



10116 W. Overland Rd., Boise, ID 83709  
1-800-621-7553 or (208) 342-3585  
(208) 336-7958 Fax

**ANNUAL MEMBERSHIP MEETING  
FRIDAY, OCTOBER 22, 2021  
8:00 AM MDT  
VIRTUAL**

**AGENDA**

1. **CALL TO ORDER: ANNUAL MEMBERSHIP MEETING** Cindy Hunter
  - a. Pledge of Allegiance
  - b. Invocation
  - c. REALTOR® Pledge
  - d. IntroductionsCindy Hunter
2. Approval of Agenda, Consent Agenda, and Minutes Cindy Hunter  
**Action needed: Approval of Agenda, Consent Agenda, and Minutes**  
**\*\*ONLY REALTOR® members may vote**
3. Bylaws Amendments: Proposals Marion Wadsworth  
**Action needed: Approval of Bylaws Proposals**  
**\*\*ONLY REALTOR® members may vote**
4. IR Elections: Denise Lundy  
South District Vice President (term 2021-2023)  
**\*\*ONLY REALTOR® members of the South District may vote**  
Candidates:  
**Terry Winkle**  
West District Vice President (term 2021-2023)  
**\*\*ONLY REALTOR® members of the West District may vote**  
Candidate:  
**Michelle Bailey**
5. Legal Update Jason Risch
6. Legislative Update Max Pond
7. CEO Report David Hensley
8. Election Results Cindy Hunter
9. **ADJOURN: ANNUAL MEMBERSHIP MEETING**

**Meeting Ground Rules**

- Please turn off electronic devices.
- When speaking, use the floor microphone and begin by stating your name and position.
- Be respectful of each other and each other's time by limiting remarks to 2 minutes.
- Direct remarks to the chair in order to achieve the meeting goals.

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## **CONSENT AGENDA**

1. Approval of Parliamentarian – Mr. James J. Connors  
(as published in Annual Membership packet)
  
2. Approval of Minutes of October 8, 2020 Annual Membership Meeting  
(as published in Annual Membership packet)

### **Meeting Ground Rules**

- Please turn off electronic devices.
- When speaking, use the floor microphone and begin by stating your name and position.
- Be respectful of each other and each other's time by limiting remarks to 2 minutes.
- Direct remarks to the chair in order to achieve the meeting goals.

**ANNUAL MEMBERSHIP  
FALL MEETING MINUTES  
THURSDAY, OCTOBER 8, 2020  
COEUR D'ALENE RESORT**

**CALLED TO ORDER** by President Marion Wadsworth at 8:10am (PDT)  
President Wadsworth conducted the meeting

**PLEDGE OF ALLEGIANCE**

Selkirk AE, Stephanie Rief  
Singing of the National Anthem by Kristie Mattoon

**INVOCATION**

President of the Idaho Women's Council of Realtors, Janna Scharf

**REALTOR® PLEDGE**

Nikki Cameron-Jones

**PRESIDENT'S REPORT**

President Wadsworth gave her opening remarks and acknowledged the Executive Committee members for their hard work in 2020.

**Approval of Agenda**

**MOTION**

**Tom Torgerson moved to adopt the agenda as presented. Jeff Wills seconded.  
Motion Carried.**

**BYLAWS**

Immediate Past President Raphael Barta presented the recommended changes to IR Bylaws. Discussion ensued.

**MOTION**

**Gail Hartnett moved to adopt the recommended change to IR Bylaws requiring a special election for new NAR positions. Tom Torgerson seconded.**

**Motion Carried.**

**MOTION**

**Tom Torgerson moved to accept the recommended changes to IR Bylaws with the exception of two grammatical changes to Article II, Sections 2 and 3. Lindsey Allen seconded.**

**Motion Carried.**

**LEGAL UPDATE**

IR legal counsel Jason Risch gave an update on Idaho being a non-disclosure state, assessors' policy, and MLS rules.

## **LEGISLATIVE UPDATE**

IR Government Affairs Director Max Pond gave a legislative update. He discussed the wins of the 2020 legislative session: First Time Homeowners Savings Account; and the Homeowners Exemption date change. He gave a preview of the 2021 legislative session.

