



**2022 WOMEN'S COUNCIL NATIONAL GOVERNING BOARD MINUTES
ANNUAL CONFERENCE
Sunday, November 13th, 2022 — 9:30 am to 12:00 pm**

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 9:30am by Sylvia Seabolt. President Sylvia instructed everyone to connect to the WiFi in preparation for test vote before proposed Bylaws change report.

President Sylvia introduced the head table.

Pledge of Allegiance—Stas Matias (FL)

Inspiration—Shauna Huisman (AZ)

With 56 Governing Board members signed in, a quorum was present

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 May 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.

Proposed Bylaws Changes: National, State and Local

Action needed: Approve proposed bylaws changes, Per National Bylaws, proposed changes were communicated 30 days in advance to all governing board members on Tuesday, October 5, 2022 via Council Corner newsletter.

Motion #1: Bylaws Amendment to Article IV-Dues and Assesments Section 1A

*Annual membership dues for all Active and National Affiliate members of the Women's Council shall be: ~~\$140~~ **\$165** plus Local and State Network dues when applicable.*

Motion failed yes 34, no 21

Motion #2: To amend State Bylaws Article IV (4) Governing Board Section 1:

*The government of the State network shall be vested in the Governing Board, which shall consist of the Leadership Team **President, President-elect, First Vice President, Treasurer, State Liaison**, ~~(including the State Liaison)~~, all current Local Network Presidents, Leadership Identification and Development 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 the state. **Motion passed Unanimous** yes 53*

Motion #3: To amend State Bylaws Article VI (6)-Elective & Appointed Officers as follows:

Article VI Elective ~~& appointed~~ Officers

*Section 1: (A) The elective officers of the Network shall be a President, President-elect, First Vice President, Treasurer, **State Liaison** and District Vice Presidents (where applicable) and shall be elected by 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.

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:

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.

*~~(A) 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 passed** yes 39, no 13*

Motion #4: To amend State Bylaws Article VII (7) Vacancies by amending Section 1 (A) as follows: *In the case of a vacancy in any elective ~~or appointed~~ office except the President ~~or~~ President-elect ~~or State Liaison~~, the President shall appoint a qualified member to fill the unexpired term.*

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

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

~~*(F)(E) All appointments to fill vacancies shall have the approval of the Governing Board.*~~ **Motion passed** yes 52, no 2

Motion #5: To amend Local Bylaws Article III (3) Dues Section C as follows:

C.) Effective insert date, annual membership dues for ~~Non-resident secondary~~ members shall be \$, which are Local Network dues only. ~~This was noticed to Governing Board in error but is not a motion. This change was already handled in a previous National Bylaws change and was not subsequently updated in the local bylaws in error. This was previously authorized by the Governing Board and is an administrative change that does not require a vote.~~

Motion #6: To amend Local Bylaws Article VI (6) – Elective & Appointed Officers & Directors as follows: ~~ARTICLE VI - ELECTIVE & APPOINTED OFFICERS & DIRECTORS~~

~~Section 1 (A): The elective officers ~~and~~ directors of the Network shall be President, President-elect, First Vice President, ~~and~~ Treasurer, Event Director and Membership Director.~~

~~(B.) The President, ~~and~~ President-elect, First Vice President, Event Director of the Network shall be elected from the REALTOR®/REALTOR-ASSOCIATE®/Institute Affiliate members in good standing. The Treasurer ~~and~~ Membership Director 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.
Renumber the Sections~~

~~Section 54: In the event that an Officer ~~or~~ Director is deemed to be incapable of fulfilling the duties for which elected ~~or appointed~~ and declines to resign from office voluntarily, the Officer ~~or~~ Director may be removed from office under the following procedure:~~

To remove an elected Officer *or Director*, 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 *or Director* from office.

~~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 passed** yes 50, no 3

Motion #7: To amend Local Bylaws Article IV (4) The Governing Board by amending Section 1: as follows:

Section 1: The government of the Network shall be vested in the Governing Board which shall consist of the President, President-elect, First Vice President, Treasurer, Event Director and Membership Director, all of whom shall be entitled to vote. ~~The President elect, First Vice President and Event Director must be a REALTOR® members. and is appointed by the incoming President elect. The Event Director must be a REALTOR® member and is appointed by the incoming President. The Treasurer and Membership Director may be either REALTOR® members or National Affiliate members. and is appointed by the incoming President. Each appointment must be approved by the current year's (e.g. outgoing) Governing Board.~~ **Motion passed unanimously** yes 55

Motion #8: To amend Local Bylaws Article VII—Vacancies Section 1A as follows:

*In the case of a vacancy in any elective strike ~~or appointed~~ office, except the President or President-elect, the President shall appoint a qualified member to fill the unexpired term. **This change is cleanup in the loal bylaws.** President Sylvia asked if there were any objections to strike “or appointed” from Article VII Vacancies Section 1A. There were no objections.*

Motion #9: To amend Local Bylaws Article IX -Election of Officers as follows:

ARTICLE IX - ELECTION OF OFFICERS *AND DIRECTORS*

*Section 1: The election of Officers *and Directors* shall be held at the Annual Election Meeting of the Network which shall be held no later than 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 *and Directors* shall be by viva voce or roll call vote, or written or electronic ballot if there are two or more 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 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. **President Sylvia asked if there were any objections to add “and Directors” to Article IX Election of Officers. There were no objections.***

Motion #10: To amend Local Bylaws Article X (10) as follows: ARTICLE X – **COMMITTEES & PROJECT TEAMS ~~AND TASK FORCES~~**

Section 1: The President may appoint temporary project teams ~~or task forces~~ to work on specific projects, as approved by the Governing Board. Such groups shall consist of at least three Active or National Affiliate members.

Section 2: An Audit Team shall be appointed at the next to the last meeting of the Governing Board and shall present its report at the first Governing Board meeting of the new year.

President Sylvia asked if there were any objections to removing “Committees and Task Forces” from Article X.icers. There were no objections.

Motion #11 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 bylaws. **Motion passed unanimously**

Candidate Credential & Campaign Rules Committee Report.

Chair Pamela Banks read the Candidate Credentialing & Campaign Rules committee report:

- President Elect: Tammy Noll (GA)
 - First Vice President: Cheryl Keller (CA)
 - Treasurer: Carolyn Altman (AZ), Stacey Krolak (AZ)
- National Liaison candidates: Paige Brewerr (FL), Kay Merg (CA), Peggie Pentecost (TX), Lin Van Meter (MO), Lisa Waldeck (NV)

Candidates all gave 3 minute speeches.

Leil Koch NAR Candidate for 1st Vice President addressed the attendees

Finance & Budget Report—2022 Treasurer Tammy Noll-Adams

Tammy reviewed the 2022 3rd quarter financial statements and the 2023 proposed budget which was **unanimously approved**.

President Sylvia welcomed the new local networks that have been chartered since May 2022.

President Seabolt asked the Women’s Council liaisons to NAR to provide reports.

President Sylvia gave her final report and recognitions

New Business

There was no new business.

Adjournment

The meeting was adjourned at 1:20 p.m.