



Board of Directors

Meeting Agenda MARCH 2017

Board of Directors Meeting:

Date:	Thursday – March 23, 2016	Time:	9:00-11:00 AM	Location:	BH/GLAAR Offices – BOD
Facilitator(s):	Chip Ahlswede, CEO				
Attendees:	<input type="checkbox"/> Karen Misraje, President	2015 – 2017	2016 – 2018		2017 – 2019
	<input type="checkbox"/> Steve Drust, Pres. Elect	<input type="checkbox"/> Ben Eubanks	<input type="checkbox"/> Robert Cipolloni		<input type="checkbox"/> Britta Diaz
	<input type="checkbox"/> Robert Kronovet, Treasurer	(2017)	<input type="checkbox"/> Gregg Pawlik		<input type="checkbox"/> Pat Heller
	<input type="checkbox"/> Aaron Leider, Past Pres.	<input checked="" type="checkbox"/> Catherine deGama	<input type="checkbox"/> Marco Rufo		<input type="checkbox"/> Sandra Miller
	<input type="checkbox"/> Chip Ahlswede, Secretary	<input type="checkbox"/> Peter Hernandez	<input type="checkbox"/> Anne Russell		<input type="checkbox"/> Stan Smith
		<input type="checkbox"/> Daniel Signani			
Topic(s):					
1. Call to Order -9:00am					
a. Pledge of Alegiance					
b. Roll Call					
2. Consent Agenda					
a. Minutes from the February 23, 2017 BOD & IMPAC Trustees Meeting					
b. Minutes from the March 2, 2017 BOD Special Meeting (via Conference Call)					
c. Per Ghiardineli Law Group - Three members (Review Panel) from the Association's Board of Directors reviewed the Findings of Fact (Form D-11) and Recommendation of Hearing Panel (Form D-12) for Professional Standards Case Nos. DB16-04 and DB16-13. The Review Panel affirmed the recommendations of the hearing Panel."					
3. New Business					
a. IMPAC / GAD Report – 10 minutes ABSOLUTELY NO MORE				James W. Litz	
b. Approval of Nominating Committee Members				Karen Misraje	
c. Support Documents					
1. Write up on the bylaws & voting procedures					
2. Giardinelli write up					
3. Basic Bios – Name, Do they meet the qualifications?					
d. Approval of Director Replacement				Karen Misraje	
e. Support Documents					
1. Write up on the bylaws & voting procedures					
2. Giardinelli write up					
3. Basic Bios – Name, Do they meet the qualifications					
f. Logo Task Force Update – Presentation by designer, Vince Giuseffi, G3 Creative (10 AM)					
g. Support Documents					
h. Membership Management System Update					
i. Financial Update				Robert Kronovet	
j. RAF Request				Daniel Signani	
k. Election Timeline				Karen Misraje	
l. Announcements - Upcoming Events					



Board of Directors

Meeting Agenda MARCH 2017

4. Important Upcoming Dates <ul style="list-style-type: none"> • 3/23 5pm-10pm – Charitable Foundation Poker Tournament • 3/24 @ 11am - YPN Committee Meeting • 3/30 10am-4pm - Real Estate REVive Conference, Rancho Cucomunga • 4/5 @ 12pm – Post MIPIM Meeting • 4/5 @ 5pm – YPN Happy Hour @ Butcher's Dog • 4/6 9am-5pm – MLS Summit @ Skirball Center • 4/21 @ 12pm – Region 17 Pre-CAR Meeting @ MLS • 4/24-28 – CCIM 103 Classes • 4/24 @ 12pm – Executive Committee • 4/24 @ 1pm – Public Policy Meeting • 4/26 – Professional Standards Training • 4/27 – BOD Meeting 			
4. Adjournment <ul style="list-style-type: none"> a. Next Meeting – Thursday, April 27, 2017 9:00 AM** 			
Actions		Motion	Second Outcome



To: Board of Directors
From: James W. Litz, GAD
Date: March 22, 2017
Re: Public Policy & Centennial Club Report

IMPAC Requests:

Reimburse BHGLAAR: Legislative Luncheon Deposit Petrellis	\$ 200.00
Reimburse BHGLAAR: GAD Expenses – Parking & Meetings	\$ 244.26
REALTOR Committee on Air Quality	\$ 1,000.00

Total IMPAC Request \$ 1,444.26

Election Results:

Los Angeles came in with a 20% voter turnout. While that is an improvement over recent elections, it still means that **80% of registered voters DID NOT VOTE.**

Measure S, the slow-growth measure in the City of Los Angeles, lost by an overwhelming margin of 30% Yes, and **70% NO**. Polling done the week before the election showed the No side losing. The efforts BHGLAAR supported and funded made a difference. If you did not see a TV ad for No on S the weekend before the election, you weren't watching television. Mayor Eric Garcetti jumped into the No on S campaign with gusto. Your efforts to oppose S by speaking up at your office meetings made a difference. Even with the odds against us, we prevailed. BHGLAAR, with assistance from CAR, NAR, and our allied local AORs, supported this effort with approximately \$350,000.

Measure H, the Countywide ¼ cent sales tax to fund supportive services for homeless, also won, exceeding the 2/3 passage requirement. BHGLAAR supported that effort with a \$25,000 contribution.

West Hollywood, with at 27% voter turnout, saw incumbents John Heilman and John Duran return to their posts. BHGLAAR supported Heilman & Duran.

Beverly Hills, is still not certified. Incumbent John Mirisch was top vote-getter, followed as of today by Les Friedman and Bob Wunderlich. Only 18 votes separate Friedman and Wunderlich. BHGLAAR supported Krasne, Finkel, and Bilak.

