BYLAWS of the

Laredo Association of REALTORS®, Incorporated

ARTICLE I - NAME

Section 1. Name.
The name of this organization shall be the Laredo 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®.("Code of Ethics") A copy of the Code of Ethics governing all REALTOR® members is available at https://www.texasrealestate.com/members/legal-and-ethics/ethics/code-of-ethics/.

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 Texas Association of REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein.

Section 6.

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

ARTICLE III - JURISDICTION

Section 1.
The territorial jurisdiction of the Association as a Member of the NATIONAL ASSOCIATION OF REALTORS® includes the following Texas counties:

Webb County, Zapata County, Jim Hogg County and Duval County

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.

ARTICLE IV - MEMBERSHIP

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

1. **REALTOR ® Members**. REALTOR® Members, whether primary or secondary shall be:
   (a) 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 Texas 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 in an Association of REALTORS® within the state or a state contiguous thereto unless otherwise qualified for Institute Affiliate Membership as described in Section l(b) 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 association in which one of the firms principals holds REALTOR® membership shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate Membership as described in Section 1 (b) of Article IV.[1]

   (b) 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.

2. **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

[1] NOTE: REALTOR® Members may obtain membership in a "secondary" Association in another state.

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 and the Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®("Arbitration Manual")except: obligations related to association mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the local association, state association and National Association.

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

4. **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 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.

5. **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® or REALTOR-ASSOCIATE® membership, subject to payment of applicable dues for such membership.

6. **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 concerning real estate, and are in sympathy with the objectives of the Association.

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 with the Code of Ethics, 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 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 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.

(3) Membership is temporary until approved, in writing, by the board of Directors. If notice of acceptance is not received by the applicant within 60 days of receipt of application by Association office, membership will be deemed accepted pending compliance of New Member Orientation Requirements.

Section 2. Qualification.

(a) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Membership Committee that he/she is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy[2], has no record of official sanctions involving unprofessional conduct[3], agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association,[4] and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Committee, and shall agree that if elected to membership, he will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.

(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®

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[2] NO RECENT OR PENDING BANKRUPTCY is intended to mean that the applicant or any real estate firm, in which the applicant is a sole proprietor, general partner, corporate officer, or branch office manager, is not involved in any pending bankruptcy or insolvency proceedings or, has not been adjudged bankrupt in the past three (3) years. If a bankruptcy proceeding as described above exists, membership may not be rejected unless the Association 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 Association 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 proceeding, 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.

[3] NO RECORD OF OFFICIAL SANCTIONS INVOLVING UNPROFESSIONAL CONDUCT is intended to mean that the Association 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.

[4] Article IV, Section 2, of the NAR Bylaws prohibits Member Associations from knowingly granting REALTOR® or REALTOR -ASSOCIATE® membership to any applicant who has an unfulfilled sanction pending which was imposed by another Association or Association of REALTORS® for violation of the Code of Ethics. (Adopted 1/01)

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 Association (if a secondary member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, 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 and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Membership Committee and shall agree in writing that if elected to membership he will abide by such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics .

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

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

"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), NOT E 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 (6) months from the date that provisional membership is approved. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration request pending, the association may condition membership on the applicant's certification that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the association to which the applicant has made application) and will abide by the decision of the hearing panel.

Section 3. Election.

The procedure for election to membership shall be as follows.

(a) The chief staff executive (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership. If the association has adopted provisional membership, applicants for REALTOR® membership may be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee. 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 final review of the application by the board of directors.

(b) If the board of directors determines that the individual does not meet all of the qualifications

for membership as established in the association's Bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of a mandatory orientation program) within 120 days from the association's receipt of their application, membership may, at the discretion of the board of directors, be terminated. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received association services and any application fee. The board of directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the board of directors, he/she shall be declared elected to membership and shall be advised by written notice.

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

(d) If the board of directors determines that 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 denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.

Section 4. New Member Code of Ethics Orientation.

Applicants for REALTOR® membership 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 who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous or that any break in membership is for one year or less. Failure to satisfy this requirement within 120 days of the date of application will result in denial of the membership application.[5]

Section 5. Continuing Member Code of Ethics Training.

Effective January 1, 2019, through December 31, 2021, 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 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 of REALTORS®, or the NATIONAL ASSOCIATION OF REALTORS®, 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 cycle shall not be required to complete additional ethics training until a new 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 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

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

member who is still suspended as of that date will be automatically terminated.

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 State 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.

New Member Fair Housing Orientation

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 State 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 120 days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

Section 6. 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 thirty days. A REALTOR® (non-principal) who becomes a principal in the firm with which he has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy any previously unsatisfied membership requirements

applicable to REALTOR® (principal) Members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within 30 days of the date they advised the Association of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

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 of the date the association is advised of the disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the Board of Directors.

Members transferring from one office to the other must follow the latest policy and procedure.

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

Obligations of REALTOR® Members

It shall be the duty and responsibility of every REALTOR® member of this association to safeguard and promote the standards, interests, and welfare of the association and the real estate profession., and to protect against conduct that may cause a lack of public confidence in the real estate profession or in REALTORS®. REALTOR® members also must abide by the governing documents and policies of the association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®, as well as the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and in accordance with the procedures set forth in the Code of Ethics and Arbitration manual.

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.

(b) Any application fee related to a change in membership status shall be reduced by an amount equal to any application fee previously paid by the applicant.

(c) Dues shall be prorated from the first day of the quarter 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.

Section 7. Disciplinary Action.

