

BYLAWS

Amended April 30, 2008



SOLANO ASSOCIATION OF REALTORS®

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TABLE OF CONTENTS

ARTICLE I – NAME

Section 1. Name	1
Section 2. REALTOR® Membership Mark in Name of Association	1

ARTICLE II – OBJECTIVES

Section 1. Objectives.....	1
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ARTICLE III – NATIONAL AND STATE MEMBERSHIP

Section 1. Association Membership in N.A.R. and C.A.R.....	1
Section 2. Ownership and Use of REALTOR® Membership Marks.....	2
Section 3. Adoption & enforcement of N.A.R. Code of Ethics; Compliance with N.A.R. & C.A.R. Governing Documents & Policies	2
Section 4. Other Association Rules, Regulations and Policies.....	2

ARTICLE IV – JURISDICTION

Section 1. Description of Jurisdiction	2
Section 2. Jurisdictional Rights	2

ARTICLE V – MEMBERSHIP, QUALIFICATION, APPLICATION AND ACCEPTANCE

Section 1. Classes of Membership.....	2
Section 2. Qualifications of REALTOR® Members.....	3-4
Section 3. Qualifications of Institute Affiliate Members.....	4
Section 4. Qualification of Affiliate Members	5
Section 5. Qualifications of Public Service Members	5
Section 6. Qualifications of Honorary Members.....	5
Section 7. Qualifications of Student Members.....	5
Section 8. Qualifications of Honorary Members for Life.....	5
Section 9. Membership Application.....	5
Section 10. Prior Membership Records.....	6
Section 11. Application Review and Acceptance.....	7
Section 12. New Member Code of Ethics Orientation	8
Section 13. Continuing Member Code of Ethics Training	8
Section 14. Status Changes	8
Section 15. Resignation.....	9

ARTICLE VI – PRIVILEGES AND DUTIES OF MEMBERSHIP

Section 1. Member Compliance with Bylaws, Polices, Rules and Regulations.....	9
Section 2. Member Discipline	9
Section 3. Resignation with Pending Arbitration or Disciplinary Hearing.....	10
Section 4. Voting Rights and Eligibility for Elective Office.....	10
Section 5. Privileges and Duties of REALTOR® Members	10
Section 6. Privileges and Duties of Institute Affiliate Members	11
Section 7. Privileges and Duties of Affiliate Members	11
Section 8. Privileges and Duties of Public Service Members.....	11
Section 9. Privileges and Duties of Honorary Membership	11
Section 10. Privileges and Duties of Honorary Membership for Life	11
Section 11. Privileges and Duties of Student Members	11
Section 12. Certification by “Designated” REALTOR®.....	11

ARTICLE VII – PROFESSIONAL STANDARDS AND ARBITRATION

Section 1. Professional Standards and Arbitration	12
Section 2. Member Compliance with N.A.R. and C.A.R. Constitution, Bylaws, Polices, Rules, Regulations and Code of Ethics	12

ARTICLE VIII – USE OF THE TERMS REALTOR® AND REALTORS®	
Section 1. Use and Control of REALTOR® Membership Marks	12
Section 2. Jurisdictional Limits on Use of REALTOR® Membership Marks.....	12
Section 3. Use of REALTOR® Membership Marks Dependent on Status of Firm Principals	12
Section 4. Institute Affiliate Members Ineligible to Use REALTOR® Membership Marks	13
ARTICLE IX – DUES AND ASSESSMENTS	
Section 1. Application Fee	13
Section 2. Dues.....	13
Section 3. Dues Payable	14
Section 4. Nonpayment of Financial Obligations.....	15
Section 5. Reinstatement after Termination for Nonpayment of Financial Obligations	16
Section 6. Deposit	16
Section 7. Notice of Delinquent Dues, Fees, Fines, Assessments and Other Financial Obligations of Members	16
ARTICLE X – OFFICERS AND DIRECTORS	
Section 1. Officers.....	16
Section 2. Powers & Duties of Officers	16
Section 3. Board of Directors	16
Section 4. Powers and Duties of Board of Directors	17
Section 5. Directors of the California Association of REALTORS®	17
Section 6. Election of Officers and Directors.....	17
Section 7. Vacancies	18
Section 8. Removal of Officers and Directors.....	18
Section 9. Expenditures.....	19
ARTICLE XI – MEETINGS	
Section 1. Annual Meetings	19
Section 2. Meetings of Directors	19
Section 3. Other Meetings.....	19
Section 4. Notice of Meetings	19
Section 5. Quorum.....	19
ARTICLE XII – COMMITTEES	
Section 1. Standing Committees.....	19
Section 2. Special Committees.....	20
Section 3. Term of Committee Appointments.....	20
Section 4. Organization	20
Section 5. President	20
Section 6. Executive Committee	20
Section 7. Removal	20
ARTICLE XIII – FISCAL AND ELECTIVE YEAR	
Section 1. Fiscal Year and Elective Year	20
ARTICLE XIV – RULES OF ORDER	
Section 1. Robert’s Rules of Order.....	20
ARTICLE XV – AMENDMENTS	
Section 1. Amendment upon Majority Vote of Membership	20
Section 2. Notice	21
Section 3. Approval of Amendments of N.A.R.....	21
ARTICLE XVI – DISSOLUTION	
Section 1. Dissolution.....	21

