

Summary of 2019 Bylaws Changes for Membership Approval

August 15, 2018

In accordance with Article 17 of the Association's Bylaws, these proposed changes were presented to BRR Members for review, on September 9, 2018, and will be voted on in their entirety during BRR's Annual Membership Meeting, scheduled for Wednesday, September 19, 2018 at 8:45 a.m., at Boise State University in Boise, Idaho.

A marked-up version of the Bylaws showing these proposed changes can also be accessed at boirealtors.com/wp-content/uploads/2018/08/BRR-Bylaws-Effective-January-2019-Markedup-for-Membership-Approval.pdf.

Questions about the proposed changes may be submitted to Andy Enrico, 2018 Chair of the Bylaws Committee at andy@andyenrico.com or 208-866-0302, or, to BRR's Chief Executive Officer, Breanna Vanstrom at breanna@boirealtors.com or 208-947-7228.

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- **Section 4.1 (g), 6.6 (h), and 10.2 (h) — Add the following language to reflect new membership type approved by the Board of Directors in March 2018:**

4.1 (g) Unlicensed Administrative Staff. Unlicensed Administrative Staff Members shall be individuals who do not hold an active real estate license but are employed by or work as an independent contractor for a Designated REALTOR® or REALTOR® Members of the Association, handling transaction management, marketing, office administration, or other support services.

6.6 (h) Unlicensed Administrative Staff Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

10.2 (h) Unlicensed Administrative Staff Members. Dues payable, if any, shall be at the discretion of the Board of Directors.

- **Section 11.6 — Add the following language to clarify our procedures for handling vacancies overall and in each Officer position:**

(a) Vacancies among the Board of Directors shall be filled by a simple majority vote of the Board of Directors for the remainder of the calendar year. ~~The President shall propose REALTOR® Member to fill each vacancy.~~ At a meeting of the Board of Directors, the Board of Directors shall, by a majority vote, fill the position each vacancy with either ~~the a~~ candidate proposed by the President or ~~from a qualified person~~ an eligible REALTOR® Member nominated at the meeting by another Director.

(b) Vacancies among the Board of Directors due to a Director being elected to a dual Officer/Director role in the midst of their term, as outlined in Section 11.5(d) of these Bylaws, shall

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be filled by a simple majority vote of the Board of Directors for the remainder of the term being vacated. The President shall propose to the Board of Directors, a REALTOR® Member to fill each vacancy, either from the pool of Director candidates who were not elected or another qualified eligible REALTOR® Member. Should the Director that fills this interim term choose to run and win a Director position once the interim term expires, their elected term will be considered their first term.

(c) A vacancy in the office of Treasurer shall be filled by a simple majority vote of the Board of Directors for the remainder of the term being vacated. The President shall propose to the Board of Directors, a REALTOR® Member to fill this vacancy, either from the pool of Treasurer candidates who were not elected or another eligible REALTOR® Member.

~~(cd) Vacancies among either~~ A vacancy in the office of the President-Elect, ~~Treasurer,~~ or Vice President shall be filled ~~using the process outlined above~~ by a simple majority vote of the Board of Directors for the remainder of the calendar year, and the person that fills this vacancy shall not move on to the successive offices of President-Elect or President. The President shall propose to the Board of Directors, a REALTOR® Member to fill this vacancy, either from the pool of candidates who were not elected to these offices or another eligible REALTOR® Member.

~~(de)~~ If the office of President becomes vacant, the President-Elect will fill that vacancy for the remainder of the calendar year, ~~while also serving as President-Elect*~~. Completing a partial term, in the event of a vacancy in the office of President, will not affect the President-Elect's serving as President in the year for which they were elected. The Vice President would not fill the vacancy created in the President-Elect office. Instead, the vacancy shall be filled by a simple majority vote of the Board of Directors for the remainder of the calendar year, and the person that fills this vacancy shall not move on to the successive offices. The President shall propose to the Board of Directors, a REALTOR® Member to fill this vacancy, either a Past President of the Association who is still an active REALTOR® member, or another eligible REALTOR® Member.

