

Buffalo Niagara Association of REALTORS, Inc.
Board of Directors
Wednesday, February 22, 2017– 11:00 am - BNAR

Executive Committee: President, Dawn Brown; President Elect, Rebecca VanDorn; Secretary/Treasurer, Eric Winkhofer; Presidential Advisor, Marlene DeCarlo

Board of Directors: Kathy Crissy, Ann Edwards, Margaret Fisher, Margaret Hartman, William Higgins, John Kopera, Donna Littlefield, Lynne Logan, Joe Rivellino, Dave Stefik, John Wallin

BNAR Attorney: Charlie Martorana

Staff: John Leonardi, Debbie Norman, Annette Fachko, Dan Locche, Brian Woolston

Past Presidents: Phil Aquila, Mike Johnson, Gary Kenline, Jim Knight, miriam treger, Louis Vinci, Robert Winkhofer

Excused: Immediate Past President, Sharon Ciminelli; Ann Aquilina, Brendan Cunningham, Peter Hunt, Curtis Neureuter, Matt Whitehead

-
- I. The meeting was called to order at 11:04 am
 - II. The Pledge of Allegiance was said followed by a moment of silence for those who are not with us today.
 - III. Anti-Trust, Confidentiality and Conflict of Interest Form was circulated and signed.
 - IV. Agenda Approval – The agenda was approved with one addition; Amherst Re-Val.
 - V. Minutes of the Previous Meeting – no changes were made to the minutes of the previous meeting.
 - VI. Operation & Financial Report
 - a. John Leonardi reported on the January P&L. The report was received and filed.
 - b. Michelle Sullivan, Freed Maxick, Presented the Year End Financials. Staff was asked to leave the room for this portion of the meeting.
 - VII. Action Items for Directors
 - a. Bylaws – A motion was made to recommend to the Board of Directors approval of the National Association of REALTORS mandatory amendments to the Bylaws. Motion carried.
 - b. Governance – A motion was made to recommend to the Board of Directors approval of the BNAR 2017 Strategic Plan. Motion carried.
 - c. Government Affairs – A motion was made to recommend to the Board of Directors that the BNAR publicly endorses, at the earliest possible time, Buffalo Mayor and 2017 mayoral candidate, Byron Brown, for the office he currently occupies. Motion carried.
 - d. Grievance/Professional Standards – A motion was made that with all arbitration hearings, parties will be given the opportunity to settle immediately prior to executive session and if resolved, 50% of the filing fee will be returned to each party. A motion was made to offer to mediate ethics, on a voluntary basis. Motions carried.

COMMITTEE RECOMMENDATION FORM

Committee:

Bylaws

Date:

January, 2017

Chairman & Vice Chairman:

Jim Knight

Committee Recommendation:

To approve the National Association of REALTORS
mandatory amendments to the Bylaws.

Purpose of Recommendation:

To comply with the National Association of REALTORS.

Program Cost:

Direct Staff Time:

of day's n/a

Can the proposed recommendation be implemented within the
limits of the currently approved budget for the program?

Yes No

If no, additional budget requested:

\$

Projected total program cost (including original budget):

\$

Executive Committee Recommendation:

approve

2017 Summary of Key Membership Policy Changes

Changes to Article V, Section 3 of the Model Board Bylaws: At the 2016 REALTORS® Legislative Meetings and Trade Expo, the NAR Board of Directors approved **mandatory** amendments to the Article V, Section 3 of the Model Board Bylaws to eliminate the outdated practice of noticing applications for REALTOR® membership to all association members.

~~**Option 1: For associations that do not offer provisional membership.**~~

Section 3. Election

~~The procedure for election to membership shall be as follows.~~

~~(a) The membership committee shall determine whether the applicant is applying for the appropriate class of membership. It shall then give written notice to the REALTOR® members of such application and invite written comment. If one or more of the REALTOR® members object to the approval of the application, basing such objection on lack of qualification as set forth in these Bylaws, the committee shall invite any objecting member to appear and substantiate his/her objections. Objections, which are not substantiated, shall be totally disregarded. The committee may not find objections substantiated without (1) informing the applicant in advance, in writing, of the objections and identifying the objecting Member, and (2) giving the applicant a full opportunity to appear before the committee and establish his/her qualifications. The committee shall thereafter make a written report of its findings. The membership committee shall conduct all proceedings with strict attention to the principles of due process and compliance with the Bylaws of the association.~~

~~(b) Thereafter, within _____ days, the membership committee shall report its recommendation to the board of directors in writing. If the recommendation is adverse to the approval of the application, the reasons shall be specifically stated. If any member of the membership committee submits a dissenting recommendation, it shall also be reported to the board of directors.~~

~~(c) The board of directors shall review the qualifications of the applicant and the recommendations of the committee and then vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the board of directors, he/she shall be declared elected to membership and shall be advised by written notice.~~

~~(d) The board of directors may not reject an application without providing the applicant with advance notice of the findings and recommendations of the membership committee, an opportunity to appear before the board of directors, to call witnesses on his/her behalf, to be represented by counsel, and to make such statements as he/she deems relevant. The board of directors may also have counsel present. The board of directors shall require that written~~

~~minutes be made of any hearing before it or may electronically or mechanically record the proceedings.~~

~~(e) If the board of directors determines that the application should be rejected, it shall record its reasons with the secretary/chief staff executive [select one]. If the board of directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant. (Amended 1/05)~~

Section 3. Election

The procedure for election to membership shall be as follows.

(a) The chief staff executive (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership. If the association has adopted provisional membership, applicants for REALTOR® membership may be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to final review of the application by the board of directors.

(b) If the board of directors determines that the individual does not meet all of the qualifications for membership as established in the association's Bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of a mandatory orientation program) within _____ days from the association's receipt of their application, membership may, at the discretion of the board of directors, be terminated. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received association services and any application fee. The board of directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the board of directors, he/she shall be declared elected to membership and shall be advised by written notice.

(c) The board of directors may not reject an application without providing the applicant with advance notice of the findings, an opportunity to appear before the board of directors, to call witnesses on his/her behalf, to be represented by counsel, and to make such statements as he/she deems relevant. The board of directors may also have counsel present. The board of directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.

(d) If the board of directors determines that the application should be rejected, it shall record its reasons with the chief staff executive (or duly authorized designee). If the board of directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the association for a declaratory judgment by a court of competent jurisdiction of a

final judgment declaring that the rejection violates no rights of the applicant. (Adopted 1/98, Amended 1/05)

Changes to Article V, Section 5. At the November, 2014 meeting, the NAR Board of Directors approved mandatory biennial education on the Code of Ethics for REALTOR® members beginning January 1, 2017. To facilitate this requirement, the NAR *Model Bylaws for Local Member Boards* must be amended.

Section 5. REALTOR® Code of Ethics Training

Effective January 1, ~~2004~~ 2017, through December 31, ~~2004~~ 2018, and for successive ~~four~~ two 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 quadrennial 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 of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® 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 ~~four (4)~~ two (2) year cycle shall not be required to complete additional ethics training until a new ~~four (4)~~ two (2) year cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement ~~for the second (2005 through 2008) cycle and subsequent four (4) year cycles in any two (2) year cycle~~ will result in suspension of membership for the first two months (January and February) of the year following the end of any ~~four (4)~~ two (2) 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. (Adopted 1/01, Amended 11/08, Amended 11/2016)

Changes to Article VI, Section 5 of the Model Board Bylaws: At the 2016 REALTORS® Legislative Meetings and Trade Expo, the NAR Board of Directors approved **mandatory** amendments to Section 20 (e), Initiating an Ethics Hearing, *Code of Ethics and Arbitration Manual*, to create an additional, effective way of ensuring accountability on the part of terminated or resigned respondents by holding an ethics hearing, at which their participation would be voluntary, and holding any ensuing discipline in abeyance until the member rejoined an association of REALTORS®. These amendments change the language of Article VI, Section 5 of the NAR *Model Bylaws for Local Member Boards*.

Section 5.

If a member resigns from the association or otherwise causes membership to terminate with an ethics complaint pending, ~~that board of directors may condition the right of the resigning~~

~~member to reapply for membership upon the applicant's certification that he/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by this association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethic respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®.~~

(a) If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration (or to mediation if required by the association) continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®. (Amended 1/00 and 11/11)

Changes to the Procedure for Approving Names of Associations: At the 2016 REALTORS® Legislative Meetings and Trade Expo, the NAR Board of Directors approved amendments to the Procedure for Approving Names of Associations to authorize administrative approval of name change applications from a state association when the state name is being shortened to the abbreviation for that state.

Changes to the Model Application for REALTOR® Membership: At the 2016 REALTORS® Conference and Expo, the NAR Board of Directors approved amendments to the Model Application for REALTOR® Membership for use by local and state associations. The application was amended to obtain express consent by a member to be contacted via text message and to also acknowledge the license to use the term REALTOR® granted by the National Association of REALTORS®.

VIII. Dates and Reports

- a. Next meeting date is Wednesday, March 29 at 10:00 am at the BNAR and approval of new applicants.

IX. Committee/Task Force Reports – Limited Discussion

- a. Agents' Day Committee – written report emailed.
- b. Forms & Contracts – written report emailed
- c. Government Affairs – written report emailed
Dan Locche reported that Carl Calabrese will be at the next meeting to give a presentation on the revised plan of the Westwood Project. Also if anyone intends to go to Lobby Day in May to please let him know.
- d. RPAC – Margaret Hartman reported that our 2017 RPAC goal is at \$60,900 and currently at 52% of goal and asked everyone to give their fair share and to encourage their agents to contribute as well.

X. Presidents Report – Dawn Brown - Limited Discussion

- a. President Brown reported on some of the highlights of the NYSAR meetings. In addition President Brown is asking members to donate aluminum tabs from cans and old keys to benefit Ronald McDonald House which is part of the NYSAR YPN's initiative, but we will be able to donate them locally.
- b. Dawn Brown thanked everyone for attending the Inaugural Event, it was a very special night.
- c. Director responsibilities was discussed and it is necessary for Board members to identify potential Directors and groom them to become future leaders. In addition we will host a leadership social for those potential future leaders, much like we have done in the past.
- d. Dawn Brown stated that the BNAR's lease is coming up and that she will be appointing a Building Presidential Advisory Committee.
- e. Since we didn't have a quorum at our December meeting, the Committee Chairs, Co-Chairs, and Vice Chairs were approved by email.
- f. President Brown reported on her meeting with the representatives from Kids Escaping Drugs and highlighted some of the events that will be taking place this year that members will be encouraged to attend. In addition posters and flyers are available for their offices. One of the most important programs is Face2Face in the Workplace. They will come to your office to speak hoping that those in attendance are able to identify and react to the warning signs of adolescent substance abuse in their own homes and communities.

XI. Chief Executive Officers Report – Limited Discussion – John Leonardi

- a. Chief Executive Officer, John Leonardi, reported that that being a Realtor is the 4th dangerous profession and to be cognizant of that. But the Realtor is very valuable, protecting the rights of home-owners and our profession and to always wear their Realtor pin.
- b. Mr. Leonardi reminded the Directors that their travel expense forms must be submitted within 30 days of travel.
- c. John Leonardi called attention to the key dates that were distributed and urged the Directors to attend as many of the upcoming events, if possible.
- d. Mr. Leonardi distributed the BNAR Dashboard with information on Education, Membership, RPAC, Supra and Number of Sales/Dollar Volume.

XII. New Business

- a. The Directors briefly discussed the Amherst Revaluation and others may not know about it.

XIII. Legal – Limited Discussion – Charlie Martorana

- a. Charlie Martorana – no report at this time.

XIV. Adjournment - Meeting adjourned at 12:54 pm

Dawn Brown

Buffalo Niagara Association of REALTORS®, Inc.
Western New York Real Estate Information Services, LLC

Sign In Sheet
Antitrust Avoidance, Confidentiality and Conflict of Interest

Antitrust Avoidance

I have been asked to remind all of you in attendance that various state and federal laws prohibit the exchange of information among competitors regarding matters pertaining to price, refusals to deal, market division, tying relationships and other topics which might infringe upon antitrust regulations, and that no such exchange or discussion will be tolerated during this meeting.

These guidelines apply not only to the formal meeting sessions, but to informal discussions during breaks, meals or social gatherings.

Confidentiality Required and Conflict of Interest Disclosure

As fiduciaries, Directors have classic fiduciary responsibilities. Directors must maintain confidentiality regarding matters that could affect competitive position (e.g. business plans). A Director has a duty to come forward and identify any conflict of interest and also to refrain from voting and discussion in those instances where he/she will directly or indirectly financially benefit. No contract or other transaction of the BNAR will be held to be void or voidable for this reason alone if the financial interest or conflict is disclosed to the Board of Directors, the transaction is fair and reasonable as to the corporation and is appropriately approved by the disinterested Directors (NFPCL 715).

To remain in compliance with the NFPCL, Board members must be vigilant that:

- There will be no self-dealing or business between a member and the organization except when openness and appropriate competition are ensured.
- When the Board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall absent himself/herself without comment from not only the vote, but also from the deliberation.
- Members may not obtain employment in this organization for themselves, family, or close associates. To apply for a job, a member must first resign.
- Members must disclose involvements with other organizations, vendors, or any relationships which might produce conflicts.

Thank you for your cooperation. President.

Meeting Date : 2/22/17 Purpose: Board of Directors

ATTENDEES SIGNATURES REQUIRED:

Please change e-mail if incorrect

Ann Aquilina <u>excused</u>	<u>Annabelle.aquilina@huntrealestate.com</u>
Dawn Brown <u>Dawn Brown</u>	<u>dbrown@realtyusa.com</u>
Sharon Ciminelli <u>excused</u>	<u>ciminelli17@gmail.com</u>
Kathy Crissy <u>Kathy Crissy</u>	<u>kcrissy@realtyusa.com</u>
Brendan Cunningham <u>Brendan Cunningham</u>	<u>bcunningham21@gmail.com</u>
Marlene DeCarlo <u>Marlene DeCarlo</u>	<u>classy4u@aol.com</u>
Ann Edwards <u>Ann Edwards</u>	<u>ann@annedwards.com</u>
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Margaret Hartman

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William Higgins

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John Leonardi

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Lynne Logan

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Dan Locche

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Charles Martorana

CM

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Curtis Neureuter

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Debbie Norman

Debbie Norman

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Joe Rivellino

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Dave Stefik

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Rebecca VanDorn

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John Wallin

John D. Wallin

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Matt Whitehead

Matt Whitehead

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Eric Winklhofer

Eric Winklhofer

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Brian Woolston

Brian Woolston

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PAST PRESIDENTS NOT ON THE BOARD OF DIRECTORS

Phil Aquila

Phil Aquila

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Hugh Hartzberg

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E. Thomas Hollander

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Robert Winklhofer

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Charlene Zoratti

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Buffalo Niagara Association of REALTORS
Membership Bulletin
February 1, 2017

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DESIGNATED REALTOR MEMBER:

Michael Adolf Jr.
Mark Aquino

Adco Properties Inc.
Property Management Initiatives, Lancaster

DESIGNATED REALTOR MEMBER:

Marissa Landrau Pirazzi

Neighborhood Assistance Corp. of America, Boston(MA)

REALTOR -- ASSOCIATE MEMBERS:

Joel Anders
Julie Bastible
Kristin Brown
Louisa Burnett
Karen Buscaglia
Joshua Collins
Sean Collins
David Cooper
Nicholas Corto
Catherine Crowe
Steven Cultrara
Derk Elsenheimer
Devin Filipiak
Lisa Fogarty
Rachael Fry
Robert Gannon
Jordan Gay
Janet Gosch
Sandra Green
Noel Gulley
Wafaa Haddad
Kevin Jakubczak
Erica Kane
Vishnu Lootawon
Donna Masury
Mallory McCann
Oliver Miller
Susanne Munson
Julie Murek
Scott Perkins
Damario Peterson
Amber Reaume
Sandy Schiedo
Renee Schuner
Amy Steimle
Zachary Stollop
Robin Strawbrich
Mohammed Tanbir
John Wagner Jr.
Sandy Zahn

MJ Peterson Real Estate, MJPR05
Nothnagle Realtors, NOTH27
Realty USA WNY Inc, RUSA015
Hunt Real Estate ERA, HUNT10
Stovroff & Taylor Realtors, STTR01
Van Tine Real Estate, Hamburg
Keller Williams Realty Lancaster, KWNY02
Emprise Realty Group, LLC, Orchard Park
Hunt Real Estate ERA, HUNT10
Realty USA WNY Inc, RUSA005
Century 21 Gold Standard, CGLD02
Hunt Real Estate ERA, HUNT11
Realty USA WNY Inc, RUSA007
Realty USA WNY Inc, RUSA005
Jeanne Whipple Realty, Lyndonville
Realty USA WNY Inc, RUSA012
Emprise Realty Group, LLC, Orchard Park
Hunt Real Estate ERA, HUNT01
Realty USA WNY Inc, RUSA007
Realty USA WNY Inc, RUSA005
Realty USA WNY Inc, RUSA005
Realty USA WNY Inc, RUSA008
Hunt Real Estate ERA, HUNT10
Hooper Realty, Niagara Falls
Stovroff & Taylor Realtors, STTR01
Hunt Real Estate ERA, HUNT14
Hunt Real Estate ERA, HUNT22
MJ Peterson Real Estate, MJPR02
Realty USA WNY Inc, RUSA016
Nothnagle Realtors, NOTH29
Realty USA WNY Inc, RUSA016
Hunt Real Estate ERA, HUNT10
Hunt Real Estate ERA, HUNT06
Zambito Realtors, Medina
Stovroff & Taylor Realtors, STTR01
Keller Williams Realty Buffalo, KWNY
Keller Williams Realty Lancaster, KWNY02
Realty USA WNY Inc, RUSA013
Keller Williams Realty Lancaster, KWNY02
WNY Metro Roberts Realty, METR55