Los Angeles, where the odd-numbered seats were up, returned Garcetti, Galperin, Blumenfield, Koretz, Price, Bonin, O'Farrell, and Buscaino to their respective seats. The

vacant seat, Council District 7, is going to a runoff between Monica Rodriguez and Karo Tarrosian. Surprisingly, in Council District 1, Gil Cedillo is headed to a runoff with Joe Bray-Ali.

This will be the last March election for Los Angeles and West Hollywood. The passage of SB 415 is forcing all local cities (except for Charter Cities) to go on the November ballot. Those elected in this most recent election will serve 5 ½ year terms.

BizFed Polling:

BHGLAAR is doing a big push on the BizFed polling this year. Last year we had one of the largest number of responses in the County. This year, with your help to get a lot of responses, I am arranging for the actual pollsters to come to a BOD meeting to put the responses in context to the REALTOR® community.

Please take the few minutes it takes to complete the poll.

LCRC Update: Catherine daGama has resigned as a Trustee. Chair Gregg Pawlik will present the replacement nominee, to fill daGama's unexpired term, for ratification.

Vacancy replacement per BHGLAAR Policies & Procedures Manual:

"In the case of a vacancy, a Replacement Trustee will fill the vacancy for the remaining calendar year. A qualified Replacement Trustee will be selected by the current LCRC Chair, subject to ratification by the Association's Board of Directors."

Upcoming Events:

Monday, April 24th – 1-3 – Public Policy Committee

Friday, June 9th – 14th Annual Rent Control Legislative Luncheon – Petrelli's in Culver City – Culver City's 100th Anniversary & Petrelli's 85th Anniversary

 <div>IMPAC TRUSTEES</div>	<div>Meeting Minutes</div> <div>February 2017</div>
---	---

Board of Directors Meeting:						
Date:	Thursday – February 23, 2017		Time:	9:00 AM	Location:	BH/GLAAR Offices – BOD Room
Facilitator(s):	Chip Ahlswede, CEO			Note Taker:	LeeAnn Lambright	
Attendees:	<input checked="" type="checkbox"/> Karen Misraje, President	2015 – 2017	2016 – 2018		2017 – 2019	
	<input checked="" type="checkbox"/> Steve Drust, Pres. Elect	<input checked="" type="checkbox"/> Ben Eubanks	<input checked="" type="checkbox"/> Robert Cipolloni		<input checked="" type="checkbox"/> Britta Diaz	
	<input checked="" type="checkbox"/> Robert Kronovet, Treasurer	(2017)	<input checked="" type="checkbox"/> Gregg Pawlik		<input checked="" type="checkbox"/> Pat Heller	
	<input checked="" type="checkbox"/> Aaron Leider, Past Pres.	<input checked="" type="checkbox"/> Catherine deGama	<input checked="" type="checkbox"/> Marco Rufo		<input checked="" type="checkbox"/> Sandra Miller	
	<input checked="" type="checkbox"/> Chip Ahlswede, Secretary	<input checked="" type="checkbox"/> Peter Hernandez	<input checked="" type="checkbox"/> Anne Russell		<input checked="" type="checkbox"/> Stan Smith	
		<input checked="" type="checkbox"/> Daniel Signani				
Topic(s):						
1. Call to Order – 9:04 AM						
a. Pledge of Alegiance						
b. Roll Call						
2. GAD Report						
3. Adjournment – 9:34 AM						
Next Meeting – Thursday, March 23, 2017 9:00 AM						
MOTIONS				Motion	Second	Outcom
CONSENT AGENDA						
MOTION: It was moved to approve the meeting minutes from the January 19, 2017 IMPAC Trustees meeing.				Yes	Yes	PASSED
IMPAC FUND ALLOCATIONS						
MOTION: It was moved to pay the following expenses with local IMPAC funds:				Yes	Yes	PASSED
IMPAC Requests:						
Reimburse BH/GLAAR: Legislative Lunch @ Gladstone’s		\$	2,695.28			
Reimburse BH/GLAAR: GAD DC Air Ticket		\$	946.41			
Reimburse BH/GLAAR: GAD Misc. Parking & Meals		\$	305.87			
Total		\$	3,947.56			



Board of Directors

Meeting Minutes FEBRUARY 2017

Board of Directors Meeting:

