

EXHIBIT E



PROPOSED BYLAW AMENDMENTS REGARDING CHAPTERS

(Proposed deletions are ~~struck out~~ and proposed additions are shown in blue underlined type)

AMEND ARTICLE III REGARDING ESTABLISHING CHAPTERS

ARTICLE III. JURISDICTION: CHAPTERS

Section 3.1. Territorial Jurisdiction. The territorial jurisdiction of the Association as a member of the NATIONAL ASSOCIATION OF REALTORS® is the City of Austin and the County of Travis in the State of Texas and any additional jurisdictions as approved by the NATIONAL ASSOCIATION OF REALTORS® in connection with the establishment of Chapters as provided herein.

Section 3.2. Protection of Terms. Territorial jurisdiction is defined to mean the right and duty to control the use of the terms REALTOR® and REALTORS®, subject to the conditions set forth in these Bylaws and those of the NATIONAL ASSOCIATION OF REALTORS®, in return for which the Association agrees to protect and safeguard the property rights of the NATIONAL ASSOCIATION OF REALTORS® in the terms.

Section 3.3 Establishment of Chapters. Subject to any required approval by the NATIONAL ASSOCIATION OF REALTORS®, the Association may, by action of its Board of Directors, establish chapters (each a "Chapter") to serve persons engaged in the real estate profession in defined geographic communities, including in connection with combination with other boards or associations of REALTORS®. A Chapter shall have no independent corporate existence or independent properties or funds and shall operate as a geographic division of the Association under the control of the Board of Directors as provided in Section 10.3 of these Bylaws.

**AMEND SECTIONS 10.1, 10.3, 10.4 AND 12.1 TO
ESTABLISH CHAPTER DIRECTORS**

Section 10.1. Officers. The Officers of the Association shall consist of a President, a President-Elect, a Secretary/Treasurer, and the Past-President.

(a) Officer Election. Officers shall be elected by a majority vote of the Board of Directors at or before the first regular meeting held following October 1 each year.

(b) Qualifications of President-Elect Candidates; Term of Office.

(1) Each President-Elect candidate must meet one of the following qualifications:

(i) be a current At Large Director or Chapter Director who, at the beginning of their term as President-Elect, will have continuously served as an At Large Director or Chapter Director for at least two years; or

(ii) be a current At Large Director or Chapter Director who served for at least two years in a prior term that ended not more than one year before the beginning of their current term.

(2) If the Board of Directors determines that there are not sufficient candidates who meet either of the qualifications stated in paragraph (1) above, then notwithstanding that paragraph, it may elect as President-Elect any person who has served as a Director in any of the three calendar years before the beginning of their term as President-Elect. The person elected as President-Elect shall serve as President-Elect for a term of one year commencing on January 1 after election, shall automatically succeed to the office of President for a one-year term thereafter and shall automatically succeed to the office of Past-President for a one-year term following his or her term as President.

(c) Qualifications of Secretary/Treasurer Candidates; Term of Office.

(1) Each Secretary/Treasurer candidate must be a current At Large Director or Chapter Director who will have one or more years remaining on his or her At Large Director or Chapter Director term at the beginning of his or her term as Secretary/Treasurer.

(2) The person elected as Secretary/Treasurer shall serve in such office for a term of one year commencing on January 1 after election.

Section 10.3. Board of Directors.

(a) Management by Directors. Management of the business of the Association and the control and disposition of its properties and funds shall be directed by the Board of Directors, which may exercise powers of the Association and direct or authorize all such lawful acts and things as are not by law or by the Articles of Organization or Certificate of Formation or by these Bylaws directed or required to be done by the Members.

