

MINUTES

Delegate Body
Friday, September 22, 2006
The Homestead
Hot Springs, VA

Presiding: Tom Jewell, 2006 Chair

CALL TO ORDER

The meeting was called to order.

SPECIAL RULES OF THE DAY

It was **MOVED, SECONDED AND VOTED** to adopt the following special rules for consideration of the proposed Bylaws amendments:

1. Debate shall be alternated between those for and against the motion. If there is no one wishing to speak on the opposite side of the previous speaker, the chair will ask if the assembly wishes to close debate.
2. Debate is limited to two minutes for each person on any one debatable motion. This time may be extended by general consent or by a two-thirds vote.
3. A person wishing to speak a second time to a motion may do so by general consent or two-thirds vote.
5. If a show of hands or voice vote appears to be close, the chair may order a count of only the negative votes to establish whether or not a full counted vote will be necessary.
6. The six Policy Board recommendations will be divided into fifteen individual motions.

APPROVAL OF MINUTES

It was **MOVED, SECONDED AND APPROVED** to approve the minutes of the February 17, 2006 meeting.

ELECTION OF POLICY BOARD MEMBERS

In balloting, REALTORS® Ned Massie (Richmond, Virginia) and Rives Bailey (Charlottesville, Virginia) were re-elected for a second three-year term.

REALTORS® Robin Amato (Crozet, Virginia), Benton Downer (Charlottesville, Virginia), Mary Dykstra (Roanoke, Virginia), Gwen Pangle (Sterling, Virginia), Gail Penman (Stafford, Virginia) and Joe Vita (Lexington, Virginia) were elected for a three-year term.

ELECTION OF NAR DIRECTORS

REALTORS® Rick Cockrill (Leesburg, Virginia), John Dickinson (Roanoke, Virginia) and Kit Hale (Roanoke, Virginia) were elected for a three-year term.

PROPOSED AMENDMENTS TO VAR BYLAWS

The following amendments to the VAR Bylaws are being proposed as a result of recommendations made by the Governance Review Work Group and are being presented as motions from the Policy Board. Deletions from the Bylaws are indicated by strike-throughs, and new language to be inserted is indicated by underlining.

MOTION #1: To create a mandatory annual orientation/briefing for Delegates

ARTICLE VII: Delegate Body

Affected Bylaws Articles: Article VII, Section 2, paragraph (b) Delegate Body

(b) Delegates must attend annually an Association-sponsored Delegate Summit. Two such events shall be scheduled each year: the primary one to be held at the Leadership Conference; and another, which shall be a make-up session, at a time and location designated by VAR, but to be held in advance of the February Delegate Body meeting. Delegates must attend one or the other in order to serve as Delegate. The Association shall annually budget funds to reimburse Delegates for attendance at this Summit.

ACTION TAKEN: It was VOTED to approve Motion #1.

MOTION #2: To revise qualifications for Delegates

Bylaws change - Article VII, section 2, paragraph (a)

Section 1. Composition.

There shall be a Delegate Body composed of up to three REALTOR® Delegates appointed by each affiliated Member Association (Board) of REALTORS® and one Delegate appointed by Individual (At-Large) Members of the Association. Each Association shall elect the three Delegates ~~(and up to three alternates)~~ of the Association and the Individual (At Large) Members shall elect one Delegate ~~(and one alternate)~~, and shall notify the Association of such election on or before December 1 of each year. The Association's current Immediate Past President shall chair meetings of the Delegate Body, or if not available, the next preceding Past President shall chair. ~~To serve as a Delegate, the individual must have at least three (3) years' experience as a real estate licensee and REALTOR®. Delegates also shall complete a VAR Voluntary Service Form, indicating areas of expertise/interest and a willingness to serve on an Advocacy Group, Working Group, etc. Delegates also should attend at least one Policy Board meeting during or in the year immediately preceding their term.~~

In order to be eligible to be appointed as a Delegate, a member must:

- Be a current or incoming local association officer (including the Immediate Past President); or
 - Be a current member of or have previously served on at least one of the following VAR groups during the past three (3) years:
 - Advocacy Group • Policy Board • NAR Directors • Delegate Body • RPAC Trustees • Strategic Planning Committee • Virginia Leadership Academy Trustees • VREEF Trustees • Specialty Group leadership position or Board of Directors • Working Group appointed by President • Past Presidents Forum

ACTION TAKEN: MOTION #2 WAS DEFEATED.

