



COLUMBUS
ASSOCIATION OF
REALTORS®

BYLAWS

(November 2018)

ARTICLE 1 – NAME

Section 1. Name. The name of this organization shall be the Columbus Association of REALTORS®, hereafter referred to as the “Association.” *(amended August 2013)*

Section 2. REALTORS®. Inclusion and retention of the Registered Collective Membership Mark “REALTORS®” in the name of the Association shall be governed by the Constitution and Bylaws of the National Association of REALTORS®, as from time to time amended.

ARTICLE 2 – OBJECTIVES

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 Ohio 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. *(amended September 2018)*

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®.

Section 7. To promote, and to join with others in promoting the civic and economic growth of the area within the jurisdiction of the Association and to aid in securing just and equitable laws for the protection and welfare of all, including REALTORS® and the owners of real property.

ARTICLE 3 – JURISDICTION

Section 1. The territorial jurisdiction of the Association as a member of the National Association of REALTORS® is Fayette, Franklin, Madison, Morrow, Pickaway and Union counties of Ohio. *(amended September 2016)*

Section 2. Territorial jurisdiction is defined to mean: The right and duty to control the use of the term 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 Association agrees to protect and safeguard the property rights of the National Association in the terms.

ARTICLE 4 – MEMBERSHIP

Section 1. The Association shall have thirteen classes of members, as follows: *(amended August 2013)*

- (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 Ohio or a state contiguous thereto. All persons who are partners in a partnership or are 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 in an association of REALTORS® within the state or a state contiguous thereto, unless otherwise qualified for Institute Affiliate membership. *(NOTE: REALTOR® members may obtain secondary membership in an association in another state.)* At the point of application, or anytime while holding membership in the Association, REALTOR® members will elect whether to be affiliated with the Residential Section or the Commercial Section. *(amended March 2018)*
 - (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 REALTOR® member and meet the qualifications set forth in Article 4. At the point of application, or anytime while holding membership in the Association, these REALTOR® members will elect whether to be affiliated with the Residential Section or the Commercial Section. *(amended March 2018)*
 - (3) An individual is a primary member if the association pays state and national dues based on such member. An individual is a secondary member if the state and national dues are remitted through another association. One of the principals in a real estate firm must be a designated REALTOR® member of the association for licensees affiliated with the firm to select the Association as their “primary” association. *(amended March 2018)*
 - (4) 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 the membership, including the obligation to arbitrate (or to mediate if required by the association) pursuant to Article 17 of the Code of Ethics, and the payment of Association dues, as established in Article 10 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 4. *(amended March 2018)*
 - (5) Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchises 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 association 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 association, state association and national association. *(Amended March 2018)*
 - (6) 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 association 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 IV.

- (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. *(Amended March 2018)*
- (c) **Corporate Affiliate Members.** Corporate affiliate members shall be real estate owners or individuals associated with a title company, mortgage company, financial institution, or other company not having individuals licensed as sales agents or brokers but who are in sympathy with the objectives of the Association and have interests requiring information on real estate.
- (d) **Individual Affiliate Members.** Individual Affiliate Members shall be individuals associated with a title company, mortgage company, financial institution or other company not having individuals licensed as sales agents or brokers and have a primary member of the Columbus Association of REALTORS® as a Corporate Affiliate Member, are in sympathy with the objectives of the Association and have interests requiring information on real estate.
- (e) **Commercial Corporate Affiliate Members.** Commercial Corporate affiliate members shall be real estate owners or individuals associated with a commercial title company, commercial mortgage company, commercial financial institution, or other commercial real estate related company not having individuals licensed as sales agents or brokers but who are in sympathy with the objectives of the Association and have interests requiring information on commercial real estate. *(amended August 2013)*
- (f) **Commercial Individual Affiliate Members.** Commercial Individual Affiliate Members shall be individuals associated with a commercial title company, commercial mortgage company, commercial financial institution or other commercial real estate related company not having individuals licensed as sales agents or brokers and have a primary member of the Columbus Association of REALTORS® as a Commercial Corporate Affiliate Member, are in sympathy with the objectives of the Association and have interests requiring information on commercial real estate. *(amended August 2013)*
- (g) **Sustaining Members.** Sustaining members shall be individuals not qualified for other classes of membership who are in sympathy with the objectives of the Association as employees of an educational, governmental, public utility, service or other similar organization not directly in the real estate industry.
- (h) **Individual Sustaining Members.** Individual Sustaining members shall be employees of an educational, governmental, public utility, service or other similar organization not directly in the real estate industry who have a primary member of the Columbus Association of REALTORS® as a Sustaining Member and are in sympathy with the objectives of the Association.
- (i) **Honorary Members.** Honorary members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, the Association, or for the public.
- (j) **Retired Members.** Retired members shall be individuals who have retired from the real estate profession, are no longer licensed, are at least 60 years of age, have been a member in good standing for at least the immediate 20 previous years. *(amended September 2018)*
- (k) **Student Members.** Student members shall be individuals who are majoring in a two or four-year college degree program in real estate and do not hold an active real estate license.

- (l) **NAR REALTOR®-Emeritus Members.** NAR REALTOR®-Emeritus status is granted by the National Association of REALTORS® to a REALTOR® Member who has held membership for a cumulative period of forty (40) years. *(amended August 2013)*
- (m) **Columbus Emeritus Members.** Columbus REALTOR®-Emeritus status is granted by the Columbus Association of REALTORS® to a REALTOR® Member who has held membership for a cumulative period of fifty (50) years with the Columbus Association of REALTORS®. *(added August 2013)*

ARTICLE 5 – QUALIFICATIONS / ELECTION

Section 1. Applications. (a) Applications 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 applicants

- (1) that they have or had access to, have carefully reviewed, and, if elected a member, will abide by the Bylaws of the Association, the Constitution and, Bylaws of the state association and the Constitution and Bylaws, and if a REALTOR® Member, the Code of Ethics of the National Association of REALTORS®, and
- (2) that they consent that the Association may invite and receive information and comment about applicants from any member or person; and applicant agrees that any information and comment furnished to the Association 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 applicants shall, with the form of application, have access to a copy of the Bylaws, Constitutions, Rules, Regulations, and Code of Ethics referred to above. *(amended August 2013)*

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

- (1) supply evidence satisfactory to the Chief Executive Officer of either the Residential Section or the Commercial Section, depending on the preference stated on the application, that applicant 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;
- (2) has a place of business within the state or a state contiguous thereto (unless a secondary member);
- (3) has no record of recent or pending bankruptcy; and
- (4) has no record of official sanctions involving unprofessional conduct;
- (5) and shall agree that if elected to membership, applicant will abide by the Bylaws, and Rules and Regulations of the Association and the State Association, and the Constitution, Bylaws, and Code of Ethics of the National Association of REALTORS®. *(amended August 2013)*

(b) Individuals who are engaged in the real estate profession other than as principal, partner, corporate officer or branch office manager, in order to qualify for REALTOR® membership, shall, at the time of application, be associated either as an employee or independent contractor with a designated REALTOR® member of the Association, or a designated REALTOR® member of another association (if applying as a secondary member) who maintains an established real estate office; 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 estate; and shall satisfy the following requirements: Applicants must make written application for REALTOR® membership to the Association and must subscribe to the REALTORS® Code of Ethics, and to the Constitution, Bylaws, Rules and Regulations of the local Association and the state and national associations and, if required, will satisfactorily complete a reasonable and nondiscriminatory written explanation on such Code, Constitution, Bylaws, Rules and Regulations.

(c) The 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;
- (6) any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm. *(amended August 2009)*

"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. Provisional membership is granted subject to final review of the application by the Board of Directors.

If a member resigns from the Association or otherwise causes membership to terminate with an ethics complaint or arbitration request pending, the complaint shall be processed until the decision of the Association with respect to disposition of the complaint by this Association is final (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 a 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®.
(amended June 2017)

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

Section 3a. Applications for Residential Section.

The procedure for election to membership shall be as follows:

- (a) The Chief Executive Officer (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership. Applicants for REALTOR® membership may be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee.
- (b) If the Board of Directors determines that the individual does not meet all of the qualifications for membership as established in the Association's Bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of a mandatory orientation program) within 60 days from the Association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated. In such instances, dues shall be returned to the individual less a prorated amount to cover the

number of days that the individual received Association services and any application fee. The Board of Directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the Board of Directors, he/she shall be declared elected to membership and shall be advised by written notice.

