

BYLAWS
Of the
LOWER YAKIMA VALLEY ASSOCIATION OF REALTORS®, Incorporated
PROPOSED RESTATED BYLAWS — MEMBER REVIEW COPY SHOWING
CHANGES

How to read this copy: Text in regular type is unchanged. ~~Text shown with a line through it~~ is language from the current (2019) Bylaws that is being removed or replaced. Underlined text is new language being added. Where a provision has only moved, a note in [brackets] says where it went. Section and paragraph numbers are shown as they will read after adoption.

The undersigned, being the President and President-Elect of the Lower Yakima Valley Association of REALTORS®, Incorporated, a Washington nonprofit corporation, (hereinafter referred to as “Association”), for the purpose of amending and restating the Bylaws of the Association, do hereby certify that these Restated Bylaws were duly adopted in accordance with the Washington Nonprofit Corporation Act (Chapter 24.03A of the Revised Code of Washington) and supersede the original Bylaws of the Association and all amendments to them; and the undersigned therefore certify and adopt the following Restated Bylaws:

ARTICLE I – NAME

Section 1. Name. The name of this organization shall be the Lower Yakima Valley Association of REALTORS®, Incorporated, hereinafter referred to as the “Association.”

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

ARTICLE II – OBJECTIVES

The objectives of the Association are:

Section 1. To unite those engaged in the recognized branches of the real estate profession for the purpose of exerting a beneficial influence upon the profession and related interests.

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

Section 3. To provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interests may be safeguarded and advanced.

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

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

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

ARTICLE III – JURISDICTION

Section 1. The territorial jurisdiction of the Association as a Member of the NATIONAL ASSOCIATION OF REALTORS® is Grandview, Prosser, Sunnyside, Mabton, Zillah, Toppenish, Wapato, White Swan, Parker Heights, Brownstown, Whitstran, Granger, Outlook, and ~~surrounding~~ unincorporated rural areas, with addition and deletions in territory to be adjusted by the Washington Association of REALTORS®, and/or the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®.

Section 2. Territorial jurisdiction is defined to mean:

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

Any actions taken by the Association per Article III, Section 2(a) shall be in writing. Such documentation shall be kept and made available to the appropriate parties as requested.

ARTICLE IV – MEMBERSHIP

Section 1. There shall be seven classes of Members as follows.

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

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

In the case of a real estate firm, partnership, or corporation, whose business activity is substantially all commercial, only those principals actively engaged in

the real estate business in connection with the same office, or any other offices within the jurisdiction of the ~~board~~ Association in which one of the firm's principals ~~held~~ holds REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate Membership as described in Section 1(b) of Article IV.

NOTE: REALTOR® Members may obtain membership in a “secondary” Board or 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 V.

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

(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 Board or 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 ~~Board as their “primary”~~ Board. 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 if required by the association) pursuant to Article 17 of the Code of Ethics and the payment of Association dues as established in Article X of the Bylaws. The “Designated REALTOR®” must be a sole proprietor, partner, corporate officer, or branch office manager acting on behalf of the firm's principal(s), and must meet all other qualifications for REALTOR® Membership established in Article V, Section 2, of the Bylaws.
(Adopted 4/12)

(b) Institute Affiliate Members. Institute Affiliate members shall be individuals who hold a professional designation awarded by an Institute, Society, or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class

of membership in such Institute, Society or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® membership, subject to payment of applicable dues for such membership. ~~(Amended 1/02)~~

(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.

~~(4) Affiliate Membership shall also be granted to individuals licensed or certified to engage in real estate practice who, if otherwise eligible, do not elect to hold REALTOR® membership in the board, Association, provided the applicant is engaged exclusively in a specialty of the real estate business other than brokerage of real property.~~

~~(d) 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.~~

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

(d) Life Members. Life Members shall be active members who have been recognized by the Board of Directors of the Lower Yakima Valley Association of REALTORS® as individuals who have fulfilled long and distinguished membership in the Association of a minimum of twenty (20) consecutive years and have met the requirements as set forth from time to time by the Board of Directors.

(e) REALTOR® Emeritus Members. A REALTOR® member who has held membership in the National Association as a REALTOR®, for a cumulative period of forty (40) years, and has completed at least one (1) year of service at the National Association level (after 1980) upon certification by the National Association of REALTOR®s' Board of Directors shall be designated REALTOR® EMERITUS.

(f) Distinguished Service Members. Distinguished Service Members shall be those members actively engaged in the real estate profession and who are recipients of the National Association Distinguished Service Award.

(g) Washington Association of REALTORS® President. The President of the Washington Association of REALTORS®, if not otherwise a member of the Association, shall be a non-dues paying member of the Lower Yakima Valley Association of REALTORS® during their term of office. The WR President shall not have the right to vote or hold elective office in the Association, but shall, when given the authority by the Association, cast the number of votes allowed as the Association's voting delegate at the Delegate Body meeting of the National Association of REALTORS®.

Section 2. The Board of Directors may terminate the membership of any member of the Association when the request has been made by a member desiring such termination or where the member no longer meets the requirements for the membership classification which he/she holds.

ARTICLE V – QUALIFICATION AND ELECTION

Section 1. Application. (a) An application for membership shall be made in such manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to membership to thoroughly familiarize himself/herself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitutions, Bylaws, and Rules and Regulations of the Association, the State and National Associations, and if elected a Member, will abide by the Constitutions and Bylaws and Rules and Regulations of the Association, State and National Associations, and if a REALTOR® member, will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® including the obligation to arbitrate (or to mediate if required by the association) controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further specified in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended, and (2) that applicant consents that the Association, through its ~~membership committee~~ Board of Directors or otherwise, may invite and receive information and comment about applicant from any member or other persons, and that applicant agrees that any information and comment furnished to the 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 a copy of the Bylaws, Constitution, Rules and Regulations, and Code of Ethics referred to above. (Adopted 4/12)

~~Section 2. Qualification (a) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Board through its Membership Committee or otherwise that he is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy *, has no record of official sanctions involving unprofessional conduct **, agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Committee, and shall agree that if elected to membership, he/she will abide by such Constitution, Bylaws, Rules and regulations, and Code of Ethics.~~

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

member initiates bankruptcy proceedings, the member may be placed on a "cash-basis" from the date that bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.

~~** No record of official sanctions involving unprofessional conduct is intended to mean that the Board may only consider judgments within the past three (3) years of violations of (1) civil rights laws; (2) real estate license laws; (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.~~

(b) Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers or branch office managers in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of the Association or a Designated REALTOR® Member of another Board (if a secondary member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, shall complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the committee and shall agree in writing that if elected to membership he or she will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and by the Constitution, Bylaws, and Rules and Regulations of the local Association, State Association, and the National Association.

