

RANW Bylaws Proposed Revisions Approved by Board of Directors August 2020
Sections referencing Meetings in Order to Provide Virtual Options
Published to RANW Members 9.4.20

Article XI

Section 5. Election of Directors.

(a) At least two months before the annual election, a Nominating Committee of at least five (5) but not more than seven (7) REALTOR® Members shall be appointed by the President with the approval of the Board of Directors. The immediate Past-President shall chair the Committee, unless ineligible due to the President seeking a nomination, in which case the President shall appoint a previous Past-President. No less than five (5) REALTOR® Members shall constitute a quorum. The Nominating Committee shall select one candidate for each place to be filled on the Association Board of Directors. The report and nominations of the Nominating Committee shall be ~~sent~~ posted to the Association's website, emailed to all each REALTOR® Members eligible to vote, or published in the Association newsletter (hereinafter any of the foregoing shall constitute "publication" or other forms of said term as used herein) at least three weeks preceding the election. Additional candidates for the offices to be filled may be placed in nomination by a petition signed by at least 10% of the REALTOR® Members. The petition shall be filed with the Executive Vice-President at least two weeks before the election. The EVP shall ~~send~~ publish notice of such additional nominations to all REALTOR® Members eligible to vote at least one (1) week before the election. ~~No write-in nominations or nominations from the floor shall be accepted.~~ (06/26/18) (8/ /20)

(b) The election of Association Directors shall take place by the end of ~~October~~ November of each year, ~~either by written ballot mailed at least (10) days in advance of October 31st to members eligible to vote, or on date of the annual meeting in September or October at a time and location to be determined by the Board of Directors. The method of voting shall be determined by the Board of Directors, and shall occur by written mail-in ballot, by electronic means in accordance with procedures established by the Board of Directors, or in-person at the annual meeting at a time and location to be determined by the Board of Directors.~~ If held at the annual meeting, all votes shall be ~~by voice or hand vote, or by ballot if there is more than one nomination per Director position to be filled. All votes shall be cast in person. Any ballot shall contain the names of all candidates and the offices for which they are nominated.~~ made by meeting attendees only (no proxies shall be permitted). No additional nominations shall be made except as provided for in Section (a). (7/22/16). (06/26/18) (8. /20)

(c) The President, with the approval of the Board of Directors, shall appoint an election committee of three (3) REALTOR® Members to conduct the election. In case of a tie vote, the issue shall be determined by lot.

(d) Additionally, the Nominating Committee shall nominate for election by the Association Board of Directors, one candidate for each place to be filled on the Board of Directors of the subsidiary Multiple Listing Service corporation, subject to the qualifications and restrictions in the Bylaws of the MLS. The Nominating Committee, subject to approval of the Association Board of Directors, may require an application from and/or interview of candidates. The report of the Nominating Committee shall be ~~sent~~ provided to the Association Board of Directors at least three one weeks preceding the election of MLS Directors. The election of MLS Directors shall take place by the end of October of each year, or by the Annual Meeting of the Association. (06/26/18) (04/18/19). (08 /20)

ARTICLE XII - Meetings

Section I. Annual Meetings and Other Meetings.

The annual meeting of the local Association shall be held in the month of September, ~~or~~ or November of each year, the date, the place, and hour to be designated by the Board of Directors. Notwithstanding the foregoing, in exceptional circumstances (for example, the pandemic of 2020), the Board of Directors may waive or cancel the annual meeting if there is no known business scheduled to transact. (8/ /20)

Section 2. Other Membership Meetings. Other ~~##~~ meetings of the Members may be held at such other times as the President or the Board of Directors may determine, or upon written request of at least ten percent of the REALTOR® Members. Membership Meetings may, at the discretion of the Board of Directors, be held in person or via virtual, telephonic or other online means of which all persons participating in the meeting can communicate with each other. (08 /20)

Section 3. Notice of Meetings. Written notice shall be given to every Member entitled to participate in the meeting at least one week preceding all meetings. If a special meeting, it shall be accompanied by a statement of the purpose of the meeting.

Section 4. Quorum. Except for the election of Directors (in which case no quorum is necessary if the Board of Directors chooses to hold an election at the annual meeting), ~~A~~ a quorum for the transaction of business shall consist of five percent (5%) of the REALTOR® Members eligible to vote. (08/ /20)

Section 5. Minutes. Minutes of RANW Membership Meetings. Minutes of Membership Meetings shall be approved at the next regular meeting of the RANW Board of Directors. (04/18/19)

Section 6. Meetings of Directors. The Board of Directors shall ~~designate a hold~~ regular ~~time and place of meetings and~~ may schedule additional special meetings. Absence from three regular meetings within an elected year by elected Directors shall be construed as automatic resignation therefrom. ~~Other Special meetings of the Association~~ may be called by the President. Notice of meetings is to be ~~given~~ provided to all Directors at least one week in advance. If a meeting is required with less than one week's notice, any action taken shall be ratified at the next meeting for which proper notice is given. A quorum of at least 5 of 9 elected Directors shall be present to transact business of the Board of Directors. (8. .20)

The Board of Directors is authorized to meet in person or by telephone conference or through other electronic communication media so long as all the members may simultaneously hear or read each other's communications and participate during the meeting. Directors shall be further authorized to vote by electronic mail for such matters that need to be handled between meetings. Votes taken by electronic mail must be ratified at the next meeting of Directors. (08 .20)

Section 7. Meeting of Subsidiary Shareholder. The annual meeting of the MLS corporation shareholders (consisting of the Board of Directors of the Association, acting on behalf of the Association as the MLS's sole shareholder) shall be held on the date of the first calendar meeting of the shareholder RANW Board of Directors, unless another date is specified in the notice of meeting. The location and hour are to be designated by the Association's Board of Directors. (06/26/18)

ARTICLE XV - Rules of Order

Section 1.

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Association, its Board of Directors and committees, in all instances wherein its provisions do not conflict with these Bylaws.

ARTICLE XVI - Amendments

Section I.

These Bylaws may be amended by a three-quarter (3/4) majority vote of the Directors present and qualified to vote at any regular Board of Directors 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 at a special Directors meeting, provided such amendments are ~~mailed~~ provided to all Directors at least one (1) week prior to the meeting. (08 .20)

(a) Upon approval of amendments by the Board of Directors, such changes shall be noticed to the membership. Within thirty (30) days from the date of publication, all amendments shall automatically go into effect provided no petition from the membership has been received. If a petition signed by five percent (5%) of the members eligible to vote is received by the Association within thirty (30) days from the date of publication, the amendment(s) in question shall be submitted to the members for a vote, either at a membership meeting, or for a ballot vote by mail, or by an electronic vote, at the option of the Board of Directors. (08 .20)

(b) Notwithstanding the foregoing, ~~If~~ the Board of Directors may, at their discretion, choose to put any Bylaw amendments before the membership for a vote at a membership meeting, ~~or by a mail-in~~ ballot vote, or a vote by electronic means. (08 .20)

(c) Notice of any membership meetings at which such amendments are to be considered under provisions of either section (a) or (b) shall be given to every REALTOR® Member at least one week prior to the time of meeting.

Section 2. Amendments to these Bylaws affecting the admission or qualification of REALTOR® Members and Institute Affiliate Members, the use of the terms REALTOR® or REALTORS®, or any alteration in the territorial jurisdiction of the Association shall become effective upon their approval as authorized by the Board of Directors of the National Association of REALTORS®.

Section 3. Amendments to these Bylaws which are mandated by the National Association of REALTORS® shall become effective upon their approval by the Board of Directors at any regular meeting of the Directors at which a quorum is present.