

Bylaws of the Edmond Board of REALTORS®, Inc.

2018,

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Article I - Name

Section 1. Name. The name of this organization shall be the Edmond of REALTORS®, Incorporated, hereinafter referred to as the "Board."

Section 2. REALTORS®. Inclusion and retention of the Registered Collective Membership Mark REALTORS® in the name of the Board shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® as from time to time amended.

Article II - Objectives

The objectives of the Board are:

Section 1. 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.

Section 2. To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. 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.

Section 4. To further the interests of home and other real property ownership.

Section 5. To unite those engaged in the real estate profession in this community with the Oklahoma Association of REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein.

Section 6. To designate, for the benefit of the public, individuals authorized to use the terms REALTOR® and REALTORS® as licensed, prescribed, and controlled by the NATIONAL ASSOCIATION OF REALTORS®.

Article III - Jurisdiction

Section 1. The territorial jurisdiction of the Board as a Member of the NATIONAL

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ASSOCIATION OF REALTORS® is:

All the territory within the County of Logan, Oklahoma and the territory within and including the incorporated Limits of the City of Edmond, Oklahoma County, Oklahoma.

Section 2. Territorial jurisdiction is defined to mean,

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(a) The right and duty to control the use of the terms REALTOR® and REALTORS®, subject to the conditions set forth in these Bylaws and those of the NATIONAL ASSOCIATION OF REALTORS®, in return for which the Board agrees to protect and safeguard the property rights of the National Association in the terms.

Article IV – Administration

The administration of the affairs of the Board shall be vested in a Board of Directors consisting of the elective officers plus seven REALTOR® Members of the Board.

Article V - Membership

Section 1. There shall be six classes of members as follows:

(a) REALTOR® Members. REALTOR® Members, whether primary or secondary shall be:

(1) Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the state of Oklahoma or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto shall qualify for REALTOR® Membership only, and each is required to hold REALTOR® Membership (except as provided in the following paragraph) in a Board of REALTORS® within the state or a state contiguous thereto unless otherwise qualified for Institute Affiliate Membership as described in Section 1(b) of Article V.

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 board 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 Section 1 (b) of Article VI.

NOTE: REALTOR® Members may obtain membership in a "secondary" Board in another state.

(2) Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers and are associated with a

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REALTOR® Member and meet the qualifications set out in Article VI.

(3) Franchise REALTOR® Membership. Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions and the commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR Constitution and Bylaws. Such individuals shall enjoy all of the rights, privileges and obligations of REALTOR® membership (including compliance with the Code of Ethics) except: obligations related to board mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the local board, state association and National Association.

(4) Primary and secondary REALTOR® Members. An individual is a primary member if the Board pays state and National dues based on such Member. An individual is a secondary Member if state and National dues are remitted through another Board. One of the principals in a real estate firm must be a Designated REALTOR® member of the Board in order for licensees affiliated with the firm to select the Board as their "primary" Board.

(5) Designated REALTOR® Members. Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® Member who shall be responsible for all duties and obligations of Membership including the obligation to arbitrate (or to mediate pursuant to Article 17 of the Code of Ethics and the payment of Board dues as established in Article XI of the Bylaws. The "Designated REALTOR®" must be a sole proprietor, partner, corporate officer, or branch office manager acting on behalf of the firm's principal(s) and must meet all other qualifications for REALTOR® Membership established in Article VI, Section 2, of the Bylaws

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(b) Institute Affiliate Members. Institute Affiliate Members shall be individuals who hold a professional designation awarded by an Institute, Society, or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS® 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.

(c) Affiliate Members. Affiliate Members shall be real estate owners and other individuals or firms who, while not engaged in the real estate profession as defined in paragraphs (a) or (b) of this Section, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Board. Affiliate Membership shall also be granted to individuals licensed or certified to engage in real estate practice who, if otherwise eligible, do not elect to hold REALTOR® membership in the board, provided the applicant is engaged exclusively in a specialty of the real estate business other than brokerage of real property.

(d) Public Service Members. Public Service Members shall be individuals who are interested in the real estate profession as employees of or affiliated with educational, public utility, governmental or other similar organizations, but are not engaged in the real estate profession on

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their own account or in association with an established real estate business.

(e) Honorary Members. Honorary Members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for the Board, or for the public.

(f) Student Members. Student Members shall be individuals who are seeking an undergraduate or graduate degree with a specialization or major in real estate at institutions of higher learning, and who have completed at least two years of college and at least one college level course in real estate, but are not engaged in the real estate profession on their own account or not associated with an established real estate office.

Article VI - Qualification and Election

Section 1. Application

(a) An application for membership shall be made in such manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to membership to thoroughly familiarize himself/herself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitutions, Bylaws, and Rules and Regulations of the Board, the State and National Associations, and if elected a Member, will abide by the Constitutions and Bylaws and Rules and Regulations of the Board, State and National Associations, and if a REALTOR® Member, will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® including the obligation to arbitrate (or to mediate if required by the association) controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further specified in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended, and (2) that applicant consents that the Board, through its Membership Committee or otherwise, may invite and receive information and comment about applicant from any Member or other persons, and that applicant agrees that any information and comment furnished to the Board by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the form of application, have access to a copy of the Bylaws, Constitution, Rules and Regulations, and Code of Ethics referred to above.

Section 2. Qualification

(a) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Membership Committee ~~or otherwise~~ that ~~she~~/he is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member),

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has no record of recent or pending bankruptcy*, has no record of official sanctions involving unprofessional conduct**, agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of the Board, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Committee, and shall agree that if elected to membership, he will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.

