



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

Monday, August 30, 2021 — 2:00pm to 2:55 pm

Virtual meeting on zoom *(note: meeting was recorded but not for distribution and only for the purposes of taking minutes. Questions regarding this meeting should be directed to jhornberger@wcr.org)*

Disclaimer: Minutes approved by First Vice President Chris Pelkola Lee and the leadership team on September 7, 2021, 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 2:02pm by President Banks. With 38 Governing Board members signed in, a quorum was present.

Meeting Ground Rules — 2021 National President Pamela Banks

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

PROPOSED BYLAWS CHANGES: local and state

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

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

- *Note, the below minutes will show motions in underlined formal typeface, and bylaws cleanup in *indented and italics typeface*, so that the reader can see firsthand the actual bylaws changes in a highlighted format in a different font, with associated ~~striketroughs~~ and *insertions in red*.*
- *Additionally, there are 16 motions, they are divided into 8 local (labeled 1L-8L) and 8 state (labeled 1S-8S).*

Motion #1L was approved with 28 ayes and 0 nays as follows:

To amend the Model Bylaws for the Women's Council of REALTORS® Local Network by adding a new Section 3:

Section 3: The fiscal and elective years of the Network shall correspond to those of the Women's Council.

Motion #2L was approved with 34 ayes and zero nays as follows:

to amend the Model Bylaws for the Women's Council of REALTORS® Local Network Article II Membership Section 5 and 6.

- *Section 5: The Women's Council shall determine the percentage of National Affiliate memberships in each Network. ~~When the 20% limitation is reached for a Network National Affiliate applications shall be returned to the applicants~~ A Network's National Affiliate applications will be processed when the Network's percentage of National Affiliate memberships falls below shall not exceed 20%.*
- *Section 6: A member becomes eligible to vote in the _____ Network thirty (30) days from the receipt of a membership application and payment of dues ~~to a Local Network designee.~~*

Motion #3L was approved with 35 ayes and zero nays as follows:

To amend Article III Dues, Section 5 as follows:

(B.) Dues for ~~Non-resident~~ secondary members shall be billed by and paid to the Local Network and retained by the Network.

Section 4: Any member delinquent in payment of membership dues by more than three (3) months shall forfeit membership.

Section 5: Annual network dues for each member shall be established in time to notify the Women's Council ~~prior to October 31 of the immediately preceding year~~ as per current Women's Council policy.

Motion #4L was approved with 35 ayes and zero nays as follows:

amend ARTICLE VI ELECTIVE OFFICERS by renaming Article VI as ELECTIVE & APPOINTED OFFICERS AND DIRECTORS and amending Section 1 B and Section 3, 4 and Section 5 as follows:

ARTICLE VI - ELECTIVE & APPOINTED OFFICERS & DIRECTORS

Section 1:

(B.) The President and President-elect of the Network shall be elected from the REALTOR®/REALTOR-ASSOCIATE®/Institute Affiliate members in good standing. The Treasurer may be elected from among

REALTOR®/REALTOR-ASSOCIATE®/Institute Affiliate or current National Affiliate members in good standing.

Section 2(A): The First Vice President is an appointed officer of the Network and shall be appointed from the REALTOR®/REALTOR®-ASSOCIATE®/Institute Affiliate members in good standing.

~~(Section 3 C.) The Officers and directors may serve in the office to which they have been elected for more than one term but may not serve more than two consecutive terms. The officer successors have been elected, whichever is later shall serve for one (1) year. Officers and directors may serve in such offices for more than one term but may not serve more than two consecutive terms. The President-elect shall automatically succeed to the office of President the following year.~~

Section 4 :~~2~~Officer Duties.

(A) The President shall be the chief officer of the Network and shall preside at the meetings of the Governing Board and Network. At all other times during the term of office, the President shall represent the Women's Council and act in its name, subject to its policies.

~~Section 3~~ (B) The President-elect shall perform the duties of the President in the event of the President's disability or absence and perform such other duties as requested by the Governing Board.

(C) The First Vice President shall maintain the records of the network and perform other such duties as are customary to the office.