February 1, 2017 TOTAL = 40
2017 YEAR TO DATE = 61

February 1, 2016 TOTAL = 31
2016 YEAR TO DATE = 51

Total Members to Date:

Includes:

- a) REALTOR® / REALTOR® Associate: 2949
- b) Affiliate / Institutional / Public Service: 88
- c) Emeriti: 102

Buffalo Niagara Association of REALTORS, Inc.
Board of Directors
Wednesday, March 29, 2017– 10:00 am - BNAR

Executive Committee: President, Dawn Brown; President Elect, Rebecca VanDorn; Secretary/Treasurer, Eric Winkhofer; Vice President, Ann Aquilina; Presidential Advisor, Marlene DeCarlo

Board of Directors: Brendan Cunningham, Margaret Hartman, Bill Higgins, John Kopera, Donna Littlefield, Lynne Logan, Dave Stefik,

BNAR Attorney: Charlie Martorana

Staff: John Leonardi, Debbie Norman, Annette Fachko, Dan Locche, Brian Woolston

Past Presidents: Alice Miranda, miriam treger, Jim Knight

Excused: Immediate Past President, Sharon Ciminelli; Kathy Crissy, Ann Edwards, Margaret Fisher, Peter Hunt, Curtis Neureuter, Joe Rivellino, John Wallin, Matt Whitehead

- I. The meeting was called to order at 10:04 am
- II. The Pledge of Allegiance was said followed by a moment of silence for those who are not with us today.
- III. Anti-Trust, Confidentiality and Conflict of Interest Form was circulated and signed.
- IV. Agenda Approval – The agenda was approved as handed out.
- V. Minutes of the Previous Meeting – no changes were made to the minutes of the previous meeting.
- VI. Operation & Financial Report
 - a. Eric Winkhofer reported on the February P&L. The report was received and filed.
- VII. Action Items for Directors
 - a. Nominating – A motion was made to approve the BNAR Nominating Committee Members: Chair, Sharon Ciminelli with members Phil Aquila, Jim Knight, Judy Winkhofer and Gary Kenline.
 - b. Dot Loop – A motion was made to adopt the following resolution: The Board of Directors of the Buffalo Niagara Association of Realtors, Inc. does hereby approve of the License Agreement proposed and presented by the Chief Executive Officer (CEO), and hereby authorizes the CEO, and any other representative or agent of the Association that he may designate: (1) to further negotiate the License Agreement with Dotloop, LLC, for its use of various forms for real estate transactions set forth on Exhibit B, jointly developed and copyrighted, with the Bar Association of Erie County, Inc., upon such other terms and conditions, generally consistent with the License Agreement presented today, and reasonably acceptable to the CEO, and (2) to execute and deliver the License Agreement, in the name of the Buffalo Niagara Association of Realtors, Inc. with Dotloop, LLC, and the Bar Association of Erie County, Inc. Motion carried.

VIII. Dates and Reports

- a. Next meeting date is Wednesday, April 26 at 10:00 am at the BNAR and approval of new applicants.

IX. Committee/Task Force Reports – Limited Discussion

- a. Education – written report emailed. Ann Aquilina reminded everyone of the new requirement for agency education.
- b. Government Affairs – written report emailed
- c. REALTOR Issues – written report emailed
- d. RPAC – Margaret Hartman reported that our 2017 RPAC goal is at \$60,900 and currently are at \$32,000. The committee is looking into ways to raise money to meet goal.

X. Presidents Report – Dawn Brown - Limited Discussion

- a. Kids Escaping Drugs – President Brown urged the Directors to support Kids Escaping Drugs – coming up is their Bowl a Thon and in May is the Walk for Kids.
- b. Dawn Brown reported that she has created a Building PAG and they will be meeting on May 3, 2017.
- c. CEO Review – President Dawn Brown indicated that she had hoped everyone completed the CEO survey. It was sent to 2016 BNAR Directors, WNYREIS Board of Managers and the elected NYSAR Directors.

XI. Chief Executive Officers Report – Limited Discussion – John Leonardi

- a. Chief Executive Officer, John Leonardi, reminded the Directors to attend the Economic and Real Estate forecast that is being held on April 27 with Dr. Lawrence Yun as the presenter.
- b. John Leonardi reported that the REALTOR Emeritus event is on May 3 at the Buffalo Launch Club in Grand Island and asked for their support by attending the event.
- c. Mr. Leonardi stated that he has VIP passes to the upcoming Xplode Conference that is being held on Wednesday, May 10th and those attending to please let him know so they can be registered for the event.
- d. John Leonardi stated that the National Realtor Party Meetings in Washington DC is May 15 through May 19. He also stated that NYSAR Lobby Day is the following week May 22 & 23.
- e. Chief Executive Officer, John Leonardi, indicated that our updated Bylaws have been sent to Charlie Martorana to review the mandatory changes and then will be sent to NAR for re-certification and prior to our Core Standards submission, which is due by the end of the year.
- f. Mr. Leonardi informed the Directors that we have been awarded the John Oshei award for our work on the Fillmore Forward project.
- g. Mr. Leonardi reported that BNAR has received a thank you letter from the REALTORS Housing Foundation for our contribution to the foundation.

XII. New Business - None

XIII. Legal – Limited Discussion – Charlie Martorana

- a. Charlie Martorana reported that there are some changes to the conflict of interest policy and that new forms will be circulated for signatures once it is finalized.
- b. A brief discussion took place on Coming Soon listings.

XIV. Adjournment - Meeting adjourned at 11:04 am

Dawn Brown

Buffalo Niagara Association of REALTORS®, Inc.
Western New York Real Estate Information Services, LLC

Sign In Sheet
Antitrust Avoidance, Confidentiality and Conflict of Interest

Antitrust Avoidance

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To remain in compliance with the NFPCL, Board members must be vigilant that:

- There will be no self-dealing or business between a member and the organization except when openness and appropriate competition are ensured.
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- Members may not obtain employment in this organization for themselves, family, or close associates. To apply for a job, a member must first resign.
- Members must disclose involvements with other organizations, vendors, or any relationships which might produce conflicts.

Thank you for your cooperation. President.

Meeting Date : March 29 2017 Purpose: Board of Directors

ATTENDEES SIGNATURES REQUIRED:

Please change e-mail if incorrect

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Robert Winklhofer _____

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Charlene Zoratti _____

czoratti@realtyusa.com

Buffalo Niagara Association of REALTORS
Membership Bulletin
March 1, 2017

DESIGNATED REALTOR MEMBER UPGRADE:

Denice Taylor
Jennifer Agate-Welsh

Affordable Dreams Real Estate, Getzville
Agate & Welsh Realty, Amherst

REALTOR -- ASSOCIATE MEMBERS:

Paula Adams
Lynn Shaffic-Averill
Jeffrey Barker
Allison Bonafede
Ryan Brancato
Jenna Chew
Bouchra Dedovets
Bessie Fitzgerald
Jewell Fleming
Bonita Fredericks
Michael Friel
Jay Ganz
Lisa Geartz
Timothy Gleason
Fahmi Harhara
Christina Hyna
Kristi Curtis Kaczorowski
Lynn Marie Knightner
Emily McNulty
Diosmeri Mesa
Emily Miller
Sheikh Mohsin
Mark Padilla
Daniel Podsiadlo
Maura McKenna-Rossow
Tami Russo
Felicia Shannon
James Solomons
Todd Stopa
Jennifer Todaro
Reimundo Valentin
Alicia Ventura
Kristy Wanat
Hylan Whittier

Ontario Shores Realty, Lyndonville
Hunt Real Estate ERA, HUNT04
Dan & Lucy Wilson Realty, LAKE04
Realty USA WNY Inc., RUSA008
WNY Metro Roberts Realty, METR51
S.A.W. Commission Cutters, SAWC01
Realty USA WNY Inc., RUSA005
Realty USA WNY Inc., RUSA004
MJ Peterson Real Estate, MJPR05
Realty USA WNY Inc., RUSA007
Hunt Real Estate ERA, HUNT17
Realty USA WNY Inc., RUSA016
Realty USA WNY Inc., RUSA005
Realty USA WNY Inc., RUSA007
Realty USA WNY Inc., RUSA014
Keller Williams Realty Buffalo, KWNY
Realty USA WNY Inc., RUSA001
Realty Edge, EDGE02
Realty Squad, Buffalo
Realty USA WNY Inc., RUSA004
Realty USA WNY Inc., RUSA005
Realty USA WNY Inc., RUSA015
Buffalo First Realty, Buffalo
Hunt Real Estate ERA, HUNT10
Agate & Welsh Realty, Amherst
Hunt Real Estate ERA, HUNT04
WNY Metro Roberts Realty, METR55
Hunt Real Estate ERA, HUNT10
Coldwell Banker Integrity, Amherst
Realty USA WNY Inc., RUSA013
Hunt Real Estate ERA, HUNT15
Realty USA WNY Inc., RUSA002
Realty USA WNY Inc., RUSA005
Zambito Realtors, Medina

March 1, 2017 TOTAL = 34
2017 YEAR TO DATE =

March 1, 2016 TOTAL = 42
2016 YEAR TO DATE = 93

Total Members to Date:

Includes:

- a) REALTOR® / REALTOR® Associate: 2947
- b) Affiliate / Institutional / Public Service: 87
- c) Emeriti: 100

COMMITTEE RECOMMENDATION FORM

Committee:

Date:

March 28, 2017

Chairman & Vice Chairman:

John Leonardi

Committee Recommendation:

To adopt the following resolution:

Purpose of Recommendation:

"The Board of Directors of the Buffalo Niagara Association of Realtors, Inc. does hereby approve of the License Agreement proposed and presented by the Chief Executive Officer (CEO), and hereby authorizes the CEO, and any other representative or agent of the Association that he may designate: (1) to further negotiate the License Agreement with Dotloop, LLC, for its use of various forms for real estate transactions set forth on Exhibit B, jointly developed and copyrighted, with the Bar Association of Erie County, Inc., upon such other terms and conditions, generally consistent with the License Agreement presented today, and reasonably acceptable to the CEO, and (2) to execute and deliver the License Agreement, in the name of the Buffalo Niagara Association of Realtors, Inc. with Dotloop, LLC, and the Bar Association of Erie County, Inc."

Program Cost:

Direct Staff Time:

of day's n/a

Can the proposed recommendation be implemented within the limits of the currently approved budget for the program?

Yes No

If no, additional budget requested:

\$

Projected total program cost (including original budget):

\$

Executive Committee Recommendation:

(M)

(C)

FORMS LICENSE AGREEMENT

This Forms License Agreement (the "Agreement") is made as of _____, 2017 (the "Effective Date") by and among Buffalo Niagara Association of REALTORS®, Inc., ("BNAR") a New York not-for-profit corporation, having its principal offices at 200 John James Audubon Parkway, West Amherst New York 14228, the Bar Association of Erie County, Inc., ("BAEC") a New York not-for-profit corporation having its principal offices at 438 Main Street, Sixth Floor, Buffalo, New York 14202 (each an "Association" and collectively the "Associations") and DotLoop, LLC, a Delaware limited liability company having its principal offices at 700 Pete Rose Way, Suite 446, Cincinnati, Ohio 45203 (hereinafter referred to as "Licensee").

A. License. Subject to the provisions, terms and conditions set forth herein and in Exhibit A of this Agreement, the Associations hereby grant to the Licensee during the Term (as defined herein) a non-exclusive, non-transferable, revocable (as set forth in Section E) license to access, store, distribute, display and use Associations' copyrighted Forms set forth in Exhibit B (individually a "Form" and collectively, the "Forms") for the sole and limited purpose of providing the Forms to the Associations' members (the "Users"), and for no other purpose, for: (1) BNAR members use in their real estate brokerage business activities, and (2) BAEC members use in the practice of law. The Associations shall provide access to the Forms to Licensee within ten (10) business days following adoption of the new or revised Forms by the respective Boards of Directors of both Associations. Licensee shall use only the current Forms approved by the Associations and shall delete and discontinue the availability of any obsolete Forms, as of the effective date of any Form which replaces any existing Form, or within five (5) business days of receipt of notice from the Associations that a Form has been discontinued or replaced.

B. License Restrictions. Except as set forth in this Agreement, Licensee is not authorized and understands and agrees that it shall not transfer the Forms or, if applicable, access to or allow the use of the Forms or any portion thereof, to any person, other than Users, including any Forms software provider, without the prior written consent of the Associations, which may be withheld by the Associations, in their sole and absolute discretion. Licensee is prohibited from modifying, enhancing, amending or otherwise altering the Forms or any portion thereof. Licensee shall be responsible for any breach of this Agreement by the Users that is due to Licensee using the Forms in a modified, unintended or unauthorized manner. Any Licensee computer software utilizing the Forms shall operate in a manner that is acceptable to and subject to approval by the Associations prior to use.

C. Licensee's Obligations. Licensee shall use commercially reasonable efforts to implement any and all updates and/or changes to the Forms, as of the effective date of any Form which replaces any existing Form, or within five business (5) days of receiving notice from any one of the Associations of such update or change. Licensee shall provide technical support to Users for use of and access to the Forms.

D. Term. The Term of this Agreement shall be one (1) year commencing on the Effective Date and shall automatically extend for additional one (1) year Terms, unless any party shall notify the other parties of its/their intention to terminate this Agreement, in writing, sixty (60) days prior to the end of the initial Term or any extension thereof, or unless otherwise terminated as provided herein.

E. Termination. Within five (5) business days of becoming aware of any breach of this Agreement, the Associations shall notify the Licensee, specifying the nature of the breach. The Licensee shall have ten (10) business days from receipt of such notice to cure said breach, or to commence to cure said breach, if more reasonable time is required to in good faith effect a complete cure. If not cured as set forth in the preceding sentence, either or both Association may immediately terminate this Agreement, and/or exercise any other remedy allowed by law. Notwithstanding Section D above, after the first year of the Term, either or both Associations may revoke the license granted hereunder and terminate this Agreement at any time, upon 30 days prior written notice to the Licensee.

F. Set-Up Costs and Fees. In consideration of this Agreement, Licensee shall pay to the Associations a license fee (the "License Fee") in the amount of Six Thousand Dollars (\$6,000.00) for the first year of the Term, which for the convenience of the Licensee may be paid in monthly installments of Five Hundred Dollars (\$500.00) which shall be due and payable on the first day of each month of the Term. The License Fee shall be subject to adjustment at the commencement of any renewal of the Term, based upon changes in the cost of living index: Consumer Price Index Northeast Urban-Size B/C, not seasonally adjusted (the "Index"). In calculating the adjustment for the succeeding year of the Term, the Index shall be determined as of June of the preceding year of the Term, which shall be subtracted from the Index determined as of June of the current year of the Term. The change in the Index, negative or positive, shall be multiplied by the stated percentage with the current annual amount of the License Fee to determine the increase or decrease thereof for the succeeding year of the Term. Licensee shall remit payment of the License Fee to the Buffalo Niagara Association of Realtors, Inc., and to the Bar Association of Erie County, Inc., in equal payments of fifty percent (50%) each. Licensee shall provide its own hardware, software and bear its own programming, technology and methodology expenses, if any, relating to the access to and use of the Forms and shall provide for all telecommunication needs in order to facilitate the accessibility of the Forms. Nothing herein shall prevent each Association from charging their respective members a fee to access and/or use the Forms, and to retain such fees. The Associations shall provide an invoice for all License Fees due by email to ap@zillowgroup.com, and Licensee shall pay all invoices within 30 days of receipt.

G. Security of Access ID and Penalties for Disclosure. In the event the Associations provide the Licensee with an access identification ("ID") or password for access to the Forms, the Licensee understands and agrees its access ID or password is owned by Associations. Licensee shall treat the access ID or password as private, confidential and personal and shall safeguard and maintain its confidentiality. Unauthorized use by any other person or entity shall be considered as theft. Licensee shall be liable for any consequences that may result from unauthorized disclosure of its access ID or password, whether intentional, negligent or inadvertent, including but not limited to immediate termination of this Agreement and liability for damages.

H. Associations' Logos. Any Forms created by the Associations and provided to Licensee shall display the Associations' logos, in a Form and format presented by the Associations to Licensee. The copyright notice: "©2014 Bar Association of Erie County, Inc. (BAEC) and Buffalo Niagara Association of REALTORS®, Inc.(BNAR) All Rights Reserved.", or such other copyright date if made subsequent thereto, must be displayed on all pages of every Form. Licensee may not remove or alter the copyright notice on any Form. Licensee shall not affix any other logos nor permit any other logos to be affixed on any Form.

I. Representations and Warranties. Each party represents and warrants to the other party that: (1) it has full corporate power and authority to execute, deliver and perform its obligations under this Agreement (including, without limitation, to grant the rights provided herein); (2) the rights that it grants under this Agreement do not violate any contracts to which it is a party; and (3) it will comply with all applicable laws, rules and regulations in the course of performing its obligations under this Agreement. The Associations further represent and warrant that, to the best of each Association's knowledge, Licensee's use of the Forms as permitted under this Agreement will not infringe the intellectual property rights or any other rights of a third party.

J. Limitation and Disclaimers. Except as set forth in this Agreement, neither the Associations nor Licensee are responsible for any errors or omissions in the Forms and each party hereby disclaims any and all warranties as to the accuracy or completeness of the Forms, or that access to the Forms will be uninterrupted. Except as set forth in this Agreement, the Forms are provided on an "as is, as available" basis and neither of the Associations, Licensee nor any of their suppliers makes any warranties, express or implied, including without limitation, those of merchantability and fitness of a particular purpose, with respect to the Forms. Each party's sole remedies against the other party for breach hereunder shall be termination of this Agreement (as provided in Section D & E), and direct damages. Each party's monetary obligations with respect to direct damages shall be capped at the amount that Licensee has paid to the Associations hereunder in the 12 months immediately preceding the event giving rise to a claim for breach.