* No recent or pending bankruptcy is intended to mean that the applicant or any real estate firm in which the applicant is a sole proprietor, general partner, corporate officer, or branch office manager, is not involved in any pending bankruptcy or insolvency proceedings or, has not been adjudged bankrupt in the past three (3) years. If a bankruptcy proceeding as described above exists, membership may not be rejected unless the Board establishes that its interests and those of its members and the public could not be adequately protected by requiring that the bankrupt applicant pay cash in advance for Board and MLS fees for up to one (1) year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that an existing member initiates bankruptcy proceedings, the member may be placed on a "cash basis" from the date that bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.

** No record of official sanctions involving unprofessional conduct is intended to mean that the Board may only consider

- A. judgments against the applicant within the past three (3) years of violations of (1) civil rights laws; (2) real estate license laws; (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.
- B. 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.

NOTE 1: One or more of the requirements for REALTOR® Membership set forth above in Article V, Section 2(a) may be deleted at the Board's discretion. However, Boards may NOT adopt membership qualifications more rigorous than specified in the Membership Qualification Criteria for REALTOR® Membership approved by the Board of Directors of the National Association.

NOTE 2: Article IV, Section 2, of the NAR Bylaws prohibits Member Boards from knowingly granting REALTOR® or REALTOR-ASSOCIATE® membership to any applicant who has an unfulfilled sanction pending which was imposed by another Board or Association of REALTORS® for violation of the Code of Ethics.

(b) Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee

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or as an independent contractor with a Designated REALTOR® Member of the Board or a Designated REALTOR® Member of another Board (if a secondary member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has no record of official sanctions involving unprofessional conduct*, shall complete a course of instruction covering the Bylaws and Rules and Regulations of the Board, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Membership Committee and shall agree in writing that if elected to membership he will abide by such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics.

*No record of official sanctions involving unprofessional conduct is intended to mean that the Board may only consider:

A. judgments against the applicant within the past three (3) years of violations of (1) civil rights laws, (2) real estate license laws, and (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.

B. 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.

(c) The Board/Association will also consider the following in determining an applicant's qualifications for REALTOR® membership:

1. All final findings of 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 MLS

"Provisional" membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (*except for violations of the Code of Ethics; See Article V, Section 2(a) NOTE 2*) provided all other qualifications for membership have been satisfied. Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six months from the date that provisional membership is approved. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a

member resigns from another association with an ethics complaint or arbitration request pending, the association may condition membership on the applicant's certification that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the association to which the applicant has made application) and will abide by the decision of the hearing panel.

Section 3. Election

The procedure for election to membership shall be as follows:

(a) Applicants for REALTOR® membership shall 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 subsequent review of the application by the Board of Directors. 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 90 days from the association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated.

(b) Dues shall be computed from the date of application and shall be non-refundable unless the association's Board of Directors terminates the individual's membership in accordance with subsection (a) above. 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.

(c) The Board of Directors may not terminate any provisional membership without providing the provisional member with advance notice, an opportunity to appear before the Board of Directors, to call witnesses on his behalf, to be represented by counsel, and to make such statements as he 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 and/or may electronically or mechanically record the proceedings.

(d) If the Board of Directors determines that provisional membership should be terminated, it shall record its reasons with the Chief Staff Executive. If the Board of Directors believes that termination of provisional membership may become the basis of litigation and a claim of damage by a provisional member, it may specify that termination shall become effective upon entry in a suit by the Board for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the termination violates no rights of the individual.

Section 4. 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 of not less than two hours and thirty minutes of instructional time. 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 three course offerings of the date of application will result in denial of the membership application or termination of provisional membership.

Note: Orientation programs must meet the learning objectives and minimum criteria established from time to time by the NATIONAL ASSOCIATION OF REALTORS®.

Section 5. Continuing Member Code of Ethics Training.

Effective January 1, 2017, through December 31, 2018, and for successive two year periods thereafter, each REALTOR® member of the association shall be required to complete ethics training of not less than two hours and thirty 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 two-year cycle shall not be required to complete additional ethics training until a new two-year cycle commences.

Failure to meet the requirement in any two year cycle 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 will be automatically terminated.

Section 6. Status Changes.

(a) A REALTOR® who changes the conditions under which he holds membership shall be required to provide written notification to the Board within 30 days. A REALTOR® (non-principal) who becomes a principal in the firm with which he has been licensed or, alternatively, 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 REALTOR® (principal) Members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within 30 days of the date they advised the Board of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

A REALTOR® who is transferring their license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all of the privileges and obligations of membership during the period of transition. If the transfer is not completed within 15 days of the date the board is advised of the disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the Board of

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(The Board of Directors, at its discretion, may waive any qualification which the applicant has already fulfilled in accordance with the Board's Bylaws.)

(b) 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.

(c) Dues shall be prorated from the first day of the month in which the member is notified of election by the Board of Directors and shall be based on the new membership status for the remainder of the year.

Article VII - Privileges and Obligations

Section 1. The privileges and obligations of Members, in addition to those otherwise provided in these Bylaws, shall be specified in this Article.

Section 2. Any Member of the Board may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Board Rules and Regulations consistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the Board. Although Members other than REALTORS® are not subject to the Code of Ethics or its enforcement by the Board, such Members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, Members other than REALTORS® may, upon recommendation of the Membership Committee, or upon recommendation by 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, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR® or REALTORS®, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local Board, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. Any REALTOR® Member of the Board 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 Code of Ethics and Arbitration Manual of the Board, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the Code of Ethics and Arbitration Manual of the National Association.

Section 4. 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 Board for dues, fees, fines, or other assessments of the Board or any of its services, departments, divisions, or subsidiaries, the Board may condition the right of the resigning Member to reapply for membership upon payment in full of all such monies owed.