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

Section 2. Qualification. Requirements for qualification for membership shall be as follows:

(a) REALTOR® members. An applicant for REALTOR® membership shall supply evidence satisfactory to the Board of Directors that the applicant is actively engaged in the real estate profession, has a place of business within the state or a state contiguous thereto (unless a secondary member), agrees to complete a course of instruction covering the Bylaws, Policies, and Rules and Regulations of the Association, the Bylaws of the Washington Association, and the Constitution and Bylaws and Code of Ethics of the National Association of REALTORS®, has a current and valid license as a real estate managing broker, or real estate broker issued pursuant to Chapter 18.85 of the Revised Code of Washington prominently displayed in such place of business or has been certified as a real estate appraiser pursuant to Chapter 18.140 of the Revised Code of Washington, and such applicant shall provide the information set forth in Section 2(c) and agree in writing that if elected to membership, such applicant will abide by the Code of Ethics of the National Association of REALTORS®, and by the Constitution, Bylaws, Policies, and Rules and Regulations of the Association, Washington Association, and the National Association. If the real estate license or licensed or certified real estate appraiser status of a REALTOR® member is suspended, the membership of such member may be suspended by the Board of Directors during the period of such license suspension. If the real estate license or licensed or certified real estate appraiser status of a REALTOR®

member is revoked, the membership of such member may be revoked by the Board of Directors. Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers, in order to qualify for REALTOR® membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® member of the Association or a Designated REALTOR® member of another Board/Association (if a secondary member) and must maintain a current, valid real estate managing broker's or broker's license or be licensed or certified as a real estate appraiser.

(b) Waiver of Orientation. Upon application for re-instatement to REALTOR® Membership in the Lower Yakima Valley Association of REALTORS®, the orientation shall be waived provided the applicant's former membership has not lapsed or been expired longer than one (1) year from date of request for re-instatement.

(c) REALTOR® membership – Violation of the Code of Ethics. The Association will not grant REALTOR® membership to an applicant that has a pending sanction imposed by any another Association of REALTORS® for a violation of the Code of Ethics. The Association may reconsider the application for membership of such applicant upon the earliest to occur of (i) the issuance of the final finding of the Code of Ethics violation and the full compliance by the applicant with any disciplinary obligations imposed in connection therewith, and (ii) sixty (60) days from the date that provisional membership was approved if the Code of Ethics violation has not been resolved. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. Within any application for membership the applicant shall disclose any and all information related to:

- All final findings of Code of Ethics violations and violations of other membership duties in ~~this or any other REALTOR®~~ any other Association within the past three (3) years;

- Pending ethics complaints ~~(or hearings)~~ or hearings;

3. Unsatisfied discipline pending

- Unfulfilled or pending disciplinary obligations of the applicant;

- Pending arbitration requests ~~(or hearings)~~ or hearings;

- Unpaid arbitration awards or ~~unpaid financial obligations~~ any other unpaid financial obligations owed by the applicant to any other Association ~~or assoc.~~ MLS of REALTORS® or MLS Association for a violation of the Code of Ethics;

- ~~Any~~ Misuse of the term REALTOR® or REALTORS® ~~in the name of~~ by the applicant or by the applicant's firm.

"Provisional" membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics; See Article V, Section 2(a) NOTE 2) provided all other qualifications for membership have been satisfied). Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six

~~months from the date that provisional membership is approved. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration request pending, the association may condition membership on the applicant's certification that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the association to which the applicant has made application) and will abide by the decision of the hearing panel. (Amended 11/09)~~

(d) Institute Affiliate Members. An applicant for Institute Affiliate Membership shall supply to the Board of Directors evidence that applicant holds 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 who otherwise holds a class of membership in such Institute, Society, or Council that confers the right to hold office and shall agree, if elected to membership, to abide by the Constitution, Bylaws and Rules and Regulations of the local Association, Washington Association and National Association.

(e) Affiliate Members. An applicant for Affiliate membership shall supply evidence satisfactory to the Board of Directors that the applicant is not associated with a firm engaged in brokerage of real property; and shall agree, if elected to membership, to abide by the Constitution, Bylaws, Policies, and Rules and Regulations of the local Association, Washington Association, and the National Association, and further is encouraged to abide by the principles established in the Code of Ethics of the National Association of REALTORS®, but is not subject to disciplinary authority of the Association with regard to conduct inconsistent with the Code of Ethics.

(f) Life Members. An applicant for Life membership shall supply evidence satisfactory to the Board of Directors that the applicant is an active member who has been recognized by the Board of Directors of the Lower Yakima Valley Association of REALTORS® as an individual who has fulfilled long and distinguished membership in the Association of a minimum of twenty (20) consecutive years and has met the requirements as set forth from time to time by the Board of Directors.

(g) REALTOR® Emeritus Members. An applicant for REALTOR® Emeritus membership shall supply evidence satisfactory to the Board of Directors that the applicant has held membership in the National Association as a REALTOR®, for a cumulative period of forty (40) years, and has completed at least one (1) year of service at the National Association level (after 1980) upon certification by the National Association of REALTOR®s' Board of Directors shall be designated 'REALTOR® EMERITUS'.

(h) Distinguished Service Members. An applicant for Distinguished Service membership shall supply evidence satisfactory to the Board of Directors that the applicant is actively engaged in the real estate profession and is a recipient of the National Association Distinguished Service Award.

Section 3. Election of Members. The procedure for election to membership shall be as follows:

~~(a) Applicants for REALTOR® membership shall be granted provisional membership immediately upon submission of a completed application form and remittance of applicable Association dues and any application fee. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to subsequent review of the application by the Board of Directors. If the Board of Directors determines that the individual does not meet all of the qualifications for membership as established in the Association's bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of a mandatory orientation program) within the next two (2) available orientation class sessions from the Association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated.~~

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

(a) The **Chief Staff Executive** (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership.

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

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

(d) If the Board of Directors determines that provisional membership should be terminated, the application should be rejected, it shall record its reasons with the Chief Staff Executive (or duly authorized designee). If the Board of Directors believes that termination of provisional membership denial of membership to the applicant may become the basis of litigation and a claim of damage by a provisional member, the applicant, it may specify that termination denial shall become effective upon entry in a suit by the Board Association for a declaratory judgment by a court of competent

jurisdiction of a final judgment declaring that the ~~termination~~ rejection violates no rights of the ~~individual~~ applicant.

Section 4. New Member Code of Ethics Orientation. (a) Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another Association, provided that REALTOR® membership has been continuous, or that any break in membership is for one year or less.

(b) Failure to satisfy this requirement within ~~two (2) months~~ seventy-two (72) hours of the date of ~~application~~ attending an onboarding session with staff, (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

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

Section 5. Continuing Member Code of Ethics Training. Effective January 1, 2019, through December 31, 2021, and for successive ~~three two-year~~ three-year periods thereafter, each REALTOR® member of the Association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another ~~REALTOR® association, the State Association, the Washington~~ Association of REALTORS®, or the NATIONAL ASSOCIATION OF REALTORS®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another Association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any ~~three-year two (2)-year~~ three-year cycle shall not be required to complete additional ethics training until a new ~~three-year two (2)-year~~ three-year cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any ~~three-year two (2)-year~~ three-year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any ~~three-year two (2)-year~~ three-year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

Section 6. New Member Fair Housing Training. Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete Fair Housing training of not less than two (2) hours of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® Association, the Washington Association of REALTORS®, the National Association of REALTORS®, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the National Association of REALTORS® from time to time. Fair Housing training approved by a state licensing authority

for an existing Fair Housing requirement to gain or maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the National Association of REALTORS® from time to time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another Association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less.