K. EXCEPT AS SET FORTH IN THIS AGREEMENT, LICENSEE SHALL NOT REPRODUCE, SELL, PUBLISH, OR IN ANY MANNER COMMERCIALY EXPLOIT ANY INFORMATION OBTAINED THROUGH ACCESS TO THE FORMS, INCLUDING BUT NOT LIMITED TO CONTACT INFORMATION FOR SELLERS, PURCHASERS, ATTORNEYS OR BROKERS IDENTIFIED IN THE FORMS USED IN EACH TRANSACTION, OR PARTICIPATE IN OR ALLOW SUCH REPRODUCTION, SALE, PUBLICATION OR EXPLOITATION BY ANY PERSON EXCEPT WITH THE EXPRESS WRITTEN CONSENT OF THE ASSOCIATIONS.

BUFFALO NIAGARA ASSOCIATION
OF REALTORS®, INC.

BAR ASSOCIATION OF ERIE COUNTY, INC.

DotLoop, LLC

By: _____	By: _____	By: _____
Print Name: John B. Loenardi	Print Name: _____	Print Name: John Whitney
Title: Chief Executive Officer	Title: _____	Title: Director, MLS and Industry Development
Date: _____	Date: _____	Date: _____

**Exhibit A
TERMS AND CONDITIONS**

1. Confidentiality & Suspension: (a) Licensee shall use the Forms only for the purposes set forth on the face of this Agreement, and shall not make any copies, extracts, digests or summaries for any other purpose. Licensee shall not disclose or provide the Forms, or any portion thereof, to any affiliates, parent organization, subsidiaries, corporate partners, consultants, shareholders, agents, or third parties. Licensee agrees not to provide or otherwise make available any licensed program or material or access to the Forms, to any person other than Users and Licensee's authorized staff without prior written consent from the Associations. (b) Licensee acknowledges that the Forms are proprietary to the Associations and its suppliers and have been developed at the expenditure of the Associations' time and money, and are furnished to Licensee in trust. Licensee agrees that it will hold the Forms in the same manner as it deals with its own proprietary information and trade secrets. (c) Licensee shall use commercially reasonable security measures, which are no less than Licensee uses to protect its own confidential or proprietary information, to prevent the accidental or otherwise unauthorized use or release of the Forms, or any method of access thereto. (d) Each party (the "Discloser") may disclose to the other party (the "Recipient") information which has commercial and other value in Discloser's business and is confidential in nature, hereinafter referred to as "Confidential Information." Recipient agrees: (m) to hold the Confidential Information in strict confidence and to take reasonable precautions to protect such Confidential Information; (n) not to disclose any such Confidential Information to any third person, unless in performing its obligations or exercising its rights under this Agreement or otherwise authorized to do so; (o) not to make any use whatsoever at any time of Discloser's Confidential Information except in performing its obligations or exercising its rights under this Agreement. Confidential Information shall not include information that: (w) is generally available to the public through no improper action or inaction of the receiving party or its Representatives (as defined below), (x) the receiving party rightfully receives from a third party without restriction on disclosure and without having a reasonable belief that the third party breached a nondisclosure obligation, (y) was known to the receiving party without confidentiality restrictions at the time of its receipt from the disclosing party, or (z) has been independently developed by the receiving party without access to the Confidential Information. The Recipient may disclose the Discloser's Confidential Information if required to comply with a court order or other government demand that has the force of law. Before doing so, the Recipient must seek the highest level of protection available and, when possible, give the Discloser enough prior notice to provide a reasonable chance to seek a protective order.

2. Ownership and Dissemination of the Forms: Except as set forth in the Agreement, Licensee shall acquire no proprietary rights in or to the Forms, or any portion thereof, including any derivative works. Associations and their respective data suppliers shall remain the exclusive owners of all rights, title and interest in the Forms licensed hereunder and all copyrights and renewals thereof, heretofore or hereafter secured therein. All publication, dissemination and other rights to the Forms licensed hereunder are reserved for the Associations in all languages, formats and media throughout the world for the sole and exclusive use or any other disposition by the Associations or their respective assignees or grantees at anytime and from time to time, without obligation or liability to Licensee. Licensee shall not alter or remove any proprietary rights or copyright notice or identification which indicates the Associations' ownership of the Forms, and Licensee further acknowledges and agrees that Users may not grant Licensee rights to alter or remove any such notice or identification.

3. Jurisdiction: In any dispute arising out of this Agreement, this Agreement shall be construed and governed in accordance with the laws of the State of New York, without giving effect to conflicts of law provisions, and the parties hereby submit to the exclusive jurisdiction of and venue in any state or federal courts located within the County of Erie, State of New York with respect to such dispute.

4. Assignment: Licensee understands that it may not sublicense, sell, transfer, assign or commercially exploit the Forms or any of its rights to use the Forms, and is required to take all reasonable steps to protect the Forms from unauthorized copying or use by others.

5. Consequential Damages: In no event shall either party be liable to the other party for any indirect, incidental, special or consequential damages or lost profits arising out of or related to the Agreement, or the performance or breach thereof, even if that party has been advised of the possibility thereof.

6. Force Majeure: Neither party shall be responsible for delays or failures in performance resulting from acts beyond the control of such parties. Such acts shall include, but not be limited to, acts of God, strikes, lock-outs, riots, acts of war, epidemics, governmental regulation superimposed after the fact, fire, communication line failures, power failures, tornados, earthquakes or other disasters.

7. Severability: If any term or provision of this Agreement shall be found to be illegal or unenforceable then, notwithstanding, this Agreement shall remain in full force and effect and such term or provision shall be deemed stricken.

8. Amendments: No amendment of this Agreement shall be effective unless it is in writing and signed by a duly authorized representative of each of the parties hereto.

9. Non-Waiver: Waiver by either party of any breach of any provision of this Agreement by the other party shall not operate or be construed as a waiver of any subsequent or other breach by the breaching party.

10. Authority: Each party has full power and authority to enter into and perform this Agreement and the persons signing this Agreement on behalf of each has been properly authorized and empowered to enter into this Agreement. Each party further acknowledges that it has read this Agreement, understands it, and agrees to be bound by it.


11. Entire Agreement: This Agreement constitutes the entire agreement between the parties with respect to this subject matter; all prior agreements, representations, statements, negotiations and undertakings are superseded hereby.

12. Notices: Any notice required or permitted to be given hereunder shall be by "confirmed email" (effective only upon confirmation of receipt by the recipient) to [afachko@bnar.org] and with respect to Licensee, to legal@zillowgroup.com or in writing sent by accountable means such as Federal Express to either party at its address on the face hereof.

13. Privacy: Licensee understands and agrees to comply with all applicable privacy and data security, best practices and laws, rules and regulations.

Initials: ASSOCIATIONS _____ LICENSEE _____

EXHIBIT B
Forms

 Contract of Sale
Addendum

Riders:

- Condominium/Homeowners Assoc.
- Lead Base Paint Rider and Disclosure
- Rented Property Rider
- Sales Contingency Rider
- Seller Financing Rider
- Vacant Land Rider
- Agricultural District Rider
- Loan Assumption Rider

Cancellation and Release


Property Inspection Notice and Addendum

Property Condition Disclosure Statement

Closing Guaranty

Note

Mortgage

 Manufactured Mobile Home Contract of Sale
FHA Gift Letter
FHA/VA Amendatory Clause & Certification

Initials: ASSOCIATIONS _____ LICENSEE _____

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Buffalo Niagara Association of REALTORS, Inc.
Board of Directors
Wednesday, April 26, 2017– 10:00 am - BNAR

Executive Committee: President, Dawn Brown; President Elect, Rebecca VanDorn; Secretary/Treasurer, Eric Winklhofer; Vice President, Ann Aquilina; Immediate Past President, Sharon Ciminelli; Presidential Advisor, Marlene DeCarlo

Board of Directors: Kathy Crissy, Brendan Cunningham, Ann Edwards, Margaret Fisher, Margaret Hartman, William Higgins, John Kopera, Lynne Logan, Joe Rivellino, Dave Stefik, John Wallin

BNAR Attorney: Charlie Martorana

Staff: John Leonardi, Debbie Norman, Annette Fachko, Dan Locche, Brian Woolston

Past Presidents: Mike Johnson, Alice Miranda, Christie Rothschild, miriam treger, Louis Vinci, Robert Winklhofer

Excused: Peter Hunt, Donna Littlefield, Curtis Neureuter, Matt Whitehead

-
- I. The meeting was called to order at 10:04 am
 - II. The Pledge of Allegiance was said followed by a moment of silence for any special intentions.
 - III. Anti-Trust, Confidentiality and Conflict of Interest Form was circulated and signed.
 - IV. Agenda Approval – The agenda was approved with one addition: Fillmore Forward under the Presidents report.
 - V. Minutes of the Previous Meeting – no changes were made to the minutes of the previous meeting.
 - VI. Operation & Financial Report
 - a. Eric Winklhofer reported on the March P&L. The report was received and filed.
 - VII. Action Items for Directors
 - a. Technology – A motion was made to recommend to the Board of Directors to bring "Real Safe Agent" to all members of the BNAR. Motion carried. The cost is fifty cents per member per month for 2016. Susan Young a representative from Real Safe Agent was present for a brief presentation on the product.
 - b. Government Affairs – A motion was made to recommend to the Board of Directors endorsing the Westwood Development Project once it meets the stipulations and guidelines as set forth by the local, state and federal authorities. Motion carried.
 - VIII. Dates and Reports
 - a. Next meeting date is Wednesday, June 14 at 4:30 pm at Ristorante Lombardo and approval of new applicants.

- IX. Committee/Task Force Reports – Limited Discussion
- a. Building PAG – John Leonardi announced the that Building PAG will be meeting on Wednesday, May 3rd at 9:30 am at the Buffalo Launch Club, upstairs which is prior to our REALTOR Emeritus event.
 - b. CEO Review – Committee Chair, Sharon Ciminelli, reported that the CEO Review Committee will be meeting on Thursday, May 4, 2017. Only 20 responses out of 40 were returned.
 - c. Nominating Committee – Committee Chair, Sharon Ciminelli, reported that the committee will be meeting on Tuesday, May 9. Sharon also reported that Debbie ran a list of voting members and their committee involvement. A copy of that list will be emailed to the Directors and Past Presidents to help identify our future leaders.
 - d. Government Affairs – written report emailed
 - e. RPAC – Margaret Hartman reported that BNAR needs to still raise \$13,000 in order to reach RPAC goal. One of the fundraisers will be an RPAC lounge at Agents' Day in which \$100 donors will be served a hot breakfast, massages, psychic readings and other benefits.
- X. Presidents Report – Dawn Brown - Limited Discussion
- a. Kids Escaping Drugs – President Brown reminded the Directors to help support Kids Escaping Drugs by participating in the Walk for Kids on May 21 or to sponsor those that are walking. In addition BNAR may host a presentation on their Face to Face Program, date to be determined.
 - b. Fillmore Forward – Dawn Brown announced that Fillmore Forward awarded the BNAR with its first annual Founders Award. Dan Locche applied for and was given a \$15,000 NAR Smart Growth Grant which paid for a study regarding redevelopment of the commercial area in Buffalo's Broadway-Fillmore district. Both Dan Locche and Doreen Fahey attended some of their meetings as well. BNAR also contributed monetarily toward this effort.
- XI. Chief Executive Officers Report – Limited Discussion – John Leonardi
- a. Chief Executive Officer, John Leonardi, reminded the Directors of upcoming dates: Economic Forecast with Dr. Yun, April 27; REALTOR Emeritus Event on May 3 and the XPlode Conference on May 10, 2017.
 - b. Mr. Leonardi gave kudos to staff for contacting our Broker Associate licensees to upgrading their status to a voting member. Michelle Winters and Debbie Norman spearheaded the effort and seventeen have upgraded.
- XII. New Business
- a. Louis Vinci, NYSAR Regional Vice President, asked those present to mark their calendars for the NYSAR Regional lunch meeting that will take place on Wednesday, June 14 at Templeton Landing.
- XIII. Legal – Limited Discussion – Charlie Martorana
- a. Nothing to report at this time.
- XIV. Adjournment - Meeting adjourned at 11:50 am

Dawn Brown

Buffalo Niagara Association of REALTORS®, Inc.
Western New York Real Estate Information Services, LLC

Sign In Sheet
Antitrust Avoidance, Confidentiality and Conflict of Interest

Antitrust Avoidance

I have been asked to remind all of you in attendance that various state and federal laws prohibit the exchange of information among competitors regarding matters pertaining to price, refusals to deal, market division, tying relationships and other topics which might infringe upon antitrust regulations, and that no such exchange or discussion will be tolerated during this meeting.

These guidelines apply not only to the formal meeting sessions, but to informal discussions during breaks, meals or social gatherings.

Confidentiality Required and Conflict of Interest Disclosure

As fiduciaries, Directors have classic fiduciary responsibilities. Directors must maintain confidentiality regarding matters that could affect is competitive position (e.g. business plans). A Director has a duty to come forward and identify any conflict of interest and also to refrain from voting and discussion in those instances where he/she will directly or indirectly financially benefit. No contract or other transaction of the BNAR will be held to be void or voidable for this reason alone if the financial interest or conflict is disclosed to the Board of Directors, the transaction is fair and reasonable as to the corporation and is appropriately approved by the disinterested Directors (NFPCL 715).

To remain in compliance with the NFPCL, Board members must be vigilant that:






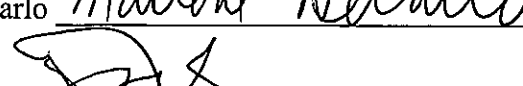


- There will be no self-dealing or business between a member and the organization except when openness and appropriate competition are ensured.
- When the Board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall absent himself/herself without comment from not only the vote, but also from the deliberation.
- Members may not obtain employment in this organization for themselves, family, or close associates. To apply for a job, a member must first resign.
- Members must disclose involvements with other organizations, vendors, or any relationships which might produce conflicts.

Thank you for your cooperation. President.

Meeting Date : 7/26/17 Purpose: Board of Directors

ATTENDEES SIGNATURES REQUIRED:

Please change e-mail if incorrect

Ann Aquilina		Annabelle.aquilina@huntrealestate.com
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Brendan Cunningham		bcunningham21@gmail.com
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Ann Edwards		ann@annedwards.com
Annette Fachko		afachko@bnar.org

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Margaret Hartman	<u>Margaret Hartman</u>	mhartman@realtyusa.com
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Donna Littlefield	<u>Excused</u>	dlittlefield@realtyusa.com
Lynne Logan	<u>Lm Logan</u>	llogan@realtyusa.com
Dan Locche	<u>Dan Locche</u>	dlocche@bnar.org
Charles Martorana	<u>Charles Martorana</u>	cmartorana@hiscockbarclay.com
Curtis Neureuter	<u>excused</u>	cneureuter@realtyusa.com
Debbie Norman	<u>Debbie Norman</u>	dnorman@bnar.org
Joe Rivellino	<u>Joe Rivellino</u>	joe@r-realty.net
Dave Stefik	<u>Dave Stefik</u>	dstefik@stefik.com
Rebecca VanDorn	<u>Rebecca VanDorn</u>	Rebecca@letchworthrealty.com
John Wallin	<u>John Wallin</u>	jdw175@rochester.rr.com
Matt Whitehead	<u>Excused</u>	mattwhitehead@realtyusa.com
Eric Winklhofer	<u>Eric Winklhofer</u>	eric.winklhofer@century21.com
Brian Woolston	<u>Brian Woolston</u>	bwoolston@bnar.org

PAST PRESIDENTS NOT ON THE BOARD OF DIRECTORS

Phil Aquila	<u>Phil Aquila</u>	realty@mjpgpeterson.com
Hugh Hartzberg	<u>Hugh Hartzberg</u>	hhartzberg@aol.com
E. Thomas Hollander	<u>E. Thomas Hollander</u>	tomhollander@earthlink.net
William Horohoe	<u>William Horohoe</u>	whorohoe@aol.com

Michael Johnson

Michael Johnson

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Gary Kenline

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Jim Knight

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William M. Lester

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E. Alice Miranda

E. Alice Miranda

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John Riordan Jr.

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Christie Rothschild

Christie L. Rothschild

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miriam treger

M. Treger

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Patricia Taylor

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Louis Vinci

Louis Vinci

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Joseph Whittington

jwhittington@northeasternappraisal.com

Amy Winklhofer

amy.winklhofer@century21.com

Robert Winklhofer

Bob Winklhofer

bob.winklhofer@century21.com

Charlene Zoratti

czoratti@realtyusa.com

Buffalo Niagara Association of REALTORS
Membership Bulletin
April 1, 2017

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INSTITUTIONAL MEMBERS:

Justin Muscato
Walter Oldenburg
Ryan Thomas

Justin Muscato, Tonawanda
Field Tech Inspections, E. Amherst
Good Neighbor Home Inspections, Buffalo

DESIGNATED REALTOR MEMBER:

Jonathan Akers
Jacob Lea-Kelly
Holli Scott Lasky

A+ Realty & MGT LLC, Buffalo
Beacon Management, Buffalo
Holli Scott Lasky

REALTOR MEMBER UPGRADE:

Lisa Marie Allen
Roseanne Driscoll
Edmund Golach
Joshua James
Jean Manders
Richard Marasciulo Jr.
Rose McCabe
TJ Miller
Barry Morris
Joseph Stanek
Carol Thomas
Mark Zambito

Nothnagle Realtors, NOTH29
Nothnagle Realtors, NOTH27
Hunt Real Estate ERA, HUNT01
Keller Williams Realty Buffalo, KWNW
Nothnagle Realtors, NOTH27
Keller Williams Realty Lancaster, KWNW02
Hunt Real Estate ERA, HUNT17
Realty USA WNY Inc, RUSA001
Hunt Real Estate ERA, HUNT02
S.A.W. Commission Cutters, N. Tonawanda
Holiday Valley Realty, Ellicottville
Zambito Realtors, LLC, Medina

REALTOR – ASSOCIATE SECONDARY MEMBERS:

Joseph Jacobi Jr.

