

Board of Directors Minutes
Cape Fear REALTORS®
1826 Sir Tyler Drive

Attending:	Rick Best	Jamie Lynn Crist	Danica Fletcher	Fred Gainey
	Tom Gale	Tony Harrington	Nilesh Jethwa	Mark Johnson
	Kevin McKoy	Georgina Mein	Steve Mitchell	Sherri Pridgen
	Cynthia Remahl	Ea Ruth	David Small	Craig Yarboro
Staff	Jo Anna Edwards			
Absent				

President Sherri Pridgen called the meeting to order at 9:00 AM. All directors received notice of the meeting. Sherri Pridgen requested a moment of silence for devastation across the nation and Kevin McKoy led the Pledge of Allegiance. On a motion duly made, seconded and carried the consent agenda was approved. (attached)

Chuck Earney with Earney & Company reviewed the 2018 Consolidated Financials with the directors.

Craig Yarboro reported the New Member Orientation has been revamped to be only one (1) full day. (See policy below)

By consensus the Board of Directors approved:

1. New Member Orientation Policy Revision:

Regular or Designated REALTOR® Orientation

Applicants are required to ~~complete the on-line Orientation within thirty (30) days from the date the email is sent notifying them that the application has been received. As part of completing Orientation, the applicant must attend the next available New Member Orientation Reception.~~ Staff is to notify the member and their Designated REALTOR® about the policy for non-attendance which is:

1. Staff shall charge a fifty-dollar (\$50) fee to the member who has been scheduled to attend the New Member **Orientation Reception** but does not attend absent extreme circumstances (death or serious illness of a family member, personal hospitalization, etc.).
2. Staff shall reschedule the member for the next New Member **Orientation Reception**. Failure to attend will result in termination of all services.

John Lennon reported on behalf of the Sir Tyler Managers.

Tyler Newman, Sam Franck, Brian Eckel and Hill Rogers addressed the directors on behalf of the Builders Alliance for a Sound Economy (BASE).

On a motion duly made, seconded and carried the directors approved Cape Fear REALTORS® Bylaws Revisions.

NOTE: The first occurrence of a change is **boldfaced-underlined-highlight**; thereafter, blue font

ARTICLE XI - OFFICERS AND DIRECTORS

Section 1. Officers

- a) The officers of CFR shall be a:
 1. President;
 2. President Elect (**who shall also serve as President of the Cape Fear REALTORS® MLS, Inc.**);

3. Vice President. ~~(who shall Chair the Finance Committee). Secretary~~
- b) **Application and Qualification for Vice President** an officer position must **All applicants for Vice President shall:**
 - ~~1.~~ **complete an application agreeing to both a criminal background check and an inquiry to the appropriate regulatory agency for each license they hold;**
 2. have been a REALTOR® for at least two years prior to taking office; **and must**
 3. have served on the Board of Directors within the last five years.
- c) **Election** **The Board of Directors shall elect the Vice President.**
- d) **Terms** All officers shall serve a one-year terms.
- e) **Initial and Continuing Qualification** All Officers shall complete the Orientation for the Board of Directors **and shall sign the Service Statement** prior to being installed as an Officer. In order to remain an Officer each shall complete on an annual basis the Orientation for the Board of Directors **and shall sign the Service Statement if it is amended.**
- f) **Succession and Vacancy** The President-Elect shall automatically succeed to the office of the President. The Vice President shall automatically succeed to the office of the President-Elect. **In the event any officer is unable to serve,** the Board of Directors shall fill the vacancy by a simple majority vote. ~~If the office of the President-Elect becomes vacant, the Vice President may become the President-Elect and perform the duties of both offices and, thereby, no vacancy is created for the office of the Vice President.~~
- g) **Section 2. — Duties of Officers** The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors and as specified in the Policy and Procedure Manual.

