

NAPLES AREA BOARD OF REALTORS®
NOTICE OF VOTE AND ANNUAL MEETING OF THE REALTOR® AND ALLIED MEMBERS

To: The REALTOR® and Allied Members of the Naples Area Board of REALTORS® and Association of Real Estate Professionals, Inc. (“NABOR®”).

Notice is hereby given that the Annual Meeting of all of the REALTOR® and Allied Members of the Naples Area Board of REALTORS® and Association of Real Estate Professionals, Inc., a Florida not-for-profit corporation (the "Corporation"), will be held on Thursday, September 24, 2020, via Zoom, at approximately 9:00 A.M. The purpose is to elect the 2021 Officers and the 2021-2022 Non-Officer Directors.

For those REALTOR® and Allied Members unable to attend the meeting, a form of proxy is included. Please complete, sign and return the proxy by Friday, September 18, 2020, in order to allow sufficient time to calculate votes. (You may also appoint your own representative to hold your proxy if you desire.)

In accordance with the provisions of the Bylaws of the Corporation as in effect on this date, election of officers and non-officer directors requires that:

ARTICLE XI. OFFICERS AND DIRECTORS.

ARTICLE XI. SECTION 1: OFFICERS.

The elected officers of NABOR® shall be: a President, a President-Elect, a Vice President/Secretary, and a Treasurer. All shall be elected for a term of one (1) year. Unless unable to serve, the President-Elect shall automatically succeed to the office of President the following year; provided, however, that any President-Elect who was appointed to fill a vacancy in that office for an unexpired term shall succeed to the office of President only if elected as provided in Article XI, Section 5 of these bylaws. (2/7/1992)

ARTICLE XI. SECTION 2: DUTIES OF OFFICERS.

The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. It shall be the particular duty of the Vice President/Secretary to perform the duties of the President in the event of the President and President-Elect's disability or absence. It shall be the particular duty of the Vice President/Secretary to keep the records of NABOR® and to carry on all necessary correspondence with the National Association of REALTORS® and the Florida Association of REALTORS®, except as such duties are assigned to the Chief Executive Officer. (1/1/1997)

ARTICLE XI. SECTION 3: BOARD OF DIRECTORS.

The governing body of NABOR® shall be a Board of Directors consisting of the four elective officers and seven (7) non-officer Directors with a majority plus one of the Board of Directors being REALTOR® Members. The term “Director” shall include officers, the immediate past president and non-officer directors when used to refer to individuals serving on the Board of Directors. The non-officer Directors shall be REALTORS® and/or Allied Members. The officers shall be REALTORS® or Allied Members, except that the President and President-Elect at all times, regardless of whether elected or appointed to complete an unexpired term, shall be REALTOR® Members. Non-officer Directors, with the exception of the immediate past president whose term shall be for the one year immediately following his/her term as president, shall serve overlapping two year terms. The first year that non-officer Directors are elected under this provision (1992), four (4) non-officer Directors will be elected to a two (2) year term and three (3) non-officer Directors will be elected to a one (1) year term. After this first year, (3) non-officer Directors shall be elected each year to serve for a term of two (2) years. They, together with the non-officer Directors having one (1) year of their two (2) year term left to complete (carry over Directors) and the immediate past president, will comprise the seven (7) non-officer Directors for that particular elective year. The Board of Directors may hire a Chief Executive Officer of NABOR® who shall also be appointed Vice President of the corporation and such assistants as may be necessary. The Board of Directors shall prescribe the duties

and the position title of said Chief Executive Officer. This Article shall be effective beginning with the NABOR 2017 year. (2/7/1992) (1/1/1997) (5/19/2016)

ARTICLE XI. SECTION 5: ELECTION OF OFFICERS AND DIRECTORS

ARTICLE XI. SECTION 5(a).

At least two months before the annual election, a Nominating Committee of three or more past presidents shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall select one candidate for each office and one candidate for each non-officer director position to be filled on the Board of Directors. All nominees for President, President-Elect, Vice President/Secretary, and Treasurer shall have served at least one elective year as a non-officer Director by the end of the current elective year. If a non-officer Director is nominated as an officer prior to the expiration of his/her regular term, a new non-officer Director shall be nominated to fulfill the unexpired term. The report of the Nominating Committee shall be sent to each Member eligible to vote at least four weeks preceding the election. Additional candidates for the offices to be filled may be placed in nomination by a petition signed by at least ten percent (10%) of the Members eligible to vote. The petition shall be filed with the Vice President/Secretary no later than three weeks before the election. The Vice President/Secretary shall send notice of such additional nominations to all Members eligible to vote before the election. (2/7/1992) (1/1/1997)

ARTICLE XI. SECTION 5 (b).

