

BYLAWS OF BOISE REGIONAL REALTORS®, INC.

Adopted September 19, 2018; Effective January 1, 2019

ARTICLE 1 NAME

Adoption of this article is required, verbatim, per the National Association of REALTORS® 2017 Model Bylaws; Section 1.2 is a mandatory provision.

1.1 Name. The name of this organization shall be Boise Regional REALTORS®, Inc., hereafter referred to as the "Association."

1.2 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

Adoption of this article is required, verbatim, per the National Association of REALTORS® 2017 Model Bylaws.

The objectives of the Association are:

2.1 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.

2.2 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®.

2.3 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.

2.4 To further the interest of home and other real property ownership and to protect and promote private property rights.

2.5 To unite those engaged in the real estate profession in this community with Idaho 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.

2.6 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® and as noted in Article 8 of these Bylaws.

ARTICLE 3 JURISDICTION

Adoption of this article is required, verbatim, per the National Association of REALTORS® 2017 Model Bylaws.

3.1 The territorial jurisdiction of the Association as a Member of the National Association of REALTORS® is Ada County and Gem County in the state of Idaho.

3.2 Territorial jurisdiction is defined to mean the right and duty to control the use of the terms "REALTOR®" and "REALTORS®" subject to the conditions set forth in 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 of REALTORS® in the terms.

ARTICLE 4 MEMBERSHIP

Adoption of this article is required per the National Association of REALTORS® 2017 Model Bylaws; Section 4.1(a-b) is a mandatory provision.

4.1 Membership Classes. There shall be six (6) classes of Membership, as follows:

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

(1) Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the state of Idaho or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto shall qualify for REALTOR® Membership only, and each is required to hold REALTOR® Membership (except as provided in the following paragraph) in an association of REALTORS® within the state or a state contiguous thereto, unless otherwise qualified for Institute Affiliate Membership, as described in Section 4.1(b).

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 4.1(b).

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

(2) Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers and are associated with a REALTOR® Member and meet the qualifications set out in Article 5.

(3) Franchise REALTOR® Membership. Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions and the commonwealth of Puerto Rico, elected to Membership pursuant to the provisions in the National Association of REALTORS® 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 terms "REALTOR®" and "REALTORS®" in connection with their franchise organization's name; and the right to hold elective office in the local, state, and national associations.

(4) Primary and Secondary REALTOR® Members. 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 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 in order for licensees affiliated with the firm to select the Association as their "primary" association.

(5) Designated REALTOR® Members. Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® Member who shall be responsible for all duties and obligations of Membership, including the obligation to arbitrate or to mediate pursuant to Article 17 of the Code of Ethics and the payment of association dues as established in Article 10 of these 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 Section 5.2 of these Bylaws.

(b) Institute Affiliate Members. Institute Affiliate Members shall be individuals who hold a professional designation awarded by an Institute, Society, or Council affiliated with the National Association of REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society, or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® Membership, subject to payment of applicable dues for such Membership.

(c) Affiliate Members. Affiliate Members shall be real estate owners and other individuals or firms who, while not engaged in the real estate profession as defined in paragraphs (a) or (b) of this Section, have interests requiring information concerning real estate and are in sympathy with the objectives of the Association.

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

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

(f) Student Members. Student Members shall be individuals who are seeking an undergraduate or graduate degree with a specialization or major in real estate at institutions of higher learning, and who have completed at least two (2) years of college and at least one (1) college-level course in real estate, but are not engaged in the real estate profession on their own account or not associated with an established real estate office.

(g) Unlicensed Administrative Staff. Unlicensed Administrative Staff Members shall be individuals who do not hold an active real estate license but are employed by or work as an independent contractor for a Designated REALTOR® or REALTOR® Members of the Association, handling transaction management, marketing, office administration, or other support services.

Commented [BV1]: Add the following language to reflect new membership type approved by the Board of Directors in March 2018; related changes to Sections 6.6 and 10.2.

ARTICLE 5 MEMBERSHIP QUALIFICATION AND ELECTION

*Adoption of this article is required per the National Association of REALTORS® 2017 Model Bylaws;
Sections 5.4 and 5.5 are mandatory provisions.*

5.1 Application. Application for Membership shall be made in such a manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application shall contain among the statements to be signed by the applicant: (1) that applicant agrees as a condition to Membership to thoroughly familiarize him or herself with and abide by the Code of Ethics, Constitution, Bylaws, and Rules and Regulations of the National Association of REALTORS®, the Constitution, Bylaws, and Rules and Regulations of Idaho REALTORS®, and the Bylaws and the Rules and Regulations of the Association, including the obligation to arbitrate or to mediate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further specified in the Code of Ethics and Arbitration Manual of the National Association of REALTORS®, as from time to time amended; and (2) that applicant consents that the Association may invite and receive information and comment about applicant from any Member or other persons, and that applicant agrees that any information and comment furnished to the 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 applicant shall, with the form of application, have access to copies of the Bylaws, Constitutions, Rules and Regulations, and Code of Ethics, referred to above.

5.2 Qualification.

(a) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm, and who will serve as the Designated REALTOR®, shall supply evidence satisfactory to the Association that he or she is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state of Idaho or a state contiguous thereto (unless a secondary Member), has no record of official sanctions involving unprofessional conduct*, agrees to review materials or complete a course of instruction covering the programs, services, Constitutions, Bylaws, Rules and Regulations, and Code of Ethics, from the local, state, and national associations, and shall agree, if elected to Membership, to abide by such Constitutions, Bylaws, Rules and Regulations, and Code of Ethics.

(b) An individual who is actively engaged in the real estate profession, other than as a sole proprietor, 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 as an independent contractor with a Designated REALTOR® Member of the Association or a Designated REALTOR® Member of another board or association (if a secondary Member) and must maintain a current, valid real estate broker's or salesperson's license, or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has no record of official sanctions involving unprofessional conduct*, agrees to review materials or complete a course of instruction covering the programs, services, Constitutions, Bylaws, Rules and Regulations, and Code of Ethics, from the local, state, and national associations, and shall agree, if elected to Membership, to abide by such Constitutions, Bylaws, Rules and Regulations, and Code of Ethics.

* No record of official sanctions involving unprofessional conduct is intended to mean that the Association may only consider judgements against the applicant within the past three (3) years of violations of civil rights laws, real estate license laws, or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.

NOTE: Article IV, Section 2, of the Bylaws of the National Association of REALTORS® prohibits associations from knowingly granting REALTOR® Membership to any applicant who has an unfulfilled sanction pending which was imposed by another association of REALTORS® for violation of the Code of Ethics.