** Clarification; not for inclusion in Bylaws: The highlighted language was mistakenly included in the summary sent to member on 9/9/18 although was not included in the marked-up version of the bylaws, also sent 9/9/18. It was incorrect, so per member feedback, this language was struck on 9/10/18 to correct the section of this summary page, but no changes were made to the marked-up version of the bylaws.*

- **Section 11.9 — Move struck/process language to the Nominating and Elections Committee Policy ([see the proposed policy here](#); to be further discussed by the Board of Directors if these Bylaws changes are approved by the membership):**

The Association shall be entitled to representation on the boards of directors of Idaho REALTORS® and the National Association of REALTORS®, hereinafter referred to as State and National Directors, and the state and national associations, in accordance with their respective policies and procedures, and in accordance with the following policies and procedures: of the Association's Nominating and Elections Committee. ~~(a) State Directors shall be elected by the Members to serve three (3) year terms using the same process as outlined in Section 11.5 of these Bylaws. (b) Vacancies within the State and National Directors, whether elected or appointed, shall be filled by a simple majority vote of the Association's Board of Directors for the remainder of the term. Removal of one (1) or more of the State or National Directors shall be in accordance with Section 11.7 of these Bylaws. A State or National Director who is elected to the state or national association's executive committee during their term as State or National Director, will resign their directorship before taking office as a state or national officer, leaving a vacancy to~~

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~~be filled through the process outlined above, and thereby preserving the number of votes entitled to be cast by the Association's State and National Directors.~~

- **Article 12 — Reorganize paragraphs so that Board of Directors items are together and membership meeting items are together; Add proposed language: prohibiting the use of proxy voting (12.1), outlining the process of holding other board meetings (12.2), to confirm attendance by phone/video (12.3), prohibiting “official” association business, meetings, etc., be held without association staff present (12.5); and, to clarify the quorum requirements for meetings other than the Annual Membership Meeting and Board meetings.**

~~12.2~~¹ Meeting of Directors. The Board of Directors shall designate a regular time and place of meeting. A quorum of the Board of Directors shall consist of not less than seven (7) voting Directors. A Director's physical absence from two (2) consecutive regular meetings without an excuse deemed valid by the Board of Directors shall be grounds for removal under Section 11.7. Voting by proxy is prohibited under this Section 12.1 of these Bylaws. While this prohibition pertains to meetings of the Directors, it extends to all meetings of Association committees, task forces, advisory groups, etc.

Clarification; not for inclusion in Bylaws: The language prohibiting proxy voting is meant to keep us in line with Robert's Rules and remove issues and questions that are associated with the practice.

12.2 Other Meetings of the Directors. Meetings of the Directors may be held at such other times as the President may determine, or upon request of at least three (3) voting Directors. A quorum for such meetings shall consist of not less than seven (7) voting Directors and voting by proxy is prohibited.

12.3 Attendance by Telephone or Video Conference. Directors may participate in any meeting of the Directors through the use of a conference telephone, video conference, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall be at the discretion of the President and shall constitute presence at the meeting.

~~12.6~~⁴ Action without Meeting.

12.5 No Action without Staff Present. Unless specifically prohibited by the Association's Articles of Incorporation, the Association's Board of Directors, or any committees or tasks forces, etc., may not conduct “official” Association business without Association staff present to advise or record. The exception is if an action must be taken related to the Chief Executive Officer at which time, the Association's legal counsel should be present either in person or by electronic means.

Clarification; not for inclusion in Bylaws: This new Section 12.5 is not meant to prohibit Directors from talking about Board-related issues, but serves to protect Directors by ensuring all actions are documented and can be acted upon by appropriate staff, committees, etc.

~~12.4~~⁶ Annual Membership Meeting. *(No changes to this section.)*

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12.3-7 Other Member Meetings. Meetings of the Members may be held at such other times as the President or the Board of Directors may determine, or upon request of at least ten percent (10%) of the REALTOR® Members. If such meetings are called, the notice shall be accompanied by a statement of purpose of the meeting. A quorum for these meetings shall consist of a majority of those in attendance who are eligible to vote.

12.4-8 Notice of Meetings. Written notice shall be given to every Member entitled to participate in the meetings at least five (5) calendar days preceding all meetings, unless a different notice period is required in these Bylaws. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting. In all instances where a notice, ballot, or other information is to be mailed or delivered to the Members, distribution by electronic means (including e-mail, facsimile, or future technologies) if approved by the Board of Directors shall be deemed sufficient notice.

12.5-9 Electronic Transaction of Business. *(No changes to this section.)*

- **Article 13 — To reflect association management best practices, remove from the list of standing committees, groups that are meant to serve in more of an advisory or task-based capacity (13.1; while still making reference to them in 13.6); keeping in those necessary for the governance/advocacy work or that have decision-making authority; and further clarifying which standing committees have decision-making authority (13.2) and which are closed (13.3):**

13.1 Standing Committees. The Association will have the following standing committees:

- (a) Awards Committee;
- (b) Budget and Finance Committee;
- (c) Bylaws Committee;
- ~~(d) Circle of Excellence Gala Committee;~~
- ~~(e) Communications Committee;~~
- ~~(f) Education Committee;~~
- ~~(g)~~ Executive Committee;
- ~~(h)~~ Nominating and Elections Committee;
- ~~(i)~~ Public Policy Committee; and,
- ~~(j)~~ REALTORS® Political Action Committee (RPAC); and,
- ~~(k) Young Professionals Network (YPN) Advisory Board.~~

~~13.2 Committee Appointments and Terms.~~ Members of these committees shall be REALTOR® Members or Affiliate Members in good standing* and shall be appointed by the President-Elect and Vice President, in collaboration with the Chief Executive Officer and staff committee liaisons, to serve for one (1) year, or until their successors are qualified and appointed. Chairpersons of standing committees shall have served at least one (1) year on that committee.