Failure to satisfy this requirement within the quarter 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 7. Continuing Fair Housing Training. Effective January 1, 2025, through December 31, 2027, and for successive three-year periods thereafter, each REALTOR® member of the Association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete Fair Housing training of not less than two (2) hours of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® Association, the Washington Association of REALTORS®, the National Association of REALTORS®, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the National Association of REALTORS® from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the National Association of REALTORS® from time to time. REALTOR® members who have completed Fair Housing training as a requirement of membership in another Association shall not be required to complete additional Fair Housing training until a new three-year cycle commences.

Failure to satisfy the required periodic Fair Housing training shall be considered a violation of a membership duty. Failure to meet the requirement in any three-year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three-year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

Section 8. Status Changes. ~~(a)~~ A REALTOR® who changes the conditions under which he holds membership shall be required to provide written notification to the Association within ~~30 days.~~ one (1) business day. A REALTOR® (non-principal) who becomes a principal in the firm with which he has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) Members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within 30 days of the date they advised the Association of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

- (1) A REALTOR® who is transferring their license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be

subject to all of the privileges and obligations of membership during the period of transition. If the transfer is not completed within ~~30 days~~ one (1) business day of the date the ~~Board~~ Association is advised of the disaffiliation with the current firm, membership will terminate automatically 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.)

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

ARTICLE VI – PRIVILEGES AND OBLIGATIONS

Section 1. General. The privileges and obligations of Members, in addition to those otherwise provided in these Bylaws, shall be specified in this Article. Every person who hereafter applies for membership and is accepted as a member and each member of the Association on the date these Bylaws are adopted who continues as a member after such date shall, by such act alone, consent to be bound and abide by all of the terms and provisions of these Bylaws and Policies of the Association and all duties of membership.

Section 2. Violations of Bylaws. Any Member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and ~~Association Rules and Regulations consistent~~ Rules and Regulations not inconsistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the Association. Although Members other than REALTORS® 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 REALTORS® may, upon recommendation of the Membership Committee, or upon recommendation by a hearing panel of the Professional ~~Standards~~ Conduct Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR® or REALTORS®, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local Association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. Discipline of REALTOR® members. Any REALTOR® Member of the Association may be disciplined by the Board of Directors for violations of the Code of Ethics or other duties of membership, after a hearing as described in the Code of Ethics and Arbitration Manual of the Association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the Code of Ethics and Arbitration Manual of the National Association.

Section 4. Resignations. 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 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 resigning Member to reapply for membership upon payment in full of all such monies owed.

~~Section 5. If a Member resigns from the Association or otherwise causes membership to terminate with an ethics 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/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel.~~

Section 5. Resignations with pending ethics complaints or arbitrations. If a Member resigns from the Association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the Association with respect to disposition of the complaint is final by this Association (if respondent does not hold membership in any other Association) or by any other Association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a Realtor, the complaint, once filed, shall be processed until the decision of the Association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethics respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an Association of Realtors.

- (a) If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration ~~(or to mediation if required by the association)~~ continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®. ~~(Adopted 4/12)~~

Section 6. REALTOR® Members. REALTOR® Members, whether primary or secondary, in good standing ~~whose financial obligations to the Association are paid in full shall be~~ are entitled to vote and to hold elective office in the Association and may use the terms REALTOR® and REALTORS®, which use shall be subject to the provisions of Article VIII. ~~and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Association and the real estate profession.~~ For purposes of this section, the term "good standing" means the member satisfies the "Obligations of REALTOR® members," is current with all financial and disciplinary obligations to the Association and MLS, has completed any new member requirements, and complies with NAR's trademark rules.

- (a) REALTOR® Members have the primary responsibility to safeguard and promote the standards, interest, and welfare of the Association and the real estate profession.
- (b) If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership or an officer in a corporation and is suspended or expelled, the firm, partnership, or corporation shall not use the terms REALTOR® ~~and~~ or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® Membership, or unless connection with the firm, partnership, or corporation is severed, or management control is relinquished, whichever may apply. The membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member, or until readmission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or corporation is

severed, or unless the REALTOR® who is suspended or expelled removes himself from any form or degree of management control of the firm for the term of the suspension or until readmission to membership, whichever may apply. Removal of an individual from any form or degree of management control must be certified to the Association by the Member who is being suspended or expelled and by the individual who is assuming management control, and the signatures of such certification must be notarized, whichever may apply. Further, the membership of REALTORS® other than principals who are employed by or affiliated as independent contractors with the disciplined Member shall suspend or terminate during the period of suspension of the disciplined Member or until readmission of the disciplined Member or ~~until~~ unless connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR® Member (non-principal) elects to sever his connection with the REALTOR® and affiliate with another REALTOR® Member in good standing in the Association, whichever may apply. If a REALTOR® Member who is other than a principal in a firm, partnership, or corporation is suspended or expelled, the use of the terms REALTOR® and REALTORS® by the firm, partnership, or corporation shall not be affected.

(c) In any action taken against a REALTOR® Member for suspension or expulsion under Section ~~6(a)~~ 6(b) hereof, notice of such action shall be given to all REALTORS® employed by or affiliated as independent contractors with such REALTOR® Member and they shall be advised that the provisions in Article VI, Section ~~6(a)~~ 6(b) shall apply.

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

NOTE: Local associations establish the rights and privileges to be conferred on Institute Affiliate Members except that no Institute Affiliate Member may be granted the right to use the term REALTOR®, or the REALTOR® logo; to serve as President of the local association; or to be a Participant in the local association's Multiple Listing Service.
(amended 1/02)

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

~~Section 9. Honorary Members. Honorary Membership shall confer only the right to attend meetings and participate in discussion.~~

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

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

~~Section 12. Washington Association of REALTORS® President. The WA President shall have rights and privileges only as outlined in Article IV, Section 1(h)~~

Section 10. REALTOR® Emeritus Members. REALTOR® Emeritus Members shall have rights and privileges and be subject to obligations as stipulated in Section 3 of this Article or as may be prescribed by the Board of Directors. Inactive REALTOR® Emeritus Members shall have rights and privileges prescribed by the Board of Directors.

Section 11. Distinguished Service Members. Distinguished Service Members shall have such rights and privileges and be subject to such obligations as may, from time to time, be prescribed by the Board of Directors.

Section 12. Certification by REALTOR®. “Designated” REALTOR® Members of the Association shall certify to the Association ~~during the month of January, upon request,~~ on a form provided by the Association, a complete listing of all individuals licensed or certified in the REALTORS® office(s) and shall designate a primary Association for each individual who holds membership. Designated REALTORS® shall also identify any non-member licensees or certified individuals in the REALTOR®’s office(s) and if Designated REALTOR® dues have been paid to another Association based on said non-member licensees or certified individuals, the Designated REALTOR® shall identify the Association to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2(a) of the Bylaws. “Designated” REALTOR® Members shall also notify the Association of any additional individual(s) licensed or certified with the firm(s) within ~~30~~ ten (10) days of the date of affiliation or severance of the individual.

