

BOARD OF DIRECTORS JOB DESCRIPTION

The following information is taken from the Association's Policies and Procedures manual. Please take a few moments to review the information. It outlines the duties and obligations of a member of the Board of Directors.

BOARD OF DIRECTORS

1.1 AUTHORITY

Authorized as per Bylaws and the policies of NAR, CAR and/or the Association.

1.2 PURPOSE

Shall be the governing body of the Pacific West Association of REALTORS® (hereinafter referred to as the "Association@), over and above the Association President, Chief Executive Officer and all Committees. Shall have the immediate charge and control of the affairs of the Association. Shall serve the public's interests as well as the members' interests. Shall determine overall policies and make decisions that affect the operations of the Association. Shall establish goals and objectives of the Association. In addition to being accountable to the general membership for the conduct of the Association's business, the Directors' major focus shall be future planning, including:

- A. Defining and establishing the Association's Mission and Vision Statements;
- B. Establishing short and long-term strategic plans, objectives and policies; and
- C. Defining and approving program prioritization and budgeting.
- D. Focusing on the Association's vision rather than the details.

1.3 COMPOSITION

The governing body of the Association is a Board of Directors consisting of no fewer than twelve (12) and no more than fifteen (15) Directors, comprised of the following:

1.3.1. OFFICERS

- A. Two Ascended Officer/Directors: The President position is filled automatically by the prior year's President-Elect. The Immediate Past President position is filled automatically by the prior year's President.
- B. Three Director Elected Officer/Directors: The President-Elect, Secretary-Treasurer, and Vice President are elected by the incoming Board of Directors from the eligible Directors.
- C. Executive Committee:
 1. The Officers of the Association comprise the Executive Committee. (Bylaws, Article X, Section 3, Paragraph 1.7)
 2. The Association's Chief Executive Officer is a non-voting attendee at all Executive Committee meetings.
 3. The duties of the Executive Committee include those duties assigned by the Board of Directors.
 4. The Executive Committee meets every other month, as needed or as approved by the Board of Directors.
 5. The Executive Committee will receive and review a monthly report from the Budget and Finance Committee.
 6. The Executive Committee may make time sensitive operating decisions requiring action that should not await attention at the next regularly scheduled meeting of the Board of Directors, providing the action is consistent with the Association's policies, governing documents and budget.

1.3.2 DIRECTORS

- A. Eight Two-Year Elected Directors:
 1. Eight (8) Directors are elected by the membership from the REALTOR® members to serve staggered two-year terms, so that, to the extent possible, there are four (4) vacancies in each annual election.

