REALTORS® Association of South Central Wisconsin

Bylaws Amendments, Motions from the Board of Directors:

The Board of Directors of the REALTORS® Association of South Central Wisconsin presents to the membership, during a special meeting on May 17, 2023 at 2:30pm, the following Bylaws Amendments.

Article XI-Section 1

Reduce the number of mandated seats for each broker/owner and agent position to 1, still maintaining their voice, but adding competency based board seats.

- Our Strategic Priorities call for RASCW to maintain current membership while increasing diversity. We believe that change starts around the Board table, but our current Board structure relies on just brokerage size, location of practice, and position in the company (Agent vs. Owner). All other factors like business model, type of experience, and diversity of candidate are not contemplated. To ensure we meet the needs of tomorrow while effectively addressing the challenges of today, a competency based board is vital. Examples:
  a. Ensure our board members and leaders are diverse and reflect our membership.
  b. With the recent legal challenges facing organized real estate, having a Board member with a legal background would be invaluable.

Adjust what qualifies as a Class 1 or Class 2 broker to under and over 40 agents.

- The size of our brokerages has changed, and offices with 39 agents or fewer represent 50% of our members and 40 and greater represents 50% of our members.

Article XI – Officers and Directors

Section 1. Board of Directors

a. The governing body of the Association shall be a Board of Directors consisting of eleven association REALTOR® members elected for staggered three-year terms and two association Affiliate members elected for staggered three-year terms.
The REALTOR® Directors shall be at least the following:
- One (1) "Non-Residential" REALTOR® (either a broker-owner or a non-owner)
- One (1) (Broker-Owner Class 1 firm, (forty or more REALTOR Membership in the Association)
- One (1) Agent Class 1 firm, (forty or more REALTOR Membership in the Association)
- One (1) Broker-owner Class 2 firm, (thirty-nine or less REALTOR Membership in the Association)
- One (1) Agent Class 2 firm, (thirty-nine or less REALTOR Membership in the Association)
- Two (2) shall be from a firm, regardless of size, whose primary office is located outside of Dane County

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- Two (2) Affiliate Members

For the purposes of this section, "Broker-owner" shall be defined as an individual who has an ownership interest in the firm he/she represents, or his or her association REALTOR® designee from the Broker-owner's firm. Determination as to Broker-owner status and firm size shall be made as of April 1st of each year.

~~a. The governing body of the Association shall be a Board of Directors consisting of ten association REALTOR® members elected for staggered three-year terms and two association Affiliate members elected for staggered three-year terms. The REALTOR® Directors shall be one (1) "Non-Residential" REALTOR® (either a broker-owner or a non-owner); four (4) Broker-owner REALTORS® comprised as follows: two (2) Broker-owner REALTORS® shall be from Class I firms and two (2) Broker-owner REALTORS® shall be from Class II firms; four (4) "nonowner" REALTORS® comprised as follows: two (2) non-owner REALTORS® shall be from Class I firms and two (2) non-owner REALTORS® shall be from Class II firms. At least two Directors shall be from a firm, regardless of size, whose primary office is located outside of Dane County, with one of those positions filling a REALTOR® class listed above, and one open position unrestricted by ownership interest or firm size.~~

~~For the purposes of this section, "Broker-owner" shall be defined as an individual who has an ownership interest in the firm he/she represents, or his or her association REALTOR® designee from the Broker-owner's firm. Class I firms shall be defined as having twenty-six (26) or more REALTOR® membership in the Association. Class II firms shall be defined as having one (1) to twenty-five (25) REALTOR® members in the Association. Determination as to Broker-owner status and firm size shall be made as of August 15 of each year~~

~~a.~~b. Term Limits. No REALTOR® director who has served more than two years shall be eligible for re-election to succeed him/herself. REALTORS® may not serve as a Director for at least one (1) year between elections to the Board of Directors. No Affiliate Director who has served more than one (1) year shall be eligible for reelection to succeed himself/herself. Affiliate members may not serve as Director for at least one (1) year between elections to the Board of Directors.

~~b.~~c. No more than two (2) REALTORS® from the same real estate firm may simultaneously serve on the Board of Directors. (Adopted 11/09)

~~c.~~d. The President may not be elected for more than one consecutive term. In the case of an unplanned departure of President, they may fill the position early. For President-elect, they may fill the position until a suitable replacement is found.

Article XII-Section 2

The Board clarifies that members have 3 absences in the calendar year, and not the full 3 year term. In addition, amend the bylaws to eliminate the need for a Board member to provide an excuse to their colleagues.

Article XII – Meetings

Section 2. Meetings of Directors. The board of directors shall designate a regular time and place of meetings. Absence from three (3) regular meetings ~~without an excuse deemed valid by the board of directors~~ within a calendar year shall be construed as resignation. A quorum for the transaction of business shall be a majority of the board of directors, except as may otherwise be required by state law.

Article XVI-Section 1 & 2

Modify how Amendments to the Bylaws can be approved, adding electronic voting as an option.

Our Strategic Priorities call for RASCW to provide applicable technology to increase member engagement. By promoting electronic voting, participation in the association's governing decisions becomes more accessible to all.

Article XVI – Amendments

Section 1. Amendments to these Bylaws may be approved by the majority vote of the members present and qualified to vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting or voted on by email or other electronic means addressed to each member eligible to vote, utilizing the preferred email listed for that member in the Association's membership records. Paper ballots will be provided at the Association Office for members who are unable to vote by electronic means.

~~These Bylaws may be amended by the majority vote of the members present and qualified to vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting, except that t~~The board of directors may, at any regular or special meeting of the board of directors at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy.

Section 2. Notice of all meetings at which amendments are to be considered shall be mailed by US Mail, email, or other electronic means to every member eligible to vote at least one (1) week prior to the meeting.