Section 13. Harassment. Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an Association or MLS employee, or Association Officer or Director, after an investigation in accordance with the established procedures of the Association. ~~As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and President-elect and/or Vice-President and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the Association. Disciplinary action may include any sanction authorized in the association's Code of Ethics and Arbitration Manual. If the complaint names the President, President-elect or Vice-President, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint."~~
(Amended 5/08)

Section 14. Washington Association of REALTORS® President. The WR President shall have rights and privileges only as outlined in Article IV, Section 1(g).

ARTICLE VII – PROFESSIONAL STANDARDS AND ARBITRATION

Section 1. Enforcement of the Code. 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 from time to time amended, 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.

Section 2. Obligation of REALTOR® members. It shall be the duty and responsibility of every REALTOR® member of this Association to abide by the Constitution and Bylaws and the rules and regulations of the Association, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to mediate prior to and arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this Association, as from time to time amended. ~~(Adopted 4/12)~~

Every REALTOR® member shall maintain a high level of integrity and adhere to the Association's membership criteria. Any violent act or threat of violence to person or property, hateful conduct, or acts of moral turpitude impacting the public shall not be tolerated and may be cause for disciplinary action, up to and including termination of membership.

Section 3. Cooperative Professional Standards Enforcement Agreement. The Association and Association members are also responsible for the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and procedures incident thereto, 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 VIII – USE OF THE TERMS REALTOR® AND REALTORS®

Section 1. REALTOR® Trademark. 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.

~~Section 1.~~ Use of the terms REALTOR® and REALTORS® by Members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® and to the Rules and Regulations prescribed by its Board of Directors. The Association shall have the authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS®, use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for ~~n~~ in the Association's Code of Ethics and Arbitration Manual.

Section 2. REALTOR® Members. REALTOR® Members of the Association shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their places of business within the state or a state contiguous thereto so long as they remain REALTOR® Members in good standing. No other class of Members shall have this privilege.

Section 3. ~~A REALTOR® Member who is a principal of a real estate firm, partnership, or corporation~~ REALTOR® Principal Members. A REALTOR® principal Member may use the terms REALTOR® and REALTORS®, only if all the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto are REALTOR® Members of the Association or Institute Affiliate Members, as described in Section 1(b) of Article IV.

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

Section 4. Institute Affiliates. Institute Affiliate Members shall not use the terms REALTOR® or REALTORS®, nor the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE IX – STATE AND NATIONAL MEMBERSHIPS

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

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

Section 3. Enforcement of the Code of Ethics. 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. ~~and the Washington Association of REALTORS®.~~

Section 4. NAR Policies. 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 and the Washington Association of REALTORS®.

ARTICLE X – DUES AND ASSESSMENTS FINANCIAL OBLIGATIONS

Section 1. Application Fee. The Board of Directors may adopt an application fee for REALTOR® Membership in reasonable amount, not exceeding three times the amount of the annual dues for REALTOR® Membership, which shall be required to accompany each application for REALTOR® Membership and which shall become the property of the Association upon final approval of the application. ~~(amended 1/02)~~

(a) Waiver of Application Fee. Under no circumstances shall an individual's membership application fee be waived or returned except:

1. Where an individual has notified the Association of REALTORS® in writing of his intent not to pursue membership in the Lower Yakima Valley Association of REALTORS® prior to the Board of Directors' final approval or disapproval of said applicant's application for membership.

2. Where a former REALTOR®'s Membership in the Lower Yakima Valley Association of REALTORS® has expired or lapsed and said member has petitioned the Lower Yakima Valley Association of REALTORS® for re-instatement to REALTOR® membership provided:

a) Said applicant makes payment in full of all past due accounts from date of expiration of membership; and, provided further that

b) Former member's membership has not lapsed or been expired longer than one (1) year from date of request for re-instatement.

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

(a) REALTOR® Members. Designated REALTOR® Member Dues. 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 or certified with such REALTOR® Member, and (2) are not REALTOR® Members of any ~~board~~ Association in the State 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 ~~Section 2(a)~~ (1) and (2) of this ~~Article~~ paragraph shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on said non-member licensees, in another ~~Board~~ Association in the State or a state contiguous thereto, provided the Designated REALTOR® notifies the Association, in writing, of the identity of the ~~Board~~ 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~~ (as defined in (1) and (2) of this paragraph) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this ~~board.~~ (Amended 1/05) Association.

~~(1) For the purpose of this Section,~~ A REALTOR® member of a Member Association shall be held to be any Member who has a place, or places, of business within the State or a State

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

A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the Association on a form approved by the Association a list of the licensees or certified individuals affiliated with that entity and shall certify that all of the licensees or certified individuals 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 or certified with the REALTOR® filing the form for purposes of this Section and shall not be included in calculating the annual dues of the Designated REALTOR®. Designated REALTORS® shall notify the Association within three (3) days of any change in the status of licensees in a referral firm.

(b) Exemptions and Prorations. 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.

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. ~~(Amended 11/09)~~

(c) REALTOR® Members. Member Dues. The annual dues of REALTOR® Members other than the designated REALTOR® shall be ~~in such amount as~~ established annually by the Board of Directors.

(d) Life Members. The annual dues of each Life Member shall be the same as the Association dues prescribed for their class of membership as defined in Article IV, Section 1, (a) through (g).

(e) REALTOR® Emeritus Members. REALTOR® Emeritus Members shall pay no dues to the Lower Yakima Valley Association of REALTORS®.

(f) Distinguished Service Members. Distinguished Service Members shall pay no dues to the Lower Yakima Valley Association of REALTORS®.

(g) Affiliate Member Dues. The annual dues of each Affiliate Member shall be the same as the Association dues prescribed for their class of membership as defined in Article IV.

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

NOTE: The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate Members (\$105.00). The National Association shall credit \$35.00 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 \$35.00 amount will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the other board. The National Association shall also credit \$35.00 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 11/2013)

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

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

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

~~(g) Life Members. The annual dues of each Life Member shall be in such an amount as established annually by the Board of Directors.~~

Section 3. Dues Payable. Dues for all Members shall be payable annually, in advance, on the first day of January ~~Dues for new members shall be computed from the date of application and granting of provisional membership, and shall be delinquent by the end of the second week of~~ January. Dues for a new Designated REALTOR® member applicant shall be calculated from the first day of the month in which the individual joins the Association and shall be prorated for the year.

(a) In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is dropped for nonpayment of Association dues, and the individual remains with the Designated REALTOR® REALTOR®'s firm, the dues obligation of the "Designated" REALTOR® (as set forth in Article X, Section 2,~~(a)~~ 2(a)) will be increased to reflect the addition of a non-Member licensee or licensed or certified appraiser. Dues shall be calculated from the first day of the current fiscal year and are payable within ~~30~~ 25 days of the notice of termination.

(b) Paid dues are not refundable, except in the event of the death of a Member, a portion of the annual dues may be refunded to the Member's immediate family upon approval of the Board of Directors.

Section 4. Non-Payment of Financial Obligations.

(a) Any member whose dues, fees, fines, and other assessments including amounts owed to the Association or the Association's Multiple Listing Service, are delinquent for 15 days from the due date, shall not receive any services of the Association until such delinquency is eliminated.