Date:	Thursday – February 23, 2017	Time:	9:00-11:30 AM	Location:	BH/GLAAR Offices – BOD		
Facilitator(s):	Chip Ahlswede, CEO						
Attendees:	<input checked="" type="checkbox"/> Karen Misraje, President	2015 – 2017	2016 – 2018	2017 – 2019			
	<input checked="" type="checkbox"/> Steve Drust, Pres. Elect	<input checked="" type="checkbox"/> Ben Eubanks	<input checked="" type="checkbox"/> Gregg Pawlik	<input checked="" type="checkbox"/> Britta Diaz			
	<input checked="" type="checkbox"/> Robert Kronovet, Treasurer	(2017)	<input checked="" type="checkbox"/> Marco Rufo	<input checked="" type="checkbox"/> Pat Heller			
	<input checked="" type="checkbox"/> Aaron Leider, Past Pres.	<input checked="" type="checkbox"/> Catherine deGama	<input checked="" type="checkbox"/> Anne Russell	<input checked="" type="checkbox"/> Sandra Miller			
	<input checked="" type="checkbox"/> Chip Ahlswede, Secretary	<input checked="" type="checkbox"/> Peter Hernandez		<input checked="" type="checkbox"/> Stan Smith			
	<input checked="" type="checkbox"/> Daniel Signani						
Topic(s):							
1. Call to Order -9:01am							
a. Pledge of Alegiance							
b. Roll Call							
2. Adjournment – 11:21am							
a. Next Meeting – Thursday, March 23, 2017 9:00 AM							
Actions				Motion	Second	Outcome	
CONSENT AGENDA							
MOTION: It was moved to approve: Minutes from the January 19, 2017 BOD & IMPAC Trustees Meeting				Yes	Yes	PASSED	
BOD MEETING SCHEDULE							
MOTION: It was moved to leave the meeting schedule as it stands at 9 meetings in 2017 and moving forward. Motion seconded and passed with 3 oppositions and 1 abstention.				Yes	Yes	PASSED with One Abstention	
NAR Model Rules & Regulations							
MOTION: It was moved to adopt the recommended changes put forth to conform with NAR Model Rules and Regulations.				Yes	Yes	PASSED with One Abstention	
BOD Elections							
MOTION: It was moved to put on the ballot that in future elections the BOD would be elected by general membership and the Executive Committee would be decided on by the BOD.				Yes	Yes	FAILED	
TREASURER'S REPORT							
MOTION: It was moved to accept the financial reports for the month of January 2017				Yes	Yes	PASSED	



Board of Directors

Special Meeting Minutes

MARCH 2, 2017

Board of Directors Meeting:

Date:	Thursday – March 2, 2017	Time:	1:00 PM	Location:	Via Conference Call
Facilitator(s):	Chip Ahlswede, CEO				
Attendees:	<div> <input checked="" type="checkbox"/> Karen Misraje, President 2015 – 2017 <input checked="" type="checkbox"/> Steve Drust, Pres. Elect <input type="checkbox"/> Ben Eubanks <input checked="" type="checkbox"/> Robert Kronovet, Treasurer <input type="checkbox"/> Catherine deGama <input checked="" type="checkbox"/> Aaron Leider, Past Pres. <input type="checkbox"/> Peter Hernandez <input checked="" type="checkbox"/> Chip Ahlswede, Secretary <input checked="" type="checkbox"/> Daniel Signani </div> <div> 2016 – 2018 <input checked="" type="checkbox"/> Robert Cipolloni <input checked="" type="checkbox"/> Gregg Pawlik <input checked="" type="checkbox"/> Marco Rufo <input checked="" type="checkbox"/> Anne Russell </div> <div> 2017 – 2019 <input checked="" type="checkbox"/> Britta Diaz <input type="checkbox"/> Pat Heller <input checked="" type="checkbox"/> Sandra Miller <input checked="" type="checkbox"/> Stan Smith </div>				
Topic(s):					
1. Call to Order -1:00pm					
a. Pledge of Allegiance					
b. Roll Call					
2. Adjournment – 1:36pm					
Actions				Motion	Second
2017 NOMINATING / AWARDS COMMITTEE					
ACTION ITEM: To approve Past President Aaron Leider's appointment of the following people to serve as the 2017 Nominating Committee. <u>Past Presidents:</u> <ul style="list-style-type: none"> Debora Bright-Laney Rosanne Howard Robert Leighton <u>Members:</u> <ul style="list-style-type: none"> Tanner Brown Ryan Calder Debbie Curry 				N/A	N/A
BOD DIRECTOR APPOINTMENT					
ACTION ITEM: To approve President Karen Misraje's appointment Anthony Vulin to fill the remaining vacancy on the board of directors for Catherine daGama's remainder of her term (concluding 2017). Appointment recinded by President.				N/A	N/A

Beverly Hills/Greater LA Association of Realtors

Budget vs. Actuals - Summary

January - February, 2017

	Feb 2017				Total			
	Actual	Budget	over	% of	Actual	Budget	over	% of
Income								
41000 Dues Income	150,843	157,247	(6,404)	95.9%	286,984	308,991	(22,007)	92.9%
42000 Fee Income	26,140	27,711	(1,571)	94.3%	37,380	38,472	(1,092)	97.2%
43000 Event Income	2,457	8,250	(5,793)	29.8%	5,755	11,500	(5,745)	50.0%
45000 Education and Seminars	11,168	16,604	(5,436)	67.3%	24,316	35,377	(11,061)	68.7%
46000 Professional Standards	1,000	1,000	0	100.0%	2,500	3,000	(500)	83.3%
47000 REALTOR Store	1,953	4,776	(2,823)	40.9%	5,672	9,552	(3,880)	59.4%
49000 Miscellaneous Income	1,250	1,000	250	125.0%	1,614	2,000	(386)	80.7%
Total Income	194,811	216,588	(21,777)	89.9%	364,222	408,892	(44,670)	89.1%
Cost of Goods Sold								
50000 COST OF SALES AND SERVICE	14,010	12,883	1,127	108.7%	31,055	25,132	5,923	123.6%
Total Cost of Goods Sold	14,010	12,883	1,127	108.7%	31,055	25,132	5,923	123.6%
Gross Profit	180,802	203,705	(22,903)	88.8%	333,168	383,760	(50,592)	86.8%
Expenses								
60000 PERSONNEL	100,177	99,811	366	100.4%	199,170	199,972	(802)	99.6%
61000 LEADERSHIP	1,224	1,737	(513)	70.4%	1,820	4,915	(3,095)	37.0%
62000 MEETINGS AND TRAVEL	1,987	0	1,987		42,375	58,500	(16,125)	72.4%
63000 MEMBERSHIP BENEFITS		9,000	(9,000)	0.0%	0	31,000	(31,000)	0.0%
64000 OUTSIDE SERVICES	17,810	15,539	2,271	114.6%	42,374	31,078	11,296	136.3%
65000 FACILITIES	26,587	26,585	2	100.0%	53,173	53,170	3	100.0%
66000 ADMINISTRATIVE EXPENSE	34,705	25,041	9,664	138.6%	76,574	52,048	24,526	147.1%
Total Expenses	182,489	177,713	4,776	102.7%	415,486	430,683	(15,197)	96.5%
Net Operating Income	(1,687)	25,992	(27,679)	-6.5%	(82,318)	(46,923)	(35,395)	175.4%
Other Income								
81000 Dividends (CLAW)	13,558	0	13,558		13,558	0	13,558	
Total Other Income	13,558	0	13,558		13,558	0	13,558	
Net Other Income	13,558	0	13,558		13,558	0	13,558	
Net Income	11,871	25,992	(14,121)	45.7%	(68,760)	(46,923)	(21,837)	146.5%

