

## 2021 BYLAWS AMENDMENTS

### GREATER SAN DIEGO ASSOCIATION OF REALTORS®



**AMENDMENT TO THE BYLAWS  
OF  
SAN DIEGO ASSOCIATION OF REALTORS®.  
A California Nonprofit Mutual Benefit Corporation**

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**1.** The following resolutions amending the Bylaws of SAN DIEGO ASSOCIATION OF REALTORS®, a California Nonprofit Mutual Benefit Corporation (the “Corporation”), were approved by the Board of Directors of the Corporation on July 23, 2021, subject to the approval of the Members, which resolutions read as follows:

**WHEREAS**, The Bylaws Committee of the Board has reviewed the Bylaws and determined that revisions are required to conform the bylaws with various policies and procedures of the Corporation and applicable law; and

**WHEREAS**, the Board of Directors have reviewed the amendments provided for herein and determined that they are in the best interest of the Corporation and the Members; and

**WHEREAS**, Article XVI, Section 1 of the Bylaws of the Corporation provides for the amendment of the Bylaws by the Members; and

**WHEREAS**, the Board of Directors hereby submits this Amendment to the Shareholders for their approval in accordance with the Bylaws.

**NOW, THEREFORE, BE IT RESOLVED** that the Amended and Restated Bylaws of the Corporation are hereby amended as follows:

#### **ARTICLE III - JURISDICTION**

The first paragraph of ARTICLE III is hereby amended to delete the references to Coronado and East San Diego County and read in its entirety as follows:

The territorial jurisdiction\* of the Association as a member of the National Association of REALTORS® is all of San Diego County except those territories of other member Associations of the National Association of REALTORS® designated as North San Diego County, and Pacific Southwest Associations of REALTORS®, as delineated on the San Diego County Regional Base Map as approved by the National Association of REALTORS®.

## **ARTICLE IV – MEMBERSHIP**

**ARTICLE IV, Section E** is hereby amended to conform more closely with NAR and CAR guidelines and read in its entirety as follows:

E. **Members for Life.** Individuals who have served the Association notably and (i) have been a member in good standing for a period of not less than forty (40) years and continue to be members in good standing of the Association, State Association and National Association, and (ii) have obtained the age of seventy-five (75); and/or all Past Presidents of the Association. Local Association dues shall be deemed paid in full for life

## **ARTICLE V – QUALIFICATION AND ELECTION**

**ARTICLE V, Section 3. F.** is hereby amended to extend the Code of Ethics training cycle from two to three years and read in its entirety as follows:

F. **Continuing Member Code of Ethics Training.** Effective January 1, 2022 through December 31, 2024, and for successive three (3) year periods thereafter, each REALTOR® member of the Association, with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association, shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another Association, the State Association, the National Association, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the National Association from time to time. REALTOR® members who have completed training as a requirement of membership in another Association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any three (3) year cycle shall not be required to complete additional ethics training until a new three (3) year cycle commences.

Failure to satisfy this requirement shall be considered a violation of a membership duty for which REALTOR® membership shall be suspended. Failure to meet the requirement in any three (3) year cycle will result in automatic termination of membership for the first two months (January and February) of the year following the end of any three (3) year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

## **ARTICLE VI - PRIVILEGES AND OBLIGATIONS**

**ARTICLE VI, Section 13** is hereby amended to extend the Association's anti-harassment policy to all Association and MLS personnel and read in its entirety as follows:

**Section 13. Harassment.** Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of any Association or MLS (including a subsidiary of either) employee, Officer, Director, committee member or volunteer, or any other representative and/or personnel in the performance of their duties and obligations on behalf of the Association and/or MLS ) (or subsidiary), after an investigation in accordance with the procedures of the Association, in accordance with all applicable Association and/or MLS policies, procedures, rules, regulations and guidelines and/or applicable law. As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision on the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and President-Elect and/or Vice President and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the Association. Disciplinary action may include any sanction authorized in the association's code of Ethics and Arbitration Manual. If the complaint names the President, President-Elect or Vice President, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.

## **ARTICLE XI - DIRECTORS AND OFFICERS**

**ARTICLE XI, Section 1. B. (1) – (5)** are hereby amended to read in their entirety as follows:

**B. Number and Qualification of Directors.** The composition of the entire Board of Directors shall be computed as follows and composed of the following twenty-seven (27) members, elected by the Board of Directors and/or membership as indicated below:

(1) The President, President-Elect, Vice-President, Treasurer, and the two Immediate Past Presidents of the Association, collectively known as "the Officers" and shown in order of rank; and

(2) One representative of the commercial Division, to be either the President of the Commercial Division Executive Committee or that

individual's designee, to be elected by and with the approval of the Commercial Division and Association Executive Committees, as provided herein.

(3) One representative of each subsidiary of the Association and/or MLS, to be either the President/Manager of the subsidiary or other designee, with the approval of the Association Executive Committee; and

(4) The remaining Directors elected from the REALTOR® members of the Association, who are members in good standing, to be elected by the members;

(5) To be eligible for the position of director of the Association, prior to the effective date of office, a member:

(a) must have been a REALTOR® member of the Association for a minimum of two (2) full calendar years of the last three (3);

(b) must have served a minimum of at least two (2) full calendar years of the last three (3) as a member of a standing committee; and

(c) Must meet and satisfy all qualifications and requirements to be a director as set forth and described in the Board of Directors Format, job description and the Association Role, Qualifications and Duties of the Board of Directors adopted by the Association as may be amended and in effect from time to time.