(c) The Board of Directors may not reject an application without providing the applicant with advance notice of the findings, an opportunity to appear before the Board of Directors, to call witnesses on his/her behalf, to be represented by counsel, and to make such statements as he/she deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings. *(amended June 2017)*

(d) If the Board of Directors determines that the application should be rejected, it shall record its reasons with the Chief Executive Officer (or duly authorized designee). If the Board of Directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the Association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.

Section 3b. Applications for Commercial Section. The procedure for election to membership in the Commercial Section shall be as follows:

(a) The Chief Executive Officer (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership. Applicants for REALTOR® membership may be granted provisional membership immediately upon submission of a completed application form and remittance of applicable Association dues and any application fee. *(amended September 2017)*

(b) If the Board of Directors determines that the individual does not meet all of the qualifications for membership as established in the Association's bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of a mandatory orientation program) within 60 days from the Association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received Association services and any application fee. The Board of Directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the Board of Directors, he/she shall be declared elected to membership and shall be advised by written notice. *(amended September 2017)*

(c) The Board of Directors may not reject an application without providing the applicant with advance notice of the findings, an opportunity to appear before the Board of Directors, to call witnesses on his/her behalf, to be represented by counsel, and to make such statements as he/she deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings. *(added September 2017)*

(d) If the Board of Directors determines that the application should be rejected, it shall record its reasons with the Chief Executive Officer (or duly authorized designee). If the Board of Directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the Association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant. *(added September 2017)*

Section 3c. Election to Membership in Columbus Association of REALTORS®. The Board of Directors shall review the qualifications of the applicants and the recommendations of the applicants and the recommendations of the committee and then vote on their eligibility for membership. If applicants receive a

majority vote of the Board of Directors, they shall be declared elected to membership and shall be so advised by notice in writing.

(a) The Board of Directors may not reject an application without first giving the applicants an opportunity to appear before it, to be advised in writing of the findings and recommendations of the Chief Executive Officer (or duly authorized designee), to call witnesses in their behalf, to be represented by counsel and to make such statements as they deem relevant. The Board of Directors also may have counsel present. The Board of Directors shall cause written minutes to be made of any hearing before it or may electronically or mechanically record the proceedings.

(b) If the Board of Directors determines that an application should be rejected, it shall record its reasons with the Secretary. If the Board of Directors believes that an applicant may resort to legal action because of rejection of this application, it may specify that the rejection shall become effective upon entry in suit by the Association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.

(amended August 2013)

Section 4. REALTORS® who change the conditions under which they hold membership shall be required to provide written notification to the Association within 30 days. REALTORS® (non-principal) who become principals in the firm with which they have been licensed, or become principals in a new firm that will be comprised of REALTOR® principals, will 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 REALTORS® (non-principal) do not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within 60 days of the date they advised the Association of their changes in status, their new membership applications will terminate automatically unless otherwise directed by the Board of Directors.

Section 5. 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 (2) hours and thirty (30) 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, if REALTOR® membership has been continuous, or if any break in membership is for one (1) year or less. *(Amended March 2018 and June 2018)*

Effective September 1, 2018, applicants for REALTOR® membership shall be required to satisfactorily complete the new member orientation program within ninety (90) days of obtaining electronic key box access. Failure to complete this requirement shall cause suspension of electronic key box access until this requirement is satisfied. *(added June 2018)*

Once the new member orientation program is available online, applicants for REALTOR® membership shall be required to satisfactorily complete the Association's new member orientation program prior to obtaining electronic key box access. *(added June 2018)*

Failure to satisfy the new member orientation requirement within sixty (60) days of application (or, alternatively, the date that provisional membership was granted), will result in suspension of membership or suspension of provisional membership until this requirement is satisfied. *(amended June 2018)*

NOTE: Orientation programs are required to meet the learning objectives and minimum criteria established from time to time by the National Association of REALTORS®. *(amended June 2018)*

Section 6. Effective January 1, 2017, through December 31, 2018, and for successive two-year periods thereafter, each REALTOR® member of the Association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not

less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another Association, a 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 (2)-year cycle shall not be required to complete additional ethics training until a new two (2)-year cycle commences. *(amended June 201, September 2017 and March 2018)*

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. *(Amended March 2018)*

Failure to meet the requirement in any two (2)-year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any two (2)-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. *(amended June 2017)*

Section 7. Use of Authorized Communications Equipment. Any application for membership, any written notice, objection, report, any vote and any written comment or information required or permitted by this Article 5 may be sent or submitted by Authorized Communications Equipment.

ARTICLE 6 – PRIVILEGES / OBLIGATIONS

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

Section 2. Any member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws, Rules and Regulations or Code of Ethics of the National Association after a hearing as provided in Article 7. Although members other than REALTOR® members are not subject to the Code of Ethics nor its enforcement by the Association, such Members are encouraged to abide by the principles established in the Code of Ethics of the National Association of REALTORS® and to conduct their business and professional practices accordingly. Further, members other than REALTOR® members may be subject to discipline for any conduct that in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the term REALTOR® and the real estate industry or for conduct that is inconsistent with or adverse to the objectives and purposes of the Association, state or national associations.

Section 3. REALTOR® Members.

(a) REALTOR® members, whether primary or secondary, in good standing whose financial obligations to the Association are paid in full shall be entitled to vote and hold elective office in the Association. *(Amended March 2018 and September 2018)*

(b) REALTOR® members may use the terms REALTOR® or REALTORS®. *(Amended March 2018)*

(c) REALTOR® members have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Association and the real estate profession.

(d) If a REALTOR® member is sole proprietor in a firm, a partner in a partnership, or an officer of 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 or management control is relinquished, 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, or unless the REALTOR® who is suspended or expelled

removes himself from any form or degree of management control of the firm for the term of the suspension or until readmission to membership, whichever may apply. Removal of an individual from any form or degree of management control must be certified to the Association by the member who is being suspended or expelled and by the individual who is assuming management control, and the signatures of such certification must be under oath. In the event the suspended or expelled member is so certified to have relinquished all forms or degree of management control of the firm, the membership of other partners, corporate officers or other individuals affiliated with the firm shall not be affected, and the firm, partnership or corporation may continue to use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension or until the former member is readmitted to membership in the Association. The foregoing is not intended to preclude a suspended or expelled member from functioning as an employee or independent contractor, providing no management control is exercised. (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 unless connection of the disciplined member with the firm, partnership, or corporation is severed, or management control is relinquished, or unless the REALTOR® members (non-principal) elect to sever their connection with the REALTOR® and affiliate with another REALTOR® member in good standing in the Association, whichever may apply). If a REALTOR® member other than a sole proprietor in a firm, partner in a partnership, or an officer of a corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

(e) Resignations become effective only when accepted by the Board of Directors.

(f) If a member resigns from the Association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the Association with respect to disposition of the complaint is final by this Association (if respondent does not hold membership in any other Association) or by any other Association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the Association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethic respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®. *(amended September 2017)*

(g) 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 REALTOR®. Resignations may be sent by Authorized Communications Equipment.

Section 4. Institute Affiliate Members. Institute Affiliate members shall have such rights and privileges and be subject to such obligations as are prescribed by the Board of Directors in compliance 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 5. Corporate Affiliate Members. Corporate Affiliate members shall have such privileges and rights and be subject to such obligations as may be prescribed by the Board of Directors and shall be granted the right to cast a vote in the affiliate Director election.

Section 6. Individual Affiliates. Individual Affiliates shall have such privileges and rights and be subject to such obligations as may be prescribed by the Board of Directors and shall be granted the right to cast a vote in the affiliate Director election.

Section 7. Commercial Corporate Affiliate Members. Commercial Corporate Affiliate members shall have such privileges and rights and be subject to such obligations as may be prescribed by the Board of Directors and shall be granted the right to cast a vote in the affiliate Director election. *(implemented January 2013, amended August 2013)*

Section 8. Commercial Individual Affiliates. Commercial Individual Affiliates shall have such privileges and rights and be subject to such obligations as may be prescribed by the Board of Directors and shall be granted the right to cast a vote in the affiliate Director election. *(implemented January 2013, amended August 2013)*

Section 9. Sustaining Members. Sustaining members shall have such privileges and rights to be subject to such obligations as may be prescribed by the Board of Directors and shall be granted the right to cast a vote in the Affiliate/Sustaining Director election.

