

Board of Directors Meeting Minutes

January 25, 2017

Call to Order

- ◆ President Churchward Davis called the meeting to order at 9:05 a.m.

Attendance

- ◆ Present: Churchward Davis, Mark Harris, Mary Tyer Kelly, Billy Keane, Doug Goudey, Eric Steuernagle, Sarah Fleury, Tracy Crawford Guests: Barbara Osborne, Mark McIlquham, Franz Forster, Sherry Street, Paula McLean, Mary Jane Dunlop Excused: Kristie Peck, Maureen McFarland Absent: Barb Demers, Cortney Dupont

President's Report

- ◆ President Davis welcomed everyone to the Board for 2017 and reviewed the Conflict of Interest, Confidentiality and Anti-Trust Avoidance policies.

Leadership Training

- ◆ Sandy Carroll and Churchward Davis provided a review of the following: Association overview, leadership agreement, ongoing learning and being an effective board member.

Corporate Review and Approval

- ◆ **Motion** to approve the minutes as presented. Seconded and approved.
- ◆ **Motion** to accept the treasurer's report as presented. Seconded and approved unanimously.
- ◆ **Motion** to authorize Churchward Davis, 2017 President and Douglas Goudey, 2017 Secretary/Treasurer to serve as signatories on behalf of the Berkshire County Board of REALTORS®, Inc., in matters of the corporation, in addition to the standing authorization granted to Sandra Carroll, Chief Executive Officer. Fiduciary duties are limited to those outline in Board of REALTORS® policy. Seconded and approved unanimously.
- ◆ **Motion** to deny all requests for waivers of late fees. Seconded and approved unanimously.
- ◆ **Motion** to adopt changes to Article V, Section 3 of the Model Board Bylaws as approved by the NAR Board of Directors at the 2016 REALTOR® Legislative Meetings and Trade Expo. Seconded and approved unanimously. **Motion** to adopt changes to Article V, Section 5 of the Model Board Bylaws as approved by the NAR Board of Directors at the 2014 REALTOR® Legislative Meetings and Trade Expo. Seconded and approved unanimously.

~~**Option 1: For associations that do not offer provisional membership.**~~

Section 3. Election

~~**The procedure for election to membership shall be as follows.**~~

~~(a) The membership committee shall determine whether the applicant is applying for the appropriate class of membership. It shall then give written notice to the REALTOR® members of such application and invite written comment. If one or more of the REALTOR® members object to the approval of the application, basing such objection on lack of qualification as set forth in these Bylaws, the committee shall invite any objecting member to appear and substantiate his/her objections. Objections, which are not substantiated, shall be totally disregarded. The committee may not find objections substantiated without (1) informing the applicant in advance, in writing, of the objections and identifying the objecting Member, and (2) giving the applicant a full opportunity to appear before the committee and establish his/her qualifications. The committee shall thereafter make a written report of its findings. The membership committee shall conduct all proceedings with strict attention to the principles of due process and compliance with the Bylaws of the association.~~

~~(b) Thereafter, within _____ days, the membership committee shall report its recommendation to the board of directors in writing. If the recommendation is adverse to the approval of the application, the reasons shall be specifically stated. If any member of the membership committee submits a dissenting recommendation, it shall also be reported to the board of directors.~~

~~(c) The board of directors shall review the qualifications of the applicant and the recommendations of the committee and then vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the board of directors, he/she shall be declared elected to membership and shall be advised by written notice.~~

~~(d) The board of directors may not reject an application without providing the applicant with advance notice of the findings and recommendations of the membership committee, an opportunity to appear before the board of directors, to call witnesses on his/her behalf, to be represented by counsel, and to make such statements as he/she deems relevant. The board of directors may also have counsel present. The board of directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.~~

*~~(e) If the board of directors determines that the application should be rejected, it shall record its reasons with the **secretary/chief staff executive [select one]**. If the board of directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant. (Amended 1/05)~~*

Section 3. Election

The procedure for election to membership shall be as follows.

(a) The chief staff executive (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership. If the association has adopted provisional membership, applicants for REALTOR® membership may be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to final review of the application by the board of directors.



(b) If the board of directors determines that the individual does not meet all of the qualifications for membership as established in the association's Bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of a mandatory orientation program) within the two opportunities from the association's receipt of their application, membership may, at the discretion of the board of directors, be terminated. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received association services and any application fee. The board of directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the board of directors, he/she shall be declared elected to membership and shall be advised by written notice.

(c) The board of directors may not reject an application without providing the applicant with advance notice of the findings, an opportunity to appear before the board of directors, to call witnesses on his/her behalf, to be represented by counsel, and to make such statements as he/she deems relevant. The board of directors may also have counsel present. The board of directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.

(d) If the board of directors determines that the application should be rejected, it shall record its reasons with the chief staff executive (or duly authorized designee). If the board of directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant. (Adopted 1/98, Amended 1/05)

Section 5. REALTOR® Code of Ethics Training

Effective January 1, ~~2001~~ 2017, through December 31, ~~2004~~ 2018, and for successive ~~four~~ two year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete quadrennial ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any ~~four (4)~~ two (2) year cycle shall not be required to complete additional ethics training until a new ~~four (4)~~ two (2) year cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement ~~for the second (2005 through 2008) cycle and subsequent four (4) year cycles~~ in any two (2) year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any ~~four (4)~~ two (2) cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated. (Adopted 1/01, Amended 11/08, Amended 11/2016)



Section 5.

If a member resigns from the association or otherwise causes membership to terminate with an ethics complaint pending, ~~that board of directors may condition the right of the resigning member to reapply for membership upon the applicant's certification that he/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel~~ the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by this association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethic respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®.

(a) If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration (or to mediation if required by the association) continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®. (Amended 1/00 and 11/11)

Old Business

- ◆ None



New Business

- ◆ **Strategic Plan:** All board members are requested to review the current strategic plan and develop a priority check list for the March 8th meeting.
- ◆ **Consent Agenda: Consensus** to utilize a consent agenda for housekeeping items at future meetings with the option to discontinue use if it is not effective.
- ◆ **TRID:** Discussion of need to revisit standards with a panel of attorneys and lenders.

Reports

- ◆ All committee chairs were asked to discuss the mission of their committee with the Board. Those who presented were:
 - Franz Forster – Government Affairs
 - Mark Harris – MLS Board of Directors
 - Sherry Street – Professional Standards / Ombudsmen
 - Mary Jane Dunlop – REACT
 - Mark McIlquham – Contracts & Forms
 - Grievance – Patrice Melluzzo

Upcoming Meetings/Events:

- Government Affairs – February 1st 11:00 a.m.
 - Orientation – February 3rd 9:00 a.m. – 4:00 p.m.
 - REACT – February 15th 10:00 a.m.
 - Rental CE classes – February 16th 9:00 a.m. and 11:15 a.m.
 - MLS Board of Directors – March 1st 9:00 a.m.
 - Board of Directors – March 8th 9:00 a.m.
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- ◆ Adjourn at 11:07 a.m.



Submitted by: Sue O'Brien, Member Services Administrator