**ARTICLE XI, Section 1. C. 2** is hereby amended to read in their entirety as follows:

(2) The Officers and Directors appointed and elected under Section B.1, 2 and 3 above, shall serve one-year terms, except for the Treasurer who shall be elected by the Board of Directors and shall serve a term of two (2) consecutive years. The Directors to be elected under Section B. 4 above, shall serve two-year terms, their terms to be staggered so that one-half will be elected each year.

**ARTICLE XI, Section 1. D** is hereby amended to read in its entirety as follows:

D. **Vacancies.** Vacancies among the Officers and the Board of Directors shall be filled by appointment of the President with approval of the Board of Directors. A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of death, by election to another office, resignation or removal of any Director, or if the authorized number of Directors be increased. <sup>14</sup> The members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board of Directors or the members shall have the power to elect a successor to take office when the resignation is to become effective; provided that Officers may only be elected by the Board of Directors. No reduction of the authorized number of

Directors shall have the effect of removing any Director prior to the expiration of her/his term of office.

**ARTICLE XI, Section 1. E. 3.** is hereby amended to read in its entirety as follows:

(3) Incapacity. In the event that an Officer or Director is deemed to be incapable of fulfilling the duties upon which he/she is elected due to "Disqualification" or "Incapacity", as determined in accordance with Association, rules, regulations, policies and procedures adopted and from time to time amended and in effect, but will not resign from office voluntarily, such Officer or Director may be removed from office under the following procedure:

(a) A petition requesting the removal of any member of the Board of Directors shall specifically set forth the reason(s) that officer or director is deemed to be disqualified from further service.

(i) Such petition requesting the removal of a Director (a "Director Petition") shall be signed by not less than 5% of the eligible voting membership of the Association, or a vote of two-thirds (2/3) of the authorized number of Directors and shall be filed with the President. If the President is the subject of the petition for removal, such petition shall be filed with the President-Elect.

(ii) Such petition requesting the removal of an Officer (an "Officer Petition") shall be signed by not less than two-thirds (2/3) of the authorized number of directors and shall be filed with the President. If the President is the subject of the petition for removal, such petition shall be filed with the President-Elect. Any removal of an Officer shall only be voted on and made by the Board of Directors, in accordance with Association, rules, regulations, policies and procedures adopted and from time to time amended and in effect,

(b) Upon receipt of a Director Petition, and subject to delivery of proper notice as provided in Section (3) (c) below, not less than thirty (30) days or more than seventy-five (75) days thereafter, a special election of the eligible voting membership of the Association shall be held. The sole purpose of the election shall be to decide whether or not the director shall be deemed Disqualified or Incapacitated and removed from office.

(c) The special election shall be noticed to the eligible voting membership of the Association at least thirty (30) days prior to the election and shall be conducted by the President of the Association. If the President is the subject of the special election, the President-Elect shall conduct the special election. A two-thirds vote of members casting votes shall be required for removal from office. The removal date shall be deemed effective upon ratification of the Board of Directors.

**ARTICLE XI, Section 1.J.** is hereby amended to read in its entirety as follows:

J. **Action by Consent.** Any action required or permitted to be taken by this Board of Directors may be taken without meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

**ARTICLE XI, Section 2.A.** is hereby amended to read in its entirety as follows:

A. **Officers.** The Officers of the Association shall be the President, who shall be the person who was the President-Elect during the preceding year, the President-Elect, the Vice President, the Treasurer, the two most recent Immediate Past Presidents, and the Executive Vice President who may also be the Secretary.

**ARTICLE XI, Section 2.B.** is hereby amended to read in its entirety as follows:

B. **Qualifications.** To be eligible for an officer position of the Association, the person must have completed two (2) full years of service on the Board of Directors prior to the year for which he or she is nominated for office.

**ARTICLE XI, Section 2.C.2** is hereby amended to read in its entirety as follows:

Officer candidates who are determined to meet the qualifications will be presented to the Board of Directors for acceptance as candidates at the June Board of Directors meeting. All candidates who have been accepted by the Board will then have approximately thirty (30) days to run for office until the July Board of Directors meeting.

**ARTICLE XI, Section 2.H** is hereby amended to read in its entirety as follows:

H. **President.** The President shall be the Chair of the Board of the Association and shall, subject to the direction of the Board of Directors, have general supervision, direction and control of the business and meetings of the members and all meetings of the Board of Directors. The President shall be an ex-officio non-voting member of all committees and shall have such other powers and duties as may be prescribed by the Board of Directors, Association policies and job descriptions or the Bylaws. The President is the spokesperson for the Association. Spokesperson authority may be given to other Directors, Officers, or staff by the President according to policy established by the Association. The President may appoint Presidential Advisory Groups.

## **ARTICLE XVI – AMENDMENTS**

### **Section 2. Power of Directors**

H. **Term Extension.** The Board of Directors shall only suspend any future election or appointment with a super-majority vote in the event of a world-wide crisis defined as one which has been deemed to cause global health and safety concerns, and has resulted in mandated stay-at-home orders and the shutdown of local, state, and national economies, that such suspension will be the only way to preserve and protect the associations strategic direction, financial health and wellbeing of the Association.