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

- i. All final findings of Code of Ethics violations and violations of other Membership duties in any other association within the past three (3) years;
- ii. Pending ethics complaints (or hearings);
- iii. Unsatisfied discipline pending;
- iv. Pending arbitration requests (or hearings);
- v. Unpaid arbitration awards or unpaid financial obligations to this Association, any other REALTOR® association, or REALTOR® association MLS; and,
- vi. Any misuse of the term "REALTOR®" or "REALTORS®" in the name of the applicant's firm.

(d) These Bylaws prohibit the Association from knowingly granting REALTOR® Membership to any applicant who has an unfulfilled sanction pending which was imposed by another association of REALTORS® for violation of the Code of Ethics.

5.3 Election. The procedure for election to Membership shall be as follows:

(a) Applicants for REALTOR® Membership shall be granted Membership immediately upon submission of a completed application form and remittance of applicable Association dues and any application fee. New Members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of Membership. However, all new Memberships are granted subject to subsequent review of the application by the Board of Directors. If the Board of Directors determines that an individual does not meet all of the qualifications for Membership as established in these Bylaws, or, if an individual does not satisfy all of the requirements of Membership within sixty (60) calendar days from the Association's receipt of their application (for example, completion of a mandatory Code of Ethics training), an individual's Membership may, at the discretion of the Board of Directors, be inactivated.

(b) Membership dues shall be computed from the date of application and shall be non-refundable unless the Association's Board of Directors inactivates an individual's Membership in accordance with subsection (a) above. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of calendar days that the individual received Association services and any application fee.

(c) The Board of Directors may not inactivate any Membership without providing the Member with advance notice, an opportunity to appear before the Board of Directors, to call witnesses on his behalf, to be represented by counsel, and to make such statements as he deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall require that written minutes be made of any hearing before it or shall be allowed to electronically or mechanically record the proceedings.

(d) If the Board of Directors determines that Membership should be inactivated, it shall record its reasons with the Secretary. If the Board of Directors believes that inactivation of Membership may become the basis of litigation and a claim of damage by a Member, it may specify that inactivation shall become effective upon entry in a suit by the Board of Directors for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the inactivation violates no rights of the individual.

5.4 New Member Code of Ethics Training. An applicant for REALTOR® Membership shall complete a Code of Ethics training of not less than two (2) hours and thirty (30) minutes of instructional time, and must meet the learning objectives and minimum criteria established, and from time to time amended, by the National Association of REALTORS®. This requirement does not apply to applicants for REALTOR® Membership who have completed comparable training at another association, provided that REALTOR® Membership has been continuous, that any break in Membership is for one (1) year or less, or per the discretion of Association staff, as long as the applicant's ethics training requirement is current.

Failure to satisfy this requirement within sixty (60) calendar days of the date of application will result in denial of the Membership application or inactivation of Membership.

5.5 Continuing Member Code of Ethics Training. Effective January 1, 2017 through December 31, 2018, and for successive two (2)-year periods thereafter, each REALTOR® Member of the Association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association of REALTORS®) 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 Association, Idaho REALTORS®, the National Association of REALTORS®, another board or 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 Training during any two (2)-year cycle shall not be required to complete additional ethics training until a new two (2)-year cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet this requirement during a renewal cycle will result in suspension of Membership for the first two (2) months (January and February) of the year following the end of any renewal cycle or until the requirement is met, whichever occurs sooner.

Suspension or inactivation of Membership, whether voluntary or involuntary, can result in any or all of the following: inability to use the terms "REALTOR®" or "REALTORS®", inability to use the REALTOR® "R" logo or any logos affiliated with a National Association of REALTORS® designation, loss of reduction in MLS fees, inability to access any forms provided by the state or local association or through the MLS, access to member pricing for any Association programs, and limited access or no access to all programs and services reserved for REALTOR® Members of the local, state, and national associations.

On March 1 of that year, the Membership of a Member who is still suspended as of that date will be automatically inactivated.

5.6 Status Changes.

(a) A REALTOR® Member who changes the conditions under which he or she holds Membership shall be required to provide written notification to the Association within thirty (30) calendar days.

(b) A REALTOR® Member who becomes the Designated REALTOR® in the firm with which he or she is licensed or, alternatively, becomes the Designated REALTOR® in a new firm may be required to satisfy any previously unsatisfied Membership requirements applicable to Designated REALTORS® 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 Designated REALTOR® Member. If the REALTOR® Member does not

satisfy the requirements established in these Bylaws for the category of Membership to which they have transferred within thirty (30) calendar days of the date they advised the Association of their change in status, their new Membership application will automatically inactivate unless otherwise so directed by the Board of Directors.

(c) A REALTOR® Member who is transferring his or her license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all of the privileges and obligations of Membership during the period of transition. If the transfer is not completed within thirty (30) calendar days of the date the Association is advised of the disaffiliation with the current firm, Membership will automatically inactivate unless otherwise so directed by the Board of Directors. The Board of Directors, at its discretion, may waive any qualification which the applicant has already fulfilled in accordance with the Association's Bylaws.

(d) 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.

(e) Dues shall be prorated from the first day of the month in which an individual applies for Membership and shall be prorated for the remainder of the year.

ARTICLE 6 MEMBERSHIP PRIVILEGES AND OBLIGATIONS

Sections 6.3 and 6.6(a) are mandatory provisions.

6.1 The privileges and obligations of Members, in addition to those otherwise provide in these Bylaws, shall be as specified in this Article.

6.2 Any Member of the Association may be reprimanded, fined, placed on probation, suspended, or inactivated by the Board of Directors for a violation of these Bylaws and policies consistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the National Association of REALTORS®.

Suspension or inactivation of Membership, whether voluntary or involuntary, can result in any or all of the following: inability to use the terms "REALTOR®" or "REALTORS®", inability to use the REALTOR® "R" logo or any logos affiliated with a National Association of REALTORS® designation, loss of reduction in MLS fees, inability to access any forms provided by the state or local association or through the MLS, access to member pricing for any Association programs, and limited access or no access to all programs and services reserved for REALTOR® Members of the local, state, and national associations.

Although Members — other than REALTOR® Members, Designated REALTOR® Members, Franchise REALTOR® Members, and REALTOR® Emeritus 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 conduct their business and professional practices accordingly. Further, Members — other than REALTOR® Members, Designated REALTOR® Members, Franchise REALTOR® Members, and REALTOR® Emeritus Members — may, upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, applied on a non-discriminatory basis, reflects adversely on the terms "REALTOR®" or "REALTORS®," and the real

estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local, state, and national associations.

6.3 Any REALTOR® Member of the Association — this includes REALTOR® Members, Designated REALTOR® Members, Franchise REALTOR® Members, and REALTOR® Emeritus Members — 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 National Association of REALTORS®, 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 of REALTORS®.

6.4 Voluntary Inactivation of Membership shall become effective when received in writing by the Board of Directors, provided, however, that if such Member is indebted to the Association for dues, fees, fines, or other assessments of the Association or any of its services, departments, divisions, or subsidiaries, the Association may condition the right of the inactivating Member to reapply for Membership upon payment in full of all such monies owed.

