

SouthEast Valley Regional Association of REALTORS®
Board of Directors Meeting Minutes

July 28, 2016

1:00pm – 4:00pm

Board of Directors Room

1363 S. Vineyard Mesa, Arizona 85210

I. CALL TO ORDER

The meeting was called to order by President, Keri Means at 1:02pm.

Pledge of Allegiance

A) Roll Call:

Present: : President, Keri Means; President Elect, Craig Peck; Vice President, Dawn Johnson; Past President, Heidi Quigley Larke (via conference call); Treasurer, Nicole Hamming; Directors – Shane Cook, Danette Earnest, Derek Anglin, Christie Ellis, Rick Padelford, Margie Wilson, Shivani Dallas, Torey Gannon, Liz Harris

Absent: Cathy Joyce, Lidia Cruz Whitmoyer

Staff: CEO, Janet Kane; Director of Government Affairs, Matt Ortega; Director of Marketing Communications, Wyndi Austin

Guests: Dena Greenawalt, Tiffany Jones, Nora Ellen, Jared Taylor, Jenn Daniels, Chip Wilson, Pat Gilbert and Jake Hoffman

B) Pledge of Allegiance

C) Conflict of Interest Policy and Confidentiality Statement

A quorum was present.

II. MEMBERSHIP FORUM

III. SPECIAL GUEST PRESENTATION – Candidate Check Presentation - Nora Ellen, Jared Taylor, Jenn Daniels, Chip Wilson, Pat Gilbert and Jake Hoffman were presented with their RAPAC candidate endorsement checks.

IV. APPROVAL OF AGENDA – “Chair and Vice Chair Appointment Policy” was added under IX. New Business, item A. “Election Policies for Seated Board of Directors” was added to New Business, item B. The agenda was approved as amended.

V. CONSENT AGENDA - Motion and second – Motion carried.

A) Approval of Board Minutes – May 26, 2016 and “Special” Board Minutes – June 29, 2016

B) Approval of 2016 new SEVRAR members: Individual Affiliate Members - 14, Institute Affiliate – 0, Designated Appraisers - 2, Broker Primary - 4, Secondary Brokers –7, MLS Only-0, Non Members – 0, REALTORS® - 192

C) Approval of 2016 New Committee Members

VI. ACTION ITEMS

A) **Motion:** To approve the April, 2016 Financials as presented for audit. **Motion carried.**

B) **Motion:** To approve the May, 2016 Financials as presented for audit. **Motion carried.**

C) **Motion:** To approve the June, 2016 Financials as presented for audit. **Motion carried.**

D) **Motion:** To approve the recommendation from the Grievance Committee. **Motion carried.** See attached.

E) **Motion and second:** To approve the SEVRAR 2016 Election Ballot as presented. **Motion carried.** See attached.

F) **Motion and second:** To approve the redline changes to Sections 3.3, 3.4, and 3.5 of the ARMLS Bylaws as approved by the ARMLS Board of Directors at their meeting held June 27, 2016. **Motion carried.** See attached.

VII. UPDATES

A) CEO Report – Janet Kane gave a CEO Report.

- B) ARMLS Report – Liz Harris gave and ARMLS Report.
- C) NAR Washington DC Reports – were made available.
- D) Committee Liaison Reports - were made available.
- E) Committee Reports - were made available.

VIII. ANNOUNCEMENTS

- A) Board of Directors meeting – September 22, 2016 – Starting at Noon
- B) Summer/New Benefit Programs
- C) Broker Appreciation Luncheon – August 26 – SEVRAR – 11:00am-1:30pm
- D) YPN REALTOR® Feud – September 8, 2016 – Tempe Improv – 6pm-9pm
- E) SEVRAR Blood Drive – September 19, 2016 – SEVRAR – 7:30am-3:30pm
- F) Hot Summer Nights – September 22, 2016 – The Falls Event Center – 6:00pm-9:00pm

IX. NEW BUSINESS

- A) **Motion:** To direct the Governing Documents Committee to assess the current Chair and Vice Chair appointment process, with possible recommendation that a slate of “possible candidates” be discussed with the seated Committee Chairs and Vice Chairs, for their input at the annual Committee Business Planning session. **Motion carried.**
- B) **Motion:** To amend SEVRAR Policy Manual to state that, “Seated SEVRAR Board of Director members, who will not be continuing the following year, may publically endorse candidates running for Director or Officer positions, absent their title as a “SEVRAR Board of Director” or Past Officer.” **Motion carried.**
- C) **Motion:** Direct the Governing Documents Committee to develop a set of rules for marketing/campaigning for officer and director positions and to provide more transparency with the election results. (i.e. Adding a post on results, “Contact SEVRAR for actual election tally of results.”) Motion carried.

X. PRESIDENT’S REMARKS

President, Keri Means discussed a “RAPAC Basket” from the Board of Directors. All agreed to contribute. Liz Harris volunteered to coordinate the collection of money from the Board and to put a basket together for the Roaring 20’s event.