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2. In the event circumstances result in there being more than four (4) two-year Director vacancies, then one or more vacancies will be filled for a one-year term for that election only as necessary to maintain staggered terms.
 3. In the event circumstances result in there being a vacancy for the second year of a two-year Director term, the vacancy will be filled with a one-year term for that election only as necessary to maintain staggered terms.
 4. To maintain staggered terms, the number of candidates who receive the highest number of votes will be elected as Directors to serve the two-year terms and the candidates who receive the next highest number of votes will be elected to serve the one-year terms.
- B. Three One-Year Elected Directors: Two (2) Directors are elected by the membership from the REALTOR® members who have not previously served a Two-Year term on the Pacific West board of directors to serve a one (1) year term.
- C. Up to Three One-Year Appointed Directors At Large: Up to three (3) REALTOR® member Directors at Large who are appointed by the President-Elect and ratified by the Board of Directors to serve one (1) year terms. A Director at Large may be appointed at the organizational meeting referenced in Bylaws, Article X, Section 1.2 or any time thereafter.
- D. Qualifications
1. A candidate or Director must be a REALTOR® member in good standing continuously during the twelve (12) months immediately prior to being seated. For purposes of this Section 5, "in good standing" means the following
 - a. The member's California real estate license was not suspended or revoked by the Bureau of Real Estate;
 - b. The member's membership in the Association was not suspended or terminated after a final Professional Standards proceeding hearing before the Board of Directors, or for failure to pay any financial requirements such as dues, fees or fines.
 2. No more than three (3) members from the same broker-owned office or firm shall serve as a Director in any one-year, except in the case of the transfer of an elected Director to another firm, in which case he or she shall be permitted to complete the elected term.
 3. A candidate or Director may not be concurrently or simultaneously nominated, elected or serving on a board of directors of another local REALTOR® Association.
 4. A candidate may not be nominated and a Director may not serve if he/she has been sanctioned for a Code of Ethics violation within the continuous twelve (12) months immediately prior to being nominated or seated or at any time during his/her term.
 5. A candidate or Director has the responsibility to immediately inform the President if he/she does not or will not meet any of the qualifications to be nominated, seated, or continue to serve, or to ascend to a following office.
 6. The President-Elect must have previously served at least one year on the Association's Board of Directors prior to taking office.
 7. Active in real estate or related business (major source of income).
 8. Although not mandatory, Directors should endeavor to possess the following leadership traits:
 - a. Ability to adapt and foresee changes – progressive and proactive
 - b. Attitude of availability and openness to members and their needs
 - c. Reputation and respect within the real estate community
 - d. Ability to react positively and clearly under pressure
 - e. A coalition builder to help reach common goal(s)
 - f. Ability to create a positive image of the Association to members and the community
 - g. A "team" player
- E. Vacancies:
1. Two-Year Directors:
 - a. If there is a two-year Director vacancy during the term other than at the end of a year, the vacancy will be filled for the remainder of the term by a simple majority vote of the remaining members of the Board of Directors then in office.
 - b. If there is a two-year Director vacancy at the end of the first year, staggered terms will be maintained in the election of directors as follows: The five (5) candidates who receive the highest number of membership votes will be elected as Directors to serve two-year terms, and the candidate who receives the fifth highest number of votes will be elected as the one (1) Director to serve the second year of the vacant term, and the four (4) Directors previously elected will serve the second year of their two-year terms.
 2. One-Year Directors: A vacant elected one-year Director position will be filled by a simple majority vote of the remaining members of the Board of Directors then in office.
 3. Failure to Assume Office or Ascend: If a Director is unable or unwilling to assume office after being elected, or if the President Elect or President is unable to ascend to the following Officer position, the position becomes vacant and will be filled by a majority vote of the Board of Directors.
 4. Unfilled Vacancies: In the event of a vacancy among the non-officer Directors, the Board of Directors may decide by

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majority vote to leave the position vacant until the next regular election, so long as there remains at least twelve (12) Directors, including the Officers.

1.3.3 TERM LIMITS

Directors elected for two-year terms shall serve no more than three (3) consecutive elected two-year terms, excluding service by ascendancy to the positions of President and Immediate Past President. Service for less than fifty percent (50%) of a full two (2) year term due to the filling of a vacancy created by the resignation or removal of a Director or Director/Officer shall not be counted as an elected term for purposes of counting the three consecutive elected two-year terms limit.

1.3.4 REMOVAL OF OFFICERS AND DIRECTORS

In the event a Director is deemed to be incapable or is unwilling for any reason of fulfilling the duties for which he or she is elected or the Officer position to which he or she is appointed, but will not resign from office voluntarily, the person may be removed from office under the following procedure:

- A. A petition requiring the removal of a Director or Director/Officer and signed by not less than onethird (1/3) of the voting membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next ranking officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.
- B. Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the Association shall be held. The sole business of the meeting shall be to consider the charge against the Director or Director/Officer, and to render a decision on such petition.
- C. The special meeting shall be noticed, including the general nature of the meeting, to all voting members at least ten (10) days prior to the meeting, and shall be conducted by the President unless the President's continued service in office is being considered at the meeting. In such case, the next ranking officer will conduct the meeting. Provided a quorum is present, a threefourths ($\frac{3}{4}$) vote of members present and voting shall be required for removal from office.

1.3.5 CRITERIA SUMMARY

- A. Member in good standing of the Association when seated and for one year prior to being seated..
- B. Member in good standing of the Association for one year prior to being seated.
- C. Active in real estate or related business (primary source of earned income).
- D. Although not mandatory, Directors should endeavor to possess the following leadership traits:
 1. Ability to adapt and foresee changes – progressive and proactive
 2. Attitude of availability and openness to members and their needs
 3. Reputation and respect within the real estate community
 4. Ability to react positively and clearly under pressure
 5. A coalition builder to help reach common goal(s)
 6. Ability to create a positive image of the Association to members and the community
 7. A "team" player

1.4 QUORUM

A quorum for the transaction of business by the Board of Directors shall consist of a majority of the Directors. No quorum rules apply for election of Directors by the membership.