Section 2. REALTOR®-Elected Directors. **REALTOR® Members** shall elect six **REALTOR®-Elected Directors (“Directors” in this Section 2)** to serve staggered three-year terms. ~~As many~~ Directors shall be elected each year as are required to fill vacancies unless the vacancy is filled by the Board of Directors as described below in **Section 2(a)6**. No director shall serve for more than two consecutive terms.

- a) **Application and Qualification**
 1. At least six (6) months before the annual election, a Recruiting/Certifying Committee of five REALTOR® Members shall be appointed by the President. The Recruiting/ Certifying Committee shall select at least one but no more than three candidates for each ~~office or for each~~ **Director** position ~~created by a vacancy which was not filled by the Board of Directors.~~ The Committee shall not submit the name of any REALTOR® so as to permit more than three REALTORS® from the same firm to serve on the Board of Directors (“firm” is defined as an entity whose owners are the same or substantially the same). The Recruiting/Certifying Committee shall send notice to the REALTOR® members setting forth the time, place, and other pertinent conditions of the meeting to elect those so noticed on a date at least twenty (20) days prior to the proposed meeting;
 2. **All applicants shall complete an application agreeing to both a criminal background check and an inquiry to the appropriate regulatory agency for each license they hold;**
 3. Applicants for Director must have been a REALTOR® for at least two years prior to taking office.
 4. **Election** Voting for selection of nominees shall be by a secret ballot administered through an Internet voting program. The ballot shall contain the names of all candidates and the **offices length of term** for which **each is** nominated. The election ~~of officers and directors~~ shall be by plurality vote. On-line voting shall close just prior to the Annual Meeting. In case of a tie vote, the issue shall be determined by lot. The president shall inform the membership of the results of the balloting.
 5. **Initial and Continuing Qualifications** All Directors shall complete the Orientation for the Board of Directors and **shall sign the Service Statement** prior to being installed as a Director. In order to remain a Director each shall complete on an annual basis the Orientation for the Board of Directors **and shall sign the Service Statement if it is amended.**

6. **Vacancy** If a vacancy arises for any elected ~~or appointed~~ position, then said vacancy may be filled by a simple majority vote of the Board of Directors.

Section 3. Executive Roundtable. Two Executive Roundtable Directors ("**Roundtable Director**") shall be elected to staggered two-year terms by the Executive Roundtable subject to the following provisions:

- a) The members of the Executive Roundtable shall be limited to those REALTOR® owners/managers who hold primary or secondary membership in CFR;
- b) Whose firms represent 66% of the total licensees found in all branch offices (where the licensee is either a primary REALTOR® Member of CFR or where the licensee is included in the Designated REALTOR® member's dues paid to **CFR this Association**) as of January 1 of each year
- c) Where several firms would qualify for the last position on the committee, such position(s) will be determined by lot(s) drawn by the Past President in the presence of the CEO.
- d) Each firm shall be entitled to only one vote.
- e) The top five firms shall elect one director; the remaining firms shall elect the other director;
- f) Each **Roundtable** Director must be a REALTOR® principal, or a REALTOR® manager, as evidenced by being the Broker-In-Charge, from among the members of the Executive Roundtable;
- g) **Each applicant shall complete an application agreeing to both a criminal background check and an inquiry to the appropriate regulatory agency for each license they hold;**
- h) The election would be held no later than the annual meeting;
- i) **Initial and Continuing Qualifications** Each **Roundtable** Director shall complete the Orientation for the Board of Directors and **shall sign the Service Statement** prior to being installed as a Director. In order to remain a **Roundtable** Director, each Director's firm must remain on the Executive Roundtable and each **Roundtable** Director shall complete on an annual basis the Orientation for the Board of Directors **and shall sign the Service Statement if it is amended.**
- j) A special election to fill any vacant seat shall be held as described in subsection "e" above.
- k) The Executive Roundtable Committee shall adopt their own rules for all elections.

