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**Proposed Bylaws Amendment 1**

To amend Bylaws sections on Nominating and Elections to be consistent with C.A.R. Model Bylaws: Article X, multiple Sections 2, 3, 4, 11, 20, 21, 22, 23, 24, 25, 26, 27, 28, and 29, adding a Nominating Committee, changing qualifications for Directors and Officers, moving from a ballot of qualified candidates to an approved slate appointing one candidate per opening, changing from number of signatures needed on petition to a percentage, and changing composition of the Board by dissolving District Directors and moving to an all At-Large Director Board.

**Summary:** Bay East is currently governed by a 20-member Board of Directors which includes four Officers (President, President-Elect, Treasurer, and Immediate Past President), 9 REALTOR® Directors representing four Districts, 1 Platinum Affiliate Director and 6 At-Large Directors representing all members.

* North County, 1 Director
* Central County 1 Director
* Tri-Cities 3 Directors
* Tri-Valley 4 Directors
* At-Large 6 Directors.

**Background:** The proposed amendment is consistent with C.A.R.’s Model Bylaws. The recommended amendments to the Director qualifications and moving to an all At-Large Board of Directors rather than District Directors will allow for a more diverse, qualified, and informed pool of candidates.

As geographic boundaries in the real estate profession have expanded, or are no longer relevant, there is no need for Board members to represent specific districts. The current Bay East Bylaws require a candidate for the Board of Directors to run for a position on the Board that represents the District where their firm is located, limiting the opportunities for potential candidates to serve on the Board of Directors. Removing the District restrictions, will allow for more members to serve on the Board without having to wait until a seat becomes open in “their” district.

Forming a nominating committee at the beginning of each year to interview interested candidates for Directors and Officers that have met the minimum qualifications and appoint them to a slate allows for more diverse, qualified, and informed pool of candidates. The slate of candidates would be presented to the membership for their approval. Qualified candidates not recommended for inclusion on the slate could be added via a petition.

**Bay East Bylaws that will be changed by Amendment 1:**

Red denotes additional text, blue strike through denotes deleted text.

1. The Board of Directors shall consist of the four (4) Officers: President, the President-Elect, the Treasurer, the Immediate Past President of the Board, and fifteen (15) elected REALTOR® Member Directors and one (1) elected Platinum Affiliate Member Director, who shall serve as non-Officer Directors.
2. The ~~fifteen (15)~~ REALTOR® Directors ~~Members~~ and one (1) Platinum Affiliate Director ~~Member~~ shall be elected from membership at-large. ~~a minimum of four (4) Districts and an At-Large District.~~
3. The President shall appoint one (1) Director representative per each of the four (4) geographical districts annually.
4. The Directors shall, no more than once a year, but not less than every five years, conduct a study of the membership of Bay East and may realign the boundaries of the geographical districts~~, or change the number of Directors from each District, or change the number of REALTOR® Members each Director represents, provided however that:~~
	1. ~~there shall be a minimum of 4 Districts, and 1 At-Large District:~~- North County District comprised of Alameda, Berkeley, Oakland and all cities to the North and to the East of these cities.
	- Central County District comprised of San Leandro, San Lorenzo, Castro Valley, Hayward and all cities to the West of Hayward.
	- Tri-Cities District comprised of Union City, Newark, Fremont and all cities to the South of Fremont.
	- Tri-Valley District comprised of Pleasanton, Dublin, Livermore, Sunol and all cities to the North of Dublin and East of Livermore.
	2. ~~there shall be a minimum of 1 REALTOR® Director representing each District, and a maximum of one (1) Platinum Affiliate Director representing all Districts;~~
	3. ~~each District shall reflect an equitable representation of the REALTOR® membership of Bay East.~~

**SECTION 3 – QUALIFICATION FOR DIRECTOR**

1. Only REALTOR® Members shall be eligible to serve as a Director of Bay East, provided however that they have:
2. been a REALTOR® Member of Bay East for a minimum of two consecutive years, and;
3. ~~within the two years immediately preceding the date of their nomination,~~ current Member ~~served on~~ of a Committee(s) or Work Group(s) and a member of a Committee(s) or Work Group(s) the year immediately preceding the date of nomination ~~for one entire term as a Member of at least one Committee or Work Grou~~p [definition and description are found in Bay East’s Policy and Procedures Manual], ~~of Bay East,~~ or as a Bay East Foundation Trustee and attended a minimum of eighty percent (80%) of that Committee’s or Work Groups meetings that meet monthly or majority where the committee meets periodically. ~~Or, within the two years immediately preceding the date of their nomination, served for one entire term and attended a minimum of 80% of the meetings as:~~
* ~~Officer of the Women’s Council REALTORS® (WCR)~~
* ~~Officer of Certified Residential Specialist (CRS)~~
* ~~Officer or Trustee of the Bay East Association of REALTORS® Foundation~~

~~\*NOTE: Officer defined as President, Vice President or President-Elect of local, Regional, State and National.~~

3. shall also serve on a Bay East Committee/Work Group or as a Foundation Trustee while serving their term as Bay East Board of Director.

