

BOARD OF DIRECTORS MEETING MINUTES
Thursday, April 24, 2008

Present: Jim Amdahl, Dee Kepp, Jennifer Hurley, Kristine Vowles, Doug Adcox, Mo Aziz, Patrick Sanders, Chris Bastian, Bob Doyle, Doug McVinua, Elaine Paddy, Tom Rizen

Staff: John Stih, Samuel Aubrey, Wyndi Ballard, Jackie Whittaker.

Absent: Todd Menard, Liz Echeverria.

Guest: Duane Washkowiak.

The meeting was called to order at 1:00 p.m. by President, Jim Amdahl

The conflict of interest policy was reviewed.

Duane Washkowiak gave an ARMLS update.

The Minutes of March 27, 2008 were approved.

Financials

Treasurer, Kristine Vowles reviewed the March financials and the Finance Committee Meeting Minutes of April 15, 2008.

Upon motions duly made, seconded and adopted, it was

RESOLVED: To approve reallocating Travel Reserve to Operations Reserve and eliminating Travel reserve as a line item.

FURTHER RESOLVED: To approve reallocating Leadership Reserves as follows: \$15,000 to Member Critical Need Reserve and the balance of \$5,275 to Building Reserve.

CEO'S Report

John Stih reported that Jim Amdahl will be having a special luncheon for all the 2008 Committee Chairs and Vice Chairs on May 8, 2008.

Habitat for Humanity is having a Dedication Ceremony of the home that SEVRAR has been building on Saturday, May 17, 2008 at 10:30 a.m.

A task force will be formed to research the possibilities concerning selling the current building and/or creating satellite offices. Patrick Sanders and Tom Rizen volunteered to be on that task force.

ARMLS is looking into forming a data sharing program. Each MLS would still act independently and would just be sharing data. A representative from each Board was needed to be on the committee to discuss the make up of this program.

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CEO's Report (Continued)

Upon motions duly made, seconded and adopted, it was

RESOLVED: To appoint one person to act as SEVRAR's representative on the ARMLS Data Sharing Committee.

FURTHER RESOLVED: To approve Janette Shivka replacing Mary Weir as the 2008 Education Committee Chair.

FURTHER RESOLVED: To approve Chris Bastian representing SEVRAR at Habitat for Humanity Dedication Ceremony.

FURTHER RESOLVED: To approve Liz Echeverria and Carolyn Cronin for Scholarships of \$100.00 each.

Committee/Task Force Reports

Education Committee: The Minutes of April 9, 2008 were reviewed. The motion concerning the "Blogging" topic being organized by Tiffany Lossing was sent back to the Committee for clarification.

Affiliate Committee: The Minutes of April 10, 2008 were reviewed.

Upon motions duly made, seconded and adopted, it was:

RESOLVED: To approve Linda Leivo receiving Lifetime Blue Ribbon Status

FURTHER RESOLVED: To approve Jennifer Piercy and Deborah Wilson receiving their Blue Ribbon status.

FURTHER RESOLVED: To approve featuring three (3) affiliates in each SEVRAR Magazine Spotlight. Only one person per industry category to be featured in each issue.

Builders Liaison Committee: The Minutes of April 3, 2008 were reviewed.

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Bylaws Committee: The April 8, 2008 Minutes were reviewed.

Upon motions duly made, seconded and adopted, it was:

RESOLVED: To approve adding to Article VII, Section 17. Mediation of Potential Unethical Conduct. After the Grievance Committee has forwarded an Ethics Complaint to the Professional Standards Committee for a hearing to be scheduled the parties shall be advised that mediation services are available.

FURTHER RESOLVED: To approve directing staff to find the location in the Policy Manual for the procedures for Mediation of Potentially Unethical Conduct.

FURTHER RESOLVED: To approve the following changes to the Association Bylaws: **Article VII, Section 1. Professional Standards and Arbitration**

The responsibility of the Association and of Association members relating to the enforcement of the Code of Ethics, the disciplining of members, the *mediation*, (added) Arbitration of disputes, and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the National Association of REALTORS® as from time to time amended, which by this reference is made a part of these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

FURTHER RESOLVED: To approve re-lettering and/or re-numbering all appropriate Sections of the Bylaws after transferring of approved sections to the Policy Manual is complete.

The motion concerning Bylaws Article XI, Section 3 is sent back to the Committee for review as the Affiliate Director is a part of the governing body, therefore making nine (9) Directors. The additional language in this section recommended by the Bylaws Committee is deleted.

Housing Opportunity: The Minutes of April 15, 2008 were reviewed.

Upon motion duly made, seconded and adopted, it was:

RESOLVED: To approve the purchase of items for a gift basket to present to the Ahmed family at the dedication of their Habitat home. Total cost of items not to exceed \$25.00.

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MLS Committee: The Minutes of April 14, 2008 were reviewed.

