



New York State Association of REALTORS®, Inc.

Organizational Planning Committee Meeting Report

Saturday, October 1, 2022
Alabama/Travers – The Saratoga Hilton
Starting Time – 4:00 pm

Chris Teelin
Chair

Steve Rose
Vice Chair

The meeting was called to order by Chair, Chris Teelin, and the report of the February 2022 meeting was approved.

The group received a report on the NYSAR Member Satisfaction Survey.

The committee reviewed amendments to the bylaws adding at large positions representing greater diversity of industry representation to the Board of Directors. A motion was carried to approve the proposal as follows:

Highlighted is added language. **Red** and ~~strikethrough~~ is removed.

ARTICLE V - DIRECTORS

SECTION 1. COMPOSITION OF BOARD: Management of this Association shall be vested in the Board of Directors, each member of which shall be either a REALTOR®, ~~or~~ REALTORASSOCIATE®, **or At Large member** and shall be composed of the following: (a) the President, Chairperson or their designee of each Member Board; (b) one (1) representative who is a member of and designated by each Member Board for each three hundred fifty (350) REALTOR® and REALTOR-ASSOCIATE® members or fraction thereof; based upon the board membership as indicated in the records of the Association as of April 1st of each year; (c) all NYSAR Past Presidents; (d) the President or Chairperson of Divisions of the Association; (e) the Chairperson of each Standing Committee, as provided in these Bylaws, unless the Chair has already been named as a Director under the provisions as previously set forth; (f) each member of the Executive Committee, with the exception of the appointed local board executive officer, for the period of their term as a member of the Executive Committee providing that member has not already been named as a Director under provisions as previously set forth; ~~and~~ (g) the Officers of the Association; **(h) Up to 5 At Large members who are representatives of organizations not affiliated with the New York State Association of REALTORS, which must include at least one representative from the National Association of Real Estate Brokers, the National Association of Hispanic Real Estate Professionals, the Asian Real Estate Association of America, and a representative from the LGBT real estate community.**

SECTION 2. LENGTH OF TERMS: (a) Each Director of the Board of Directors representing a Member Board, as outlined in SECTION 1 (b) of this ARTICLE shall be appointed by that Member Board to the Board of Directors for a three (3) year term. However, any Director representing a Member Board, upon assuming a position as outlined elsewhere in SECTION 1 of this ARTICLE in which they will serve as a Director in that capacity and the Member Board shall then be entitled to designate another member for the period of that unexpired term. (b) Each At Large Director of the Board of Directors as outlined in SECTION 1 (h) of this ARTICLE shall be appointed for a one (1) year term by the Leadership Team that will be in office when these terms begin. Representatives may be selected and approved at any time during an elective year and serve for the balance of that elective year. However, any At Large Director, upon assuming a position as outlined elsewhere in SECTION 1 of this ARTICLE in which they will serve as a Director in that capacity, another At Large member shall be appointed by the Leadership Team for the period of that unexpired term. (c) The term of office for all Directors shall begin on January 1 of each year.

The committee reviewed bylaws amendments designating a Corporate Secretary. A motion was carried to approve the proposal as follows:

~~Red strikethrough~~ is removal of language, **green highlighted** is addition of language.

ARTICLE IV - OFFICERS

SECTION 1. OFFICER TITLES & DUTIES:

- A. **PRESIDENT:** The President of this Association shall preside at meetings of the Association and of the Board of Directors. The President shall have power to appoint all committees of this Association and the power to dissolve all committees except those specified in these Bylaws.

The President shall have the right to call special meetings of the Association and of the Board of Directors and shall serve as the Delegate for member boards of the Association at the Annual Delegate Body meeting of the National Association of REALTORS®. The President, with the ~~Secretary~~/Treasurer, shall sign on behalf of the Association such contracts as have been authorized by the Board of Directors or the Executive Committee.