MJ Peterson Real Estate, MJPR10

REALTOR -- ASSOCIATE MEMBERS:

Tiffany Adams
Chaya Adelman
David Benson
Gary Berger
Scott Bernard
Tyler Booth
John Bordonaro
Tammy DeLong
Lauren DiGiulio
Marc Dratch
Rachel Elliott
Joyce Gearhart
Kristen Heimbach
Jay Herlan
Jason Hugar
Jason Intini
Sara Jankowiak
Dane Kelly
Chalin Lauer
Tiffany Lewis
Julie Lisy

Hunt Real Estate ERA, HUNT01
Real Property Group Inc., New York
Hunt Real Estate ERA, HUNT11
Hunt Real Estate ERA, HUNT01
Realty USA WNY Inc, RUSA012
Hunt Real Estate ERA, HUNT11
Realty USA WNY Inc, RUSA016
Hunt Real Estate ERA, HUNT07
Realty USA WNY Inc, RUSA013
Hunt Real Estate ERA, HUNT03
Hunt Real Estate ERA, HUNT22
MJ Peterson Real Estate, MJPR01
Hunt Real Estate ERA, HUNT03
Husvar Properties LLC, Tonawanda
Hunt Real Estate ERA, HUNT06
Rowe Realty & Appraisal, Inc. Macedon
Realty USA WNY Inc, RUSA008
Keller Williams Realty Buffalo, KWNW
Serota Real Estate, Amherst
Realty USA WNY Inc, RUSA004
Hunt Real Estate ERA, HUNT07

REALTOR -- ASSOCIATE MEMBERS CONTINUED:

Luke Lobsinger
Anthony Mahiques
Natalie Marino
Noelle McCoy
Akram Monssar
David Montemage
Shane Palistrant
Kim Pasierb
Tyler Petrik
Thomas Pietras
Ann Marie Phillips
Christopher Pulinski
Donna Raepple
Daniel Rozwood
Sean Ryan
Dawn Samsel
Rajveer Bains-Sandhu
Kevin Suttner
Daniel Tarantino, Esq.
Amelia Thomson
Anthony Trunzo
William Vogel
Christina Waring
Timothy Ward
Tracy Wassink
Kristin Watson
Sean Zito

Hunt Real Estate ERA, HUNT01
Hunt Real Estate ERA, HUNT03
MJ Peterson Real Estate, MJPR05
Realty USA WNY Inc, RUSA009
Keller Williams Realty Buffalo, KWNY
Hunt Real Estate ERA, HUNT27
Hunt Real Estate ERA, HUNT10
Realty USA WNY Inc, RUSA015
Buffalo First Realty Group, Buffalo
VanDyke Agency LLC, Great Valley
Hunt Real Estate ERA, HUNT16
Century 21 Winklhofer, CWIN01
Realty USA WNY Inc, RUSA001
WNY Metro Roberts Realty, METR51
Realty USA WNY Inc, RUSA013
Century 21 Winklhofer, CWIN02
Keller Williams Realty Buffalo, KWNY
WNY Metro Roberts Realty, METR55
Realty USA WNY Inc, RUSA001
IREM Solutions, Inc., Amherst
Hunt Real Estate ERA, HUNT11
Realty Edge, EDGE04
Keller Williams Realty Buffalo, KWNY
MJ Peterson Real Estate, MJPR02
Hunt Real Estate ERA, HUNT16
Realty USA WNY Inc, RUSA015
Great Lakes Real Estate, LAKE02

April 1, 2017 TOTAL = 48
2017 YEAR TO DATE = 143

April 1, 2016 TOTAL = 58
2016 YEAR TO DATE = 151

Total Members to Date:

Includes:

- a) REALTOR® / REALTOR® Associate: 2958**
- b) Affiliate / Institutional / Public Service: 89**
- c) Emeriti: 100**

Buffalo Niagara Association of REALTORS, Inc.
Board of Directors
Wednesday, June 14, 2017 – 4:30 pm - Lombardos

Executive Committee: President, Dawn Brown; President Elect, Rebecca VanDorn; Secretary/Treasurer, Eric Winklhofer; Vice President, Ann Aquilina; Immediate Past President, Sharon Ciminelli; Presidential Advisor, Marlene DeCarlo

Board of Directors: Kathy Crissy, Brendan Cunningham, Ann Edwards, Margaret Fisher, Bill Higgins, John Kopera, Donna Littlefield, Joe Rivellino, John Wallin

BNAR Attorney: Charlie Martorana

Staff: John Leonardi, Debbie Norman, Annette Fachko, Dan Locche, Brian Woolston

Past Presidents: Phil Aquila, Mike Johnson, Gary Kenline, Jim Knight, Mike McDonough, Alice Miranda, Christie Rothschild, miriam treger, Amy Winklhofer, Robert Winklhofer, Charlene Zoratti

Excused: Margaret Hartman, Peter Hunt, Lynne Logan, Curtis Neureuter, Dave Stefik, Matt Whitehead

- I. The meeting was called to order at 4:37 pm
- II. The Pledge of Allegiance was said followed by a moment of silence for the shootings that just took place.
- III. Anti-Trust, Confidentiality and Conflict of Interest Form was circulated and signed.
- IV. Agenda Approval – The agenda was approved as handed out.
- V. Minutes of the Previous Meeting – no changes were made to the minutes of the previous meeting.
- VI. Operation & Financial Report
 - a. Eric Winklhofer reported on the May P&L. The report was received and filed.
 - b. Special Guest, Tony Cirocco, Key Investments, briefed the Board of Directors on BNAR's Investments. At the present time, everything is looking good.
- VII. Action Items for Directors
 - a. Bylaws – a motion was made to approve the changes to Appendix B Conflict of Interest Policy and Appendix C Whistleblowers Policy in order to comply with the recent changes to the New York State Not-for-Profit Corporation Law. Motion carried.
- VIII. Dates and Reports
 - a. Next meeting date is Wednesday, July 26 at 4:30 pm place t/b/d and approval of new applicants.
- IX. Committee/Task Force Reports – Limited Discussion
 - a. Building PAG – miriam treger reported that the PAG is in the process of getting RFP's for the office space in relation to redesign and/or rent versus buy.

- b. Nominating Committee – Sharon Ciminelli reported that Nominating has met and currently is seeking eight nominations for this year's election. Messages will go out every other week in the month of June and weekly during the month of July with the next meeting of the Committee in August.
 - c. Government Affairs – Dan Locche called attention to the 2017 Legislative Agenda that was distributed to the Directors. In addition he stated that the next meeting of the Government Affairs Committee is on June 22 at 1:00 pm with Guest Speaker, Jennifer Delaney, Senior Public Health Engineer, from the Erie County Department Health Department to speak on septic system inspections. Also in the works is a policy for Lobby Day attendees.
 - d. RPAC – John Leonardi stated that he expects everyone to contribute a minimum of \$25.00 for RPAC. Any suggestions for fundraising can be addressed to Dan Locche.
- X. Presidents Report – Dawn Brown - Limited Discussion
- a. President Brown reported on the highlights of the National Association of REALTORS meeting in Washington DC which included Real Property Evaluations, Rent Control, Appraisals, Healthcare, and Upstream. The hot topic was lack of housing inventory across the country. In addition she reported on the informative meeting they had with Congressmen Higgins.
- XI. Chief Executive Officers Report – Limited Discussion – John Leonardi
- a. Chief Executive Officer, John Leonardi, reported that there will be a staff development day on Friday, June 23, 2017, closing early for a meeting and then a fun outing.
 - b. Mr. Leonardi stated that there are six positions open for NYSAR Directors. Elections will take place on July 26, 2017. In addition, he reminded the Directors that those intending to run must submit a Nominating Form. Mr. Leonardi also reminded them about the stipend available to first time State meeting attendees.
 - c. John Leonardi reported that a lunch-n-learn was held and there were twenty two in attendance.
 - d. May applicants were approved by email.
 - e. Mr. Leonardi highlighted the BNAR Dashboard that was distributed. Discussion took place on liability and safety issues by not using the Supra Electronic Lockbox system.
 - f. Chief Executive, John Leonardi, reported that the BNAR Bylaws have been submitted by NAR for re-certification and that our Core Standards are currently being assembled.
- XII. New Business
- a. The NYSAR Western Region meeting went very well and Mr. Leonardi indicated that he will forward the names of members who are on the Statewide Forms Task Force to the Directors.
 - b. Since there is a lack of housing inventory, those present discussed a possible Public Relations campaign on "now is the time to sell/do you know what your house is worth" to possibly push those who were thinking of selling.
 - c. President Brown reported that she is on the Amherst Assessment Review Board and one of the issues coming up is Sump Pump Inspections.
 - d. Charlie Martorana briefly reported on the BNAR voting process of "vote for a minimum of three and a maximum of four" so that it would prevent members from voting for just one and insuring that four would be elected.
- XIII. Legal – Limited Discussion – Charlie Martorana
- a. No report at this time.
- XIV. Adjournment - Meeting adjourned at 11:50 am

Dawn Brown

Buffalo Niagara Association of REALTORS®, Inc.
Western New York Real Estate Information Services, LLC

Sign In Sheet
Antitrust Avoidance, Confidentiality and Conflict of Interest

Antitrust Avoidance

I have been asked to remind all of you in attendance that various state and federal laws prohibit the exchange of information among competitors regarding matters pertaining to price, refusals to deal, market division, tying relationships and other topics which might infringe upon antitrust regulations, and that no such exchange or discussion will be tolerated during this meeting.

These guidelines apply not only to the formal meeting sessions, but to informal discussions during breaks, meals or social gatherings.

Confidentiality Required and Conflict of Interest Disclosure

As fiduciaries, Directors have classic fiduciary responsibilities. Directors must maintain confidentiality regarding matters that could affect is competitive position (e.g. business plans). A Director has a duty to come forward and identify any conflict of interest and also to refrain from voting and discussion in those instances where he/she will directly or indirectly financially benefit. No contract or other transaction of the BNAR will be held to be void or voidable for this reason alone if the financial interest or conflict is disclosed to the Board of Directors, the transaction is fair and reasonable as to the corporation and is appropriately approved by the disinterested Directors (NFPCL 715).

To remain in compliance with the NFPCL, Board members must be vigilant that:

- There will be no self-dealing or business between a member and the organization except when openness and appropriate competition are ensured.
- When the Board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall absent himself/herself without comment from not only the vote, but also from the deliberation.
- Members may not obtain employment in this organization for themselves, family, or close associates. To apply for a job, a member must first resign.
- Members must disclose involvements with other organizations, vendors, or any relationships which might produce conflicts.

Thank you for your cooperation. President.

Meeting Date : 10/14/17 Purpose: Board of Directors

ATTENDEES SIGNATURES REQUIRED:

Please change e-mail if incorrect

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Sharon Ciminelli	<u>Sharon Ciminelli</u>	ciminelli17@gmail.com
Kathy Crissy	<u>Kathy Crissy</u>	kcrissy@realtyusa.com
Brendan Cunningham	<u>Brendan Cunningham</u>	bcunningham21@gmail.com
Marlene DeCarlo	<u>Marlene DeCarlo</u>	classy4u@aol.com
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Joe Rivellino	<u>Joe Rivellino</u>	joe@r-realty.net
Dave Stefik	<u>excused</u>	dstefik@stefik.com
Rebecca VanDorn	<u>Rebecca M. VanDorn</u>	Rebecca@letchworthrealty.com
John Wallin	<u>John B. Wallin</u>	jdr3175@rochester.rr.com
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Brian Woolston	<u>Brian Woolston</u>	bwoolston@bnar.org
	<u>Christie L. Rothschil</u>	

PAST PRESIDENTS NOT ON THE BOARD OF DIRECTORS

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Charlene Zoratti

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Joe Rivellino

John

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Buffalo Niagara Association of REALTORS
Membership Bulletin
June 1, 2017

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AFFILIATE MEMBER:

Randall Bolam

R.G. Home Inspections Services, Tonawanda

DESIGNATED REALTOR MEMBER:

Michael Yonkovig, Esq.

Arrowhead Property Management, Williamsville

DESIGNATED REALTOR MEMBER UPGRADE:

Gregory Cole

Above and Beyond Property Management, Buffalo

REALTOR MEMBER UPGRADE:

Rosalind Burgin

Anesha Kalicharan

Lisa Uschold

Realty USA WNY Inc, RUSA013

Realty USA WNY Inc, RUSA001

Nothnagle Realtors, NOTH29

REALTOR -- ASSOCIATE MEMBERS:

Musa Alamari

Kurt Allen

Patricia Allen

Kathryn Anderson

Jonathan Antonio

Cindy Bickelmann

Misty Briggs

Andrea Brozyna

Donald R. Clark II

Sunilaya Cole

Kevin Czechowicz

Michael Derrick

Salvatore DiNatale

Antonio Donisi

Bethany Duszynski

Megan Elmore

Mark Erickson

Michelle Giambra

Thomas Gough

Angela Gresko

Joyce Gresko

Nicholas Guiher

Lynne Hales

Nicole Hastings

LaShaunda Hatton

James Honeck

Jocelyn Jackson

Ashley Kamrowski

Serene Kieta

Andrea Kurtz

Faith Hill Kutter

Janine Little

Chad Mahoney

Michael Miranda

Emily Mistretta

Realty USA WNY Inc, RUSA004

Hunt Real Estate ERA, HUNT07

Hunt Real Estate ERA, HUNT07

MJ Peterson Real Estate, MJPR06

Realty USA WNY Inc, RUSA008

Realty USA WNY Inc, RUSA001

Realty USA WNY Inc, RUSA005

MJ Peterson Real Estate, MJPR02

Keller Williams Realty Buffalo, KWNY

Keller Williams Realty Buffalo, KWNY

Realty USA WNY Inc, RUSA001

Realty USA WNY Inc, RUSA016

MJ Peterson Real Estate, MJPR02

Realty USA WNY Inc, RUSA004

Realty USA WNY Inc, RUSA013

Nothnagle Realtors, NOTH29

Hunt Real Estate ERA, HUNT11

Keller Williams Realty Buffalo, KWNY

Hunt Real Estate ERA, HUNT07

Realty USA WNY Inc, RUSA014

Realty USA WNY Inc, RUSA014

Realty USA WNY Inc, RUSA009

Realty USA WNY Inc, RUSA001

Realty USA WNY Inc, RUSA002

Realty USA WNY Inc, RUSA004

Hunt Real Estate ERA, HUNT01

Queen City Realty Group, Buffalo

Realty USA WNY Inc, RUSA013

Century 21 Winklhofer, CWIN01

Realty USA WNY Inc, RUSA017

Century 21 Gold Standard, CGLD02

Realty USA WNY Inc, RUSA006

S.A.W. Commission Cutters, N. Tonawanda

Realty USA WNY Inc, RUSA001

Hunt Real Estate ERA, HUNT01

REALTOR -- ASSOCIATE CONTINUED MEMBERS:

Lisa Myers
Robin Nanni
William Neu
Nicole Novack
Louis Paternostro
Larry Pogorzala
Angela Shelley
Sha'teira Thompson
Amber Van Schoonhoven
Wendy VeRost
Lucas Warnes
James Ziccarelli

Keller Williams Realty Lancaster, KWNYY02
Nothnagle Realtors, NOTH111
Zambito Realtors, Medina
Realty USA WNY Inc, RUSA016
Keller Williams Realty Lancaster, KWNYY02
Northeastern Appraisal, Amherst
OWN NY Real Estate, Williamsville
Realty USA WNY Inc, RUSA016
Realty USA WNY Inc, RUSA010
Hunt Real Estate ERA, HUNT04
Realty USA WNY Inc, RUSA014
Realty USA WNY Inc, RUSA012

June 1, 2017 TOTAL = 47
2017 YEAR TO DATE = 233

June 1, 2016 TOTAL = 39
2016 YEAR TO DATE = 244

Total Members to Date:

Includes:

- a)** REALTOR® / REALTOR® Associate: 3038
- b)** Affiliate / Institutional / Public Service: 90
- c)** Emeriti: 99

COMMITTEE RECOMMENDATION FORM

Committee:

Executive

Date:

June 2, 2017

Chairman:

Dawn Brown, President

Committee Recommendation:

To adopt revised Conflict of Interest policy and Whistleblower policy.

Purpose of Recommendation:

Attached are copies of the proposed revisions to the BNAR's conflict of interest policy and whistleblower policy. Provided are a comparison version of each policy which allows each of you to see the specific changes that are being proposed. These changes are designed to allow the BNAR to comply with the recent changes to the New York State Not-for-Profit Corporation Law (NFPCL). Please note that the Bylaws require that any amendments to the appendices, such as the attached, must be delivered not less than 10 days before the meeting of the Board of Directors.

Program Cost:

None

Direct Staff Time:

of day's N/A

Can the proposed recommendation be implemented within the limits of the currently approved budget for the program? **YES** XX **NO**

If no, additional budget requested:

Projected total program cost (including original budget):

APPROVED

APPENDIX B

BUFFALO NIAGARA ASSOCIATION OF REALTORS®, INC.