Government Affairs: Samuel Aubrey gave a Government Affairs update and reviewed the Minutes of April 21, 2008.

Marketing Report: Wyndi Ballard gave a marketing report.

NEW MEMBERS:

The March, 2008 new members were approved.

OLD BUSINESS:

Bylaws:

Upon motions duly made, seconded and adopted, it was:

RESOLVED: To approve the changes to the Bylaws as follows:

Article VII

Section 1: Professional Standards and Arbitration.

The responsibility of the Association and of Association members relating to the enforcement of the Code of Ethics, the disciplining of members, (add)*the mediation*, the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended, which by this reference is made a part of these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

(Add) Section 17. Mediation of Potentially Unethical Conduct

After the Grievance Committee has forwarded an Ethics Complaint to the Professional Standards Committee for a hearing to be scheduled the parties shall be advised that mediation services are available.

Article VIII

Section 8 to be renumbered 8.1A, 8.1B, 8.1C, 8.1D.

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(Add)

Section 8.2. SouthEast Valley Regional Association of REALTORS® and South East Valley Regional Association of REALTORS® Logo. The SouthEast Valley Regional Association of REALTORS® logo is trade mark work in which the SouthEast Valley Regional Association of REALTORS® retains all rights. Any use of this logo without the express written consent of the Association is prohibited. If the use of any association log is permitted by the Association, the person using the logo must clearly indicate that logo is trademarked.

Section 8.3. Use of any materials that holds a copyright without expressed written consent of the owner of that copyright is prohibited.

Article XI

Section 11.3 – *send back to committee.* "The governing body of the Association shall be a Board of Directors consisting of elected officers and nine (9) elected Directors...." The Affiliate Directors is part of the governing body.

Deny the recommendation to add "The term limit for Directors shall be limited to two (2) consecutive terms. Directors that have met the term limits shall step down for two (2) years in order to be eligible to run for Director in future elections. A Director that is not in the last year of their current two (2) year term shall resign their position to run. Any member who has served as president elect, president and past president shall not be elected to serve as director or office until two (2) years after the end of their past president."

Section 11.4.B The Election Committee shall submit an Election Chronology to the Directors for approval by the April Board Meeting. ~~no later than the last Friday in April of each year.~~

Section 11.4.C All rules and information regarding the election shall be made available to the membership and ~~shall be published at least ten (10) days prior to the mailing of the ballots, on the Association website (www.sevrrar.com) by the first (1st) Friday in May.~~

Section 11.4.D. ~~Only Designated REALTORS® or REALTOR®~~ All candidates shall be members in good standing of the SouthEast Valley Regional Association of REALTORS®. ~~candidates for officer or directors.~~

Section 11.4.E. The election committee shall determine if all candidates ~~must~~ have met the qualifications and standards set forth in the policy manual. ~~required by the election committee (Rev.6/12/91.~~

Section 11.4.F. ~~No member shall be permitted to accept candidacy for both elected officer and director positions.~~ A member cannot hold two (2) elected Association positions simultaneously. ~~1)- If a candidate is elected they must vacate their positions on the Grievance and Professional Standards Committees. 2)- Unless a Director is in the last year of their elected term the Director shall resign to run.~~

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Section 11.4.G. ~~To be deleted. A deadline for candidates to turn in their candidate applications for Director or Officer position shall be 45 days prior to mailing out the ballots.~~

Section 11.4.K An Affiliate member will be elected to the Board of Directors as a voting member with the exception of Professional Standards or Grievance matter.

The following to be moved to the Policy Manual: Part of 11.4.K.

~~The~~An Affiliate member must be a member of the Association and shall have been an active member of the affiliate committee and remain active during the term of their office, and will be elected by REALTOR® and Affiliate members to serve a two (2) year term. An active member shall be someone who has not been absent from three (3) affiliate meetings in the last calendar year. If there are more than three (3) absences, they shall be removed from office and/or be ineligible to run the following term. A replacement shall be recommended by the affiliate committee and approved by the Board of Directors.

Section 11.4.L To be moved to the Policy Manual:

The names of all qualified candidates shall appear in alphabetical order on the ballot under the designated office or directorship. A blank line shall be provided under the list of candidates for each office and at least four (4) blank lines under the list of candidates for directors. The ballot shall provide a space for proposition questions approved by the Board of Directors.

Section 11.4.M To be moved to the Policy Manual:

Ballots shall clearly state the number of candidates who may be selected for each position.

Section 11.4.O To be moved to the Policy Manual:

Each candidate will be allowed to make a presentation, up to two (2) minutes in length, twice per approved marketing function meeting location.

Section 11.4.P To be moved to the Policy Manual:

Only REALTOR® or Affiliate members in good standing are entitled to vote.

