committee • Executive Committee • Finance Committee • Government Affairs Committee • Grievance Committee • Investment Committee • Leadership Development Committee • Milton H. Shaw Award Committee • Personnel Committee • Professional Standards Committee • REALTOR® of the Year Committee <p>*Several other committees outside of Standing Committees in Bylaws are appointed and approved each year by the Board of Directors. The President may appoint special committees and task forces at any time subject to the approval of the Board of Directors.</p> <hr/> <p>Other Entities:</p> <ul style="list-style-type: none"> • The MAR Charitable Foundation • REALTOR® Independent Expenditure Political Action Committee • REALTOR® Political Action Committee <hr/> <p>Authority: Except as otherwise provided for in the MAR Policy Manual or other governing documents approved by the MAR Board of Directors, all actions of Committees shall be subject to the approval of the Executive Committee and, as</p>	<p>Standing Committees per Bylaws:</p> <ul style="list-style-type: none"> • Association Executives Committee • Audit Committee • Awards and Recognitions Committee • Executive Committee • Forms Content Advisory Committee • Government Affairs Committee • Investment Committee • Leadership Development Committee • Member Benefits Committee • Professional Development Committee • Professional Standards Committee (to include Grievance, Mediation, and Ombudsman) <p>* Task Forces per Strategic Plan</p> <hr/> <p>Other Entities:</p> <ul style="list-style-type: none"> • The MAR Charitable Foundation • REALTOR® Independent Expenditure Political Action Committee • REALTOR® Political Action Committee <hr/> <p>Authority: Committees shall be empowered to make decisions to accomplish the goals for their areas of responsibility, as assigned by the Board of Directors, directly or through the Policy Manual, within budget and policy guidelines of the State Association,</p>	<p>Standing Committees per Bylaws:</p> <ul style="list-style-type: none"> • Association Executives Committee (not currently in bylaws) • Audit Committee • Awards and Recognitions Committee (includes selection of all awards) • Executive Committee • Forms Content Advisory Committee • Finance Committee • Investment Committee • Government Affairs Committee • Leadership Development Committee • Member Benefits Committee • Professional Development Committee • Professional Standards Committee (to include Grievance, Mediation, and Ombudsman) <p>Note: Subcommittees, Task Forces, Work Groups or Presidential Advisory Groups may be created as required.</p> <hr/> <p>Other Entities:</p> <ul style="list-style-type: none"> • The MAR Charitable Foundation • REALTOR® Independent Expenditure Political Action Committee • REALTOR® Political Action Committee <hr/> <p>Authority: Committees shall be empowered to make decisions to accomplish the goals for their areas of responsibility, as assigned by the Board of Directors, directly or through the Policy Manual, within budget and policy guidelines of the State Association,</p>

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<p>specified in Article VI, Section 2, the Board of Directors.</p>	<p>provided that any decision must be properly delegated by the Board of Directors consistent with Massachusetts statute.</p>	<p>provided that any decision be properly delegated by the Board of Directors consistent with Massachusetts statute.</p>
<hr/> <p>Composition: Unless otherwise stated in the Policy Manual or Bylaws, Committee Chairs and members shall be appointed by the President.</p>	<hr/> <p>Composition: Unless otherwise stated in the Policy Manual or Bylaws, Committee Chairs and members shall be appointed by the President.</p>	<hr/> <p>Composition: Unless otherwise stated in the Policy Manual or Bylaws, Committee Chairs and members shall be appointed by the President.</p>

Leadership Development Committee – activated 2017

Current	2015 Proposed	2016 Proposed - LDC
<p>Purpose: Identify and mentor talented new leaders and encourage them to Realtor association leadership positions. Chair: Appointed by the President for the first year, to be replaced by the previous Vice-Chairperson the following year</p> <p>Members:</p> <ul style="list-style-type: none"> • The President-Elect • A Vice-Chairperson, appointed by the President-Elect, who shall become Chairperson • The immediate past Regional Vice Presidents or their qualified designees • 1 Local Association Executive appointed by the President 	<p>Purpose: Prepare, train, recruit, and guide potential future leaders. Chair: Appointed by President</p> <p>Members:</p> <ul style="list-style-type: none"> • The President-Elect • The most recent Past President who is willing and able to serve • 1 At-Large member from each region (currently 7 regions) • 2 year staggered terms 	<p>Purpose: Identify volunteers at all levels Chair: President-Elect</p> <p>Members:</p> <ul style="list-style-type: none"> • The immediate past Regional Representatives (formerly known as Regional Vice Presidents) or their region’s designees • Current Regional Representatives (formerly known as Regional Vice Presidents) or their region’s designees • 2 appointments by President • Leadership Academy graduate appointed by most recent Academy • 1 Local Association Executive appointed by the President
<p>Authority:</p> <ul style="list-style-type: none"> • Oversee and govern the MAR Leadership Academy 	<p>Authority:</p> <ul style="list-style-type: none"> • Recruit potential leaders; • Determine competency and minimum standards for all volunteer positions • Annually establish mentor, recruitment, and training goals for all leadership positions • Meet with AEC annually to set mentor, recruitment and training goals • Engage outside consultants as needed • Host Future Leaders Meeting annually for Delegate Assembly, Board of Directors and Committee Chairs to discuss future leadership trends, training and goals. 	<p>Authority:</p> <ul style="list-style-type: none"> • Oversee and govern the MAR Leadership Academy • Recruit, encourage, and educate potential leaders • Annually establish mentor, recruitment, and training goals for all leadership positions • Meet with Association Executives Committee annually to develop continuity of training between local and state levels and assist with leadership training component of Core Standards • Engage outside consultants as needed