CONFLICT OF INTEREST POLICY

1. **Purpose.** The purpose of this Conflict of Interest Policy (the “Policy”) is to ensure that the directors, officers and ~~key employees~~Persons of BUFFALO NIAGARA ASSOCIATION OF REALTORS®, INC. (the “Association”) act in the best interests of the Association and protect the interests of the Association when the Association is contemplating entering into a transaction or arrangement that ~~might~~may: (a) result in a Conflict of Interest, (b) result in a Related Party Transaction, or (c) result in an Excess Benefit Transaction, or (d) otherwise benefit the private interest of an officer, director or ~~key employee~~Person of the Association. ~~, or might result in a possible prohibited transaction or excess benefit transaction.~~ This Policy is intended to comply with the provisions of the New York State Not-for-Profit Corporation Law, and this Policy shall be interpreted and construed accordingly. This Policy supplements, but does not replace, any applicable state and federal laws governing conflicts of interest applicable to not-for-profit corporations, and tax exempt organizations.

2. **Definitions.** As used herein the following terms, with initial capitals, shall have the meanings set forth in this Section 2.

- a. “Affiliate” means, with respect to the Association, any entity controlled by or, in control of, ~~or under common control with~~ the Association.
- b. “Board” means the Board of Directors of the Association, or as authorized by the Association By-Laws, the Executive Committee of the Association.
- c. “Committee” means a committee duly established by the Board or the By-Laws of the Association to perform various services for the Association, including but not limited to, implementation and monitoring of this Policy.
- d. “Compensation” means all direct and indirect remuneration as well as gifts that in the judgment of the Board, are substantial.
- e. “Conflict of Interest” means any Financial Interest of an Interested Person with respect to a transaction or arrangement or a proposed transaction or arrangement in which the Association is a party, potential party, participant or potential participant. A Conflict of Interest includes, as determined by the Board of Directors:
 - (i) possessing any Financial Interest or personal interest, direct or indirect;

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(ii) participating in any business, transaction or professional activity which is in substantial conflict with any director's, officer's or Key Person's duties to the Association; or

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(iii) incurring any obligation of any nature which is in substantial conflict with any director's, officer's or Key Person's duties to the Association. Circumstances which may suggest that a Conflict of Interest exists include, without limitation, the following:

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(1) a director, officer or Key Person participates in a decision in which such person may be unable to remain impartial in choosing between the interests of the Association and such person's Financial Interests or personal interests or those of a Related Party;

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(2) a director, officer or Key Person has access to confidential information of the Association which could be used for personal benefit or gain or for the personal benefit or gain of a Related Party; or

(3) a director, officer or Key Person receives a financial or other benefit from an Excess Benefit Transaction.

g.f. "Excess Benefit Transaction" means a transaction in which an economic benefit is provided by the Association, directly or indirectly, to or for the use of an entity or person, and the value of the economic benefit provided by the Association exceeds the value of the consideration (including the performance of services) received by the Association.

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e.g. "Financial Interest" means a direct or indirect interest (including an interest through a business, investment, or a family member) constituting (i) any legal or beneficial interest in any entity or person with whom the Association has a transaction or arrangement, (ii) any Compensation arrangement with any entity or person with whom the Association has a transaction or arrangement (iii) any potential ownership or investment interest in any entity or person with whom the Association is negotiating a transaction or arrangement.

f.h. "Interested Person" means any director, principal officer, Key Person, employee or member of a Committee with powers delegated by the Board or the By-Laws of the Association, who has a direct or indirect Financial Interest.

i. "Key EmployeePerson" means any person who is in a position to exercise substantial influence over the affairs of the Association, as described in Section 4958(f)(1)(A) of the Internal Revenue Code, other than a director or officer, whether or not an employee of the Association, who: (i) has responsibilities, or exercises powers or influence over the Association as a

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whole similar to the responsibilities, powers, or influence of directors and officers; (ii) manages the Association or a segment of the Association that represents a substantial portion of the activities, assets, income or expenses of the Association; or (iii) alone or with others controls or determines a substantial portion of the Association's capital expenditures or operating budget.

g.l. "Related Party" means and includes:

- (i) any director, officer, or Key ~~Employee~~Person of the Association or any Affiliate of the Association,
- (ii) any Relative ~~(as defined in this Policy and in Section 102(a)(22) of the New York Not-for-Profit Corporation Law)~~ of any person described in clause (i) above, or
- (iii) any entity in which any individual described in clauses (i) or (ii) above has a thirty five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest greater than in excess of five percent (5%).

k. "Related Party Transaction" means any ~~transaction, agreement or arrangement with respect to which the Board or the Committee determines that (i) a Related Party has a Financial Interest and (ii) in which the Association or any Affiliate is a party or participant.~~ transaction, agreement or any other arrangement in which a Related Party has a Financial Interest and in which the Association or any Affiliate of the Association is a participant, except that a transaction shall not be a Related Party Transaction if: (i) the transaction or the Related Party's Financial Interest in the transaction is *de minimis*; (ii) the transaction would not customarily be reviewed by the Board of Directors or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms; or (iii) the transaction constitutes a benefit provided to a Related Party solely as a member of a class of the beneficiaries that the Association intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms.

l.i. "Relative" of an individual means his or her (i) spouse or domestic partner ~~as defined in section twenty-nine hundred ninety-four-a of the New York State Public Health Law; (ii) his or her~~ ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great-grandchildren; ~~or (iii) and the spouses or domestic partner of his or her~~ brothers, sisters, children, grandchildren, and great-grandchildren; ~~or (ii) domestic partner as defined in section twenty-nine hundred ninety-four-a of the New York Public Health Law.~~

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3. **Procedures for Related Party Transactions.** The provisions of this Section 3 shall apply to any Related Party Transaction.

- a. Duty to Disclose. Any officer, director or Key EmployeePerson of the Association who has an interest in a proposed transaction or arrangement that could reasonably be considered a Related Party Transaction ~~must~~shall immediately disclose, in good faith, all material facts relating to such person's interest in a proposed transaction or arrangement to the Board, or upon designation by the Board, to the Committee.
- b. Determining Whether the Transaction or Arrangement Constitutes a Related Party Transaction. The Board, or upon designation by the Board, the Committee, shall determine whether a proposed transaction or arrangement constitutes a Related Party Transaction, after consideration of all material facts disclosed by the Related Party. The Related Party shall not participate in any way in the determination by Board or the Committee, as the case may be, in the determination whether the proposed transaction or arrangement is a Related Party Transaction. If the Board or the Committee determines that the proposed transaction or arrangement does not constitute a Related Party Transaction, but presents a potential Conflict of Interest, the Board or the Committee of the Board considering the proposed transaction or arrangement shall follow the procedures in Section 4 of this Policy.
- c. Procedures for Consideration of and Documenting Related Party Transaction. If the Board or the Committee determines that the proposed transaction or arrangement constitutes a Related Party Transaction:
 - (i) The ~~Related Party~~ Related Party shall exit from the meeting and may not be present at or participate in Board or Committee deliberations regarding such Related Party Transaction, and shall not be entitled to vote thereon.
 - (ii) The Related Party shall in no manner attempt to influence the deliberation or voting on the Related Party Transaction.
 - (iii) The President of the Board or the Chair of the Committee considering the proposed Related Party Transaction, as the case may be, shall: (A) prior to entering into the transaction consider alternatives to the proposed transaction or arrangement, to the extent available; and (B) shall after exercising due diligence, determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement, to the extent available, from a person or entity that would not give rise to a Related Party Transaction.

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- (iv) The Association shall not enter into any Related Party Transaction ~~absent without~~ a majority vote of the entire Board, or Committee, affirmatively finding that the Related Party Transaction is fair, reasonable and in the Association's best interest.
- (v) The minutes of any meeting of the Board or the Committee considering the proposed Related Party Transaction, and at which a Related Party Transaction is approved shall include:
 - (1) The names of all Related Parties, a description of the proposed transaction or arrangement, any action taken to determine whether the proposed transaction or arrangement constituted a Related Party Transaction, and the Board's or the Committee's decision whether the proposed transaction or arrangement was, in fact, a Related Party Transaction; and
 - (2) If the Board or the Committee determines that the proposed transaction or arrangement was a Related Party Transaction, the resolution of the proposed Related Party Transaction by the Board (or Committee of the Board considering the proposed Related Party Transaction), including: (1) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, (2) the substance of the discussion, including the alternatives to the proposed transaction or arrangement and document the basis for the Board or Committee's approval of the transaction, and (3) a record of the votes taken in connection with the approval of such transaction. In any case in which the Board approves a Related Party Transaction based on the report and recommendation of a Committee of the Board, the Board minutes shall include a summary of such Committee's report containing items (1), (2) and (3) above.

4. Procedures Relating to Conflicts Other Than Related Party Transactions.

The provisions of this Section 4 shall apply to arrangements and transactions that constitute a Conflict of Interest, but does not involve a Related Party Transaction.

- a. Duty to Disclose. In connection with any actual or possible Conflict of Interest that does not constitute a Related Party Transaction, an Interested Person must disclose the existence of the Financial Interest to (i) any Committee that is considering a transaction that may involve the Interested Person and a possible Conflict of Interest, (ii) if there is no such Committee, the full Board, or (iii) to any Committee of the Board directed to act upon any matter in which such Interested Person has such Financial Interest. Such Interested Person shall be given the opportunity to disclose

all material facts to the Board, or to the appropriate Committees of the Board considering the proposed transaction or arrangement.

- b. Determining Whether a Conflict of Interest Exists. If, after disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person regarding such material facts, the Board, the Committee, or the Committee of the Board directed to act upon such matter, shall determine whether a Conflict of Interest exists. The Interested Person shall be excused from and exit the Board or Committee meeting while the determination of a Conflict of Interest is discussed and voted upon. The remaining Board or Committee members shall decide if a Conflict of Interest exists.

5. Procedures for Addressing and Documenting the Conflict of Interest. If the Board or an appropriate Committee determines that the proposed transaction or arrangement presents a Conflict of Interest, but is not a Related Party Transaction:

- a. The Interested Person may not be present at or participate in Board or Committee deliberations regarding the transaction or arrangement and shall not be entitled to vote thereon.
- b. The Interested Person shall in no manner attempt to influence the deliberation or voting on the matter giving rise to the Conflict of Interest.
- ~~b-c.~~ The President of the Board of Directors or Chair of the Committee, if appropriate, shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement involving a possible Conflict of Interest
- d. After exercising due diligence, the Board or appropriate Committee shall determine whether the Association can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict of Interest, and that proposed transaction or arrangement is in the best interests of the Association, notwithstanding the Conflict of Interest.
- ~~e-e.~~ If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict of Interest, the Board of Directors or Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- ~~d-f.~~ The minutes of the Board and all Committees at which a transaction or arrangement is approved, notwithstanding the existence of a Conflict of Interest, shall contain:

- (i) The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible Conflict of Interest, the nature of the Financial Interest, any action taken to determine whether a Conflict of Interest was present, and the Board's or Committee's decision as to whether a Conflict of Interest in fact existed; and
- (ii) If the Board or the appropriate Committee determined that a Conflict of Interest existed, the resolution of the Conflict of Interest, including (A) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, (B) the substance of the discussions, including any alternatives to the proposed transaction or arrangement, (C) document the basis for the Board or Committee's approval of the transaction, and (D) a record of any votes taken in connection with the proceedings. In any case in the Board of Directors approves a transaction or arrangement involving a Conflict of Interest based on a report and recommendation of a Committee of the Board, the Board minutes shall include a summary of such committee's report containing items (A), (B), (C) and (D) herein.

6. Annual Statements.

- a. Each director, officer, employee, Key Person and member of a Committee with delegated powers from the Board of Directors, prior to assuming his or her responsibilities for the Association, and at least annually thereafter, following election or appointment, as the case may be, shall sign and submit to the Secretary of the Association, a statement or statements which identifies, to the best of such ~~director's~~ person's knowledge (i) any entity of which such ~~director~~ person is currently an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or an employee, and (ii) with which the Association has a relationship, and any transaction in which the Association is a party or a participant, and (iii) in which such ~~director~~ person might have a conflicting interest. The duty of each ~~director~~ such person shall be ongoing and, therefore, the ~~director~~ person shall be responsible to amend the statement provided immediately upon a change of circumstances which must be disclosed pursuant to this paragraph.
- b. All directors shall receive copies of statements provided pursuant to paragraph (a), or otherwise be advised of any disclosures from other directors pursuant to paragraph 6(a).
- c. Each director, ~~principal~~ officer, employee, Key Person and member of a Committee with Board of Directors delegated powers shall, prior to assuming his or her responsibilities for the Association, and thereafter, annually sign and submit to the Secretary of the Association, a statement

or statements which: (i) affirms such person has received a copy of this Policy, (ii) has read and understands the Policy, (iii) agrees to comply with the Policy, and (iv) understands that the Association is tax exempt and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7. Compensation.

- a. A voting member of the Board of Directors or officer who receives Compensation, directly or indirectly, from the Association for services is: (i) precluded from voting on matters pertaining to that member or officer's Compensation, and (ii) prohibited from being present or participating in any Board of Directors or Committee deliberation or vote concerning such member or officer's Compensation.
- b. A voting member of any Committee whose jurisdiction includes Compensation matters and who receives Compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's Compensation.
- c. A non-voting member of the Board or any Committee whose jurisdiction includes Compensation matters and who receives Compensation, directly, or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any Committee regarding Compensation.

8. Periodic Reviews. The Board, or a Committee of the Board shall conduct periodic reviews of this Policy to ensure the Association operates in a manner consistent with Association purposes, does not engage in activities that could jeopardize its tax-exempt status, and that it complies with the relevant provisions of the New York Not-for-Profit Corporation Law. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether Compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further Association purposes and do not result in inurement, impermissible private benefit or in an ~~e~~Excess ~~b~~Benefit ~~t~~Transaction.

9. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 8, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

BUFFALO NIAGARA ASSOCIATION OF REALTORS®, INC.

ANNUAL CONFLICT OF INTEREST STATEMENT

TO: The Secretary of BUFFALO NIAGARA BOARD OF REALTORS®, INC.

FROM: _____ (Print Name)

DATE: _____

Pursuant to Section 5 of the Conflict of Interest Policy of BUFFALO NIAGARA ASSOCIATION OF REALTORS®, INC., the undersigned hereby certifies:

Disclosure of Potential Conflicts: To the best of my knowledge, the following is a full and complete list of all entities in which:

- a. I am an officer, director, trustee, Key Person, member, owner (either as a sole proprietor or a partner) or an employee; and
- b. with which I am aware that BUFFALO NIAGARA ASSOCIATION OF REALTORS®, INC. has a relationship; and
- c. any transaction in which the Association is a participant; and
- d. in which I might have a Conflict of Interest (list all entities that satisfy (a), (b) and (c), or initial here _____, if NONE. Add additional sheets if necessary):

Acknowledgement of Conflict of Interest Policy. By signing this Statement, I hereby certify that (a) I have received a copy of the Conflict of Interest Policy, (b) I have read and understand the Policy, (c) I agree to comply with the Policy, and (d) I understand that BUFFALO NIAGARA ASSOCIATION OF REALTORS®, INC. is a tax exempt entity, and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Signature

APPENDIX C

BUFFALO NIAGARA ASSOCIATION OF REALTORS®, INC. WHISTLEBLOWER POLICY

1. **Purpose.** Buffalo Niagara Association of Realtors®, Inc. (the “Association”) requires its members, director, officers, regional director, regional officers, employees and volunteers (the “Personnel”) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities, and requires all of its Personnel to comply with all applicable laws and regulatory requirements. A copy of this Whistleblower Policy shall be provided to all Personnel who provide substantial services to the Association, including by posting the policy on the Association’s website or at the Association’s offices in a conspicuous location, accessible to all Personnel. Notwithstanding anything contained in this Whistleblower Policy, this Policy is not an employment contract and does not modify the employment relationship, if any, between the Association and any of its Personnel, nor does it change the at-will status of any employee of the Association. Nothing contained in this Policy provides any Personnel with any additional rights or causes of action not otherwise available under applicable law.

2. Reporting Responsibility.

(a) It is the responsibility of all Personnel to report illegal or fraudulent conduct, ethics violations, or suspected violations in accordance with this Whistleblower Policy (collectively, “Violation(s)"). The Association encourages its Personnel to share their questions, concerns, suggestions or complaints regarding the organization and its operations with someone who can address them properly. In most cases, a member, director, officer, regional director, regional officer, employee or volunteer should present his or her concerns to the President or Chief Executive Officer (CEO). However, if such individual is not comfortable speaking with the President/CEO, or is not comfortable with the President/CEO’s response, such individual is encouraged to speak with any member of the Executive Committee of the Association, or the Association legal counsel.

~~3. No Retaliation.~~ No Personnel of the Association who in good faith reports any action or suspected action taken by or within the Association that is illegal, fraudulent or in violation of any adopted policy of the Association shall suffer intimidation, harassment, discrimination or other retaliation or, in the case of an employee, an adverse employment consequence. This Whistleblower Policy is intended to encourage all Personnel and others to raise serious concerns within the Association prior to seeking resolution outside the Association.

~~4.~~ (b) Anyone filing a complaint concerning a violation or suspected violation of the law or regulation must be acting in good faith and have reasonable grounds for believing the

information disclosed indicates a Violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

3. Compliance Officer. The CEO of the Association or his or her designee shall serve as the officer responsible for ensuring compliance with this Whistleblower Policy (the "Compliance Officer"). The Compliance Officer shall be responsible for investigating and resolving all complaints and allegations concerning violations of this policy. If the complaint involves both the President and the CEO and any member of the Executive Committee, the Association legal counsel will carry out the function of the Compliance Officer. The Compliance Officer shall report all complaints and allegations to the Executive Committee.