Section 5. If a Member resigns from the Board or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the

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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®.

Section 6. REALTOR® Members. REALTOR® Members, whether primary or secondary, in good standing whose financial obligations to the Board are paid in full shall be entitled to vote and to hold elective office in the Board; may use the terms REALTOR® and REALTORS®, which use shall be subject to the provisions of Article IX; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Board and the real estate profession.

(a) If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership or an officer in a corporation and is suspended or expelled, the firm, partnership, or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® Membership, or unless connection with the firm, partnership, or corporation is severed, whichever may apply. The membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member, or until readmission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, whichever may apply. Further, the membership of REALTORS® other than principals who are employed by or affiliated as independent contractors with the disciplined Member shall suspend or terminate during the period of suspension of the disciplined Member or until readmission of the disciplined Member or until connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR® Member (non-principal) elects to sever his connection with the REALTOR® and affiliate with another REALTOR® Member in good standing in the Board, whichever may apply. If a REALTOR® Member who is other than a principal in a firm, partnership, or corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership, or corporation shall not be affected.

(b) In any action taken against a REALTOR® Member for suspension or expulsion under Section 6(a) hereof, 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 Article VII, Section 6(a) shall apply.

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Section 7. Institute Affiliate Members. Institute Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

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 8. Affiliate Members. Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 9. Public Service Members. Public Service Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 10. Honorary Members. Honorary Membership shall confer only the right to attend meetings and participate in discussions.

Section 11. Student Members. Student Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 12. Certification by REALTOR®. "Designated" REALTOR® Members of the Board shall certify to the Board during the month of November on a form provided by the Board, a complete listing of all individuals licensed or certified in the REALTOR®'s office(s) and shall designate a primary Board for each individual who holds membership. Designated REALTORS® shall also identify any non-member licensees in the REALTOR®'s office(s) and if Designated REALTOR® dues have been paid to another Board based on said non-member licensees, the Designated REALTOR® shall identify the Board to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article XI, Section 2(a) of the Bylaws. "Designated" REALTOR® Members shall also notify the Board of any additional individual(s) licensed or certified with the firm(s) within 30 days of the date of affiliation or severance of the individual.

Section 13. Harassment. Any member of the association may be reprimanded, placed on probation, suspended or expelled for harassment of an association employee or Association Officer or Director after an investigation in accordance with the procedures of the association. 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, and President-elect and/or Vice President and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the association. Disciplinary action may include any sanction authorized in the association's Code of Ethics and Arbitration Manual. If the complaint names the President, President-Elect or Vice President, 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.

Article VIII – Professional Standards and Arbitration

Section 1. The responsibility of the Board and of Board Members relating to the enforcement of the Code of Ethics, the disciplining of Members, and the arbitration of disputes, and the organization and procedures incident thereto, shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as amended from time to time, which is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

Section 2. It shall be the duty and responsibility of every REALTOR® Member of this Board to abide by the Constitution and Bylaws and the Rules and Regulations of the Board, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this Board as from time to time amended.

Section 3 The responsibility of the Board and Board 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 consistent with the cooperative professional standards enforcement agreement entered into by the Board, which by this reference is made a part of these Bylaws.

Article IX - Use of the Terms REALTOR® and REALTORS®

Section 1. Use of the terms REALTOR® and REALTORS® by Members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® and to the Rules and Regulations prescribed by its Board of Directors. The Board shall have the authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS®, 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 association's Code of Ethics and Arbitration Manual.

Section 2. REALTOR® Members of the Board shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their places of business within the state 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. A REALTOR® Member who is a principal of a real estate firm, partnership, or

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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 the state or a state contiguous thereto are REALTOR® Members of the Board or Institute Affiliate Members as described in Section 1(b) of Article V.

(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 shall not use the terms REALTOR® or REALTORS®, nor the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

Article X - State and National Memberships

Section 1. The Board shall be a Member of the NATIONAL ASSOCIATION OF REALTORS® and the Oklahoma Association of REALTORS®. By reason of the Board's Membership, each REALTOR® Member of the Member Board shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the Oklahoma Association of REALTORS® without further payment of dues. The Board shall continue as a Member of the State and National Associations, unless by a majority vote of all of its REALTOR® Members, decision is made to withdraw, in which case the State and National Associations shall be notified at least one month in advance of the date designated for the termination of such membership.

Section 2. The Board recognizes the exclusive property rights of the NATIONAL ASSOCIATION OF REALTORS® in the terms REALTOR® and REALTORS®. The Board shall discontinue use of the terms in any form in its name, upon ceasing to be a Member of the National Association, or upon a determination by the Board of Directors of the National Association that it has violated the conditions imposed upon the terms.

Section 3. The Board adopts the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and agrees to enforce the Code among its REALTOR® Members. The Board and all of its Members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the National Association and the Oklahoma Association of REALTORS®.

Article XI - Dues and Assessments

Section 1. Application Fee. The Board of Directors may adopt an application fee for REALTOR® Membership in reasonable amount, not exceeding three times the amount of the annual dues for REALTOR® Membership, which shall be required to accompany each application for REALTOR® Membership and which shall become the property of the Board upon final approval of the application.