Bylaws of the
Solano Association of REALTORS®
April 30, 2008

ARTICLE I - NAME

Section 1. Name. The name of this organization shall be the Solano Association of REALTORS®, Incorporated (hereinafter referred to as the “A.O.R”). The term “Association” is used when referring to any Association of REALTORS®).

Section 2. REALTOR® Membership Mark in Name of Association. Inclusion and retention of the Registered Collective Membership Mark “REALTORS®” in the name of the A.O.R. shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® (hereinafter “N.A.R.”) as from time to time amended.

ARTICLE II - OBJECTIVES

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

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

ARTICLE III - NATIONAL AND STATE MEMBERSHIPS

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

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

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

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

ARTICLE IV - JURISDICTION

Section 1. Description of Jurisdiction. The territorial jurisdiction of the A.O.R. as a member of N.A.R. is:

Beginning at a point in San Pablo Bay that is the point of intersection of the boundary lines of Solano County, Marin County, Sonoma County and Contra Costa County; thence, Northerly along the Westerly boundary of Solano County (which is the Easterly boundary of Sonoma County) to the intersection with the point on the Northerly boundary of Section 4, T5N, R2W, M.D.B. & M., which is the Northerly boundary of Solano County; thence Easterly along the Northerly boundary of Solano County to the Easterly Boundary of Green Valley Township; thence, Southerly along said Easterly boundary of Benicia Township; thence, Easterly, northerly, Southerly and Westerly along the boundaries of Benicia Township to the intersection with the Easterly boundary of Vallejo Township, which is a point on the Northerly boundary of Contra Costa County to the point of beginning.

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

ARTICLE V - MEMBERSHIP, QUALIFICATION, APPLICATIONS AND ACCEPTANCE

Section 1. Classes of Membership. There shall be seven classes of membership: (a) REALTOR® Members; (b) Institute Affiliate Members; (c) Affiliate Members; (d) Public Service Members; (e) Honorary Members; (f) Student Members and (g) Honorary Members for Life.

Section 2. Qualifications of REALTOR® Members.

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

- (a) Maintain a current, valid California real estate broker or salesperson license or California real estate appraisal certification or license; and
- (b) Act as a sole proprietor, partner, corporate officer of a real estate firm or office manager of a real estate firm acting on behalf of the firm's principal(s); and
- (c) Remain actively engaged in the real estate profession; and
- (d) Maintain or be associated with a real estate office located with the State of California or a state contiguous thereto. and
- (e) Have no record of official sanctions rendered by the courts or other lawful authorities for (i) violations of civil rights laws or real estate license laws within the past three years or (ii) Criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted and (2) no more than ten years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date.

2.2 REALTOR® members, whether primary or secondary, other than principals, partners, corporate officers, or branch managers of real estate firms shall:

- (a) Maintain a current, valid California real estate broker or salesperson license or California real estate appraisal certification or license; and
- (b) Remain actively engaged in the real estate profession; and
- (c) Remain employed by or affiliated as an independent contractor with a REALTOR® member who meets the requirements in Section 2.1 of this Article V for any A.O.R. in California or a state contiguous thereto.
- (d) Have no record of official sanctions rendered by the courts or other lawful authorities for (i) violations of civil rights laws or real estate license laws within the past three years or (ii) criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted and (2) no more than ten years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date.

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

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

2.5 Association of Choice.

- (a) Primary Membership. Licensees affiliated with a REALTOR® firm may choose as their “primary” Association any Association within California where the firm maintains a “Designated REALTOR®.” If a REALTOR® is a primary member of the A.O.R., the A.O.R. pays C.A.R. and N.A.R. dues for that individual.
- (b) Secondary Membership. A REALTOR® who has joined another Association as a primary member may join this A.O.R. as a secondary member. There need not be a Designated REALTOR® member of this A.O.R. for licensees to select this A.O.R. as their secondary Association. The conditions for secondary membership shall be no more stringent than for primary membership, and the privileges of membership shall be the same including the right to vote and hold office.

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

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

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

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

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

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

Section 6. Qualifications of Honorary Members. Honorary members shall be those persons recognized by the Board of Directors as persons who have performed notable service for the real estate profession, or the A.O.R., or for the public though not engaged in the real estate profession.