4. shall have and maintain an active unrestricted California Real Estate Broker or Salesperson license or California Appraisal license/certification.

1. ~~Any REALTOR® Member who is a candidate for a District Director seat on the Board must have been affiliated with or owned a REALTOR® office within the District for which they have been nominated since January 1 of current year.~~
2. No Director shall serve concurrently as an Officer or Director of another Association of REALTORS® without the written consent of the Board of Directors, which consent may be granted or withheld in the sole and absolute discretion of the Board of Directors, provided, however, nothing herein shall preclude service as an Officer or Director within C.A.R. and NAR.
3. No Director shall serve concurrently as an Officer of the Bay East Foundation ~~or as the~~ ~~Chair or Vice-Chair of the Commercial Broker Association.~~
4. Has not been found in violation of a punishable Ethics violation (defined in accordance with the *California Code of Ethics and Arbitration Manual*) within the three years immediately preceding the date of their nomination.
5. Has not been found in violation of the Leadership Agreement (*See Bay East Corporate Policy and Procedures, Section 33*) within the three years immediately preceding the date of their nomination.

**SECTION 4 – QUALIFICATION FOR PLATINUM AFFILIATE DIRECTOR**

1. Only Platinum Affiliate Members shall be eligible to serve as a Platinum Affiliate Director of Bay East provided that they have:
	1. been a Platinum Affiliate Member of Bay East for a minimum of two consecutive years, and;
2. ~~within the two years immediately preceding the date of their nomination,~~ current Member ~~served on~~ of a Committee(s) or Work Group(s) and a member of a Committee(s) or Work Group(s) the year immediately preceding the date of nomination, ~~for one entire term as a Member of at least one Committee or Work Grou~~p [definition and description are found in Bay East’s Policy and Procedures Manual], ~~of Bay East,~~ or as a Bay East Foundation Trustee and attended a minimum of eighty percent (80%) of that Committee’s or Work Groups meetings that meet monthly or majority where the committee meets periodically. ~~Or, within the two years immediately preceding the date of their nomination, served for one entire term and attended a minimum of 80% of the meetings as:~~
* ~~Officer of the Women’s Council REALTORS® (WCR)~~
* ~~Officer of Certified Residential Specialist (CRS)~~
* ~~Officer or Trustee of the Bay East Association of REALTORS® Foundation~~

~~\*NOTE: Officer defined as President, Vice President or President-Elect of local, Regional,~~

1. Any Platinum Affiliate Member who is a candidate for Director must maintain or be associated with an established office within Bay East’s area of membership.
2. Shall serve on a local Association Committee/Work Group or as a Foundation Trustee while serving their term as Bay East Board of Director.
3. No Platinum Affiliate Director shall serve concurrently as an Officer of the Bay East Foundation.
4. No Platinum Affiliate Director shall serve concurrently as an Officer or Director of another Association of REALTORS® without the written consent of the Board of Directors, which consent may be granted or withheld in the sole and absolute discretion of the Board of Directors, provided, however, nothing herein shall preclude service as an Officer or Director within C.A.R. or NAR.
5. Has not been found in violation of the Leadership Agreement (*See Bay East Corporate Policy and Procedures, Section 33*) within the three years immediately preceding the date of their nomination.

**SECTION 11 – QUALIFICATION**

1. Only REALTOR® Members in good standing that have and maintain an active unrestricted California Real Estate Broker or Salesperson license, or Appraiser license/certification may serve as an Elected Officer of Bay East.
2. Only those REALTOR® Members who have completed one full term as a Director within the previous ~~three (3)~~ two (2) year period shall be qualified to serve as an Officer of Bay East.
3. No Officer of Bay East shall serve concurrently as an Officer or Director of another local Board/Association of REALTORS®.
4. A REALTOR® Member shall not serve more than two terms in any one elected office.
5. Has not been found in violation of a publishable Ethics violation (defined in accordance with the *California Code of Ethics and Arbitration Manual*) within the three years immediately preceding the date of their nomination.
6. Has not been found in violation of the Leadership Agreement during their term (*See Bay East Corporate Policy and Procedures, Section 33*).

