

Summary of 2020 Bylaws Changes for Membership Approval

In accordance with Article 17 of the Association's Bylaws, these proposed changes were presented to BRR Members for review, on October 28, 2019, and will be voted on *in their entirety* during BRR's Annual Membership Meeting, scheduled for Thursday, November 14, 2019 at 10:45 a.m., at the Galaxy Event Center in Meridian, Idaho.

A marked-up version of the Bylaws showing these proposed changes can also be accessed at https://drive.google.com/open?id=1P6HvU7fNAcILH_2P4ZjW-gHpcC8Wouqt.

Questions about the proposed changes may be submitted to Andy Enrico, 2019 Chair of the Bylaws Committee at andy@andyenrico.com or 208-866-0302, Peach Peterson, 2019 Vice Chair of the Bylaws Committee at peach@peachpeterson.com or 208-340-4482, or, to BRR's Chief Executive Officer, Breanna Vanstrom at breanna@boirealtors.com or 208-947-7228.

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Section 5.2 (a) — (The following addition allows us to remove a similar but redundant note from Section 5.2 (c) and the added reference in Section 5.2 (d).) Add the following note from past NAR Model Bylaws to ensure BRR's Bylaws never create more stringent membership requirements than allowed by NAR:

NOTE: One or more of the requirements for REALTOR® Membership set forth above in Section 5.2(a) may be deleted at the Association's discretion. However, the Association may NOT adopt membership qualifications more rigorous than specified in the Membership Qualification Criteria for REALTOR® Membership approved by the Board of Directors of the National Association of REALTORS®.

Article 10 — New word selection to correctly identify this as member dues, fees, etc., not association finances:

DUES, FEES, FINES, FINANCES, AND ASSESSMENTS

Section 10.2 (a) and Section 10.5 Notes — Remove from bylaws and put into membership policies, the notes references practices in IR's bylaws. BRR will still follow these rules through its membership practices, however, in case this ever changes at the state level, it will not require a change in our bylaws later.

~~NOTE: In accordance with Section 7 of the Bylaws of the state association, by January 1 of each year, the Association shall file with the state association, an alphabetical list sorted by last name; including NRDS number and IREC issued license number of its REALTOR®, Institute Affiliate, and Affiliate Members and the real estate salespersons~~

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~~and licensed and certified appraisers employed by or affiliated as independent contractors with such REALTOR® Members, certified by the President and Secretary of the Association, and that Association shall pay dues to the state association for the current year on the basis of such list. On a monthly basis, the Association shall report to the state association the alphabetical list sorted by last name; including NRDS number and IREC issued license number and addresses of REALTOR®, Institute Affiliate, and Affiliate Members dropped or enrolled during the preceding month. State dues shall be computed from the date of application.~~

~~NOTE: In accordance with Section 9 of the Bylaws of the state association, the non-paying Member, as well as the Designated REALTOR® with whom they are affiliated, are also subject to suspension or inactivation of their state memberships at the discretion of the state association's Executive Committee. A former member whose state membership was inactivated for non-payment of financial obligations may apply for reinstatement after making payment in full of all accounts due as of the date of termination, including \$100 reinstatement fee payable to the state association. The Designated REALTOR® must also pay a \$100 reinstatement fee to the state association.~~

Section 11.3 (b) — This language is not new, simply separated from Section 11.3 (a), and as clarification for Section 11.9, regarding the non-voting, ex-officio roles of the subsidiary Presidents and state and national directors on the BRR Board of Directors.

(b) In addition, the current Presidents of the Association's MLS and Foundation, and the Association's state and national Directors (as described in Section 11.9 of these Bylaws), shall serve as non-voting, ex-officio Directors on the Board.

Section 11.5 (c) — Add language to expand the eligibility for Treasurer candidates to include Members of the Budget and Finance Committee:

(c) All candidates for election to the Association's Board of Directors shall have been an active REALTOR® Member of the Association for the two (2) years immediately preceding the election, shall be a primary or secondary member of the Association at the time of application and election and shall maintain their primary or secondary membership while on the Board, and shall have served on at least one Association or Association subsidiary committee, task force, advisory board, advisory group, or work group. Additionally, candidates the President, President-Elect, or Vice President Officer positions shall have served as a Member in good standing on the Board of Directors for at least one (1) year in the three (3) years immediately preceding the election. Candidates for the Treasurer Officer position shall have served as a Member in good standing on the Board of Directors, or on the Association's Budget and Finance Committee, for at least one (1) year in the three (3) years immediately preceding the election. Further, the Association may perform background checks on candidates for the office of

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Treasurer to determine if there is a history of criminal convictions or license law violations within the last seven (7) years, or any pending criminal litigation, that might be considered in determining a candidate's eligibility.

