



# OAKLAND BERKELEY AOR BYLAWS

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# BYLAWS OF THE Oakland/Berkeley Associations of REALTORS®

## ARTICLE I - NAME

### Section 1. Name.

The name of this organization shall be the Oakland/Berkeley Association of REALTORS®, Incorporated (hereinafter referred to as the "A.O.R." The term "Association" is used when referring to any Association of REALTORS®).

**Section 2. REALTOR® Membership Mark in Name of Association.** Inclusion and retention of the registered collective membership mark "REALTORS®" in the name of the A.O.R. shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® (hereinafter "N.A.R.") as from time to time amended.

**Section 3. Offices.** The principal offices of the organization shall be located at 2855 Telegraph Ave. Suite 600, Berkeley, California, or such other address as may be designated by the Board of Directors. The Board of Directors may at any time establish branch or subordinate offices at any place or places.

## ARTICLE II – OBJECTIVES

### Section 1. Objectives. The objectives of the A.O.R. are:

- (a) To unite those engaged in the recognized branches of the real estate profession for the purpose of exerting a beneficial influence upon the profession and related interests. The "recognized branches of the real estate profession" include buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, financing, building, developing or subdividing real estate.
- (b) To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of N.A.R. (hereinafter "Code of Ethics").
- (c) To provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interests may be safeguarded and advanced.
- (d) To further the interests of home and other real property ownership.
- (e) To unite those engaged in the real estate profession in this community with the CALIFORNIA ASSOCIATION OF REALTORS® (hereinafter "C.A.R.") and NATIONAL ASSOCIATION OF REALTORS® (hereinafter "N.A.R.") thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein.
- (f) To designate, for the benefit of the public, those individuals within the state of California authorized to use the terms REALTOR® and REALTORS® as licensed, prescribed, and controlled by N.A.R.

## ARTICLE III - NATIONAL AND STATE MEMBERSHIPS

**Section 1. Association Membership in N.A.R. and C.A.R.** The A.O.R. shall be a member of N.A.R. and C.A.R. as defined in the governing documents of N.A.R. and C.A.R. By reason of the A.O.R.'s membership in N.A.R. and C.A.R., each REALTOR® member of the A.O.R. shall be entitled to membership in N.A.R. and C.A.R. without further payment of dues. The A.O.R. shall continue as a member of N.A.R. and C.A.R., unless by a majority vote of all of its REALTOR® members the decision is made to withdraw, in which case N.A.R. and C.A.R. shall be notified in writing at least one month in advance of the date designated for the termination of the A.O.R.'s membership.

**Section 2. Ownership and Use of REALTOR® Membership Marks.** The A.O.R. recognizes the exclusive property rights of N.A.R. in the terms REALTOR® and REALTORS®. The A.O.R. may use the terms while it is a member in good standing of N.A.R. The A.O.R. shall discontinue use of the terms in any form in its name, upon ceasing to be a

member of N.A.R., or upon a determination by the Board of Directors of N.A.R. that it has violated the conditions imposed upon use of the terms.

**Section 3. Adoption & Enforcement of N.A.R. Code of Ethics; Compliance with N.A.R. & C.A.R. Governing Documents & Policies.** The A.O.R. adopts the N.A.R. Code of Ethics and agrees to enforce the Code of Ethics among its REALTOR® members. The A.O.R. and all of its members agree to abide by the Constitution, Bylaws, Rules and Regulations, Code of Ethics, and policies of N.A.R. and C.A.R.

**Section 4. Other Association Rules, Regulations & Policies.** The A.O.R. may adopt any Rules and Regulations or policies not inconsistent with the Constitution, Bylaws, Rules and Regulations, Code of Ethics, and policies of N.A.R. and C.A.R. and these Bylaws. Any inconsistencies between the A.O.R.'s Rules and Regulations or policies and the Bylaws of the A.O.R. (hereinafter "Bylaws") shall be controlled by the Bylaws.

## ARTICLE IV - JURISDICTION

**Section 1. Description of Jurisdiction.** The territorial jurisdiction of the A.O.R. as a member of N.A.R. is: Albany, Berkeley, El Cerrito, Emeryville, Kensington, Oakland, and Piedmont, California.

**Section 2. Jurisdictional Rights.** Territorial jurisdiction is defined to mean the right and duty to control the use of the terms REALTOR® and REALTORS® subject to the conditions set forth in the Bylaws and those of N.A.R., and to protect and safeguard the property rights of N.A.R. in those terms.

## ARTICLE V - MEMBERSHIP, QUALIFICATION, APPLICATION AND ACCEPTANCE

**Section 1. Classes of Membership.** There shall be six (6) classes of membership: (1) REALTOR® Members; (2) Institute Affiliate Members; (3) Affiliate Members; (4) Public Service Members; (5) Honorary Members; and (6) Student Members.

### **Section 2. Qualifications for REALTOR® Members.**

**2.1 REALTOR® Member Requirements.** REALTOR® members, whether primary or secondary, who are principals, partners, corporate officers or branch office managers of real estate firms shall:

- (a) Maintain a current, valid California real estate broker or salesperson license or California real estate appraisal certification or license; and
- (b) Act as a sole proprietor, partner, corporate officer of a real estate firm or office manager of a real estate firm acting on behalf of the firm's principal(s); and
- (c) Remain actively engaged in the real estate profession; and
- (d) Maintain or be associated with a real estate office located within the state of California or a state contiguous thereto; and
- (e) Have no record of official sanctions rendered by the courts or other lawful authorities for (i) violations of civil rights laws or real estate license laws within the past three years or (ii) criminal convictions within the past ten years where the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted (ten years is measured from the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date)

**2.2 Other REALTOR® Member Requirements.** REALTOR® members, whether primary or secondary, other than principals, partners, corporate officers, or branch office managers of real estate firms shall:

- (a) Maintain a current, valid California real estate broker or salesperson license or California real estate appraisal certification or license; and
- (b) Remain actively engaged in the real estate profession; and
- (c) Remain employed by or affiliated as an independent contractor with a REALTOR® member who meets the requirements in Section 2.1 of this Article V for any Association in California or a state contiguous thereto; and

(d) Have no record of official sanctions rendered by the courts or other lawful authorities for (i) violations of civil rights laws or real estate license laws within the past three years or (ii) criminal convictions within the past ten years where the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted (ten years is measured for the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date.