1.5 POLICIES AND PROCEDURES

1.5.1 ORIENTATION

- A. Attend a Directors Orientation generally concurrent with the Association's Annual Retreat on legal trends and duties and become generally familiar with the Association's governing documents, such as the Bylaws, Code of Ethics and Multiple Listing Service Rules and Regulations.
- B. Attend a Professional Standards seminar in accordance with policies of NAR, CAR, and/or the Association and minimally at least once every other year no later than the first quarter of their first year in office.
- C. Sign the Association's Confidentiality Agreement, Whistleblower Policy, and Conflict of Interest Code prior to taking office and on an annual basis thereafter.

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1.5.2 PRIOR TO EACH DIRECTORS MEETING

- A. Director's packet to be delivered prior to meeting date. All Directors (and Officers) shall have electronic mail capacity in order to receive notices, Board of Director Agendas, and other information.
- B. Shall review entire packet containing items to be covered in session.

1.5.3 MEETINGS

- A. The Board of Directors may conduct business only in regularly scheduled or properly called special meetings, as per Bylaws, or at an adjournment thereof, of which every Director shall be notified and at which a quorum is present. Board of Directors meetings are held at the Association's office (unless otherwise notified).
- B. An automatic resignation from the Board of Directors takes place at the end of the third absence during the calendar year from regularly scheduled meetings, unless such absence is excused, due to an emergency, such as a death or medical crisis in the immediate family, in which case the President may excuse the absence if ratified by a majority vote at any regular or special meeting, in accordance with the Association's Bylaws. In addition to an emergency, an excused absence is deemed proper if a Director is called to jury duty, subpoenaed to testify in a court-type hearing, or if the Director must attend an Association function including an NAR or CAR function. An absence will be considered unexcused if the Director is absent because of a conflicting meeting or event involving the Director's place of business/employment. The Board of Directors has adopted as a guideline an Excuse Policy.
- C. Meetings shall be conducted in accordance with Robert's Rules of Order.
 - 1. Minutes of previous meeting should be approved before conducting other business.
 - 2. Consent agenda shall also generally consist of informational reports and Committee reports.
- D. All meetings shall be non-smoking.
- E. All Directors including the elected, appointed, and ascended Director/Officers have one (1) vote.
- F. Once a quorum is established, it shall remain in effect regardless of the number of Directors remaining or voting.

1.5.4 DUTIES

- A. Attend all regularly scheduled and specially called Board of Directors meetings unless excused.
- B. Make reasonable efforts to attend Association-sponsored events within the industry, including but not limited to broker/manager meetings, general membership meetings, trade shows or educational events.
- C. Carry out assignments in a timely fashion as designated by the President.
- D. Maintain a high-profile and dignified presence at Association functions.
- E. Make reasonable efforts to keep abreast of trends and events within the industry, the economy, and the Association to be able to assess the likely impact upon the membership and develop positive plans and objectives accordingly.
- F. Avoid micromanagement by understanding the relationship between volunteer and staff in an organization where volunteer Directors make policy decisions and staff has the responsibility to insure policies are implemented and carried out.
- G. Be generally familiar with Association operation and philosophies.
- H. Demonstrate the willingness to devote time to the Association's responsibilities, including necessary homework and preparation.
- I. Be generally familiar with new technologies and how they are impacting the industry, such as the Internet, personal computers, and emerging MLS technologies.
- J. Serve on the Board of Directors' Review Panel, when asked.
- K. Shall serve on Committees as authorized by the Bylaws.
- L. Candidates for the Board of Directors are strongly encouraged to make an annual voluntary donation of at least \$148.00 (the true cost of doing business) and participate in the CAR political action fund(s).