Section 10. Individual Sustaining Members. Individual Sustaining members shall have such privileges and rights to be subject to such obligations as may be prescribed by the Board of Directors and shall be granted the right to cast a vote in the Affiliate/Sustaining Director election.

Section 11. Honorary Members. Honorary membership shall confer no rights except the right to attend meetings and participate in discussions and shall impose no obligations.

Section 12. Retired Members. Retired members shall have no rights and privileges except the right to attend meetings and participate in discussions and receive local mailings.

Section 13. Student Members. Student members shall have no rights and privileges except the right to attend general membership meetings and educational programs on an audit basis and receive local mailings. *(amended September 2018)*

Section 14. Use of Authorized Communications Equipment. Any written notice, report, finding, comment or information and any vote required or permitted by this Article 6 may be sent or submitted by Authorized Communications Equipment.

Section 15. Harassment. Any member of the Association 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 Association. As used in this section, harassment means any written, verbal or physical conduct including threatening or obscene language (which includes making such threats or acts of intimidation from a telecommunications device or other forms of electronic communications), 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 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 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. A member shall be automatically disqualified from serving on the investigatory team as provided by the Code of Ethics and Arbitration Manual of the National Association of REALTORS® Part One, Section 2. Qualifications for Tribunal. Disciplinary action may include any sanction(s) authorized in the Code of Ethics and Arbitration Manual. *(adopted August 2009, amended October 2012 and September 2017)*

ARTICLE 7 – PROFESSIONAL STANDARDS AND ARBITRATION

Section 1. The responsibility of the Association and of Association 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. *(amended September 2017)*

Section 2. It shall be the duty and responsibility of every REALTOR® member of this Association to abide by the Constitution and Bylaws and the Rules and Regulations of the Association, 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 the National Association of REALTORS® as from time to time amended. *(Amended March 2018)*

Section 3. Any REALTOR® member of the Association 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 Association, 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. *(Added March 2018)*

ARTICLE 8 – USE OF “REALTOR”

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 the Rules and Regulations prescribed by its board of directors. The Association 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 Association 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 membership shall have this privilege.

Section 3. (a) A REALTOR® principal member 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 or Institute Affiliate Members as described in Section 1(b) of Article 4. (b) In the case of a REALTOR® principal member 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 holds REALTOR® membership. If a firm, partnership, or corporation operates additional places of business in which no principal holds REALTOR® membership, the term REALTOR® or REALTORS® may not be used in any reference to those additional places of business. *(Amended March 2018)*

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 9 – STATE AND NATIONAL MEMBERSHIPS

Section 1. The Association shall be a member of the National Association of REALTORS® and of the Ohio REALTORS®. By reason of the Association's Membership, each REALTOR® member of the member Association shall be entitled to membership in the National Association of REALTORS® and the Ohio REALTORS® without further payment of dues. The Association shall continue as a member of the State and National Associations unless by majority vote of all 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. *(amended September 2018)*

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

Section 3. The Association adopts the Code of Ethics of the National Association of REALTORS® and agrees to enforce the Code among its REALTOR® Members. The Association and all its members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the National Association and the Ohio REALTORS®. *(amended September 2018)*

ARTICLE 10 – DUES/ASSESSMENTS

Section 1. Determination of Annual Dues. The annual dues of all classes of membership shall be determined by the Board of Directors provided, however, that the dues of REALTORS® and Affiliate members shall not be changed until after notice of proposed change has been published in general membership publications for two successive issues and unless the proposed change is approved by the vote of two-thirds or more of the entire Board of Directors after the second publication of such notice.

Section 2. Effective Date for Change in Dues. No change in dues of members shall become effective until the first day of January after such change is approved as provided in Section 1, Article 10.

Section 3. Determination of Dues and Fees. The amounts of all other membership fees, dues, and other obligations to the Association and the manner by which such fees, dues and obligations shall be paid, shall be determined by the Board of Directors. *(amended September 2018)*

Section 4. Application Fee. The Board of Directors may adopt an application fee for REALTOR® membership in reasonable amount, not exceeding three (3) 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 Association upon final approval of the application. Such fees shall be in addition to any applicable dues and fees assessed by the Ohio and National Associations of REALTORS®. *(amended October 2017 and March 2018)*

Effective January 1, 2019, the application fee of REALTORS® in good standing transferring membership to the Association shall be waived. *(added November 2018)*

Section 5. Reinstate Fee.

An individual out of the Association for less than six months shall not be assessed an application or reinstatement fee.

An individual out of the Association for six months and up to two years shall be assessed a reinstatement fee equal to one-half the application fee, plus any applicable fees assessed by the Ohio and National Associations of REALTORS®.

An individual out of the Association for more than two years shall be assessed the full application fee, plus any applicable fees assessed by the Ohio and National Associations of REALTORS® at the time they apply.
(amended October 2017)

Section 6. Dues Schedule. The annual dues of members shall be as follows:

(a) 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 licensees 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 Association in the state or a state contiguous thereto or Institute Affiliate members of an Association. In calculating the dues payable to the Association 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 association in the state or a state contiguous thereto, provided the designated REALTOR® notifies the Association in writing of the identity of the association to which dues have been remitted. *(Amended March 2018)*

However, that if two or more REALTOR® are principals of the same firm, partnership or corporation, then only that REALTOR® designated in writing by the firm, partnership or corporation (the "designated" REALTOR®) shall be required to pay that portion of the dues that is computed on the basis of real estate salespersons and licensed or certified appraisers associated with such firm, partnership or corporation who are not themselves REALTOR® members of any Association in the state or a state contiguous thereto or Institute Affiliate members of an Association. Application fee to be in such amount as established annually by the Board of Directors;

(b) The annual dues of REALTOR® members other than the designated REALTOR® shall be as established annually by the Board of Directors, plus the dues required by the Ohio REALTORS® and the National Association of REALTORS. Application fee is to be in such amount as established annually by the Board of Directors. These fees will apply whether the member selects the Residential Section or the Commercial Section. *(amended September 2018)*

(c) The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the National Association of REALTORS®;

(d) The annual dues of each Corporate Affiliate Member shall be in such amount as established annually by the Board of Directors. Application fee is to be in such amount as established annually by the Board of Directors;

(e) The annual dues of each Commercial Corporate Affiliate Member shall be in such amount as established annually by the Board of Directors. Application fee is to be in such amount as established annually by the Board of Directors; *(implemented January 2013, amended August 2013)*

(f) The annual dues of each Secondary member shall be in such amount as established annually by the Board of Directors. Application fee is to be in such amount as established annually by the Board of Directors;

(g) The annual dues of each Sustaining Member shall be in such amount as established annually by the Board of Directors. Application fee to be in such amount as established annually by the Board of Directors;

(h) The annual dues of each Individual Sustaining Member shall be in such amount as established annually by the Board of Directors; with no application fee.

(i) Dues payable by Honorary and Retired members if any, shall be at the discretion of the Board of Directors;

(j) The annual dues of each Student Member shall be in such amount as established annually by the Board of Directors;

(k) The annual dues of each Individual Affiliate member shall be in such amount as established annually by the Board of Directors; with no application fee.

(l) The annual dues of each Commercial Individual Affiliate member shall be in such amount as established annually by the Board of Directors; with no application fee. *(adopted January 2013, amended August 2013)*

(m) In addition to dues owed for membership in a REALTORS®' primary Section, the annual dues of REALTOR members who wish to hold additional membership in the other section (residential or commercial) shall be equal to 90 percent of the dues required by the Association, as stated in Article 10, Section 5; No additional application fee will be assessed; *(amended August 2013 and September 2018)*

(n) 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 (a) and (b) 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 association.

(1) 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, is actively engaged in the real estate profession as defined in Article III, Section I, 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 provided that such licensee is not otherwise included in the computation of dues payable by the principal of the entity. *(Amended March 2018)*

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 the local association for each Institute Affiliate Member whose office address is within the assigned 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.

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 disclosed 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. *(Amended March 2018)*

The exemption for any licensee included on the certification form shall automatically be revoked upon the individual being engaged in real estate licensed activities (listing, selling, leasing, renting, managing, counseling, or appraising real property) other than referrals, and dues for the current fiscal year shall be payable. *(Added March 2018)*

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

Section 7. Notification. On or before the first day of each year, the designated REALTOR® members of this Association shall furnish to the Association a list of all licensed employees or independent contractors affiliated

with this firm and shall designate a primary board for each individual who holds REALTOR® membership. Designated REALTORS® also shall identify any nonmember licensees in their office and if designated REALTOR® dues have been paid to another board based on said nonmember licensees, the Designated REALTOR® shall identify the board to which dues have been remitted. These declarations shall be used for purposes of calculating dues. Designated REALTORS® also shall notify the Association, within 30 days, of any change of licensees in the firm, whether the change is due to additions, cancellation, transfers, death or other causes.