Section 4. Board-Elected Director. The Board of Directors may ~~elect~~ **appoint** a Director whose firm is not a member of the Executive Roundtable; such director shall serve a one-year term.

- a) **Prior to election, the nominee shall complete an application agreeing to both a criminal background check and an inquiry to the appropriate regulatory agency for each license they hold.**
- b) **Once elected and prior to being installed, such director shall complete the Orientation for the Board of Directors and shall sign the Service Statement.**
- c) **Continuing Obligation:** If the Board-~~elected~~**appointed** Director transfers to a firm who is a member of the Executive Roundtable, or if the firm becomes a member of the Executive Roundtable such Board-~~elected~~**appointed** Director automatically forfeits the position. **Should the Service Statement be amended, such Director shall sign the amended Service Statement.**

Section 5. Council Representatives. Each Council President or their appointee **from each Council** plus one additional one-year director when a Council's membership reaches 150 members.

- a) **Each shall complete an application agreeing to both a criminal background check and an inquiry to the appropriate regulatory agency for each license they hold.**
- b) **Once elected and prior to being installed, such director shall complete the Orientation for the Board of Directors and shall sign the Service Statement.**
- c) **Should the Service Statement be amended, such Director shall sign the amended Service Statement.**

Section 6. Board of Directors.

- a) **Governing Body.** The governing body of CFR shall be a Board of Directors consisting of:
 - 1) **elected** The officers;
 - 2) The most immediate Past CFR President who is able to serve; **and such other directors as specified**

in this Section.

- 3) **The REALTOR®-Elected** ~~Six~~ Directors; ~~shall be elected to serve staggered three year terms. As many Directors shall be elected each year as are required to fill vacancies.~~
- 4) The two Executive Roundtable Directors;
- 5) The Board-elected Director (if any).
- 6) Each Council-President or their appointee, plus one additional one-year director when a Council's membership reaches 150 members

b) **Voting** A quorum of the Board of Directors shall be a simple majority of its members. Voting by facsimile or email is permissible when an issue arises that, in the opinion of the President, warrants an immediate response. Any action taken by the Board by facsimile or e-mail must be approved by a majority of the Directors voting with no fewer than a majority of the entire Board participating in the vote. The **Corporate** Secretary shall retain proof of a vote so taken and shall record and report the vote to all board members no later than the next meeting at which time the minutes will reflect a confirmation of the action.

Section 7. Forfeiture of Position. In the event that ~~an officer or director~~ **any member of the Board of Directors** is found in violation of the Code of Ethics (unless the ~~member of the Board of Directors~~ **officer or director** is the Designated REALTOR® and has been enjoined in a complaint because of the action of a licensee) or is censured or reprimanded or has their license suspended by an appropriate state regulatory agency then that ~~officer or director~~ **member of the Board of Directors** automatically forfeits the position to which they have been elected or appointed.

Any member of the Board of Directors who misses more than two (2) meetings as published in the annual calendar during a calendar year shall be deemed to have resigned, and the vacancy shall be filled as provided in these Bylaws or where appointed according to Policy.

Section 8. Corporate Secretary. ~~It shall be the duty of~~ The Chief Executive Officer shall serve as the non-voting **Corporate** Secretary. **The Corporate Secretary** shall:

- a) **Attend all Board of Director meetings;**
- b) ~~to~~ **Keeping** the records of CFR;
- c) ~~and to~~ **Carrying** on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS®, and the NC REALTORS®;
- d) Be the chief administrative officer of CFR;
- e) Have the authority to hire, supervise, evaluate and terminate all other staff, if any; and,
- f) Perform such other duties as prescribed by the Board of Directors.

Section 9. Meetings. The Board of Directors shall meet as published in the Annual Calendar, when deemed necessary by the President, or when requested by one-fourth of the Board except, however, the President may cancel any meeting published in the Annual Calendar when the President determines that the meeting is not necessary. The time and place shall be as determined by the President. The purpose of the meeting shall be clearly stated in the notice of the meeting and only that business and that which logically grows from it shall be considered.