6.5 If a Member voluntarily inactivates from the Association or otherwise causes Membership to inactivate 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 voluntarily inactivates or otherwise causes membership in all associations to be inactivated 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 ethics respondent's membership voluntary or involuntary inactivation, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®. Further, if a Member voluntarily inactivates or otherwise causes Membership to inactivate, the duty to submit to arbitration (or to mediation if required by the association) continues in effect even after Membership lapses or is inactivated, provided that the dispute arose while the former Member was a REALTOR®.

6.6 Privileges and Obligations by Membership Class:

(a) REALTOR® and Designated REALTOR® Members, whether primary or secondary, in good standing* and whose financial obligations to the Association are paid in full shall be entitled to vote and to hold elective office in the Association; may use the terms "REALTOR®" and "REALTORS®", which use shall be subject to the provisions of Article 8 of these Bylaws; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Association and the real estate profession; however:

- i. If a Designated REALTOR® Member is suspended or inactivated, their firm, partnership, or corporation shall not use the terms "REALTOR®" or "REALTORS®" in connection with its business during the period of suspension, or until readmission to REALTOR® Membership, or unless connection with the firm, partnership, or corporation is severed, whichever may apply.

Suspension or inactivation of Membership, whether voluntary or involuntary, can result in any or all of the following: inability to use the terms "REALTOR®" or "REALTORS®", inability to use the REALTOR® "R" logo or any logos affiliated with a National Association of REALTORS® designation, loss of reduction in MLS fees, inability to access any forms provided by the state or

local association or through the MLS, access to member pricing for any Association programs, and limited access or no access to all programs and services reserved for REALTOR® Members of the local, state, and national associations.

The Membership of all other principals, partners, or corporate officers shall suspend or inactivate during the period of suspension of the disciplined Member, or until readmission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, whichever may apply. Further, the Membership of REALTORS® other than the Designated REALTOR® who are employed by or affiliated as independent contractors with the disciplined Member shall suspend or inactivate during the period of suspension of the disciplined Member or until readmission of the disciplined Member or until connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR® Member elects to sever his or her connection with the disciplined Member and affiliate themselves with another Designated REALTOR® Member in good standing* in the Association, whichever may apply. If a REALTOR® Member who is not the Designated REALTORS® is suspended or inactivated, the use of the terms "REALTOR®" or "REALTORS®" by the firm, partnership, or corporation shall not be affected.

ii. In any action taken against a Designated REALTOR® Member for suspension or inactivation under Section 6.6(a) hereof, notice of such action shall be given to all REALTORS® employed by or affiliated as independent contractors with such Designated REALTOR® Member and they shall be advised that the provisions in Section 6.6(a) shall apply.

* "In Good Standing" means that an individual has fulfilled the requirements for their chosen class of Membership in the Association, and neither has voluntarily withdrawn from Membership nor has been suspended or inactivated from Membership after appropriate proceedings as outlined in these Bylaws.

(b) Franchise REALTOR® Members shall have such privileges and rights and be subject to such obligations as may be prescribed by the Board of Directors.

(c) 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®, as follows:

No Institute Affiliate Member may be granted the right to use the terms "REALTOR®" or "REALTORS®," or use the REALTOR® "R" logo; to serve as President of the Association; or to be a participant in the Association's MLS.

(d) Affiliate Members shall have such privileges and rights and be subject to such obligations as may be prescribed by the Board of Directors.

(e) Public Service Members shall have rights and privileges and be subject to obligations prescribed by the board of directors.

(f) Honorary Members shall have no rights except the right to attend meetings and participate in discussions.

(g) Student Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

(h) Unlicensed Administrative Staff Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Commented [BV2]: Add the following language to reflect new membership type approved by the Board of Directors in March 2018; related changes to Sections 4.1 and 10.2.

6.7 Harassment. Any Member of the Association may be reprimanded, placed on probation, suspended, or inactivated for harassment of an Association employee, Officer, or Director after an investigation in accordance with the procedures of the Association.

Suspension or inactivation of Membership, whether voluntary or involuntary, can result in any or all of the following: inability to use the terms "REALTOR®" or "REALTORS®", inability to use the REALTOR® "R" logo or any logos affiliated with a National Association of REALTORS® designation, loss of reduction in MLS fees, inability to access any forms provided by the state or local association or through the MLS, access to member pricing for any Association programs, and limited access or no access to all programs and services reserved for REALTOR® Members of the local, state, and national associations.

As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment.

The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and President-Elect, and/or Vice President, and one (1) 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 Code of Ethics and Arbitration Manual of the National Association of REALTORS®. If the complaint names the President, President-Elect, and/or Vice President, the named Officer(s) 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.

NOTE: Suggested procedures for processing complaints of harassment are available at NAR.REALTOR or from the National Association of REALTORS® Member Policy Department.

ARTICLE 7 PROFESSIONAL STANDARDS AND ARBITRATION

Adoption of this article is required, verbatim, per the National Association of REALTORS® 2017 Model Bylaws; Sections 7.1 and 7.2 are mandatory provisions.

7.1 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 by this reference is made a part of these Bylaws provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

7.2 It shall be the duty and responsibility of every REALTOR® Member of this Association to abide by the Constitution, Bylaws, Rules and Regulations, and Code of Ethics, of the local, state, and national associations, including the duty to arbitrate or to mediate 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.

7.3 The responsibility of the Association and of Association Members relating to the enforcement of the Code of Ethics, the disciplining of Members, the arbitration of disputes, and the organization and procedures incident thereto, shall be consistent with the cooperative professional standards enforcement agreement entered into by the Association, which by this reference is made a part of these Bylaws.

ARTICLE 8 USE OF TERMS “REALTOR®” AND “REALTORS®”

*Adoption of this article is required, verbatim, per the National Association of REALTORS® 2017 Model Bylaws;
Article 8 is a mandatory provision.*

8.1 Use of the terms “REALTOR®” and “REALTORS®” by Members shall at all times be subject to the provisions of the Constitution and Bylaws of the National Association of REALTORS® and to the Rules and Regulations prescribed by its board of directors. The Association shall have 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 National Association of REALTORS® Code of Ethics and Arbitration Manual.

8.2 REALTOR® Members shall have the privilege of using the terms "REALTOR®" or "REALTORS®" in connection with their places of business within the state of Idaho or a state contiguous thereto so long as they remain REALTOR® Members in good standing*. No other class of Members shall have this privilege.

* “In Good Standing” means that an individual has fulfilled the requirements for their chosen class of Membership in the Association, and neither has voluntarily withdrawn from Membership nor has been suspended or inactivated from Membership after appropriate proceedings as outlined in these Bylaws.