XI. EXECUTIVE SESSION

Heidi Quigley Larke, Torey Gannon, Rick Padelford and Christie Ellis left the meeting at 3:20pm. The Board went into Executive Session at 3:20pm. Executive Session adjourned at 3:34pm

XII. ADJOURNMENT

There being no further business to come before the Board the meeting adjourned at 3:40pm.

Submitted by,

CEO, Janet L. Kane, CAE, CIPS, RCE

GRIEVANCE Panel #1

Chair: Leah LaPine

Date: June 8, 2016

Staff Liaison: Tonya Deskins

MOTION: To revise the policy manual as follows:

4.11.c GRIEVANCE COMMITTEE. There shall be a Grievance Committee of at least sixteen (16) members, split into two (2) panels with a Chair for each. A quorum shall be five (5) members, including at least one DESIGNATED REALTOR®. The Chair and Co-Chair shall be appointed annually by the President of the Association, subject to the confirmation of the Board of Directors of the Association. All committee members shall be appointed to a three (3) year term or until their appointment is vacated for any of the following reasons: (A) Election as Officer or Director of the Association, (B) Appointed to the Professional Standards Committee of the Association, (C) Termination of Membership, (D) Voluntary Resignation, (E) Dishonorable Conduct, (F) Absence from three (3) consecutive regular meetings, without an excuse deemed valid by the Chairman, shall be construed as resignation. (Rev. 6-91)

4.11.d Upon receipt of an Ethics Complaint or an Arbitration Request, the Secretary will send a copy to the Respondent(s) and their Designated Broker. The Respondents will be notified of the date of the next Grievance Committee meeting, ~~given an opportunity to voluntarily provide a written response to the Grievance Committee, but and~~ advised of the Grievance Committee's function as similar to that of a Grand jury. The Grievance Committee may request a written response from the respondent(s) only if the committee is in need of additional information pertaining to the questions in Section 19 of the NAR Code of Ethics and Arbitration Manual , Grievance Committee's Review of an Ethics Complaint, and the complainant cannot provide such information. A member of the Grievance Committee will be assigned to review each case prior to the meeting.

RATIONALE:

The SEVRAR Grievance Committee reviews the complaints only and does not review the response. Changing the language in the policy clarifies the process.

ARMLS MOTION:

To approve the redline changes to Sections 3.3, 3.4 and 3.5 of the ARMLS Bylaws as approved by the ARMLS Board of Directors at their meeting held June 27, 2017.

The redline of the proposed Bylaw changes subject to this vote are below, and the full redline of the Bylaws as presented to the ARMLS Board at their June 27, 2016 meeting is attached. Sections 3.3 and 3.4 address how ARMLS is to break elections voting ties, and 3.5 gives greater flexibility to the ARMLS board when negotiating with potential new shareholders.

Note: there are additional redline changes in the attached Bylaws, but those did not require a Shareholder vote.

Within three (3) Business Days following the closing of the voting period, but in no event later than September 23 of the applicable year (or the next succeeding Business Day if September 23 is not a Business Day), the Corporation shall tabulate votes and convey the results. The nominee in each voting category receiving the most votes shall be selected as the Firm Director for that category. In the event that two (2) or more nominees receive the same number of votes, the Secretary shall write the names of such nominees on separate three (3) by five (5) index cards which shall be folded in half as to conceal the name written on each card and placed in a receptacle. The Board Chairperson, in the presence of the Chair Elect and Secretary, shall draw one (1) folded index card from the receptacle. The nominee whose index card is drawn shall be deemed the winner of the election and be named the Firm Director for that category.

Within twenty-one (21) days following the commencement of such election, but in no event later than October 15 (or the immediately succeeding Business Day if October 15 is not a Business Day) of the applicable year, the Secretary shall tabulate votes and convey the results to the Board of Directors. The four nominees receiving the most votes shall be selected as the At-Large Directors. In the event that two (2) or more nominees receive the same number of votes, the Secretary shall write the names of such nominees on separate three (3) by five (5) index cards which shall be folded in half as to conceal the name written on each card and placed in a receptacle. The Board Chairperson, in the presence of the Chair Elect and Secretary, shall draw one (1) folded index card from the receptacle. The nominee whose index card is drawn shall be deemed the winner of the election and be named the At-Large Director.

(a) Up to three outside Directors may be selected by the Board of Directors (each an "Outside Director"), as decided by the Board of Directors, for one year terms.

(b) The Board of Directors shall have the authority to reduce the number of Outside Directors in the event additional Firm Directors or Shareholder Directors are added, or in the event that the Board of Directors determines to add a Director to be selected by a new Shareholder, regardless of size, in order to attract such new Shareholder, or for any other reason the Board of Directors deems appropriate. No such reduction shall be effective until the expiration of the term of such Director.

~~(a)~~—

~~(b)~~(c) Prior to the annual meeting, nominees shall be selected and voted upon by the Board of Directors. Such persons shall be selected as the Outside Directors.

~~(c)~~(d) At the annual meeting, the persons so selected shall be elected to the Board of Directors, with their service to commence immediately upon completion of the election process at the annual meeting, and each of the Shareholders agrees to vote, or cause to be voted, all of the shares of the Corporation owned by such Shareholder in such manner as to cause the election of such persons so selected.