Beverly Hills/Greater LA Association of Realtors

Balance Sheet - Summary

As of February 28, 2017

	2/28/2017	2/29/2016
ASSETS		
Current Assets		
Bank Accounts		
Bank Accounts	4,009,245	3,303,969
Accounts Receivable	2,655	2,655
Other Current Assets		
12600 A/R Rapattoni	2,083,129	1,382,192
12900 Other Receivable	450	450
12910 IMPAC - Receivable	83,455	35,618
12912 CREPAC - Receivable	672	
15000 Inventory - Service Center	19,858	21,858
16000 Prepaid Expense and Deposits	175,586	49,183
Total Other Current Assets	2,363,149	1,489,300
Total Current Assets	6,375,049	4,795,924
TFixed Assets	75,510	17,231
TOTAL ASSETS	6,450,560	4,813,155
LIABILITIES AND EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable	164,077	214,112
Credit Cards	24,141	440
Other Current Liabilities		
22100 Accrual - Payroll	18,684	17,735
22200 Garnishments Payable	323	92
22500 Accrual - Expenses	2,072	1,322
23000 CAR/NAR Payable	1,417,218	794,784
24100 Taxes Payable	523	771
24110 State (CA) Taxes Payable	9,848	9,418
2541 Deferred Late Fees	96,960	60,180
26000 Payables	21,928	5,671
27000 Unearned Income	2,176,542	1,676,499
27500 New Member Orientation refund	12,597	225
28000 Deferred Rent - ST	12,567	12,567
Total Other Current Liabilities	3,769,262	2,579,265
Total Current Liabilities	3,957,480	2,793,817
Long-Term Liabilities	13,954	13,954
Total Liabilities	3,971,434	2,807,771
Equity		
33000 Retained Earnings	2,547,886	2,032,773
Net Income	(68,760)	(27,390)
Total Equity	2,479,126	2,005,384
TOTAL LIABILITIES AND EQUITY	6,450,560	4,813,155

Beverly Hills/Greater LA Association of Realtors

Profit and Loss - Summary

January - February, 2017

	Jan - Feb, 2017	Jan - Feb, 2016	Change
Income			
41000 Dues Income	286,984	235,188	51,796
42000 Fee Income	37,380	36,310	1,070
43000 Event Income	5,755	2,230	3,525
45000 Education and Seminars	24,316	35,552	(11,236)
46000 Professional Standards	2,500	3,000	(500)
47000 REALTOR Store	5,672	8,434	(2,761)
49000 Miscellaneous Income	1,614	644	970
Total Income	364,222	321,358	42,864
Cost of Goods Sold			
50000 COST OF SALES AND SERVICE	31,055	24,384	6,671
Total Cost of Goods Sold	31,055	24,384	6,671
Gross Profit	333,168	296,975	36,193
Expenses			
60000 PERSONNEL	199,170	157,432	41,738
61000 LEADERSHIP	1,820	1,581	239
62000 MEETINGS AND TRAVEL	42,375	34,436	7,939
64000 OUTSIDE SERVICES	42,374	29,144	13,229
65000 FACILITIES	53,173	51,740	1,433
66000 ADMINISTRATIVE EXPENSES	76,574	50,031	26,543
Total Expenses	415,486	324,364	91,122
Net Operating Income	(82,318)	(27,390)	(54,929)
Other Income			
81000 Dividends (CLAW)	13,558		13,558
Total Other Income	13,558	0	13,558
Net Other Income	13,558	0	13,558
Net Income	(68,760)	(27,390)	(41,371)

NOMINATING COMMITTEE EXPLANATION –

The digested version of the Nominating Committee's charge is as follows –

The nominating committee is comprised of 7 people –

- The Chair (either Past President, or President Elect based on eligibility)
- 3 Past Presidents of BH/GLAAR or preceding associations
- 3 members of the REALTOR® Membership
- (Bylaws Section 5(a) & Policies and Procedures Section 5.8 C)

Their duties are to –

- Identify and recruit potential candidates for officers and directors
- Put forth all candidates that meet the criteria listed in the governing documents
- (Bylaws Section 5(a), Policies and Procedures Section 5.8 D)

The Qualifications are –

- President –
 - o BH/GLAAR BOD 2 out of the last 5 yrs.
 - o Good Standing w/ Association and CalBRE.
- President-Elect –
 - o BH/GLAAR BOD 2 out of the last 5 yrs.
 - o Good Standing w/ Association and CalBRE.
 - o C.A.R. Director for 1 yr (or show significant participation at the local, state or national level)
- Treasurer –
 - o BH/GLAAR BOD 2 out of the last 5 yrs (at least 1 year prior to taking office)
 - o Good Standing w/ Association and CalBRE.
 - o C.A.R. Director for 1 yr (or show significant participation at the local, state or national level)
- Director –
 - o BH/GLAAR member in good standing for 2 yrs prior to taking office
 - o Licensed with Cal BRE for a minimum of 2 yrs prior to taking office
 - o Committee Member 2 out of the last 5 yrs
- (Policies and Procedures Section 3, Subsections 3.1, 3.2)

Q&A

Some basic questions and answers related to the Nominating Committee that have come up.