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* “In Good Standing” means that an individual has fulfilled the requirements for their chosen class of Membership in the Association, and neither has voluntarily withdrawn from Membership nor has been suspended or inactivated from Membership after appropriate proceedings as outlined in these Bylaws.

13.2 Committee Authority. The Board of Directors grants decision-making authority to the Executive Committee, as outlined in Section 13.5 of these Bylaws; and, to the Awards Committee for the selection of the annual award recipients, in accordance with that committee’s policies and procedures. As approved by the Board of Directors in the Association’s strategic plan or a committee’s policies and procedures, the Board may, from time-to-time, grant limited decision-making authority to a specific committee for a specific initiative. Outside of these circumstances, the Board does not grant decision-making authority to any Association committee, task force, advisory group, etc., but will review all recommendations that come from these groups.

13.3 Committee Organization. All committees shall be of such size and shall have such duties, functions and powers as may be assigned to them by the President or the Board of Directors, except as otherwise provided in these Bylaws. All meetings of Association committees, advisory groups, advisory boards, etc., as well as the Association’s Board of Directors, are open to Members in good standing; except meetings of the Awards Committee, Budget and Finance Committee, Executive Committee, and Nominating and Elections Committee, or meetings of any task force. These meetings are closed; however, each committee or task force may invite or may consider requests by Members in good standing or non-members who wish to attend for a particular purpose, on a case-by-case basis.

13.6 Task Forces, Work Groups, and Advisory Boards or Groups. The President shall appoint, subject to confirmation by the Board of Directors, task forces, work groups, or advisory boards/groups, as deemed necessary by the Association’s strategic plan, unexpected opportunities or issues, special projects or events, or some other circumstance. Examples of such groups include Communications, Education, Gala, Mergers, Young Professionals Network, etc. Meetings of such groups are closed; however, the chair may invite or may consider requests by Members in good standing or non-members who wish to attend for a particular purpose, on a case-by-case basis.

- **Section 13.5 — Update the paragraphs (a) and (b) to include language from the recently approved Executive Committee Policy, and strike paragraph (c) from the Bylaws moving it to the Executive Committee Policy for greater flexibility in committee meeting dates:**

(a) The President, President-Elect, Vice President, Immediate Past President, Treasurer, and Secretary shall constitute the Executive Committee. The President shall act as presiding Officer of the Executive Committee. The Secretary shall record minutes of all meetings of the Executive Committee and distribute the minutes in the packet for the next meeting of the Board of Directors. A quorum of the Executive Committee shall consist of not less than three (3) voting Members. Meetings of the Executive Committee are closed; however, the Committee ~~will~~ may invite or may consider requests by Members in good standing and non-members who wish to attend for a particular purpose, on a case-by-case basis.

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~~(b) The Executive Committee shall make recommendations to the Board of Directors and may review recommendations from other committees before they are presented to the Board of Directors for action. Prior to each regularly scheduled Executive Committee meeting, the committee chair of each committee shall deliver to the Executive Committee minutes from the committee's meeting(s) occurring after the last regularly scheduled Executive Committee meeting. The Executive Committee shall transact business of an emergency nature between meetings of the Board of Directors and shall report such actions in full to the Board of Directors at its next meeting. The Executive Committee shall be subject to the orders of the Board of Directors, and, except in the event of an emergency, none of its acts shall conflict with action taken by the Board of Directors.~~ The Executive Committee serves as a forum for vetting strategies, opportunities, issues, potential policy changes, or committee recommendations, before putting them in front of the Board; and to be a decision-making entity between board meetings for time-sensitive matters, such that none of its acts shall conflict with any other actions taken by the Board. Further, any action taken by the Executive Committee on behalf of the Board must be reported to the Board within ten (10) calendar days, and the Board may ratify the action at the next board meeting. However, the Executive Committee is NOT authorized to make decisions with respect to the following matters:

- Dissolving the corporation;
- Hiring or firing the chief executive;
- Entering into major contracts or suing another entity;
- Making significant changes to a board-approved budget;
- Adopting or eliminating major programs;
- Buying or selling property;
- Amending the Bylaws; or,
- Changing any policies the Board determines must be changed only by the Board.