The President shall perform such other duties as are provided by these Bylaws and as are incident to the office. The President shall also designate that the ~~Secretary~~/Treasurer or Chief Executive Officer (CEO) may sign official communications of the Association and notices of meetings. Such designations may be changed from time to time at the sole discretion of the President.

- B. **PRESIDENT-ELECT:** The President-Elect shall perform the duties of the President in the event of their absence or disability, and shall perform such duties as may be enjoined by the Board of Directors. In the absence of unforeseen events, the President-Elect shall succeed to the Presidency

immediately upon the position of President becoming vacant without an additional election.

~~C. SECRETARY/TREASURER: The Secretary/Treasurer shall be responsible for keeping correct minutes of all meetings of the Association and of the Board of Directors. The Secretary/Treasurer shall issue calls for meetings, keep the roll of the members, have charge of all papers and records of the Association and shall perform such other duties as may be directed by the Board of Directors. The Secretary/Treasurer, with the President, shall sign on behalf of the Association such contracts as have been authorized by the Board of Directors. The Secretary/Treasurer will only be eligible for one (1) re-election.~~

The ~~Secretary~~/Treasurer shall serve as Chairperson of the Budget and Finance Committee and also perform the usual duties incident to the office. The ~~Secretary~~/Treasurer shall receive all the funds of the Association, and deposit them in such depository or institution as may be approved by the Directors. The ~~Secretary~~/Treasurer shall prepare and present at meetings of the Board of Directors, a full and specific financial report detailing the income, expenses and investments of the association.

The ~~Secretary~~/Treasurer shall keep regular books of account and shall have preserved and filed all vouchers for the payment of money. The ~~Secretary~~/Treasurer shall have the accounts of the Association and its divisions audited at least annually by a Certified Public Accountant approved by the Board of Directors and shall facilitate a presentation to the Board of Directors by the CPA; such presentation shall detail the finances of the Association. Questions may be addressed to the CPA by any member of the Board of Directors. The ~~Secretary~~/Treasurer shall immediately, upon expiration of their term of office, turn over to the successor ~~Secretary~~/Treasurer all books, vouchers, money, and property of the Association in their possession. The ~~Secretary~~/Treasurer shall give such bond for the faithful performance of their duties as may be prescribed by the Board of Directors, said bond to be paid for by the Association.

The Treasurer, with the President, shall sign on behalf of the Association such contracts as have been authorized by the Board of Directors. The Treasurer will only be eligible for one (1) re-election.

SECTION 2. TERM OF OFFICERS:

- A. The elective year shall be January 1 to December 31.
- B. The President, President-Elect, and ~~Secretary~~/Treasurer shall each serve a term of one year.

SECTION 3. LINE OF SUCCESSION DURING ELECTED TERM:

- A. In the event of the President's inability to complete the term of office as elected, the succession shall be:
 - 1. President-Elect

2. ~~Secretary~~/Treasurer

- B. In the event of the inability of the President-Elect or ~~Secretary~~/Treasurer to serve in their respective office as required by these Bylaws, a special meeting of the Nominating Committee shall be called for the purpose of selecting qualified members to fill the existing vacancies subject to their election thereto by the Directors. Such election to be held at the next regularly scheduled business meeting of the Association or in the discretion of the Executive Committee, at a special meeting of the Board of Directors at a date, time and place to be determined.

SECTION 4. QUALIFICATIONS FOR OFFICERS: All candidates for an Officer position must be a NYSAR member in good standing and have at least one year of service on the NYSAR Board of Directors.