**2.3 REALTOR® members may be franchise corporate officers** as described below in Article V, Section 2.8.

**2.4 Designated REALTORS®**. Each firm shall designate in writing one "Designated REALTOR®" member who shall be responsible for the conduct of individuals affiliated with the firm and accountable to the A.O.R. for all duties and obligations of A.O.R. membership, including, but not limited to, certification as set forth in Article VI, Section 11. The "Designated REALTOR®" must be the sole proprietor, partner, corporate officer or an office manager acting on behalf of the firm's principal(s) and must have the authority to bind the firm in arbitrations and must meet all the other qualifications for REALTOR® membership set forth in Article V, Sections 2.1 of the Bylaws.

**2.5 Association of Choice.**

(a) Primary Membership. Licensees affiliated with a REALTOR® firm may choose as their "primary" Association any Association within California where the firm maintains a "Designated REALTOR®." If a REALTOR® is a primary member of the A.O.R., the A.O.R. pays C.A.R. and N.A.R. dues for that individual.

(b) Secondary Membership. A REALTOR® who has joined another Association as a primary member may join this A.O.R. as a secondary member. There need not be a Designated REALTOR® member of this A.O.R. for licensees to select this A.O.R. as their secondary Association. The conditions for secondary membership shall be no more stringent than for primary membership, and the privileges of membership shall be the same including the right to vote and hold office.

**2.6 Required REALTOR® Membership of Officers and Partners.** All persons who are partners in a partnership or officers in a corporation, and actively engaged in the real estate profession within the state of California or a state contiguous thereto or are franchise corporate officers as described below shall be ineligible for any class of membership other than REALTOR® membership. Each is required to hold REALTOR® membership individually in a local Association in California (except as provided in Section 2.7) or in a state contiguous thereto, if they meet all the other qualifications set forth in Article V, Sections 2.1, 2.2, or 2.3 of the Bylaws unless they otherwise qualify for Institute Affiliate membership as described in Article V, Section 3.

**2.7 Required REALTOR® Membership of Commercial Principals.** In the case of a real estate firm, partnership or corporation whose business activity is substantially all commercial, only those principals actively engaged in the real estate business in connection with the same office, or any other offices within the jurisdiction of the A.O.R. in which one of the firm's principals holds REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate Membership as described in Article V, Section 3.

**2.8 Franchise Corporate Officers.** Notwithstanding any other provision herein, franchise corporate officers of real estate brokerage franchise organizations with at least one hundred fifty franchisees located within the United States, its insular possessions and the commonwealth of Puerto Rico, may be elected to membership pursuant to the Constitution and Bylaws of N.A.R. (hereinafter "Franchise Corporate Officers"). Franchise Corporate Officers may or may not be licensed for California real estate broker or salesperson or appraisal activities. Franchise Corporate Officers shall enjoy all of the rights, privileges and obligations of REALTOR® membership, including compliance with the Code of Ethics, except: obligations related to A.O.R. mandated education, meeting attendance, or indoctrination classes or other similar requirements, if any; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the A.O.R., C.A.R., and N.A.R.

**Section 3. Qualifications for Institute Affiliate Members.** Institute Affiliate members shall be individuals who hold a professional designation awarded by an Institute, Society or Council affiliated with the N.A.R. that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® membership subject to payment of applicable dues for such membership.

**Section 4. Qualifications for Affiliate Members.** Affiliate members shall be real estate owners, or other individuals or firms engaged in activities related to the real estate profession, who do not qualify for REALTOR® membership. Affiliate members have interests requiring information concerning real estate and sympathy with the objectives of the A.O.R.

**Section 5. Qualifications for Public Service Members.** Public Service members shall be those members who maintain an interest in the real estate profession as employees or affiliates of educational, public utility, governmental or other similar organizations and are not engaged in the real estate profession on their own account or with an established real estate business.

**Section 6. Qualifications for Honorary and Emeritus Members.** Honorary members shall be those persons recognized by the Board of Directors as persons who have performed notable service for the real estate profession, for the A.O.R., or for the public though not engaged in the real estate profession. Emeritus members shall be those persons recognized by the Board of Directors as persons who have had a longtime affiliation with, and a history of active service to the Association and who are at least 72 years of age.

**Section 7. Qualifications for Student Members.** Student members shall be students enrolled in an undergraduate or graduate degree program at an institution of higher education with a specialization or major in real estate, or who are seeking to obtain a real estate license or appraiser's license but who are not eligible for REALTOR® membership.

**Section 8. Membership Application.**

(a) Each applicant for membership shall submit an application in such manner and form as may be prescribed by the A.O.R. Board of Directors (hereinafter "Board of Directors") and give his or her consent that the Board of Directors, through the A.O.R. Membership Committee (hereinafter "Membership Committee") or otherwise, may obtain information about the applicant from any member, other persons or Associations and that any information furnished to the Board of Directors by any member, person or Association shall not form the basis of any action for slander, libel or defamation of character. The Board of Directors, through its Membership Committee or otherwise, may consider the following in determining an applicant's qualifications for membership: (1) all final findings of N.A.R. Code of Ethics violations and violations of other membership duties in any other Association within the past three (3) years; (2) pending ethics complaints or hearings; (3) unsatisfied discipline pending; (4) pending arbitration requests or hearings; (5) unpaid arbitration awards or unpaid financial obligations to any other Association or Association Multiple Listing Service ("MLS").

(b) Applicants for membership shall be familiar with and agree to abide by the Bylaws and Rules and Regulations of the A.O.R., the Bylaws of C.A.R. and the N.A.R. Constitution, Bylaws and Code of Ethics, to the extent they are applicable, and pass such reasonable and nondiscriminatory written examination thereon as may be required by the Membership Committee. Applicants must also complete an orientation program as may be required by the Board of Directors, its Membership Committee, or otherwise.

(c) Applicants for REALTOR® membership shall certify: that they have no record of official sanctions rendered by the courts or other lawful authorities for (i) violations of civil rights laws or real estate license laws within the past three years, or (ii) criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted and (2) no more than ten years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date and (3) that they have not been suspended or expelled from an Association the past three years for violations of the N.A.R. Code of Ethics.