QUESTION 1 – Are there qualifications to serve on the Nominating Committee?

ANSWER 1 – Yes. According to the Policies and Procedures, Section 5

Committees, under 5.1 Guidelines, Section A Committee Participation:

- 1) Only active Association REALTOR® Members may serve on Association Standing Committees or Special/ Ad Hoc Committees. The exception is the Affiliate Committee, which will be comprised of active Association Affiliate members.
- 2) Chairs, co-chairs and members of committees are not hired or paid by the Association for their services, expertise or products.

- 3) Chairs, co-chairs and members of committees may not use their positions to market or promote their services, expertise or product to members.

QUESTION 2 – Who Appoints the Nominating Committee?

ANSWER 2 – According to the BH/GLAAR Bylaws Section 5(a) and the Policies and Procedures 5.8.C – The Nominating Committee is comprised of 7 REALTOR® members appointed by the President with the approval of the Board of Directors.

QUESTION 3 – What constitutes Approval?

ANSWER 3 – Generally in cases like this, approval of the committee is a function of identifying if the slate nominated meets the criteria to serve on the committee. In this case, as a standing committee qualifications would be covered by the Policies and Procedures Guidelines explained in the answer to QUESTION 1

QUESTION 4 – Does the Nominating Committee put forth a slate of candidates?

ANSWER 4 – No. Per BH/GLAAR Policies and Procedures Section 5.8.D.3 – “The Nominating Committee shall nominate all qualified and consenting REALTOR® member candidates who have made application within the published time limit for the offices of President-Elect and Treasurer, and for the office of President in the event the President-Elect does not succeed to the Presidency, and for each Director position that will be vacant.”

QUESTION 5 – How have previous Nominating Committee Appointments been handled?

ANSWER 5 – Previously, the Immediate Past President identified a cross section of candidates meant to appeal to the widest breadth of membership possible in order to get the candidates necessary to run for office. Once identified, those candidates were brought forth to the Board of Directors and approved if they met the qualifications.

QUESTION 6 – Can the Nominating Committee deny a candidate the ability to run?

ANSWER 6 – According to the governing documents, the Nominating Committee can ONLY deny a candidate the ability to run if they do not meet the qualifications necessary to run for the office to which they are applying.

QUESTION 7 – What other duties does the Nominating Committee have?

ANSWER 7 – The nominating committee also vets the candidates for C.A.R., and NAR directors, and recommends them for approval to the Board of Directors.

Pertinent Excerpts from the Bylaws –

Section 5. Election of Officers and Directors.

(a) Nomination by the Nominating Committee.

At least ninety (90) days before the annual election, a Nominating Committee of seven (7) REALTOR® members shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall consist of the Immediate Past President, as the chair, three (3) Past Presidents, and three (3) REALTOR® members from the general membership. All Past Presidents from any of Association that merged with the A.O.R. or its predecessor Associations will be considered Past Presidents of the A.O.R. Candidates for Officer or Director positions and applicants for NAR Director positions are ineligible to serve on the Nominating Committee. If the person designated to be the Nominating Committee chair is ineligible to serve, the President-Elect will serve as the chair. The report of the Nominating Committee shall be distributed to each member eligible to vote at least forty five (45) days preceding the election by electronic mail or other electronic means.

For Full Text of the Bylaws, go to:

http://www.bhglaar.com/images/uploads/BYLAWS_2016_04_20.pdf

Pertinent Excerpts from the Policies and Procedures –

Regarding Qualifications to run for and hold office –

SECTION 3. LEADERSHIP

3.1 QUALIFICATIONS FOR OFFICERS

Candidates for President, President-Elect and Treasurer shall meet the following qualifications:

A. PRESIDENT

At the time the candidate takes office he or she shall have served on the Board of Directors for 2 full years within the past 5 years prior to taking office. (Only in the event the President-Elect does not succeed to the Presidency shall there be an election for President). The President shall be in good standing with the Association and CalBRE.

B. PRESIDENT-ELECT

Prior to taking office, candidates for President-Elect shall have served on the Board

of Directors for 2 full years within the past 5 years prior to taking office.

Candidates for President-Elect must have served as a C.A.R. Director for a

minimum of one year prior to taking office and/or can demonstrate participation at the local, state and/or national level. The President-Elect shall have all rights and privileges as a Director. The President-Elect shall be in good standing with the Association and CalBRE.

C. TREASURER

One year prior to taking office, candidates for Treasurer shall have served on the Board of Directors for 2 full years within the past 5 years prior to taking office. The candidates must have served on the Budget and Finance Committee for a minimum of one year prior to taking office. Candidates for Treasurer must have served as a C.A.R. Director for a minimum of one year prior to taking office and/or can demonstrate participation at the local, state and/or national level.

Succession to

President-Elect from Treasurer shall not be automatic.

3.2 QUALIFICATIONS FOR DIRECTORS

Candidates for the position of Director shall meet the following qualifications:

- A. At the time of taking office the candidate must have been a member in good standing, of the Association for a period of 2 years prior to taking office.
- B. The candidates for Board of Directors must have served on one of the Association's committees for a period of at least 2 years within 5 years of taking office.