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Section 2. Dues. The annual dues of Members shall be as follows:

(a) REALTOR® Members. The annual dues of each Designated REALTOR® Member shall be in such amount as established annually by the Board of Directors, plus an additional amount to be established annually by the Board of Directors times the number of real estate salespersons and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® Member, and (2) are not REALTOR® Members of any Board in the state or a state contiguous thereto or Institute Affiliate Members of the Board. In calculating the dues payable to the Board by a Designated REALTOR® Member, non-member licensees as defined in (1) and (2) of this paragraph shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on said non-member licensees in another Board in the state or a state contiguous thereto, provided the Designated REALTOR® notifies the Board in writing of the identity of the Board to which dues have been remitted. 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 (1) and (2) of this paragraph) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this board. *

(1) For the purpose of this Section, a REALTOR® Member of a Member Board shall be held to be any Member who has a place or places of business within the state or a state contiguous thereto and who, as a principal, partner, corporate officer, or branch office manager of a real estate firm, partnership, or corporation, is actively engaged in the real estate profession as defined in Article III, Section 1, of the Constitution of the NATIONAL ASSOCIATION OF REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business (except as provided for in Section 2 (a) (1) hereof) provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner, corporate officer, or branch office manager of the entity.

A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, managing, counseling or appraising real property. The individuals on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this Section and shall not be included in calculating the annual dues of the Designated REALTOR®. Designated REALTORS® shall notify the association within three (3) days of any change in status of licensees in a referral firm.

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® membership in the

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association. However, membership dues shall not be prorated if the licensee held REALTOR membership during the preceding calendar year.

(b) REALTOR® Members. The annual dues of REALTOR® Members other than the Designated REALTOR® shall be established annually by the Board of Directors.

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

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.

(d) Affiliate Members. The annual dues of each Affiliate Member shall be established annually by the Board of Directors.

(e) Public Service Members. The annual dues of each Public Service Member shall be established annually by the Board of Directors.

(f) Honorary Members. Dues payable, if any, shall be at the discretion of the Board of Directors.

(g) Student Members. Dues payable, if any, shall be at the discretion of the Board of Directors.

Section 3. Dues Payable. Dues for all Members shall be payable annually in advance on the first day of January. Dues for new members shall be computed from the date of application and granting of provisional membership.

(a) In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is dropped for nonpayment of Board dues, and the individual remains with the designated REALTOR®'s firm, the dues obligation of the "designated" REALTOR® (as set forth in Article XI, Section 2 (a)) will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from the first day of the current fiscal year and are payable within 30 days of the notice of termination.

Section 4. Legal Expense Fund Assessment. A Legal Expense Fund shall be established and maintained for the purpose of paying legal expenses incurred on behalf of the Board in excess of the amount budgeted annually for that purpose. The amount budgeted shall generally be the average of the amounts actually expended the previous two (2) years for legal expenses, except in extraordinary circumstances. The Legal Expense Fund shall not be used each year until the

amount budgeted for legal expenses such year have been depleted.

- (a) The initial assessment in 1986 shall be the amounts of \$20 per REALTOR® Member. Subsequent assessments for 1987 and each year thereafter shall be determined annually by the Board of Directors based on the REALTOR® membership as of March 1, so that a balance of not less than \$50,000 will be maintained in the Legal Expense Fund. Each annual assessment, if any, shall be due and payable June 1.

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Section 5. Nonpayment of Financial Obligations. If dues, fees, fines, or other assessments including amounts owed to the Board or the Board's Multiple Listing Service are not paid within one (1) month after the due date, the nonpaying Member is subject to suspension at the discretion of the Board of Directors, and shall be assessed a \$25 fee per month for late payment. Two (2) months after the due date, membership of the nonpaying Member may be terminated at the discretion of the Board of Directors. 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. A former Member who has had his 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 Board or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

Deleted: Each new REALTOR® member shall be assessed \$20 at the time of final approval of the application. In the first year of membership, a new member shall have no further assessment.

Section 6. Deposit & Expenses. Deposits and expenditures of funds shall be in accordance with the policies established by the Board of Directors.

Section 7. Notice of Dues, Fees, Fines, Assessments and Other Financial Obligations of Members. All dues, fees, fines, assessments, or other financial obligations to the Board or Board Multiple Listing Service shall be noticed to the delinquent Board Member in writing or by electronic means setting forth the amount owed and due date.

Section 8. The dues of REALTOR® Members who are REALTOR® Emeriti (as recognized by the National Association), Past Presidents and Past Treasurers of the National Association or recipients of the Distinguished Service Award shall be as determined by the Board of Directors.

NOTE: A Member Board's dues obligation to the National Association is reduced by an amount equal to the amount which the Board is assessed for a REALTOR® Member, times the number of REALTOR® Emeriti (as recognized by the National Association), Past Presidents and Past Treasurers of the National Association, and recipients of the Distinguished Service Award of the National Association who are REALTOR® Members of the Board. The dues obligation of such individuals to the local Board should be reduced to reflect the reduction in the Board's dues obligation to the National Association. The Board may, at its option, choose to have no dues requirement for such individuals except as may be required to meet the Board's obligation to the State Association with respect to such individuals. Member Boards should determine whether the dues payable by the Board to the State Association are reduced with respect to such individuals. It should be noted that this does not affect a "designated" REALTOR®'s dues obligation to the Board with respect to

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those licensees employed by or affiliated with the "designated" REALTOR® who are not Members of the local Board.

Article XII – Board of Directors

Section 1. Number: The property, affairs, activities, and concerns of the Board shall be vested in a Board of Directors consisting of the elective officers and not less than seven elected Directors.

Section 2. Composition of Board of Directors.

- (a) Elective Officers. Each elective officer shall serve as an ex-officio member of the Board of Directors during his term of office.
- (b) Elected Directors. Directors shall be elected on the basis of the following: Seven REALTOR® Members, at least two of whom shall not be “designated” and/or principal REALTOR® of their respective firms, whose primary places of business are located within the state.
- (c) Affiliate Director. One Affiliate member shall serve as an ex-officio non-voting member of the Board of Directors. The Affiliate Director shall be the Affiliate of the Year recipient from the previous year. If the Affiliate of the Year does not wish to serve, then the Board of Directors will appoint an affiliate of their choice.
- (d) State and Honorary Directors. Presidents of the institutes, societies, councils, and State and National officers, directors, and committee chairmen who hold membership in the Edmond Board of REALTORS®, and whose principle place of business are within the state, shall serve as ex-officio non-voting members of the Board of Directors.