(d) Applicants who are sole proprietors, general partners, corporate officers, or branch office managers (Article V, Section 2) of a real estate firm must disclose: (1) whether they or their firms are subject to any pending bankruptcy proceedings; and (2) whether they or their firms have been adjudged bankrupt within the past three (3) years. If the applicant is party to pending bankruptcy or insolvency proceedings or has been adjudged bankrupt within the past three (3) years, the applicant may be required to pay cash in advance for A.O.R. and MLS fees for up to one year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy, whichever is later. If the Board of Directors determines that such prepayments will not protect the interests of the A.O.R. or its members, such applications may be rejected.

**Section 9. Prior Membership Records.** The A.O.R. may consider information received from other Associations in determining whether an applicant satisfies the A.O.R.'s membership requirements. The A.O.R. may request from any Association where the applicant held prior membership, minimum "core" information including:

- (a) All final findings of Code of Ethics violations and violations of other membership duties within the past three (3) years;
- (b) Pending complaints alleging violations of the Code of Ethics or alleging violations of other membership duties;
- (c) Incomplete or (pending) disciplinary measures;
- (d) Pending arbitration requests (or hearings); and
- (e) Unpaid arbitration awards or unpaid financial obligations to the Association or its MLS; and/or
- (f) Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm.

**Section 10. Application Review and Acceptance.** The procedure for acceptance to membership shall be as follows:



(a) The Membership Committee shall determine whether the applicant is applying for the appropriate class of membership. If the A.O.R. does not have a standing Membership Committee, the AOR's Executive Officer/staff may act in this capacity. The Membership Committee may request "core" information as defined in Article V, Section 9, from any Association of which the applicant was previously a member. The Membership 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.

(b) At the next meeting of the Board of Directors following the applicant's application, the Membership Committee shall report its recommendation to the applicant and Board of Directors in writing. If the recommendation is to reject 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 applicant and Board of Directors. The applicant shall also be notified of his or her right to appear before the Board of Directors.

(c) The Board of Directors shall review the qualifications of the applicant and the recommendations of the Membership Committee and then vote on the applicant's eligibility for membership. If the applicant appears, he or she may be represented by counsel, call witnesses on his or her behalf and make such statements as he or she deems relevant. The Board of Directors may also have counsel present. If the applicant receives a majority vote of the Board of Directors, he or she shall be declared accepted as a member and shall be advised by written notice. An application for Institute Affiliate Membership shall be acted upon by the Board of Directors within forty-five (45) days from the date of application for membership.

(d) If the Board of Directors determines that the application should be rejected, it shall record its reasons. 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 A.O.R. for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.

(e) The Board of Directors, through its Membership Committee or otherwise, may grant "provisional" membership to an applicant in instances where the applicant for membership has unsatisfied discipline pending in another Association, provided all other qualifications for membership have been satisfied. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. The Board of Directors may reconsider the membership status of provisional members unsatisfied discipline has been resolved or if such matters are not resolved within six (6) months from the date that provisional membership is approved. At the time of reconsideration, if the Board of Directors determines that the individual has not satisfactorily resolved the unsatisfied discipline, at the discretion of the Board of Directors, membership may be terminated.

**Section 11. New Member Code of Ethics Orientation.** Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics, meeting the minimum criteria established by N.A.R. for new member ethics training. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another Association, provided that REALTOR® membership has been continuous, or that any break in membership is for one year or less. Failure to satisfy this requirement within ninety (90) days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

**Section 12. Continuing Member Code of Ethics Training.**

Every two year period, starting with the period from January 1, 2017 through December 31, 2018, and for successive two year periods thereafter, each REALTOR® member of the A.O.R. shall be required to complete a course on the Code of Ethics, meeting the minimum criteria established by N.A.R. for biennial ethics training. This requirement will be satisfied upon presentation of documentation that the member has completed such course of instruction conducted by this or another Association, C.A.R., N.A.R., or any other recognized educational institution. 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 two year cycle shall not be required to complete additional ethics training until a new two year period commences.

Failure to satisfy this requirement shall be considered a violation of a membership duty and will result in suspension of membership for the first two months (January and February) of the year following the end of any two year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date for failure to complete the training requirement will be automatically terminated. (Adopted 1/01, revised 1/17)

**Section 13. Status Changes.**

(a) REALTORS® who change the conditions under which they hold membership shall be required to provide written notification to the A.O.R. within thirty (30) days. A non-principal REALTOR® who becomes a principal in the firm with which he or she has been licensed or, becomes a principal in a new firm which will be comprised of REALTOR® principals, may be required to satisfy any previously unsatisfied membership requirements applicable to principal REALTOR® members. During the period of transition from one status of membership to

another, such members shall be subject to all of the privileges and obligations of a principal REALTOR® member. The Board of Directors, at its discretion, may waive any qualification which the member has already fulfilled in accordance with the Bylaws. If the REALTOR® does not satisfy the requirements established in the Bylaws for the category of membership to which they have transferred within thirty (30) days of the date they advised the A.O.R. of their change in status, their application for change of status will terminate automatically unless otherwise so directed by the Board of Directors.

(b) If the licensed status of any member is terminated, his or her membership in the A.O.R. shall terminate automatically. If any member ceases to meet any other ongoing qualification of membership, his or her membership may be terminated by the Board of Directors. Each member shall have the affirmative duty to notify the A.O.R. of any changes in their licensee status.

(c) Any application fee related to a change in membership status shall be reduced by an amount equal to any application fee previously paid by the applicant unless there has been a lapse in membership, in which case any reduction of dues is subject to Board discretion. Dues shall be prorated from the first day of the quarter in which the member is notified of acceptance by the Board of Directors of his or her change in status and shall be based on the new membership status for the remainder of the year.

**Section 14. Resignation.** Resignations of members shall become effective when received in writing by the Board of Directors, provided, however, that if any member submitting the resignation is indebted to the A.O.R. for dues, fees, fines or other assessments of the A.O.R. or any of its services, departments, divisions or subsidiaries, the A.O.R. may condition the right of the resigning member to reapply for membership upon payment in full of all such monies owed.

## ARTICLE VI - PRIVILEGES AND DUTIES OF MEMBERSHIP

**Section 1. Member Compliance with Bylaws, Policies, Rules and Regulations.** It shall be the duty of every member of the A.O.R. to abide by the Bylaws, Policies and Rules and Regulations of the A.O.R. Any member of the A.O.R. may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of the Bylaws or the Rules and Regulations of the A.O.R. If a hearing is required it shall be held in accordance with the California Code of Ethics and Arbitration Manual.