SECTION 5. ELECTION OF OFFICERS:

- A. The election of Officers for the ensuing year shall take place at the Annual Meeting of the Board of Directors.
- B. Candidates for President-Elect or ~~Secretary~~/Treasurer seeking the Nominating Committee's recommendation must submit a typed completed application, utilizing a process as the Chief Executive Officer determines is appropriate, that is provided by NYSAR with the signature of the candidate to the Chairperson of the Nominating Committee in care of the NYSAR CEO. Applications will be marked CONFIDENTIAL. Applications must be received by the NYSAR CEO during a period beginning from the date of the Nominating Committee's formal announcement to the Board of Directors of its recommendation for the ensuing year and ending August 31 of that year. After the date of August 31st, the NYSAR CEO has 1 week to review submitted applications. Upon being notified by the NYSAR CEO of any issue with the application, the candidate will have 1 week to remedy any such issues. Thereafter, the NYSAR CEO will notify applicants whether their application has been accepted.
- C. Individuals seeking the office of ~~Secretary~~/Treasurer or President-Elect not receiving the recommendation of the Nominating Committee may petition to be placed on the ballot only if they have submitted a new completed application at least thirty (30) days prior to the Annual Meeting of the Board of Directors, and have the endorsement of not less than one-third of the Member Boards. The petition and completed application must be submitted to the NYSAR CEO at least thirty (30) days prior to the Annual Meeting of the Board of Directors. Notification of any eligible petition would be made to each member of the Board of Directors at least twenty (20) days prior to the Annual Meeting. At the sole discretion of the presiding Officer, the election of any Officer shall be by either/or 1. signed paper ballot, 2. a show of hands, 3. voice vote, 4. electronic vote, or 5. utilizing a process as the presiding officer determines is appropriate. In any case where there are two (2) or more nominees for one office, and candidate who receives the majority of all votes cast shall be declared elected. In the absence of a majority, when there are three or more

nominees, the nominee with the fewest votes will be eliminated from the ballot and a new vote taken. This process shall continue until one of the last two remaining candidates receives a majority of all votes cast. No proxy vote is permitted.

- D. NYSAR Officers, members of the NYSAR Nominating Committee including alternates and NYSAR staff, may not endorse any candidate for statewide office.
- E. Candidates for office and/or a candidate's representative(s) are prohibited from contacting NYSAR Officers and members of the Nominating Committee including alternates with regards to promoting any candidacy.
- F. Nominating Committee members including alternates should contact appropriate NYSAR staff and not contact candidates to discuss matters related to the nominating process. Nominating Committee members are permitted to discuss personal or unrelated Association business with candidates.
- G. No candidate for office may also serve as a member of the Nominating Committee.

SECTION 11. Chief Executive Officer: The Chief Executive Officer shall be appointed by the Board of Directors and shall be the general administrative officer of the Association in charge of the Association Staff and Headquarters. The Chief Executive Officer's compensation shall be determined by the Compensation Committee. The Chief Executive Officer shall follow the reasonable requests of the elected Officers of the Association, but shall be responsible only to the Board of Directors.

SECTION 12. REMOVAL OF DIRECTORS: In the event that a Director is seemed to be incapable of fulfilling their duties, but will not resign as a member of the Board of Directors voluntarily, the Director may be removed from the Board under the following procedure:

- A. A petition requiring the removal of a Director and signed by not less than one-third of the voting Directors shall be filed with the President and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.
- B. Upon receipt of the petition, and not less than twenty (20) days nor more than forty-five (45) days thereafter, a special meeting of the voting Directors shall be held, and the sole business of the meeting shall be to consider the charge against the Director, and to render a decision on such petition.
- C. The special meeting shall be conducted by the President. Provided a quorum is present, a three-fourths vote of the Directors present and voting shall be required for removal from the Board of Directors.

SECTION 13. CORPORATE SECRETARY: 1. The Chief Executive Officer shall be the Corporate Secretary. The Corporate Secretary is not an elected officer of the association.

The Corporate Secretary shall report to the Board of Directors and be responsible for keeping correct minutes of all meetings of the Association and of the Board of Directors. The Corporate Secretary shall issue calls for meetings, keep the roll of the members, have charge of all papers and records of the Association and shall perform such other duties as may be directed by the Board of Directors.