MOTION #3: To limit the term of a Delegate to four consecutive years

Bylaws change - Article VII, section 2, paragraph (c)

(c) A Delegate may serve no more than four (4) consecutive years as a Delegate.

ACTION TAKEN: MOTION #3 WAS DEFEATED.

MOTION #4: Revise qualifications for Policy Board Candidates

Bylaws change - Article VIII, section 4

Candidates for the Policy Board shall meet each of the following three requirements: a. Complete an on-line (or typewritten) application b. Shall have been a REALTOR® for at least five successive years immediately preceding candidacy, c. Be a current or incoming local association officer; or have served as a local association president within the immediately preceding three years; or, have served as a member of at least one of the following VAR groups during the past three years:

•Advocacy Group •Policy Board •NAR Directors •Delegate Body •RPAC Trustees •Strategic Planning Committee •Virginia Leadership Academy Trustees •VREEF Trustee •Specialty Group leadership position or Board of Directors •Working Group appointed by President •VAR Past Presidents Forum.

ACTION TAKEN: MOTION #4 WAS APPROVED.

MOTION #5: Revise the election process for Policy Board members to include candidate interviews

Bylaws change - Article VIII, section 4, paragraph (c)

During the association's Annual Fall Business Conference/ Convention, at least one day prior to the Delegate Body meeting at which the election shall occur, a Policy Board Candidate Forum shall be held. The forum shall be open to all members and shall be noticed in the Annual Fall Business Conference/ Convention program. The purpose of the forum shall be to conduct a brief interview of each

Policy Board candidate. Because the election of Policy Board members is one of the most important roles of the Delegate Body, Delegates shall be encouraged to attend and to participate. The VAR Immediate Past President will preside. Interview questions will be prepared in advance by the Leadership Team, and shall be asked by the presiding officer. Follow-up questions may be asked by Delegates after all of the prepared questions have been answered by candidates. Candidates will not be informed about the specific interview questions in advance of the forum. Each candidate will be interviewed individually, and other candidates shall not be present. The interview will be for a specific time period to be determined by the Leadership Team.

ACTION TAKEN: MOTION #5 WAS APPROVED.

MOTION #6 - Policy Board -- Only chief staff executives may serve as local association liaison to the Policy Board, and such liaison shall be a full, voting member

Bylaws change - Article VIII, section 1

There shall be a Policy Board composed of 25 REALTOR® members of the Association, except as otherwise provided herein, each elected by the Delegate Body, as provided herein, for staggered three-year terms, and taking office on the day immediately following the NAR Board of Directors' Meeting at the National Association's Annual Business Conference/Convention. Policy Board Members shall be limited to no more than two consecutive full three-year terms. The President, President-elect, Vice President, Treasurer and Immediate Past President also shall serve on the Policy Board, and the Chief Executive Officer shall be a non-voting member of the Policy Board. There also shall be a Local Association Executive Liaison, who shall be a voting member of the Policy Board, appointed by the President. Only the chief staff officer of a local association is eligible to serve as the Local Association Executive member of the Policy Board.

Section 4. Election of Policy Board.