Although only REALTOR® members are subject to the Code of Ethics and its enforcement by the A.O.R., all members are encouraged to abide by the principles established in the Code of Ethics and conduct their business and professional practices accordingly. Further, any non-REALTOR® member may, upon recommendation of a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, reflects adversely on the real estate industry or the terms REALTOR® or REALTORS® and for conduct that is inconsistent with or adverse to the objectives and purposes of this A.O.R., C.A.R. or N.A.R.

### **Section 2. Member Discipline.**

(a) Any member of the A.O.R. may be reprimanded, placed on probation, suspended or expelled for harassment of an Association or MLS employee or Association officer or director after an investigation in accordance with the procedures of the A.O.R. As used in this section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, President-Elect and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with counsel for the A.O.R. Disciplinary action may include any sanction authorized in the California Code of Ethics and Arbitration Manual. If the complaint names the President or President-Elect, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.

(b) Any REALTOR® member of the A.O.R. may be disciplined by the Board of Directors for violations of the Code of Ethics or other duties of membership after a hearing as described in the California Code of Ethics and Arbitration Manual, provided that the discipline imposed is consistent with N.A.R. policy as set forth in the California Code of Ethics and Arbitration Manual.

**Section 3. Resignation with Pending Arbitration or Disciplinary Hearing.** If a member resigns from the A.O.R. or otherwise causes membership to terminate with a disciplinary complaint pending, the complaint shall be processed until the decision of the A.O.R. with respect to disposition of the complaint is final by this A.O.R. (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 Associations 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®.

If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration continues in effect even after membership lapses or is terminated provided that the dispute arose while the former, member was a member

**Section 4. Voting Rights and Eligibility for Elective Office.** Only REALTOR® members, whether primary or secondary in good standing whose financial obligations to the A.O.R. are paid in full, shall be entitled to vote and to hold elective office in the A.O.R. Proxy voting is not allowed. Honorary Life and Emeritus members shall be entitled to all voting rights and services made available to REALTOR® Members.

**Section 5. Privileges and Duties of REALTOR® Members.**

(a) It shall be the duty and responsibility of every REALTOR® member of this A.O.R. to abide by the Constitution and Bylaws of C.A.R., the Constitution and Bylaws of N.A.R. and to abide by the Code of Ethics as set forth in Article VI, Section 1 and Article VII, Section 2 of these Bylaws.

(b) REALTOR® members have the primary responsibility to safeguard and promote the standards, interests and welfare of the A.O.R. and the real estate profession.

(c) REALTOR® members may use the terms REALTOR® and REALTORS® subject to the provisions of Article VIII.

(d) If a REALTOR® member who is a sole proprietor, principal in a firm, partner in a partnership, officer of a corporation, or branch office manager is suspended or expelled, his or her firm, partnership or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension or expulsion and the membership of all other principals, partners or corporate officers shall suspend or terminate during the period of suspension or expulsion, unless: (1) the disciplined member severs his or her connection with the firm, partnership or corporation; or (2) the disciplined member relinquishes management control of the firm. The membership of REALTORS® who are employed or affiliated as independent contractors with the disciplined member shall suspend or terminate during the period of suspension or expulsion unless: (1) the disciplined member severs his or her connection with the firm, partnership or corporation; (2) the disciplined member relinquishes management control of the firm; or (3) the non-principal REALTOR® member elects to sever his or her connection with the disciplined member and affiliates with another REALTOR® member in good standing in the association. If a REALTOR® member other than a sole proprietor in a firm, partner in a partnership, officer of a corporation or branch office manager is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected. Removal of an individual from any form or degree of management control must be certified to the A.O.R. by the disciplined member and by the individual who is assuming management control. The signatures on such certification must be notarized. The foregoing is not intended to preclude a suspended or expelled member from functioning as an employee or independent contractor, provided no management control is exercised.

(e) In any action taken against a principal REALTOR® member for suspension or expulsion, notice of such action shall be given to all REALTORS® employed by or affiliated as independent contractors with such REALTOR® member and they shall be advised that the provisions in this Article VI, Section 5 shall apply.

(f) Any REALTOR® Member who moves his or her place of business shall immediately notify the A.O.R.

(g) A REALTOR® Member in good standing in the A.O.R. may apply in writing to the Board of Directors for a Reinstatement Privilege Certificate. Upon leaving the A.O.R.'s jurisdiction, reinstatement privileges are not necessary if some form of A.O.R. membership has been maintained. Application for reinstatement privilege is to be accompanied by funds for an amount to be determined by the Board of Directors. This Certificate may then be extended on a yearly basis at the option of the Board of Directors upon payment of an additional renewal fee, and will entitle the holder to resume membership in the A.O.R. without customary application fee.

**Section 6. Privileges and Duties of Institute Affiliate Members.** Institute Affiliate members shall have the rights and privileges and be subject to the obligations prescribed by the Board of Directors consistent with the N.A.R. Constitution and Bylaws.

NOTE: Local associations establish the rights and privileges to be conferred on Institute Affiliate Members except that no Institute Affiliate Member may be granted the right to use the term REALTOR®, REALTOR-ASSOCIATE®, or the REALTOR® logo; to serve as President of the local association; or to be a Participant in the local association's Multiple Listing Service.

**Section 7. Privileges and Duties of Affiliate Members.** Affiliate members shall have the rights and privileges and be subject to the obligations prescribed by the Board of Directors. Affiliate members have no voting rights.

**Section 8. Privileges and Duties of Public Service Members.** Public Service members shall have the rights and privileges and be subject to the obligations prescribed by the Board of Directors.

**Section 9. Privileges and Duties of Honorary Members.** Honorary membership shall confer only the right to attend meetings and participate in discussions. Such members shall be entitled to all voting rights and services made available to REALTOR® Members, but shall not be subject to local Association dues.

**Section 10. Privileges and Duties of Student Members.** Student members shall have the rights and privileges and be subject to the obligations prescribed by the Board of Directors.

**Section 11. Certification by Designated REALTOR®.** Designated REALTORS® shall certify to the A.O.R. during the first month of each fiscal year, on a form provided by the A.O.R., a complete listing of all individuals licensed or certified under California law, with the REALTOR® firm(s), and shall designate the primary association, if any, for each individual. These declarations shall be used for purposes of calculating dues under Article IX, Section 2 of the Bylaws. Designated REALTOR® members shall also notify the A.O.R. of any additional individual(s) licensed or certified with the firm(s) and of any individual whose affiliation with the firm was severed within thirty days of the date of affiliation or severance of the individual(s).

## ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION

**Section 1. Professional Standards and Arbitration.** The responsibility of the A.O.R. and its members relating to the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the California Code of Ethics and Arbitration Manual, as published and from time to time amended by C.A.R., which by this reference is made a part of these Bylaws.

**Section 2. Member Compliance with N.A.R. and C.A.R. Constitution, Bylaws, Policies, Rules, Regulations, and Code of Ethics.** It shall be the duty and responsibility of every REALTOR® member of this A.O.R. to abide by the Constitution and Bylaws and the Rules and Regulations of this A.O.R., the Constitution and Bylaws of C.A.R., the Constitution and Bylaws of N.A.R., and the Code of Ethics, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the N.A.R. Code of Ethics and as further defined and in accordance with the procedures set forth in the California Code of Ethics and Arbitration Manual as from time to time amended by C.A.R. By becoming and remaining a member, every REALTOR® member agrees that he or she and the corporation or firm for which he or she acts as a partner, officer, principal, or branch office manager, will submit to arbitration through the A.O.R. by the Association's facilities, all disputes with any other member or member of the public subject to the conditions set forth in the California Code of Ethics and Arbitration Manual.

## ARTICLE VIII - USE OF THE TERMS REALTOR® AND REALTORS® [NO CHANGES]

**Section 1. Use and Control of REALTOR® Membership Marks.** Use of the terms REALTOR® and REALTORS® by members shall, at all times, be subject to the provisions of the Constitution and Bylaws of N.A.R. and to the Rules and Regulations prescribed by its Board of Directors. The A.O.R. shall have the authority to control, jointly and in full cooperation with N.A.R., use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the C.A.R. Code of Ethics and Arbitration Manual.

**Section 2. Jurisdictional Limits on Use of REALTOR® Membership Marks.** REALTOR® members of the A.O.R. shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their places of business within California, or a state contiguous thereto, so long as they remain REALTOR® members in good standing. No other class of members shall have this privilege.

**Section 3. Use of REALTOR® Membership Marks Dependent on Status of Firm Principals.** A REALTOR® member who is a principal of a real estate firm, partnership or corporation may use the terms REALTOR® and REALTORS® only if all the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within California, or a state contiguous thereto, are REALTOR® members.

(a) In the case of a REALTOR® member who is a principal of a real estate firm, partnership or corporation whose business activity is substantially all commercial, the right to use the term REALTOR® or REALTORS® shall be limited to office locations in which a principal, partner, corporate officer or branch office manager of the firm,

partnership or corporation holds REALTOR® membership. If a firm, partnership or corporation operates additional places of business in which no principal, partner, corporate officer or branch office manager holds REALTOR® membership, the term REALTOR® or REALTORS® may not be used in any reference to those additional places of business.

**Section 4. Institute Affiliate Members Ineligible to Use REALTOR® Membership Marks.** Institute Affiliate members shall not use the terms REALTOR® or REALTORS® nor the imprint of the emblem seal of N.A.R.

## ARTICLE IX - DUES AND ASSESSMENTS

**Section 1. Application Fee.** The Board of Directors may adopt a reasonable application fee for membership in the A.O.R. The application fee for REALTOR® membership shall not exceed three (3) times the amount of the annual dues for REALTOR® membership. The application fee shall be required to accompany each application for membership in the A.O.R. and shall become the property of the A.O.R. upon final approval of the application.

### **Section 2. Dues.**

(a) The Board of Directors shall determine annually the amount of annual dues to be paid by each class of membership. Honorary Life and Emeritus Members are not subject to local Association dues.

(b) The dues of each Designated REALTOR® member shall be a base amount plus an amount multiplied by the number of real estate licensees / salesperson and licensed or certified appraisers under California law to which he or she certified under Article VI, Section 11, and who: (1) are employed by or affiliated as independent contractors or who are otherwise directly or indirectly licensed or certified with such REALTOR® member; and (2) are not REALTOR® members of any Association within California or a state contiguous thereto or Institute Affiliate members of this A.O.R., C.A.R. or N.A.R. In calculating the dues payable to the A.O.R. by a Designated REALTOR® member, non-member licensees as defined in (1) and (2) of this sub-paragraph shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on non-member licensees to another Association within the state of California or a state contiguous thereto, provided the Designated REALTOR® notifies the A.O.R. in writing of the identity of the Association to which dues have been remitted.

A REALTOR® with a direct or indirect ownership interest in an entity engaged in the real estate business which provides services for which a Mortgage Loan Originators license endorsement (MLO) is required may annually file with the association, on a form approved by the association, a list of the MLO licensees and certify that the listed licensees (1) have a MLO license or endorsement, (2) are not engaged in real estate licensed activities except those for which an MLO is required, and (3) are not participants or subscribers in any Multiple Listing Service. The individuals disclosed on such forms shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this Article IX, Section 2(b) and shall not be included in calculating the annual dues of the Designated REALTOR®.

The exemption for any licensee included on the certification form for a LFRO shall automatically be revoked upon the individual being engaged in real estate licensed activities (listing, selling, leasing, renting, managing, counseling, appraising or arranging financing for real property) other than referrals, providing services for which a real estate license is required, other than those for which an MLO license is required, or being a participant or subscriber of any Multiple Listing Service, and dues for the current fiscal year shall be payable.

Membership dues shall be prorated for any licensee included on a certification form submitted to the association who during the same calendar year applies for REALTOR® or REALTOR-ASSOCIATE® membership in the association. However, membership dues shall not be prorated if the licensee held REALTOR® or REALTOR-ASSOCIATE® membership during the preceding calendar year.

(c) The annual dues of REALTOR® members shall not include any allocation for C.A.R. and N.A.R., if the member is a member of any other Board or Association of C.A.R. and N.A.R. that Association has paid C.A.R. and N.A.R. dues for the member.

(d) The annual dues of each Institute Affiliate Member shall be established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

(e) In the case of a Designated REALTOR® member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the Designated REALTOR® (as defined in sub-paragraph (b) of this Section) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this Association.

NOTE: The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate Members (\$75.00). The National Association shall credit \$25.00 to the account of a local association for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the \$25.00 amount will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the other board. The National Association shall also credit \$25.00 to the account of state associations for each Institute Affiliate Member whose office address is located within the territorial jurisdiction of the state association. Local and state associations may not establish any additional entrance, initiation fees or dues for Institute Affiliate Members, but may provide service packages to which Institute Affiliate Members may voluntarily subscribe.