C. Candidates for Board of Directors must be a licensed agent or broker for a minimum of 2 years prior to taking office.

5.8 NOMINATING COMMITTEE

A. AUTHORITY

Authorized by Association's Bylaws.

B. PURPOSE

To present a slate of candidates to be voted on at Association's Annual Election of Officers and Directors.

C. COMPOSITION

The Nominating Committee is comprised of 7 REALTOR® members appointed by the President with the approval of the Board of Directors, as follows:

1. The Immediate Past President, who serves as the Chair. In the event the Immediate Past President is ineligible to serve, the President-Elect will serve.
2. Three Past Presidents who may be Past Presidents of any other REALTOR® Association that merged with the Association; and
3. Three REALTORS® from the general membership.

No member of the Nominating Committee may be a candidate for an Officer or Director position or apply for an NAR Director position.

D. PROCEDURES

1. The Nominating Committee is appointed at least 90 days before the annual election.
2. The Nominating Committee may seek out and nominate qualified and consenting REALTOR® member candidates for the offices of President-Elect and Treasurer, and for the office of President in the event the President-Elect does not succeed to the Presidency, and for each Director position that will be vacant.
3. The Nominating Committee shall nominate all qualified and consenting REALTOR® member candidates who have made application within the published time limit for the offices of President-Elect and Treasurer, and for the office of President in the event the President-Elect does not succeed to the Presidency, and for each Director position that will be vacant.
4. The report of the Nominating Committee shall be distributed to each member eligible to vote at least 45 days preceding the election by electronic mail or other electronic means.
5. No person may be nominated for office unless he or she will meet all of the qualifications for the office at the beginning of the term for which he or she is a nominee.
6. Only REALTOR® members, whether primary or secondary, in good standing whose financial obligations to the Association are paid in full shall be entitled to hold elective office.

For Full Text of the Policies and Procedures, go to:

http://www.bhglaar.com/images/uploads/P_P_MANUAL_2016_03_24.pdf

Rapattoni Update –

Rapattoni has finally decided to release us from the contractual requirement that we stay with their membership management system through November of 2018. This means our agreement is now month-to-month with them, and that at any time we are free to move on to a system that can better equip our needs.

There are 5 main membership management systems used in the REALTOR® organizations:

- Avectra
- LAMPS
- MMSI
- RAMCO
- Rapattoni

There are other systems as well, some associations have built models on salesforce, and some have built internal proprietary systems.

After reviewing all of the standard systems, their capacities, and the modifications we would like to do to them to work for us, and our requirements for billing disclosure, there are only 3 viable options:

OPTION 1 – Stay with Rapattoni

Positives – It is familiar, it is the cheapest option

Negatives – No API for 3rd party software or data, will eventually be pushed to the new system (w/in 2-3 years – could probably waive the migration fee, but will pay about \$2000/ mo on the new system w/ no external data integration and no API).

Cost - \$1000/ mo

OPTION 2 – MMSI

Positives – Easy user interface for members & staff, mobile friendly, very flexible, open API, responsive staff, used by CLAW

Negatives – Will need customization, expensive transition, limited licenses available, extra data would be custom work

Cost - \$28,000 one time migration, about \$2100/ mo

OPTION 3 – RAMCO

Positives – Easy user interface for members & staff, mobile friendly, flexible, open API, strong in with staff – responsiveness of staff has had mixed reviews, native integration with all of the NAR member & public data, RAMCO will be building the replacement to NRDS (about 2 years away)

Negatives – Expensive

Cost - \$24,000 one time migration, about \$2400/ mo

Anticipated Timeline:

March – Approve a switch to new system

April – select a vendor

April – July – Clean up the data in our system now

July – August – Train on new system

August – October – switch over data and enhance staff familiarity with the new system

November – Dues Billing

Bylaws of BH/GLAAR

(d) Duties of the Chief Executive Officer. The Chief Executive Officer (“CEO”) is the employed chief staff person of the A.O.R. The CEO will be responsible for the day-to-day operations and finances of the A.O.R. and supervision of the entire A.O.R. staff. The CEO performs such duties as are delegated by the President, the Executive Committee, and the Board of Directors. The CEO may not be actively engaged in the real estate business. The CEO acts as the A.O.R.’s corporate Secretary and has the duty to keep the records of the Board of Directors, the Executive Committee, and the A.O.R. and carry on all necessary correspondence with NAR and C.A.R.

(e) Duties of the Immediate Past President. The Immediate Past President shall serve as the Nominating Committee Chairman. The Immediate Past President shall also serve as a member of the Board of Directors with all rights, privileges and responsibilities thereof and shall have full voting rights.

Section 3. Board of Directors. The governing body of the A.O.R. shall be a Board of Directors consisting of the elected officers (President, President-Elect, Treasurer and the Immediate Past President) and a minimum of twelve (12) REALTOR® members of the A.O.R. Each director, including the elected officers and the Immediate Past President, has one vote. Directors shall be elected to serve for terms of three (3) years and may serve no more than two consecutive three year terms. Thereafter, as many Directors shall be elected each year as are required to fill vacancies except at organization.

(a) No more than three (3) REALTORS® from the same real estate firm may simultaneously serve on the Board of Directors as an Officer or Director. Offices with the same Designated Broker are considered to be the same firm.