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

Section 8. Qualifications of Honorary Member for Life. REALTOR® members of this Association who have faithfully served the Association for a period of twenty five (25) or more consecutive years and who have attained the age of sixty five (65) shall be eligible to be elected an Honorary Member for Life upon the approval of the majority of the Board of Directors present at any regular or special Director's meeting. Upon election, all SOLANO ASSOCIATION OF REALTORS'® dues shall be deemed to be paid in full for life by the Association as long as the elected individual remains in active real estate, he/she will be responsible for N.A.R. and C.A.R. dues, and shall have all the rights and privileges of Association membership accorded all other members, and be subject to all the obligations as may be prescribed by the Board of Directors. (Members who received Solano Association of REALTORS'® Honorary Member for Life status prior to January 1, 1988 shall be considered "Grandfathered" with the Solano Association of REALTOR® Bylaws, revised and adopted April 3, 1985. Article IV, Section 1.H prevailing).

Section 9. Membership Application.

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

- (b) Applicants for membership shall be familiar with and agree to abide by the Bylaws and Rules and Regulations of the A.O.R., the Bylaws of C.A.R. and N.A.R. Constitution, Bylaws and Code of Ethics, to the extent they are applicable, and pass such reasonable and nondiscriminatory written examination thereon as may be required by the Membership Committee. Applicants must also attend an orientation program as may be required by the Board of Directors, its Membership Committee, or otherwise.
- (c) Applicants for REALTOR® membership shall certify: that they have no record of official sanctions rendered by the courts or other lawful authorities for (i) violations of civil rights laws or real estate license laws within the past three years or (ii) criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted and (2) no more than ten years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date. and (3) that they have not been suspended or expelled from an Association the past three years for violations of the N.A.R. Code of Ethics.
- (d) Applicants who are sole proprietors, general partners, corporate officers, or branch office managers (Section 2 of this Article V) of a real estate firm must disclose: (1) whether they or their firms are subject to any pending bankruptcy proceedings, and (2) whether they or their firms have been adjudged bankrupt within the past three (3) years. If the applicant is party to pending bankruptcy or insolvency proceedings or has been adjudged bankrupt within the past three (3) years, the applicant may be required to pay cash in advance for A.O.R. fees for up to one (1) year from the date that membership is approved or from the date that applicant is discharged from bankruptcy, whichever is later. If the Board of Directors determines that such prepayments will not protect the interests of the A.O.R. or its members; such applications may be rejected.

Section 10. Prior Membership Records. The A.O.R. may consider information received from other Associations in determining whether an applicant satisfies the A.O.R.'s membership requirements. The A.O.R. may request from any association where the applicant held prior membership, minimum "core" information including:

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

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

Section 11. Application Review and Acceptance. The procedure for acceptance to membership shall be as follows:

- (a) The Membership Committee or its otherwise representative shall determine whether the applicant is applying for the appropriate class of membership. It shall then give written notice to the REALTOR® members of such application and invite written comment. If one or more of the REALTOR® members object to the approval of the application, basing such objection on lack of qualification as set forth in the Bylaws, the Membership Committee or its otherwise representative shall invite any objection member to appear and substantiate his or her objections. Objections, which are not substantiated, shall be totally disregarded. The Membership Committee or its otherwise representative must: (1) inform the applicant in advance, in writing, of any objections and identify the objecting member; and (2) give the applicant an opportunity to appear before the Membership Committee or its otherwise representative and establish his or her qualifications. The Membership Committee or its otherwise representative may also request “core” information as defined in Article V, Section 9, from any Association of which the applicant was previously a member. The Membership Committee or its otherwise representative shall thereafter make a written report of its findings. The Membership Committee or its otherwise representative shall conduct all proceedings with strict attention to the principles of due process and compliance with the Bylaws.
- (b) Within twenty (20) days, the Membership Committee or its otherwise representative shall report its recommendation to the applicant and Board of Directors in writing. If the recommendation is to reject the application, the reasons shall be specifically stated. If any member of the Membership Committee submits a dissenting recommendation, it shall also be reported to the applicant and Board of Directors. The applicant shall also be notified of his or her right to appear before the Board of Directors.
- (c) The Board of Directors shall review the qualifications of the applicant and the recommendations of the Membership Committee and the vote on the applicant’s eligibility for membership. If the applicant appears, he or she may be represented by counsel, call witnesses on his or her behalf and make such statements, as he or she deems relevant. The Board of Directors may also have counsel present. If the applicant receives a majority vote of the Board of Directors, he or she shall be declared accepted as a member and shall be advised by written notice. An application for Institute Affiliate Membership shall be acted upon by the Board of Directors within forty-five (45) days from the date of application for membership.
- (d) If the Board of Directors determines that the application should be rejected, it shall record its reasons. If the Board of Directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry into a suit by the A.O.R. for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.
- (e) The Board of Directors, through its Membership Committee or otherwise, may grant “provisional” membership to an applicant in instances where 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, provided all other qualifications for

