

WHAT DOES THE AMENDMENT DO?

- It allows ABoR to proceed with the proposed combination with the **Highland Lakes Association of REALTORS®**.
- It allows ABoR to establish "Chapters" – geographic subsets of our Association.
- It creates a permanent Board seat for each Chapter, called a "Chapter Director".
- It defines a process for integrating a Chapter Director seat onto the Board without permanently increasing the Board's size.
- It updates related Board mechanics (company and term limits, officer selection, etc.) to add Chapter Directors into the existing structure.
- It does NOT change the criteria for who may serve on the Board, including no changes to the corporate limit on the number of Directors from one Company.

WHY IS THE ABOR BOARD SEEKING THIS AMENDMENT NOW?

This amendment is a required step in **unifying with the Highland Lakes Association of REALTORS®**. On August 19, the HLAoR and ABoR Boards agreed to unify association and MLS services by the end of the year. Currently, our Bylaws have no provision for establishing chapters and how the Association will structure Board representation if it grows by combining with another local REALTOR® association. That's why a Bylaws amendment is required and why a member Bylaws vote has been called for August 24-26.

WHY IS ABOR HOLDING A BYLAWS VOTE SO QUICKLY?

HLAoR members vote whether to **combine with ABoR (as the Highland Lakes Chapter)** on September 8. Ahead of that vote, ABoR must have chapter authority in its Bylaws before it can seat a chapter at all – so our vote must come first. It's also critical that ABoR and HLAoR member votes take place before mid-September to allow sufficient time to combine membership records and formalize ABoR's expanded jurisdiction with NAR ahead of 2027 Association dues billing in December.

HOW WOULD THIS AMENDMENT APPLY TO UNIFICATION WITH HLAOR?

If **ABoR and HLAoR combine**, this amendment would allow HLAoR's current board to select one current HLAoR REALTOR® member – whose business mailing address is in Llano or Burnet counties – to join the ABoR Board of Directors for a term running through the end of 2028. Beginning in 2029, that seat would become a regular elected ABoR Board seat, open to any qualifying candidate who meets the business mailing address requirement, chosen by a vote of the full ABoR membership.

WHAT IS A CHAPTER?

NAR defines a Chapter as a “subunit of an existing, chartered local association of REALTORS®” that allows unifying associations to maintain their local identity and dedicated footprint. A Chapter is not a separate legal entity; it is integrated within ABoR’s corporate and financial structure. A local governing voice is maintained by creating a dedicated Chapter Director seat on the ABoR and Unlock MLS Boards of Directors.

It’s relevant to note that, while not requiring a Bylaws amendment, the ABoR Board of Directors would update the **ABoR Governing Policies** to create a dedicated Chapter Council for every Chapter that is created. The Chapter Council would operate like the several Advisory Groups we have throughout ABoR today while preserving the unifying association’s valued local identity, outreach, and dedicated programming.

IN WHAT SCENARIO WOULD ABOR CREATE AN ASSOCIATION CHAPTER?

Chapters can be created when ABoR combines with another REALTOR® association whose members join ABoR, such as the **proposed agreement with HLAoR**. The geographic Chapter would encompass the jurisdiction area of the unifying association.

WHAT IS A CHAPTER DIRECTOR?

A Chapter Director is a Board member whose business mailing address is located within the Chapter’s geographic area. Each ABoR Chapter will have one (1) permanent Chapter Director seat on the ABoR and Unlock MLS Boards of Directors. All other criteria for eligibility to serve as a Director, including the corporate cap limiting the number of directors from one company, apply to Chapter Directors.

WHAT ARE THE ELIGIBILITY REQUIREMENTS FOR A CHAPTER DIRECTOR?

To run for or be appointed to a Chapter Director seat, the business mailing address of the candidate must be located within that Chapter's geographic area. All other existing criteria for eligibility to serve as a Director, including the corporate cap limiting the number of directors from one company, apply to Chapter Directors.

HOW ARE CHAPTER DIRECTORS SELECTED?

When a Chapter is created in connection with combining with another association, that association's own outgoing board of directors selects the first person to hold the new Chapter Director seat. This initial appointee serves a fixed term running from the effective date of the combination through the end of the second full calendar year that follows.

After that fixed initial term ends, the Chapter Director seat becomes a normal elected position, filled by a vote of the full ABoR membership – the same as every other At Large Director – except that candidates must still meet the geographic business mailing address requirement described above.

DOES ADDING A CHAPTER DIRECTOR GROW THE SIZE OF THE ABOR BOARD?

Not permanently. When a Chapter is first formed, the ABoR Board will operate with one extra Director (19 total) while the initial, appointed Chapter Director serves out their term. To allow for the Chapter Director seat to take the place of one (1) At Large Director seat, the first full election cycle following the addition of a new Chapter will include one less at-large seat for election, allowing the board to return to 18 members – 13 at-large directors, one Chapter Director, and four Officers (President, President-Elect, Past President, and Secretary/Treasurer). Additional Chapters would follow this process, with the number of At Large Director seats declining by one to make room for a Chapter Director on an 18-member Board.

DO CHAPTER DIRECTORS HAVE THE SAME ELIGIBILITY REQUIREMENTS AS AT LARGE DIRECTORS?

Every other aspect of how At Large Directors are nominated, elected, and serve remains the same; Chapter Directors are folded into that same structure with one added geographic qualification. That includes the following:

- **Officer eligibility:** Chapter Directors are eligible to serve as President-Elect and Secretary/Treasurer on the same basis as At Large Directors.
- **Same-company limit:** the existing rule limiting no more than two Directors from the same brokerage applies to Chapter Directors exactly as it applies to every other Director.
- **Term limits:** Chapter Directors are subject to the same three-year term length and two-consecutive-term limit as At Large Directors.
- **Nominating Committee:** at least two of its members must be current At Large Directors or Chapter Directors, and sitting At Large Directors and Chapter Directors together appoint the Committee and its chair.
- **Vacancies:** an ordinary vacancy in a Chapter Director seat is filled by the Board the same way an At Large Director vacancy is filled today.

WILL ABOR MEMBERS BE SORTED INTO CHAPTERS?

No. Members are not asked to declare or maintain a "Chapter membership" – there is no new category of membership and no new dues structure is created by this amendment.

WILL ABOR CREATE GEOGRAPHIC CHAPTERS FOR ITS ENTIRE SERVICE AREA?

No. The intent of this amendment is to create a clear governance process when ABoR unifies with another association, such as the **proposed agreement with HLAoR**.