Section 8. Dues Payable. Dues for all members shall be due and payable on a schedule determined by the Board of Directors. Dues for new members shall become due and payable as follows: if an applicant for Designated REALTOR® or non-REALTOR® classes of membership, on the first day of the month following application for membership; if an applicant for REALTOR® (salesperson) membership, on the first day of the month following licensure with a Designated REALTOR®. Dues, once the due date has passed, shall be non-refundable. *(amended August 2013)*

Section 9. REALTOR® Emeriti Dues. The dues of REALTOR® members who are REALTOR® Emeriti (as recognized by the National Association of REALTORS®), past presidents of the National Association or recipients of the Distinguished Service Award shall be as determined by the Board of Directors of the National Association of REALTORS®. *(added August 2013)*

Section 10. Columbus Emeriti Dues. The dues of Columbus REALTOR® members who are Columbus Emeriti (as recognized by the Association, or recipients of the Ohio and/or NAR Distinguished Service Awards shall be as determined by the Board of Directors of the Association. *(added August 2013 amended September 2018)*

Section 11. Nonpayment of Dues. If dues or other charges are not paid within one month after the due date, nonpaying members are subject to suspension at the discretion of the Board of Directors. Two months after due date, membership of the nonpaying member may be terminated at the discretion of the Board of Directors. Three months after due date, membership of the nonpaying member shall automatically terminate unless within that time the amount due is paid. Former members who have had their membership terminated may apply for reinstatement in the manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

Section 12. Deposits and Expenditures. Deposits and expenditures of funds shall be in accordance with policies established by the Board of Directors.

Section 13. Automatic Adjustments. Notwithstanding any other provision of this Article 10, any dues adjustment duly legislated by either the National Association of REALTORS® or Ohio REALTORS® shall result in a corresponding adjustment to the dues required to be paid pursuant to this Article 10. *(amended September 2018)*

Section 14. Use of Authorized Communications Equipment. Any notice and any invoice for dues or assessments required or permitted by this Article 10 may be sent or submitted by Authorized Communications Equipment.

ARTICLE 11 – OFFICERS

Section 1. Officers. The elective officers of the Association shall be a President, a President-Elect, Treasurer and Secretary who shall be elected from among the members of the Association who have served as Director and shall serve for a term of one year or until their respective successors are duly elected and qualified. The President, President-Elect, Treasurer and Secretary shall be REALTOR® members in good standing. Election of the President-Elect as President shall be automatic. The new officers shall assume management of the business and property of the Association on the first business day of January of the ensuing year. Officers

may be members in either the Residential Section or the Commercial Section, with no restrictions or quotas placed on the composition of the officer slate. *(amended August 2013)*

Further, the individual who has served as Director as the chair of the Commercial Advisory Board is eligible for Officer election if they have served a minimum of three years on the Commercial Advisory Board. *(initial paragraph added August 2013, amended July 2017)*

Section 2. Election of Officers. Notice shall be made in the September/October issue of *In Contract* that the President of the Association is seeking recommendations for the office of Secretary to be elected to office in November. Members will be asked to forward their recommendations to the President. Included with the notice shall be the qualifications for office, the nominating procedure, and the election procedure. *(amended August 2013)*

By October 1 of each year, the President shall appoint a Nominating Committee consisting of two past president members and the current President. The current President shall serve as chair. The Nominating Committee shall meet to prepare a slate to include up to two candidates for each office to be filled by election (President-elect, Treasurer, Secretary). A person shall be qualified for nomination and election as an officer if such person has served as an elected or an appointed voting Director of the Association for a minimum of three years. The report of the Nominating Committee shall be made available to the CEO not later than 10 days before the October meeting of the Board of Directors. The officers nominating committee report will be made available, in advance, to the Board of Directors with the agenda for the October meeting. *(amended August 2013 and July 2017)*

The report of the Nominating Committee shall be made by the President at the October meeting of the Board of Directors. After the Nominating Committee has presented its report, the President must call for further nominations from the floor. The nominating ballot shall include all nominations received from the floor, providing they have met the qualifications as outlined in the September/October *In Contract* notice or as outlined in the current Association Bylaws. If not in attendance, any person nominated for an office must have provided written consent prior to or at that meeting. Only nominations made during the October meeting of the Board of Directors will be placed on the final ballot. Nominations shall be closed at the end of the October meeting. There shall be no nominations from the floor at the time of election. *(amended August 2013)*

The election of the officers will be conducted at the November meeting of the Board of Directors. If the election ballot consists of more than one candidate for any of the elected offices, the election shall be by secret ballot. Only members of the Board of Directors attending the November meeting of the Board may cast a ballot. There shall be no proxy voting. If the election ballot consists of only one nominee for each office, the election may be conducted by voice vote.

If the election ballot consists of more than one candidate for any of the elected offices, the winning candidate must have a majority vote of the electorate (Majority vote is defined as receiving more than half of the votes cast.). If the ballot consists of more than two candidates for any of the elected offices and no candidate receives a majority vote on the ballots cast, the balloting will continue with the two candidates receiving the highest number of votes, until one of the candidates receives a majority vote. If, in the initial balloting, the ballot consists of more than two candidates, and a tie vote is cast for the candidates receiving the second highest vote count, there shall be a vote of those candidates to determine which candidate will appear on the final vote for election to the contested office.

Section 3. Removal of Officers. The Board of Directors may remove any officer at any time by a $\frac{3}{4}$ vote of the entire Board of Directors.

Section 4. Compensation of Officers. All officers shall serve without compensation.

Section 5. Vacancies. Vacancies among the officers shall be filled by the Board of Directors until the next annual election.

Section 6. Indemnification of Officers, Directors, Employees, and Agents. Every Director, officer, employee or agent of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred or imposed upon such Directors, officers, employees or agents in connection with any proceeding to which such Directors, officers, employees or agents may be made a party, or in which such Directors, officers, employees or agents may become involved by reason of such Directors, officers, employees or agents being or having been Directors, officers, employees or agents of the Association, or any settlement thereof, whether or not such Director, officer, employee or agent is a Director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the Director, officer, employee or agent is adjudged guilty of willful misfeasance, malfeasance or nonfeasance in the performance of the duties of the office. Provided, however, that in the event of the settlement the indemnification herein shall apply if the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer, employee or agent may be entitled. *(amended September 2018)*

ARTICLE 12 – DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Board of Directors and of members. He or she shall have general supervision over its property and affairs and perform all the dues incidental to such office, subject always to the direction of the Board of Directors. He or she shall execute all documents and written instruments in the name of the Association and shall have such additional powers and duties as may be prescribed by the Board of Directors.

Section 2. The President-Elect shall have such powers and duties as may be prescribed by the Board of Directors or delegated to him or her by the President. In the absence or disability of the President, or when circumstances prevent the President from acting, the President-Elect shall perform the duties of the President.

Section 3. The Treasurer shall receive and have in charge all money, notes, bonds, securities and similar property belonging to the Association. He or she shall keep accurate financial accounts and records and hold the same open for inspection and examination by any other office of the Directors. He or she shall cause all funds of the Association to be deposited in a depository designated by the Directors and shall disburse same on order of the Board of Directors. He or she shall possess such other powers and duties as may be prescribed from time to time by the Board of Directors. The duties of the Treasurer may be performed for him or her by and in the name of the Chief Executive Officer of the Association. *(amended August 2013 and September 2018)*

Section 4. The Secretary shall keep the minutes of all meetings of the members and of the Board of Directors. He or she shall keep such books and records as may be required by the Board of Directors, give all notices required by law or otherwise, of all meetings and, in general, he or she shall have such powers and duties as may be prescribed by the Board of Directors. The dues of the Secretary may be performed for him or her by and in the name of the Chief Executive Officer of the Association. *(added August 2013, amended September 2018)*

Section 5. Chief Executive Officer. There shall be a Chief Executive Officer, appointed by the Board of Directors, who shall be the chief administrative officer of the Association. The Chief Executive Officer shall have the authority to hire, supervise, evaluate and terminate other staff, if any, and shall perform such other duties as prescribed by the Board of Directors.