Section 4. Powers and Duties of the Board of Directors. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation or Bylaws relating to action required to be approved by the members or a majority of all members, the activities and affairs of the A.O.R. shall be conducted by and all management powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of the A.O.R. to any committee and/or to the CEO so long as the ultimate direction is provided by the Board of Directors.

(a) Policies and Procedures Manual. The Board of Directors, with the assistance of the CEO and staff, shall adopt a Policies and Procedures Manual to set forth the criteria described in the Bylaws, including, but not limited to, the orientations, the election or appointment of Directors and/or Officers, the duties and limitations of officers, the duties and limitations of committees or task forces, and any other matters not in conflict with these Bylaws or California law.

Section 5. Election of Officers and Directors.

(a) Nomination by the Nominating Committee. At least ninety (90) days before the annual election, a Nominating Committee of seven (7) REALTOR® members shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall consist of the Immediate Past President, as the chair, three (3) Past Presidents, and three (3) REALTOR® members from the general membership. All Past Presidents from any of Association that merged with the A.O.R. or its predecessor Associations will be considered Past Presidents of the A.O.R. Candidates for Officer or Director positions and applicants for NAR Director positions are ineligible to serve on the Nominating Committee. If the person designated to be the Nominating Committee chair is ineligible to serve, the President-Elect will serve as the chair. The report of the Nominating Committee shall be distributed to each member eligible to vote at least forty five (45) days preceding the election by electronic mail or other electronic means.

Bylaws of BH/GLAAR

(b) Nomination by Petition. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least twenty-five percent (25%) of the REALTOR® members eligible to vote. The petition shall be filed with the CEO at least six (6) weeks before the election. The CEO shall deliver notice of such additional nominations to all members eligible to vote at least two (2) weeks before the election.

(c) Elections. The casting of votes in elections shall be in accordance with California law, these Bylaws, and as determined by the Board of Directors and established in the A.O.R.'s Policies and Procedures Manual. The ballots shall contain the names of all candidates and the office for which they are nominated. There shall be no proxy votes. In case of a tie vote, the issue shall be determined by lot.

Section 6. Vacancies.

(a) In the event of the first vacancy on the newly elected Board of Directors, prior to and within the first thirty (30) days of taking office of the new Board term, the member who had the highest number of votes who was not elected shall automatically fill the unexpired term of the vacancy.

(b) Any vacancy thereafter shall be filled by the current President and approved by the Board of Directors for the unexpired term of the vacancy.

Section 7. Removal of Officers and Directors.

(a) Removal for Failure to be in Good Standing. In the event an officer or director is deemed to be not in good standing, the Board of Directors may by majority vote remove the officer or director and deem the position vacant.

(b) In the event that an officer or director is deemed to be incapable of fulfilling the duties for which he or she is elected, but will not resign from office voluntarily, the officer or director may be removed from office under the following procedure:

(i) A petition requiring the removal of an officer or director and signed by not less than one-third of the voting membership or a majority of all directors shall be filed with the President, or if the President is the subject of the petition, with the next ranking officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.

(ii) Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the A.O.R. shall be held. The sole business of the meeting shall be to consider the charge against the officer or director, and to render a decision on such petition.

(iii) The special meeting shall be noticed to all voting members at least the four (4) days prior to the meeting, and shall be conducted by the President unless the President continued service in office is being considered at the meeting. In such case, the next ranking officer will conduct the meeting, provided a quorum is present, a three-fourths (3/4) vote of the members present and voting shall be required for removal from office.

Section 8. Expenditures. The CEO shall administer the day-to-day finances of the A.O.R. in accordance with the budget approved annually by the Board of Directors. The CEO shall report to the Budget and Finance or Executive Committee any unusual, nonrecurring, significant and extraordinary financial expenditure.

Section 9. State Directors. The President of the A.O.R. is a State Director in accordance with the Bylaws of C.A.R. The President-Elect, Treasurer and Immediate Past President shall be designated as State

SECTION 3. LEADERSHIP

3.1 QUALIFICATIONS FOR OFFICERS

Candidates for President, President-Elect and Treasurer shall meet the following qualifications:

- A. **PRESIDENT**
At the time the candidate takes office he or she shall have served on the Board of Directors for 2 full years within the past 5 years prior to taking office. (Only in the event the President-Elect does not succeed to the Presidency shall there be an election for President). The President shall be in good standing with the Association and CalBRE.
- B. **PRESIDENT-ELECT**
Prior to taking office, candidates for President-Elect shall have served on the Board of Directors for 2 full years within the past 5 years prior to taking office. Candidates for President-Elect must have served as a C.A.R. Director for a minimum of one year prior to taking office and/or can demonstrate participation at the local, state and/or national level. The President-Elect shall have all rights and privileges as a Director. The President-Elect shall be in good standing with the Association and CalBRE.
- C. **TREASURER**
One year prior to taking office, candidates for Treasurer shall have served on the Board of Directors for 2 full years within the past 5 years prior to taking office. The candidates must have served on the Budget and Finance Committee for a minimum of one year prior to taking office. Candidates for Treasurer must have served as a C.A.R. Director for a minimum of one year prior to taking office and/or can demonstrate participation at the local, state and/or national level. Succession to President-Elect from Treasurer shall not be automatic.

3.2 QUALIFICATIONS FOR DIRECTORS

Candidates for the position of Director shall meet the following qualifications:

- A. At the time of taking office the candidate must have been a member in good standing, of the Association for a period of 2 years prior to taking office.
- B. The candidates for Board of Directors must have served on one of the Association's committees for a period of at least 2 years within 5 years of taking office.
- C. Candidates for Board of Directors must be a licensed agent or broker for a minimum of 2 years prior to taking office.