membership have been satisfied. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. The Board of Directors may reconsider the membership status of provisional members when all pending ethics and arbitration matters and related discipline have been resolved or if such matters are not resolved with six (6) months from the date that provisional membership is approved. At the time of reconsideration, if the Board of Directors determines that the individual has not satisfactorily resolved the pending ethics or arbitration matter, at the discretion of the Board of Directors, membership may be terminated. Any dues paid by the provisional members shall be prorated from the date of application to the date of termination, and the remaining dues shall be returned to the terminated provisional member.

- (f) If a member resigns from another association with an ethics complaint or arbitration request pending, the Board of Directors may condition membership on the applicant's certification that he or she will submit to the pending ethics or arbitration proceeding, in accordance with the procedures of the A.O.R., and will abide by the decision of the hearing panel.

Section 12. New Member Code of Ethics Orientation. Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics, meeting the minimum criteria established by N.A.R. for new member ethics training. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another Association, provided that REALTOR® membership has been continuous, or that any break in membership is for one year or less. Failure to satisfy this requirement within days of the date of application (or alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

Section 13. Continuing Member Code of Ethics Training. Every four year period, starting with the period of January 1, 2001 through December 31, 2004, and for successive four year periods thereafter, each REALTOR® member of the A.O.R. shall be required to complete a course on the Code of Ethics, meeting the minimum criteria established by N.A.R. for quadrennial ethics training. This requirement will be satisfied upon presentation of documentation that the member has completed such course of instruction conducted by this or another Association, C.A.R., N.A.R., or any other recognized educational institution. REALTOR® members who have completed training as a requirement of membership another Association and REALTOR® members who have completed the new member Code of Ethics Orientation during any four year cycle shall not be required to complete additional ethics training until a new four year period commences. Failure to satisfy this requirement shall be considered a violation of membership duty for which REALTOR® membership shall be suspended until such time as the training is completed.

Section 14. Status Changes.

- (a) REALTORS® who change the conditions under which they hold membership shall be required to provide written notification to the A.O.R. within thirty (30) days. A non principal REALTOR® who becomes a principal in the firm with which he or she has been licensed, or becomes a principal in a new firm, which will be comprised of REALTOR® principals may be required to satisfy any previously unsatisfied membership requirements applicable to principal REALTOR® members. During the period of transition from one status of membership to another, such members shall be subject to all of the privileges and obligations of a principal REALTOR® member. The Board of Directors, at its discretion, may waive any qualification, which the member has already fulfilled in accordance with the Bylaws. If

the REALTOR® does not satisfy the requirements established in the Bylaws for the category of membership to which they have transferred within thirty (30) days of the date they advised the A.O.R. of their change in status, their application for change of status will terminate automatically unless otherwise so directed by the Board of Directors.

- (b) If the licensed status of any member is terminated, his or her membership in the A.O.R. shall terminate automatically. If any member ceases to meet any other ongoing qualification of membership, his or her membership may be terminated by the Board of Directors. Each member shall have the affirmative duty to notify the A.O.R. of any changes in their licensee status.
- (c) Any application fee related to a change in membership status shall be reduced by an amount equal to any application fee previously paid by the applicant. C.A.R. and N.A.R. and A.O.R. dues shall be prorated from the first day of the month in which the member is notified for acceptance by the Board of Directors of his or her change in status and shall be based on the new membership status for the remainder of the year.

Section 15. Resignation. Resignations of members shall become effective when received in writing by the Board of Directors, provided, however that if any member submitting the resignation is indebted to the A.O.R. for dues, fees, fines or other assessments of the A.O.R. or any of its services, departments, divisions or subsidiaries, the A.O.R. may condition the right of the resigning member to reapply for membership upon payment in full of all such monies owed.

ARTICLE VI - PRIVILEGES AND DUTIES OF MEMBERSHIP

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

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

Section 2. Member Discipline.

- (a) Any member of the A.O.R. may be reprimanded, placed on probation, suspended or expelled for sexual harassment of an Association or MLS employee after a hearing in accordance with the established procedures of the A.O.R. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, President-Elect and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with counsel for the A.O.R. If the complaint names the President or President-Elect, they may not participate in the proceedings and shall

be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.

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

Section 3. Resignation with Pending Arbitration or Disciplinary Hearing. If a member resigns the A.O.R. or otherwise causes membership to terminate with disciplinary complaint pending, that Board of Directors may condition the right of the resigning member to reapply for membership upon the applicant's certification that he or she will submit to the pending disciplinary hearing and comply with any sanction imposed. If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration continues in effect even after membership lapses or is terminated provided that the dispute arose while the former member was a member.

