



**2022 WOMEN'S COUNCIL NATIONAL GOVERNING BOARD MINUTES
MIDYEAR MEETING**

**Friday, May 6th, 2022 — 2:30pm to 4:00pm
Washington Hilton, Congressional Room**

Disclaimer: Minutes approved by First Vice President Kerri Hartnett and the leadership team, signatures are omitted for privacy purposes. Minutes are posted online immediately following approval

Chair: 2022 National President Sylvia Seabolt (TX)

The meeting was called to order at 2:30pm by President Seabolt. With 58 Governing Board members signed in, a quorum was present.

Pledge of Allegiance – Bobbi Starr Dust (NV)

Inspiration – Ericka Alvarez (TX)

Meeting Ground Rules — 2022 National President Sylvia Seabolt

President Seabolt 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 — 2022 National President Sylvia Seabolt

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

Election of Governing Board Members to the 2023 Executive Committee

President Seabolt 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 2022 meetings.

President Seabolt reviewed the election rules for the open positions (2). There were nine nominations from candidates who filed a consent to serve prior to the meeting. Each candidate spoke for 1 minute each as follows:

1. Windy Bailey (CO)
2. Paige Brewer (FL)
3. Bethany Brokaw (MI)
4. Sabrina Brown (CA)
5. Christine Citrano (FL)
6. Sarah Libengood (ID)
7. Kay Merg (CA)
8. Sheila Moran (TX)
9. Dr. Danette O'Neal (LA)

During the governing board meeting, ranked choice voting (RCV) — also known as preferential voting — was utilized to reduce the number of ballots required and time necessary to select the candidates for the governing board committee vacancies. Governing board members ranked their preference of candidates for each committee vote in question — *ex: Micky Mouse first choice, Donald Duck second choice, Goofy as third choice, etc.* Candidates who received the lowest number of votes each round were eliminated and their vote was reallocated to the voter’s next preferred candidate, if provided. Not all voters fully ranked each candidate; some only ranked their first three choices OR only selected one candidate, etc. In the instance that no additional candidate was ranked, the system treated that round as if the voter did not participate. These instructions were highlighted multiple times prior to voting including during a test vote for Governing Board members to familiarize themselves with the new procedure. The results are as follows:

Dr. Danette O'Neal (LA) and Sheila Moran (TX) were selected as the individuals who had the most votes after the candidate with the lowest vote total was eliminated each round. The following table* shows how each elimination round played out:

* The order of candidates in the table differs from the ballot order, which was presented in reverse alphabetical order for the 2022 Election and Governing Board meeting.

Sheila Moran and Dr. Danette O'Neal were elected with the results as follows below.

Candidate	Round 1	Round 2	Round 3	Round 4	Round 5	Round 6	Round 7	Round 8	Round 9	Round 10	Round 11	FINAL
Dr. Danette O'Neal (LA)	10	10	11	11	12	13	18	17.67	17.27	15.27	15.27	15.27
Sheila Moran (TX)	8	8	8	9	10	11	11	11.04	12.73	15.18	15.18	15.18
Sabrina Brown (CA)	6	6	6	9	9	9	9	9.11	12.55	15	ELIMINATED	
Carolyn Altman (AZ)	8	8	8	8	8	9	9	9.06	9.27	ELIMINATED		
Megan Oswald (IL)	5	5	5	5	6	6	6	6.13	ELIMINATED			
Bethany Brokaw (MI)	5	6	6	6	6	6	ELIMINATED					
Kay Merg (CA)	4	4	4	4	4	ELIMINATED						
Sarah Libengood (ID)	3	3	4	4	ELIMINATED							
Christine Citrano (FL)	4	4	4	ELIMINATED								
Windy Bailey (CO)	2	2	ELIMINATED									
Paige Brewer (FL)	1	ELIMINATED										

Election of Candidate Review Committee Members from Governing board

President Seabolt opened nominations for two Nominating Committee members and two alternates to serve on 2024 Nominating Committee (which meets in 2022 virtually and as needed). There were 7 nominations from candidates who filed a consent to serve prior to the meeting.