Section 6. Officers or employees, if required by the Board of Directors, shall give bond for the faithful performance of their duties in such sum and with such surety as the Board of Directors may require.

ARTICLE 13 – BOARD OF DIRECTORS

Section 1. Board of Directors. The Board of Directors shall consist of: (a) REALTOR® members: four of whom shall be elected each year by the voting members for terms of three years each; one of whom shall be associated with a firm having twenty or fewer REALTORS®, firm size to be verified yearly on September 20, and elected once every three years to a three-year term; one of whom shall be a principal broker designated by the Broker Advisory Council; and one Director-at-large (excluding past presidents and current Directors) who may be appointed by the incoming President for a one-year term (appointment to be confirmed by the current Board of Directors) (b) the Immediate Past President, who shall be a member for the calendar year immediately following his or her term as President; (c) one Corporate Affiliate, Commercial Corporate Affiliate, Individual Affiliate, Commercial Individual Affiliate, Sustaining or Individual Sustaining member who shall be elected by the voting members each alternate year for a two-year term; (d) the duly elected President, President-Elect, Treasurer, and Secretary who shall serve during their respective terms of office; (e) the chair of the Commercial Advisory Board; (f) the Chief Executive Officer; (g) one Non-Voting, Corresponding/Reporting REALTOR® member for each county that has merged with the Association* and (h) the Non-Voting vice chair of the Commercial Advisory Board. *(amended January 2013, August 2013, September 2016, July 2017, August 2017 and September 2018)*

*Prior to this jurisdictional area having representation on the Board of Directors, it must have met the requirement of organizing as an area association. The president of these area associations, appointed or elected yearly, would serve as the non-voting member of the Board of Directors.

Section 2. Qualifications for Director. All REALTOR® members of the Board of Directors shall have been REALTOR® members in good standing of the Association and shall have held continuous membership in the Association for a minimum of three successive years immediately preceding their election. *(amended August 2013 and September 2018)*

Section 3. Election of Directors.

(a) The annual business meeting of the voting members for the election of four members to the Nominating Committee for Directors and the transaction of other business shall be held not later than November of each year, the exact date to be determined by the Board of Directors. The Nominating Committee for Directors shall consist of: (1) four REALTOR® members who are neither current Directors nor past presidents, who shall be nominated and elected by the voting members at the annual business meeting; (2) the elected REALTOR® Directors whose terms expire on the succeeding December 31; (3) one past president who shall be appointed by the current President; (4) The current President shall appoint the chair of the Nominating Committee from any of its members; (5) No member of the Nominating Committee shall be nominated as a candidate by the committee in preparing the slate of candidates for Director to be presented for the ballot vote; (6) A retiring Director shall not be elected to the office of Director for an immediately succeeding term; however, a retiring Director shall be eligible for election to the office of Director for an immediately succeeding term if they have served a one-year term or less. *(amended August 2013 and July 2017)*

(7) A person nominated to the Nominating Committee must have consented in writing to so serve if he or she is not in attendance at the annual business meeting.

(b) Within 15 days after their election, the Nominating Committee for Directors shall nominate two candidates for each office to be filled by election by the voting members.

(c) The Nominating Committee shall forthwith cause to be prepared and distributed to all eligible voting members ballots containing the names of all persons nominated by the committee.

(d) One such ballot shall be sent by the Nominating Committee to eligible voting members at their address as last shown in the records of the Association; provided, however, that no ballot shall be sent to a member who is not in good standing on the date said ballots are sent.

(e) Ballots shall be marked by eligible voters with their choice or choices not to exceed the number to be elected and shall be delivered to the office of the Association no later than noon EST on the seventh day after the ballots are sent. All ballots not properly marked as required or not received within the time hereby fixed shall be invalidated.

(f) On the afternoon of the seventh day after said ballots are distributed, the Nominating Committee shall meet at the office of the Association to ratify the election results and report the results of the election to the Board of Directors in writing. The nominees receiving the highest number of votes shall be declared elected. All tie votes shall be determined by lot, such as a flip of the coin, by those candidates involved in the tie vote. *(amended November 2011 and August 2013)*

Multiple nominations of the same individuals for Director received by Authorized Communications Equipment shall be treated as a single written nomination petition for such individual.

Voting for Directors may be conducted utilizing Authorized Communications Equipment in accordance with procedures and guidelines established by the Board of Directors from time to time.

Section 4. Vacancies. Vacancies on the Board of Directors shall be filled by appointment by the Board of Directors. The vacancy shall be filled by the REALTOR® member with the fifth highest votes received in the most recent election for the Board of Directors (or the Realtor receiving the next highest votes if that REALTOR® chooses not to accept the appointment; or, if more than one Director is being replaced). The appointed Director shall serve the remainder of the term of the Director(s) being replaced.

Should no one from the most recent election accept appointment, the Board of Directors shall fill the vacancy from the membership at large.

At any time, should that Director associated with a firm having twenty or fewer REALTOR® be associated with a firm of more than twenty-five REALTORS®, the Director shall immediately vacate the seat and the Board of Directors shall fill the vacancy by appointing the REALTOR® member with the next highest votes received in this category in the most recent election for the Board of Directors. The appointed Director shall serve the remainder of the term of the Director being replaced. *(added August 2017)*

Should no one in this category from the most recent election accept appointment, the Board of Directors shall fill the vacancy from the membership at large with a REALTOR® associated with a firm having twenty or fewer REALTORS®. *(added August 2017)*

Section 5. Removal of Directors. In the event that a director is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the director may be removed from office under the following procedure. *(adopted September 2016)*

(a) A petition requiring the removal of a 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 and shall specifically set forth the reasons the individual is deemed to be disqualified from further service. *(adopted September 2016)*

(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 association shall be held, and the sole business of the meeting shall be to consider the charge against the director, and to render a decision on such petition. *(adopted September 2016)*

(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. Provided a quorum is present, a three-fourths vote of members present and voting shall be required for removal from office. *(adopted September 2016)*

ARTICLE 14 – DUTIES OF DIRECTORS

Section 1. The Board of Directors shall determine the policies and activities of the Association, approve, elect and discipline all members, elect the officers of the Association, approve all budgets and extraordinary expenditures, counsel with the various committees and, in general, shall have entire charge and management of the affairs of the Association. *(amended September 2018)*

Section 2. The Board of Directors shall adopt Bylaws and other rules/regulations for the government of the Association. *(amended September 2018)*

Section 3. In November or December of each year, the Board of Directors shall elect the officers of the Association for the ensuing year. *(amended September 2018)*

Section 4. The Board of Directors shall keep accurate records and minutes of their proceedings and all amendments to the Bylaws and all policies adopted by the Board of Directors shall be reported by the President to the members of the Association at the meeting immediately following the adoption of such amendments or policies or by publishing and circulating them promptly to the members. *(amended September 2018)*

Section 5. The Board of Directors shall appoint a Chief Executive Officer whose title shall be determined by the Board of Directors. The Board of Directors shall have the power to prescribe the duties and to fix the salary of the Chief Executive Officer and to employ and fix compensation of such other employees as may, in their judgment, be necessary.

Section 6. The Board of Directors shall have final jurisdiction in all matters of discipline as provided in these Bylaws and other rules now or hereafter provided.

ARTICLE 15 – MEETINGS

Section 1. Annual Meetings. The annual meeting of the Board shall be held no later than November of each year with the date, place and hour to be designated by the Board of Directors.

Section 2. Meeting of Directors. The Board of Directors shall designate a regular time and place of meeting. Absence from three regular meetings in a calendar year without an excuse deemed valid by the Board of Directors shall be construed as resignation. The Board of Directors shall meet at least once each month. The President may, at his or her discretion, call additional meetings and may invite committee chairmen and others to meet with the Directors. If a meeting is held electronically, participation shall be permitted by use of Authorized Communications Equipment. *(amended September 2018)*

Directors are to notify the Secretary, or his or her designee, in advance if unable to attend a scheduled Board meeting. The reason for the absence shall be reported at time of this notice, to reflect approval in minutes of the meeting.

Section 3. Other Meetings. Special meetings of members shall be called by the Chief Executive Officer at a request of the President or at the request of 5 or more Directors or upon the written request of at least 10 percent of the REALTOR® members eligible to vote submitted in writing or by means of Authorized Communications Equipment.