## **IR ELECTIONS**

IR First Vice President Patrick Malone facilitated elections for NAR Director, Tracy Kasper, East District Vice President, Julie Anglesey, and North District Vice President, Richard Dussell. Ballots were distributed to members. All positions were unopposed.

## **CEO REPORT**

IR CEO David Hensley gave an update on the following:

- RPAC Auction for 2021 raised \$236,000;
- IR committees including the new Members First Initiative; and
- What does IR do for you? Forms, advocacy, and continuing education opportunities.

## **ELECTION RESULTS**

President Wadsworth announced election results:

Tracey Kasper elected as NAR Director (2020-2023)

Julie Anglesey elected as East District Vice President (2020-2022)

Richard Dussell elected as North District Vice President (2020-2022)

**Adjournment by President Marion Wadsworth at 10:20am**



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## MEMORANDUM

TO: Board of Directors

FROM: IR

DATE: October 2021

RE: IR Bylaw Updates

The purpose of this memo is to provide a concise update of the Bylaws Committee's meetings, discussions and possible changes to the Idaho REALTORS® Constitution and Bylaws. The contemplated changes are represented in the original text with **redline**, using **strikethrough** for deletions and **underline** for additions. A non-redline version of each section is included at the end of this memo for convenience and readability.

### 1. BYLAWS ART. IV, SEC. 7

#### Issue / Explanation

The current language in this portion of the Idaho REALTOR® Bylaws has been updated to indicate NAR's membership database change. The NRDS system has been updated to M1 so the term NRDS is out-of-date.

#### Language

**SECTION 7.** By January 1 of each year, Member Boards/Associations shall file with the Idaho REALTORS®, in such format as mutually agreed upon by the Idaho REALTORS® and the Member Board/Association, an alphabetical list sorted by last name; including **NRDS NAR membership** number and IREC issued license number of its REALTOR®, Institute Affiliate, and Affiliate Members and the real estate salespersons and licensed and certified appraisers employed by or affiliated as independent contractors with such REALTOR® Members, certified by the President and Secretary of the Member Board/Association, and that Member Board/Association shall pay dues for the current year on the basis of such list. On a monthly basis, the Member Board shall report to the State the alphabetical list sorted by last name; including **NRDS NAR membership** number and IREC issued license number and addresses of REALTOR®, Institute Affiliate, and Affiliate Members dropped or enrolled during the preceding month. Dues shall be computed from the date of application and granting of provisional membership.

## 2. BYLAWS ART. IV, SEC. 10

### Issue / Explanation

The current language in this portion of the Idaho REALTOR® Bylaws has been updated to align with current IR policy on the process for late dues payments.

### Language

**SECTION 10.** If dues, fees, fines, or other assessments including amounts owed to the Board are not paid within ~~30 15~~ days after the due date, the nonpaying Member and the Designated REALTOR® are subject to suspension at the discretion of the Executive Committee. If payment is not received ~~60 45~~ days after the due date, membership services of the nonpaying Member and their Designated REALTOR® will be terminated at the discretion of the Executive Committee. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Executive Committee. A former Member who has had his membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Board or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination, including a \$100 reinstatement fee. The Designated REALTOR® must also pay a \$100 reinstatement fee.

## 3. BYLAWS ART. VI, SEC. 5

### Issue / Explanation

The current language in this portion of the Idaho REALTOR® Bylaws has been updated to include a virtual option for BOD meetings.

### Language

**SECTION 5.** Meetings: The Board of Directors shall meet at least two times each year at a place to be determined by the Executive Committee. To the fullest extent permitted by law, the Board of Directors may conduct business by electronic means including, but not limited to, virtual meetings.

## 4. BYLAWS ART. VII, SEC. 4, (a)

### Issue / Explanation

The update to the language in this portion of the Idaho REALTOR® Bylaws clarifies the absentee balloting process for the annual membership meeting. (Adds clarification for contested elections, removes absentee voting language collected on IR website to a overarching electronic collection process-email and website, and updated NRDS number to NAR membership number.)