NOTE: These two section are found in Article XII, Section 6 & 7

Section 10. Electronic Transaction of Business. To the fullest extent permitted by law, the Board of Directors may conduct business by electronic means.

Section 11. Action without a Meeting. Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by a majority of the Board of Directors. The action must be evidenced by one or more written acknowledgements signed or electronically acknowledged by each member before or after such action describing the action taken, which consent(s) shall be included in the minutes as described in Article XI, Section 6 (b). Action is

effective when member signs or electronically acknowledges the consent, unless the consent specifies a different effective date.

ARTICLE XIII - COMMITTEES

Section 1. Committees. **Except as otherwise specified in the Policy and Procedure Manual** the President shall appoint Committee Chairs, and Task Force Chairs of CFR from among the REALTOR® Members, subject to confirmation by the Board of Directors. The President shall also appoint Committee members from among all of the members for these Committees and Task Forces. The standing committees are: Grievance, Professional Standards, Finance, and Executive Roundtable Committee.

NOTE (Article XIII, Section 2-5 are unchanged)

Section 6. Attendance by Telephone. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. ~~Such participation shall be at the discretion of the President and shall constitute presence at the meeting.~~

ARTICLE XX HEADINGS AND TITLES

References to article, section, paragraph headings and titles are for descriptive purposes and convenience of reference only and shall not control, alter or be used to interpret the meaning of these Bylaws.

Don Harris, NAR Director gave an update from the NAR Midyear Legislative Meetings. Members met with Senator Richard Burr, Senator Tom Tillis and Congressman David Rouzer. Don also reported from the NAR Board of Directors:

The board will develop the 2019-2020 Strategic Plan, Thursday, June 20th beginning at 9:00 am. Logan Thompson, MPA will be the facilitator.

The following reports were given:

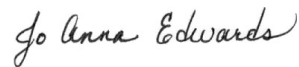
RCA-Mark Johnson

Duplin-Sampson-Jamie Lynn Crist

Scotland County-Rick Best

There being no further business, the meeting adjourned at 11:55 am.

Respectfully Submitted,



Jo Anna Edwards, RCE
Corporate Secretary

Consent Agenda

May 23, 2019

Approval of:

NCR Awards:

Hall of Fame Award – Danny Brock

Regional Service Award – Guy McCook

Rising Star Award – Bradley Cotton

(Need Endorsement Letter from the Board of Directors)

Acknowledgement of:

- 1) January, February, March Financials emailed Monday, May 20, 2019
- 2) CFR BOD Minutes (April 18, 2019)
- 3) CAC Minutes (April 17, 2019)
- 4) Affiliate Partner Minutes (May 14, 2019)
- 5) GAC Minutes (May 1, 2019)
- 6) YPN Minutes (April 24, 2019)

Board of Directors Minutes
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	Tom Gale	Tony Harrington	Nilesh Jethwa	Georgina Mein
	Steve Mitchell	Sherri Pridgen	Cynthia Remahl	Ea Ruth
	David Small	Craig Yarboro		
Staff	Jo Anna Edwards			
Absent	Mark Johnson	Kevin McKoy		

President Sherri Pridgen called the meeting to order at 9:00 AM. All directors received notice of the meeting. Fred Gainey gave the invocation and David Small led the Pledge of Allegiance. President Pridgen introduced Georgina Mein who will serve on the board as the Duplin-Sampson Council representative for the remainder of 2019. On a motion duly made, seconded and carried the consent agenda was approved. (attached)

President Pridgen reported on behalf of the Sir Tyler Managers:

- Parking Lot-Paramounte Engineering awaiting approval from the City of Wilmington for a Stormwater Management Permit;
- Building Repair/Maintenance-Planning a short-term fix to The Terraces for the wedding season which includes installing outdoor carpet for the uneven surfaces.