Section 4. Electronic Transaction of Business. To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means.

Section 5. 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 a consent in writing, 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 Executive Officer 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. Any transmission of Authorized Communications Equipment that contains an affirmative vote or approval of the director is a signed writing for purposes of this section.

Section 6. Notice of Meetings. Except as otherwise specifically provided, written notice of the time, place, and purpose of all meetings shall be given. The secretary shall mail or deliver such notices to those entitled thereto at their respective addresses as last shown in the records of the Columbus Association of REALTORS®; (a) at least ten days before a meeting provided for in Section 1 above; (b) at least seven days before a meeting provided for in Section 3 above; (c) 48 hours before a meeting of the Board of Directors provided, however, that in the event of an emergency the Board of Directors may be convened upon verbal notice given at least four hours in advance of the meeting, but at any meeting of the Board of Directors so convened no action shall be taken except upon the affirmative vote of at least a majority of the entire Board of Directors. Such notices and statements may be sent by Authorized Communications Equipment.

Section 7. Quorum. The quorum for the transaction of business at any regular or special meeting of the Board of Directors shall consist of nine Directors which include the voting members present in person and by use of Authorized Communications Equipment (if the use of Authorized Communications Equipment has been authorized for the meeting by the Board of Directors).

A quorum for the transaction of business at any regular or special committee meeting of the Association shall consist of those REALTOR®, Corporate Affiliate, Commercial Corporate Affiliate, Individual Affiliate, Commercial Individual Affiliate or Sustaining members present in person and by use of Authorized Communications Equipment (if the use of Authorized Communications Equipment has been authorized for the meeting by the Board of Directors.) *(amended August 2013 and September 2018)*

Section 8. The secretary's record of a meeting shall be conclusive proof of the number present at said meeting.

Section 9. Authorized Communications Equipment. For purposes of these Bylaws, the capitalized term "Authorized Communications Equipment" shall mean communications equipment which provides a transmission, including, but not limited to, telephone, telecopy or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, a member, director or committee member, and with respect to meetings, allows all persons participating in a meeting to contemporaneously communication with each other.

The Association shall be permitted to use Authorized Communications Equipment to the fullest extent permitted by Ohio law for the following purposes: giving notice of meetings or any other notice required by these Bylaws or by Ohio statutes; conducting, attending or participating in meetings; giving a copy of any document or transmitting any writing required or permitted by these Bylaws or by Ohio statutes and voting. The use of Authorized Communications Equipment shall be subject to procedures and guidelines established from time-to-time by the Board of Directors.

ARTICLE 16 – COMMITTEES

Section 1. Standing Association Committees. The President shall appoint from among the members, subject to confirmation by the Board of Directors, the standing committees listed below. On the committees that require appointments, the President shall be responsible for ensuring that both the Residential and the Commercial Sections are adequately represented. If, on the committees with open memberships, the President and staff note that there is lack of representation from one section or another, every attempt will be made to encourage participation from the missing section.

- (a) The **Affiliate Committee** shall work to improve professionalism in the real estate industry by enhancing communication between REALTORS®, lenders, title companies and home inspection companies. *(adopted September 2016, amended September 2018)*
- (b) The **Appraiser Committee** shall communicate appraisal issues between appraisers and the general membership; assist the MLS regarding data needed to perform appraisals, promote the entry of new appraisers into the appraisal business; review offerings of new appraisal tools and technologies; and conduct forums to facilitate exchange of ideas and information between appraisers. *(adopted September 2016)*
- (c) The **Broker Advisory Council** shall assist in planning events designed for brokers such as forums and orientation sessions, and forward recommendations on broker issues for consideration by the Columbus REALTORS® and/or MLS Boards of Directors. The Broker Advisory Council shall designate one member each year, who shall not serve more than three consecutive years, to represent them as a voting member of the Association Board of Directors. *(adopted September 2016)*
- (d) The **Benevolence Committee** oversees the Benevolence Fund by soliciting contributions, determining overall Fund goals and the distributing of emergency assistance grants. *(added August 2013, amended October 2017, amended September 2018)*
- (e) The **Board of Consultants** shall respond to requests by governmental, quasi-governmental, or civic officers for direction in establishing real estate-related policies. Recommended policies and actions of the Board may be communicated to the segments of the community immediately upon committee adoption. The chair shall be the past president two years removed and the vice chair shall be the immediate past president. Membership of the Board shall consist of REALTOR® members of the Association who have demonstrated relevant expertise. *(amended September 2018)*
- (f) The **Budget, Finance & Investment Committee** shall annually prepare an operations budget for the Association and its subsidiary MLS, subject to the approval of the Board of Directors. It also shall revise such budgets at the request of the Board of Directors. This committee also shall prepare and supervise, subject to Director approval, an investment strategy for company assets. *(amended September 2018)*
- (g) The **Business Technology Forum** shall address the needs of the growing number of REALTORS® who are using computers and other technology for their business. *(amended September 2018)*
- (h) The **CORPAC Fundraising Committee** shall be responsible for both development and conduct of an annual campaign to raise funds for the purpose of supporting issues and candidates in central Ohio that support the promotion and preservation of private property rights and that thereby contribute to a more favorable real estate environment. Further, one REALTOR® member from each county that has merged with the Association shall be appointed annually to serve on this committee for a one-year term. *(amended September 2018)*
- (i) The **CORPAC Governing Board** evaluates candidates and makes PAC contributions to REALTOR®-supported candidates and issues. *(added August 2013 amended September 2018)*
- (j) The **Foundation Fundraising Committee** focuses on raising funds for the Columbus REALTORS® Foundation through special events, awareness campaigns and direct solicitation. *(added September 2018)*
- (k) The **Government Affairs Forum** shall keep informed on planning and zoning activities in Columbus and Franklin and all counties that have merged with the Association, to the end that all land in Columbus and Franklin and all counties that have merged with the Association shall be put to its best and highest use. The committee shall represent the Association in all matters relating to legislation, taxation, health, education, welfare, public utilities and highways in the manner and to the extent prescribed by the Directors. One REALTOR® member from each county that has merged with the Association shall be appointed annually to serve on this committee for a one-year term. *(amended September 2018)*

- (l) The **Government Affairs Issue Advocacy Committee** reviews public policy issues to establish and recommend positions to the Association's Board of Directors and may recommend PAC contributions to the CORPAC Governing Board. *(added September 2018)*
- (m) The **Candidate Endorsement and Independent Expenditure Committee** determines political candidate endorsements on behalf of the Association. *(added September 2018)*
- (n) The **Grievance Committee** shall be a standing committee of at least six REALTOR® members. The members shall be appointed by the President, subject to confirmation by the Board of Directors, for a three-year term. Further, one REALTOR® member from each county that has merged with the Association shall be appointed annually to serve on this committee for a one-year term. *(amended September 2018)*
- (o) The **Leadership Academy Advisory Board** coordinates programs and fundraising for the Leadership Academy. *(added August 2013)*
- (p) The **Professional Standards Committee** shall have at least 12 REALTOR® members who serve terms of three years and are appointed annually in such numbers and in such manner as to create staggered terms of the members to ensure continuity and knowledgeable and experience by the committee. Further, one REALTOR® member from each county that has merged with the Association shall be appointed annually to serve on this committee for a one-year term. Members of the Professional Standards Committee shall serve on hearing panels required to hear matters of alleged ethical misconduct and arbitrate disputes. The President shall annually designate the chairman. *(amended August 2013 and September 2018)*
- (q) The **REALTOR® Care Day Committee** orchestrates a one-day event where members work collectively to provide community service. *(added August 2013)*
- (r) The **Recognition & Sales Awards Committee** shall be initially comprised of 23 REALTOR® members appointed by the Association President with initial staggered terms of 8 members with 3-year terms; 10 members with 2-year terms; and 5 members with 1-year terms. Subsequent yearly appointments, to replace expiring terms, will be appointed to 3-year terms.
- The Commercial Advisory Board shall appoint from among its members a representative to serve annually on the committee as liaison between the two groups.
- The chair of this committee shall be appointed from this body annually by the President. President shall seek to appoint members representing various areas within the Association's jurisdiction.
- The Recognition & Sales Awards Committee shall receive (from the general membership) nominations/letters of recommendation for and make the final selection of the REALTOR®/Broker of the Year award, REALTOR®/Salesperson of the Year award, Affiliate of the Year award, Citizen of the Year award and the Rising Star of the Year award.
- The committee shall formulate award criteria to be reviewed and approved by the Board of Directors to be used in the committee's selection of each award category.
- Applicants for REALTOR®/Broker of the Year must hold an active broker's real estate license.
- In the first quarter of the year, nominations for all five awards shall be solicited from members via Association publications, and area associations.
- The Education Committee shall be responsible for selecting the recipient of the Instructor of the Year award.
- The monitoring of the Association's Sales Awards Program shall be the responsibility of the Recognition & Sales Awards Committee. *(amended June 2018)*
- Further, previous recipients of the Association's REALTOR®/Broker or REALTOR®/Salesperson of the Year award are ineligible to receive the same award a second time. Members currently serving as Officer of the Association are ineligible. If nominated for the awards, members serving on the Recognition & Sales Awards Committee must either withdraw from discussion and voting on that award or withdraw their name from nomination. *(amended August 2013 and September 2018)*
- (s) The **Scholarship Committee** develops and implements criteria for identifying individuals for scholarships or educational programs and facilitates and administers endowment scholarships funded by individual donors and groups. *(added August 2013, amended September 2018)*

