

VOTING ITEMS

November 30, 2016



THE FOLLOWING ITEMS WILL BE PRESENTED TO THE GENERAL MEMBERSHIP FOR APPROVAL AT THE NOVEMBER 30, 2016 ANNUAL ELECTION MEETING:

VOTING ITEM #1 - RAHB Dues Late Payment Process

Explanation

If you follow the Bylaw as written members are automatically suspended and terminated if their dues are not paid within five (5) days. Staff has implemented a revised process that includes an email notification to the individual followed by an email to the Broker of Record, a letter to the Broker and a personal phone call. This gives the Broker and the member adequate warning that dues are overdue and that the member's account may be suspended. Following this process has decreased the number of members who are suspended each quarter and has increased member and Broker satisfaction. The proposed bylaw change allows for flexibility to continue with the new process.

IT IS RECOMMENDED THAT RAHB BYLAW ARTICLE 4 - FEES AND DUES, SECTION 3.01 BE AMENDED AS FOLLOWS:

PRESENT	PROPOSED
<p>3.01 If a Member's dues are not paid by the due date stipulated, the Multiple Listing Services to that Member shall be withdrawn immediately (for the purposes of this Article, such Member hereinafter called the "Defaulting Member") and the Chief Executive Officer shall send that Defaulting Member a letter by registered mail or personal delivery (or by courier) requiring that the outstanding amount be paid to the Association within 5 days from date of letter, and advising that if it is not paid by such date the Defaulting Member's Membership in the Association shall be terminated without further notice.</p>	<p>3.01 If a Member's dues are not paid by the due date stipulated, the Multiple Listing Services to that Member may be withdrawn immediately (for the purposes of this article, such Member hereinafter called the "Defaulting Member") and the Chief Executive Officer shall send that Defaulting Member a letter by registered mail, email or personal delivery (or by courier) requiring that the outstanding amount be paid to the Association within 5 days from date of this notification, and advising that if it is not paid by such date the Defaulting Member's Membership in the Association shall be terminated without further notice.</p>

VOTING ITEM #2 – Notice Period for Candidate Slate to Member

Explanation

If there are only sufficient candidates to fill the vacancies, the election meeting may not be necessary. Removing the words “at such meeting” would allow flexibility with scheduling the meeting.

Currently the RAHB Bylaws requires fourteen (14) days for the final slate of candidates to be distributed to the members. With advances in technology, the material can now be prepared faster. This change would also be consistent with the notice for all other membership meetings outlined in the RAHB Bylaw where the notice to receive information is ten (10) days prior to the meeting.

Review of Corporations Act has found that ten (10) days would be in compliance.

IT IS RECOMMENDED THAT BYLAW ARTICLE 5, SECTION 7.01 AND 7.03 BE AMENDED AS FOLLOWS:

PRESENT	PROPOSED
<p>7.01 Each year there shall be a meeting, if required, of the Members at a place and time to be determined by a resolution of the Directors, for the purpose of electing the Board of Directors (the "Election Meeting").</p> <p>If an election is not required, the President at the Election Meeting shall declare by acclamation the person(s) nominated as elected at such meeting.</p> <p>7.03 The Chief Executive Officer shall forward, with the notice of the Election Meeting, an invitation for nominations for Director.</p> <p>a) Nominations may be made by filing a written nomination for the Member so nominated, with the Chief Executive Officer, endorsed by two (2) Voting Members of the Association, together with the written consent of the Member so nominated.</p> <p>b) Nominations will be received up to 4:30 p.m. thirty (30) days prior to the date of the meeting.</p> <p>c) At least fourteen (14) days prior to the date of the Election Meeting, the Chief Executive Officer shall send all Members entitled to vote at the Meeting, a copy of such additional nominations.</p>	<p>7.01 Each year there shall be a meeting, if required, of the Members at a place and time to be determined by a resolution of the Directors, for the purpose of electing the Board of Directors (the "Election Meeting").</p> <p>If an election is not required, the President at the Election Meeting shall declare by acclamation the person(s) nominated as elected at such meeting.</p> <p>7.03 The Chief Executive Officer shall forward, with the notice of the Election Meeting, an invitation for nominations for Director.</p> <p>a) Nominations may be made by filing a written nomination for the Member so nominated, with the Chief Executive Officer, endorsed by two (2) Voting Members of the Association, together with the written consent of the Member so nominated.</p> <p>b) Nominations will be received up to 4:30 p.m. thirty (30) days prior to the date of the meeting.</p> <p>c) At least ten (10) days prior to the date of the Election Meeting, the Chief Executive Officer shall send all Members entitled to vote at the Meeting, a copy of such additional nominations.</p>