~~(b) Nonpayment of Financial Obligations. If dues, fees, fines, or other assessments including amounts owed to the Association are not paid within one (1) month after the due date, the nonpaying Member shall be assessed a late charge of \$25, and is subject to suspension at the discretion of the Board of Directors. It shall be the responsibility of the REALTOR® Member described in Article IV.1(a)(1) (e.g. brokers/managers, hereinafter referred to as the "Managing Member") to assure payment of all other REALTOR® Members who are associated or affiliated with such Managing Member, and such Managing Member shall be responsible for payment of any late charges and shall be subject to suspension in the event of any nonpayment of obligations owed by any REALTOR® Member associated or affiliated with such Managing Member. Two (2) months after the due date, membership of the nonpaying Member may be terminated at the discretion of the Board of Directors. Three (3) months after the due date, membership of the nonpaying Members shall automatically terminate. Thirty (30) days after due date membership shall be automatically suspended unless within that time the amount due is paid.~~

(c) However, no action shall be taken to suspend terminate services or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors.

(d) 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 Association or any of its services, departments, divisions or subsidiaries or divisions, may apply for reinstatement in a the manner prescribed for new applicants for membership, after making payment in full of all accounts due past due accounts as of the date of termination.

~~Section 5. Deposit. Deposits and expenditures of funds shall be in accordance with policies established by the Board of Directors.~~

Section 5. Special Assessment. Special assessments may be initiated by action of the Board of Directors. If such assessment is requested by the Board of Directors, the class(es) of membership affected by said assessment shall be notified by mail or by electronic means, at least ten (10), and not more than fifty (50) days prior to a meeting of the membership to consider any special assessment. A majority vote of those present at the meeting will pass the assessment which must be paid in accordance with Section 4 above.

Section 6. Designated REALTOR® Responsible. The Designated REALTOR® member of each firm represented in the Association shall monitor the payment of dues and/or assessments by the REALTORS® associated with said Designated REALTOR®, and in the event that any such REALTOR® does not pay the required dues and/or assessments, the Designated REALTOR® shall be subject to the applicable provisions of Section 4 above.

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

~~Section 7. The dues of REALTOR® Members who are REALTOR® Emeriti (as recognized by the National Association), past presidents and past treasurers of the National Association or recipients of the Distinguished Service Award shall be as determined by the Board of Directors. (Amended 11/2013)~~

~~NOTE: A Member Association's dues obligation to the National Association 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), Past Presidents and past treasurers of the National Association, and recipients of the Distinguished Service Award of the National Association who are REALTOR® Members of the Association. The dues obligation of such individuals to the local Association should be reduced to reflect the reduction in the Association's dues obligation to the National Association. 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 individual. Member Associations 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 local Association. (Amended 11/2013)~~

~~Section 8. Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members (as periodically approved by the Board of Directors) shall be imposed and a schedule shall be made available to all members.~~

Section 8. Deposit. All moneys received by the Association for any purpose shall be deposited to the credit of the Association in financial institution or institutions selected by resolution of the Board of Directors. Board of Directors may approve special accounts for special Committee projects.

Section 9. Expenditures. The Board of Directors shall administer the finances of the Association.

Section 10. Operating Budget. If for any fiscal year a deficit Operating Budget is proposed by the Board of Directors, it must be approved before implementation by a majority vote of the REALTOR® members present and qualified to vote at any meeting at which a quorum is present.

ARTICLE XI – OFFICERS AND DIRECTORS

Section 1. Officers. ~~The elected Officers of the Association shall be: a President, a President-elect, a Secretary, and a Treasurer. The Secretary and Treasurer may be the same person. They shall be elected for terms of one year. Officers are as follows:~~

(a) A **President**, who shall be a REALTOR® member of LYVAR and in current status, shall serve as Chair of the Board of Directors and shall preside at its meetings and those of the membership. He/she shall be the official spokesperson of the Association in matters of policy. He/she shall be an ex-officio member of all committees except any grievance or professional standards panel and shall perform all other duties as established by the Board of Directors. The position of President will automatically be filled by the current President-Elect.

(b) A **President-Elect**, who shall be a REALTOR® member of LYVAR and in current status, shall perform such duties as are assigned by the Board of Directors, and in the absence of the President shall perform all of the duties of the President.

(c) A **Treasurer**, who shall be a REALTOR® member of LYVAR and in current status, shall keep or cause to be kept a record of the Association's finances. He/she shall serve as Chair of the Budget & Finance Committee.

(d) The Association Chief Staff Executive shall serve as Corporate Secretary and shall keep or cause to be kept a record of all official proceedings of LYVAR and its Board of Directors.

~~Section 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 Chief Staff Executive to keep the records of the Association and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the Washington Association of REALTORS®.~~

~~Section 3. Board of Directors. The governing body of the Association shall be a Board of Directors consisting of the elected officers, immediate past president of the board, six three-elected REALTOR® Members of the Association (as Directors), plus and those members elected as State Directors, and up to four elected REALTOR® Members of the Association (as Alternate Directors). Directors shall be elected to serve for terms of three 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 are required to fill vacancies. Alternate Directors, defined as past LYVAR Board members will be called upon to fulfill the position of an officer or director that is not able to attend board meetings, to create a quorum and conduct business, excepting that business of an executive board meeting. An Alternate Director shall be elected to serve a one year term.~~

~~Section 4. Election of Officers and Directors. (a) At least three (3) months before the annual election, a Nominating Committee of (at least) three REALTOR® Members shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall select one candidate for each office and one candidate for each place to be filled on the Board of Directors. The report of the Nominating Committee shall be mailed or where permitted by state law, electronically transmitted to each Member eligible to vote at least three (3) weeks preceding the election. Additional candidates for the offices to be filled may be placed in nomination by a "signed petition" furnished to the Chief Staff Executive. An updated election report shall be furnished to each member at least one (1) week preceding the election. In addition, nominations may be made from the floor at the duly noticed annual meeting of the membership to elect~~

Officers and/or Directors, with the consent of the nominee, if seconded, and shall be added to the list of proposed nominees.

~~(b) The election of Officers, Directors, and Alternate Directors shall take place at the annual meeting or where permitted by state law, electronically. At initial election of Alternate Directors, the election shall take place at least three (3) weeks after the membership has been notified of the list of candidates. Candidates for the initial election shall come forth from a list compiled by the Board of Directors. Subsequent elections of Alternate Directors shall follow the procedure as outlined in Article 11, Section 4(a). Where permitted by state law, and in accordance with applicable state requirements, election of officers may be conducted by electronic means, in accordance with procedures established by the Board of Directors.~~

Section 2. Board of Directors. The governing body of the Association shall be a Board of Directors consisting of the elective officers, the immediate Past President who shall serve a one (1) year term, and three (3) elected REALTOR® Members who will serve in specific director positions with staggered, three (3) year terms.

Section 3. Election of Officers and Directors.

(a) At least two (2) months before the annual election, a Leadership Development Committee of five (5) REALTOR® Members, at least one of whom shall be a Past President, shall be appointed by the Board of Directors.