- (t) The **Strategic Long-Range Planning Committee** shall be responsible for the development of a long-range plan for the Association, subject to the approval of the Board of Directors. After such plan is finalized and approved, the committee shall review it annually to monitor its implementation, evaluate its effectiveness and determine if the plan should be updated. *(amended September 2018)*
- (u) The **Trade Expo Committee** shall be responsible for conducting member event(s) providing educational opportunities and an exchange between the REALTOR® membership and those businesses/trades related to the real estate industry. *(added June 2018)*
- (v) The **YPN Committee** (Young Professionals Network) offers dynamic social and professional networking and educational programs for younger members. *(added August 2013)*

Section 2. Residential Section Committees. The President shall appoint from among the members, subject to confirmation by the Board of Directors, the following standing committees that will focus their programs on advancing the concerns of REALTORS® involved primarily in the residential specialties:

- (a) The **RS Affordable Housing Committee** shall broaden the base of home buyers through public information programs and provide REALTOR®-centered education to make Association members aware of under-served markets of low-income, moderate-income first-time buyers.
- (b) The **RS Builder/REALTOR® Alliance Committee** shall educate and inform REALTORS® and BIA members of the mutual benefits of marketing and selling new construction homes.
- (c) The **RS Education Committee** shall evaluate, develop and offer educational opportunities for members, with special focus on residential and general content. *(amended September 2018)*
- (d) The **RS Member Services Committee** shall review products and services that could be provided to the members of the Association at a rate financially beneficial to the Association and its members. *(amended September 2018)*
- (e) The **RS Standard Forms Committee** shall review the residential-oriented standard forms of the Association and, if called on to do so, will develop new standard forms for the approval by of the Association. *(amended September 2018)*

Section 3a. The Commercial Advisory Board shall be the oversight group for all committees of the Commercial Section, and the chair and vice chair of the Commercial Advisory Board shall have an automatic seat on the Association's Board of Directors to serve as a communication link between the Commercial committees and actions needed by the Directors. *(amended August 2013)*

Further, the individual who has served as Director as the chair of the Commercial Advisory Board is eligible for Officer election if they have served a minimum of three years on the Commercial Advisory Board. *(initial paragraph added August 2013, amended July 2017)*

The Commercial Advisory Board shall be comprised of seven REALTOR® members of the Commercial Section, each serving a three-year term. The seats on the Commercial Advisory Board shall be elected annually by the REALTOR® members of the Commercial Section, and the vice-chair shall be elected by the seven-member Advisory Board, from the membership of the Advisory Board, at the first meeting after the year's new committee is in place. When deemed desirable by the Commercial Advisory Board, a member's term may be extended by one year to fulfill their role as chair if appointed as vice chair in the third year of their elected term. *(amended November 2011 and August 2013)*

Section 3b. The Commercial Nominating Committee shall select the candidates for the Advisory Board ballot. The Commercial Nominating Committee shall be comprised of the Association's president-elect, the current Commercial Advisory Board chair and the three immediate past chairs of the Commercial Advisory Board. All members of the Commercial Advisory Board (and, therefore, candidates for the ballot) shall have been REALTORS® for at least the three consecutive years before the election. Midterm vacancies on the Commercial Advisory Board will be filled by an appointment by the Association's president and a 2/3 approval of the remaining members of the Commercial Advisory Board. *(amended August 2013)*

By October 31, the Commercial Nominating Committee shall nominate not more than two candidates for each vacancy on the Commercial Advisory Board. Ballots, along with a resume sheet on the candidates, then will be distributed to all REALTOR® members of the Commercial Section. Ballots shall be marked by eligible

voters, with their choice or choices not to exceed the number to be elected and shall be delivered to the office of the Association no later than noon EST on the seventh day after the ballots are sent. All ballots not properly marked as required or not received within the time hereby fixed shall be invalidated. On the afternoon of the seventh day after said ballots are distributed, the Commercial Nominating Committee shall meet at the office of the Association to ratify the election results and report the results of the election to the Board of Directors, in writing. The nominees receiving the highest number of votes shall be declared elected. All tie votes shall be determined by lot, such as a flip of the coin, by those candidates involved in the tie vote. *(amended August 2013)* Voting for members of the Commercial Advisory Board may be conducted utilizing Authorized Communications Equipment in accordance with procedures and guidelines established by the Board of Directors from time to time. *(added August 2013)*

Section 3c. Commercial Committees: From among the members of the Commercial Section, the incoming Chair of the Commercial Advisory Board, with input from and approval by the incoming Association president and approval by the Board of Directors, shall select chairs for the Commercial committees listed below. Volunteers then will be solicited to fill the seats on the following standing committees, which will focus their programs on advancing the concerns of REALTORS® involved primarily in the commercial/investment specialties:

(a)The **Commercial Education Committee** shall evaluate, develop and offer educational opportunities for members, with special focus on commercial and general content. *(amended September 2018)*

(b)The **Commercial Member Services & Membership Committee** reviews products and services to be provided to commercial members and encourages commercial membership in the Association. *(amended September 2018)*

(c)The **Commercial Recognition Committee** develops recognition programs for commercial members. *(amended September 2018)*

(d)The **Commercial Standard Forms Committee** shall review commercially-oriented standard forms for and develop new standard forms for voluntary use by members with approval by the Association. *(amended August 2013 and September 2018)*

Section 4. Special Committees The President shall appoint, subject to confirmation by the Board of Directors, such special committees, as he or she may deem necessary.

Section 5. Organization. All committees shall be of such size and shall have such duties and powers as may be assigned to them by the President or the Board of Directors, except as otherwise provided in these bylaws. No committee shall incur any expense unless authorized by the Board of Directors. Actions by the committee with respect to the Association's position in matters relating to public issues, policies or positions, must be approved by the President or the Board of Directors.

Section 6. Action without Meeting. Any committee may act by an 80% majority of those voting consent in writing without a meeting. 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 of the members of the committee. Any transmission of Authorized Communications Equipment that contains an affirmative vote or approval of the committee member is a signed writing for purposes of this section. *(amended September 2016)*

Section 7. Attendance by Telephone. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall be at the discretion of the President and shall constitute presence at the meeting.

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

Section 9. Use of Authorized Communications Equipment. Committee meetings may be conducted through the use of Authorized Communications Equipment. Any transmission by Authorized Communications Equipment that contains an affirmative vote or approval of the committee member is a signed writing for purposes of this section.

ARTICLE 17 – FISCAL/ELECTIVE YEARS

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

ARTICLE 18 – RULES OF ORDER

Section 1. Robert’s Rule of Order, the latest edition, shall be recognized as the authority governing the meetings of the Association, its Board of Directors and committees in all instances wherein its provisions do not conflict with these Bylaws. (The Bylaws take precedence over the adopted parliamentary authority.) Provided, however, that Roberts’ Rules of Order shall be suspended for any meeting conducted through the use of Authorized Communications Equipment. Such meetings shall be conducted in accordance with procedures and guidelines adopted from time-to-time by the Board of Directors.

ARTICLE 19 – AMENDMENTS

Section 1. These Bylaws may be amended by a 2/3 vote of all the Directors, provided the substance of such proposed amendment shall be plainly stated in the call for the meeting of the Directors. Article 9 may be amended only by a majority vote of all REALTOR® members.