Section 4. Voting Rights and Eligibility for Elective Office. Only REALTOR® members whether Primary or Secondary in good standing whose financial obligations to the A.O.R. are paid in full shall be entitled to vote and to hold elective office in the A.O.R. Proxy voting is not allowed.

Section 5. Privileges and Duties of REALTOR® members.

- (a) It shall be the duty and responsibility of every REALTOR® member of this A.O.R. to abide by the Constitution and Bylaws of C.A.R., the Constitution and Bylaws of N.A.R. and to abide by the Code of Ethics as set forth in Article VI, Section 1 of these Bylaws.
- (b) REALTOR® members have the primary responsibility to safeguard and promote the standards, interests and welfare of the A.O.R. and the real estate profession.
- (c) REALTOR® members may use the terms REALTOR® and REALTORS® subject to the provisions of Article VIII.
- (d) If the REALTOR® member who is sole proprietor, principal in a firm, partner in a partnership, officer of a corporation, or branch office manager is suspended or expelled, his or her firm, partnership or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension or expulsion and the membership of all other principals, partners or corporate officers shall suspend or terminate during the period of suspension or expulsion, unless: (1) the disciplined member severs his or her connection with the firm, partnership or corporation; or (2) the disciplined member relinquishes management control of the firm.

The membership of REALTORS® who are employed or affiliated as independent contractors with the disciplined member shall suspend or terminate during the period of suspension or expulsion unless: (1) the disciplined member severs his or her connection with the firm, partnership or corporation; (2) the disciplined member relinquishes management control of the firm; or (3) the non-principal REALTOR® member elects to sever his or her connection with the disciplined member and affiliates with another REALTOR® member in good standing in the Association. If a REALTOR® member other than a sole proprietor in a firm, partner in a partnership, officer of a corporation or branch office manager is suspended or

expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

Removal of an individual from any firm or degree of management control must be certified to the A.O.R. by the disciplined member and by the individual who is assuming management control. The signatures on such certification must be notarized.

The foregoing is not intended to preclude a suspended or expelled member from functioning as an employee or independent contractor, provided no management control is exercised.

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

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

NOTE: Local associations establish the rights and privileges to be conferred on Institute Affiliate Members except that no Institute Affiliate Member may be granted the right to use the term REALTOR® REALTOR-ASSOCIATE®, or the REALTOR® LOGO; TO SERVE AS President of the local association; or to be a Participant in the local associations Multiple Listing Service. (Amended 1/02)

Section 7. Privileges and Duties of Affiliate Members. Affiliate members shall have the rights and privileges and be subject to the obligations prescribed by the Board of Directors.

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

Section 9. Privileges and Duties of Honorary Membership. Honorary membership shall confer only the right to attend meetings and participate in discussions.

Section 10. Privileges and Duties of Honorary Membership for Life. Honorary Membership for Life shall confer all the rights and privileges of all other members and be subject to all the obligations as prescribed by the Board of Directors.

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

Section 12. Certification by "Designated" REALTOR®. Designated REALTORS® shall certify to the A.O.R. during the first month of the fiscal year on a form provided by the A.O.R., a complete listing of all individuals licensed or certified under California law with the REALTOR® firm(s) and shall designate the primary association, if any, for each individual. These declarations shall be used for purposes of calculating dues under Article IX, Section 2 of the Bylaws. Designated REALTOR® members shall also notify the A.O.R. of any additional individual(s) licensed or certified with the firm(s) and of any individual whose affiliation with the firm was severed within thirty (30) days of the date of affiliation or severance of the individual(s).

ARTICLE VII – PROFESSIONAL STANDARDS AND ARBITRATION

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

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

ARTICLE VIII – USE OF THE TERMS REALTOR® AND REALTORS®

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

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

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

- (a) In case of a REALTOR® member who is a principal of a real estate firm, partnership or corporation whose business activity is substantially all commercial, the right to use the term REALTOR® or REALTORS® shall be limited to office locations in which a principal, partner or corporation officer or Branch Office Manager of the firm, partnership or corporation holds REALTOR® membership. If a firm, partnership or corporation operates additional places of business in which no principal, partner, corporate officer or branch office manager holds REALTOR® membership, the term REALTOR® or REALTORS® may not be used in any reference to those additional places of business.

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

ARTICLE IX – DUES AND ASSESSMENTS

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

- (a) A re-application fee equal to one-half (1/2) of regular application of a new member is due when a former member makes application to rejoin providing such application is made within two (2) years of the date of termination of original membership if no Temporary Withdrawal request was filed. If a Temporary Withdrawal request was filed a re-application fee is due when a former member makes application to rejoin within one year after the expiration date of the withdrawal.
- (b) A former member making application to rejoin after two years from the date of termination of last membership or one year after expiration date of Withdrawal will be required to pay application fee as a new member.