VOTING ITEM #3 – Composition of the Board of Directors

Explanation

In November 2015 membership approved a change to the RAHB Bylaw to eliminate the appointment of the Regional Commercial Network member to the Board of Directors. This change effectively reduced the Directorate by one.

It is further recommended that the number of Brokers remain at three (3); however, only one is required to be a Broker of Record / Manager.

These changes would be effective for the 2018 Board of Directors.

IT IS RECOMMENDED THAT RAHB BYLAW ARTICLE 6, SECTION 1.02 BE AMENDED AS FOLLOWS:

PRESENT	PROPOSED
<p>1.02 The Board of Directors shall consist of twelve (12) Directors; ten (10) elected by the Membership and two (2) appointed as follows:</p> <ul style="list-style-type: none">(i) President-Elect who shall be appointed to the position of President, as of right;(ii) The outgoing President shall remain a Director and shall assume the office of Immediate Past President, as of right.	<p>1.02 The Board of Directors shall consist of eleven (11) Directors; nine (9) elected by the Membership and two (2) appointed as follows:</p> <ul style="list-style-type: none">(i) President-Elect who shall be appointed to the position of president, as of right;(ii) The outgoing President shall remain a Director and shall assume the office of Immediate Past President, as of right.
<p>Of the twelve (12) Directors referred to above, three (3) Directors must be Brokers who are either Brokers of Record or Managers.</p>	<p>Of the eleven (11) Directors referred to above, there must be a minimum of three (3) Brokers, one of whom must be a Broker of Record/Manager.</p>

VOTING ITEM #4 – Qualification of Director Candidates

Explanation

Each year the Nomination Committee reviews the requirements for Director Candidates. The RAHB Bylaw indicates the member must be in good standing for two (2) years with the Association, however it doesn't state within what timeframe. In order for a candidate to be knowledgeable about the current Association, the candidate should be a member of RAHB for at least 2 years immediately preceding their nomination as a Director candidate.

IT IS RECOMMENDED THAT BYLAW ARTICLE 6, SECTION 2.01 BE AMENDED AS FOLLOWS:

PRESENT	PROPOSED
<p>2.01 Every Director prior to taking office must:</p> <ul style="list-style-type: none">• have been a Member of organized real estate for at least three (3) years, and a Member in good standing of this Association for two (2) years,	<p>2.01 Every Director prior to taking office must:</p> <ul style="list-style-type: none">• have been a Member of organized real estate for at least three (3) years, and a Member in good standing of this Association for two (2) years immediately preceding their nomination,

VOTING ITEM #5 – Requirements for Officers of the Board

Explanation

There have been Directors return to the Board who were previously senior officers. When there are insufficient candidates to fill the role of President-Elect, this provision would allow those individuals to run for office providing these candidates have experience on the Board within the past five (5) years, have chaired a committee and have also completed their term.