Lisa Waldeck (NV) and Shauna Huisman were selected as the individuals who had the most votes after the candidate with the lowest vote total was eliminated each round. The following table* shows how each elimination round played out:

** The order of candidates in the table differs from the ballot order, which was presented in reverse alphabetical order for the 2022 Election and Governing Board meeting.*

Candidate	Round 1	Round 2	Round 3	Round 4	Round 5	Round 6	FINAL
Lisa Waldeck (NV)	13	13	14	17	19	19	19
Shauna Huisman (AZ)	11	12	13	15	17	17	17
Faye De Robertis (TN)	7	7	9	11	13	ELIMINATED	
Chris Dean (MI)	8	9	10	10	ELIMINATED		
Heather Gool (NC)	6	8	8	ELIMINATED			
Patti St. Louis (TX)	6	6	ELIMINATED				
Molly Bruno (CT)	4	ELIMINATED					

Election of Candidate Review Committee alternates from Governing Board

Patti St. Louis (TX) and Chris Dean (MI) were selected as the individuals who had the most votes after the candidate with the lowest vote total was eliminated each round. The following table* shows how each elimination round played out:

** The order of candidates in the table differs from the ballot order, which was presented in reverse alphabetical order for the 2022 Election and Governing Board meeting.”*

Candidate	Round 1	Round 2	Round 3	Round 4	Round 5	FINAL
Patti St. Louis (TX)	18	19	17.86	17.49	17.49	17.49
Chris Dean (MI)	13	15	15.24	18.44	18.44	18.44
Heather Gool (NC)	11	11	11.3	15.23	ELIMINATED	
Faye De Robertis (TN)	8	9	9.18	ELIMINATED		
Molly Bruno (CT)	5	ELIMINATED				

ELECTIONS END (above)

PROPOSED BYLAWS CHANGES BEGIN (below)

A bylaws cleanup was done and duly advised in Council Corner 30 days ahead of the meeting:
<https://www.wcr.org/network-tools/bylaws-update/>

Note 1, 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.

Note 2, the proposed strikethroughs should mirror the 30-day notice in note 1 above. Any discrepancies on this are typos and transposing errors, as the same changes advised 30 days ahead of time were duly approved, factoring in motion 7 below.

Motion #1 was approved with 54 ayes and 2 nays as follows:

Motion #1: To amend the NATIONAL BYLAWS. Article IV – Dues and Assessments Section C & D; the State Model Bylaws Article III – DUES- Section 2 A & B; and the Local Model Bylaws Article III – DUES - Section 2 A & B as follows (below in italics):

Annual membership dues shall be payable by striking ~~the first day of January~~ each year. and adding Members who have not renewed by the renewal date are not considered active members in good standing and are thereby not eligible to vote or hold office in the network while their membership is in delinquent status.

New members shall pay a full year's due upon making application. ~~On January~~ By December 31st of the following year, they shall be billed only for that prorated portion of dues unpaid for ~~that~~ the following year.

Motion #2 was approved with 54 ayes and 2 nays as follows: To amend the model bylaws of the State Network Women's Council of REALTORS as follows (below in italics):

Article IV (4) Governing Board Section 1 as follows:

Section 1: The government of the State Network shall be vested in the Governing Board, which shall consist of the Leadership Team (including the State Liaison), all current Local Network Presidents, ~~the most recent past State Network President able to serve~~, Leadership Identification and Development Chair, ~~Nominating Committee Candidate Review Team~~ Chair, Strategic Planning Committee Chair, past Presidents Advisory Committee Chair, and District Vice Presidents where applicable. Ex officio and non-voting members include any National Liaison or National Executive Committee member residing in the state.

Motion #3 was approved with 54 ayes and 2 nays as follows: To amend Article VII (7) – VACANCIES Sections C, D & E follows:

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~~ Candidate Review Team shall submit the name of at least one ~~qualified Active Member~~ eligible candidate to the President who shall present it to the Governing Board for approval. A special meeting of the Governing Board will be called for an election. 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 Candidate Review Team shall submit the name of at least one nominee Eligible Candidate 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. This President-elect who fills this type of vacancy shall automatically become President after completion of the unexpired term of President-elect.