The election of officers and directors shall take place at the annual meeting or at a meeting specially called by the Board of Directors for that purpose. The Board of Directors shall set a Record Date not earlier than the date of the resolution fixing the Record Date and no more than seventy (70) days preceding the Election. Election shall be by ballot and all votes shall be cast in person or by proxy. Each ballot shall contain the names of all candidates and the offices for which they are nominated. A simple plurality of the votes cast is needed to elect. Nominations may not be made from the floor. There will be no write-in ballots and no absentee ballots. For those offices and non-officer directorships having only one candidate, ballots need not be used, and the vote may be by voice vote. (2/7/1992) (1/1/1997)

ARTICLE XII. SECTION 5: QUORUM AND VOTING.

GENERAL: Except as otherwise provided herein, 2% of the Members eligible to vote, present in person or by proxy, shall constitute a quorum for the holding of any meetings. A meeting may be adjourned by less than a quorum if a quorum is not present at the meeting. In the absence of provision to the contrary, the vote of a majority of the Members eligible to vote and present in person or by proxy at a meeting of Members at which a quorum is present shall be sufficient for the conduct of business. (2/7/1992) (1/1/1997) (5/17/2016)

RECORD DATE.

Only REALTOR® and Allied Members of the Corporation as of August 10, 2020, will be eligible to vote in the election.

NO CHARGE TO VOTE.

The Annual Meeting will be held in conjunction with the September Membership Meeting (see above for date, time and place). REALTOR® and Allied Members wishing to vote but not attending the Meeting, may do so at no charge.

By order of the Board of Directors
Martin Manion, Chief Executive Officer

PROXY

The undersigned, a REALTOR® or Allied Member of the Naples Area Board of REALTORS® and Association of Real Estate Professionals, Inc., a Florida corporation not-for-profit (the "Corporation"), hereby appoints Richard Baranski, with full power of substitution, to act as proxy for the undersigned REALTOR® or Allied Member and to vote at the Annual Meeting of the Corporation on Thursday September 24, 2020, via Zoom at approximately 9:00 A.M., or at any adjournment thereof, regarding the election of officers and directors and upon any other business or matter which may properly come before such meeting.

SUCH VOTES SHALL BE CAST AS FOLLOWS:

2021 OFFICERS

- President REALTOR® Corey McCloskey*
- President-Elect REALTOR® Ryan Bleggi
- Vice-President/ Secretary REALTOR® Adam Vellano
- Treasurer REALTOR® Nick Bobzien

*Automatically assumes the Presidency as specified in NABOR's Bylaws.

FOR OFFICER NOMINEES: CHECK THE ONE THAT APPLIES

- Vote for all Nominees listed
- Withhold authority to vote for all Nominees listed
- To withhold authority to vote for any individual Nominees, check here and strike a line through his or her name above

ELECTION OF DIRECTORS

2021-2022 TWO-YEAR DIRECTORS

- Director REALTOR® PJ Smith
- Director REALTOR® Terrilyn VanGorder

2021 ONE-YEAR DIRECTORS

- Director REALTOR® Paula Angelopoulos-Urbinati
- Director REALTOR® Christine Citrano
- Director REALTOR® Stuart Tackett
- Director REALTOR® David Puskaric
- Director REALTOR® Lauren Melo*

*REALTOR® Lauren Melo assumes the Past President Director position, per the Bylaws, Article XI, Section I.

FOR DIRECTOR NOMINEES: CHECK THE ONE THAT APPLIES

- Vote for all Nominees listed
- Withhold authority to vote for all Nominees listed
- To withhold authority to vote for any individual Nominees, check here and strike a line through his or her name above

MAKE A COPY OF THIS PROXY AND PLEASE MARK, DATE, AND SIGN THIS PROXY AND RETURN IT BY FRIDAY, SEPTEMBER 18, 2020, TO:

FAX: 239-597-7725 OR SCAN AND EMAIL TO MARTY@NABOR.COM

Attn: CEO
Naples Area Board of REALTORS® and Association of Real Estate Professionals, Inc.
1455 Pine Ridge Road
Naples, FL 34109

Except as otherwise specifically directed herein, the person designated herein as holder of this proxy may vote the membership referred to herein as he or she sees fit.

Please print and sign

REALTOR® or Allied Member (Please Print)

REALTOR®'s or Allied Member's Signature

DATED: _____

NABOR® STAFF/ELECTION COMMITTEE USE ONLY

- All items completed on Proxy
- Proxy Assigner entered on Roster
- "PH" by Proxy Holder's name on Roster
- Proxy Ballot Given to Proxy Holder