(b) Definitions. As used in these Bylaws, the term “At Large Director” means a person elected as an At Large Director as provided in Section 10.3(h) and continuing to serve as provided in these Bylaws. As used in these Bylaws, the term “Chapter Director” means a person elected as to serve as a Chapter Director as provided in Section 10.3(h) and continuing to serve as provided in these Bylaws. As used in these Bylaws, the term “Initial Chapter Director” means a person designated to serve as an Initial Chapter Director as provided in Section 10.3(i) and continuing to serve as provided in that Section. As used in these Bylaws, the term “Officer” means a person elected as provided in Section 10.1 and continuing to serve as provided in these Bylaws. As used herein the term “Directors” means the At Large Directors, Chapter Directors, and Initial Chapter Directors together with any President-Elect, President or Past-President continuing to serve as provided in Section 10.3(d)(3) after their At Large Director or Chapter Director term ends.

(c) Number. The ~~Board of Directors shall consist of up to eighteen persons consisting of fifteen~~number of At Large Directors ~~together with any persons~~shall be fifteen minus the number of any Chapter Directors. The total number of Directors shall be (i) the number of At Large Directors, plus (ii) the number of Chapter Directors, plus (iii) the number of Initial Chapter Directors then serving, if any, plus (iv) the number of persons, if any, serving in the position of President-Elect, President or Past President after their term as At Large Director or Chapter Director ends.

(d) Term of Service.

(1) The term of service of each At Large Director and Chapter Director shall be three years commencing on January 1 of the year following such person’s election.

(2) At Large Director and Chapter Director terms shall be staggered, with one-third of the number of At Large Directors and Chapter Directors specified in Section 10.3(c) elected each year.

(3) A person serving in the position of President-Elect, President or Past President after his or her term as an At Large Director or Chapter Director has expired shall continue to serve as a Director until his or her Officer term ends.

(4) The terms of persons elected to fill Director vacancies are set out in Section 10.4.

(e) Qualifications of At Large Director Candidates and Chapter Director Candidates.

(1) Each At Large Director candidate and each Chapter Director candidate must meet all of the following qualifications:

(i) currently be a primary or secondary REALTOR® Member of the Association;

(ii) have been a primary or secondary REALTOR® Member of the Association for three (3) consecutive years within the five (5) years prior to the commencement of service;

(iii) may not serve on the Nominating Committee that nominates him or her;

(iv) have submitted to the Association a written notice of willingness to serve; and

(v) have taken the “REALTORS® Pledge” prior to commencement of service.

(2) In addition to the qualifications specified in paragraph (e)(1) of this Section, each Chapter Director candidate must be a primary or secondary REALTOR® member whose business mailing address is located within the geographic community defined for the Chapter they wish to represent.

(3) ~~(2)~~ No more than two (2) Directors (including the President-Elect, President and Past-President serving as Directors pursuant to Section 10.3(c)) may be affiliated with the same company; provided that if more than two (2) Directors become affiliated with the same company, such Directors will be allowed to serve until the end of the calendar year in which they become affiliated with the same company. The determination of which Directors will cease to serve will be made as specified in the Association’s Governing Policy and any vacancy will be dealt with as herein provided. For purposes of this paragraph, the terms “company” and “affiliated with the same company” have the meanings specified in the Association’s Governing Policies.

(4) ~~(3)~~ A person who is elected to serve a three-year term as an At Large Director or Chapter Director (including any person who continues to serve as a Director after their three-year term as At Large Director ~~term~~ or Chapter Director ends by virtue of serving as President-Elect, President or Past-President) is eligible to run for election thereafter to serve an additional consecutive three-year term. After serving two consecutive, full three-year terms (and, if applicable, any partial term or terms resulting from election to fill a vacancy), such

person is not eligible to run for re- election thereafter until at least one year has passed during which they were not a Director.

(f) Nomination. Prior to July 31 of each year, the Nominating Committee shall nominate two persons to stand for election for each of the At Large Director [and Chapter Director](#) positions that will be open in the following year; provided, however, that if, after reasonable effort, the Nominating Committee is unable to place in nomination two candidates for each position who meet the requirement of paragraph [\(e-\)](#) of this Section, then it may nominate less candidates. By July 31 of each year, the nominations by the Nominating Committee shall be sent to all REALTOR® Members entitled to vote by U.S. mail or other form of delivery (including electronic transmission) to the addresses maintained by the Association.