8.3 A REALTOR® Member who is a principal of a real estate firm, partnership, or corporation may use the terms “REALTOR®” or “REALTORS®” only if all of the principals of such firm, partnership, or corporation, who are engaged in the real estate profession within the state of Idaho or a state contiguous thereto are REALTOR® Members of the Association or are Institute Affiliate Members as outlined in Section 4.1(b) of these Bylaws.

In the case of a real estate firm, partnership, or corporation, whose business activity is substantially all commercial, the right to use the terms “REALTOR®” or “REALTORS®” shall be limited to office location(s) in which a principal, partner, corporate officer, or branch office manager of the firm, partnership, or corporation holds REALTOR® Membership. If a firm, partnership, or corporation operates additional places of business outside of the jurisdiction of the Association in which no principal, partner, corporate officer, or branch office manager holds REALTOR® Membership, the terms “REALTOR®” or “REALTORS®” may not be used in any reference to those additional places of business.

8.4 Institute Affiliate Members shall not use the terms “REALTOR®” or “REALTORS®”, or the REALTOR® “R” logo.

ARTICLE 9 STATE AND NATIONAL MEMBERSHIPS

*Adoption of this article is required, verbatim, per the National Association of REALTORS® 2017 Model Bylaws;
Article 9 is a mandatory provision.*

9.1 The Association shall be a Member of the National Association of REALTORS® and Idaho 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 Idaho REALTORS® without further payment of dues. The Association shall continue as a Member of the state and national associations, unless by a majority vote of all of its REALTOR® Members, decision is made to withdraw, in which case the state and national associations shall be notified at least thirty (30) calendar days in advance of the date designated for the inactivation of such Membership.

9.2 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 of REALTORS®, or upon its determination by the Board of Directors of the National Association of REALTORS® that it has violated the conditions imposed upon the terms.

9.3 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 of its Members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the National Association of REALTORS® and Idaho REALTORS®.

ARTICLE 10 DUES, FEES, AND FINANCES

*Adoption of this article is required per the National Association of REALTORS® 2017 Model Bylaws;
Sections 10.1 and 10.2(a-c) are mandatory provisions.*

10.1 Application Fee. The Board of Directors may adopt an application fee for REALTOR® Membership in a 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 REALTORS® Membership, and which shall become the property of the Association upon final approval of the application.

10.2 Dues. 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 licensed or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® Member, and (2) are not REALTOR® members of any association in the state of Idaho or a state contiguous thereto or Institute Affiliate members of the Association. In calculating the dues payable to the Association by a Designated REALTOR® Member, non-member licensees as defined in (i) and (ii) of the following 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 of Idaho 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. 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 (i) and (ii) of the following paragraph) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this Association.

i. For the purpose of this Section, a REALTOR® Member of the Association shall be held to be any Member who has a place or places of business within the state of Idaho or a state contiguous thereto and who, as a principal, partner, corporate officer, or branch office manager of a real estate firm, partnership, or corporation, is actively engaged in the real estate profession as defined in Article III, Section 1 of the Constitution of the National Association REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business (except as provided for in Section 10.2(a)(1) hereof) provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner, corporate officer, or branch office manager of the entity.

ii. 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, renting, 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®. *A Designated REALTOR® shall notify the Association within seven (7) calendar days of any change in status of licensees in a referral firm.*

NOTE: In accordance with Section 7 of the Bylaws of the state association, by January 1 of each year, the Association shall file with the state association, an alphabetical list sorted by last name; including NRDS number and IREC issued license number of its REALTOR®, Institute Affiliate, and Affiliate Members and the real estate salespersons and licensed and certified appraisers employed by or affiliated as independent contractors with such REALTOR® Members, certified by the President and Secretary of the Association, and that Association shall pay dues to the state association for the current year on the basis of such list. On a monthly basis, the Association shall report to the state association the alphabetical list sorted by last name; including NRDS number and IREC issued license number and addresses of REALTOR®, Institute Affiliate, and Affiliate Members dropped or enrolled during the preceding month. State dues shall be computed from the date of application.

iii. 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.

iv. 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.

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

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

NOTE: The Institutes, Societies, and Councils of the National Association of REALTORS® shall be responsible for collecting and remitting dues to the National Association of REALTORS® for Institute Affiliate members (\$105). The National Association shall credit \$35 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 \$35 amount will be credited to the COB, unless the Institute Affiliate member directs that the dues be distributed to the other association. The National Association shall also credit \$35 to the account of state associations for each Institute Affiliate member whose office address is located within the territorial jurisdiction of the state association. Local and state associations may not establish any additional entrance, initiation fees or dues for Institute Affiliate members, but may provide service packages to which Institute Affiliate members may voluntarily subscribe.

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

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

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

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

(h) Unlicensed Administrative Staff Members. Dues payable, if any, shall be at the discretion of the Board of Directors.

Commented [BV3]: Add the following language to reflect new membership type approved by the Board of Directors in March 2018; related changes to Sections 4.1 and 6.6.

10.3 Dues Payable. Dues for all Members shall be payable annually in advance and shall be considered past due on the first day of January. Dues shall be prorated from the first day of the month in which an individual applies for Membership and shall be prorated for the remainder of the year.

10.4 Late Fees. The Board of Directors may assess a fee, as determined annually, to any Member for late payment of Membership dues, in a reasonable amount not exceeding three (3) times the amount of the annual dues for Membership.

10.5 Non-Payment of Financial Obligations. If dues, fees, fines, and other assessments including amounts owed to the Association (including the portion allocated to the state and national associations) or the Association's MLS are not paid within thirty (30) calendar days after the due date, the non-paying Member will be notified by mail or email that their Association Membership is subject to suspension at the discretion of the Board of Directors, at its discretion and without reference to any other provision of these Bylaws.

Suspension or inactivation of Membership, whether voluntary or involuntary, can result in any or all of the following: inability to use the terms “REALTOR®” or “REALTORS®”, inability to use the REALTOR® “R” logo or any logos affiliated with a National Association of REALTORS® designation, loss of reduction in MLS fees, inability to access any forms provided by the state or local association or through the MLS, access to member pricing for any Association programs, and limited access or no access to all programs and services reserved for REALTOR® Members of the local, state, and national associations.

If sixty (60) calendar days after the due date, any dues, fees, fines, and other assessments are still outstanding and no action has been taken by the non-paying Member, suspension will become final. Notice of such action will be sent by mail or email to the non-paying Member and the Designated REALTOR® with whom they are affiliated, further notifying them that their Membership is subject to inactivation without reference to any other provision of these Bylaws.

If ninety (90) calendar days after the due date, any dues, fees, fines, and other assessments are still outstanding and no action has been taken by the non-paying Member, inactivation of their Membership will become final and notice of such action will be sent to the non-paying Member and the Designated REALTOR® with whom they are affiliated.