1.5.5 DIRECTIVES FOR THE BOARD OF DIRECTORS

- A. Committee and task force items shall be channeled through the Chief Executive Officer to the Chairpersons.
- B. Staff items shall be channeled through the Chief Executive Officer.
- C. All members of the Board of Directors and Officers shall have electronic mail capability in order to be able to receive notices and information from the Association and Chief Executive Officer.
- D. Members of the Board of Directors, including all Officers, are encouraged to make an annual voluntary donation of at least \$148.00 (the true cost of doing business) and participate in the CAR political action fund(s).
- E. Telephonic communication to the Association's counsel or accountant shall be directed through the President and/or Chief Executive Officer unless otherwise directed by the Board of Directors.

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1.5.6 EXPENDITURES BY BOARD OF DIRECTORS

The Board of Directors shall administer the day-to-day finances of the Association. Unbudgeted capital expenditures in excess of one percent (1%) of the budgeted annual gross income may not be made by the Board of Directors unless authorized by a majority vote of the Budget and Finance Committee. However, unbudgeted expenditures required for the protection of capital assets or to respond to emergency situations may be approved by the Board of Directors. Capital expenditures are those expenditures for long term improvements chargeable to the capital asset account.

1.5.7 BOARD OF DIRECTORS PROFESSIONAL STANDARDS REVIEW PANEL

- A. Purpose: To review the recommendations issued by the Hearing Panel of the Professional Standards Committee and to hear matters which were heard by the Hearing Panel of the Professional Standards Committee when a Request for Review is filed. The purpose of the Board of Directors' Review Panel is defined in the CAR Code of Ethics and Arbitration Manual.
- B. Composition: The Board of Directors' Review Panel is composed of three Directors and one alternate Director appointed by the President on a case-by-case basis.
- C. Qualifications: A Director appointed to serve on the Board of Directors' Review Panel must meet each of the following qualifications during the year immediately prior to being appointed, at the time appointed, and during the term of service:
 - 1. Be licensed without any restriction by the DRE.
 - 2. Be in compliance with the Regulations of the Real Estate Commissioner.
 - 3. Not have been placed on probation by the DRE.
 - 4. Not have been sanctioned for a violation of the Code of Ethics within one year or have sanctions pending, or any ethics matter pending.

1.5.8 INSPECTION AND COPYING ASSOCIATION RECORDS

- A. Rights of Directors: In order to discharge their fiduciary duties, Directors generally have an absolute right, pursuant to Corporations Code, Section 1602, to inspect corporate books, records and physical properties of the Association, at any reasonable time, including the right to make copies or extracts of any such records or documents. Inspection may be demanded by the Board of Directors acting as a group, or by any Director individually, and may be conducted in person, or by agent or attorney. The Board of Directors shall make Association records available as required by California law.
- B. Rights of Members: Members of the Association are not fiduciaries and therefore do not have absolute inspection rights. The member's inspection rights depend on the type of records sought to be inspected and, in certain cases, on the purpose of the desired inspection. The validity of limitations on such inspection rights depends on the type of record sought to be inspected. The Board of Directors shall make Association records generally available only as required by California law, subject to the advice of Association counsel, as follows:
 - 1. Articles and Bylaws: The member's right of inspection of the Articles and Bylaws is absolute pursuant to Corporations Code Section 213, and may be exercised during office hours at the Association's principal executive office.
 - 2. Accounting Records: The member's right to inspect accounting books and records is more limited. Such records are open to inspection at the Association's principal office at reasonable times during business hours upon written demand showing a purpose reasonably related to such member's interests as a member of the Association, pursuant to Corporations Code Section 1601(a). The right to inspect does not extend to records not reasonably related to the proper purposes for which it is sought. The member's inspection right extends only to the "accounting" records of the Association. There is no statutory right to inspect other corporate records or physical property.
 - 3. Other Records and Properties: Unless otherwise required by California law, members have no statutory right to inspect the Association's contracts or correspondence, its loan documents, or leases, or the physical facilities or properties of the Association. The lack of a statutory inspection right does not, however, prevent a member inspection of other corporate records and properties under appropriate circumstances. California common law and/or statutory law inspection rights exist wherever a member can show a proper and reasonable purpose related to their interests as members.
 - 4. Privacy Protection: Personnel records of every kind are within the zone of constitutionally-protected privacy rights and are generally not to be subject to member inspection or copying.
 - 5. Member Files: Member files, including personal financial information, is within the zone of constitutionally-protected privacy rights and is not to be subject to member inspection or copying unless mandated by law or court process.