5. 4. No Retaliation. No Personnel of the Association who in good faith reports any action or suspected action taken by or within the Association that is a Violation shall suffer intimidation, harassment, discrimination or other retaliation or, in the case of an employee, an adverse employment consequence. This Whistleblower Policy is intended to encourage all Personnel and others to raise serious concerns within the Association prior to seeking resolution outside the Association. Accordingly, any individual within the Association who retaliates against another individual who has reported a Violation in good faith or who, in good faith, has cooperated in the investigation of a Violation shall be subject to discipline, including, without limitation, termination of employment or volunteer status. If any Personnel believes that an individual who has made a good faith report of a Violation or who has in good faith cooperated in the investigation of a Violation is suffering intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequence, such Personnel should contact the Compliance Officer.

5. Reporting Procedure.

(a) All Personnel should address their concerns relating to a Violation to any person within the Association who can properly address those concerns. In most cases, the direct supervisor of an employee or volunteer is the person best suited to address a concern. However, if a member of Personnel is not comfortable speaking with his or her supervisor or if he or she is not satisfied with his or her supervisor's response, he or she is encouraged to speak to the Compliance Officer, to any member of the Board of Directors of the Association or to anyone in management he or she feels comfortable approaching.

(b) The report of any alleged Violation may be made in person, by telephone or by mail, electronic mail or other written communication. Such report should contain sufficient information to permit adequate investigation. At a minimum, the following information should be provided: (i) a description of the nature of the alleged improper activity, with sufficient detail to permit an initial investigation; (ii) the name(s) of the individual(s) and/or department(s) engaging in the activity or with knowledge of the activity; (iii) the approximate or actual date(s) the activity took place; and (iv) an explanation of any steps taken internally with the Association's management to report or resolve the complaint.

6. Handling of Reported Violations. The Compliance Officer will notify the person reporting the alleged Violation and acknowledge receipt of the reported Violation or suspected Violation within five (5) business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

7. Confidentiality. Violations or suspected Violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports or violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

8. Administration.

(a) The Compliance Officer shall administer this Whistleblower Policy and shall report directly to the Board of Directors of the Association or an authorized committee thereof (as the case may be, the "Governing Body"); provided, however, that directors who are employees may not participate in any Governing Body deliberations or voting relating to administration of this Whistleblower Policy.

(b) Any person who is the subject of a whistleblower complaint shall not be present at or participate in Governing Body deliberations or vote on the matter relating to such complaint; provided, however, that the Governing Body may request that the person who is subject to the complaint present information as background or answer questions at the Governing Body meeting prior to the commencement of deliberations or voting relating thereto.

(c) The Governing Body is responsible for addressing all reported concerns or complaints of Violations relating to corporate accounting practices, internal controls or auditing. Accordingly, the Compliance Officer must immediately notify the Governing Body of any such concern or complaint. In addition, if the Compliance Officer deems it appropriate, the Compliance Officer may advise the chair of the Governing Body of any other reported Violations.

9. Accounting and Auditing Matters. The Executive Committee shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the Executive Committee of any such complaint and work with the Executive Committee until such matter is resolved.

~~**6. Requirement of Good Faith.** Anyone filing a complaint concerning a violation or suspected violation of the law or regulation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.~~

~~7. Confidentiality. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports or violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.~~

~~8. Handling of Reported Violations. The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.~~

10. Modification. The Governing Body may modify this Whistleblower Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with federal, state or local laws and regulations and/or to accommodate organizational changes within the Association.

Adopted: _____, 2014June 14, 2017

Secretary

Debbie Norman

From: John Leonardi
Sent: Friday, June 02, 2017 4:21 PM
To: Debbie Norman; Ann Edwards (Contact); Ann Aquilina - Home; Brendan Cunningham (brendancunningham21@gmail.com); Martorana, Charles C.; Curtis R Neureuter (cneureuter@realtyusa.com); Dave Stefik; Dawn Brown; dlittlefield@realtyusa.com; Eric Winklhofer; Joe Rivellino - Home; John Kopera; John Wallin (jdw3175@rochester.rr.com); kcrissy@realtyusa.com; Lynne Logan; Margaret Hartman; Margaret Fisher; classy4u@aol.com; Matthew T Whitehead (mattwhitehead@realtyusa.com); Peter Hunt; Rebecca VanDorn - Home; Sharon Ciminelli; Victoria Mirzoian (victoria.mirzoian@huntralestate.com); William Higgins; miranda526alice@gmail.com; Amy Winklhofer; Bobbie Kagle; Charlene Zoratti; Christie Rothschild - Home; Gary Kenline; Jim Knight (soldbyknight@gmail.com); Joseph Whittington; Ivincisold@gmail.com; Michael Johnson; Michael McDonough; miriam treger; Victor L Peterson, II; Philip Aquila; Robert Winklhofer; Tom Hollander; William Horohoe
Cc: Annette Fachko; Brian Woolston; Daniel Locche; John Leonardi
Subject: Action Item for Board Meeting 6/14
Attachments: Committee Recommendation Conflict and Whistleblower 6-2017.docx; Buffalo Niagara Association - Conflict of Interest Statement.docx; BNAR_ Comparison 2014 vs 2017 Whistleblower Policy.docx

Importance: High

All,

Please read the committee recommendation form to amend both the Conflict of Interest and Whistleblower policies; these changes are necessary to ensure that our bylaws are in compliance with NYS law. These are bylaw changes and as such a 10 day notice is required, this will be an action item at our Director meeting on June 14th. If you have any questions or concerns feel free to contact me directly.

Very Respectfully,

John B. Leonardi, CEO, RCE
Buffalo Niagara Association of REALTORS
200 John James Audubon Parkway, ste 201
Amherst, NY 14228
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7166369121 F

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Version: 2016.0.8013 / Virus Database: 4776/14536 - Release Date: 06/05/17

Debbie Norman

From: John Leonardi
Sent: Tuesday, March 28, 2017 1:43 PM
To: Martorana, Charles C.
Cc: Debbie Norman
Subject: RE: Quorum Requirement [IWOV-ACTIVE.FID21638]

Thank you...

Very Respectfully,

John B. Leonardi, CEO, RCE

From: Martorana, Charles C. [<mailto:CMartorana@barclaydamon.com>]
Sent: Tuesday, March 28, 2017 1:39 PM
To: John Leonardi
Subject: RE: Quorum Requirement [IWOV-ACTIVE.FID21638]

John,

The NYS Not For Profit Corporation Law at section 707 generally provides that "a majority of the entire Board shall constitute a quorum for the transaction of business or any specified item of business." Therefore, if the entire Board of Directors has 21 persons, 11 directors present throughout the meeting would constitute a majority. Majority is defined as "a number more than half of the total number of a given group." This majority rule changes when the bylaws or some other provision of law requires a greater vote, say for example a two-thirds vote of the entire Board, etc. Charlie

Charles C. Martorana

Partner

BARCLAY DAMON LLP

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D: (716) 566-1512 • F: (716) 846-1208 • E: CMartorana@barclaydamon.com

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From: John Leonardi [<mailto:jleonardi@bnar.org>]
Sent: Tuesday, March 28, 2017 12:33 PM
To: Martorana, Charles C.
Subject: Quorum

Hello Charlie,

Quick question: a quorum for 21 directors is 12 or 13? Thanks!

Buffalo Niagara Association of REALTORS, Inc.
Board of Directors
Wednesday, July 26, 2017 – 4:00 pm - Giancarlos

Executive Committee: President, Dawn Brown; President Elect, Rebecca VanDorn; Secretary/Treasurer, Eric Winklhofer; Vice President, Ann Aquilina; Immediate Past President, Sharon Ciminelli; Presidential Advisor, Marlene DeCarlo

Board of Directors: Kathy Crissy, Brendan Cunningham, Ann Edwards, Margaret Fisher, Margaret Hartman, Bill Higgins, Peter Hunt, John Kopera, Donna Littlefield, Lynne Logan, Joe Rivellino, Dave Stefik, John Wallin

BNAR Attorney: Charlie Martorana

Staff: John Leonardi, Debbie Norman, Dan Locche, Brian Woolston

Past Presidents: Phil Aquila, Mike Johnson, Gary Kenline, James Knight, Christie Rothschild, Robert Winklhofer, Charlene Zoratti

Excused: Curtis Neureuter, Matt Whitehead

- I. The meeting was called to order at 4:31 pm
- II. The Pledge of Allegiance was said followed by a moment of silence.
- III. Anti-Trust, Confidentiality and Conflict of Interest Form was circulated and signed.
- IV. Agenda Approval – The agenda was approved with two additions to action items: Professional Standards Case #2e2017 and Building PAG.
- V. Minutes of the Previous Meeting – no changes were made to the minutes of the previous meeting.
- VI. Operation & Financial Report
Eric Winklhofer reported on the June P&L. The report was received and filed.
- VII. Action Items for Directors
 - a. NYSAR Director Elections – the President appointed Brian Woolston, Charlie Martorana and Dan Locche as tellers for this years election.

Sharon Ciminelli presented the slate of candidates: Ann Aquilina, Sharon Ciminelli, Michael Johnson, Larry Lentini, Christie Rothschild, miriam treger, Rebecca VanDorn and Charlene Zoratti. Tellers passed out the ballots and were instructed to vote for six. There were no nominations from the floor. On the first ballot the winners were Sharon Ciminelli, Michael Johnson, Christie Rothschild, miriam treger and Charlene Zoratti with a tie between Ann Aquilina and Larry Lentini. Another ballot was passed out for the tied candidates. On the first ballot Ann Aquilina was elected.
 - b. Professional Standards Case #2e2017 – A motion was made to uphold the Professional Standards panels' decision in the case of Roman Taffese vs. Tammy Torres where the respondent was to take at least two hours of the Agency course by September 30, 2017. Membership in BNAR & WNYREIS will be suspended until the course is taken. Motion carried.
 - c. Building PAG – A motion was made to authorize the Building PAG to spend up to eight thousand (\$8000.00) dollars on selecting a firm that will (1) evaluate our current space, (2) what if any changes can possibly be made in our existing space, (3) to create a pro-forma for moving and acquiring new space. Motion carried.

VIII. Dates and Reports

- a. Next meeting date is Wednesday, September 20, 2017 at 10:00 am at the BNAR and approval of new applicants.

IX. Committee/Task Force Reports – Limited Discussion

- a. Building PAG – report under action items.
- b. Forms & Contracts – written report emailed
- c. Grievance – written report emailed
- d. Nominating – Sharon Ciminelli reported that the Nominating Committee will be meeting soon. The intent is to have eight candidates run for the four open positions.
- e. RPAC – Margaret Hartman reported that we are at 68% of goal with \$13,000 needed to make goal. Any ideas for raising funds can contact Dan Locche.
- f. Government Affairs – Government Affairs Directors, Dan Locche, that guest speaker at their next meeting will be about the PCB Landfill and they are planning to have Congressmen Chris Collins and Brian Higgins at future meetings this year.

X. Presidents Report – Dawn Brown - Limited Discussion

- a. President Brown promoted two events coming up for Kids Escaping Drugs; an open house at their Harlem Road location on August 7, 2017 from 9:00 am – 1:00 pm and their golf outing fund raiser on September 11, 2017 at River Oaks and asked for support.

XI. Chief Executive Officers Report – Limited Discussion – John Leonardi

- a. Chief Executive Officer, John Leonardi, reported that he had a Channel 7 interview where he promoted the REALTOR.
- b. Mr. Leonardi reminded the Directors, Past Presidents and Key Staff about the upcoming National Association Meetings in Chicago in November and encouraged them to attend.
- c. John Leonardi announced that a letter has been sent to Workforce Development for another grant to conduct Leadership Training.
- d. Mr. Leonardi stated that Real Safe Agent is in the final stages of being rolled out to the membership.
- e. Chief Executive Officer, John Leonardi, reported that our Bylaws have been sent to NAR and have been approved and will begin to file our Core Standards information.

XII. New/Other/Old Business - none

XIII. Legal – Limited Discussion – Charlie Martorana

- a. No report at this time.

XIV. Adjournment - Meeting adjourned at 5:41 pm

Dawn Brown

(July 26, 2017 Version)

Buffalo Niagara Association of REALTORS®, Inc.
Western New York Real Estate Information Services, LLC

**Sign In Sheet and Guidance for
Antitrust Avoidance, Confidentiality and Conflict of Interest**

Antitrust Avoidance

Various State and Federal laws prohibit the exchange of information among competitors regarding matters pertaining to price, refusals to deal, market division, tying relationships and other topics which might infringe upon antitrust regulations, and that no such exchange or discussion will be tolerated during this meeting.

These guidelines apply not only to the formal meeting sessions, but to informal discussions during breaks, meals or social gatherings.

Confidentiality Required and Conflict of Interest Disclosure (BNAR)

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To remain in compliance with the New York Not For Profit Corporation Law, Association Directors and Committee Members must be vigilant that:

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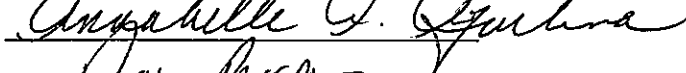
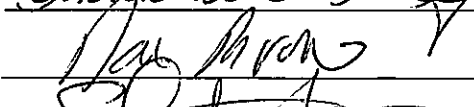
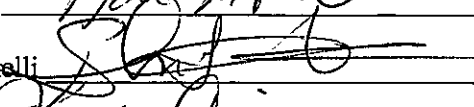
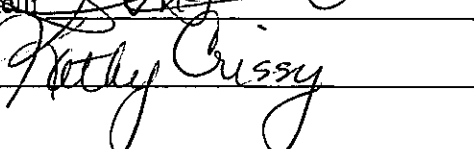
Thank you for your cooperation.

Dawn Brown, President, Buffalo Niagara Association of REALTORS®, Inc.

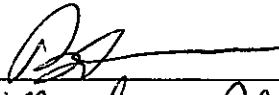
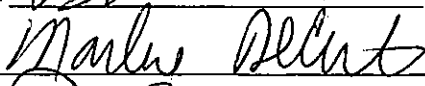
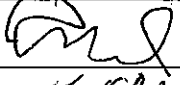

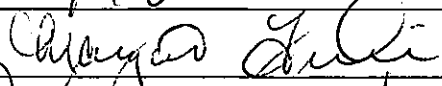
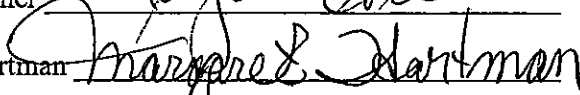
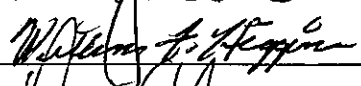

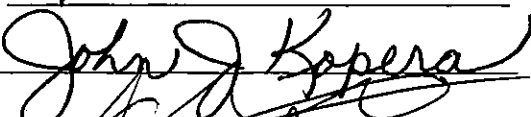

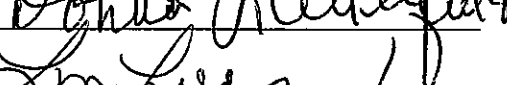

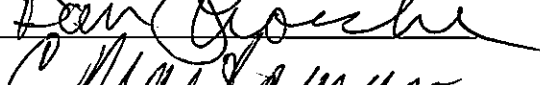
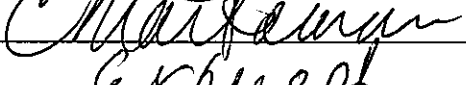
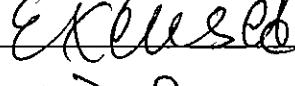


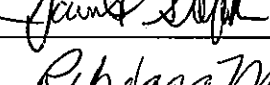
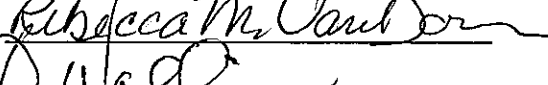
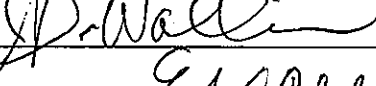
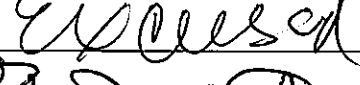
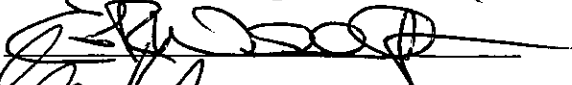
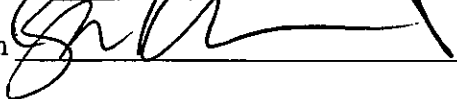
Meeting Date : 7/26/17 Purpose: Board of Directors

ATTENDEES SIGNATURES REQUIRED:

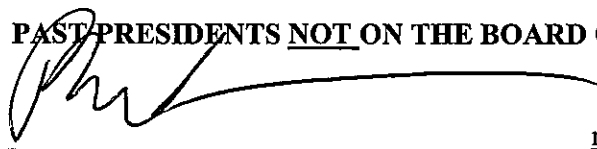
Please change e-mail if incorrect

Ann Aquilina		Annabelle.aquilina@huntrealestate.com
Dawn Brown		dawnbrown@howardhanna.com
Sharon Ciminelli		ciminelli17@gmail.com
Kathy Crissy		kathleencrissy@howardhanna.com

(July 26, 2017 Version)

Brendan Cunningham		bcunningham21@gmail.com
Marlene DeCarlo		clasy4u@aol.com
Ann Edwards		ann@annedwards.com
Annette Fachko		afachko@bnar.org
Margaret Fisher		margaretfisher@howardhanna.com
Margaret Hartman		margarethartman@howardhanna.com
William Higgins		bhiggins@mjpgcorp.com
Peter Hunt		peter.hunt@huntrealestate.com
John Kopera		johnkopera@howardhanna.com
John Leonardi		jleonardi@bnar.org
Donna Littlefield		donnalittlefield@howardhanna.com
Lynne Logan		lynnelogan@howardhanna.com
Dan Locche		dlocche@bnar.org
Charles Martorana		cmartorana@barclaydamon.com
Curtis Neureuter		curtisneureuter@howardhanna.com
Debbie Norman		dnorman@bnar.org
Joe Rivellino		joe@r-realty.net
Dave Stefik		dstefik@stefik.com
Rebecca VanDorn		Rebecca@letchworthrealty.com
John Wallin		jdr3175@rochester.rr.com
Matt Whitehead		mattwhitehead@howardhanna.com
Eric Winklhofer		eric.winklhofer@century21.com
Brian Woolston		bwoolston@bnar.org

PAST PRESIDENTS NOT ON THE BOARD OF DIRECTORS

Phil Aquila		realty@mjpetererson.com
Hugh Hartzberg		hhartzberg@aol.com

(July 26, 2017 Version)

E. Thomas Hollander _____


tomhollander@earthlink.net

William Horohoe _____

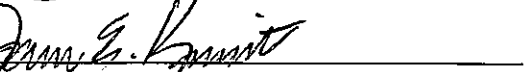
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Gary Kenline 

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Jim Knight 

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William M. Lester _____

wmlester@aol.com

Michael McDonough _____

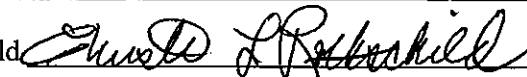
mike@mchomes.com

E. Alice Miranda _____

amira1527@aol.com

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Christie Rothschild 

crothschild@mjpetererson.com

miriam treger _____

miriamtreger@howardhanna.com

Patricia Taylor _____

ptaylor@huntrealestate.com

Louis Vinci _____

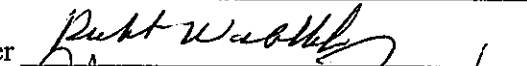
lvincisold@gmail.com

Joseph Whittington _____

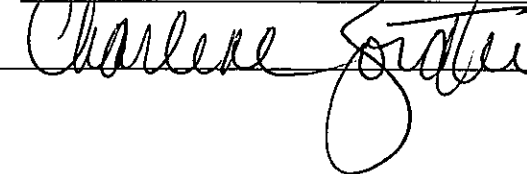
jwhittington@northeasternappraisal.com

Amy Winklhofer _____

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Robert Winklhofer 

bob.winklhofer@century21.com

Charlene Zoratti 

charlenezoratti@howardhanna.com

Buffalo Niagara Association of REALTORS
Membership Bulletin
July 1, 2017

.....