Section 2. Dues.

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

A REALTOR® with a direct or indirect ownership interest in an entity engaged 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 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, appraising or arranging financing for 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 Article IX, Section 2 (b) and shall not be included in calculating the annual dues of the Designated REALTOR®.

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

- (c) The annual dues of REALTOR® members shall not include any allocation for C.A.R., if the member is a member of an Association of C.A.R. and that Association has paid C.A.R. dues for the member.
- (d) The annual dues of REALTOR® members shall not include any allocation for N.A.R., if the member is a member of an Association of N.A.R. and that Association has paid N.A.R. dues of the member.
- (e) In the case of a Designated REALTOR® member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the designated REALTOR® (as defined in subparagraph (b) of this Section) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this Association.
- (f) The annual dues for each Institute Affiliate Members shall be established in Article II, of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®

NOTE: The Institutes, Societies and councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate Members (\$75.00). The National Association shall credit \$25.00 to the account of a local association for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the \$25.00 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. (Amended Jan 02)

Section 3. Dues Payable.

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

- (b) Local dues for all members shall be payable annually in advance on the first day of the fiscal year (July). Dues shall be computed from the first day of the quarter in which a member is notified of acceptance and shall be prorated for the remainder of the fiscal year. Any member who initiates bankruptcy proceedings may be placed on a “cash basis” from the date of the bankruptcy petition is filed until one year from the date that the member has been discharged from bankruptcy. Dues not paid by due date shall incur a twenty-five dollar (\$25.00) late fee and be considered in default. All dues or fees paid to the A.O.R. are nonrefundable except for those dues returned to a terminated provisional member as provided in Article V, Section 10.

Section 4. Nonpayment of Financial Obligations.

- (a) If dues, fees, fines, or other assessments including amounts owed to the A.O.R. are not paid within one month after the due date, the nonpaying member is subject to suspension. Three (3) months after the due date, membership of the nonpaying member shall automatically terminate unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. Furthermore, no member shall be suspended or expelled until twenty (20) days after notice of a proposed suspension or expulsion and the reason therefore has been mailed by regular first class mail to him or her, which notice may be given before or after the expiration of the one-month limit, two-month limit, or three-month limit.
- (b) If within ten (10) days after the mailing of a notice, the member requests a hearing, the effective date of the suspension or expulsion shall be deferred until after such hearing. The Board of Directors shall mail by regular first class mail to the member at least five (5) days prior to the hearing a notice of the time and place of the hearing. At the hearing, the Board of Directors shall receive evidence from the member, and may receive evidence from any other person on the issue of whether the member was delinquent in the payment of fees or charges and on the issue of whether it would be in the best interest of the A.O.R. to suspend or expel the member.
- (c) If the Board of Directors determines that the member was delinquent, the Board of Directors may decide, as it deems in the best interest of the A.O.R., to suspend or expel the member, to decline to suspend or expel the member, or to decline to suspend or expel the member on condition that the member pay the delinquency on or before a specified date or pay the delinquency in specified installments on or before specified dates. The member shall be automatically suspended or expelled without further hearing if the member fails to perform such condition.
- (d) Any suspension or expulsion occurring after a hearing shall be effective five (5) days after notice thereof is mailed to the member, subject to the right of the Board of Directors to specify that the suspension or expulsion shall become effective upon the entry, in a suit by the A.O.R. for declaratory relief, of the final judgment of a court of competent jurisdiction declaring that the suspension or expulsion violates no rights of the member.
- (e) A member who has been expelled may apply for reinstatement in the manner prescribed for new applicants for membership, upon making full payment of all past due accounts, together with interest at the rate of ten percent (10%) per annum on each item comprising the accounts, from its due date until paid, and after complying with all sanctions imposed by a

disciplinary panel together with the payment of the application fee required of new applicants.

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

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

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

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

ARTICLE X – OFFICERS AND DIRECTORS

Section 1. Officers. The elected officers of the Association shall be: a President, a President Elect, a Secretary and a Treasurer (Chief Financial Officer). The offices of Secretary and Treasurer may be held by the same person; otherwise no person may hold more than one office at the same time. The President Elect shall automatically ascend to the presidency at the end of his/her term as President Elect. The Executive Officer is the chief staff person of the A.O.R. but is not an officer.

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

Section 3. Board of Directors. The governing body of the A.O.R. shall be a Board of Directors consisting of the elected officers, the immediate past President of the Board and 7 elected REALTOR® members of the A.O.R. All directors including the elected officers and immediate past president have one vote. Directors shall be elected to serve for a term of two years except that at organization, one-third of the elected Directors shall be elected for terms of one, two and three years, respectively, or for lesser terms as may be necessary to complete the first fiscal year. Thereafter, as many Directors shall be elected each year as required to fill vacancies. The Association Executive serves as a non-voting member.