However, no actions shall be taken to suspend or inactivate a Member for non-payment of any disputed amounts until the accuracy of such amounts owed have been confirmed by the Board of Directors.

A former Member who has had his or her Membership inactivated for non-payment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of the Bylaws or the provisions of other rules and regulations of the Association or any of its services, departments, or divisions may apply for reinstatement in a manner prescribed for new applicant for Membership, after making payment in full of all accounts due as of the date of inactivation.

In the event that a REALTOR® Member is inactivated for non-payment of dues, they maintain an active real estate license, and continue to be affiliated with a Designated REALTOR®, the dues obligation of the Designated REALTOR® (as set forth in Section 10.2(a) of these Bylaws) will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from the first day of the current fiscal year and are payable within thirty (30) calendar days of the notice of inactivation.

NOTE: In accordance with Section 9 of the Bylaws of the state association, the non-paying Member, *as well as the Designated REALTOR® with whom they are affiliated*, are also subject to suspension or inactivation of their state memberships at the discretion of the state association's Executive Committee. A former member whose state membership was inactivated for non-payment of financial obligations may apply for reinstatement after making payment in full of all accounts due as of the date of termination, including \$100 reinstatement fee payable to the state association. *The Designated REALTOR® must also pay a \$100 reinstatement fee to the state association.*

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

10.7 Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members. All dues, fees, fines, assessments, or other financial obligations to the Association or the Association's MLS shall be noticed to the delinquent Association Member according to a process as approved by the Association setting forth the amount owed and due date.

10.8 The dues of REALTOR® Emeriti (as recognized by the National Association of REALTORS®), past presidents and past treasurers of the National Association of REALTORS®, or recipients of the National Association of REALTORS® Distinguished Service Award shall be as determined by the Association's Board of Directors.

NOTE: The Association's dues obligation to the National Association of REALTORS® is reduced by an amount equal to the amount which the association is assessed for a REALTOR® Member, times the number of REALTOR® Emeriti (as recognized by the National Association of REALTORS®), past presidents and past treasurers of the National Association of REALTORS®, or recipients of the National Association of REALTORS® Distinguished Service Award who are REALTOR® Members of the Association. The dues obligation of such individuals to the Association should be reduced to reflect the reduction in the Association's dues obligation to the National Association of REALTORS®. The Association may, at its option, choose to have no dues requirement for such individuals except as may be required to meet the Association's obligation to the state association with respect to such individuals. The Association should determine whether the dues payable by the Association to the state association are reduced with respect to such individuals. It should be noted that this does not affect a Designated REALTOR®'s dues obligation to the Association with respect to those licensees employed by or affiliated with the Designated REALTOR® who are not members of the Association.

ARTICLE 11 BOARD OFFICERS AND DIRECTORS

11.1 Officers. The Officers of the Board of Directors shall be the President, President-Elect, Vice President, Treasurer, Immediate Past President, and Secretary. Officers elected by the Members shall be the Vice President and Treasurer.

11.2 Duties of Officers. The 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 particular duty of the Secretary to keep the records of the Board of Directors and to carry on all necessary correspondence with the National Association of REALTORS® and Idaho REALTORS®.

11.3 Board of Directors. The governing body of the Association shall be a Board of Directors consisting of fourteen (14) REALTOR® Members. The Board of Directors shall consist of the President, President-Elect, Vice President, Immediate Past President, Treasurer, seven (7) REALTOR® Members elected by the Membership, as well as the current Presidents of the Association's MLS and Foundation, who shall serve as non-voting, ex-officio Members. No more than three (3) REALTORS® from the same real estate firm may simultaneously serve on the Board of Directors. Should a Director change the real estate firm with which they're affiliated during their term and become the "fourth" Director from one firm, that Director will be permitted to remain on the Board for the remainder for their term. Additionally, the Association's state and national Directors are non-voting, ex-officio Members of the Board of Directors.

11.4 Terms. The Vice President shall serve a four (4) year term as they progress through the offices of Vice President, President-Elect, President, and Immediate Past President. The Treasurer shall be elected to serve a two (2) year term. The Chief Executive Officer shall serve as Secretary unless the Board of Directors elects a different individual to serve a one (1) year term. The seven (7) Directors elected by the Membership shall serve for terms of three (3) years each. Each year as many Directors shall be elected as are required to fill vacancies. Except for the Chief Executive Officer serving as the Secretary, no person shall serve more than two (2) full consecutive terms in the same office.

11.5 Election of Officers and Directors.

(a) Officers and Directors of the Association are elected through the following process:

i. By May of each year, Association staff will supply to the Board of Directors a list of all Officer and Director positions to be filled by election or appointment for the upcoming year.

To ensure the terms of Directors remain staggered, the Nominating and Elections Committee will establish the open positions and terms of each, up to a maximum of five (5) years. The terms will be noted on the list of open positions to be filled, provided to the Board of Directors for approval.

ii. By June of each year, Members may apply for all positions for which they are eligible and interested in through an online application form, on which they shall give their consent and agreement to serve should they be elected.

iii. The Nominating and Elections Committee shall review all applications to verify eligibility pursuant to criteria as set forth in the Policies and Procedures of the Nominating and Election Committee, and then offer a list of qualified candidates for each office to the Board of Directors for approval.

iv. The approved slate of candidates shall be communicated to all REALTOR® Members at least forty-five (45) calendar days before the election opens.

NOTE: Once the approved slate of candidates has been communicated, additional candidates for the offices and positions to be filled may be added to the slate by a petition signed by at least ten percent (10%) of the REALTOR® Members eligible to vote as of forty-five (45) calendar days before the election opens. The petition shall be filed with the Secretary at least thirty (30) calendar days before the election opens.

v. The election opens twenty-one (21) calendar days prior to the Annual Membership Meeting in September, and ballots shall be made available to all REALTOR® Members eligible to vote, as outlined in Section 6.6(a) of these Bylaws. The ballot shall contain the names of all candidates (from the approved slate and those added by petition, if applicable) and the offices for which they are seeking.

NOTE: The method of balloting shall be determined annually by Association staff, and will be done either by mail, in person, or a secured electronic medium.

vii. Voting by ballot closes at 11:59 p.m. on the calendar day before the Annual Membership Meeting in September, at which results of the election will be announced. The candidate receiving the highest number of votes in their respective race(s) will be named the winner. At least five percent (5%) of Members eligible to vote must do so for the election results by ballot to be valid. If this threshold is not met, the previously cast ballots will be disregarded and a vote will be taken at the Annual Membership Meeting via written ballot. A quorum shall consist of a majority of those in attendance who are eligible to vote.

(b) The Nominating and Elections Committee will oversee the election process. In case of a tie vote, the issue shall be determined by lot, pulled by the Chair of the Nominating and Elections Committee.