Section 2. Notice by mail of all meetings at which such amendments are to be considered shall be given to every Director at least one week before the time of the meeting.

Section 3. Amendments to these Bylaws affecting the admission or qualification of REALTOR®, Affiliate and Institute Affiliate members, the use of the term REALTOR® and REALTORS®, or any alteration in the territorial jurisdiction of the Association shall become effective upon their approval by the Board of Directors of the National Association of REALTORS®. All other amendments to these Bylaws shall become effective upon their approval by the Board of Directors of the Association. *(amended August 2013 and September 2018)*

Section 4. When bylaws amendments are mandated by NAR policy, these bylaws may be automatically amended to reflect the mandate as of the effective date of the mandatory policy authorized by the National Association of REALTORS®. The Association shall provide notice of that change in a regular or special membership communication. *(added September 2017)*

ARTICLE 20 – DISSOLUTION

Section 1. Upon the dissolution of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Ohio REALTORS® or, within its discretion, to any other non-profit tax-exempt organization. *(amended September 2018)*

**ARTICLE 21 – SUBSIDIARY MULTIPLE LISTING CORPORATION
and COMMERCIAL INFORMATION EXCHANGE**

Section 1. Authority. The Association shall maintain for the use of its members a Multiple Listing Service (MLS) that shall be a lawful corporation of the State of Ohio, all the stock of which shall be owned by this Association. *(amended September 2016)*

The Association shall also maintain for the use of its members a Commercial Information Exchange (CIE).
(adopted September 2016)

Section 2. Purpose. A Multiple Listing Service is a means by which authorized participants make blanket unilateral offers of compensation to the other participants; (acting as subagents, buyer agents, or in other agency or non-agency capacities defined by law); by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized Participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which Participants engaging in real estate appraisal contribute to common data bases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as a procuring cause of the sale (or lease).

The CIE serves as an information exchange. Participants who have been retained by sellers of commercial or industrial property to market those properties may submit information on those properties to the CIE and Participants who have been retained by buyers of commercial or industrial property may submit information on the type(s) of property sought to the CIE. Any compensation agreements related to property included in the Exchange compilation must be made on an individual basis outside the CIE between the Participants involved.
(adopted September 2016)

A Commercial Information Exchange is not a Multiple Listing Service. No offers of cooperation and compensation are communicated by filing information on a property with the CIE. (adopted September 2016)

Section 3. Governing Documents. The Board of Directors shall cause any Multiple Listing Service or Commercial Information Exchange established by it pursuant to this article to conform its corporate charter, constitution, bylaws, rules, and regulations, policies, practices, and procedures at all times to the constitution, bylaws, rules, regulations, and policies of the National Association of REALTORS®. (amended September 2016)

Section 4. MLS Participation. Any REALTOR® Member of this, or any other board who is principal, partner, or corporate officer, or branch office manager acting on behalf of the principal, without further qualification, except as otherwise stipulated in these bylaws, shall be eligible to participate in Multiple Listing Service upon agreeing in writing to conform to the Rules and Regulations thereof and to pay the costs incidental thereto. However, under no circumstances is any individual or firm, regardless of membership status, entitled to Multiple Listing Service "Membership" or "Participation" unless they hold a current, valid real estate broker's license and offer or accept compensation to and from other Participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by the Multiple Listing Service is strictly limited to the activities authorized under a Participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey "Participation," or "Membership" or any right of access to information developed or published by a Board Multiple Listing Service where access to such information is prohibited by law. (amended September 2016)

Note: Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm 'offers or accepts cooperation and compensation' means that the Participant actively endeavors during the operation of its real estate business to list real property of the type listed on the MLS and/or accept offers of cooperation and compensation made by listing brokers or agents in the MLS. "Actively" means on a continual and on-going basis during the operation of the Participant's real estate business. The "actively" requirement is not intended to preclude MLS participation by a Participant or potential Participant that operates a real estate business on a part time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny MLS participation to a Participant or potential Participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit an MLS to deny participation based on the level of service provided by the Participant or potential Participant as long as the level of service satisfies state law.

The key is that the Participant or potential Participant actively endeavors to make or accept offers of cooperation and compensation with respect to properties of the type that are listed on the MLS in which participation is sought. This requirement does not permit an MLS to deny participation to a Participant or potential Participant that operates a Virtual Office Website (“VOW”) (including a VOW that the Participant uses to refer customers to other Participants) if the Participant or potential Participant actively endeavors to make or accept offers of cooperation and compensation. An MLS may evaluate whether a Participant or potential Participant “actively endeavors during the operation of its real estate business” to “offer or accept cooperation and compensation” only if the MLS has a reasonable basis to believe that the Participant or potential Participant is in fact not doing so.

The membership requirement shall be applied on a nondiscriminatory manner to all Participants and potential Participants. *(adopted December 2008)*

Section 5. CIE Participation. Any REALTOR® of this or any other Association who is a principal, partner, corporate officer, or branch manager acting on behalf of a principal, without further qualification, except as stipulated otherwise in these bylaws*, shall be eligible to participate in the Commercial Information Exchange upon agreeing in writing to conform to the rules and regulations thereof and to pay the costs incidental thereto. However, no individual or firm, regardless of Association membership status, is eligible for CIE participation or membership status unless they hold a current, valid real estate broker’s license and are capable of accepting and offering compensation to and from other Participants or to those individuals who are licensed or certified by a state regulatory agency to engage in the appraisal of real property. Licensees affiliated with CIE Participants are not considered “participants” or “members” of the Exchange, but rather have access to and use of the Exchange information by virtue of their affiliation with the Exchange Participant. None of the foregoing is intended to preclude a CIE from providing, as a matter of local determination, access to information from CIE compilations to affiliate members of Associations or to others engaged in recognized fields of real estate practice or in related fields. *(adopted September 2016)*

Nonmember Participatory Rights (“Open Exchange”)

A nonmember applicant for CIE participation who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, shall supply evidence satisfactory to the Membership Committee that he has no record of recent or pending bankruptcy; has no record of official sanctions involving unprofessional conduct; agrees to complete a course of instruction (if any) covering the CIE rules and regulations and computer training related to CIE information entry and retrieval, and shall pass such reasonable and non-discriminatory written examination thereon as may be required by the CIE; and shall agree that if elected as a Participant, he will abide by such rules and regulations and pay the CIE fees and dues, including the nonmember differential (if any), as from time to time established. Under no circumstances is any individual or firm entitled to CIE participation or membership unless they hold a current, valid real estate broker’s license and are capable of offering and accepting compensation to and from other Participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by a Board CIE is strictly limited to the activities authorized under a Participant’s licensure(s) or certification and unauthorized uses are prohibited. None of the foregoing is intended to preclude a CIE from providing, as a matter of local determination, access to information from CIE compilations to affiliate members or to others engaged in recognized fields of real estate practice or in related fields. Further, none of the foregoing is intended to convey participation or membership or any right of access to information developed by or published by an Association CIE where access to such information is prohibited by law. *(adopted September 2016)*

Section 6. Access to Comparable and Statistical Information. Association members who are actively engaged in real estate brokerage, management, mortgage financing, appraising, land development or building, but who do not participate in the MLS, are nonetheless entitled to receive, by purchase or lease, all information other than current listing information that is generated wholly or in part by the MLS, including “comparable”

information, “sold” information and statistical reports. This information is provided for the exclusive use of Association members and individuals affiliated with Associated members who also are engaged in the real estate business and may not be transmitted, retransmitted, or provided in any manner to any unauthorized individual, office or firm except as otherwise specified in the MLS Rules and Regulations. Association members who receive such information, either as an Association service or through the Association’s MLS, are subject to the applicable provisions of the MLS Rules and Regulations whether they participate in the MLS or not.

Section 7. Subscribers. Subscribers (or users) of the MLS and/or CIE include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with Participants. Subscribers also include affiliated unlicensed administrative and clerical staff, personal assistants, and individuals seeking licensure or certification as real estate appraisers who are under the direct supervision of an MLS Participant or the Participant’s licensed designee. *(amended September 2016)*

Section 8. Authorized Communications Equipment. Any agreement, notice, vote, approval or other writing required by this Article 21 may be signed and sent using Authorized Communications Equipment. Members of the MLS and/or CIE may participate in committee meetings by means of Authorized Communications Equipment. *(amended September 2016)*