



**2021 WOMEN'S COUNCIL NATIONAL GOVERNING BOARD MINUTES
MIDYEAR MEETING**

**Friday, May 7th, 2021 — 2:15 pm to 4:00 pm
Virtual meeting on zoom (note: meeting was recorded)**

*** note, meeting was actually held from 2:15pm to 4:35pm to account for multiple voting rounds for executive committee and nominating committee candidates*

Disclaimer: Minutes approved by First Vice President Chris Pelkola Lee and the leadership team on *5/13/21*, signatures are omitted for privacy purposes. Minutes are posted online immediately following approval

Chair: 2021 National President Pamela Banks (FL).

The meeting was called to order at 2:17pm by President Banks. With 64 Governing Board members signed in, a quorum was present.

Pledge of Allegiance – Rebecca Carmona (FL)

Inspiration – Sheila Williams (MD)

Meeting Ground Rules — 2021 National President Pamela Banks

President Banks reviewed the ground rules for the Governing Board Meeting. The ground rules were approved as read.

The Leadership Team reported that the November Governing Board minutes were approved as written.

Approval of Agendas — 2021 National President Pamela Banks

The Main Agenda and the Consent Agenda were approved without objection.

Election of Governing Board Members to the 2022 Executive Committee

President Banks opened nominations for two Governing Board members to serve on the Executive Committee for three-year terms, to start on the Tuesday after the November 2021 meetings.

President Banks reviewed the election rules for the open positions (2). There were seven nominations from candidates who filed a consent to serve prior to the meeting. Each candidate spoke for 2 minutes each.

Round 1

59 ballots submitted of 72 eligible voters: 82%

Candidate	Votes	Percentage
Alison Socha (MA)	16	13.9%
Kim Sitton (ID)	13	11.3%
Tracey Royal (IL)	21	18.3%
Eileen Oldroyd (CA)	26	22.6%
Sheila Moran (TX)	14	12.2%
Stacey Krolak (AZ)	15	13.0%
Rosanna Garcia (CA)	10	8.7%

Votes tallied: 115

Abstentions: 0

Round 1 Runoff

61 ballots submitted of 72 eligible voters: 85%

Candidate	Votes	Percentage
Tracey Royal (IL)	21	34.4%
Eileen Oldroyd (CA)	40	65.6%

Votes tallied: 61

Abstentions: 0

Eileen Oldroyd was the first candidate elected to Executive Committee

Round 2

60 ballots submitted of 72 eligible voters: 83%

Candidate	Votes	Percentage
Alison Socha (MA)	10	16.7%
Kim Sitton (ID)	11	18.3%
Tracey Royal (IL)	20	33.3%
Sheila Moran (TX)	7	11.7%
Stacey Krolak (AZ)	9	15.0%
Rosanna Garcia (CA)	3	5.0%

Votes tallied: 60
Abstentions: 0

Round 2 runoff

61 ballots submitted of 72 eligible voters: 85%

Candidate	Votes	Percentage
Kim Sitton (ID)	27	44.3%
Tracey Royal (IL)	34	55.7%

Votes tallied: 61
Abstentions: 0

Tracey Royal was the second candidate elected to Executive Committee

Election of Nominating Committee Members from Governing board

President Banks opened nominations for two Nominating Committee members and two alternates to serve on 2023 Nominating Committee (which meets in November 2021). There were fourteen nominations from candidates who filed a consent to serve prior to the meeting.

Round 1

59 ballots submitted of 72 eligible voters: 82%

Candidate	Votes	Percentage
Rochelle Yukich (OR)	3	2.7%
Penne Vincent (NY)	5	4.5%
Debbie Stohl (OH)	3	2.7%
Cheri Spinazzola (TN)	3	2.7%
Kim Sitton (ID)	19	17.0%
Brenda Richmond (NJ)	1	0.9%
Peggie Pentecost (TX)	15	13.4%
Marge Peck (AZ)	6	5.4%
Roseann Paggiotta (NY)	2	1.8%
Dr. Danette ONeal (LA)	7	6.3%
Carrie Little (IL)	24	21.4%
Rose La Pira (NJ)	5	4.5%
Brenda Brewster (TN)	7	6.3%
Andrew Bell (FL)	12	10.7%

Votes tallied: 112
Abstentions: 1

Round 1 runoff

57 ballots submitted of 72 eligible voters: 79%

Candidate	Votes	Percentage
Kim Sitton (ID)	31	54.4%
Carrie Little (IL)	26	45.6%

Votes tallied: 57

Abstentions: 0

Kim Sitton was elected to serve on nominating committee.