- (a) Candidates for the Policy Board shall meet each of the following three requirements:
- a. Complete an on-line (or typewritten) application
 - b. Shall have been a REALTOR® for at least five successive years immediately preceding candidacy.
 - c. Be a current or incoming local association officer; or have served as a local association president within the immediately preceding three years; or, have served as a member of at least one of the following VAR groups during the past three years:
 - Advocacy Group
 - Policy Board
 - NAR Directors
 - Delegate Body
 - RPAC Trustees
 - Strategic Planning Committee
 - Virginia Leadership Academy Trustees
 - VREEF
 - Specialty Group Board of Directors

Working Group appointed by President
VAR Past Presidents' Forum.

~~been a REALTOR® for at least five (5) successive years immediately preceding candidacy, and shall complete a standard~~The Candidate Information Form provided by the Association ~~and shall be~~ submitted to the Association Chief Executive Officer at least 45-60 days before the election meeting. These forms will be ~~transcribed to a document for distribution~~ distributed to all Delegates no less than 30 days before the election meeting. The substance of the Candidate Information Form shall be approved by the Association President/CEO and shall contain, at a minimum, the following information: Number of years as a REALTOR®; examples of REALTOR® or real estate industry leadership experience; type of real estate license; formal designations, if any; position in firm; real estate specialty, formal endorsement by Member Association or others, if any; signature of willingness to serve and abide by Association policies and procedures; and statement regarding any current sanctions by Real Estate Board or professional standards hearing panel, as well as current criminal investigation or conviction, etc.

(b) Candidates may provide additional information directly to the Delegates, but costly and time-consuming visits to Member Associations and political campaigning per se are discouraged.

(c) In order to acquaint Delegates with candidates for Policy Board, the following format will be adhered to:

a. Under oversight of the CEO, association staff will review each Policy Board candidate application to determine if the candidate meets the eligibility requirements.

b. During the association's Annual Fall Business Conference/ Convention, at least one day prior to the Delegate Body meeting at which the election shall occur, a Policy Board Candidate Forum shall be held. The forum shall be open to all members and shall be noticed in the Annual Fall Business Conference/ Convention program. The purpose of the forum shall be to conduct a brief interview of each Policy Board candidate. Because the election of Policy Board members is one of the most important roles of the Delegate Body (Adopted by the WG on June 29), Delegates shall be encouraged to attend and to participate. The VAR Immediate Past President will preside. Interview questions will be prepared in advance by the Leadership Team, and shall be asked by the presiding officer. Follow-up questions may be asked by Delegates after all of the prepared questions have been answered by candidates. Candidates will not be informed about the specific interview questions in advance of the forum. Each candidate will be interviewed individually, and other candidates shall not be present. The interview will be for a specific time period to be determined by the Leadership Team.

(c) At the Delegate Body meeting at which the election will occur, each candidate will be invited to offer remarks in support of his or her candidacy of no more than three 3 minutes. A candidate may not appoint a proxy to make remarks on his or her behalf to the Delegate Body, except in the case of extenuating circumstances, as determined by the Leadership Team.

(d) The Delegate Body shall elect Policy Board Members at the Annual Fall Business Conference/ Convention. Nominees must receive a majority vote of the Delegate Body to be elected. A sufficient number of ballots will be taken to fill all positions. On any ballot, Delegates will be required to cast their votes for different candidates for the exact number of available positions (no "bulleting" of votes allowed), or else respective Delegate's votes on that ballot will be considered invalid. If on any ballot, there are more candidates with a majority than the number of available positions, those candidates receiving the most votes will be elected. If on any ballot no candidate is elected, all candidates receiving less than 20% of votes shall be removed from subsequent ballots, or if no candidate received less than 20% of votes, or if all candidates receive less than 20%, then the one candidate with the lowest percentage of votes shall be removed from subsequent ballots. Delegates and others wishing to be a candidate for the Policy Board must absent themselves from the Delegate Body election at which the respective election is to occur, except to speak as a candidate. Except for the Immediate Past-President (as chair), no one may serve on both the Delegate Body and the Policy Board.

ACTION TAKEN: MOTION #6 WAS APPROVED.