Jo Anna Edwards reported that she spoke to Bob Cherry, attorney regarding changing Board of Directors absences. He stated the Bylaws should remain as they are currently written.

Chloe Gray, Community Affairs Coordinator reported:

1. Work on Wilmington (developed by the Wilmington Chamber of Commerce) is scheduled for Saturday, April 27. This event will replace REALTOR Action Day in 2019. We need a total of 200 volunteers,
2. Cape Fear REALTORS® has partnered with Habitat for Humanity to do a Women's Build,
3. The 2019 goal to be raised for Business Partner Sponsorships is \$30,000. To date we have \$24,750 and expect to reach goal by May.

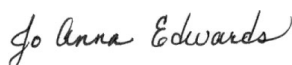
Craig Yarboro reported he has five (5) new members who will serve on the New Member Orientation PAG. He will be meeting with them Monday morning to get their suggestions.

By consensus the Board of Directors approved:

3. Cynthia Remahl to serve as the replacement director for the remainder of 2019,
4. Revise NAR Travel Policy: In the event the President or President-Elect is unable to attend either NAR Meeting then the Vice President shall attend.

There being no further business, the meeting adjourned at 11:00 am.

Respectfully Submitted,



Jo Anna Edwards, RCE
 Corporate Secretary

Community Affairs Committee Minutes

CFR Conference Room – Wednesday, April 17th, 2019

Attendance: Carolyn Atkinson (Vice Chair,) Chloe Gray (Staff Liaison,) David Branton, Eric Knight, Kendra Gately, Petia Blagoeff, Donna Grady

Welcome:

Meeting called to order at 9:07 AM.

Minutes of 3/20/19 meeting were approved.

Vice Chair Report

- **Good Shepherd Center** donation support has begun. Donation bins are ready to be placed in offices and firms. If you'd like to be a donation drop-off contact Chloe Gray (chloe@capefear.realtor) to arrange drop off of bin and wish list. This is an ongoing support effort.
- **Women Build** begins in May. Signups are almost full. We have taken on three dates, May 6, June 3, and June 6. *Two spots remain open for June 6 only.*
- **RPAC** Vice Chairwoman Carolyn Atkinson made a contribution ask. Donna and Kendra both pledged their commitment during our meeting. Thank you both!

Staff Report

- Gray provided an update on the RAD/WOW merge. The alley activation project has been dissolved due to time constraint.
 - Wrightsville Beach (3 locations)
 - Sea Oats North – registration OPEN
 - Sea Oats South – registration CLOSED
 - Greensboro St. Park mulching – registration OPEN
 - Downtown Wilmington
 - Rails to Trails – registration OPEN

New Business:

Gray requested all members to consider future projects for late summer and fall to bring to the next meeting. Contact her with any ideas to be included on the next month's agenda.

Announcements:

Gray announced Carolyn Atkinson as Vice Chair as she stepped in for Laurie Smith in her absence today. Congratulations, Carolyn!

[Adjourned: 9:30 AM](#)

Affiliate Partner Committee Minutes
CFR Conference Room – Tuesday, May 14, 2019

Attendance: Bill Scott (Chairman), Chloe Gray (Staff Liaison,) Amanda Bahr, Phillip Barnes, Mariah Chamberlin, Kevin Crooks, Wally Simpson, Shelley Sessions, Ben Caine.

Called to order: 8:41 AM

Welcome: Ben Caine of AEC Coastal, and Shelley Sessions from Fairway Independent Mortgages joined for their first APC meeting.

Guest Speakers: N/A

Chair's Report:

- a) Bill, Phillip and Mariah all shared their experience with REALTORS® Work on Wilmington on April 27. All agreed that while the event was much smaller than in years past it was a good event with progress.
- b) The Spring/Summer social/member appreciation event has been pushed to early fall due to time constraints as well as to avoid the dreadfully hot and humid summer months.
 - a. Date: Thursday, September 5 from 4-6 PM
 - b. Location: TBA, committee agreed upon holding the event at an establishment to limit the amount of spending and to provide a comfortable atmosphere for all weather conditions. Location currently being pursued are Satellite, Flying Machine Brewery, and Wrightsville Beach Brewery. The committee will vote upon the location at our next meeting, June 11.