Immediately following the annual election meeting, the outgoing First Vice President shall report to the Women's Council the names and addresses of all Governing Board members as directed by the National office. A copy of this report shall be sent also to the State Liaison(s), the State Network President and the National Liaison.

(D) The Treasurer shall maintain financial records of the network and report on the finances of the network to the Governing Board.

~~Section 4~~ (E) The Membership Director shall verify reports from the Women's Council of the names of all members of this Network and their status.

(F) The Events Director shall oversee the development and delivery of the networks events.

Section 5: In the event that an Officer is deemed to be incapable of fulfilling the duties for which elected or appointed and declines to resign from office voluntarily, the Officer may be removed from office under the following procedure:

(A) To remove an elected officer, a special meeting of the membership may be convened as per the rules outlined herein. Provided a quorum is present at the meeting, a 3/4 vote of the membership shall be required to remove an elected officer from office.

(B) To remove an appointed officer, a special meeting of the Governing Board may be convened as per the rules outlined herein. Provided a quorum is present at the meeting, a majority vote shall be required to remove an appointed officer from office.

Motion #5L was approved with 35 ayes and zero nays as follows:
Amend Article VII – VACANCIES Sections A & C as follows:

Section 1: (A.) In the case of a vacancy in any elective or appointed office, except the President or President-elect, the President shall appoint a qualified member to fill the unexpired term.

(C.) In the event of a vacancy in the office of President-elect caused by a vacancy in the office of President, the members of the Candidate Review Team shall submit the name of at least one candidate qualified Active member to the President who shall present it to the Governing Board for approval. An affirmative vote of a majority of the Governing Board shall be necessary to elect. The President-elect who fills a vacancy in the office shall automatically become President-elect for a full term after completion of the unexpired term as President-elect.

In the event of a vacancy in the office of President-elect not caused by a vacancy in the office of President, the members of the Candidate Review Team shall submit the name of at least one candidate qualified Active member to the President who shall present it to the Governing Board for approval. An affirmative vote of a majority of the Governing Board shall be necessary to elect. The President-elect who fills this type of vacancy shall automatically become President after completion of the unexpired term of President-elect.

Motion #6L was approved with 35 ayes and zero nays as follows:
To amend ARTICLE VIII TITLE BY STRIKING NOMINATIONS AND INSERTING CANDIDATE REVIEW TEAM and striking Section 2.

ARTICLE VIII –~~NOMINATIONS~~ CANDIDATE REVIEW TEAM

~~Section 2. No name shall be placed in nominations without the consent of the nominee.~~

Motion #7L was approved with 35 ayes and zero nays as follows:
to amend ARTICLE IX - ELECTIONS OF OFFICERS by amending Section 1 and adding Section 2 and renumbering Section 2 to 3 A and amending Section A & B as follows.

Section 1: The election of officers shall be held at the Annual Election Meeting of the Network which shall be held no later than ~~October 15~~ September 30th each year.

Section 2: All candidates for office must submit an application and adhere to the qualification rules of the Candidate Review Team.

Section 3: (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~~ candidates for an office. Each Active and National Affiliate member may cast one vote. A majority of those present and entitled to vote shall elect. When there are more than two ~~nominees~~ candidates for any office and there is no majority on the first ballot, the two candidates receiving the greatest number of votes cast shall remain on the ballot and a run-off election shall be held between these two candidates. The candidate receiving the majority of votes cast in the run-off election shall be declared the winner.

(B.) Voting by proxy or any method other than in person methods above shall not be permitted.

Motion #8L was approved with 35 ayes and zero nays as follows:

to amend Article XIII – AMENDMENTS by amending Section 1 as follows:

Section 1: The dues and network name and REALTOR® Association names reflecting the network boundaries in these bylaws may be amended at any meeting of the Network by two-thirds (2/3rds) vote in the affirmative of the Network members present and voting at such meeting, provided that a pre-approval has been obtained from the Women’s Council and a quorum is present, and provided the substance of the proposed amendments has been submitted to all members of the Network at least ten (10) days in advance of the meeting at which they will be acted upon, and provided that no such amendment shall become effective until the same shall have been submitted to and approved by the Women’s Council.