INSTITUTIONAL MEMBERS:

Greg McCarty
David Metzger

GM H.I. Enterprises, Cheektowaga
David Metzger, Inc., Tonawanda

DESIGNATED REALTOR MEMBER:

Jason Beck
Dawn Kolacki

Brixwood Realty, LLC, Buffalo
WNY Hometown Realty, Inc, Tonawanda

DESIGNATED REALTOR MEMBER UPGRADE:

John Sheedy

Premier Real Estate Services, Williamsville

REALTOR MEMBER UPGRADE:

Jennifer Maxian
Marsha McCarthy
Lauren Melber

Hunt Real Estate ERA, HUNT01
Hunt Real Estate ERA, HUNT03
Nothnagle Realtors, NOTH27

REALTOR -- ASSOCIATE MEMBERS:

Sherry Adams
Gisille Akal
Qais Alqaddah
Bikraminder Badwal
Delia Barnes
Benjamin Bartels
Cheryl Busch
Aliesa Canterbury
Stephanie Capozzi
Colleen Flynn-DiCostanzo
Chelsea Dominick
Brendan Fiore
Linda Gerhardy
Michael Gildea
Charles Glander
William Gleason
Jessica Glenn
Allen Greer
Leigh Anne Grinham
Moriah Hall
Staci Hillman
Carver Jarmon III
William Johnson
Erin Kazmierczak
Joy Kaminski
Laura Koch
Robert Laudisiuo
Michelle Lee
Austin Lopez
Dawn Lorenc
Dawn Melin
Chantelle McClain
Tiffaney McGillicuddy

Hunt Real Estate ERA, HUNT07
Realty USA WNY Inc, RUSA001
Hunt Real Estate ERA, HUNT04
Realty USA WNY Inc, RUSA005
Rivellino Realty, Warsaw
KenDev Realty, Kenmore
Realty USA WNY Inc, RUSA013
Great Lakes Realty, LAKE02
Keller Williams Realty Buffalo, KWNY
Hunt Real Estate ERA, HUNT16
Hunt Real Estate ERA, HUNT11
Coldwell Banker Integrity Real Estate, TALA02
Early Sunrise Realty, Holley
Teal Realty, Buffalo
Hunt Real Estate ERA, HUNT27
Prestige Homes Realty of WNY, N. Tonawanda
Realty USA WNY Inc, RUSA014
MJ Peterson Real Estate, MJPR02
Own NY Real Estate, Williamsville
Realty USA WNY Inc, RUSA005
KenDev Realty, Kenmore
WNY Metro Roberts Realty, METR55
Hunt Real Estate ERA, HUNT04
Hunt Real Estate ERA, HUNT15
Realty USA WNY Inc, RUSA012
Keller Williams Realty Buffalo, KWNY02
KenDev Realty, Kenmore
Hunt Real Estate ERA, HUNT03
Realty USA WNY Inc, RUSA008
Hunt Real Estate ERA, HUNT22
Hunt Real Estate ERA, HUNT07
Hunt Real Estate ERA, HUNT11
Keller Williams Realty Buffalo, KWNY

REALTOR -- ASSOCIATE MEMBERS CONTINUED:

Tabatha Moore	Hunt Real Estate ERA, HUNT11
Barry Muskat	Hunt Real Estate ERA, HUNT16
Sarah Oedbauer	Hunt Real Estate ERA, HUNT07
Jessica Patchin	Realty USA WNY Inc, RUSA012
Paul Patterson	Hunt Real Estate ERA, HUNT11
Erin Pizur	Century 21 Winkhofer, CWIN02
Jenny Rabatin	Realty USA WNY Inc, RUSA001
Kilby Ruiz	Hunt Real Estate ERA, HUNT27
Anthony Ryan	Hunt Real Estate ERA, HUNT06
Dominic Schiraldi	Teal Realty, Buffalo
Brian Sheedy	Premier Real Estate Services, Williamsville
Jordan Sherlock	Hunt Real Estate ERA, HUNT07
Sarika Singh	Hunt Real Estate ERA, HUNT04
Mark Stetzko	Keller Williams Realty Buffalo, KWNY02
Jamie Thompson	Hunt Real Estate ERA, HUNT07
Amanda Thurlow	Realty USA WNY Inc, RUSA005
Lauren Vilardo	Keller Williams Realty Buffalo, KWNY
William Weissert	Keller Williams Realty Buffalo, KWNY
Christine Wrona	Village Realty, Springville
Jennifer Zoratti	Realty USA WNY Inc, RUSA013

July 1, 2017 TOTAL = 53
2017 YEAR TO DATE = 286

July 1, 2016 TOTAL = 53
2016 YEAR TO DATE = 297

Total Members to Date:

Includes:

- a) REALTOR® / REALTOR® Associate: 3088**
- b) Affiliate / Institutional / Public Service: 92**
- c) Emeriti: 98**

Debbie Norman

From: Debbie Norman
Sent: Tuesday, August 08, 2017 11:27 AM
To: Pam Morrison
Cc: Debbie Norman
Subject: Buffalo Niagara Association of REALTORS NYSAR Directors - 2018-2020

*mailed
8/8/17*

Hi Pam,

Here is our newly elected NYSAR Directors – our elections were conducted at our Board of Directors meeting on Wednesday, July 26, 2017. Is this okay or did you want me to send or fill out anything else?

Be happy to.

Debbie

BUFFALO NIAGARA		Rebecca VanDorn 637022667	2018	Pres
	1	Miranda, E. Alice	2016 - 2018	
	2	Winklhofer, Amy	2016- 2018	
	3	Winklhofer, Eric	2017- 2019	
637519027	4	Annabelle Aquilina	2018- 2020	
637518732	5	Sharon Ciminelli	2018- 2020	
637533703	6	Michael Johnson	2018- 2020	
637519104	7	Christie Rothschild	2018- 2020	
637518324	8	miriam treger	2018- 2020	
637517809	9	Charlene Zoratti	2018- 2020	
		Vinci, Louis	2018	RVP/2018 Exec
		Hartman, Margaret		PP
		Kenline, Gary P		PP
		Lester, William		PP
		Whittington, Joseph		PP

Debbie Norman
Director of Communications & Corporate Affairs
Buffalo Niagara Association of Realtors
200 John James Audubon Pkwy
Amherst, NY 14228

716-636-9000 fax: 716-636-9121

www.bnar.org www.2findyourhome.com

Learn, Access, Discover...Whether new or experienced in real estate, REALTORS who are committed to personal success connect with BNAR for knowledge, information and technology to grow their business.

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Version: 2016.0.8013 / Virus Database: 4779/14744 - Release Date: 07/26/17

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Version: 2016.0.8013 / Virus Database: 4779/14791 - Release Date: 08/07/17

Buffalo Niagara Association of REALTORS, Inc.
Board of Directors
Wednesday, September 20, 2017 –10:00 am - BNAR

Executive Committee: President, Dawn Brown; President Elect, Rebecca VanDorn; Secretary/Treasurer, Eric Winkhofer; Immediate Past President, Sharon Ciminelli; Presidential Advisor, Marlene DeCarlo

Board of Directors: Kathy Crissy, Brendan Cunningham, Ann Edwards, Margaret Fisher, Margaret Hartman, William Higgins, Donna Littlefield, Lynne Logan, Curtis Neureuter, Joe Rivellino, John Wallin

BNAR Attorney: Charlie Martorana

Staff: John Leonardi, Debbie Norman, Annette Fachko, Brian Woolston, Dan Locche

Past Presidents: Phil Aquila, Jim Knight, Mike McDonough, Alice Miranda, Christie Rothschild, miriam treger, Louis Vinci, Robert Winkhofer

Excused: Vice President, Ann Aquilina, Peter Hunt, John Kopera, Dave Stefik, Matt Whitehead

- I. The meeting was called to order at 10:05 am
- II. The Pledge of Allegiance was said followed by a moment of silence.
- III. Anti-Trust, Confidentiality and Conflict of Interest Form was circulated and signed.
- IV. Agenda Approval – The agenda was approved as handed out.
- V. Minutes of the Previous Meeting – no changes were made to the minutes of the previous meeting.
- VI. Operation & Financial Report
 - a. Eric Winkhofer reported on the August P&L. The report was received and filed.
- VII. Action Items for Directors
 - a. 2018 BNAR Budget – A motion was made to approve the 2018 BNAR Budget. The budget included a ten (\$10.00) dollar increase across the board. Motion carried.
 - b. NAR Disaster Relief Foundation – A motion was made to contribute five thousand (\$5000.00) dollars to the National Association of REALTORS Disaster Relief Fund with \$2500 going to Houston and \$2500 going to Florida. Motion carried.
 - c. NYSAR Regional Vice President – President Dawn Brown appointed Robert Winkhofer, Jim Knight and Charlie Martorana as tellers for the elections.
Sharon Ciminelli presented Alice Miranda and Joe Rivellino as the slate of candidates for NYSAR Regional Vice President. There were no nominations from the floor. On the first ballot Joe Rivellino was elected as our NYSAR Western Region Vice President. The application will be forwarded to NYSAR.
 - d. Forms & Contracts – the Directors reviewed the Forms & Contracts that were circulated and will be voted on at the October meeting. Those in attendance will be invited to a working session with the sub-committee prior to the next Board meeting to discuss any issues they have with the forms.
- VIII. Dates and Reports
 - a. Next meeting date is Thursday, October 25, 2017 at 4:30 pm at the Reikert House and approval of new applicants.

- IX. Committee/Task Force Reports – Limited Discussion
- a. Agent's Day - written report emailed
 - b. Forms & Contracts – written report emailed
 - c. Government Affairs – written report emailed
 - d. Grievance – written report emailed
 - e. Nominating – Chairperson, Sharon Ciminelli, stated that the Slate of Director Candidates were emailed to them. Also anyone wishing to run for a BNAR Officer position need to complete and send the Officer nomination form to her with a copy to John Leonardi by Friday, September 22, 2017.
 - f. RPAC Report – Margaret Hartman reported that we are still \$13,000 shy of RPAC goal. Information on the upcoming RPAC Lounge was distributed to those present. Both her and miriam treger will match \$20 for each new contributor. Ann Edwards submitted her contribution to Dan Locche.
 - g. Building PAG – John Leonardi and miriam treger reported that the will be securing Silvestri Architects, using only \$5,000 of the \$8,000 budget to do a walkthrough of our offices and begin the process of evaluating our space, moving, etc.
- X. Presidents Report – Dawn Brown - Limited Discussion
- a. President Brown reported that the Niagara Falls Board 100 Year Celebration was a great event. The facility was beautiful, there were about 70 present and all proudly shared information about their past and were thankful for the get together.
- XI. Chief Executive Officers Report – Limited Discussion – John Leonardi
- a. Chief Executive Officer, John Leonardi, reminded the Directors and Past Presidents that the REALTORS Honor Society Application deadline is September 29, 201.
 - b. Mr. Leonardi reported that the August new members were approved by email.
 - c. John Leonardi reported that the itinerary for the NYSAR Meetings at Turning Stone will be sent by email.
 - d. Chief Executive Officer, John Leonardi, proudly reported that BNAR's Core Standards have been submitted and approved by NYSAR as meeting the third cycle compliance. Kudos to Debbie Norman, Dan Locche and other staff involved.
 - e. John Leonardi reported that the meeting with Congressman Collins went well and that he, Dan Locche, as well as others, will be attending the Polancarz Press Conference on Friday in reference to the mortgage interest deduction and state and local tax issues.
 - f. Chief Executive Officer, John Leonardi, announced that we will be deploying Real Safe Agent in November. However, we will give a brief report on it with a short video at Agents' Day to kick it off.
- XII. New/Other/Old Business - none
- XIII. Legal – Limited Discussion – Charlie Martorana
- a. Attorney, Charlie Martorana, briefly reported on the case against a REALTOR and lead based paint disclosure. Annette Fachko announced that the Lead Based Paint Booklet has now been included on InstaNet as of this morning.
- XIV. Adjournment - Meeting adjourned at 11:35 am

Dawn Brown

Buffalo Niagara Association of REALTORS®, Inc.
Western New York Real Estate Information Services, LLC

**Sign In Sheet and Guidance for
Antitrust Avoidance, Confidentiality and Conflict of Interest**

Antitrust Avoidance

Various State and Federal laws prohibit the exchange of information among competitors regarding matters pertaining to price, refusals to deal, market division, tying relationships and other topics which might infringe upon antitrust regulations, and that no such exchange or discussion will be tolerated during this meeting.

These guidelines apply not only to the formal meeting sessions, but to informal discussions during breaks, meals or social gatherings.

Confidentiality Required and Conflict of Interest Disclosure (BNAR)

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Thank you for your cooperation.

Dawn Brown, President, Buffalo Niagara Association of REALTORS®, Inc.

Meeting Date : 9/20/17 Purpose: Board of Directors

ATTENDEES SIGNATURES REQUIRED:

Please change e-mail if incorrect

Ann Aquilina [Signature]

Annabelle.aquilina@huntrealestate.com

Dawn Brown [Signature]

dawnbrown@howardhanna.com

Sharon Ciminelli [Signature]

ciminelli17@gmail.com

Kathy Crissy [Signature]

kathleencrissy@howardhanna.com

Brendan Cunningham B.C.
Marlene DeCarlo Marlene DeCarlo
Ann Edwards Ann Edwards
Annette Fachko Annette Fachko
Margaret Fisher Margaret Fisher
Margaret Hartman Margaret Hartman
William Higgins William F. Higgins
Peter Hunt Excused
John Kopera Excused
John Leonardi John Leonardi
Donna Littlefield Donna Littlefield
Lynne Logan Lynne Logan
Dan Locche Dan Locche
Charles Martorana Charles Martorana
Curtis Neureuter Curtis Neureuter
Debbie Norman Debbie Norman
Joe Rivellino Joe Rivellino
Dave Stefik Excused
Rebecca VanDorn Rebecca VanDorn
John Wallin John Wallin
Matt Whitehead Excused
Eric Winklhofer Eric Winklhofer
Brian Woolston Brian Woolston

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Hugh Hartzberg Hugh Hartzberg

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miriam treger  _____

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Louis Vinci  _____

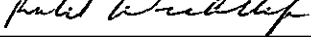
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Amy Winklhofer _____

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Robert Winklhofer  _____

bob.winklhofer@century21.com

Charlene Zoratti _____

charlenesoratti@howardhanna.com

Buffalo Niagara Association of REALTORS
Membership Bulletin
August 1, 2017

.....