Staff Report:

- a) Women Build
 - a. Chloe requested a sponsor for the lunch at the June 3 Women Build.
 - b. Two spots are available for any ladies who would like to participate in the June 6th date.
 - c. Everyone is encouraged to help us reach our team goal of \$5,000 by June 6. Link to donate is here: <https://donate.capefearhabitat.org/teamCFR>
- b) YPN Open House
 - a. Date will be determined by the end of May. All affiliates are encouraged to participate. A booth/table will be provided, you may bring any promotional items you prefer. Cost of participation is FREE aside from your raffle *all participating business partners must provide a raffle item which will be determined by a fish-bowl drawing at each table. Contact Chloe to be a participant
 - b. Sponsorship opportunities for this event are in the works. While participation is free, we will request for sponsors to cover food and beverage. More details to come.

New Business/Discussion Items:

Announcements:

- CFR has announced the new CEO, Anne Gardner:
http://www.wilmingtonbiz.com/real_estate_-_residential/2019/05/09/new_ceo_announced_for_cape_fear_realtors/18917

Adjourned: 9:26 AM

Minutes of Government Affairs Committee

1826 Sir Tyler Drive, Ste. 100, Wilmington, NC
May 1, 2019

Attending: See sign in sheet

Meeting was called to order by **Chair Hansen Matthews** at **3:09 PM**.

The minutes of the **April 2019** meeting were approved.

Special Guest: **Wayne Clark, Planning and Land Use Director – New Hanover County and Rebekah Roth, Senior Planner – New Hanover County** joined to *provide an update on the New Hanover County UDO process.*

Chair's Report: The Chair provided an update on RAD 2019.

The RPAC raffle for Facebook Portals is underway, tickets are \$30.

GAD provided a report from the NCBIWA spring conference, covering coastal issues including dredging, commercial fishing, and coastal insurance.

GAD reported that 18 members attended the NAR Candidate Training Academy co-hosted by BCAR and CFR.

GAD was in Chicago recently for a two day planning session for REALTOR® Party issues and campaigns. Staff suggested that the issues priorities calendar be set to coincide with the election calendar as opposed to the calendar year due to the timing of elections.

New Business:

There was no new business.

Announcements:

The state budget was filed in the NCGA.

There is a meeting set with a county consultant on the economic development portion of the Garner Report.

The meeting was adjourned at **4:15 pm**.

/ds

YPN Minutes

CFR Conference Room – April 24, 2019

Attendance: Jamie Lynn Crist (Chair,) Chloe Gray (Staff Liaison,) [Connie Lowe](#),

Guests: [Sherri Pridgen \(CFR President\)](#),

Welcome:

The meeting was called to order at 10:38 AM.

Previous meeting minutes were approved.

Chair's Report

- Welcomed new attendees to YPN with quick debrief.
- RPAC, Sherri spoke on the Call to Action, investment minimum (\$15 annual,) and what it means/does for REALTOR® members.
- C2EX Chair Challenge
- May Social
 - Family friendly, Captain Bills, airport tour, battleship tour, bowling,
- Open House
 - REALTOR® and business partner members
 - September, *14-18 not viable, 26th.
 - Brunch, late afternoon,
 - Demographics on membership requested. What is our goal for this event?

Staff Report

- Encourage registration
- Link to WB in YPN Facebook group
- Survey Data shown at next meeting

New Business:

- None
- Request for transportation LnL
- Mayor at LnL, Barfield from county.

Announcements:

There were no announcements.

Having no further business to discuss, the meeting adjourned by motion at 11:49 AM