(c) All candidates for election to the Association's Board of Directors shall have been an active REALTOR® Member of the Association for the two (2) years immediately preceding the election, shall be a primary member of the Association at the time of application and election and shall maintain primary membership while on the Board, and shall have served on at least one Association or Association subsidiary committee, ~~task force,~~ advisory board, advisory group, or work group. Additionally, candidates for an Officer position shall have served as a Member in good standing on the Board of Directors for at least one (1) year in the three (3) years immediately preceding the election.

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(d) Once the election closes, votes for Officers shall be tallied first, and votes for Directors shall be tallied second. Should a Director in the midst of his or her term run for an Officer position (Vice President or Treasurer) and win, they will "give up" their Director seat (presumably one of the seven member-elected seats) to take on a dual Officer/Director role. This dual role does not give them an extra vote, but does give them a seat on the Executive Committee. This specific vacancy would be filled according to Section 11.6(b) of these Bylaws, the term of which would be limited to the remaining term of the vacating Director. Should a Director run for an Officer position but not win, they do not give up their Directorship and will continue serving on the Board for the remainder of their term.

(e) Directors may serve on more than one (1) board simultaneously. However, should a Director become an Officer of another board or serve on another board's executive committee, that Director may not concurrently hold an Officer position on the Association's Board of Directors, or serve on the Association's Executive Committee. This specifically applies to the boards and executive committees of the National Association of REALTORS®, Idaho REALTORS®, other local REALTOR® associations (regardless of primary or secondary membership), an Association subsidiary, or another organization deemed too similar to the Association by the Association's Nominating and Elections Committee. Any Director that finds themselves in this situation will immediately and voluntarily vacate the conflicting position(s). Should such Director not immediately and voluntarily vacate the conflicting position(s), they may be removed from the Association's Board according to Section 11.7(f) of these Bylaws.

NOTE: This Section 11.5(e) does not preclude Association Officers or Directors from serving on or attending meetings of the Executive Committees and Boards of Directors for the Association's subsidiaries.

11.6 Vacancies.

(a) Vacancies among the Board of Directors shall be filled by a simple majority vote of the Board of Directors for the remainder of the calendar year. ~~At a meeting of the Board of Directors, the Directors shall, by a majority vote, fill each vacancy with either a candidate proposed by the President or an eligible REALTOR® Member nominated at the meeting by another Director.~~

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(b) Vacancies among the Board of Directors due to a Director being elected to a dual Officer/Director role in the midst of their term, as outlined in Section 11.5(d) of these Bylaws, shall be filled by a simple majority vote of the Board of Directors for the remainder of the term being vacated. The President shall propose to the Board of Directors, a REALTOR® Member to fill each vacancy, either from the pool of Director candidates who were not elected or another eligible REALTOR® Member. Should the Director that fills this interim term choose to run and win a Director position once the interim term expires, their elected term will be considered their first term.

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(c) A vacancy in the office of Treasurer shall be filled by a simple majority vote of the Board of Directors for the remainder of the term being vacated. The President shall propose to the Board of Directors, a REALTOR® Member to fill this vacancy, either from the pool of Treasurer candidates who were not elected or another eligible REALTOR® Member.

(d) A vacancy in the office of the President-Elect or Vice President shall be filled by a simple majority vote of the Board of Directors for the remainder of the calendar year, and the person that fills this vacancy shall not move on to the successive offices of President-Elect or President. The President shall propose to the Board of Directors, a REALTOR® Member to fill this vacancy, either from the pool of candidates who were not elected to these offices or another eligible REALTOR® Member.

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(e) If the office of President becomes vacant, the President-Elect will fill that vacancy for the remainder of the calendar year. Completing a partial term, in the event of a vacancy in the office of President, will not affect the President-Elect's serving as President in the year for which they were elected. The Vice President would not fill the vacancy created in the President-Elect office. Instead, the vacancy shall be filled by a simple majority vote of the Board of Directors for the remainder of the calendar year, and the person that fills this vacancy shall not move on to the successive offices. The President shall propose to the Board of Directors, a REALTOR® Member to fill this vacancy, either a Past President of the Association who is still an active REALTOR® member, or another eligible REALTOR® Member.

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11.7 Removal of Officers and Directors. The Members may remove one (1) or more Directors elected by them without cause, as follows:

(a) If a Director is elected by the Membership at large the Director may be removed only by the vote of the Members.

(b) If a Director is elected by the Board of Directors, the Director may be removed only by the vote of the Board of Directors.

(c) A Director may be removed only if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting to elect Directors.

(d) A Director elected by Members may be removed by the Members only at a meeting called for the purpose of removing the Director and the meeting notice must state that the purpose, or one (1) of the purposes, of the meeting is removal of the Director. The special meeting shall be noticed to all voting Members at least ten (10) calendar days prior to the meeting, and shall be conducted by the President of the Association unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking Officer will conduct the meeting of the hearing by the Members.

(e) The entire Board of Directors of the Association, or of the Association's subsidiaries, may be removed only by the vote of the Association's Board of Directors. This Section does not give the Association or its Board the authority to remove individual Officers or Directors from the Association's subsidiary Boards.

(f) A Director who violates Section 11.5(e) of these Bylaws may be removed only by the vote of the Board of Directors.

11.8 Chief Executive Officer. There shall be a Chief Executive Officer, appointed by the Board of Directors. The Chief Executive Officer shall have the authority to hire, supervise, evaluate, and terminate other staff and shall perform such other duties as prescribed by the Board of Directors. The Chief Executive Officer shall not be a voting Member of the Board of Directors, but shall serve as Secretary as noted in Section 11.1 of these Bylaws.

11.9 State and National Association Directors. The Association shall be entitled to representation on the boards of directors of Idaho REALTORS® and the National Association of REALTORS®, hereinafter referred to as State and National Directors, and the state and national associations, in accordance with

Commented [BV4]: Update the section by moving redacted language to the Nominating and Elections Committee Policy

their respective policies and procedures, and in accordance with the policies and procedures of the Association's Nominating and Elections Committee. Vacancies within the State and National Directors, whether elected or appointed, shall be filled by a simple majority vote of the Association's Board of Directors for the remainder of the term. Removal of one (1) or more of the State or National Directors shall be in accordance with Section 11.7 of these Bylaws.

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(a) State Directors shall be elected by the Members to serve three (3) year terms using the same process as outlined in Section 11.5 of these Bylaws. ¶

¶
(b)

Deleted: A State or National Director who is elected to the state or national association's executive committee during their term as State or National Director, will resign their directorship before taking office as a state or national officer, leaving a vacancy to be filled through the process outlined above, and thereby preserving the number of votes entitled to be cast by the Association's State and National Directors.

Commented [BV5]: Reorganize paragraphs so that Board of Directors items are together and membership meeting items are together.