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	<ul style="list-style-type: none"> • Establish levels of training pursuant to all elected and appointed positions; • Advise the Board of Directors regarding potential MAR Leaders and other appointed positions. • Become familiar with those REALTORS® throughout the state who will provide a pool of leadership talent from which the LDC shall recruit to serve in leadership capacities. • Develop Leadership Training 	<ul style="list-style-type: none"> • Host Future Leaders outreach annually to discuss future leadership trends, training and goals.
<p>Qualifications:</p> <ul style="list-style-type: none"> • Must be a REALTOR® 	<p>Qualifications:</p> <ul style="list-style-type: none"> • Must be a REALTOR® • Served as an MAR Delegate or Directors • Served as member of an MAR Committee or Task Force for at least two of the past five (5) years • Served as a Chair of an MAR Committee or Task Force for at least one (1) year. 	<p>Qualifications:</p> <ul style="list-style-type: none"> • Must be a REALTOR® for the past five consecutive years.

APPENDIX A

EXAMPLE OF BOARD OF DIRECTORS LOCAL ASSOCIATION ALLOCATION

NOTE: This chart displays allocation numbers based on the member count as of July 31, 2015. Allocation numbers will change each year based on the member count as of July 31 from the current year. You will receive a final member count for your Local Association allocations from MAR in early August each year. Per the transition of the proposed governance, the new Local Association allocation formula will not be put into effect until 2018. The Leadership Development Committee will begin in 2017.

Membership Allocations Example								
*CURRENT BOD allocations using formula (local membership divided by 21024 x 80, + 1 Local Representative)								
*NEW BOD allocations using formula (local membership divided by 21024 x 40, + 1 Local Representative)								
Member count as of 7/31/15	Local Association	1 Rep per Local Assoc.	CURRENT BOD Alloc. per formula (Rounded)	Total	1 Rep per Local Assoc.	NEW BOD Alloc. per formula (Rounded)	Total	Notes
443	Berkshire County Assoc. of Realtors®	1	2	3	1	1	2	
*8227	Greater Boston Assoc. of Realtors®	1	31	32	1	16	17	*Boston includes EMAR merge
2326	Cape Cod & Islands Assoc. of Realtors®	1	9	10	1	4	5	
284	Greater Fall River Assoc. of Realtors®	1	1	2	1	1	2	
**1157	Realtor® Assoc. of Southeastern MA	1	4	5	1	2	3	**RASEM includes Bristol merge
336	Greater Newburyport Assoc. of Realtors®	1	1	2	1	1	2	
375	North Central Assoc. of Realtors®	1	1	2	1	1	2	
1046	North Shore Assoc. of Realtors®	1	4	5	1	2	3	
1396	Northeast Assoc. of Realtors®	1	5	6	1	3	4	
24	Realtors® Commercial Alliance of MA	1	0	1	1	0	1	
1539	Realtor® Assoc. of the Pioneer Valley	1	6	7	1	3	4	
2438	Plymouth & South Shore Assoc. of Realtors®	1	9	10	1	5	6	
1433	Central MA Assoc. of Realtors®	1	5	6	1	3	4	
	TOTAL	13	78	91	13	42	55	

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Current

2015

New

	Ex-Officio Positions							
	President			1			1	
	President-Elect			1			1	
	Secretary/Treasurer			1			1	
	Immediate Past President			1			1	
	EVP/CEO (non-voting)			1			1	
	Local Association Liaison			1			1	
	Regional Vice Presidents/Regional Representatives			7			7	
	Focus Area Vice Presidents/At-large members of the Executive Committee			4			4	
	Past Presidents			5			2	
	NAR Directors			19			3*	*MAR Elected NAR Directors (in addition to MAR President and President-Elect)
	President/Chairman of each Division of the Association created in accordance with Article XIII of Bylaws			1			0	
	President/Chairman of each Chapter managed by the State Association			1			0	
	Chairperson of MAR Audit Committee			1			0	
	Chairperson of MAR Personnel Committee			1			0	
	TOTAL EX-OFFICIO			45			22	
	TOTAL EX-OFFICIO AND LOCAL ALLOCATIONS			136			77	