Section 3. Term

- (a) REALTOR® Directors shall be elected for a term of three (3) years provided, however, in order to maintain a balance of the expiration of the terms of elected Directors, the Board of Directors may determine that any one or more of its elected Directors shall serve for terms of less than two and three years respectively, and the Nominating committee may propose one or more Directors to serve for terms of less than set out herein.
- (b) The Affiliate Director shall be appointed for a one (1) year term.
- (c) State Directors shall be appointed for a term of two (2) years in such number and manner as set out in the Bylaws of the Oklahoma Association of REALTORS®.
- (d) REALTOR® and State Directors shall be elected each year as required to fill vacancies.

Section 4. Annual Budget. The Board of Directors shall administer the finances of the Board and shall have sole authority to appropriate money; provided, however, no expenses will be allowed which have not been previously included in the budget and no obligation in

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excess of \$50 over the available cash on hand without a vote of the Board of Directors.

Section 5. Meetings. Regular meetings of the Board of Directors shall be held not less than nine times during the fiscal year, the first of which shall not be later than thirty-one (31) days following January 1. Regular meetings will be on the ~~third Thursday~~ of each month unless approval of a different date. Special meetings of the Board of Directors may be called by the President or by three (3) Directors. Any call for a meeting shall state the purpose, time and place of the meeting, and shall be issued prior to the meeting.

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Section 6. Quorum. A majority of members of the Board of Directors shall constitute a quorum of the Board of Directors for the transaction of business.

Section 7. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay by the Board of Directors, and the person so selected shall hold office for the remainder of the unexpired term.

Section 8. Attendance. A member of the Board of Directors who shall be absent from three consecutive meetings of the Board of Directors shall automatically vacate his office unless the Board of Directors, upon receipt of a satisfactory explanation for such absences prior to the third meeting, shall waive this provision. Such vacancy shall be filled as provided in Article XII, Section 7 above.

Section 9. Electronic Transaction of Business. To the fullest extent permitted by law, the Board of Directors may conduct business by electronic means.

Section 10. Action without Meeting. The Board of Directors may act in writing or electronic means without a meeting. The action must receive 75% response from the Board of Directors and 75% approval of those responding in order for the action to be accepted. The vote must stay open for two business days in order to give everyone adequate notice.

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Article XIII - Officers

Section 1. Qualification of Officers. The elected officers of the Board shall be: a President, President-Elect, ~~Immediate Past-President~~, Secretary and Treasurer. All elective officers shall be REALTOR® members of the Board as of January 1 of the current calendar year and have an office within the state. Officers shall be elected at the Annual Meeting and shall assume office January 1 of the following year. All elective officers shall be voting members of the Board of Directors. The President-Elect shall automatically become President the second January 1 after election as President-Elect.

- (a) President. The President shall preside at all meetings of the Board and at all meetings of the Board of Directors. The President shall appoint all committees unless otherwise directed by the Bylaws or the Board of Directors. The President shall be an ex-officio member of all committees, except the Nominating and REALTOR® of the Year Committees, and shall perform all duties and responsibilities as may be directed by

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the Board of Directors.

- (b) President-Elect. The President-Elect shall assist the President and assume the duties and responsibilities of the President in the event of the President's death, resignation, absence or disability. The President-Elect shall perform such duties as may be designated by the President and report to the President. The President-Elect must have one-year of past experience as an officer or director.
- (c) Immediate Past-President. The immediate Past-Presidents duties and responsibilities are to support the Board of Directors by being a valuable source for historical knowledge and board business.
- (d) Secretary. The Secretary shall assume the duties and responsibilities of precise details, planning and prolonged administrative action necessary to advance all Board activities to completion. The Secretary shall assume the duties and responsibilities of the President-Elect in the event of the death, resignation, absence or disability of the President-Elect. The Secretary must have one-year of past experience as a director.
- (e) Treasurer. The Treasurer shall serve as Chairman of the Finance Committee. The Treasurer shall render quarterly reports of the financial condition of the Board to the Board of Directors and at such other times as requested by the Board of Directors. The Treasurer shall serve a two-year term
- (f) Attendance. Any officer of the board who shall be absent from three (3) consecutive meetings of the Board of Directors shall automatically vacate his office unless the Board of Directors, upon receipt of a satisfactory explanation for such absences prior to the third meeting, shall waive this provision.
- (g) Chief Staff Executive. The Board of Directors may employ a Chief Staff Executive who shall be the administrative officer of the Board who shall be in charge of the Board headquarters. The Chief Staff Executive shall have supervision of any staff perform such other duties as may be delegated by the Board of Directors and the President. The Chief Staff Executive shall establish bank account or accounts in the name of the Edmond Board of REALTORS® and at such banks as the Board of Directors shall designate, shall collect monies, keep the accounts and books, and be custodian of the Board records.

Section 2. Duties. In addition to the duties as outlined in Article XII, Section 1, the duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them respectively, by the Board of Directors from time to time, and such as are required by law. It shall be the particular duty of the Chief Staff Executive to keep the records of the Board and to carry on all necessary correspondence with the National Association of REALTORS® and the Oklahoma Association of REALTORS®.