Round 2

55 ballots submitted of 72 eligible voters: 76%

Candidate	Votes	Percentage
Rochelle Yukich (OR)	2	3.6%
Penne Vincent (NY)	1	1.8%
Debbie Stohl (OH)	2	3.6%
Cheri Spinazzola (TN)	1	1.8%
Brenda Richmond (NJ)	1	1.8%
Peggie Pentecost (TX)	10	18.2%
Marge Peck (AZ)	2	3.6%
Roseann Paggiotta (NY)	1	1.8%
Dr. Danette ONeal (LA)	2	3.6%
Carrie Little (IL)	18	32.7%
Rose La Pira (NJ)	3	5.5%
Brenda Brewster (TN)	7	12.7%
Andrew Bell (FL)	5	9.1%

Votes tallied: 55

Abstentions: 0

Round 2 runoff

58 ballots submitted of 72 eligible voters: 81%

Candidate	Votes	Percentage
Peggie Pentecost (TX)	24	41.4%
Carrie Little (IL)	34	58.6%

Votes tallied: 58

Abstentions: 0

Carrie Little was elected to serve on nominating committee.

Alternate: Round 1

56 ballots submitted of 72 eligible voters: 78%

Candidate	Votes	Percentage
Rochelle Yukich (OR)	1	1.0%
Penne Vincent (NY)	4	4.1%
Debbie Stohl (OH)	5	5.2%
Cheri Spinazzola (TN)	4	4.1%
Brenda Richmond (NJ)	1	1.0%
Peggie Pentecost (TX)	23	23.7%
Marge Peck (AZ)	6	6.2%
Roseann Paggiotta (NY)	2	2.1%
Dr. Danette ONeal (LA)	11	11.3%
Rose La Pira (NJ)	10	10.3%
Brenda Brewster (TN)	13	13.4%
Andrew Bell (FL)	17	17.5%

Votes tallied: 97

Abstentions: 0

Alternate Round 1 Runoff

57 ballots submitted of 72 eligible voters: 79%

Candidate	Votes	Percentage
Peggie Pentecost (TX)	24	42.1%
Andrew Bell (FL)	33	57.9%

Votes tallied: 57

Abstentions: 0

Alternate Round 2

57 ballots submitted of 72 eligible voters: 79%

Andrew Bell elected as 1st alternate

Candidate	Votes	Percentage
Rochelle Yukich (OR)	1	1.8%
Penne Vincent (NY)	1	1.8%
Debbie Stohl (OH)	2	3.5%
Cheri Spinazzola (TN)	1	1.8%

Brenda Richmond (NJ)	2	3.5%
Peggie Pentecost (TX)	25	43.9%
Marge Peck (AZ)	3	5.3%
Roseann Paggiotta (NY)	1	1.8%
Dr. Danette ONeal (LA)	6	10.5%
Rose La Pira (NJ)	6	10.5%
Brenda Brewster (TN)	9	15.8%

Votes tallied: 57

Abstentions: 0

Alternate Round 2 runoff

53 ballots submitted of 72 eligible voters: 74%

Candidate	Votes	Percentage
Peggie Pentecost (TX)	30	56.6%
Brenda Brewster (TN)	23	43.4%

Votes tallied: 53

Abstentions: 0

Peggie Pentecost elected as 2nd alternate.

ELECTIONS END (above)

PROPOSED BYLAWS CHANGES BEGIN (below)

A bylaws cleanup was done and duly advised in eConnect 30 days ahead of the meeting:

<https://www.wcr.org/about/econnect-archive/april-2021/bylaws/>

Note, the below minutes will show bylaws cleanup in indented red typeface, so that the reader can see firsthand the actual bylaws changes in a highlighted format in a different font, with associated strikethroughs and insertions

Motion #1 was approved with 45 ayes and 3 nays as follows:

To amend Article II by adopting the amendments to Article II Section 7 as follows:

Section 7: The Women's Council shall ~~meet~~ *hold their Annual Meeting* during the National Association Annual Convention at such times and place as may be determined in consultation with the National Association Convention

staff. When held in person, Such meetings of the Women's Council shall be held concurrently with, and in the same city as the National Association Annual Convention. When convened in a virtual/electronic delivery or hybrid format, meetings of the Women's Council shall be held within the same general timeframe as the National Association Annual Convention.