**Section 3. Dues Payable.** Dues for all members shall be payable as designated by the Board of Directors. Dues shall be computed from the first day of the month in which a new member is notified of acceptance and shall be prorated for the remainder of the year. Any member who initiates bankruptcy proceedings may be placed on a "cash basis" from the date the bankruptcy petition is filed until one year from the date that the member has been discharged from bankruptcy. All dues or fees paid to the A.O.R. are nonrefundable, except for those dues returned to a terminated provisional member as provided in Article V, Section 10.

**Section 4. Nonpayment of Financial Obligations.**

(a) If dues, fees, fines, or other assessments including amounts owed to the A.O.R. or its Multiple Listing Service are not paid within one (1) month after the due date, the nonpaying member is subject to suspension. Three (3) months after the due date, membership of the nonpaying member shall automatically terminate unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors.

Furthermore, no member shall be suspended or expelled until twenty (20) days after notice of a proposed suspension or expulsion and the reason therefore has been mailed by regular first class mail to him or her, which notice may be given before or after the expiration of the one-month limit, two-month limit, or three-month limit.

(b) If within ten (10) days after the mailing of a notice the member requests a hearing, the effective date of the suspension or expulsion shall be deferred until after such hearing. The Board of Directors shall mail by regular first class mail to the member at least five (5) days prior to the hearing a notice of the time and place of the hearing. At the hearing the Board of Directors shall receive evidence from the member and may receive evidence from any other person on the issue of whether the member was delinquent in the payment of fees or charges and on the issue of whether it would be in the best interest of the A.O.R. to suspend or expel the member.

(c) If the Board of Directors determines that the member was delinquent, the Board of Directors may decide, as it deems in the best interest of the A.O.R., to suspend or expel the member, to decline to suspend or expel the member, or to decline to suspend or expel the member on condition that the member pay the delinquency on or before a specified date or pay the delinquency in specified installments on or before specified dates. The member shall be automatically suspended or expelled without further hearing if the member fails to perform such condition.

(d) Any suspension or expulsion occurring after a hearing shall be effective five (5) days after notice thereof is mailed to the member, subject to the right of the Board of Directors to specify that the suspension or expulsion shall become effective upon the entry, in a suit by the A.O.R. for declaratory relief, of the final judgment of a Court of competent jurisdiction declaring that the suspension or expulsion violates no rights of the member.

(e) A member who has been expelled may apply for reinstatement in the manner prescribed for new applicants for membership, upon making full payment of all past due accounts, together with interest at the rate of ten (10%) percent per annum on each item comprising the accounts, from its due date until paid, and after complying with all sanctions imposed by a disciplinary panel together with the payment of the application fee required of new applicants.

(f) In the event the membership of a real estate licensee or certified or licensed appraiser who holds REALTOR® membership is terminated for nonpayment of A.O.R. dues, and the licensee or appraiser remains affiliated with the same firm, the dues obligation of the designated REALTOR®, as set forth in this Article IX, Section 2(b), will be increased to reflect the addition of a non-member licensee or appraiser. Dues shall be calculated from the first day of the current fiscal year and are payable within thirty (30) days of the notice of termination.

**Section 5. Reinstatement after Termination for Nonpayment of Financial Obligations.** A former member who has had his or her membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the A.O.R. or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, only after making payment in full of all accounts due as of the date of termination plus interest at the annual rate of 10%.

**Section 6. Deposit.** All monies received by the A.O.R. for any purpose shall be deposited to the credit of the A.O.R. in a financial institution or institutions selected by resolution of the Board of Directors.

**Section 7. Notice of Delinquent Dues, Fees, Fines, Assessments and Other Financial Obligations of Members.** All delinquent dues, fees, fines, assessments or other financial obligations to the A.O.R. or its Multiple Listing Service shall be noticed to the delinquent member in writing setting forth the amount owed and due date.

## ARTICLE X - OFFICERS AND DIRECTORS

**Section 1. Officers.** The officers of the Association, which are elected by the Board of Directors, shall be: President, President-Elect, and Treasurer. The Executive Officer of the Association shall serve as Corporate Secretary (if there is no Executive Officer of the Association, the President shall appoint a Corporate Secretary pending approval of the Board of Directors). The President-Elect shall automatically ascend to the presidency at the end of his or her term as President-Elect. Each member of the Board of Directors must have a valid status license issued by state Bureau of Real Estate. No person may hold more than one office at the same time. The Executive Officer is the chief staff person of the A.O.R. but is not an officer or member of the Board of Directors.

**Section 2. Powers and Duties of Officers.** The powers and duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. It shall be the duty of the Secretary to keep the records of the Board of Directors and to carry on all necessary correspondence with N.A.R. and C.A.R.

### **Section 3. Board of Directors.**

(a) The governing body of the A.O.R. shall be a Board of Directors consisting of the elected officers, the immediate past President of the Board, an appointed Director-At-Large, ten (10) elected REALTOR® members of the A.O.R. and no more than two (2) Honorary Life Directors and one (1) appointed Affiliate Member. All directors and elected officers shall have one vote except for Honorary Directors, who shall have no vote. The appointed Affiliate Member has no vote. Each non-Officer REALTOR® Director shall serve a two-year term commencing on the first of January following elections for no more than 3 consecutive two-year terms. Directors are eligible to run again after a one (1) year break. The terms of REALTOR® Directors and the term of the Director-At-Large shall begin immediately following the installation of directors and officers performed at the Inaugural in December or, in case of absence from the Inaugural, upon being sworn into office. All directors duly elected under the procedures determined under Bylaws in effect at the time of their election shall serve their respective terms notwithstanding that such number of directors shall exceed that number specified herein. Thereafter, the nominating committee, as closely as possible, shall select candidates and designate the said terms of said candidates so that one-half of the terms of all elected directors serving in the subsequent year shall be for two years and the remaining terms shall be for one year. In the event of a contested election the candidates receiving the most votes shall be elected to two-year terms, the remaining successful candidates shall be elected to one-year terms. Thereafter, as many Directors shall be elected each year as are required to fill vacancies. The Affiliate Member shall be appointed to a one-year term by the President with approval by the Board of Directors.