Section 11.5 (d) — Strike this language from the Bylaws but move it to Nominating and Elections Committee policy for future guidance, if needed. It was a procedure created by past boards to address a unique circumstance but not appropriate for the association's governing bylaws:

~~(d) Once the election closes, votes for Officers shall be tallied first, and votes for Directors shall be tallied second. Should a Director in the midst of his or her term run for an Officer position (Vice President or Treasurer) and win, they will "give up" their Director seat (presumably one of the seven member-elected seats) to take on a dual Officer/Director role. This dual role does not give them an extra vote but does give them a seat on the Executive Committee. This specific vacancy would be filled according to Section 11.6(b) of these Bylaws, the term of which would be limited to the remaining term of the vacating Director. Should a Director run for an Officer position but not win, they do not give up their Directorship and will continue serving on the Board for the remainder of their term.~~

Section 11.5 (e) — Remove last sentence to provide flexibility where necessary, but incorporate existing statement into the annual Board of Directors Code of Ethics/Conflict of Interest/Confidentiality statement; and then re-letter this section if current Section 11.5 (d) is removed:

~~(e) Directors may serve on more than one (1) board simultaneously. However, should a Director become an Officer of another board or serve on another board's executive committee, that Director may not concurrently hold an Officer position on the Association's Board of Directors, or serve on the Association's Executive Committee. This specifically applies to the boards and executive committees of the National Association of REALTORS®, Idaho REALTORS®, other local REALTOR® associations (regardless of primary or secondary membership), an Association subsidiary, or another organization deemed too similar to the Association by the Association's Nominating and Elections Committee. Any Director that finds themselves in this situation will immediately and voluntarily vacate the conflicting position(s). Should such Director not immediately and voluntarily vacate the conflicting position(s), they may be removed from the Association's Board according to Section 11.7(f) of these Bylaws.~~

Section 11.7 — Revise new paragraph (c) and remove existing paragraphs (e) and (f) on the advice of legal counsel as they are not correct procedure and not in line with Idaho Nonprofit Law, and then re-letter remaining paragraphs in the section and throughout the Bylaws:

Removal of Officers and Directors. The Members may remove one (1) or more Directors elected by them without cause, as follows:

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(a) If a Director is elected by the Membership at large the Director may be removed only by the vote of the Members.

~~(b) If a Director is elected by the Board of Directors, the Director may be removed only by the vote of the Board of Directors.~~

~~(c)~~ (b) A Director may be removed only if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting to elect Directors.

~~(d)~~ (c) A Director elected by Members may be removed by the Members only at a meeting called for the purpose of removing the Director and the meeting notice must state that the purpose, or one (1) of the purposes, of the meeting is removal of the Director. The special meeting shall be noticed to all voting Members at least ten (10) calendar days prior to the meeting and shall be conducted by the President of the Association unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking Officer will conduct the meeting of the hearing by the Members.

~~(e)~~ (d) The entire Board of Directors of the Association, ~~or of the Association's subsidiaries,~~ may be removed only by the vote of the Association's Board of Directors. This Section does not give the Association or its Board the authority to remove individual Officers or Directors from the Association's subsidiary Boards under this Section 11.7.

~~(f) A Director who violates Section 11.5(e) of these Bylaws may be removed only by the vote of the Board of Directors.~~

Combine existing Section 12.3 into existing Section 12.8 into revised Section 12.7, and, existing Section 13.7 and 13.8 into revised Section 13.6, as follows:

12.87 Electronic Transaction of Business. To the fullest extent permitted by law, the Board of Directors or Membership may conduct business by electronic means; and, 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.

13.87 Electronic Transaction of Business. To the fullest extent permitted by law, task forces, work groups, advisory boards/groups, etc., may conduct business by electronic means; and, Members may participate in any meeting 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 chair or President and shall constitute presence at the meeting.

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Section 13.1 — Add language from Section 13.6 here to clarify process and authority of adding task forces, etc., then strike Section 13.6, and further strike committee membership language from bylaws moving it to each groups' policy, as appropriate:

The Association will have the following standing committees:

- (a) Awards Committee;
- (b) Budget and Finance Committee;
- (c) Bylaws Committee;
- (d) Executive Committee;
- (e) Nominating and Elections Committee;
- (f) Public Policy Committee; and,
- (g) REALTORS® Political Action Committee (RPAC).

The President may appoint, subject to confirmation by the Board of Directors, other non-standing committees, task forces, work groups, advisory boards, etc., as deemed necessary by the Association's strategic plan unexpected opportunities or issues, special projects or events, or some other circumstance.

~~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.~~

~~* "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.~~

Section 13.3 — Strike language from bylaws but move to each groups' policy:

~~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.~~

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Section 13.4 — Add following language to clarify the President’s ex-officio role on all association committees, task forces, etc.:

13.4 President. The President shall be an ex-officio, non-voting Member of all ~~standing committees~~ any Association committee, task force, advisory group, etc., and shall be notified of their meetings.

Section 13.5 — Add the following language to clarify when the Executive Committee meetings, replacing a past reference to a monthly meeting requirement, and also, consolidate the list of officer tasks:

(c) The Executive Committee shall meet prior to the Board of Directors, as needed. Special meetings of the Executive Committee may be called by the President or upon the written request of at least (4) Members of the Executive Committee.

(d) In addition to the responsibilities outlined above, each officer may have additional responsibilities. The President-Elect may serve as the Board liaison to the state and national directors; the Vice President may serve as the Board liaison to the committee chairs and vice chairs; the Immediate Past President may serve as a mentor to the Directors; and, the Treasurer (or another person selected by the Board, per the most current version of the Association’s Audit Policy) will serve as chair of the Budget and Finance Committee.

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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.