Motion #2 was approved with 46 ayes and zero nays as follows:

To amend Article III by adopting the amendments to Sections 2,3,4,6 and 8 as follows:

Section 2: Active members shall hold membership in a Local Network and in the State Network ~~within the geographic territory of the Local Association of REALTORS® to which the member belongs or within the geographic territory of the Local Association of REALTORS® in which the members does business. This shall be considered the member's "primary" network, if any.~~

Section 3: When there is no Local Network of the Women's Council within the geographic territory of the Local Association of REALTORS® to which the member belongs or within the geographic territory of the Local Association of REALTORS® in which the members does business, such member shall be eligible to become a member-at-large of the Women's Council. Members-at-large must also maintain active membership in their State Network if a State Network exists in their state. , and of the State Network, if any.

Section 4: An Active member of the Women's Council may be eligible for membership in more than one Local Network and in more than one State Network. ~~Non-resident members shall be Active members of a primary Network of choice who should they wish to obtain the services afforded by another Network. The above-defined Mmembers may join this a second Network by paying Non-resident additional dues only to it the second Network. They Members shall not be eligible to vote or hold elective office in the second Network where they hold membership.~~

Section 6: A) National Affiliate members shall pay national, state, and local dues and may vote at the local and state network level. B) A national affiliate can hold local office (except President, President-elect, ~~Secretary~~ First Vice President, and Events Director). They may not hold state office. They may use the Women's Council logo and marks, and avail themselves of Women's Council services; however, they shall not serve as a voting delegate. National Affiliates may not comprise more than twenty percent (20%) of the national membership of a Local Network.

Section 8: Individuals currently employed in an executive, administrative or management capacity by a Local or State REALTOR ® Association holding membership in the National Association, or a member Board of a foreign affiliate of the National

Association shall be eligible for National Affiliate membership after payment of applicable dues.

Motion #3 was approved with 45 ayes and zero nays as follows:

To amend the bylaws Article V, Sections 2,4,7 and 9 as follows:

~~Section 2: The Governing Board shall have full power to manage the business of the Women's Council between Meetings.~~

~~Section 4: The Governing Board shall meet at least two times each year, one of which shall take place at the National Annual Convention of the National Association. Special meetings of the Governing Board may be called by the President, or shall be called at the request of at least twenty (20) members of the Governing Board representing at least five states, or four states and the District of Columbia. Members of the Governing Board may unite in a petition to call such meeting or individually address written requests to the Women's Council. Upon receipt of such petition or written requests from the required Governing Board members, the President shall notify each member of the Governing Board of such meeting in writing, sent by first class mail or electronic communication, including email, or any other means permitted by law. Not less than fifteen (15) days nor more than thirty (30) days notice shall be given for a special meeting. Such notice shall state the time and place of the meeting, and the purpose for which it is called. Only the business stated in the call to the meeting shall be transacted at such meeting.~~

~~Section 7: Special meetings of the Governing Board may be called by the President, or shall be called at the request of at least twenty (20) members of the Governing Board representing at least five states, or four states and the District of Columbia. Members of the Governing Board may unite in a petition to call such meeting or individually address written requests to the Women's Council. Upon receipt of such petition or written requests from the required Governing Board members, the President shall notify each member of the Governing Board of such meeting in writing, sent by first class mail or electronic communication, including email, or any other means permitted by law. Not less than fifteen (15) days nor more than thirty (30) days notice shall be given for a special meeting. Such notice shall state the time and place of the meeting, and the purpose for which it is called. Only the business stated in the call to the meeting shall be transacted at such meeting.~~

~~Section 9: Any member of the Governing Board may resign at any time by giving written notice to the Executive Vice President. Such resignation shall take effect at the time specified or, if no time is specified, immediately. Written notice shall be given as to any appointments made to fill any vacancies prior to the next Governing Board meeting for at the time of acceptance as determined by the Governing Board.~~

Motion #4 was approved with 45 ayes and two nays as follows:

To amend the bylaws Article VII, Sections 2,3,4, 5 and Section 7 as follows:

ARTICLE VII – ELECTIVE AND EX OFFICIO OFFICERS

Section 2: ~~(A) The elective officers of the Women’s Council shall be a President, President-elect, First Vice President, Treasurer and a three (3) National Liaisons from each of the geographical regions created by the Governing Board of the Women’s Council.~~

~~(B) The President shall appoint all committee chairpersons and committee members, except the Nominating Committee. All appointments of committee chairpersons shall be subject to approval of the Governing Board. The President shall be an ex-officio member of all committees except Nominating Committee.~~

~~(B)-Section 4:-(A) The President-elect shall perform the duties of the President in the event of the President’s disability or absence.~~