ARTICLE VII - FINANCIAL OPERATIONS

SECTION 11. DISBURSEMENT OF FUNDS: Checks for disbursement of funds shall bear the signature of the Chief Executive Officer or their designee except that the signature of either the President-Elect or the ~~Secretary~~/Treasurer may be substituted for that of the designated signer in the event of their absence, resignation, death, or disability. No checks shall be drawn payable to cash.

ARTICLE VIII - COMMITTEES

SECTION 1. STANDING COMMITTEES: The President, upon assuming office, shall appoint such committees as shall be necessary to carry on the work of the Association. The Standing Committees shall be: Budget and Finance Committee, Nominating Committee, Executive Committee, Compensation Committee, Legal Action Committee, Professional Standards Committee, Organizational Planning Committee, Legislative Steering Committee, Appraisal Committee and Grievance Committee. Except as specified for the Committees in this Article VII, Section 1, or elsewhere in these Bylaws, the Standing Committee members shall be appointed to by the Board.

- A. BUDGET AND FINANCE COMMITTEE: The Budget and Finance Committee shall consist of the President, President-Elect, ~~Secretary~~/Treasurer, and six (6) REALTOR® or REALTOR-ASSOCIATE® members appointed from the general membership of the Association. The appointed members shall serve for terms of three (3) years. Each year two (2) members shall be appointed for terms of three (3) years each. In addition one (1) individual from each local board/association representing 10% or more of the total NYSAR membership as of January 1 of each year shall be appointed by the NYSAR President for a period of one (1) year.

The President-Elect of the Association at the Annual Meeting of the Board of Directors shall make the necessary appointments to fill the vacancies created by those terms expiring at the end of the calendar year. Other vacancies on the Budget and Finance Committee shall be filled by Presidential appointment. The Budget and Finance Committee shall prepare, with the assistance of the Chief Executive Officer and shall place on file in the Association Headquarters no later than thirty (30) days prior to the Annual Meeting of each year, a budget of income and expense showing estimated receipts and expenses for the subsequent year. The Committee shall also submit the proposed budget to the Annual Meeting of the Association's Board of Directors. After its adoption it shall become part of the Association's regular financial statement. The ~~Secretary~~/Treasurer of the Association shall be the Chairperson of the Budget and Finance Committee.

The Board of Directors shall have the power to amend in any way, at any time, the annual budget as adopted. The Executive Committee shall not have the power to increase the budget but shall have the power to transfer certain allocations in the budget from one account to another so long as there is no increase in the total budget.

B. NOMINATING COMMITTEE:

1. The Board of Directors, upon recommendation of the President-Elect at its annual meeting each year shall ratify a Nominating Committee for the following year.
2. Chair of the Nominating Committee: The Immediate Past President shall serve as the Chair of the Nominating Committee. In the event that the Immediate Past President is unable to serve as the Chair, then the next most recent of the appointed Past Presidents shall be the Chair.
3. Composition of the Nominating Committee: Two (2) additional NYSAR Past Presidents shall be members of the Nominating Committee. Additionally, one member and alternate shall be appointed from each local board/association representing a minimum of 10% of the total NYSAR membership as of January 1 of each year. There shall be one (1) member from each of the NYSAR Regions, who shall be qualified members of the Association as defined in ARTICLE III, SECTIONS 1(B) and 1(C). Furthermore, the Board of Directors upon recommendation of the President-Elect shall elect an alternate from the same region as the Nominating Committee member. The alternate shall be allowed to serve only in the absence of the elected Committee member from any scheduled meeting of the Nominating Committee.
4. Replacement Members: Any member who is or who becomes a candidate for elective office of the Association must resign from the Nominating Committee. In such event, the President shall appoint a replacement.
5. Terms of Service on Nominating Committee: Members shall serve one-year terms and may serve two consecutive terms. At the conclusion of a second consecutive term the member cannot serve again as a member of the Nominating Committee until there is at least one intervening year. A past and ineligible member of the Committee shall not serve as alternate during the first intervening year.
6. Confidentiality Agreement: Members and alternates on the Nominating Committee shall be required to sign the Nominating Committee Confidentiality & Fiduciary Agreement within 60 days after being ratified by the Board of Directors. Failure to comply shall be an automatic disqualifier.