**SECTION 20 - NOMINATIONS**

1. Nomination by Nominating Committee. At least two (2) months before the annual election, a Nominating Committee of nine (9) REALTOR® members shall be appointed by the President subject to the approval of the Board of Directors. The Nominating Committee shall select one candidate for Treasurer and President-Elect, and one candidate for each place to be filled on the Board of Directors. No member of the Nominating Committee may be a candidate for Officer or the Board of Directors. No person may be nominated for office unless they will meet all of the qualifications for the office at the beginning of the term for which they are a nominee. Once the Nominating Committee has selected the slate of nominees, it may share it with the Board of Directors for information only; however, the Board of Directors shall not override, revise or approve the slate. The candidate slate with the report of the Nominating Committee shall be delivered to each member eligible to vote at least four (4) weeks preceding the election.

b) Nomination by Petition. Additional candidates for President-Elect, Treasurer and Directors may be placed in nomination by petition signed by at least ten percent (10%) of the REALTOR® members eligible to vote. The petition shall be filed with the Chief Executive Officer at Bay East at least three (3) weeks before the election. Such petition shall contain a statement signed by the candidate that he or she meets the criteria for the Board of Directors position as set forth in the Bylaws and is aware of the duties and responsibilities of the office and agrees to serve. The Chief Executive Officer of Bay East shall deliver notice of such additional nominations to all members eligible to vote at least two (2) weeks before the election.

c) Nominating Committee. No member of the Nominating Committee may be a candidate for Officer or the Board of Directors.

1. Elections. In the event additional candidates for President-Elect, Treasurer or Directors placed in nomination by petition, elections shall be by confidential ballot and the ballot shall contain the names of all candidates and specify the office for which each is nominated. No person may be a candidate for more than one position whether nominated by the Nominating Committee or by petition. Ballots shall be distributed by the date and time specified by the Nominating Committee, however no later than the third Friday in June. There shall be no proxy votes. No more than a single vote may be cast by a member for any given candidate; cumulative voting is prohibited. Should a tie vote occur for a Director position, the winner shall be determined by a drawing conducted by the Leadership Evaluation and Selection Committee at which the tied candidates shall be invited to attend.
2. Quorum. A quorum shall consist of ten percent (10%) of the number of REALTOR® Members eligible to vote as of the last business day one week in advance of the date of distribution of the ballots.
3. Election by Acclamation. In the event the time for nomination by petition has passed and the number of people nominated for the Board is not more than the number of Directors, with each and every Director seat up for vote remaining uncontested, in its discretion, the Board of Directors may authorize a vote by acclamation and without further action, declare that those nominated and qualified to be elected have been elected.
4. Except as otherwise provided in these Bylaws, balloting shall be closed at 2:00 p.m. on the fourteenth (14th) calendar day after distribution of the ballots or the firm normal business day thereafter.
5. ~~The Leadership Evaluation and Selection Committee shall certify that the President-Elect is qualified to serve as a candidate for the office of President, and providing so certified, shall nominate only the President-Elect for the office of President. In the event the President-Elect is not qualified or is unwilling to serve as a candidate for the office of President, The Leadership Evaluation and Selection shall nominate one or more candidates for the office of President.~~
6. ~~The Leadership Evaluation and Selection shall nominate one or more candidates for the office of President-Elect and Treasurer and for each vacancy on the Directorship. A candidate may only be nominated and qualified for one office.~~
7. ~~Additional candidates for the office of President-Elect, Treasurer, REALTOR® Director and Platinum Affiliate Director positions other than those nominated by the Leadership Evaluation and Selection Committee, may be placed in nomination by petitions of the Membership. Such petitions shall be signed by the nominee, state that the nominee will serve if elected, and be signed by a minimum of seventy-five (75) REALTOR® Members in good standing with Bay East as of the date the petition is filed with Bay East. If the nominating petition is for a non-officer District Director position, then all of the seventy-five (75) signatures must be REALTOR® Members that are eligible to vote and who maintain their office in the same District as the Nominee. If the nominating petition is for a non-officer Director-at-Large position, then the signatures may be gathered from any REALTOR® Member that is eligible to vote.~~
8. ~~Any petition nominating candidates containing the required signatures must be delivered to the office of the Chief Executive Officer at Bay East no later than noon on the third Friday in May.~~
9. ~~The Leadership Evaluation and Selection Committee shall certify to the Board of Directors, no later than Wednesday following the third Friday in May that all candidates nominated by the Leadership Evaluation and Selection Committee or by petition satisfy all qualifications for the elected office for which they have been nominated.~~

**SECTION ~~25~~ 21 – BALLOTING BY MEMBERS**

Any section of these Bylaws that requires a vote of the membership, including, but not limited to, the election of Officers and Directors and the adoption or amendment of these Bylaws, shall be submitted to the membership for balloting in a method as determined by the Directors, except as otherwise provided in these Bylaws.