IT IS RECOMMENDED THAT BYLAW ARTICLE 6, SECTION 7.03 BE AMENDED AS FOLLOWS:

PRESENT	PROPOSED
<p>7.03 In order to be eligible for the Office of President-Elect, prior to taking office, a candidate must have served a minimum of two (2) full years prior to taking office, as a Director of the Association, in the immediate preceding years prior to the election for President-Elect, unless there are insufficient eligible Directors, then a candidate, prior to taking office, must have served a minimum of one (1) year as a Director of the Association.</p>	<p>7.03 In order to be eligible for the Office of President-Elect, prior to taking office, a candidate must have served a minimum of two (2) full years as a Director of the Association, in the immediate preceding years prior to the election for President-Elect; or one full year for any previous President, President-Elect, Vice President or Past President who has served on the Board of Directors in the previous five (5) years, having completed their term and chaired a Board committee.</p> <p>If there are no candidates who meet the above criteria, then a candidate, prior to taking office, must have served a minimum of one (1) year as a Director of the Association.</p>

VOTING ITEM #6 – Title Change President to Chair

Explanation

Following the motion as approved by the general membership in November 2015 will put RAHB in non-compliance with the OREA Standard Board Bylaw; therefore the recommendation is that the title of President be changed to Chair and implemented when practicable. Without this qualification the change would have to occur immediately.

**IT IS RECOMMENDED THAT PRESIDENT BE CHANGED TO CHAIR THROUGHOUT THE RAHB BYLAW,
TO ENACT SAID CHANGE AS SOON AS PRACTICABLE.**

VOTING ITEM #7 – Timing of Election for President-Elect

Explanation

In the past the two bylaws in Article 6, section 1.03 and 7.02 have presented a conflict regarding when the meeting should actually take place.

By removing section 1.03 from the RAHB Bylaw, the election of President-Elect would not be required to occur immediately following the Annual Election Meeting. The recommended changes to 7.02 allow for the meeting to take place any time after the Annual Election meeting and prior to December 31 each year.

**IT IS RECOMMENDED THAT RAHB BYLAW ARTICLE 6 – BOARD OF DIRECTORS,
SECTION 1.03 AND 7.02 BE AMENDED AS FOLLOWS:**

PRESENT	PROPOSED
<p><i>Section 1 - Board of Directors</i></p> <p>1.03 Immediately following the Annual Election Meeting, the newly elected Board of Directors will elect the President-Elect for the ensuing year.</p> <p>7.02 The Incoming Board of Directors at a special meeting following the Election Meeting shall appoint the current President-Elect to the position of President for the following year. At that meeting the incoming Board of Directors shall elect the President-Elect. The meeting shall be held under the chairmanship of the outgoing Past President or their designate. Such designate shall be a Past President. Provided that in default of such election the then incumbents being Members of the Association shall hold office until their successors are elected. The other Officers of the corporation need not be Members of the Board of Directors and the employment of all Officers shall be settled from time to time by the Association.</p>	<p>TO BE DELETED</p> <p>7.02 The incoming Board of Directors at a special meeting to be held following the Election Meeting and prior to December 31st in the current year shall appoint the current President-Elect to the position of President for the following year. At that meeting the incoming Board of Directors shall elect the President-Elect. The meeting shall be held under the chairmanship of the outgoing Past President or their designate. Such designate shall be a Past President. Provided that in default of such election the then incumbents, being members of the Association, shall hold office until their successors are elected. The other Officers of the corporation need not be Members of the Board of Directors and the employment of all Officers shall be settled from time to time by the Association.</p>

VOTING ITEM #8 - Amendments to RAHB Rules and Regulations

Explanation

To follow the RAHB Bylaw as it's currently written the change is effective immediately. This does not provide the opportunity to communicate the changes with the members. This amendment will provide the opportunity to communicate all changes to the members with an appropriate implementation date.