(b) No more than three (3) Directors from any one office or multi-office firm under the same ownership shall serve on the Board of Directors at one time. Officers are included in this restriction.

(c) Any Director who transfers to an office or multi-office company which has the maximum Directors allowed has automatically resigned as an officer or Director on the date of their transfer. A Director/officer who transfers after the nominations and/or election of the following year's Director or officers and will be ineligible at the end of the year when the new Director/officer takes office is automatically resigned at the end of the year.

(d) There shall be no more than two (2) Honorary Life Directors. Honorary Life Directors shall have no vote at the Board of Directors. Honorary Life Directors shall not count in any restriction in these bylaws on the number of Officers or Directors who may serve from any one office or multi-office firm. Past BOD Members who have reached the age of 70 years and have been a REALTOR for 25 years are eligible to be nominated for an Honorary Life Director position. Honorary Life Directors shall serve for life, or until resignation. Vacancies among the Honorary Life Directors will be filled by recommendation from the Nominating Committee and confirmed by the Board of Directors.

(e) The Executive Committee shall consist of the elected Officers, the immediate past President of the Board and two Directors that are appointed by the President. This Committee shall have duties, functions and powers as assigned by the Board of Directors except as otherwise provided in these Bylaws.

**Section 4. Powers and Duties of the Board of Directors.** Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation or Bylaws relating to action required to be approved by the members or a majority of all the members, the activities and affairs of the A.O.R. shall be conducted by and all management powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may

delegate the management of the activities of the A.O.R. to any committee so long as the ultimate direction is provided by the Board of Directors.

### **Section 5. Election of Officers and Directors.**

(a) Delivery of Notices, Reports and Ballots. All notices, reports and ballots in connection with the election or removal of officers and directors may be accomplished by personal delivery, first class mail, facsimile, electronic mail or other electronic means.

(b) Nomination by the Nominating Committee. At least two (2) months before the annual election in June, a Nominating Committee of five (5) REALTOR® members shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall select one candidate for each office and one candidate for each place to be filled on the Board of Directors. No member of the Nominating Committee may be a candidate for office or the Board of Directors. No person may be nominated for office unless they will meet all of the qualifications for the office at the beginning of the term for which they are a nominee. The report of the Nominating Committee shall be delivered to each member eligible to vote at least four weeks preceding the election.

Experience requirements for the various Association Officers at the time of taking office shall be as follows, President: Three (3) years' experience as a member of the Board of Directors during the last eight (8) years prior to taking office. President- Elect: Two (2) years' experience as a member of the Board of Directors during the last eight (8) years prior to taking office. Secretary-Treasurer: One (1) year experience as a member of the Board of Directors during the last eight (8) years prior to taking office.

(c) Nomination by Petition. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least the greater of five percent (5%) or one hundred (100) of the REALTOR® members eligible to vote, but no more than 25 members from any one office. The petition shall be filed with the Executive Officer at least three weeks before the election. The Executive Officer shall communicate such additional nominations to all members eligible to vote at least two weeks before the election.

(d) Election Committee. The President, with the approval of the Board of Directors, shall appoint an Election Committee of 3 REALTOR® members to conduct the election. No member of the Election Committee may be a candidate for office or the Board of Directors. The Election Committee shall set a date on or before the annual meeting, on which the election will be held.

(e) Elections. Elections shall be by ballots delivered to the members. Ballots may be submitted by mail or in person. There shall be no proxy votes. The ballot shall contain the names of all candidates and specify the office for which each is nominated. No person may be a candidate for more than one position whether nominated by the Nominating Committee or by petition. Ballots may be submitted by the members in the manner and by the date specified by the Election Committee. In case of a tie vote, the issue shall be determined by lot. If the nominations for officers and directors are uncontested, the Chief Executive Officer shall cast a unanimous ballot declaring the nominees duly elected.

**Section 6. Vacancies.** Vacancies among the officers and the Board of Directors shall be filled by appointment by the President and confirmed by the Board of Directors until the next annual election. If an officer or director is unable to assume office after being elected, his or her seat becomes vacant and shall be filled in a similar manner. If the presidency is the vacancy the nominating committee or if one has not yet been appointed that year, the immediate prior nominating committee shall appoint and the Board of Directors shall confirm.

**Section 7. Removal of Officers and Directors.** In the event that an officer or director is deemed to be incapable for any reason of fulfilling the duties for which he or she is elected, but will not resign from office voluntarily, the officer or director may be removed from office under the following procedure:

(a) A petition requiring the removal of an officer or director and signed by not less than one-third of the voting membership or a majority of all directors shall be filed with the President, or if the President is the subject of the petition, with the next ranking officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.

(b) Upon receipt of the petition, and not less than twenty (25) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the A.O.R. shall be held. The sole business of the meeting shall be to consider the charge against the officer or director, and to render a decision on such petition.

(c) The special meeting shall be noticed, including the general nature of the meeting, to all voting members at least seven (7) days prior to the meeting, and shall be conducted by the President unless the President's continued service in office is being considered at the meeting. In such case, the next ranking officer will conduct the meeting. Provided a quorum is present, a three-fourths vote of members present and voting shall be required for removal from office.



**Section 8. Expenditures.** The Board of Directors shall be responsible for the finances of the A.O.R. Unbudgeted expenditures in excess of \$1,000 may not be made unless authorized by a majority of the Directors at a duly held Directors meeting. However, unbudgeted expenditures required for the protection of capital assets or to respond to emergency situations may be authorized by an emergency meeting of the Executive Committee. Capital expenditures are those expenditures for long-term improvements chargeable to the capital asset account.

## ARTICLE XI - MEETINGS

**Section 1. Annual Meetings.** The annual meeting of the A.O.R. shall be held during November or December of each year, with the date, hour, manner and place to be designated by the Board of Directors.

**Section 2. Meetings of Directors.**

(a) The Board of Directors shall designate a regular time, manner and place of meetings. Absence from two consecutive regular meetings without an excuse deemed valid by the Board of Directors or three regular meetings within a calendar year without such an excuse shall be construed as resignation.

(b) Special meetings may be called by the President or by written request of a majority of Board of Directors. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

**Section 3. Other Meetings.** Meetings of the members may be held at other times as the President or the Board of Directors may determine, or upon the written request of at least twenty-five (25%) percent of the members eligible to vote.