Section 3. Authorized Signatures. Authorized signatures on warrants or checks on accounts of the Board shall be any two of the following officers: President, President-Elect, Treasurer and the Chief Staff Executive. All warrants or checks drawn upon any account of the Edmond Board

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of REALTORS® shall be have two authorized signatures.

Section 5. Vacancies. Any vacancies in the elective officers shall be filled without undue delay by a majority vote of the Board of Directors unless such vacancy is otherwise filled as provided above. The person so chosen shall hold office for the remainder of the unexpired term.

Section 6. Removal of Officers and Directors. In the event that an Officer or Director is deemed to be incapable of fulfilling the duties for which 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 (20) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the Board shall be held, and 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 to all voting Members at least ten (10) days prior to the meeting, and shall be conducted by the President of the Board 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 of the hearing by the Members. Provided a quorum is present, a three-fourths vote of Members present and voting shall be required for removal from office.

Section 7. Legal Counsel. The Board of Directors may retain legal counsel and other professional counsel and fix the terms of compensation thereof.

Section 8. Indemnification of Officers. Every officer of the Edmond Board of REALTORS® shall be indemnified by the Board against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such officer in connection and with any proceeding to which that officer may be made a party or which that officer may become involved, by reason of being or having been an officer of the Board, or any settlement thereof whether or not the individual is an officer at the time such expenses are incurred, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the board, except in such cases wherein the officer is adjudged guilty of willful misfeasance or malfeasance in the performance of such officer's duties or shall have acted in such a manner as has exceeded such officer's authority so to act. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer may be entitled.

Any such indemnification shall be made only as authorized in a specific case upon determination by a majority of a quorum of uninvolved directors, with written opinion of independent legal counsel or the members, that indemnification is proper because the officer has acted in accordance with the standards established under Oklahoma law.

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Article XIV- Membership Meetings

Section 1. Monthly Meetings. Unless the Board of Directors approve a different date, the monthly meetings of the Board shall be held the first Tuesday of each month, the place and the hour to be designated by the Board of Directors.

Section 2. Annual Meeting. The Annual Meeting of the Board shall be held during October of each year, the date, place and hour to be designated by the Board of Directors.

Section 3. Other Meetings. Meetings of the Members may be held at such other times as the President or the Board of Directors may determine, or upon the written or electronic request of at least ten percent of the REALTOR® Members eligible to vote.

Section 4. Notice of Meetings. Written or electronic notice shall be given to every Member entitled to participate in the meeting at least one (1) week preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting. A twenty-four (24) hour notice shall be submitted to the Board Office and the President prior to the General Membership Meeting in order for any additional item to appear on the agenda.

Section 5. Quorum. A quorum for the transaction of business shall consist of 15% of the REALTOR® Members eligible to vote.

Section 6. Electronic Transaction of Business. To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means.

Article XV – Election of Officers and Directors

Section 1. Time. The election of officers and directors shall be held at the Annual Membership Meeting. The officers and directors shall assume their duties effective January 1 of the following year.

Section 2. Nomination Procedure. The Nominating Committee shall make a report of its nominations in writing or by electronic means to the membership no later than three weeks preceding the Annual Meeting. Additional qualified candidates for any office may be placed in nomination by petition signed by at least twenty percent of the REALTOR® Members. The petition shall be filed with the Secretary and Chief Staff Executive not less than two weeks prior to the Annual Meeting. The Chief Staff Executive shall send notice of such additional nominations to all REALTOR® Members prior to the Annual Meeting.

(a) **Election of Officers and REALTOR® Directors.** The election of officers and REALTOR® Directors shall take place at the Annual Meeting or where permitted by state law, electronically. Where permitted by state law, and in accordance with applicable state requirements, election of officers may be conducted by electronic means, in accordance with procedures established by the Board of Directors.

Deleted: Section 7. Action without Meeting. Unless specifically prohibited by the articles of incorporation; any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing or electronic means, setting forth the action so taken, shall be signed by all of the directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the Chief Staff Executive to be filed in the corporate records. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date. ¶

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The President, with the approval of the Board of Directors, shall appoint an Election Committee of five (5) REALTOR® Members to conduct the election. In the event of a tie vote, the issue shall be determined by lot.

(b) Election of State Directors. State Directors shall be nominated and approved by the Board of Directors.

Article XVI - Committees

Section 1. Committee Duties and Responsibilities. Committees shall have such duties as provided in the Bylaws and as the President and the Board of Directors may, from time to time, assign. All actions of the committees shall be subject to the approval of the Board of Directors, unless otherwise provided in the Bylaws.

Section 2. Standing Committees. The President shall appoint, subject to confirmation by the Board of Directors, the following standing committees, the members of which shall serve for one year, unless otherwise provided in the Bylaws, or until their successors are appointed and qualified. If a vacancy occurs before expiration of a term, the President shall appoint a member to fill the unexpired term.

(a) Finance Committee.

(1) Composition: The Finance Committee shall consist of the Treasurer, who shall serve as Chairman, ~~the current president-elect~~, the immediate Past President, the immediate Past Treasurer, and two REALTOR® Members appointed annually by the President.

(2) Purpose: Preparation, revision and audit of Board's budget and presentation of Board of Directors by the first meeting of the fiscal year.

(b) Constitution and Bylaws Committee.

(1) Composition: The Constitution and Bylaws Committee shall consist of not less than five members ~~including the two most recent past presidents and three members~~ appointed by the President to serve two (2) year terms and appointed annually in such number and in such manner as to create staggered terms of members. ~~The preceding past president shall be the~~ Chairman of the committee.

(2) Purpose: To review the Constitution and Bylaws ~~for clarity, enforceability, and~~ practicability.

(c) Education Committee.