**IT IS RECOMMENDED THAT RAHB BYLAW ARTICLE 6,
SECTION 17.01 - RULES AND REGULATIONS BE AMENDED AS FOLLOWS:**

PRESENT	PROPOSED
THE DIRECTORS MAY PASS RULES RELATING TO THE BUSINESS AND AFFAIRS OF THE ASSOCIATION, PROVIDED THAT SUCH ARE NOT INCONSISTENT WITH THIS BYLAW. SUCH RULES, AS WELL AS ANY AMENDMENTS THE DIRECTORS MAY MAKE TO THE EXISTING RULES, PROVIDED SUCH AMENDMENTS ARE ALSO NOT INCONSISTENT WITH THIS BYLAW, SHALL IMMEDIATELY COME INTO FORCE AND APPLY TO THE ASSOCIATION AND ALL MEMBERS.	THE DIRECTORS MAY PASS RULES RELATING TO THE BUSINESS AND AFFAIRS OF THE ASSOCIATION, PROVIDED THAT SUCH ARE NOT INCONSISTENT WITH THIS BYLAW. SUCH RULES, AS WELL AS ANY AMENDMENTS THE DIRECTORS MAY MAKE TO THE EXISTING RULES, PROVIDED SUCH AMENDMENTS ARE ALSO NOT INCONSISTENT WITH THIS BYLAW, SHALL IMMEDIATELY COME INTO FORCE AND APPLY TO THE ASSOCIATION AND ALL MEMBERS

VOTING ITEM #9 – Arbitration Committee Composition

Explanation

RAHB follows the OREA Basic Board Bylaw (revised 2013) for Arbitration, Discipline and Professional Standards. For many years RAHB has appointed twelve (12) members to the Arbitration Committee. In the OREA Basic Board Bylaw they do not mandate a specific number for the committee; each board/association may determine the number that is appropriate for them.

It can be difficult to fill the committee composition with the current requirement for twelve (12) members. On reviewing the activity of the Arbitration Committee in the past five (5) years there were nine (9) complaints received, however that resulted in only one (1) hearing being required. Members are often appointed to this committee and never participate on a hearing panel.

IT IS RECOMMENDED THAT RAHB BYLAW ARTICLE 8 – ARBITRATION SECTION 2 – COMMITTEE BE AMENDED AS FOLLOWS:

PRESENT	PROPOSED
THE ARBITRATION COMMITTEE SHALL CONSIST OF NOT LESS THAN TWELVE (12) MEMBERS WHO SHALL BE BROKERS, PROVIDED THAT NOT MORE THAN ONE (1) BROKER EMPLOYED BY A BROKERAGE MAY SIT ON THE ARBITRATION COMMITTEE AT THE SAME TIME AS ANY OTHER BROKER EMPLOYED BY THE SAME BROKERAGE.	THE ARBITRATION COMMITTEE SHALL CONSIST OF NOT LESS THAN TWELVE (12) <u>SEVEN (7)</u> MEMBERS WHO SHALL BE BROKERS, PROVIDED THAT NOT MORE THAN ONE (1) BROKER EMPLOYED BY A BROKERAGE MAY SIT ON THE ARBITRATION COMMITTEE AT THE SAME TIME AS ANY OTHER BROKER EMPLOYED BY THE SAME BROKERAGE.

VOTING ITEM #10 – Audit and Finance Committee

Explanation

Currently not all members on the Audit Committee are involved in finance related activities at the association during the fiscal year leading up to the audit. Therefore, the committee members were dealing with matters from a "blind perspective", putting ultimate faith in the auditor to conduct the review appropriately, when in fact the committee's main role is to oversee the work of the auditor and challenge and test the process and findings as appropriate.

The committee should sit for the entire fiscal year to oversee monthly financial reporting, to ensure the committee members are fully equipped with the information they need to oversee the work of the auditor. Selecting the appropriate members of the committee comprised of experienced, financially literate individuals who have dealt with auditors in the past ensures that appropriate oversight at both management and the auditor occurs.

Companies employing leading governance practices will also have a committee focused on business risks, whether they are financial, regulatory, environmental or other. Often a singular Audit/Finance/Risk Committee takes on this additional risk role, because the skill set of the members of that committee also tend to be very analytical.

