

# RECOMMENDATION TO THE EXECUTIVE COMMITTEE

**FROM:**

President Jan Leighton

**RECOMMENDATION:**

To amend the Arizona REALTORS® Bylaws at Article VI, Section 2 to provide for two (2) quota directors per local association and Article VI, Section 3 to revise the composition of non-quota directors.

**BACKGROUND:**

In 2019 WEMAR merged into SEVRAR to form one association – the West & Southeast REALTORS® of the Valley. In connection with the merger, the leadership of the merging associations requested that the Arizona REALTORS® review and revise the quota and non-quota director allocations in the current Bylaws. As a result, 2020 President Mary Roberts formed a Governance Presidential Advisory Group (PAG), chair by Past President Evan Fuchs. The PAG made the following recommendations:

Reduce the numbers of Board members to **73** (from 122 in 2020), as follows:

- **28** – local association quota directors - 2 per association (reduced from 68)
- **9** – elected officers (same as 2020)
- **20** – Arizona quota Director of the National Association of REALTORS (same as 2020)
- **1** – immediate past president (reduced from 3)
- **4** – chairs of the four Primary Committees (same as 2020)
- **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® (same as 2020)
- **6** – real estate firm representatives (reduced from 11)
- **1** – board/association Executive Officer (reduced from 3)

These recommendations, along with updating/clarifying revisions, are reflected in the attached document.

This Motion was originally slated for the March 2020 Executive Committee and Board of Directors meetings. However, the Arizona REALTORS® Line Officers decided not to move the Motion forward during the COVID-19 virtual meetings, because they determined that this proposed governance change should have in-person dialogue.

**BUDGET IMPACT:**

None

**MOTION:**

**TO AMEND THE ARIZONA REALTORS® BYLAWS AT ARTICLE VI, SECTION 2 TO PROVIDE FOR TWO (2) QUOTA DIRECTORS PER LOCAL ASSOCIATION AND ARTICLE VI, SECTION 3 TO REVISE THE COMPOSITION OF NON-QUOTA DIRECTORS AS SET FORTH IN THE ATTACHED DOCUMENT.**

**FOR MORE INFORMATION CONTACT:**

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Note:

Numbers in green indicate the number of directors in the category

Red indicates current Bylaws language to be stricken

Highlighted yellow is new added language.

## **[23 Directors]** ARTICLE VI

### **BOARD OF DIRECTORS/EXECUTIVE COMMITTEE**

**Section 1.** AAR shall be managed by the Board of Directors and the Executive Committee as further provided in these Bylaws. Each Director shall serve for a term of one (1) year.

**[28]** **Section 2. Quota Directors shall be elected or named by each Member Board.**

- Each Member Board shall have ~~at least one (1)~~ **two (2)** Quota Directors **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).~~

**Section 3. The following persons shall be voting, non-quota AAR Directors:**

**[9]** (a) all elected AAR officers;

**[20 – varies]** (b) Arizona quota Directors of the NATIONAL ASSOCIATION OF REALTORS®;

**[1]** (c) the ~~three (3) most~~ immediate past AAR presidents ~~who hold active membership in AAR and are willing to serve;~~

**[4]** (d) chairs of the four (4) Primary Committees;

**[4]** (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;~~

**[6]** (g)

- one (1) representative from each of the ~~five (5)~~ **two (2)** largest firms in the large firm category,
- one (1) representative from each of the ~~four (4)~~ **two (2)** 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

**[1]** (h) the **one (1) Member Board/Association Executive Officer** appointed by the President, subject to the approval of the Board of Directors, to serve on the **Executive Committee.** ~~from an “outside” organization selected by AAR’s President elect annually.~~

In the event that one (1) member shall qualify under more than one of the categories described in Section 3 or in Section 2 of this Article, that person shall be entitled to only one (1) vote as a Director.

For the purposes of the firm categories: ~~L~~arge firms shall be defined as those firms having ~~six hundred fifty (650)~~ one thousand (1,000) or more REALTORS®; ~~M~~medium firms shall be defined as those firms ~~having~~ ~~with six hundred forty nine (649) to one hundred fifty one (151)~~ six hundred fifty (650) to one hundred fifty-one (151) REALTORS®; and ~~S~~small firms shall be defined as those firms located in ~~either~~ Region One (1) and Region Three (3) ~~with~~ ~~having~~ one hundred fifty (150) or fewer REALTORS®. ~~and the~~ Each of the two (2) ~~S~~small firm directors must be an owner, partner or officer of their real estate firm. ~~The RVP from Region One (1) will select one (1) small firm director from that region, and the RVP from Region Three (3) will select one (1) small firm director from that region.~~ The Directors of the firm categories shall be determined as of December 31<sup>st</sup> two (2) years prior to the elective year served.

**Section 4.** The Board of Directors shall elect and 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, and amend AAR's Bylaws and Policies except Professional Standards policies, which may be approved by AAR's Executive Committee. AAR's accounts shall be audited annually by a certified public accountant.

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