(1) Composition: The Education Committee shall consist of five members; The President-Elect shall serve as Chairman of the committee. The committee will be appointed annually by the President.

(2) Purpose: To promote awareness of the solid education background needed for real estate sales; to provide educational programs and quality instructors for Board sponsored

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courses; to provide support for all Oklahoma Association of REALTORS® programs. To educate members of the board on their rights and responsibilities under the Fair Housing Act, and to suggest program material and complete educational and outreach activities to implement the Affirmative Marketing Agreement.

(d) Strategic Planning Committee.

(1) Composition: The Strategic Planning Committee shall consist of ~~six~~ members including the current Treasurer, ~~the current president-elect~~, two most immediate past presidents able to serve, and the remainder shall be REALTOR® Members appointed by the President, to serve two (2) year terms and appointed annually in such number and in such manner as to create staggered terms of members. The Chairman shall be appointed annually by the President from the hold-over members.

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(2) Purpose: Monitoring and identifying future expansion programs for member service and needs.

(e) Government Affairs & RPAC Committee.

(1) Composition: The Legislative Committee shall consist of nine members appointed each year by the President, serving three (3) terms and appointed annually in such number and in such manner as to create staggered terms of members. The Chairman shall be appointed annually by the President from one of the hold-over Committee members.

(2) Purpose: This Committee shall monitor city government and inform members of changes in laws or codes affecting the real estate industry; it shall recommend policies and actions to counteract any adverse policies to the real estate industry. This committee is responsible for promoting and fundraising for the REALTORS® Political Action Committee (RPAC) ~~and disbursing fair share funds to local candidates~~. The Committee shall report at least monthly to the Board of Directors.

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(f) Membership Committee.

(1) Composition: The Membership Committee shall consist of five members appointed by the President, at least three of which shall be REALTOR® Members of the Board. The Chairman shall be appointed by the President.

(2) Purpose: To promote active membership in the Board from qualified persons by educating members of their benefits from such membership; to serve as host to those in attendance at Board functions. This committee is also responsible for new member orientation. The purpose of new member orientation is to educate new members in the following areas: Code of Ethics, Equal Opportunity in Housing, MLS Rules and Regulations, Professional Standards, Antitrust, Truth in Lending, and any other industry related subject; acquaint new members with policies and procedures of the Board.

(g) REALTOR® Of The Year Committee.

(1) Composition: The REALTOR® of the Year Committee shall consist of the five most

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recent living recipients of the REALTOR® of the Year award, and the Chairman shall be the oldest Committee member in tenure.

(2) Purpose: To select an individual from the membership of the Board who exemplifies the REALTOR® spirit in all dealings with the public and fellow REALTORS®.

(h) Most Cooperative REALTOR® of the Year Committee.

(1) Composition: The Most Cooperative REALTOR® of the Year Committee shall consist of the four most recent living recipients of the Most Cooperative REALTOR® of the Year award, and the Chairman shall be appointed by the President.

(2) Purpose: To select an individual from the membership of the Board who has been the most cooperative and who has contributed the most towards raising the professional standards within the local, state and national associations, and the community in which the person resides.

(i) Public Relations & Economic Development Committee.

(1) Composition: The Public Relations Committee shall consist of not less than five members including the Chairman, appointed by the President for a one-year term.

(2) Purpose: To promote the proper use of the term REALTOR® and the logo of the National Association; to assist and educate members as well as the public in proper use of the term and the service it marks. It shall further be the duty of this Committee to conduct internal and external public relations programs on behalf of the Board.

(j) Professional Standards Committee.

Per the statewide Professional Standards agreement, the Oklahoma Association of REALTORS® shall provide this service as required by the NAR Code of Ethics and Arbitration Manual. The President shall appoint not less than three members to be placed as members of the OAR Professional Standards Committee and who shall serve a two-year term.

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(k) Program Committee.

(1) Composition: The Program Committee shall consist of not less than five members appointed by the President. The Chairman shall be appointed by the President.

(2) Purpose: To provide educational, timely and interesting programs for the members.

(l) Nominating Committee.

(1) Composition: The Nominating Committee shall consist of five Members of whom two (2) shall be the most immediate past presidents able to serve, the current president-elect and the remainder shall be REALTOR® Members appointed by the President to serve for a one-year term. The Chairman shall be the most recent past president of the Board.

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(2) Purpose: The Nominating Committee shall nominate one or more qualified candidates for each elective office to be filled and one or more qualified candidates for each director

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position to be filled. The number of such elected directors to be determined as provided above in Article XII, Section 2(b).

(m) Building Committee:

(1) Composition: The Building Committee shall consist of five members of whom three (3) shall be REALTOR® members and two (2) shall be affiliate members. The Chair shall be determined annually by the President.

(2) Purpose: The Building Committee shall inspect the EBR Building annually to determine if any repairs or improvements are needed.

Section 3. Reports. All Committees shall report as directed to the Board of Directors.

Section 4. Attendance. Any Committee member who is absent from three consecutive meetings of a committee without good cause shall automatically forfeit his/her appointment, unless upon his/her written request he shall be restored to the committee by action of the Board of Directors in the exercise of its own discretion.

Section 5. Quorum. At committee meetings, a majority shall constitute a quorum, except when a committee consists of more than nine members, five shall constitute a quorum.

Section 6. Special Committees. The President shall appoint, subject to confirmation by the Board of Directors, such special committees as may be deemed necessary.

Section 7. Organization. All committees shall be of such size and shall have duties, functions, and powers as assigned by the President or the Board of Directors except as otherwise provided in the Bylaws.

Section 8. President. The President shall be an ex-officio member of all standing committees and shall be notified of their meetings.

