

ALASKA ASSOCIATION OF REALTORS

PROXY POLICY

July 25, 2018

What is a proxy?

The Proxy is a substitute. It is basically one person standing in for another person. Proxy voting powers conferred gives the power of attorney to a member to cast the vote for another legal vote holder. The Proxy is a signed statement authorizing a person to vote instead of the signer in the signer's absence at a meeting. For the Alaska Association of REALTORS a Proxy is used to allow those who cannot attend meetings to send a substitute to vote for them under the limited circumstances conferred in the writing.

To be able to use a proxy it has to be granted in the governing documents or the statutes. In the Alaska Revised Nonprofit Act, provides that a non-profit corporation like AAR may use proxies only if it is not precluded in the corporate Articles or bylaws and AAR corporate documents are silent on proxies. As such, the use of proxies is subject to policies and procedures established by the Association. This document provides those policies with regard to use of proxies.

Who prepares the proxy?

The Pro-forma of a Proxy is prepared by and approved by the Board of Directors and sent out by the Secretary with the call to the meeting. It is used whenever the organization has some item of business to vote on which includes, elections. Any proxy provided by a voting member of the Association must substantially conform to the Pro-forma or it will not be considered. The Pro-forma is designed to provide the limitations upon which a vote is being taken and a valid statement of the proxy giver as to their understanding of the rights they are transferring to the proxy holder.

How many types of proxies are there?

There two types of proxies:

One is a general proxy. A general proxy is written in such a way that it gives the proxy holder the right to vote as he or she sees fit on any business that may come up at a meeting. As members of the Association are represented in daily business by the Board of Directors, except in rare circumstances, general proxies are not appropriate with the purposes and running of the Association.

The Second is a directed proxy which provides for the limited power of proxy for the specific item of business that is to be voted on and provided a place on the Pro-forma proxy for the member to tell the proxy holder the way to vote on the business. As with the Association these proxies are normally provided for in elections or for special meetings where a defined agenda is provided Association members. The proxy holder is legally required to cast the vote the way he/she has been designated by the member.

It may be desired to provide for a directed and partial general proxy for an annual meeting. There will be a section which is called special where business is listed, such as motions raising assessments and nominees for office. There could also be a limited general proxy for matters that may come up from the members and unknown to the board at the time preparing the proxy. This would give the proxy holder the right to vote however he/she sees fit.

Can a proxy be revoked?

Yes, by attending the meeting. There is always the possibility that he/she will have changed his preference for any agent.

All proxies that have been mailed in will be alphabetized in the sealed envelope at check in desk. As attendees check in to the meeting the ballot will be cross referenced to the proxies. If a proxy is found for that attendee the proxy envelope will be shredded on site and attendee given a ballot for the voting.

What information should the Pro-forma and proxy include?

The proxy should include the name of the Association, the word proxy under it, and a statement that the signed document is the person's proxy for the meeting, and then blanks for the member to provide complete identification so their current membership may be checked, a place to sign and date the proxy. If the proxy is a directed proxy it would also include the specific issues that are to be voted on at the meeting and a place for the member to check "yes" or "no" or a place to vote for any candidates being considered for office. A proxy also shall include a date when it expires (usually post meeting).

Election Process in use of Proxy Voting.

90 days prior to Annual Meeting:

Executive Officer or his designee will notify the nominating committee of the upcoming deadlines for the annual election. The nominating committee shall consist of the current Presidents of the member boards. The immediate past president shall serve as the ex officio chairperson with the right to vote in the event of a tie.

60 days prior to Annual Meeting:

Nominating committee will begin soliciting for candidate for the open positions to be elected at the annual meeting.

45 Days prior to Annual Meeting:

Nominating committee to send second solicitation for candidates for the open positions to be elected at the annual meeting.

