

RECOMMENDATION TO THE BOARD OF DIRECTORS

FROM:

Executive Committee

RECOMMENDATION:

Approve the Board of Directors Position Description.

BACKGROUND:

Pursuant to AAR Bylaws, Policies and Official Statements Article V, Section 2 “The duties of each officer shall be those required by law, those indicated in the officer job descriptions as approved by the Board of Directors, and those assigned by the Board of Directors from time to time.”

BUDGET IMPACT:

None

MOTION:

TO RECOMMEND APPROVAL OF THE BOARD OF DIRECTORS POSITION DESCRIPTION AS DELIVERED.

FOR MORE INFORMATION CONTACT:

President Doerfler – (928) 853-9770 / lori@loridee.com

OR Michelle Lind – (602) 248-7787 / michellelind@aaronline.com



DRAFT 12/21/17

ARIZONA REALTORS® BOARD OF DIRECTORS DIRECTOR POSITION DESCRIPTION

FUNCTION

AAR shall be managed by the Board of Directors and the Executive Committee as provided in the Bylaws, Policies and Official Statements. Each Director shall serve for a term of one (1) year.

FIDUCIARY DUTIES

- Attend Board of Directors Meetings
- Act in good faith and in AAR's best interests.
- Do not use the position to further any private interests.
- Avoid placing yourself in situations where personal interests may conflict with the interests of AAR.
- Perform all duties in good faith and for the benefit of AAR.
- Become knowledgeable with AAR's
 - Strategic Plan
 - Bylaws, Policies and Official Statements
 - Annual Budget
- Be prepared for meetings and review meeting materials.
- Ask questions and participate in discussions.
- Promptly disclose any potential conflicts of interest. Director Members with a conflict of interest:
 - shall immediately disclose the existence and the nature of the conflict at the outset of any discussions by a decision-making body pertaining to the issue as well as all facts reasonably material to a judgment about an issue.
 - may not participate in the discussion relating to the issue other than to respond to questions asked of them by other Director Members of the body.
 - may not vote on any issue in which they have a conflict of interest, and
 - should not be present when the vote on the issue is taken.

(Policy Statement - A.8 – Conflict of Interest)

RESPONSIBILITIES

1. The Board of Directors shall:
 - elect and/or remove AAR officers and National Director nominees,
 - approve the annual budget and dues,
 - approve withdrawals from the Operating or Capital Reserves (other than as noted in Article IV, Sections 1 and 2)
 - approve amendments to AAR's Bylaws, Policies and Official Statements, except Professional Standards policies which may be approved by AAR's Executive Committee.
 - approve amendments to the Legislative Policies
2. Review and Vote on other motions presented, such as:
 - Bylaws, Policies and Official Statements Revisions
 - Leadership Appointments (Officers, Primary Committee Chairs)
 - Allocation of Operating Surplus
 - Revisions to RAPAC Bylaws/Legislative Policies/Issues Mobilization Policies

ADDITIONAL RIGHTS AND RESTRICTIONS

- AAR Directors shall be entitled to only one (1) vote as a Director. (*Article VI - Section 3*). Vote counts for officer and National Director elections shall not be given verbally. (Policy Statement - A.4 – Bod Voting)
- Directors may not participate in Directors' meetings by agent, representative or proxy, except alternates for quota Directors may be designated in the absence of a quota Director without notice at Board of Directors meetings, however, said alternate shall register at Directors' attendance desk and provide verification by an officer of said Member Board prior to voting. (*Article VI - Section 5*)
- To the fullest extent permitted by law, the Board of Directors may conduct business by electronic means. (*Policy Statement - A.9 – Electronic Transaction of Business*)

QUALIFICATIONS

- A Board Member shall be a REALTOR® or REALTOR-ASSOCIATE® who is a member of a Member Board and who holds active membership in AAR. (*Article II - Section 3*)
- **Quota Directors:** Quota Directors shall be elected or named by each Member Board. Each Member Board shall have at least one (1) Quota Director and such additional Quota Directors based on the number of members on record with AAR as of December 31 of the year preceding eligibility as follows: 400-699 add one (1); 700-999 add three (3); 1,000-2,999 add four (4); 3,000-4,999 add five (5); 5,000-6,999 add six (6); and 7,000 or more add twelve (12). (*Article VI, Section 2*)
- **Non-Quota Directors:** The following persons shall be voting, non-quota AAR Directors:
 - (a) all elected AAR officers;
 - (b) Arizona quota Directors of the NATIONAL ASSOCIATION OF REALTORS®;
 - (c) the three (3) most immediate past AAR presidents who hold active membership in AAR and are willing to serve;
 - (d) chairs of the four (4) Primary Committees;
 - (e) four (4) representatives of the Arizona state chapters or regional chapter if no state chapter exists of the Institutes, Societies and Councils (ISCs) of the NATIONAL ASSOCIATION OF REALTORS®;
 - (f) two (2) Member Board or Regional Multiple Listing Service (MLS) chief staff officers;
 - (g) one (1) representative from each of the five (5) largest firms in the large firm category, one (1) representative from each of the four (4) largest firms in the medium firm category and one (1) representative from each of the two (2) firms in the small firm category, in terms of number of REALTOR® members; and
 - (h) one (1) representative from an “outside” organization selected by AAR’s President-elect annually.

(*Article VI, Section 3*)