MOTIONS #7- #9 - ADVOCACY GROUPS -- INCREASE THE SIZE OF AND COMPOSITION OF ADVOCACY GROUPS

Bylaws change - Article XI, section 4

Section 3. Other Groups.

There also shall be these other groups:

- REALTORS® Political Action Committee
- Strategic Planning Committee
- NAR Directors
- Leadership Academy Trustees
- Association Executives
- Forums (Past Presidents, Member Association Presidents, various Issues Forums, and others established by the Policy Board)
- Specialty Sections/Special Interest Groups
- Association Task Forces, Advisory Groups and others named by the President, in consultation with the Leadership Team. The Association shall maintain a database of individuals with expertise and interest for service on these groups.

Section 4. Appointment Process.

President and President-Elect respectively shall select chairs and vice-chairs of the Advocacy Groups and Strategic Planning Committee, and then in concert with the respective chairs, shall select ~~up to nine (9)~~ seventeen (17) members, plus one Association Executive or staff specialist, who shall also be a voting member, for each Advocacy Group. ~~recommended by the AE Forum Chair, plus up to four alternate members who may attend, and participate in, any meeting without a vote or may attend with a vote by replacing an absent member, for each Advocacy Group as well as members of the Strategic Planning Committee, all subject to~~

~~approval by the Policy Board.~~ It is recommended but not required that chairs should already have served on the respective AG or related working group. Service on Advocacy Groups and the Strategic Planning Committee shall be concurrent with the Association's elective year. AG or Committee chairs may not serve more than four (4) consecutive years in the respective position. The President may remove and reappoint any AG or committee chair, vice-chair or member. The President, in consultation with Leadership Team, shall select chairs and members of Association forums and task forces.

ACTION TAKEN: MOTIONS #7 - #9 WERE APPROVED.

MOTION #10 - OFFICERS-ESTABLISHING THE POSITION OF VICE PRESIDENT

Bylaws change - Article IX, section 4

ARTICLE IX; Election of Officers & National Association Directors and National Association Regional Vice President and Appointment of Foundation Trustees

Section 1. Election of Officers.

- (a) At its summer meeting, the Policy Board shall elect ~~three~~ four (4) Association officers for the ensuing elective year ~~from among Policy Board Members~~, including Vice President, President-Elect (who shall succeed to President) and Treasurer. At least 30 days before the election meeting, candidates must submit VAR's Officer Candidate Information Form to VAR's Chief Executive Officer, who will distribute to Policy Board members at least 15 days before the election meeting. President, President-Elect and Vice President may not serve successive terms/years. Treasurer position will be a two-year term and the Treasurer may serve no more than two full consecutive terms. Policy Board also may remove any officer as provided in Article XV, General Provisions. Policy Board may select a Nominating Working Group to meet in March to review and recommend officer candidates.

MOTION #10A - OFFICERS

Establishing the Duties of Vice President

Bylaws change - Article X, new paragraph (c)

c) Duties of the Vice President

- (1) To be the officer liaison to AG leadership.
- (2) To be the officer liaison to institutes, societies and councils.
- (3) To perform such other duties as may be prescribed by the President or Policy Board.

MOTION #12 - OFFICERS - Officer Eligibility

Bylaws change - Article IX, Section 4

Section 1. Election of Officers.

(a) A candidate for election as an Association officer must be a current member of the Policy Board or shall have served as a Policy Board member within the most recent five years.

ACTION TAKEN: MOTIONS #10, #10a AND #12 WERE APPROVED.

MOTION #13 - NAR DIRECTOR NOMINATING COMMITTEE

Establishing the Nominating Committee

Bylaws change - Article IX, section 2

(c) A Nominating Committee will be established for selection and recommendation of NAR Directors to the Delegate Body. The National Director Nominating Committee will be appointed by the President and will be composed of the Immediate Past President, two Association Past Presidents (2), two Delegates (2), two Policy Board members (2), and two NAR current Directors . The Immediate Past President will chair the committee. No candidate for NAR Director may serve on the Nominating Committee. The Committee will recommend a number of candidates no greater than the number of seats available. Any candidate not recommended by the Nominating Committee may become a petition candidate, subject to the rules governing petition candidates below.