(b) The Leadership Development Committee shall select at least one candidate for President-Elect, at least one candidate for Treasurer, and at least one candidate for each vacancy on the Board of Directors. All candidates must meet the following minimum requirements:

- 1) President-Elect candidates must be a current Officer or Director of the Association with no outstanding or pending Code of Ethics complaint.
- 2) Treasurer candidates must be a current Officer or Director of the Association with no outstanding or pending Code of Ethics complaint.
- 3) Director candidates must be a current Member of the Association with no outstanding or pending Code of Ethics complaint.

(c) The report of the Leadership Development Committee shall be mailed or electronically transferred to each member eligible to vote at least two (2) weeks preceding the election.

(d) Additional candidates for all offices other than officers may be placed in nomination by simple petition signed and submitted by the candidate. The petition shall be submitted to the Chief Staff Executive at least ten (10) working days prior to the election.

(e) The Chief Staff Executive shall post and/or electronically transfer a sample ballot to all Members eligible to vote at least five (5) working days prior to the election.

(f) The election of Directors shall take place during August of each year. All elective terms begin January 1 of the following year.

(g) Ballots Elections shall be by electronic ballot and all votes shall be cast by electronic means established by the Board of Directors. The ballot shall contain the names of all candidates and the offices for which they are nominated. ~~running.~~

~~2. Voting may be completed by electronic means by any member who will not be able to attend the annual meeting in person.~~

~~3. Completed signed ballots must be received by the Chief Staff Executive no later than 12:00 noon on the day prior to the annual meeting.~~

~~4. Absentee ballots may be cast either by direct phone call to the Chief Staff Executive, by dated and signed facsimile message, or by dated email message identifying which member is casting the ballot.~~

~~5. Any person who casts an absentee ballot may not cast a ballot on the day of the annual meeting.~~

(h) ~~The President, with the approval of the Board of Directors, shall appoint an Election Committee of three active REALTOR® Members to conduct the election.~~ Candidates receiving the largest plurality of the votes of the membership shall be declared duly elected. In case of a tie vote, the issue shall be determined by lot.

(i) The President shall certify the election results.

(j) Any candidate can be ruled ineligible to serve as a Director or Officer by the Board of Directors if his/her election would result in more than fifty percent (50%) of the Board members being licensed with the same company.

Section 4. Vacancies. ~~Upon notification of a vacancy among the Officers or Board of Directors, the President shall appoint at least 2 members of the current Board of Directors to act as a Nominating Committee to bring forth suitable applicants to the next Board meeting for consideration. Election will be accomplished by simple majority vote of the Board at that meeting. Those Officers or Directors elected to fill a vacancy shall serve~~ Vacancies among the Officers and the Board of Directors shall be filled by the Board of Directors until the next annual election.

Section 5. Removal of Officers and Directors. In the event that an Officer or Director is deemed to be incapable of fulfilling the duties for which he/she is elected, but will not resign from office voluntarily, the Officer or Director may be removed from office under the following procedure:

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

(b) Upon receipt of the petition and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting Membership of the Association shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director, who is the subject of the petition and to render a decision on such petition.

(c) The special meeting shall be noticed by mailing or by electronic means to all voting Members at least ten (10) and not more than fifty (50) 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. Provided a quorum is present, a three-fourths vote of Members present and voting shall be required for removal from office.

~~Section 7. Chief Staff Executive. There shall be a Chief Staff Executive, appointed by the Board of Directors, who shall be the chief administrative officer of the Board. The Chief Staff Executive shall have the authority to hire, supervise, evaluate and terminate other staff, if any, and shall perform such other duties as prescribed by the Board of Directors.~~

Section 6. Personnel. The Board of Directors may employ the necessary office personnel for efficient operation of the office of the corporation. The Board of Directors may also employ a Chief Staff Executive.

Chief Staff Executive.

(a) Appointment. The Board of Directors shall select, appoint, and determine the terms of employment of the Chief Staff Executive of the Association. For the avoidance of doubt, the Chief Staff Executive is not an "officer" of the Association and is not subject to the removal procedures set forth in RCW 24.03A.595 or successor statutes.

(b) Authority and Duties. Subject to the control of the officers and the Board of Directors of the Association, the Chief Staff Executive is granted the power to supervise and control the ordinary business affairs of the Association. The Chief Staff Executive shall have the authority to appoint or discharge such employees and agents of the Association as the Chief Staff Executive may deem necessary and advisable and prescribe their powers, duties, and compensation, and to delegate authority to them. The Chief Staff Executive shall be responsible for implementation of all policies adopted by the Board of Directors. In all cases of dispute of authority or uncertainty of the proper interpretation of the Bylaws, Policies of the Association, or Rules and Regulations of the Association, the decision of the Chief Staff Executive shall be governing until a ruling may be rendered by the Board of Directors or appropriate Committee of the Association. In addition to the foregoing, the Chief Staff Executive shall be responsible to maintain the physical assets of the Association, work with the Budget and Finance Committee to prepare the annual budget and make recommendations for amendments to the governing documents to the Board of Directors.

Section 7. Bonding. Officers and employees to be bonded and the amount of said bonds shall be determined by the Board of Directors from time to time. Said Bond or Bonds shall be furnished by a Surety Company approved by the Board of Directors. The cost of such Bond or Bonds shall be paid by the Association.

Section 8. Indemnification.

(a) Right of Indemnification. Each person who was or is made a party to or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, shall be indemnified and held harmless by the Association

if that person is or was ~~an officer or director~~ a Director or Officer of the Association. Likewise, a person shall be indemnified if, being or having been such ~~an officer or director, he or she~~ a Director or Officer, he is or was serving at the request of the Association as ~~an officer, director,~~ a Director, Officer, employee, or agent of another Association or of a partnership, joint venture, trust, or other enterprise, including service with respect to employee benefit plans. The person shall be indemnified whether the basis of ~~an a~~ proceeding is an alleged action in an official capacity as ~~an officer, director, employee,~~ a Director, Officer, employee, or agent or in any other capacity while serving as ~~an officer, director,~~ a Director, Officer, employee, or agent or in any other capacity. The Association shall indemnify and hold harmless to the full extent permitted by applicable law as then in effect, against all expenses, liability and loss (including, without limitation, ~~attorney~~ attorneys' fees, judgments, fines, ERISA, excise taxes, or penalties and amounts to be paid in settlement) actually or reasonably incurred or suffered by such person in connection therewith. Such indemnification shall continue as to a person who has ceased to be ~~an officer, director,~~ a Director, Officer, employee, or agent and shall inure to the benefit of that person's heirs, executors, and administrators.

No indemnification shall be provided under ~~Article XX~~ this Article XI to any such person if the corporation is prohibited by the non-exclusive provisions of the Washington ~~Business-Corporation Act~~ Nonprofit Corporation Act, chapter 24.03A RCW, or other applicable law as is then in effect from paying such indemnification. The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the Association ~~the~~ expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made to or on behalf of ~~an officer or director~~ a Director or Officer only upon delivery to the Association of ~~any an~~ an undertaking, by or on behalf of such ~~officer or director,~~ to repay all amounts Director or Officer, to repay all amount so advanced if it shall ultimately be determined that such ~~officer or director~~ Director or Officer is not entitled to be indemnified under this Article or otherwise, which undertaking may be unsecured and may be accepted without reference to financial ability to make repayment.