D. In the event of a vacancy in the office of State Liaison, the President ~~will make an appointment shall appoint a qualified member to fill the unexpired term who will serve out the term.~~

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

Motion #4 was approved with 53 ayes and 2 nays as follows: to amend Article VIII(8) - Nominations as follows (below in italics)

Article VIII ~~Nominations~~ Candidate Review Team

Section 1 (A) ~~The Nominating Committee shall consist of five.~~ There shall be a Candidate Review Team of six (6) members elected and appointed as follows:

~~Active members in addition to the most recent Past President able to serve who shall be chairperson of the committee. Two of the five members shall include the State Liaison, Leadership Identification and Development Chair.~~

- Chair: Most Immediate Past President able and willing to serve
- State Liaison
- Leadership Identification and Development Chair
- One member elected from and by the Governing Board
- Two (2) members elected by the general membership

A pool of three (3) Alternates is also to be established, elected as follows:

- *one alternate elected from and by the Governing Board*
- *two (2) alternates elected by the general membership*

~~*(B) One member (and one alternate) of the Nominating Committee shall be elected by the Governing Board from its membership and two members plus two alternates shall be elected by the general membership at the Annual Election Meeting. Elected members and alternates shall be from at least two different networks. The two Alternates shall also be from at least two different Networks. Alternates (designated #1 and #2) shall serve only in the absence of a committee member.*~~

~~*(C) The members of the Nominating Committee Candidate Review Team shall serve during the calendar year subsequent to their election the same elective year as the Governing Board.*~~

~~*(D) The most immediate past President willing and able to serve shall serve as chairperson of the Candidate Review Team. If the Chair is unable to serve, the President shall appoint an active Past President to serve as an alternate chairperson of the committee. In no case, shall the same person serve as chairperson for two successive years. In the event the most immediate past president is the State Liaison, the President shall appoint an alternate past president to serve as chairperson as members may only fill one role on the committee.*~~

~~*(E) Nominating Committee Candidate Review Team members shall not be eligible to serve successive terms, except those designated alternates who were not required to serve as committee members.*~~

~~*(F) Upon vacancy of any other member of the Committee, the President shall appoint a replacement from the pool of Alternates.*~~

~~*Section 2: It shall be the duty of the Nominating Committee Candidate Review Team to select at least one candidate for each office, and to present its report in writing to the First Vice President who shall present it in writing to the general membership at least ten (10) days before the Annual Election Meeting; determine candidate eligibility for all Elected Offices and provide a list of Eligible Candidates to the Women's Council members and voting delegates by the Notification Date.*~~

~~*Section 3: After the President has presented the slate of candidates for election, additional nominations from the floor may be made by any Active members before the election. All Potential Candidates must file an application declaring the office to which they seek to be elected and submit to the credentialing process as per the Credentialing and Election Policy. Applications must be submitted within the published time period and no members shall be permitted to run from the floor and bypassing the credentialing process.*~~

~~Section 4: no name shall be placed in nominating without the consent of the nominee, and the nominee must complete a consent to serve.~~

Motion #5 was approved with 50 ayes and 2 nays as follows:
to amend IX (9) - ELECTION OF OFFICERS as follows to Section 2 A, B and C and renumber section to (below in italics):

Section 2: (A) Election of officers shall be conducted by via voice or roll call vote or written or electronic ballot if there are two or more candidates for an office. 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) The voting delegates shall be all members of the current Governing Board, which includes a delegate from each Local Network, and certified members-at-large.
The Local Network Delegate shall be the President in good standing of the Local Network or another member, who shall be an Active member in good standing of the same Local Network designated in writing by the Local Network President.*

(C) 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 National Women's Council.

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

Motion #6 was approved with 49 ayes and 1 nays as follows: to amend Article X(10) - Committees

& Project Teams by amending Section 1 (A) and Section 2(A) as indicated below in italics:

Section 1: (A) The President shall appoint all committee chairpersons and committee members except the Candidate Review Team. 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 for the Candidate Review Team.

Section 2: (A) Standing Committees shall be: Finance and Budget, Leadership Identification and Development, Past Presidents Advisory, Strategic Planning, and Candidate Review Team.

Motion 7 was approved with 48 ayes and 0 nays as follows (below in italics):

that the 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 national, state and local bylaws.

Finance & Budget Report—2022 Treasurer Tammy Noll

Tammy Noll reviewed the 2022 1st quarter financial statements and the 2021 year-end financial results and annual report.

President Sebolt thanked the Women’s Council liaisons to NAR and reports will be posted on an upcoming issue of Council Corner, as well as past national presidents

New Business

There was no new business.

Adjournment

The meeting was adjourned at 3:54pm.