**Notice of C.A.R. Bylaws Amendments:** This serves as official notice and information related to the proposed amendments to the C.A.R. Bylaws to be voted on by the Board of Directors at its upcoming January 28-29, 2010, meeting, in San Diego, at the San Diego Grand Hyatt.

There are two substantive amendments for the Directors' consideration. The first proposed amendment clarifies that if a member of the Nominating Committee breaches confidentiality, nondisclosure or conflict of interest policies of that Committee, that they will not be eligible to serve as a Chair or Vice Chair for at least a year and they will not be eligible to serve on any committee for a year after there has been a finding of violation.

The second proposed amendment updates the name of the Executive Vice President to Chief Executive Officer to conform his title and role in the Association with practical realities and also to be on a par with other State and National Executives in the same role. Other bylaws changes allows for an appointment of assistant secretaries. For the full text of the amendments please see below.

The additions are shown underlined and the deletions shown stricken.

## **Amendment #1 - Penalty for Breach of Confidentiality by Nominating Committee Members**

### **ARTICLE VIII - COMMITTEES AND THEIR DUTIES `**

### Section 3. Criteria for Chair, Vice Chair and Committee members and Task Forces.

Chairmen and vice chairmen shall be, and remain during their service as chairs and vice chairs, REALTOR® or REALTOR-ASSOCIATE® members except that Association Executives of Member Boards may be appointed to be chair and vice chair of the Association Executives Committee. Committee Chairmen must have served either as Directors or members of the subject committee, or any combination thereof, for any two of the preceding five years. In making these appointments, the President shall give primary consideration to current or previous members of the respective committee. No person is eligible to be appointed as a chair or vice chair or member of any type of committee, subcommittee, forum, or task force if they have been found to have violated the confidentiality, nondisclosure, or conflict of interest policies of the Nominating Committee. A determination of such a finding shall be done by the Nominating Committee Leadership, or their designees, in accordance with a process approved by Association counsel. The determination shall specify the time such person shall be ineligible for such an appointment, which shall be (a) a minimum of one year of ineligibility for appointment to chair or vice chair and (b) one year of ineligibility for appointment to committees and task forces.

# Amendment #2 – Updating Terminology of Executive Vice President to Chief Executive Officer and Clarifying Updates as to Conform to Practice

Throughout the entire bylaws, in each place where the term "Executive Vice President/State Secretary" occurs, the proposed bylaws amendment will replace the term with "Chief Executive Officer/State Secretary." The replacement of terms occurs in the following sections: Article II §11, Article V §9.2(d), Article VI 1.1, 1.2, 1.3, 5, 5.1, 5.2, 5.3, 6.2, 6.3, 8, 9, Article VII § 2, 2.3, Article VIII § 9.

In addition to the global change of terminology, clarifying amendments are also being proposed as follows:

### **ARTICLE VI - OFFICERS**

Section 1. Officers.

1.1 **Number of Officers**. The officers of the Association shall be as follows: President, President-elect, Chief Executive Officer-Vice President/State Secretary, and Treasurer.

#### Section 4. **President-elect.**

- 4.1 The President-elect shall have served as President of a Member Board and shall have been a Member of the Board of Directors for at least two full terms, with a good attendance record, prior to the commencement of the term to which elected.
- 4.2 It shall be the duty of the President-elect to serve as advisor to the staff under the direction of the President.—The President-elect shall perform the duties of the President in the event of absence or disability of the President and shall perform such other duties as may be enjoined upon the President-elect by the Board of Directors. The President-elect shall automatically succeed to the presidency as long as such person remains qualified under this Article VI.

### Section 5. Chief Executive Officer-Vice President/State Secretary.

- 5.1 The <u>Chief</u> Executive <u>OfficerVice President/State</u> Secretary shall be the chief administrative officer of the Association <u>and shall serve as head of staff and have supervision of the entire staff</u>. It shall be the duty of the <u>Chief</u> Executive <u>OfficerVice President/State</u> Secretary to administer the business of the Association subject to the approval of the President and Board, and to perform all duties attendant with the office including but not limited to the following:
- (a) Subject to Article VI, to select and remove all other staff officers, employees and agents of the corporation, <u>including assistant secretaries of the corporation</u>, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of

Incorporation, or the Bylaws, and, subject to the approval of the Officers pursuant to Article VI, Section 2, fix their compensation.