~~(c) The Executive Committee shall meet prior to the Board of Directors and as required. Special meetings of the Executive Committee may be called by the President or upon the written request of three (3) Members of the Executive Committee.~~

- **Article 19 — Move process language to the Nominating and Elections Committee Policy ([see the proposed policy here](#); to be further discussed by the Board of Directors if these Bylaws changes are approved by the membership):**

19.4 The Association shall maintain for the use of its Members a Multiple Listing Service (MLS), which shall be a lawful corporation of the State of Idaho, all the stock of which shall be owned by this Association.

~~19.2 Government of the MLS and Appointment of Directors.~~

~~(a) Per Section 6 (A) of the Bylaws of the MLS, the "government of the [MLS] shall be vested in a Board of Directors comprised of appointed Directors, and elected or appointed Officers."~~

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(b) Directors from the Association to the MLS Board are appointed through the following process: [outlined in the Association's Nominating and Elections Committee policies and procedures.](#)

~~i. By September of each year, the MLS Chief Executive Officer will supply to the Association Chief Executive Officer a list of all MLS Board of Director positions to be filled by appointment for the upcoming year, noting estimated requirements to maintain representation majorities for the Association and for brokers.~~

To ensure the terms of Directors remain staggered, the Association's Nominating and Elections Committee may offer existing Directors appointed by the Association's Board of Directors the opportunity to be re-appointed for a one (1) year term, if such re-appointment would not extend their current term to more than five (5) years.

~~ii. By October of each year, Association Members may apply for a Director position through an online application form, on which they shall give their consent and agreement to serve should they be appointed.~~

~~iii. By November, the Nominating and Elections Committee shall review all applications to verify eligibility pursuant to criteria as set forth in the Bylaws of the MLS, confirming appointments would maintain representation majorities for the Association and for brokers, and then offer a list of qualified applicants to the Association's Board of Directors for appointment. One of the appointments will be the Association's current Vice President.~~

~~iv. The appointed Directors will be notified immediately and the Association Chief Executive Officer will share the appointments with the MLS Chief Executive Officer.~~

- **Article 20 — Move process language to the Nominating and Elections Committee Policy ([see the proposed policy here](#); to be further discussed by the Board of Directors if these Bylaws changes are approved by the membership):**

20.1 The Association shall maintain a charitable foundation ([Foundation](#)) which shall be a 501(c)3 nonprofit organization in the State of Idaho, all the stock of which shall be owned by this Association.

~~20.2 Government of the Foundation and Election of Directors.~~

~~(a) Per Section 3.2 of the Bylaws of the Foundation, the Foundation "Board of Directors will be comprised of the following members: Current [Association] President; three (3) Members of the [Association] Board of Directors serving three-year staggered terms; and two (2) [Association] Members elected at large serving two-year staggered terms; the current Chair and Vice Chair of the REALTOR® Outreach Committee; and the Past President of the Foundation Board of Directors."~~

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~~(b) Directors from the Association to the Foundation Board appointed through the following process: [outlined in the Association's Nominating and Elections Committee policies and procedures.](#)~~

~~i. By September of each year, the Foundation Secretary will supply to the Foundation President a list of all Foundation Board of Director positions to be filled by appointment for the upcoming year.~~

To ensure the terms of Directors remain staggered, the Association's Nominating and Elections Committee may offer existing Directors appointed by the Association's Board of Directors the opportunity to be re-appointed for a one (1) year term, if such re-appointment would not extend their current term to more than five (5) years.

~~ii. By October of each year, Association Members may apply for a Member-At-Large Director position through an online application form, on which they shall give their consent and agreement to serve should they be appointed.~~

~~iii. By November, the Nominating and Elections Committee shall review all applications to verify eligibility pursuant to criteria as set forth in the Bylaws of the Foundation, and then offer a list of qualified applicants to the Association Board of Directors for appointment. One of the appointments from the Association's Board of Directors ranks will be the Association's current President-Elect or Vice President, unless the Nominating and Elections Committee or Association Board of Directors decides otherwise.~~

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Final Note: In accordance with Section 17.1 of the Association's Bylaws, "the Board of Directors may, at any regular or special meeting the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by National Association of REALTORS® policy." Further, members understand that the Bylaws Committee and/or the Board of Directors may make changes to fix grammar, spelling, formatting, or confusing language without Membership approval, if doing so does not materially change the intent of these Bylaws. At their May 24, 2018 meeting, the BRR Board of Directors did approve NAR mandated changes to Section 5.5, clarifying language around the continuing Code of Ethics Training requirement, but no change was made to the requirement itself.