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Deleted: Notwithstanding the foregoing provision related to a Director's physical absence, a Director may vote either in person or by proxy executed in writing by the Director. A proxy may only be given to and voted by another Member of the Board of Directors. No proxy shall be valid after thirty (30) calendar days from the date of its execution. Every proxy shall be revocable at the pleasure of the Director who executed it.

ARTICLE 12 MEETINGS

12.1 Meeting of Directors. The Board of Directors shall designate a regular time and place of meeting. A quorum of the Board of Directors shall consist of not less than seven (7) voting Directors. A Director's physical absence from two (2) consecutive regular meetings without an excuse deemed valid by the Board of Directors shall be grounds for removal under Section 11.7. Voting by proxy is prohibited under this Section 12.1 of these Bylaws. While this prohibition pertains to meetings of the Directors, it extends to all meetings of Association committees, task forces, advisory groups, etc.

12.2 Other Meetings of the Directors. Meetings of the Directors may be held at such other times as the President may determine, or upon request of at least three (3) voting Directors. A quorum for such meetings shall consist of not less than seven (7) voting Directors and voting by proxy is prohibited.

12.3 Attendance by Telephone or Video Conference. Directors may participate in any meeting of the Directors through the use of a conference telephone, video conference, 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.

12.4 Action without Meeting. Unless specifically prohibited by the Association's 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 (1) or more written approvals, each of which sets forth the action taken and bears the signature of one (1) or more Directors. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date.

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12.5 No Action without Staff Present. Unless specifically prohibited by the Association's Articles of Incorporation, the Association's Board of Directors, or any committees or task forces, etc., may not conduct "official" Association business without Association staff present to advise or record. The exception is if an action must be taken related to the Chief Executive Officer at which time, the Association's legal counsel should be present either in person or by electronic means.

Commented [BV6]: Add proposed paragraph prohibiting "official" association business, meetings, etc., be held without association staff present. Note that this new section does not prohibit Directors from talking about Board-related issues, but serves to protect Directors by ensuring all actions are documented and can be acted upon by appropriate staff, committees, etc.

12.6 Annual Membership Meeting. The annual meeting of the Association's Membership shall be held in September of each year, the place, day and hour to be designated by the Board of Directors. A quorum for the Annual Membership Meeting shall consist of a majority of those in attendance who are eligible to vote.

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12.7 Other Member Meetings. Meetings of the Members may be held at such other times as the President or the Board of Directors may determine, or upon request of at least ten percent (10%) of the REALTOR® Members. If such meetings are called, the notice shall be accompanied by a statement of

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purpose of the meeting. A quorum for these meetings shall consist of a majority of those in attendance who are eligible to vote.

Commented [BV7]: Add language to clarify the quorum requirements for member meetings other than the Annual Membership Meeting and Board meetings

12.8 Notice of Meetings. Written notice shall be given to every Member entitled to participate in the meetings at least five (5) calendar days preceding all meetings, unless a different notice period is required in these Bylaws. In all instances where a notice, ballot, or other information is to be mailed or delivered to the Members, distribution by electronic means (including e-mail, facsimile, or future technologies) if approved by the Board of Directors shall be deemed sufficient notice.

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

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**ARTICLE 13
COMMITTEES AND TASK FORCES**

13.1 Standing Committees. The Association will have the following standing committees:

- (a) Awards Committee;
- (b) Budget and Finance Committee;
- (c) Bylaws Committee;
- ~~(d) Executive Committee;~~
- ~~(e) Nominating and Elections Committee;~~
- ~~(f) Public Policy Committee; and,~~
- ~~(g) REALTORS® Political Action Committee (RPAC).~~

Commented [BV9]: To reflect association management best practices, remove from the list of standing committees (those primarily necessary for the governance/advocacy work of the association or that have decision-making authority), groups that are meant to serve in more of an advisory or task-based capacity, while still making reference to them in Section 13.6.

Deleted: (d) Circle of Excellence Gala Committee;¶
(e) Communications Committee;¶
(f) Education Committee;¶

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(k) Young Professionals Network (YPN) Advisory Board

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Members of these committees shall be REALTOR® Members or Affiliate Members in good standing* and shall be appointed by the President-Elect and Vice President, in collaboration with the Chief Executive Officer and staff committee liaisons, to serve for one (1) year, or until their successors are qualified and appointed. Chairpersons of standing committees shall have served at least one (1) year on that committee.

* "In Good Standing" means that an individual has fulfilled the requirements for their chosen class of Membership in the Association, and neither has voluntarily withdrawn from Membership nor has been suspended or inactivated from Membership after appropriate proceedings as outlined in these Bylaws.

13.2 Committee Authority. The Board of Directors grants decision-making authority to the Executive Committee, as outlined in Section 13.5 of these Bylaws; and, to the Awards Committee for the selection of the annual award recipients, in accordance with that committee's policies and procedures. As approved by the Board of Directors in the Association's strategic plan or a committee's policies and procedures, the Board may, from time-to-time, grant limited decision-making authority to a specific committee for a specific initiative. Outside of these circumstances, the Board does not grant decision-making authority to any Association committee, task force, advisory group, etc., but will review all recommendations that come from these groups.

13.3 Committee Organization. All committees shall be of such size and shall have such duties, functions and powers as may be assigned to them by the President or the Board of Directors, except as otherwise provided in these Bylaws. All meetings of Association committees, advisory groups, advisory boards, etc., as well as the Association's Board of Directors, are open to Members in good standing;

Commented [BV10]: Add language clarifying which meetings are closed and which are open, similar to section 13.5.

except meetings of the Awards Committee, Budget and Finance Committee, Executive Committee, and Nominating and Elections Committee, or meetings of any task force. These meetings are closed; however, each committee or task force may invite or may consider requests by Members in good standing or non-members who wish to attend for a particular purpose, on a case-by-case basis.

13.4 President. The President shall be an ex-officio, non-voting Member of all standing committees and shall be notified of their meetings.

13.5 Executive Committee.

(a) The President, President-Elect, Vice President, Immediate Past President, Treasurer, and Secretary shall constitute the Executive Committee. The President shall act as presiding Officer of the Executive Committee. The Secretary shall record minutes of all meetings of the Executive Committee and distribute the minutes in the packet for the next meeting of the Board of Directors. A quorum of the Executive Committee shall consist of not less than three (3) voting Members. Meetings of the Executive Committee are closed; however, the Committee may invite or may consider requests by Members in good standing and non-members who wish to attend for a particular purpose, on a case-by-case basis.