Motion #1S was approved with 35 ayes and zero nays as follows:

to amend the Model Bylaws for the Women’s Council of REALTORS® State by amending Article 1 – CREATING THE NETWORK by adding a new Section 3.

Section 3: The fiscal and elective years of the Network shall correspond to those of the Women’s Council.

Motion #2S was approved with 35 ayes and zero nays as follows:

to amend the bylaws Article III- DUES, Section 5 as follows:

Section 5: Annual Network dues for each member shall be established in time to notify the Women’s Council by adding as per current Women’s Council policy. Striking prior to October 31 of the immediately preceding year.

Motion #3S was approved with 32 ayes and zero nays as follows:

Article VI-ELECTIVE OFFICERS, by adding Article VI Title to ELECTIVE by adding & APPOINTED OFFICERS and amending Sections 1: A, B, & C, Section 2: A, B, C, D and E and placing Section 3 and 4 under Section 2 and adding a new Section 3 A & B as follows.

Section 1: (A) The elective officers of the Network shall be a President, President-elect, First Vice President, Treasurer and District Vice Presidents (where applicable) and shall be elected from the Governing Board members in good standing.

(B) The State Liaison will be a REALTOR® member appointed by the incoming President for a one-year term (up to two consecutive terms). The appointment must be made by June 1 or before the state network elections (whichever comes first), and the appointment will be ratified by the Governing Board before the elections. These officers shall perform the duties prescribed by these bylaws such as may be assigned to them by the Governing Board and by the parliamentary authority adopted in these bylaws.

~~(B) The President elect, First Vice President, Treasurer and District Vice Presidents (where applicable) of the Network shall be elected from the Governing Board members in good standing.~~

~~(C) The officers may serve in the office to which they have been elected for more than one term but may not serve more than two consecutive terms. The officer shall hold office for a term convening January 1 and ending December 31 or until their successors have been elected; whichever is later; shall serve one (1) year. Officers may serve in such offices for more than one term but may not serve more than two consecutive terms. The President-elect shall automatically succeed to the office of President the following year.~~

Section 2. Officers Duties (A) The President shall be the chief officer of the Network and shall preside at the meetings of the Governing Board and Network. At all other times during the term of office, the President shall represent the Women's Council and act in its name, subject to its policies.

~~(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 the Nominating Committee.~~

~~(B) The President-elect shall perform the duties of the President in the event of the President's disability or absence and perform such other duties as requested by the Governing Board.~~

~~Section 4: (A) (C) The First Vice President shall verify reports from the Women's Council of the names of all members of this Network and their status.~~

~~(B) Immediately following the annual election meeting, the outgoing First Vice President shall report to the Women's Council, the names and addresses of all officers elected. A copy of this report shall be sent also to the State Liaison and the National Liaison.~~

~~(D) The Treasurer shall maintain financial records of the network and report on the finances of the network to the Governing Board.~~

~~(E) State Liaison shall monitor and support Local Network compliance to align with operating standards.~~

~~Section 3: In the event that an Officer is deemed to be incapable of fulfilling the duties for which elected or appointed and declines to resign from office voluntarily, the Officer may be removed from office under the following procedure:~~

~~(C) To remove an elected officer, a special meeting of the Governing Board may be convened as per the rules outlined herein. Provided a quorum is present at the meeting, a 3/4 vote of the Governing Board in attendance shall be required to remove an elected officer from office.~~

~~(D) To remove an appointed officer, a special meeting of the Governing Board may be convened as per the rules outlined herein. Provided a quorum is present at the meeting, a majority vote shall be required to remove an appointed officer from office.~~

Motion #4S was approved with 32 ayes and zero nays as follows:

to amend Article VII -VACANIES, Section 1 A, C and E as follows:

Section 1: A In the case of a vacancy in any elective or appointed office except the President, President-elect or State Liaison, the President shall appoint a qualified member to fill the unexpired term.