Section 11.4.Q To be moved to the Policy Manual:

Each person eligible to vote shall be e-mailed voting instructions with an explanation of the voting process, including the deadline for voting.

Section 11.4.R. The Association ~~staff~~ shall maintain the roster (add) of those eligible to vote. ~~Indicating the ballot and a ballot envelope was sent to each member.~~

Section 11.4.S. To be moved to the Policy Manual

If a member indicates voting information is needed, staff shall provide voting instructions, including the deadline for voting.

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~~Section 11.4.T. *To be deleted.* Each qualified voter shall mark the ballot and return the completed ballot to the Association as specified in the ballot instructions. The envelope in which said ballot is mailed shall contain a small envelope in which to place the ballot along with a return addressed envelope in which the small envelope is placed. The voter will need to print his/her name and company name on the outside of the return addressed envelope and mail the completed ballot the address provided.~~

~~Section 11.4.U There shall be only one vote-ballot allowed per return envelope member. Ballots received that are not in the appropriate envelope shall be declared invalid by the Election Committee and shall not be counted. No proxy votes shall be cast by or for anyone.~~

~~Section 11.4.V *To be deleted* The ballot envelope shall not be separated from the return addressed envelope prior to the tabulation of the ballots. Ballots received at the Association shall immediately be placed in the Ballot Box.~~

~~Section 11.4.W *To be deleted* Exclusively, both the Chairman of the Professional standards Committee and the Chairman of the Election Committee will each hold one (1) key for the Ballot Box. (2 keys, 2 locks).~~

Section 11.4.X To be moved to the Policy Manual.
A list of members eligible to have their vote tabulated shall be printed from the membership rolls at 5:00 p.m. on the evening prior to the day of the counting of the ballots. New members who join the Association on the day of the election and standing members, appearing in person, Shall be given the privilege of voting prior to 5:00 p.m. on the day of the election.

~~Section 11.4.Y *send back to the committee for review.* There shall be no active campaigning by candidates on Association property during the voting period.~~

Section 11.4.Z To be moved to the Policy Manual
Ballots Votes east received up to 5:00 p.m. on the day of the election shall be tabulated. Tabulation shall be completed in accordance with the Election Chronology.

11.4.AA. The Election Committee shall verify the validity of the ~~return envelope~~ ballots and votes cast.

11.4.BB. *No change.* Candidate receiving the highest number of votes, corresponding with the number of position to be filled shall be deemed elected, subject to 11.4 (J). Results of the election shall follow the Election Chronology.

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11.4.CC. *To be deleted.* For the office of President Elect and Vice President, the candidate for each office receiving the greatest number of votes for that particular office shall be elected, subject to 11.4 (J). For the position of director, the candidates for each position receiving the greatest number of votes for that particular position shall be elected, subject to 11.4 (J).

11.4DD. In the event of a tie between two REALTORS® or Affiliate candidates for a particular vacancy position SEVRAR shall notify candidates and its membership within five (5) days following the final tabulation of votes. a written ballot shall be taken at the first appropriate membership meeting, subject to 11.4 (J). The candidate receiving the highest number of votes shall be declared elected. Membership shall receive a fourteen (14) day notice of said balloting run off election. (Add) At the direction of the Election Committee a new e-mail Ballot will be produced for completing the run off election within 30 days from the close of the original election.

11.4EE. *No change* If a recount is called for, the challenger shall be given a choice of having either a certified audit or having the Election Committee do the recounting. If the challenger chooses to use an outside firm, the challenger is responsible for payment of the cost regardless of the outcome.

11.4FF. *No change* Any challenge to the election must be submitted in writing to the Chief Executive Officer or Association President specifying exactly who or what is being challenged within five (5) business days after the membership meeting where the results were announced.

11.4.GG. *To be deleted* The ballots will be destroyed ninety days after the election if no election challenge or objection is filed with the Chief Executive Officer or Association President.

NEW BUSINESS

Election Chronology

The 2008 Election Chronology was approved.

Mediation of Ethics Complaints

Upon motions duly made, seconded and adopted, it was:

RESOLVED: To approved the recommendations of the Professional Standards Committee for the processing of mediation of Ethics Complaints.

FURTHER RESOLVED: To approve Jim Amdahl, Dee Kepp, Jennifer Hurley, Kathy Mayus and Patrick Sanders as Mediators of Ethics Complaints in addition to the already approved Mediators.

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New Committee Members

Upon motion duly made, seconded and adopted, it was:

RESOLVED: To approve the following new Committee members:

Affiliate Committee: George Phillips, Matthew Jenks, Mike Peri

Builder Liaison Committee: Kathy Brown

Education Committee: Beth Pierson

Housing Opportunity Committee: Stella Buelna, Kathleen Liles, Makalani Aldolpho.

There being no further business, the meeting adjourned at 5:35 p.m.

The next meeting will be May 22, 2008

John Stih

Chief Executive Officer