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(b) The Executive Committee serves as a forum for vetting strategies, opportunities, issues, potential policy changes, or committee recommendations, before putting them in front of the Board; and to be a decision-making entity between board meetings for time-sensitive matters, such that none of its acts shall conflict with any other actions taken by the Board. Further, any action taken by the Executive Committee on behalf of the Board must be reported to the Board within ten (10) calendar days, and the Board may ratify the action at the next board meeting. However, the Executive Committee is NOT authorized to make decisions with respect to the following matters:

Deleted: The Executive Committee shall make recommendations to the Board of Directors and may review recommendations from other committees before they are presented to the Board of Directors for action. Prior to each regularly scheduled Executive Committee meeting, the committee chair of each committee shall deliver to the Executive Committee minutes from the committee's meeting(s) occurring after the last regularly scheduled Executive Committee meeting. The Executive Committee shall transact business of an emergency nature between meetings of the Board of Directors, and shall report such actions in full to the Board of Directors at its next meeting. The Executive Committee shall be subject to the orders of the Board of Directors, and, except in the event of an emergency, none of its acts shall conflict with action taken by the Board of Directors.

- Dissolving the corporation;
- Hiring or firing the chief executive;
- Entering into major contracts or suing another entity;
- Making significant changes to a board-approved budget;
- Adopting or eliminating major programs;
- Buying or selling property;
- Amending the Bylaws; or,
- Changing any policies the Board determines must be changed only by the Board.

13.6 Task Forces, Work Groups, and Advisory Boards or Groups. The President shall appoint, subject to confirmation by the Board of Directors, task forces, work groups, or advisory boards/groups, as deemed necessary by the Association's strategic plan, unexpected opportunities or issues, special projects or events, or some other circumstance. Examples of such groups include Communications, Education, Gala, Mergers, Young Professionals Network, etc. Meetings of such groups are closed; however, a chair may invite or may consider requests by Members in good standing or non-members who wish to attend for a particular purpose, on a case-by-case basis.

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(c) The Executive Committee shall meet prior to the Board of Directors and as required. Special meetings of the Executive Committee may be called by the President or upon the written request of three (3) Members of the Executive Committee.

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13.7 Attendance by Telephone or Video Conference. Members of a committee, task force, etc., may participate in any meeting through the use of a conference telephone, video conference, 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 chair or President, and shall constitute presence at the meeting.

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13.8 Electronic Transaction of Business. To the fullest extent permitted by law, the committees, task forces, etc., may conduct business by electronic means.

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13.9 Action without Meeting. Any committee, task force, etc., may act by unanimous consent in writing (email correspondence is acceptable) without a meeting. The consent shall be evidenced by one (1) or more written approvals, each of which sets forth the action taken and bears the signature of one (1) or more of the Members.

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ARTICLE 14 INDEMNIFICATION

14.1 Indemnification. The Association shall indemnify every person who is or was a party or is or was threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Association, including service on a committee formed for any purpose at the request of the Association, against all expense, liability, and loss actually and reasonably incurred or suffered by such person in connection with such action, suit, or proceeding, to the fullest extent permitted by applicable law, as in effect on the date hereof and as hereafter amended.

14.2 Insurance. The Association may maintain insurance, at its expense, to protect itself and any individual who is or was a Director, Officer, employee, or agent of the Association, or who, while a Director, Officer, employee, or agent of the Association, including service on a committee formed for any purpose at the request of the Association, against any expense, liability, or loss whether or not the Association would have the power to indemnify such person against such expense, liability, or loss under this Article 14 of these Bylaws or the law.

ARTICLE 15 FISCAL AND ELECTIVE YEAR

The fiscal and elective year shall be from January 1 to December 31.

ARTICLE 16 RULES OF ORDER

Adoption of this article is required, verbatim, per the National Association of REALTORS® 2017 Model Bylaws.

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 these Bylaws.

ARTICLE 17 AMENDMENTS

17.1 These Bylaws may be amended by majority vote of the Members present and qualified to vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting, except that the Board of Directors may, at any regular or special meeting the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by National Association of REALTORS® policy.

17.2 Notice by mail or electronic means (including e-mail, facsimile, or future technologies) if approved by the Board of Directors shall be deemed sufficient notice of all meetings at which such amendments are to be considered shall be given to every Member eligible to vote at least ten (10) calendar days prior to the time of meeting.

17.3 Amendments to these Bylaws affecting the admission or qualification of REALTOR® Members or Institute Affiliate Members, the use of the term "REALTOR®" or "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®.

17.4 Members understand that the Bylaws Committee, staff, and/or the Board of Directors, after consultation with staff and the Bylaws Committee, may make changes to fix grammar, spelling, formatting, of confusing language without Member approval, if doing so does not materially change these Bylaws.

ARTICLE 18 DISSOLUTION

Adoption of this article is required, verbatim, per the National Association of REALTORS® 2017 Model Bylaws.

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

ARTICLE 19 MULTIPLE LISTING SERVICE

The Association shall maintain for the use of its Members a Multiple Listing Service (MLS), which shall be a lawful corporation of the State of Idaho, all the stock of which shall be owned by this Association. Directors from the Association to the MLS Board are appointed through the process outlined in the Association's Nominating and Elections Committee policies and procedures. To ensure the terms of Directors remain staggered, the Association's Nominating and Elections Committee may offer existing Directors appointed by the Association's Board of Directors the opportunity to be re-appointed for a one (1) year term, if such re-appointment would not extend their current term to more than five (5) years.

ARTICLE 20 CHARITABLE FOUNDATION

The Association shall maintain a charitable foundation (Foundation) which shall be a 501(c)3 nonprofit organization in the State of Idaho, all the stock of which shall be owned by this Association. Directors from the Association to the Foundation Board are appointed through the process outlined in the Association's Nominating and Elections Committee policies and procedures. To ensure the terms of Directors appointed by the Association's Board of Directors the opportunity to be re-appointed for a one (1) year term, if such re-appointment would not extend their current term to more than five (5) years.

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19.2 Government of the MLS and Appointment of Directors.¶

(a) Per Section 6 (A) of the Bylaws of the MLS, the "government of the [MLS] shall be vested in a Board of Directors comprised of appointed Directors, and elected or appointed Officers."¶

¶

(b)

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i. By September of each year, the MLS Chief Executive Officer will supply to the Association Chief Executive Officer a list of all MLS Board of Director positions to be filled by appointment for the upcoming year, noting estimated requirements to maintain representation majorities for the Association and for brokers.¶

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ii. By October of each year, Association Members may apply for a Director position through an online application form, on which they shall give their consent and agreement to serve should they be appointed.¶

¶

iii. By November, the Nominating and Elections Committee shall review all applications to verify eligibility pursuant to criteria as set forth in the Bylaws of the MLS, confirming appointments would maintain representation majorities for the Association and for brokers, and then offer a list of qualified applicants to the Association's Board of Directors for appointment. One of the appointments will be the Association's current Vice President.¶

¶

iv. The appointed Directors will be notified immediately and the Association Chief Executive Officer will share the appointments with the MLS Chief Executive Officer.¶

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