30 Day prior to Annual Meeting:

Nominating committee to meet and certify the candidates for the upcoming annual election are qualified to run for the positions nominated for. Nominating committee will then forward the ballot nominees to the Board of Directors. Board of Directors to certify slate of candidates. Executive Officer or his designee to send out a ballot to Association members for the slate of candidates including any necessary information related to the slate. Ballot shall include a Pro-forma proxy form. Ballots must designate the member NRDS number and be signed and dated by the member. Ballots shall be constructed in such a way as to eliminate an easy duplication of the ballot. Pro-forma proxy will designate the Board of Directors as the proxy holder to vote shares in accord with the instructions of the proxy giver. It is strongly advised that any Association member creating their own proxy form should have form approved by Executive Officer and Nominating Committee as conforming with all requirements of the Pro-forma so as not to have such proxy invalidated prior to the Annual Meeting.

Balloting is by secret ballot, each Association member in good standing receives -

- **A ballot and all the information necessary for the member to mark it properly and provide a proxy in a timely manner or vote in person at the meeting.**
- **A small envelope on which the voter signs and prints his name and in which he places his folded, marked ballot.**
- **Any additional information, such as brief statements from the candidates for elective office, or summaries or rationales related to items that are the subject of a vote.**

7 Days prior to Annual Meeting:

Ballots and proxies to be returned to the Executive Officer or his designee. Ballots will be summarized and verified to the membership list. Any person who is collecting proxies not sent out by the board of directors must have their proxies filed with the Executive Officer or his designee by this date in conformity with the requirements as detailed in the Pro-forma proxy.

Annual Meeting:

Association members and valid proxies shall be counted in establishing a quorum for the meeting. The candidates will be voted on the floor of the convention and the valid

proxies will be added to the count of persons physically present. The Executive Officer or his designee will certify the election after counting of all votes.

15 Days after Annual Meeting

Proxies will be shredded

Membership roster:

The eligibility roster will be pulled from the NRDS 30 days prior to the election. For new members joining between that date and the annual meeting, they must vote in person or specifically request a proxy. An updated membership roster will be at the check in for the annual meeting. Any member in good standing on the updated list will be allowed to vote.

Preparation of the proxy mail out:

The membership will be electronically notified at the last email address of record of the upcoming election 30 days prior to the election, including the candidates as certified by the Board of Directors and Credentials committee. Membership will be notified to watch for proxy ballots coming in the mail. Ballots will be mailed to members in care of their current brokerage of record address as shown on NRDS roster.

The mail out to the membership will include:

- a. An official election ballot
- b. An envelope with their name, signature and NRDS number to seal their ballot into. This envelope will remain sealed until the election counting
- c. A return stamped self-addressed envelope to return to the Executive Officer or his designee
- d. Instructions on submitted a valid official proxy

All proxy ballots must be on the official form and sealed in the official envelope to be counted.

PROFORMA PROXY

ALASKA ASSOCIATION OF REALTORS

PROXY FORM

KNOW ALL MEN BY THESE PRESENTS:

The undersigned member _____ (NRSD# _____), or their voting representative, hereby constitute and appoint the Secretary of the Association, his designee, as nominee, and proxy with powers of substitution for and in the name and place of the undersigned, to appear, represent, and cast votes only as I specifically instruct with **CHECK MARK BELOW** in reference to the following matters to come before the ALASKA REALTORS ASSOCIATION INC. meeting to be held on the ____ day of _____ 20XX, at 7:30pm at _____.

Election of Board Members

Please check the name you would like to see elected to the Board of Directors. You can vote for _____ people.

_____ Candidate 1, John Doe

_____ Candidate 2, Jane Smith

_____ Candidate 3, Fran Howe

The undersigned ratify and confirm, until the ____ day of _____ 20XX, any and all acts and things that the proxy may do or cause to be done, whether at the meeting referred to above or at any change, adjournment, or continuation, and revoke all prior proxies previously executed.

DATED: _____

Member Signature _____

Member Name _____

NRDS# _____