(g) Petition. Additional candidates for At Large Director [or Chapter Director](#) positions may be placed to stand for election by a petition duly signed by at least one percent (1%) of the REALTOR® Members entitled to vote; provided however that if more than twenty-five percent (25%) of the signing Members are from one company, then only the signatures from twenty-five percent of such Members shall be counted for purposes of determining if the one percent (1%) requirement has been met. Any petition placing a person to stand for election for an At Large Director [or Chapter Director](#) position as provided above must be submitted to the Association on or before the September 1 preceding commencement of the open term. To be valid and counted, signatures on petitions shall be by original signatures or by a Board approved electronic signature system and cannot be dated earlier than the June 1 preceding the commencement of the open term. The Secretary/Treasurer and the Chief Executive Officer of the Association shall have the exclusive authority to determine the validity of all petitions and signatures thereon.

(h) Election.

(1) Election of At Large Directors [and Chapter Directors](#) shall occur annually by a voting procedure approved by the Board of Directors. Each REALTOR® Member entitled to vote shall be entitled to cast a number of votes for At Large Directors [and Chapter Directors](#) equal to the number of open positions. Cumulative voting will not be allowed and therefore a Member shall not be entitled to cast more than one vote for any person standing for election.

(2) The open full-term At Large Director [and Chapter Director](#) positions shall be filled by the persons receiving the highest numbers of votes cast.

(3) If any At Large Director [or Chapter Director](#) positions are open as a result of the position becoming vacant prior to the end of the full term of the person elected to that position, then such partial term positions shall be filled as follows:

(i) After the full-term positions are filled, each position with a two-year partial term remaining shall be filled by the persons receiving the next highest number of votes cast, until all such positions are filled.

(ii) After the full term and two-year partial term positions are filled, each position with a one-year partial term remaining shall be filled by the persons receiving the next highest number of votes cast, until all such positions are filled.

(i) Initial Chapter Directors. If a Chapter is established in connection with a combination with another board or association of REALTORS®, the governing body of such board or association shall designate the Initial Chapter Director to represent that Chapter. If such governing body fails to name an Initial Chapter Director or if the Chapter is not established in connection with a combination with another board or association of REALTORS®, the Initial Chapter Director for the Chapter will be designated by the Association's Board of Directors. Any Initial Chapter Director must meet the candidate qualifications set forth in paragraph (e) of this Section. An Initial Chapter Director shall serve a term as a Director commencing upon the effective date of the establishment of the Chapter that such Director represents through December 31 of the second full calendar year following commencement of such term.

Section 10.4. Vacancies.

(a) Officer Vacancies. Vacancies among the Officers may be filled by a majority vote of the Board of Directors, except that a vacancy in the office of President shall be filled by the President-Elect.

(b) At Large Director and Chapter Director Vacancies. Any vacancy in an At Large Director or Chapter Director position may be filled by a majority vote of the remaining Directors for a term to continue until December 31 of the current year. If the remaining term for an At Large Director or Chapter Director position continues beyond December 31, then such partial term position shall be filled by the Members pursuant to Section 10.3(h).

Section 12.1. Nominating Committee. The Association shall have a Nominating Committee consisting of at least seven (7), but not more than nine (9), REALTOR® Members. At least two (2) members of the Nominating Committee shall be ~~then-serving persons then~~ serving as an At Large ~~Directors~~ Director or Chapter Director. The then-serving President and Past-President may not serve on the Nominating Committee. The Nominating Committee, including a member thereof to serve as chair, shall be appointed by the then-serving At Large Directors and Chapter Directors (provided that the then-serving President and Past-President shall not be eligible to participate in the appointment of the Nominating Committee or its chair).