7. Reports of Nominating Committee: The Committee shall submit its report which shall include nominations for Officers of the Association and those Directors subject to election by the Delegate Body.

A report of this Nominating Committee shall be sent by mail, facsimile or electronic communications to each member of the Board of Directors and each member Board within 30 days of the Committee reporting its recommendations to the NYSAR CEO but no later than sixty (60) days in advance of the meetings at which such elections shall be made.

- C. EXECUTIVE COMMITTEE: The Executive Committee shall consist of the Association President, who shall act as Chairperson; the President-Elect, who shall serve as Vice Chairperson; ~~Secretary~~/Treasurer; Immediate Past President; the Chairpersons of the Legal Action Committee, the Professional Standards Committee, the Organizational Planning Committee, the Legislative Steering Committee, and the Appraisal Committee; the President of the New York State Commercial Association of REALTORS®; the NAR Regional Vice President or NAR elected officer (if from New York State) during their term of office. Representatives would have full membership rights with one seat each for a term of one (1) year; the Chair of the Local Board/Association Executives Forum for a term of one (1) year without vote; and nine (9) Presidential appointees, each to have three (3) year terms. Of the nine (9) appointees, only three (3) may be Past Presidents and a maximum of one (1) Past President may be appointed each year. Appointees may serve only one (1) term of three (3) years and may not be reappointed for a period of one (1) year. Individuals qualifying for two (2) positions on the Executive Committee will serve in a dual capacity. In the event of a vacancy of an appointed member occurs, the unexpired term shall be filled by appointment of the President. In addition each local board/association representing 10% or more of the total NYSAR membership as of January 1 of each year shall have the privilege of appointing one (1) member of that local board/association not presently serving on the Executive Committee for a period of one (1) year.

It shall be the function of the Executive Committee to have and exercise the authority of the Board of Directors in the management of the business of the Association between meetings of the Board; and to review recommendations proposed by committees and oversight as to the policies of the Association. Executive Committee votes must be cast in person via audio/video conference or face-to-face meetings. The final decision with respect to all proposals rests with the Board of Directors.

- D. COMPENSATION COMMITTEE: The Compensation Committee shall be comprised of three members including the Immediate Past President who shall serve as Chair, the current President and the current President-Elect. In addition, the current ~~Secretary~~/Treasurer shall serve as an alternate member, participating in meetings but not as a voting member, unless one of the other members is absent from the meeting. Members will be required to sign a confidentiality agreement to serve on the Compensation Committee.

Upon and subsequent to the determination by the Executive Committee of the maximum authorized term of any contract with the Chief Executive Officer of the Association, it shall be the function of the Compensation Committee to determine the terms and conditions of any Contract with the Chief Executive Officer of the Association, and any modification(s) thereof, which shall constitute the exercise of the delegated authority of the Board of Directors with respect to approval of the terms and conditions of any contract with the Chief Executive Officer of the Association, including but not limited to any discretionary determination(s) which may be made with respect to any provision(s) of such contract; provided, however, that the aggregate annual expense for salary and benefits of any such contract shall not occasion an exceedance of the year's budget expense item designated for Salaries and employee benefit items.

The Compensation Committee shall meet at such times and places as designated by the Chair of this Committee.

- E. REGIONS: For administrative purposes, the Board of Directors shall divide the state into regions. The regions shall be utilized when a committee appointment requires a regional representative. The Board of Directors has the discretion to change the number of regions as well as the geographic area of each region.

With no other business, the meeting was adjourned.