All notices, reports and ballots in connection with the election or removal of Officers and Directors may be accomplished by personal delivery, first class mail, facsimile, electronic mail or other electronic means.

**SECTION ~~26~~ 22 – ELIGIBILITY TO VOTE**

Only those voting Members in good standing as of 5:00 p.m. on the normal business day preceding the date the ballots are distributed or the date of the meeting shall be eligible to vote.

**SECTION ~~27~~ 23 – THE BALLOT FORMAT**

1. In the event an election of Officers and Directors is necessary, the ballot shall contain the names of all candidates in alphabetical order for each office or seat for which they are nominated; and in the event a candidate is unopposed, the fact shall be stated on the ballot. (The ballot shall set forth the number of responses to meet a quorum requirement.)
2. In all cases other than the election of Officers and Directors the ballot shall set forth the proposed action, the number of responses to meet the quorum requirement, the percentage necessary to pass the proposal, the date and time ballot must be received by Bay East in order to be counted and provide an opportunity to specify approval or disapproval of the proposal.

C & D moved from Bay East Bylaws Section 29 to this Section 23

1. The outcome of the balloting shall be published to Bay East Membership within ten (10) calendar days of the counting of the ballots.
2. All Ballot Procedures not specifically required in these Bylaws shall be authorized by the Board of Directors from time to time and as set forth in the Policies and Procedures Manual.

**SECTION ~~28~~ 24 – VOTING QUORUM**

Unless otherwise specified in these Bylaws, a quorum for voting shall be ten percent (10%) of those REALTOR® Members eligible to vote on the last business day one week in advance of the distribution of ballots.

No change to this section other than Section number

**SECTION ~~23~~ 25 – REMOVAL OF OFFICERS OR DIRECTORS BY THE BOARD OF DIRECTORS**

1. The Board of Directors may declare vacant the office of any Officer or non-Officer Director:
	1. who has been declared of unsound mind by a final order of court;
	2. who has been convicted of a felony, even though said conviction may be under appeal;
	3. who has been absent from two (2) consecutive meetings of the Board of Directors or who has been absent for a total of three (3) meetings during a calendar year. For purposes of determining whether a Director was absent from a meeting Directors missing thirty (30) or more minutes of the scheduled meeting shall be deemed to have been absent from the meeting;
	4. who has been found in violation of a publishable Ethics violation (defined in accordance with the *California Code of Ethics and Arbitration Manual*);
	5. Who has been found in violation of the Leadership Agreement (*see Bay East Corporate Policy and Procedures, Section 33);*
	6. Who has not fulfilled the required C.A.R. Professional Standards Training (*see Bay East Corporate Policy and Procedures, Section 6.9)*; and
	7. Who has not fulfilled the required Inclusion, Diversity, Equity, Action (“I.D.E.A.”) Training.
2. The removal of an Officer or non-Officer Director shall be upon the affirmative vote of two-thirds (2/3) of the total Members of the Board of Directors.

**SECTION ~~24~~ 26 – REMOVAL BY ACTION OF THE MEMBERS**

1. Any Officer or Director may be removed from office, with or without a cause, by the petition and the vote of the Members. Such removal from office may be accomplished as follows:
	1. The petition shall be signed by 15 percent (15%) of the REALTOR® Members eligible to vote on the last business day one week in advance of the day the petition is returned to Bay East. ~~In the case where the petition calls for the removal of a Director, 30 percent (30%) of the signing REALTOR® Members shall maintain their office in the district represented by the Director.~~
	2. All signatures on the petition must be dated and shall have been obtained within twenty (20) days of each other.
	3. The petition must be presented to Bay East within twenty (20) days of the last obtained signature.
	4. Balloting for removal of an Officer or Director shall be by REALTOR® Members in accordance with the provisions set forth in Article X and completed within thirty (30) days from the date the petition has been certified by legal counsel.
	5. Removal shall be upon the affirmative vote of two- thirds (2/3) of the ballots cast REALTOR® Members are the only Members eligible to vote on the removal of a Director, except that Platinum Affiliate Members shall be entitled to vote if the Director subject to the removal vote is a Platinum Affiliate Director.
	6. A quorum shall consist of 10 percent (10%) of the REALTOR® Members eligible to vote as of the last business day one week in advance of the date of distribution of the ballots.