Section 9. Electronic Transaction of Business. To the fullest extent permitted by law, committees may conduct business by electronic means.

Section 10. Action without Meeting. Any committee may act in writing or electronic means without a meeting. The action must receive 75% response from the committee members and 75% approval of those responding in order for the action to be accepted. The vote must stay open for two business days in order to give everyone adequate notice.

Article XVII - Fiscal and Elective Year

Section 1. The fiscal and elective year of the Board shall be the calendar year.

Article XVIII - Rules of Order

Section 1. Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Board, its Board of Directors, and committees, in all instances wherein its

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Deleted: Section 9. Action without Meeting. Any committee may act by unanimous consent in writing or electronic means without a meeting. The consent shall be evidenced by one or more written or electronic approvals, each of which sets forth the action taken and bears the signature of one or more of the members of the committee. ¶

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

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provisions do not conflict with these Bylaws.

Article XIX - Amendments

Section 1. These Bylaws may be amended by the majority vote of the Members 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 at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy.

Section 2. Notice of all meetings at which amendments are to be considered shall be sent to every member eligible to vote at least one (1) week prior to the meeting.

Section 3. 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 Board shall become effective upon their approval as authorized by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®.

Article XVII - Dissolution

Section 1. Upon the dissolution or winding up of affairs of this Board, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Oklahoma Association of REALTORS® or, within its discretion, to any other non-profit tax exempt organization.

Membership Policy Statements Approved by the Board of Directors NATIONAL ASSOCIATION OF REALTORS®

(The following policy statements are informational, and not part of the Bylaws.)

Statements of Membership Policy Related to Implementation of Board of Choice

That, effective upon approval by the Board of Directors, the following statements of membership policy and amendments to the Model Board Bylaws to implement the board of choice proposal be adopted.

The primary board of affiliation elected by a REALTOR® must be in the state where the REALTOR® is licensed and maintains his/her principal place of business. Licensees affiliated with a REALTOR® firm may choose as their "primary" board any board in the state where the

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firm maintains a "Designated" REALTOR®.

Membership shall be available in a secondary board on terms and conditions no more stringent than the requirements established in the board's Bylaws for REALTOR® and (REALTOR-ASSOCIATE® where applicable) membership. The privileges of membership shall be the same including the right to vote and hold office. Membership will be granted to individuals who hold REALTOR® or REALTOR-ASSOCIATE® membership in their primary board without any requirement that the Designated REALTOR® they are licensed or affiliated with hold membership in the secondary board. However, MLS services will only be available if the Designated REALTOR® participates in the MLS. Board dues shall not include a national allocation since NAR dues have been paid through the member's primary board. A state allocation may only be included if the member's primary board is located in a different state.

REALTORS® shall be entitled to purchase services from boards other than their primary board without the necessity of holding membership in those boards. Service fees will be determined by the individual boards. However, the board may require that a REALTOR® (principal) be licensed in the state as a condition of MLS participation. (Adopted 2/94; amended 11/96)

Concerning Board of Choice Across State Lines

That the membership choices currently provided under Board of Choice be expanded across state lines as follows:

Members may join a primary board across contiguous state lines. State association membership would be in the state where primary board membership is held. To become effective July 1, 1996, with optional local board adoption sooner. (Adopted 11/95)

Portability of Membership Records (Files)

In order to facilitate timely processing of applications for membership and to assist associations in determining an applicant's qualification for REALTOR® or REALTOR-ASSOCIATE® membership, associations shall, based on a request from another association, share information about current or former members. Minimum "core" member information shall include:

1. Previous applications for membership
2. All final findings of Code of Ethics violations and violations of other membership duties within the past three (3) years (when available)
3. Pending complaints alleging violations of the Code of Ethics or alleging violations of other membership duties
4. Incomplete or (pending) disciplinary measures
5. Pending arbitration requests (or hearings)
6. Unpaid arbitration awards or unpaid financial obligations to the association or its MLS

An association may, at its discretion, consider information received from other associations w
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hen determining whether an applicant satisfies the association's membership requirements as established in the association's bylaws (not to exceed NAR's Membership Qualification Criteria). (Adopted 2/96)

Clarification of the Term "Principal"

The term "principal" as used in the NAR Constitution and Bylaws and in other relevant policies, includes licensed or certified individuals who are sole proprietors, partners in a partnership, officers or majority shareholders of a corporation, or office managers (including branch office managers) acting on behalf of principals of a real estate firm. (Adopted 11/96)

Secondary Membership in a Board/Association

When a member has joined a primary association and paid local, state, and national dues, secondary membership may be held in a local association in another state (provided the applicant meets all of the qualifications for membership) without holding membership in that state association, or alternatively, secondary membership may be held directly in the state association without holding membership in a local association in that state. (Adopted 11/96)

Membership Requirements Related to Multiple Office Locations

When considering an applicant for REALTOR® membership who is a principal in a real estate firm, associations have an obligation to determine that all of the principals of the real estate firm who are actively engaged in the real estate business in the state are either applying for or already hold REALTOR® membership (or Institute Affiliate membership, if applicable) in a board or association. (Adopted 11/96)

If an association (local, state, national) is notified by another association that a REALTOR® member has an office location elsewhere in the state that is not functioning as a "REALTOR®-office" (i.e., licensees affiliated with the office are not members or are not accounted for under the DR dues formula) the association where the REALTOR® holds primary membership shall be responsible, in cooperation with the state and national associations, for ensuring compliance with applicable membership policies (i.e., that said licensees hold membership in the REALTOR®'s primary association - or some other association in the state where the firm maintains a designated REALTOR® presence - or that dues have been paid to an association based on non-member licensees affiliated with the office. (Adopted 11/96)

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