3.3 ELECTION OF OFFICERS AND DIRECTORS

- A. Nomination of candidates is handled by the Nominating Committee (see Nominating Committee section below). Additional candidates may be nominated by petition signed by at least twenty-five percent (25%) of the REALTOR® members eligible to vote and filed with the CEO at least 6 weeks before the election. Candidates placed on the ballot by petition must meet the same qualifications as required by the Nominating Committee. The CEO shall deliver notice of such additional nominations to all members eligible to vote at least 2 weeks before the election.
- B. The ballots shall contain the names of all candidates and the office for which they are nominated.
- C. There shall be no proxy votes.

- D. In case of a tie vote, the issue shall be determined by lot.
- E. All voting will be done electronically through a third-party vendor hired by the Association to conduct the voting.
- F. Once the election results are finalized, the Immediate Past President will contact each winner and loser regarding the election results and work with Association staff to post the election results on the Association's website at www.bhglaar.com.
- G. Election of Officers and Directors will conclude in September.

3.4 MANDATORY ADVISORIES AND AGREEMENTS

The Confidentiality Agreement, Leadership Code of Conduct, and Whistleblower Statement that are approved by the Board of Directors must be signed during January each year by all officers and Directors for the following year.

3.5 REMOVAL OF OFFICERS AND DIRECTORS

A. REMOVAL FOR FAILURE TO BE IN GOOD STANDING

In the event an officer or director is deemed to be not in good standing, the Board of Directors may by majority vote remove the officer or director and deem the position vacant.

B. REMOVAL FOR INCAPACITY

In the event that an officer or director is deemed to be incapable of fulfilling the duties for which he or she is elected, but will not resign from office voluntarily, the officer or director may be removed from office under the following procedure:

1. A petition requiring the removal of an officer or director and signed by not less than 1/3 of the voting membership or a majority of all directors shall be filed with the President, or if the President is the subject of the petition, with the next ranking officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.
2. Upon receipt of the petition, and not less than 20 days or more than 45 days thereafter, a special meeting of the voting membership of the Association shall be held. The sole business of the meeting shall be to consider the charge against the officer or director, and to render a decision on such petition.
3. The special meeting shall be noticed to all voting members at least the 4 days prior to the meeting, and shall be conducted by the President unless the President continued service in office is being considered at the meeting. In such case, the next ranking officer will conduct the meeting, provided a quorum is present, a three-fourths (3/4) vote of the members present and voting shall be required for removal from office.

C. REMOVAL FOR ABSENCES

1. Attendance in person is required at all meetings of the Board of Directors; participation by conference call is not allowed, except at special or emergency meetings of the Board of Directors.
2. If a Board member has more than three (3) absences per calendar year from regular Board meetings without an excuse deemed valid by the Board of Directors it shall be construed to be a resignation, though exceptions may be granted by the Board of Directors.
3. Excused absences include only a family or medical emergency or an absence that is determined by the Board of Directors to be excused.

proceedings or has been adjudged bankrupt within the past three years, the applicant may be required to pay cash in advance for A.O.R. and MLS fees for up to one year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy, whichever is later. If the Board of Directors determines that such prepayments will not protect the interests of the A.O.R. or its members, such applications may be rejected.

Section 9. Prior Membership Records. The A.O.R. may consider information received from other Associations in determining whether an applicant satisfies the A.O.R.'s membership requirements. The A.O.R. may request from any Association where the applicant held prior membership, minimum "core" information including:

- (a) All final findings of NAR Code of Ethics violations and violations of other membership duties within the past three (3) years;
- (b) Pending complaints alleging violations of the NAR Code of Ethics or alleging violations of other membership duties;
- (c) Incomplete or (pending) disciplinary measures;
- (d) Pending arbitration requests (or hearings); and
- (e) Unpaid arbitration awards or unpaid financial obligations to the A.O.R. or its MLS; and
- (f) Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm.

In determining whether an applicant for membership meets the A.O.R.'s membership requirements, the A.O.R. will also consider all final findings of NAR Code of Ethics violations and violations of other membership duties in this A.O.R. within the past three (3) years.

NOTE: Article IV, Section 2, of the NAR Bylaws prohibits a Member A.O.R. from knowingly granting REALTOR® or REALTOR-ASSOCIATE® membership to any applicant who has an unfulfilled sanction pending which was imposed by another Association for violation of the NAR Code of Ethics.

Section 10. Application Review and Acceptance. The procedure for acceptance to REALTOR® membership shall be as follows:

(a) The Membership Department shall determine whether the applicant is applying for the appropriate class of membership. If the A.O.R. does not have a Membership Department or standing Membership Committee, the A.O.R.'s Executive Officer/staff may act in this capacity. Applications and Membership Department recommendations and dissents are reviewed by the Board of Directors. If the Board of Directors determines that the individual does not meet all of the qualifications for membership as established in the A.O.R.'s Bylaws, at the discretion of the Board of Directors, the application may be denied.

(b) Within twenty (20) days, the Membership Department shall report its recommendation to the applicant and Board of Directors in writing. If the recommendation is to reject the application, the reasons shall be specifically stated. If any member of the Membership Department submits a dissenting recommendation, it shall also be reported to the applicant and Board of Directors. The applicant shall also be notified of his or her right to appear before the Board of Directors.

(c) The Board of Directors shall review the qualifications of the applicant and the recommendations of the Membership Department and then vote on the applicant's eligibility for membership. If the applicant appears, he or she may be represented by counsel, call witnesses on his or her behalf and make such statements as he or she deems relevant. The Board of Directors may also have