(b) Effect of on Other Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the ~~Articles~~ Article of Incorporation, Bylaws, agreement, or vote of shareholders or disinterested Directors or otherwise.

(c) Insurance. At its expense, the Association may maintain insurance to protect itself and any ~~officer, director,~~ Director, Officer, employee or agent of the Association or of another Association, partnership, joint venture, trust or other enterprise 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 the Washington ~~Business~~ Nonprofit Corporation Act. The Association may enter into contracts with any ~~officer or director~~ Director or Officer of the Association in furtherance of the provisions of this Article and may create a trust fund, grant a security interest in, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect ~~indemnification~~ indemnifications as provided in this Article.

(d) Advance Payment. The Association may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the disposition of a proceeding, to employees and agents of the Association with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of ~~officers and directors~~ Directors, and Officers of the Association or pursuant to rights granted pursuant to, or provided by, the Washington ~~Business Corporation~~ Action Nonprofit Corporation Act or otherwise.

ARTICLE XII – MEETINGS

~~Section 1. Annual Meetings. The annual meeting of the Association shall be held during September of each year, the date, place, and hour to be designated by the Board of Directors. A quorum shall consist of 20% of the Members eligible to vote.~~

Section 1. Meetings Meeting of Directors.

(a) The Board of Directors shall designate a regular time and place of ~~meetings.~~ meeting. Absence from three ~~(3)~~ regular meetings ~~without an excuse deemed valid by the Board of Directors~~ within a calendar year shall be construed as resignation. ~~A quorum for the transaction of business shall be a majority of the Board of Directors, except as may otherwise be required by state law. (Amended 05/2013)~~ a resignation.

(b) A quorum shall consist of 50% plus one of the Directors.

(c) Special Directors meetings may be called upon 24 hours' notice by the President or by written request of 25% of the Directors.

~~Section 3. Membership 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 10% of the Members eligible to vote. A quorum for the transaction of business at general and/or special meetings of the membership shall consist of 20% of the Members eligible to vote, except as may otherwise be required by state law. (Amended 5/2013).~~

~~Section 4. Notice of Meetings. Written notice shall be given to every Member entitled to participate in the meeting at least one (1) week preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.~~

Section 2. Membership Meetings.

Meetings of the members shall be held at such times and places as the President, or the Board of Directors may from time to time designate. The annual meeting of the membership shall be held during the third or fourth quarter of the year. Special meetings of the membership may be called by the President, the Board of Directors, or if at least ten percent (10%) of the REALTOR® members of the Association shall make written application therefore to the President of the Association stating the purpose of the meeting called. In addition to the business meetings of the membership, educational, informational or meetings of the membership may be held at such times and place as the President, or the Board of Directors may from time to time designate. The Board of Directors may host meetings by one or more means of remote communication through which members not physically present may simultaneously participate in the meeting, vote on matters submitted to the members, pose questions, and make comments. For any meeting at which one or more members may participate by means of remote communication, the Board of

Directors shall provide complete instructions for participating in the meeting by remote communication.

Section 3. Voting. Each REALTOR® member shall be entitled to cast one vote on each matter submitted to a vote of the membership. No other class of member shall be entitled to vote. In the election of Directors each REALTOR® member shall be entitled to as many votes as there are directorships to be filled, but no member may give more than one vote to any single nominee, the right to cumulative voting being expressly denied with respect to all elective positions. Votes may be cast via electronic transmission if the Association complies with the requirements of RCW 24.03A.435 through 24.03A.480 or successor statute(s). REALTOR® members voting by electronic transmission are present for all purposes of quorum, count of votes and percentages of total voting power present.

(a) The vote allocated to a member may be cast by a ballot if the Board of Directors delivers a ballot to every member entitled to vote on the matter and the number of ballots returned equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting. All requests for votes by ballot must (i) indicate the number of responses needed to meet the quorum requirements, (ii) state the percentage of approvals necessary to approve each matter, and (iii) specify the time by which a ballot must be received by the Board of Directors to be counted, which shall not be less than ten (10) days after the ballot is delivered to the member. Each ballot must (A) be in the form of a written or electronically transmitted record, (B) set forth each proposed action, and (C) provide an opportunity to vote for or against each other proposed action. Once a member submits a ballot to the Association, such ballot may not be revoked.

Section 4. Quorum. The REALTOR® members present at any meeting of the membership shall constitute a quorum, provided that proper notice of the meeting has been given in accordance with Section 5 of this Article. The affirmative vote of a majority of the REALTOR® members present at a meeting of the membership shall be the act of the membership, unless the vote of a greater number is required by statute or these Bylaws. If any meeting cannot be organized because a quorum was not achieved, the members may adjourn the meeting to a time not less than twenty-four (24) hours from the time the original meeting was called. When a meeting that has been adjourned for lack of a quorum is reconvened, those members present, although less than a quorum, nonetheless constitute a quorum.

Section 5. Notice. Notice of business meetings of the membership may be given (i) by written notice placed in the United States mail, postage prepaid, addressed to each REALTOR® member at the address of each such member appearing in the records of the Association; (ii) by publication in any official publication of the Association or (iii) electronic transmission if the Association complies with the requirements of RCW 24.03A.410 or successor statute. Such notice shall be given not less than ten (10), nor more than sixty (60) days before the date of the meeting. Notice of a special meeting shall include the date, time, and place of the special meeting and a description of the purpose for which the meeting is called.

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

Section 6 7. Action without Meeting. Unless specifically prohibited by the articles of incorporation, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the ~~Secretary/Chief Staff Executive (select one)~~ Chief Staff Executive to be filed in the corporate records. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date.

ARTICLE XIII – COMMITTEES

~~Section 1. Standing Committees: The Board shall appoint any standing committees necessary for the year at the January Board of Directors meeting annually. Other work groups, task forces, and ad hoc committees will be appointed by the Board as needed throughout the year.~~

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

- Budget & Finance
- Executive
- Government Affairs
- Multiple Listing Service
- And any other committees deemed necessary by the Board of Directors.

Other work groups, task forces, and ad hoc committees will be appointed by the Board as needed throughout the year.

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

~~Section 3. Organization. All committees shall be of such size and shall have duties, functions, and powers as assigned by the President or the Board of Directors except as otherwise provided in these Bylaws.~~

Section 3. Organization. All committees shall be either board committees or advisory committees in accordance with RCW 24.03A.575 and shall be subject to the duties and limitations assigned by the President or the Board of Directors. The appointment and operation of all committees shall be consistent with the Policies.

Section 4. President. The President shall be an ex-officio member of all standing committees and shall be notified of their meetings.

Section 5. Action without Meeting. Any committee may act by unanimous consent in writing without a meeting. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more of the members of the committee.

Section 6. Attendance by Telephone. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by

means of which all persons participating in the meeting can hear each other. Such participation shall be at the discretion of the President and shall constitute presence at the meeting.