C. In the event of a vacancy in the office of President-elect caused by a vacancy in the office of President, the members of the Nominating Committee shall submit the name of at least one ~~nominee~~ qualified Active member to the President who shall present it to the Governing Board for approval. An affirmative vote of a

majority of the Governing Board shall be necessary to elect. The President-elect who fills a vacancy in the office shall automatically become President-elect for a full term after completion of the unexpired term as President-elect.

In the event a vacancy in the office of President-elect is not caused by a vacancy in the office of President, the members of the Nominating Committee shall submit the name of at least one ~~nominee~~ qualified Active member to the President who shall present it to the Governing Board for approval. An affirmative vote of a majority of the Governing Board shall be necessary to elect. The President-elect who fills this type of vacancy shall automatically become President after completion of the unexpired term of President-elect.

E. In the event of a vacancy in any of the committee chairpersons, except the Nominating Committee chairperson, the President shall appoint a qualified Active member to fill the unexpired term.

Motion #5S was approved with 31 ayes and zero nays as follows:
to amend Article IX – ELECTION OF OFFICERS by amending Section 1 & 2 A & B

ARTICLE IX ELECTION OF OFFICERS

Section 1: The election of officers shall be held at the Annual Election Meeting of the State Network which shall be held prior to or in conjunction with the Fall Meeting of the

_____ State Association of REALTORS®. All elections must be held by ~~October 15~~ September 30 and reported to National.

Section 2:

(A) Election of officers shall be conducted by ~~electronic voting~~ via voice or roll call vote or written or electronic ballot if there are two or more ~~nominees~~ candidates for an office. Each Governing Board member may cast one vote, with the exception of Local Network Presidents (or their proxies delegate) who cast a weighted vote ~~based~~ on behalf of their Network based on the number of REALTOR® members in the Local Network as of December 31. A majority vote shall elect an officer. In the event that no candidate on the ballot for a particular office receives a majority, 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.

B. Each Local delegate shall be entitled to cast one vote for the Network's first 30 Active members, two votes for 31-60 Active members, three votes for 61-90 Active members and so forth, adding one vote for each 30 Active member increment. The number of Active members in a Local Network shall be determined by the number of Active members in good standing on December 31 of the previous year according to the records of the Women's Council.

D. Voting by proxy or any method other than in person methods above shall not be permitted; ~~unless outlined in Section 2A.~~

Motion #6S was approved with 30 ayes and zero nays as follows:

to amend Article X Committees by amending the article title by adding PROJECT TEAM and amending Section 1 A & B and Section 3 A & D.

Section 1 Strike: ~~Standing Committees and project teams shall be appointed annually by the President subject to the approval of the Governing Board~~

Add a new:

- (A) The President shall appoint all committee chairpersons and committee members except the Nominating/Credentialing 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 the Nominating/Credentialing Committee.
- (B) Project teams shall be appointed by the President as needed.

Section 3:

- (A) ~~Special project teams to perform such services as may be assigned to them, may be appointed by the President with the approval of the Governing Board.~~
- (C) The audit ~~committee~~ project team, which can be part of the standing Finance & Budget Committee, shall be appointed at the next to the last meeting of the elective year and shall present its report at the first meeting of the next year.

Motion #7S was approved with 30 ayes and zero nays as follows:

To amend Article XIII Amendments of Bylaws by amending Section 1 as follows:

Section 1: The dues and network name in these bylaws may be amended at any meeting of the Network by a two-thirds (2/3rds) vote in the affirmative of the Network members present and voting at such meeting, provided that pre-approval has been obtained from Women's Council and a quorum is present, and provided the substance of the proposed amendments has been submitted to all members of the Network at least ten (10) days in advance of the meeting at which they will be acted upon, and provided that no such amendment shall become effective until the same shall have been submitted to and approved by the Women's Council

Motion #8S was approved with 32 ayes and zero nays as follows:

that staff be authorized to correct article and section designations, punctuation, and cross-references 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 local and state bylaws.

<<special note, this motion takes a simple majority vs 2/3, and the majority voted yes>>

Adjournment

The meeting was adjourned at 2:55pm.