**MOTION #14 - NAR DIRECTOR NOMINATING COMMITTEE – Applicant
Consideration**

Bylaws change - Article IX, Election of Officers & National Association Directors and National Association Regional Vice President and Appointment of Foundation Trustees

Section 2. Recommendation of National Association Directors and National Association Regional Vice-President

(b) Member Associations and others may recommend candidates for National Association Director by completing a Candidate Information Form provided by the Association and submitted to the Association Chief Executive Officer at least sixty (60) days prior to the Delegate Body meeting held at the Fall Business Conference/Convention. A Nominating Committee will be established for selection and recommendation of NAR Directors to the Delegate Body. The National Director Nominating Committee will be appointed by the President and will be composed of the Immediate Past President, two Association Past Presidents (2), two Delegates (2), two Policy Board members (2), and two NAR current Directors . The Immediate Past President will chair the committee. No candidate for NAR Director may serve on the Nominating Committee. The Committee will recommend a number of candidates equal to no greater than the number of seats available. Any candidate not recommended by the Nominating Committee may become a petition candidate, subject to the rules governing petition candidates below. The Committee must make their written recommendation at least 30 days in advance of the Delegate Body meeting. The Nominating Committee's report will be communicated by the chair to the Delegate Body at least 30 days prior to the meeting at which election will occur. Additional qualified candidates for NAR Director may seek the office by petition, signed by at least 25 REALTOR® Members in good standing, and presented to either the Chairman of the Delegate Body or the Chief Executive Officer of the Association at least twenty (20) days prior to the convening of the meeting at which election is to occur. In the event of a contested election, each NAR director candidate will be invited to offer remarks in support of his or her candidacy of no more than three minutes. The Chief Executive Officer shall review and qualify such candidates and distribute qualified candidate forms to the Policy Board, current National Association Directors and to all Delegates, either directly or via Local Association Executive Officers at least fifteen (15) days before the same Delegate Body meeting.

(c) The Delegate Body shall meet during the Annual Legislative Conference to elect the National Association Regional Vice President nominee, and shall meet during the Annual Fall Business Conference/Convention to elect National Association Director candidates for recommendation to the National Association. Nominees must receive a majority vote of the Delegate Body to be elected. ~~A sufficient number of ballots will be taken to fill all positions. On any ballot, Delegates will be required to cast their votes for different candidates for the EXACT number of available positions (no "bulleting" of votes allowed), or else respective Delegate's votes on that ballot will be considered invalid. If on any ballot, there are more candidates with a majority than the number of available positions, those candidates receiving the most votes will be elected. If on any ballot no candidate is elected, all candidates receiving less than 20% of votes shall be removed from subsequent ballots, except that if such removal would cause there to be fewer remaining candidates than remaining open positions or if no candidate received less than 20% of~~

~~votes, then the one candidate with the lowest percentage of votes shall be removed from subsequent ballots. Delegates and others wishing to be a candidate for National Association Director or National Association Regional Vice President must absent themselves from the Delegate Body meeting during election process except to speak as candidate, if invited. In order to maintain a balance in the expiration of the terms of National Association Directors, the Delegate Body may designate that one or more such Directors shall serve for terms of less than three years. National Directors shall be ineligible for election by the Association as Director for the year immediately following their second elected consecutive term of any length.~~

ACTION TAKEN: MOTIONS #13 AND 14 WERE REFERRED BACK TO THE COMMITTEE FOR RECONSIDERATION OF ESTABLISHING A NOMINATING COMMITTEE.

MOTION #15 - LIFE MEMBER

Removing reference to "Life Member" from various Articles In the Bylaws.

ACTION TAKEN: MOTION #15 WAS APPROVED.

ADJOURNMENT

There being no further business, the meeting was adjourned.



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