**Section 4. Notice of Meetings.** Written notice of general membership meetings shall be delivered personally, by first class mail, facsimile, electronic mail or other electronic means to the address shown on the current A.O.R. records of every member entitled to participate in the meeting at least seven (7) calendar days preceding all meetings. The A.O.R. may also publish notice of membership meetings in any publication regularly sent to all members of the A.O.R. Members of the Board of Directors shall have the right to attend all membership and committee meetings.

**Section 5. Quorum.** A quorum for the transaction of business by the membership at the annual meeting shall consist of the greatest of five percent (5%) or one hundred (100) of the REALTOR® members eligible to vote. of business by the membership at a specially called meeting shall consist of one-third of the me A quorum for the transaction membership eligible to vote, but no more than 25 members from any one office. A quorum for the transaction of business by the Board of Directors shall consist of fifty-one percent (51%) of the Directors.

**Section 6. Action without a Meeting.** Any action that may be taken at any regular membership meeting or special membership meeting may be taken without a meeting if the association distributes a written or electronic ballot to every member entitled to vote on the matter. Approval by written or electronic ballots shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the Quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve such action at a meeting had the vote been taken in a face-to-face meeting.

## ARTICLE XII - COMMITTEES

**Section 1. Standing Committees.** The President, not later than the January Board of Directors meeting in the year following his election, shall establish standing committees. The President shall appoint all standing Committee Chairmen from among the REALTOR members, subject to confirmation by the Board of Directors. Committee Chairmen shall submit the names of their committee members to the President for approval in an expeditious manner. The following committees are established by these Bylaws.

- Strategic Planning
- Professional Standards (with Grievance as a sub-committee)
- Local Government Relations (LGR)
- Finance/Budget

**Section 2. Special Committees.** The President shall establish, subject to agreement by the Board of Directors, special committees, as deemed necessary. Their chairs shall be appointed by the President and confirmed by the Board of Directors as deemed necessary.

**Section 3. Term of Committee Appointments.** Committee Chairs shall be appointed to a term coinciding with the original term of that year's president except that the members of the Grievance sub-committee and Strategic Planning and Professional Standards committees shall be appointed to staggered three-year terms.

**Section 4. Organization.** All committees shall be of such size and shall have duties, functions and powers as assigned by the Board of Directors except as otherwise provided in these Bylaws.

**Section 5. President.** The President shall be an ex-officio non-voting member of all standing committees and shall be notified of their meetings.

**Section 6. Removal.** The President shall have the power, subject to confirmation by the Board of Directors, to remove any member from a committee.

## ARTICLE XIV INDEMNIFICATION OF OFFICERS DIRECTORS AND AGENTS

**Section 1. Right of Indemnity.** The Association shall indemnify such Director, Officer, Committee Member, employee or other agents of the Association who is a party to or is threatened to be made a party to any proceeding, including a proceeding by or in the right of the Association, by reason of the fact that such person is or was a Director, Officer, Committee member, employee or agent of the Association against all the expenses and liabilities actually and reasonably paid or incurred in connection with such p to the maximum extent permitted by the California Non-Profit Corporation Law. Terms used in this Article XIII shall have the same meaning as in Section 7237 of the California Non-Profit Corporation Law.

**Section 2. Approval of Indemnity.** Upon written request to the Board of Directors by any person seeking indemnification hereunder, the Board of Directors shall promptly determine whether the ' applicable standard of conduct set forth in the California Non-Profit Corporation Law has been met and, if so, the Board of Directors shall authorize indemnification. If the member(s) of Board of Directors who are parties to the proceeding with respect to which indemnification is sought prevent formation of a quorum of Directors who are not parties to such proceeding, the Directors shall promptly call a special meeting of Members. At such meeting, the Members shall determine whether the applicable standard of conduct set forth in the, California Non-Profit Corporation Law has been met and, if so, the Members shall authorize indemnification. Members or other persons seeking to be indemnified shall not be entitled to vote on the question of indemnification.

**Section 3. Advancement of Expenses.** To the full extent permitted by law and except as is otherwise determined by the Board of Directors in a specific instance, expenses incurred by a Director, officer, committee member, employee or agent seeking indemnification under these By-Laws in defending any proceeding covered by these Bylaws shall be advanced by the Association prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the Director, officer, committee member employee or the agent to repay such amount unless it is ultimately determined that such person is not entitled to be indemnified by the Association therefore.

## ARTICLE XV - FISCAL AND ELECTIVE YEAR

**Section 1. Fiscal Year.** The fiscal year of the Association shall be the calendar year beginning January 1 and ending December 31.

**Section 2. Elective Year.** Although the elective year shall begin the day following the official closing of the N.A.R. annual convention and ending the last day of the N.A.R. convention the following year, the actual change of Officer and Directors will commence immediately following the installation of directors and officers performed at the Inaugural in December or, in case of absence from the Inaugural, upon being sworn into office.

## ARTICLE XIV - RULES OF ORDER

**Section 1. Robert's Rules of Order.** Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the A.O.R., its Board of Directors, and committees, in all instances wherein its provisions do not conflict with the California Nonprofit Corporations Code or these Bylaws.

## ARTICLE XVI – AMENDMENTS

**Section 1. Amendment upon Majority Vote of Membership.** Subject to the restriction of the Corporations Code in effect from time to time, these Bylaws may be amended by a three-fourths vote of the Board of Directors present and

qualified to vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting, except that the Board of Directors may, at any regular or special meeting of the Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present approve amendments to the Bylaws which are mandated by N.A.R. policy. If the Board of Directors is restricted from making the proposed amendment by the Corporations Code, the matter will be voted on by the membership as indicated in Section 2.

**Section 2. Notice.** Notice of all meetings at which amendments are to be considered shall be delivered personally, by facsimile, electronic mail, regular mail or other electronic means to every member eligible to vote at least twenty (20) calendar days prior to the meeting and shall plainly state the substance of the proposed amendment or amendments.

**Section 3. Approval of Amendments by N.A.R.** Amendments to these Bylaws affecting the admission or qualification of REALTOR® and Institute Affiliate members, the use of the terms REALTOR® and REALTORS®, or any alteration in the territorial jurisdiction of the A.O.R. shall become effective upon their approval as authorized by the Board of Directors of N.A.R.

## ARTICLE XVII - DISSOLUTION

**Section 1. Dissolution.** Upon the dissolution or winding up of affairs of this A.O.R., the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to C.A.R. or, within its discretion, to any other non- profit tax exempt organization.