COMMENTS ON PROPOSED BY-LAW CHANGES
OCTOBER 2014

NOTES: The Resolutions & By-Laws Committee spent numerous hours reviewing the entire Association By-Laws. There are four types of changes proposed in the motion to adopt the By-Laws in global as now written. It is important to remember the Association is now 98 years old and many sections of the By-Laws have adjusted over time while others were largely left untouched. This created a document that did not necessarily reflect a common format, flow or reference system.

GENERAL: The By-Laws have been edited and adjusted to improve readability, ensure consistent formatting and updating of all references to other sections as applicable. These changes would not be practical to outline in an edited document as they were numerous in volume but had little to no impact on the rules stated. They are merely cosmetic and were all checked by the By-Laws Committee.

ADDITIONS: Several new items were added. The proposed new items are listed below:

Addition #1 - Article IV, Section 1(h) was added to define the Membership Type – Public Service Member. This membership type was referenced in other sections of the By-Laws but no definition had ever been added to provide how to qualify for such a membership.

(h) Public Service Members. Public Service Members shall be individuals not engaged in the real estate profession who perform notable service for the real estate profession, for the Association, or on behalf of the public who may require special access to REALTOR® membership and services in the performance of their public duties and who are approved for such membership by the Board of Directors.

Addition #2 - Article XIV, Section 8 was added to put in place a new Committee attendance policy to coincide with a similar policy put in place for the Board of Directors. “Excused absences” have been removed and a process for attendance and appeal has been established. Also added is a policy where failure to attend 50% of the meetings results in that year of service not counting towards having served on a Committee.

Section 8. Attendance Policy
(a) Absence from three (3) regular meetings of a Committee in a calendar year period shall constitute an automatic resignation from that Committee. Such resignation shall be appealable to the Board of Directors at the next meeting of the Board of Directors. In the absence of an appeal or in the event of an appeal being denied by the Board of Directors the Committee position shall be deemed resigned.

(b) Any member of a Committee who does not attend fifty-percent (50%) of the called Committee meetings for a calendar year shall not receive credit for Committee service for that year. Such penalty shall be appealable to the Board of Directors at the next meeting of the Board of Directors.

(c) Any absence that occurs due to service on a National Association of REALTORS® (NAR) or Louisiana REALTORS® (LR) Board, Committee or Task Force or attendance at any NAR or LR special called meeting shall not be counted as an absence as defined above in this Section.

CHANGE/MODIFICATIONS: Several existing items were modified. The proposed modified items are listed below:

**Change #1** - Article XI, Section 4(h) was modified to more clearly define those who can qualify for to serve on the Board of Directors under the “Designated REALTOR®” category. This is change is a recognition of increased use of teams and professional office managers by more Brokers in today’s real estate industry. Such persons would still have to meet the other qualifications and be certified by the Designated REALTOR® in writing. *The change is highlighted below in bold.*

(h) No less than a majority of the Board of Directors must be Designated REALTORS® or individuals who are sole proprietors, partners, or corporate officers, branch office managers or members of the Designated REALTORS® management team, as defined in Article IV, Section 1(a), who are acting on behalf of the Designated REALTOR®. All non-designated REALTOR® nominees must be certified to the Nominating Review Committee by their Designated REALTOR® prior to the meeting of the Nominating Review Committee in early August as to their position in the firm so as to clarify their eligibility requirement.

**Change #2** - Article XI, Section 4(i) was modified to more clearly define Committee service must have been within the past five (5) years to count towards meeting this eligibility requirement. *The change is highlighted below in bold.*

(i) The criteria for serving as a Director on the local Association or as a local Director for the Louisiana REALTORS® Association will be must have been licensed for a minimum of five (5) years, and must have actively served on at least two (2) committees within the past five (5)
years. The Louisiana REALTORS® Directors will also be subject to the criteria as established by Louisiana REALTORS® Association.