~~(E) Section 5: National Liaisons shall oversee the work of the Women’s Council in their respective regions and act as the representative of the President in such matters as may be assigned to them.~~

~~In States where there is no State Network but there are more than forty-nine (49) Active members, the National Liaison of the Women’s Council will appoint one State Liaison taking into account recommendations from Active members in the State and ratified by the national leadership team as per Women’s Council policy. The State Liaison will be responsible for member and network activities within the State.~~

Section ~~4~~6: In the event that an Officer is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Officer may be removed from office under the following procedure:

(B) Upon receipt of the original petition, the Executive Vice President shall send by registered mail to the Officer’s current address and email of record a copy of the petition. This notice shall include the date on which the Governing Board will consider the petition, either at its next regularly scheduled meeting or at a special meeting called under the terms set out in Article V Section 7.

~~Section 7: In States where there is no State Network but there are more than forty-nine (49) Active members the National Liaison of the Women’s Council will appoint one State Liaison, taking into account recommendations from~~

Active members in the State, and ratified by the national leadership team. The State Liaison will be responsible for member and network activities within the State.

Motion #5 was approved with 50 ayes and zero nays as follows:

To amend the bylaws Article VIII, Section D as follows:

(D) In the event of a vacancy in the office of National Liaison, the President shall appoint a qualified member ~~from the same region~~ to fill the unexpired term.

Motion #6 was approved with 49 ayes and two nays as follows:

To amend the bylaws Article X, Sections 1,2 and 3 as follows:

Section 1: The election of officers shall be held at the Midyear Business Meeting which shall be held in conjunction with the REALTORS® Legislative Meeting of the National Association. When convened in a virtual/electronic delivery or hybrid format, the Midyear Business Meeting of the Women's Council shall be held within the same general timeframe as the REALTORS® Legislative Meetings.

Section 2: (A) Election of officers shall be by viva voce or roll call vote, or written or electronic ballot ~~if there are two or more nominees for an office~~ as per rules of the day. A majority vote shall elect an officer. In the event that no candidate on the ballot for a particular office receives a majority vote, the two candidates receiving the greatest number of votes cast shall remain on the ballot and a run-off election shall be held between those two candidates. The candidate receiving the majority of votes cast in the run-off election shall be declared the winner.

Section 3: Delegates shall check in at the Midyear Meeting prior to the Midyear Business Meeting to be credentialed by the Women's Council as voting delegates or as directed in the event of a virtual/electronic or hybrid delivery.

Motion #7 was approved with 52 ayes and zero nays as follows:

To amend the bylaws Article XII, Section C. as follows:

(C) Appointments to Special Committees shall be for a period of one year or until the conclusion of their final report. *All committee members are eligible for reappointment.*

Motion #8 was approved with 43 ayes and two nays as follows:

To amend the bylaws Article XIII Section 1 as follows:

ARTICLE XIII NETWORKS

Section 1: The Women’s Council shall organize its members into Local and State Networks (“Networks”) as it determines will further the purposes of the Women’s Council. The terms and conditions under which such Networks will be established and operate shall be determined by the Governing Board, but such terms and conditions shall at all times be consistent with the Bylaws. Such Local and State Networks shall have the rights, privileges and responsibilities as may be determined by the Governing Board. ~~The Governing Board shall have the right to revoke charters in accordance with such policies as may be adopted by the Governing Board.~~

Motion #9 was approved with 43 ayes and zero nays as follows:

To amend the bylaws Article XVI Section 2 as follows:

In addition, the Women’s Council ~~may~~ *shall* purchase and maintain insurance on behalf of any person who is or was a member of the Governing Board, officer, employee or agent of the Women’s Council or who is or was serving at the request of the Women’s Council as a director, officer employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred in any such capacity, or arising out of such person’s status as such, regardless of whether the Women’s Council would have the power to indemnify against such liability.

Motion #10 was approved with 44 ayes and one nay as follows:

That staff will be authorized to correct article and section designations, punctuation, and cross-references and to make such and to make such other technical and conforming changes as may be necessary to reflect the intent of the Council in connection in these amendments to the national and state bylaws.

Finance & Budget Report—2021 Treasurer Kerri Hartnett

Kerri Hartnett reviewed the 2021 1st quarter financial statements and the 2020 year-end financial results and annual report.

President Banks thanked the Women’s Council liaisons to NAR and reports will be posted on an upcoming issue of eConnect.

New Business

There was no new business.

Adjournment

The meeting was adjourned at 4:35pm.