DESIGNATED REALTOR MEMBER:

James Giambone Jr.
Joel Husvar
Willard Saperston

Apple Tree Home USA, LLC, Lockport
716 Realty Group, Tonawanda
Saperston Real Estate, Buffalo

DESIGNATED SECONDARY REALTOR MEMBER:

Doug Gartley

In-House Realty, LLC, Detroit

DESIGNATED REALTOR MEMBER UPGRADE:

Wallace Grieser

Realty WG, W. Seneca

REALTOR MEMBER UPGRADE:

Suzanne Chaskes

Howard Hanna, RUSA001

REALTOR -- ASSOCIATE MEMBERS:

Denise Amato
Robin Auricchio
Kimberly Balcrczyk
Joshua Benner
Paula Blackwood
James Bodecker II
Michael Burley
Susan Burton
Joshua Casillas
Helen Danciu
Yasmine Debnam
Marlene DiNardo
Sara Eaton
Mustata Faek
Megan Gilbert
Leslie Granville
Denis Guerin
Daniel Henderson
Lindsey Kasprzak
Matthew Kasperzak
Donald LeDonne
Nicholas Lista
Stephanie Mason
Kevin McMullen
Susan Mietus
Stacy Negroni
Marcy Nycz
Erin O'Connell
Joyce O'Riley
Samantha Pangborn
Darbie Peiffer
Lisa Pierce
Lisa Ridgeway
Javier Rossy
Susan Routhier

Century 21 Winkhofer, CWIN02
Howard Hanna, RUSA012
Keller Williams Realty Lancaster, KWNYY02
Keller Williams Realty Lancaster, KWNYY
WNY Metro Roberts, METR53
LoVallo Real Estate, Williamsville
MJ Peterson Real Estate, MJPR02
Hunt Real Estate ERA, HUNT01
Howard Hanna, RUSA014
WNY Metro Roberts, METR54
Keller Williams Realty Lancaster, KWNYY
Howard Hanna, RUSA009
Hunt Real Estate ERA, HUNT27
Howard Hanna, RUSA005
Hunt Real Estate ERA, HUNT02
Hunt Real Estate ERA, HUNT16
Gurney, Becker & Bourne, GURN01
Hunt Real Estate ERA, HUNT16
WNY Metro Roberts, METR51
WNY Metro Roberts, METR51
MJ Peterson Real Estate, MJPR01
Howard Hanna, RUSA008
Keller Williams Realty Lancaster, KWNYY
Recckio Real Estate, Williamsville
Coldwell Banker Integrity, TALA02
Century 21 Winkhofer, CWIN01
Hunt Real Estate ERA, HUNT22
Hunt Real Estate ERA, HUNT22
Hunt Real Estate ERA, HUNT04
Hunt Real Estate ERA, HUNT27
Hunt Real Estate ERA, HUNT03
Hunt Real Estate ERA, HUNT07
Hunt Real Estate ERA, HUNT11
Keller Williams Realty Lancaster, KWNYY02
Howard Hanna, RUSA013

REALTOR -- ASSOCIATE MEMBERS CONTINUED:

Patrick Ryan
Mohammad Salim
Alesandra Serio
Lisa Simme
Adam Stephany
Dawn Tisdale
Laurie Toporek
Konstantinos Tsigkrelis
Harold Kraven Weeks
Thomas Whetham
Chad Zingler

Towne House Real Estate, N. Tonawanda
Spagna Goodman LLC, Tonawanda
Keller Williams Realty Lancaster, KWNYY02
Allstate Appraisal, Hamburg
Keller Williams Realty Lancaster, KWNYY02
Hunt Real Estate ERA, HUNT07
Howard Hanna, RUSA016
Hunt Real Estate ERA, HUNT22
Howard Hanna, RUSA013
Century 21 Winklhofer, CWIN01
MJ Peterson Real Estate, MJPR01

August 1, 2017 TOTAL = 46
2017 YEAR TO DATE = 286

August 1, 2016 TOTAL = 29
2016 YEAR TO DATE = 327

Total Members to Date:

Includes:

- a) REALTOR® / REALTOR® Associate: 3112**
- b) Affiliate / Institutional / Public Service: 92**
- c) Emeriti: 97**

Buffalo Niagara Association of REALTORS
Membership Bulletin
September 1, 2017

INSTITUTIONAL MEMBERS:

Shane Cameron
Rocco N. Diina

Greater Buffalo Home Inspection, Cheektowaga
Five Star Bank, Buffalo

DESIGNATED SECONDARY REALTOR MEMBER:

Robert Piazza

Northern Star Realty, Hilton

DESIGNATED REALTOR MEMBER UPGRADE:

Jeffrey Danahy

Danahy Real Estate, Buffalo

REALTOR MEMBER UPGRADE:

Lynn McCarthy

Howard Hanna, RUSA001

REALTOR -- ASSOCIATE MEMBERS:

Kristina Beaver
Timothy Dove
Adam Elminowski
Jennifer Humphrey
Jamila Lee
Patrick Killeen
Martin Kosha
Kelmah Liverpool
Laura Majchrowkz
Katie Malvin
Brian Miller
Miguel Natal
Christina Petito
Taylor Schiappa
Aaron Stark
Michele Tedesco
Sarah Tracy
Thuy Tran
Robert Uwumukiza
Maya Wertheim
Hayley Williams
Denise Wrest
Lijuan Zhang

Hunt Real Estate ERA, HUNT04
Superlative Real Estate, Williamsville
MJ Peterson Real Estate, MJPR05
Howard Hanna, RUSA002
Hunt Real Estate ERA, HUNT27
MJ Peterson Real Estate, MJPR08
Howard Hanna, RUSA001
Roncroft Realty, Kenmore
Howard Hanna, RUSA005
Century 21 Ganey, Hamburg
Howard Hanna, RUSA001
Hunt Real Estate ERA, HUNT15
Hunt Real Estate ERA, HUNT03
Howard Hanna, RUSA015
Deal Realty, Lewiston
Hunt Real Estate ERA, HUNT25
Howard Hanna, RUSA010
Hunt Real Estate ERA, HUNT10
Hunt Real Estate ERA, HUNT03
Hunt Real Estate ERA, HUNT10
HusVar Properties LLC, Tonawanda
Keller Williams Lancaster, KWNY02
Howard Hanna, RUSA015

September 1, 2017 TOTAL = 23
2017 YEAR TO DATE = 355

September 1, 2016 TOTAL = 36
2016 YEAR TO DATE = 363

Total Members to Date:

Includes:

- a) REALTOR® / REALTOR® Associate: 3080**
- b) Affiliate / Institutional / Public Service: 94**
- c) Emeriti: 98**

Buffalo Niagara Association of REALTORS, Inc.
Board of Directors
Wednesday, October 25, 2017 – 4:30 pm – Reikart House

Executive Committee: President, Dawn Brown; President Elect, Rebecca VanDorn; Secretary/Treasurer, Eric Winkhofer; Vice President, Ann Aquilina; Immediate Past President, Sharon Ciminelli; Presidential Advisor, Marlene DeCarlo

Board of Directors: Kathy Crissy, Brendan Cunningham, Ann Edwards, Margaret Fisher, Margaret Hartman, William Higgins, Peter Hunt, John Kopera, Donna Littlefield, Lynne Logan, Curtis Neureuter, Joe Rivellino, Dave Stefik, John Wallin, Matt Whitehead

BNAR Attorney: Charlie Martorana

Staff: John Leonardi, Debbie Norman, Annette Fachko, Brian Woolston

Past Presidents: Phil Aquila, Michael Johnson, Gary Kenline, Jim Knight, miriam treger, Louis Vinci, Amy Winkhofer, Robert Winkhofer, and Charlene Zoratti

Excused: Dan Locche

- I. The meeting was called to order at 4:32 pm
- II. The Pledge of Allegiance was said followed by a moment of silence.
- III. Anti-Trust, Confidentiality and Conflict of Interest Form was circulated and signed.
- IV. Agenda Approval – The Forms & Contracts recommendation was postponed until the December meeting.
- V. Minutes of the Previous Meeting – no changes were made to the minutes of the previous meeting.
- VI. Operation & Financial Report
 - a. Eric Winkhofer reported on the September P&L. The report was received and filed.
- VII. Action Items for Directors
 - a. BNAR Officer Elections – President Brown appointed Gary Kenline, Brian Woolston and Jim Knight as tellers for this year's election.
 - b. Nominating Committee Chair, Sharon Ciminelli, stated that a copy of the Election Guidelines were distributed by email and will be reviewed if necessary.
 - c. Office of President – due to the automatic ascension of the President Elect to President, one vote was cast by the Secretary/Treasurer and Rebecca VanDorn was elected to the office of 2018 President.
 - d. Office of President Elect – Sharon Ciminelli announced Eric Winkhofer as the slate for the Office of President Elect. There were no nominations from the floor. There being no opposition one vote was cast by the Secretary/Treasurer and Eric Winkhofer was elected as President Elect.
 - e. Office of Secretary/Treasurer – Sharon Ciminelli announced Annabelle Aquilina as the slate for Secretary/Treasurer. Nominated from the floor was Donna Littlefield. There were no other nominations from the floor. Voting members were asked to write Donna Littlefields name on their ballot and it went to an immediate vote. On the first ballot Donna Littlefield was elected.
 - f. Office of Vice President – Sharon Ciminelli announced Brendan Cunningham as the slate for Vice President. Nominated from the floor was Annabelle Aquilina. There were no other nominations from the floor. Voting members were asked to write Annabelle Aquilinas name on their ballot and it went to an immediate vote. On the first ballot Brendan Cunningham was elected as Vice President.

- g. Course Development Workshop – The Executive Committee recommends to the Board of Directors to approve paying 50% or no more than \$400 per person for the NYSAR Course Development Workshop. The workshop will be offered to BNAR instructors or prospective instructors. Motion carried.

VIII. Dates and Reports

- a. Next meeting date is Wednesday, December 6 at 4:00 pm at the Country Club of Buffalo and approval of new applicants.

IX. Committee/Task Force Reports – Limited Discussion

- a. Technology - written report emailed
- b. RPAC Report – Margaret Hartman reported that we are shy approximate thirteen hundred dollars of RPAC goal with \$58,579 collected to date.

X. Presidents Report – Dawn Brown - Limited Discussion

- a. President Brown reminded the Directors of the Committee Thank You Reception that is being held on Monday, November 27, 2017 from 5-7pm at Giancarlo's and the Holiday Brunch on Sunday, December 10 at noon at the Mansion on Delaware.

XI. Chief Executive Officers Report – Limited Discussion – John Leonardi

- a. Chief Executive Officer, John Leonardi, announced that dates have been scheduled for Broker, Office Manager and Agent Training for Real Safe Agent.
- b. Mr. Leonardi reported that some of the bills for Agents' Day have not been received. Bill Higgins added that there were 70 vendors and 5-7 sponsors for this year's event.
- c. John Leonardi reported that George Wonica from the Long Island Association will be running for Secretary/Treasurer of NYSAR and may be looking for our endorsement.
- d. The itinerary for the upcoming NAR meetings in Chicago will be sent by email.
- e. Chief Executive Officer, John Leonardi, reported for the Building PAG and that an RFP has been mailed to our Commercial and Appraiser members regarding our office space.
- f. John Leonardi presented Rebecca VanDorn with the REALTOR Honor Society certificate and pin.

XII. New/Other/Old Business - none

XIII. Legal – Limited Discussion – Charlie Martorana

- a. Attorney, Charlie Martorana, briefly reported on the AirBNB case and non licensed salespersons. Mr. Martorana informed the Directors of an upcoming article that will be coming up in the NYSAR Legal Lines newsletter.

XIV. Adjournment - Meeting adjourned at 5:45 pm

Dawn Brown

Buffalo Niagara Association of REALTORS®, Inc.
Western New York Real Estate Information Services, LLC

**Sign In Sheet and Guidance for
Antitrust Avoidance, Confidentiality and Conflict of Interest**

Antitrust Avoidance

Various State and Federal laws prohibit the exchange of information among competitors regarding matters pertaining to price, refusals to deal, market division, tying relationships and other topics which might infringe upon antitrust regulations, and that no such exchange or discussion will be tolerated during this meeting.

These guidelines apply not only to the formal meeting sessions, but to informal discussions during breaks, meals or social gatherings.

Confidentiality Required and Conflict of Interest Disclosure (BNAR)

As fiduciaries, the Directors of the Buffalo Niagara Association of REALTORS®, Inc. have classic fiduciary responsibilities. Directors must maintain confidentiality regarding matters that could affect the Association's competitive position (for example, business and marketing plans) and comply with the Association's Confidentiality Policy. Directors and Association Committee Members have a duty to comply with the Association's Conflict of Interest Policy, including the duty to disclose and identify any conflict of interest, particularly actions the Association may take that may result in a financial benefit to the Director or Committee Member or a Related Party, and also to refrain from voting and participating in discussions in those instances where he/she or a Related Party will directly or indirectly receive a financial benefit. No contract or other transaction of the Association will be held to be void or voidable for this reason alone, provided the financial interest or conflict is disclosed to the Board of Directors or applicable Committee of the Association, the Board determines that the transaction is fair and reasonable as to the Association, and is duly approved by a majority of disinterested Directors of the Association (see New York Not For Profit Corporation Law sections 715, 715-a).

To remain in compliance with the New York Not For Profit Corporation Law, Association Directors and Committee Members must be vigilant that:

- There will be no self-dealing or business transactions or arrangements between a Director, Committee Member and the Association, except when the required disclosure and approval occurs, the Director or Committee Member recuses himself or herself from any voting and discussion, and appropriate competition is ensured.
- They disclose, on an as needed and annual basis, any: (a) involvements with other organizations, vendors, or any relationships which might produce conflicts; (b) personal, financial or other interests in dealing with the Association; and (c) obligation of any nature that is in conflict with Director's or Committee Member's duties to the Association.
- When the Board of Directors is to decide an issue, about which a Director has an unavoidable conflict of interest, that Director shall absent himself/herself without comment from not only the vote, but also from the deliberation, and shall not attempt to otherwise influence the vote or deliberation.
- Directors may not obtain employment in the Association for themselves or Related Parties, which includes family and business associates.

Thank you for your cooperation.

Dawn Brown, President, Buffalo Niagara Association of REALTORS®, Inc.

Meeting Date : 10/25/17 Purpose: Board of Directors

ATTENDEES SIGNATURES REQUIRED:

Please change e-mail if incorrect

Ann Aquilina



Annabelle.aquilina@huntrealestate.com

Dawn Brown



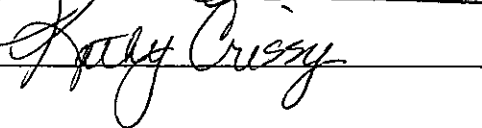
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Marlene DeCarlo

Ann Edwards

Annette Fachko

Margaret Fisher

Margaret Hartman

William Higgins

Peter Hunt

John Kopera

John Leonardi

Donna Littlefield

Lynne Logan

Dan Locche

Charles Martorana

Curtis Neureuter

Debbie Norman

Joe Rivellino

Dave Stefik

Rebecca VanDorn

John Wallin

Matt Whitehead

Eric Winklhofer

Brian Woolston

PAST PRESIDENTS NOT ON THE BOARD OF DIRECTORS

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(July 26, 2017 Version)

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Louis Vinci _____

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Robert Winklhofer _____

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Charlene Zoratti _____

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Buffalo Niagara Association of REALTORS
Membership Bulletin
October 1, 2017

DESIGNATED SECONDARY REALTOR MEMBER:

Ana I. Festa
Andrew Kachaylo

eXp Realty, LLC, Buffalo
Re/Max Hometown Choice, Lakeville

REALTOR MEMBER:

Marietta Zygaj Cimato

Hunt Real Estate ERA, HUNT01

REALTOR -- ASSOCIATE MEMBERS:

Alexander Ackley
Hayley Bush
Nicole Cannarozzo
Ramona Clemons
Beverly Costanzo
Richard Costanzo
Linda Crist
Frank Detkos
Tracy Diegelman
Paul Dolan
Patrick Donovan
Douglas Hahn
Maximo Italiano
Eliza Kaminska
Eric Karjel
Wendy Keleher
Kristin Keller
Jan Kennedy
Brooke Kirchmeyer
Nicholas Kozminski
Joseph Kurtz
Katharine LaForme
Tyler Lago
Shanette Moore
Hanan Mourad
Chantelle Niemer
Jessica Peraza
Mahbub Rahman
James Rojek
Giavanna Rossi
Shannon Ruppel
Susan Schmitt
Marie Scofield
Edie Stebbins
Kathy Stoklosa
Erica Sundeen
Francesco Torcasio III
Kristy Vaughn
Cortney Walczak
Amy Yockey
Margaret Young

Coldwell Banker Integrity, TALA02
Hunt Real Estate ERA, HUNT06
Howard Hanna, NOTH27
Century 21 Balesteri, Buffalo
Hunt Real Estate ERA, HUNT16
Hunt Real Estate ERA, HUNT16
MJ Peterson Real Estate, MJPR08
Howard Hanna, RUSA009
Howard Hanna, NOTH27
Hunt Real Estate ERA, HUNT11
Ventry Real Estate, Niagara Falls
Keller Williams Realty Buffalo, KWNW
Howard Hanna, RUSA013
Howard Hanna, RUSA016
Howard Hanna, RUSA012
Hunt Real Estate ERA, HUNT06
MJ Peterson Real Estate, MJPR02
Hunt Real Estate ERA, HUNT07
Howard Hanna, RUSA012
Hunt Real Estate ERA, HUNT15
Hunt Real Estate ERA, HUNT15
WNY Metro Roberts Realty, METR53
Hunt Real Estate ERA, HUNT10
Keller Williams Realty Buffalo, KWNW
Hunt Real Estate ERA, HUNT04
Hunt Real Estate ERA, HUNT22
Hunt Real Estate ERA, HUNT03
Keller Williams Realty Buffalo, KWNW
Green Home Revolution LLC, Williamsville
Howard Hanna, RUSA015
Hunt Real Estate ERA, HUNT11
MJ Peterson Real Estate, MJPR05
Howard Hanna, NOTH111
Howard Hanna, NOTH29
Howard Hanna, RUSA016
Hunt Real Estate ERA, HUNT27
Howard Hanna, RUSA009
Keller Williams Realty Buffalo, KWNW
Hunt Real Estate ERA, HUNT22
WNY Metro Roberts, METR55
Howard Hanna, RUSA019