ARTICLE XIV – FISCAL AND ELECTIVE YEAR

Section 1. ~~The fiscal~~ Fiscal & Elective Year. ~~The fiscal and elective year of the Association shall be January to December.~~ the calendar year.

~~Section 2. The elective year of the Board shall be January to December.~~

Section 2. Terms of Volunteer Leaders. All officers, directors, and elected committee members shall hold office for a term coinciding with the elective year or elective years for which they have been elected. All appointed committee members shall hold office for the elective year for which they are appointed. All terms of office shall commence on the first day of such elective year without regard to formal installation.

ARTICLE XV – RULES OF ORDER

Section 1. 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 these Bylaws.

ARTICLE XVI – AMENDMENTS

Section 1. Amendments. These Bylaws may be amended by the majority vote of the Members present and qualified to vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting, except that the Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy; are mandated by Washington State non-profit laws, or are housekeeping in nature. Article IX may be amended only by a majority vote of all REALTOR® Members.

Section 2. ~~Written notice~~ Notice. Notice by mail, or by electronic mail, of all meetings at which such amendments are to be considered shall be delivered to every member eligible to vote at least one (1) week prior to the given to every REALTOR® member at least ten (10), and not more than fifty (50) days prior to the time of meeting.

Section 3. Amendments to these Bylaws affecting the admission or qualification of REALTOR® and Institute Affiliate Members, the use of the terms REALTOR® and REALTORS®, or any alteration in the territorial jurisdiction of the Association shall become effective upon their approval as authorized by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE XVII – DISSOLUTION

Section 1. Dissolution. Upon the dissolution of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the

Washington Association of REALTORS® or, within its discretion, to any other non-profit tax exempt organization.

ARTICLE XVIII – MULTIPLE LISTING SERVICE

Section 1. Authority. The Association of REALTORS® shall participate as a shareholder in the Pacific Regional Multiple Listing Service (PACMLS) ~~which shall be subject to the Bylaws of the Association of REALTORS® and such Rules and Regulations as may be hereinafter adopted by the Board of Directors of this Association and/or the Pacific Regional Multiple Listing Service (PACMLS) and revised from time to time to comply with changes in policies and procedures adopted by the National Association of REALTORS® (Amended 3/2014) for the voluntary use by its members.~~

Section 2. Purpose. A Multiple Listing Service is a means by which authorized Participants make blanket unilateral offers of compensation to other Participants (acting as subagents, buyer agents, or in other agency or non-agency capacities defined by law); by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized Participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which Participants engaging in real estate appraisal contribute to common data bases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as a procuring cause of the sale (or lease). (4/06)

Section 3. Governing Documents. ~~The Board of Directors shall cause any Multiple Listing Service established by it pursuant to this Article to conform its corporate charter, constitution, bylaws, rules, regulations, and policies, practices, and procedures at all times to the Constitution, Bylaws, Rules, Regulations, and Policies of the NATIONAL ASSOCIATION OF REALTORS®.~~

Section 4. Participation: Any REALTOR® Member of this or any other association who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in these bylaws, shall be eligible to participate in Multiple Listing upon agreeing in writing to conform to the Rules and Regulations thereof and to pay the costs incidental thereto.* However, under no circumstances is any individual or firm, regardless of membership status, entitled to Multiple Listing Service "Membership" or "Participation" unless they hold a current, valid real estate broker's license and offer or accept compensation to and from other Participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property.** Use of information developed by or published by an Association Multiple Listing Service is strictly limited to the activities authorized under a Participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey "Participation", or "Membership" or any right of access to information developed or published by an Association Multiple Listing Service where access to such information is prohibited by law. (Amended 11/08)

Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm offers or accepts cooperation and compensation means that the participant actively endeavors during the operation of its

real estate business to list real property of the type listed on the MLS and/or to accept offers of cooperation and compensation made by listing brokers or agents in the MLS. "Actively" means on a continual and ongoing basis during the operation of the participant's real estate business. The "actively" requirement is not intended to preclude MLS participation by a participant or potential participant that operates a real estate business on a part-time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny MLS participation to a participant or potential participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit an MLS to deny participation based on the level of service provided by the participant or potential participant as long as the level of service satisfies state law. (Adopted 11/08)

The key is that the participant or potential participant actively endeavors to make or accept offers of cooperation and compensation with respect to properties of the type that are listed on the MLS in which participation is sought. This requirement does not permit an MLS to deny participation to a participant or potential participant that operates a "Virtual Office Website" (VOW) (including a VOW that the participant uses to refer customers to other participants) if the participant or potential participant actively endeavors to make or accept offers of cooperation and compensation. An MLS may evaluate whether a participant or potential participant actively endeavors during the operation of its real estate business to offer or accept cooperation and compensation only if the MLS has a reasonable basis to believe that the participant or potential participant is in fact not doing so. The membership requirement shall be applied in a nondiscriminatory manner to all participants and potential participants. (Adopted 11/08)

**** Generally, associations of REALTORS®, when there is more than one principal in a real estate firm, define the chief principal officer of the firm as the MLS "Participant". If each principal is defined as a "Participant", then each shall have a separate vote on MLS matters. Brokers or sales persons other than principals are not considered "Participants" in the Service, but have access to and use of the Service through the principal(s) with whom they are affiliated.**

NOTE: A Board may also choose to have the Membership Committee consider the following when determining a nonmember applicant's qualifications for MLS participation or membership:

1. All final findings of Code of Ethics violations and violations of other membership duties in this or any other REALTOR® association with the past three (3) years.
2. Pending ethics complaints (or hearings)
3. Unsatisfied discipline pending
4. Pending arbitration requests (or hearings)
5. Unpaid arbitration awards or unpaid financial obligations to any other Association or Association MLS.
6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm. (Amended 11/2009)

Section 5. ~~Subscribers.~~ ~~Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with Participants.~~

Section 2. Supervision. The activity shall be operated under the supervision of the Pacific Regional Multiple Listing Service, in accordance with the Rules and Regulations, subject to the approval of the Board of Directors.

~~ARTICLE XIX — DIRECTOR EXCULPATION~~

~~Section 1. Officer / Director Liability. An officer or director (hereinafter referred to as a "Director") of the Association shall not be personally liable to the Association or its members for monetary damages for conduct as a Director, except for liability of the Director: (1) for acts or omissions which involve intentional misconduct by the Director or a knowing violation of law by the Director; (2) for conduct violating of the Washington Business Corporation Act; or (3) for any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not legally entitled. If the Washington Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Association shall be eliminated or limited to the fullest extent permitted by the Washington Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the members of the Association shall not adversely affect any right or protection of a Director of the Association existing at the time of such repeal or modification.~~

~~ARTICLE XX — INDEMNIFICATION OF OFFICERS AND DIRECTORS~~

[The text of former Article XX now appears, with its changes, in Article XI, Section 8.]

ARTICLE XIX – LEGAL INFORMATION

Section 1. Legal Information. No member or group of members, other than the Board of Directors, President, or Chief Staff Executive, on behalf of the Association, will be permitted to obligate the Association for legal fees or litigation costs.

ADOPTED THIS _____ DAY OF _____, 20 _____.

PRESIDENT

PRESIDENT-ELECT