Section 4. Powers and Duties of Board of Directors. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation or Bylaws relating to

action required to be approved by the members or a majority of all the members, the activities and affairs of the A.O.R. shall be conducted by and all management powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of the A.O.R. to any committee so long as the ultimate direction is provided by the Board of Directors.

Section 5. Directors of the California Association of REALTORS®. Total number of State Directors of the California Association of REALTORS® shall be as authorized by the C.A.R. The President and President Elect and Immediate Past President shall be State Directors, with any additional State Directors appointed by the Executive Committee subject to the approval of the Board of Directors of this Association. The term for those appointed shall be one year. The person selected must currently be serving or have previously served as a member of the Board of Directors of the A.O.R.

Section 6. Election of Officers and Directors. The annual election shall be held during the month of August on a date established annually by the Board of Directors.

- (a) Delivery of Notices, Reports and Ballots. All notices and ballots in connection with the election or removal of officers and directors may be accomplished by personal delivery, first class mail, facsimile, electronic mail or other electronic means.
- (b) Nomination by the Nominating Committee. The President with the approval of the Board of Directors shall appoint a nominating Committee of five (5) REALTOR® members at least three months before the annual election. The Nominating Committee shall notify all members of the vacancies of office and Board of Directors and the criteria for these positions and accept any and all applications for consideration during the selection process. The notification shall be at least 30 days prior to Nominating Committee making any selections. The Nominating Committee shall select at least two candidates for the office of Treasurer and President Elect and one candidate for the office of President, that person being the current President-Elect (who was elected to that office the previous year). At least two candidates shall be nominated for each vacancy on the Board of Directors. No member of the Nominating Committee may be a candidate for office or on the Board of Directors. No person may be nominated for office unless they meet all of the qualifications for the office at the beginning of the term for which they are a nominee. The report of the Nominating Committee shall be notified to each member eligible to vote at least four weeks preceding the election.
 - (1) Prerequisite for nomination as a REALTOR® Director shall be at least two (2) consecutive years' membership in the A.O.R. immediately prior to election.
 - (2) Prerequisite for nomination as an Officer shall be at least three (3) consecutive years membership in the association, immediately prior to election and shall include at least one (1) year service as a Director or as a Chairman of a Standing Committee.
- (c) Nomination by Petition. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least twenty-five (25%) percent of the REALTOR® members eligible to vote. The petition shall be filed with the Secretary at least three (3) weeks before the election. The Secretary shall send notice of such additional nominations to all members eligible to vote at least two (2) weeks before the election.
- (d) Election Committee. The President, with the approval of the Board of Directors, shall appoint an Election Committee of three or more Association members to conduct the election.

No member of the Election Committee may be a candidate for office or the Board of Directors.

- (e) Elections. Elections shall be by ballot. Ballots may be submitted by mail or in person. There shall be no proxy votes. The ballot shall contain the names of all candidates and specify the office for which each is nominated. No person may be a candidate for more than one position whether nominated by the Nominating Committee or by petition. In case of a tie vote, the issue shall be determined by lot.

Ballots may be obtained at the Association office ten days prior to the Election Day Meeting. Ballots must be enclosed in an envelope marked "BALLOT" and then sealed with the signature across the back flap by the voter which must be legible in order to validate voters eligibility. Ballots must be delivered or mailed to the Association office no later than 4:00 p.m. the day prior to the Election Day Meeting. NOTE: Failure to legibly sign or print name on the "BALLOT" envelope will invalidate the ballot.

All ballots will be delivered to the Chairman of the Election Committee the day prior to the Election Day Meeting to be tallied and delivered the morning of the Election Day Meeting at which time the results will be given to the Association President or the Executive Vice President to be announced.

Section 7. Vacancies. Vacancies among the officers and the Board of Directors shall be filled by a simple majority vote of the Board of Directors until the next annual election. If an officer or director is unable to assume office after being elected, his or her seat becomes vacant and shall be filled by the Board of Directors.

Section 8. Removal of Officers and Directors. In the event that an Officer or Director is deemed to be incapable for any reason of fulfilling the duties for which he or she is elected, but will not resign from office voluntarily, the Officer or Director may be removed from office under the following procedure:

- (a) A petition requiring the removal of an Officer or Director and signed by not less than one-third (1/3) of the voting membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next ranking Officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.
- (b) Upon receipt of the petition, and not less than twenty-five (25) days or more than forty-five (45) days thereafter a special meeting of the voting membership of the A.O.R. shall be held. The sole business of the meeting shall be to consider the charge against the Officer or Director, and to render a decision on such petition.
- (c) The special meeting shall be noticed, including the general nature of the meeting, to all voting members by regular first class mail at least ten (10) days prior to the meeting, and shall be conducted by the President unless the President's continued service in office is being considered at the meeting. In such case, the next ranking officer will conduct the meeting. Provided a quorum is present, a three-fourths vote of members present and voting shall be required for removal from office.