**IT IS RECOMMENDED THAT RAHB BYLAW ARTICLE 4 - FEES & DUES, SECTION 3;
ARTICLE 7, SECTION 1.01 AND THE DUES AND FEES SCHEDULE BE AMENDED AS FOLLOWS:**

PRESENT	PROPOSED
<p>3.03a) When a Member's services have been suspended in accordance with Section 3.01 or 3.02 of this Article, re-instatement of the Member's services may be granted upon the payment of all accounts, plus interest and the applicable processing fee applied. An applicable credit limit will be placed on such Member's account for 6 months after re-instatement of services; the amount will be determined by the Finance Committee Chairman and/or Chief Executive Officer.</p>	<p>3.03a) When a Member's services have been suspended in accordance with Section 3.01 or 3.02 of this Article, re-instatement of the Member's services may be granted upon the payment of all accounts, plus interest and the applicable processing fee applied. An applicable credit limit will be placed on such Member's account for 6 months after re-instatement of services; the amount will be determined by the Audit, Finance & Risk Committee Chairman and/or the Chief Executive Officer.</p>
<p>b) When a Member's services have been terminated in accordance with Section 3.01 or 3.02 of this Article, re-instatement of the Member's services may be granted upon the payment of all accounts, plus interest and a penalty levied equal to 10% of the outstanding balance with a minimum amount being \$100.00. An applicable credit limit will be placed on such Member's account for one year after re-instatement of services. The amount to be determined by the Finance Committee Chairman and/or Chief Executive Officer.</p>	<p>b) When a Member's services have been terminated in accordance with Section 3.01 or 3.02 of this Article, re-instatement of the Member's services may be granted upon the payment of all accounts, plus interest and a penalty levied equal to 10% of the outstanding balance with a minimum amount being \$100.00. An applicable credit limit will be placed on such Member's account for one year after re-instatement of services. The amount to be determined by the Audit, Finance & Risk Committee Chairman and/or the Chief Executive Officer.</p>

PRESENT

PROPOSED

3.04 If a Brokerage defaults and if the amount owed is not paid within three (3) days of receipt by the Defaulting Member of the letter described in Sections 3.01 or 3.02 above, the Chief Executive Officer may, if so directed by the President and/or **Finance Committee Chairman**, send a copy of such letter to all Members (the "Affected Members") shown in the records of the Association to be employed by the Defaulting Member. The provisions of this Sub-section and the sending of copies of the such second letter to those Affected Members is for information purposes only and does not in any way change the provisions or the effect of any other section of this Article 4.

3.04 If a Brokerage defaults and if the amount owed is not paid within three (3) days of receipt by the Defaulting Member of the letter described in Sections 3.01 or 3.02 above, the Chief Executive Officer may, if so directed by the President and/or **Audit, Finance & Risk Committee Chairman**, send a copy of such letter to all Members (the "Affected Members") shown in the records of the Association to be employed by the Defaulting Member. The provisions of this Sub-section and the sending of copies of the such second letter to those Affected Members is for information purposes only and does not in any way change the provisions or the effect of any other section of this Article 4.

RAHB Bylaw Article 7 - Committees and Task Forces, Section 1 - Committees

1.01 The Board of Directors has the authority to appoint committees from time to time; and shall appoint the following committees, with the exception of the Past President's Advisory Committee.

Board Committees

The board committees guide the Board of Directors on good board governance and strategic leadership. They report directly to the Board of Directors.

Audit Committee

Finance Committee

- Governance & Bylaw Committee
- MLS® Committee
- Nomination Committee

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Audit, Finance & Risk Committee

Finance Committee

- Governance & Bylaw Committee
- MLS® Committee
- Nomination Committee

RAHB Bylaw - Dues and Fees Schedule

Fines for Non-Registering / Late Registration
The following policy will apply for non-registration / late registration applications:

- first offense a letter of warning, fine waived;
- second offense a fine of \$200;
- third offense a fine of \$400
- all subsequent offenses a fine of \$500

Should a member dispute a fine they can appeal the decision to the **Finance Committee**.

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- second offense a fine of \$200;
- third offense a fine of \$400
- all subsequent offenses a fine of \$500

Should a member dispute a fine they can appeal the decision to the **Audit, Finance & Risk Committee**.