Change #3 - Article XI, Section 5(a) was modified to formally empower the Resolutions & By-Laws Committee to serve as the Nominating Review Committee. Previously the President was empowered to seat an ad-hoc Committee each year to perform this function. This change has been done in practical terms already through Presidential assignment of this task to the By-Laws Committee. This change simply clarifies a power of the Committee. The change is highlighted below in bold.

(a) It shall be the duty of the Resolutions & By-Laws Committee to sit as the Nominating Review Committee to assure that candidates nominated meet the set selection criteria, and that all individuals meeting the criteria are placed on the ballot for the election.

Change #4 - Article XI, Section 8(a) was modified to include the title “Corporate Secretary of the Association” to the official title of the Association Executive. This change has been done in practical terms already through Board actions and is a technical requirement to empower the Association Executive to act on behalf of the Association for banking and corporate filing purposes. The change is highlighted below in bold.

(a) There shall be an Association Executive, appointed by the Board of Directors, who shall be the Chief Administrative Officer and Corporate Secretary of the Association.

Change #5 - Article XII, Section 1(b) was added/modified to reflect a new attendance policy requested by the Board of Directors. The old policy allowed for up to two absences but did allow for “excused absences”. The new policy removes any “excused absence” and automatically removes a member of the Board if they miss three meetings. An appeals process is outlined as is the replacement process for any new Directors if required. The change is highlighted below in bold.

(b) Absence from three (3) regular meetings of the Directors in a calendar year period shall constitute an automatic resignation from the Board of Directors. Such resignation shall be appealable to the Board of Directors at the next meeting of the Board of Directors. In the absence of an appeal or in the event of an appeal being denied by the Board of Directors the Director position shall be deemed vacant and filled as detailed in Article XI, Section 6(b).

Change #6 - Article XIV, Section 1(a) was modified to remove three standing Committees from those required by the By-Laws. The three Committee removed are: Technology (merged into Member Services), Scholarship (made a task force of Member Services) and Risk Management (accountability assigned to the Executive Committee). One Committee was added: Small Broker. The revised item is below reflecting only those Committees proposed to be required by By-Laws.
(a) The President shall appoint from among the Membership, subject to confirmation by the Board of Directors, the following standing committees:

Affiliate
Appraisers
Building & Grounds
Forms
Grievance
Home Inspectors
Housing Opportunities & Cultural Diversity
Legislative
Member Services
Professional Development
Professional Standards
Programs & Special Events
Resolutions & Bylaws
Small Broker
Young Professionals Network (YPN)

DELETIONS: Several old items were removed. The proposed removed items are listed below:

**Deletion #1** - Article VI, Section 12 was removed as it makes reference to a Class requirement which is no longer required by the Association and is not a NAR requirement. This section is not Code of Ethics or Orientation, the two required classes, as those are specifically referenced in current Article V, Section 4 (New Member Code of Ethics Orientation) and Article V, Section 5 (REALTOR Code of Ethics Training).

Section 12. Legal Liability Training.

(a) Within two (2) years of the date of election to membership and every two (2) years thereafter, each REALTOR® Member of the Association shall be required to demonstrate that they have completed a course of instruction on anti-trust laws, agency laws, civil rights laws or the REALTORS® Code of Ethics, its interpretation and meaning and/or the procedures related to its enforcement.

(b) The requirements of Article VI, Section 12(a) above will be considered satisfied upon presentation of evidence that the member has completed an educational program conducted by the Northwest Louisiana Association of REALTORS® or another Member Association of REALTORS®, the Louisiana REALTORS® Association, the National Association of REALTORS® or any of its affiliated Institutes, Societies or Councils, or any other recognized educational institution
which, in the opinion of the Board of Directors, is an adequate substitute for the training programs conducted by the Association.

(c) Failure to satisfy the requirements of Article VI, Section 12(a) above biennially will result in membership being suspended from the date it otherwise would be renewed until such time that the member provides evidence of completion of the aforementioned, educational requirements.