**Language**

**SECTION 4.** The Idaho REALTORS® shall provide for an absentee ballot voting system for the annual general membership meeting for the office of District Vice President, only if contested, as set forth below:

(a) Absentee votes will be collected electronically ~~via a link on the Idaho REALTORS® website~~. Each member will be required to enter their ~~NRDS NAR membership~~ number in order to place their single vote and voting will be available pursuant to times established by the Executive Committee.

**5. BYLAWS ART. IX, SEC. 7**

**Issue / Explanation**

The update to the language in this portion of the Idaho REALTOR® Bylaws provides an electronic balloting option for the election of officers.

**Language**

**SECTION 7.** All votes cast in Idaho REALTORS® election of officers shall be by secret ballot, including but not limited to electronic balloting at the discretion of the executive committee, and vote totals are confidential and will not be announced.

**6. BYLAWS ART. XV, SEC. 3**

**Issue / Explanation**

The added language in this portion of the Idaho REALTOR® Bylaws provides the ability for the EC to approve minor spelling and grammatical changes to IR Bylaws without approval from BOD.

**Language**

**SECTION 3: The executive committee shall have the ability to amend the bylaws for punctuation, spelling and grammatical changes without approval from the Board of Directors. Any such changes will be noticed to the Board of Directors at their next regularly scheduled meeting.**

**NON-REDLINE VERSION****1. BYLAWS ART. IV, SEC. 7**

**SECTION 7.** By January 1 of each year, Member Boards/Associations shall file with the Idaho REALTORS®, in such format as mutually agreed upon by the Idaho REALTORS® and the Member Board/Association, an alphabetical list sorted by last name; including NAR membership number and IREC issued license number of its REALTOR®, Institute Affiliate, and Affiliate Members and the real estate salespersons and licensed and certified appraisers employed by or affiliated as independent contractors with such REALTOR® Members, certified by the President and Secretary of the Member Board/Association, and that Member Board/Association shall pay dues for the current year on the basis of such list. On a monthly basis, the Member Board shall report to the State the alphabetical list sorted by last name; including NAR membership number and IREC issued license number and addresses of REALTOR®, Institute Affiliate, and Affiliate Members dropped or enrolled during the preceding month. Dues shall be computed from the date of application and granting of provisional membership.

**2. BYLAWS ART. IV, SEC. 10**

**SECTION 10.** If dues, fees, fines, or other assessments including amounts owed to the Board are not paid within 15 days after the due date, the nonpaying Member and the Designated REALTOR® are subject to suspension at the discretion of the Executive Committee. If payment is not received 45 days after the due date, membership services of the nonpaying Member and their Designated REALTOR® will be terminated at the discretion of the Executive Committee. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Executive Committee. A former Member who has had his membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Board or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination, including a \$100 reinstatement fee. The Designated REALTOR® must also pay a \$100 reinstatement fee.

**3. BYLAWS ART. VI, SEC. 5**

**SECTION 5.** Meetings: The Board of Directors shall meet at least two times each year at a place to be determined by the Executive Committee. To the fullest extent permitted by law, the Board of Directors may conduct business by electronic means including, but not limited to, virtual meetings.

**4. BYLAWS ART. VII, SEC. 4, (a)**

**SECTION 4.** The Idaho REALTORS® shall provide for an absentee ballot voting system for the office of District Vice President, only if contested, as set forth below:

- (a) Absentee votes will be collected electronically. Each member will be required to enter their NAR membership number in order to place their single vote and voting will be available pursuant to times established by the Executive Committee.

**5. BYLAWS ART. IX, SEC. 7**

**SECTION 7.** All votes cast in Idaho REALTORS® election of officers shall be by secret ballot, including but not limited to electronic balloting at the discretion of the executive committee, and vote totals are confidential and will not be announced.

**6. BYLAWS ART. XV, SEC. 3**

**SECTION 3:** The executive committee shall have the ability to amend the bylaws for punctuation, spelling and grammatical changes without approval from the Board of Directors. Any such changes will be noticed to the Board of Directors at their next regularly scheduled meeting.