Section 9. Expenditures. The Board of Directors shall administer the day to day finances of the A.O.R. Unbudgeted capital expenditures in excess of \$1.00 over available cash on hand may not be made unless authorized by the majority of the Association members eligible to vote present at a duly held membership meeting. However, unbudgeted expenditures required for the protection of capital assets or to respond to emergency situations may be incurred by the Board of Directors without the prior approval of the full membership of the A.O.R. Capital expenditures are those expenditures for long term improvements chargeable to the capital asset account.

ARTICLE XI – MEETINGS

Section 1. Annual Meetings. The annual meeting of the A.O.R. shall be held the second Wednesday of December each year, the place and hour to be designated by the Board of Directors. Notice of membership meetings (other than Election Day Meetings) shall be sent to every member entitled to participate in the meeting at least seven days preceding all meetings. The A.O.R. may also publish notice of membership meetings in any publication regularly sent to all members of the A.O.R. If a special meeting is called, a statement of the purpose of the meeting shall accompany it.

Section 2. Meetings of Directors. The Board of Directors shall designate a regular time, manner and place of meetings. Absence from two consecutive regular meetings without an excuse deemed valid by the Board of Directors shall be construed as resignation.

Section 3. Other Meetings. Meetings of the members may be held at other times as the President or the Board of Directors may determine, or upon the written request of at least fifty (50%) percent of the members eligible to vote.

Section 4. Notice of Meetings. Written notice of membership meetings shall be delivered personally, by first class mail, facsimile, electronic mail or other electronic means to the address shown on the current Association records of every member entitled to participate in the meeting at last seven (7) calendar days preceding all meetings. The A.O.R. may also publish notice of membership meetings in any publication regularly sent to all members of the A.O.R. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

Section 5. Quorum. A quorum for the transaction of business by the general membership shall consist of one-third (1/3) of the members eligible to vote and present at a duly held membership meeting. A quorum for the transaction of business by the Board of Directors shall consist of fifty-one (51%) percent of the Directors.

ARTICLE XII – COMMITTEES

Section 1. Standing Committees. The President shall appoint from among the REALTOR® and Affiliate members subject to confirmation by the Board of Directors, the following Standing Committees:

CID/PUD
Community Relations
Education
Equal Opportunity/Cultural Diversity
Grievance (REALTOR® Members Only)
Housing Opportunities
Government Affairs
Make a Difference

Membership
Next Generation Task Force
Property Management
Professional Standards (REALTOR® Members Only)
Program
Real Estate Finance
Special Events
Strategic Planning
Technology

Section 2. Special Committees. The President shall appoint, subject to confirmation by the Board of Directors, special committees as deemed necessary.

Section 3. Term of Committee Appointments. Committee members shall be appointed to one (1) year terms except the members of the Grievance Committee shall be for two (2) years. Professional Standards Committee members must have served two (2) years on Grievance before being appointed and terms have no termination time.

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

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

Section 6. Executive Committee. The members of the Executive Committee shall be the President, President-Elect, Treasurer, Immediate Past President and the EO.

Section 7. Removal. The President shall have the power, subject to confirmation by the Board of Directors, to remove any member from a Committee.

ARTICLE XIII – FISCAL AND ELECTIVE YEAR

Section 1. Fiscal and Elective Year. The fiscal and elective year of the A.O.R. shall be the calendar year beginning January 1 and ending December 31.

ARTICLE XIV – RULES OF ORDER

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

ARTICLE XV – AMENDMENTS

Section 1. Amendment Upon Majority Vote of Membership. These Bylaws may be amended by:
(a) a majority vote of the members present and qualified to vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting; or (b) a written ballot. If amendment is sought by written ballot, the ballot must be delivered personally, by facsimile, regular mail, electronic mail or other electronic means to all members qualified to vote, plainly state the substance of the proposed amendment or amendments, provide an

opportunity to specify approval or disapproval, and give at least ten (10) days in which to return the ballot delivered personally, by facsimile, regular mail, electronic mail or other electronic means to the A.O.R. Amendment by written ballot will only be effective if the number of votes cast within the time specified equals or exceed the number of votes that would have been required at a member meeting. In addition, the Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by N.A. R. policy.

Section 2. Notice. Notice of all meetings at which amendments are to be considered shall be delivered personally, by facsimile, electronic mail, regular mail or other electronic means to every member eligible to vote at least ten (10) calendar days prior to the meeting and shall plainly state the substance of the proposed amendment or amendments.

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

ARTICLE XVI – DISSOLUTION

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