The Board of Directors, by affirmative vote of two-thirds of the directors present and voting, after appropriate notice and hearing, before the Professional Standards Committee in accordance with the procedures in the *Code of Ethics and Arbitration Manual,* may suspend or expel any member for cause, including but not limited to the following:

(a) violation of any provision of the National Association of REALTORS® Code of Ethics;

(b) aiding or abetting any unauthorized use of the term REALTOR®;

(c) suspension, revocation, or other termination of a license by the Texas Real Estate Commission or the

suspension, revocation, or other termination of the license or certification by the Texas Appraiser Licensing and Certification Board;

(d) violation by the member of any duty of membership;

(e) For any act of any persons who are not themselves REALTORS® but are employed by or affiliated with a REALTOR®, and who provide real estate-related services within the scope of their or another 's license. Lack of knowledge by the REALTOR® of such a person's conduct shall go only to mitigation of discipline imposed.
*While most states recognize the enforceability of a prior agreement to arbitrate disputes, a few states prohibit an agreement to arbitrate until after the dispute has arisen and in a few instances such arbitration is not recognized at all (or at least is unenforceable by the court). Where such prohibition exists, Board (state) legal counsel should be consulted, and the Manual modified accordingly. Arbitration conducted by Member Boards shall in all respects conform to the requirements of state law applicable to arbitration. If a member refuses to abide by an award in arbitration, enforcement of the award shall be accomplished only in the manner set forth in Part Four, Section 24 and Part Ten, Section 56 of this Manual.

(f) For any act of another who is also a member but is employed by or affiliated with the member as an independent contractor. In such an instance, the REALTOR® principal may be joined as a respondent by action of the complainant,by review of the Grievance Committee, or by determination of the Hearing Panel prior to commencement of the hearing based upon the facts of the complaint. If, however, the complaint is amended after the hearing has commenced,pursuant to Part Four, Section 2l (f)(2), the REALTOR® principal who has been added to the complaint has the right to have the hearing reheard from the beginning by the same Hearing Panel or may waive this right. The finding of the Hearing Panel with respect to any violation of the REALTOR® principal and the other member employed by or affiliated with the REALTOR® principal as an independent contractor may be the same or different; and in the event both are found in violation, the sanctions, if any, may be the same or different.

In any proceeding where the REALTOR® principal is not joined in the complaint as a respondent, the REALTOR® principal nonetheless retains the right to be present during the proceeding or may be required by the Hearing Panel to attend the hearing. At the request of the respondent, the REALTOR® principal may consult with or testify on behalf of the respondent. In all instances, the REALTOR® principal shall receive copies of the complaint and response, be provided with notice of the hearing, may be called by the parties or the Hearing Panel as a witness, and shall receive copies of the Hearing Panel's decision and recommendation for sanction, if any. If a rehearing or an appeal is required,the REALTOR® principal shall receive copies of the request(s), be provided with notice of the hearing, have the opportunity to be present, and receive a copy of the final action by the Directors. Such rights shall accrue to both the former REALTOR® principal and the current REALTOR® principal if the respondent REALTOR® or REALTOR-ASSOCIATE® changes his firm affiliation either before or after a complaint is filed but before the Hearing Panel reaches its decision.

NOTE: A Member Board cannot establish or maintain procedures whereby the REALTOR® principal would automatically be joined as a respondent in any ethics complaint filed against another REALTOR® non principal or REALTOR-ASSOCIATE® licensed with the REALTOR® principal.

(g) In the event the respondent named in any complaint alleging a violation of the Code of Ethics is

involved in any criminal litigation arising out of the same facts and circumstances giving rise to the complaint alleging unethical conduct, the complaint shall not proceed to a hearing before the Professional Standards Committee but rather shall be held in abeyance until the pending criminal proceedings have been concluded.

In the event the respondent named in any complaint alleging a violation of the Code of Ethics is involved in civil litigation or in any proceeding before the state real estate licensing authority or any other state or federal regulatory or administrative agency in a matter arising out of the same facts and circumstances giving rise to the complaint alleging unethical conduct, the complaint may, at the discretion of the Grievance Committee, or on appeal, at the discretion of the Board of Directors, proceed to a hearing before a Hearing Panel of the Board 's Professional Standards Committee. Board legal counsel should be consulted, and the following factors shall be taken into consideration in determining whether the matter should proceed to a hearing or should be held in abeyance pending the conclusion of civil litigation or a proceeding before the state real estate licensing authority or any other state or federal regulatory or administrative agency:

(1) the degree of similarity of factors giving rise to the pending litigation or regulatory or administrative proceeding and the ethics complaint

(2) the degree to which resolution of the civil litigation or regulatory or administrative proceeding may make consideration of the ethics complaint unnecessary

(3) the degree to which pending civil litigation, or regulatory or administrative proceeding would delay prompt disposition of the ethics complaint

(4) the nature of the alleged violation and the extent to which it impacts on cooperation with other Board Members

(5) the assurance of Board legal counsel that consideration of the ethics complaint will not deprive the respondent of essential due process

ARTICLE VI - PRIVILEGES and OBLIGATIONS

Section 1.

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

Section 2.

Article VI, Section 2 shall serve as the primary and controlling provision governing disciplinary authority of the Association.

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 not inconsistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual adopted by the Association. Although Members other than REALTORS® are not subject to the Code of Ethics or its enforcement by the Association, such Members are encouraged to abide by the principles established in the Code of Ethics and conduct their business and professional practices accordingly. Further, Members other than REALTORS® may, upon recommendation of the Membership Committee, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR® or REALTORS®, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local Association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

Section 3.

Any REALTOR® Member of the Association may be disciplined pursuant to Article VI, Section 2 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*.[6]

Section ~~4~~.

Resignations of Members shall become effective when received in writing by the Board of Directors, provided, however, that if any Member submitting the resignation is indebted to the 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 or arbitration matter pending, such matter shall be governed exclusively by the Code of Ethics and Arbitration Manual as adopted by the Association. In any instance where an ethics hearing is held subsequent to an ethic respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®.

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

Section 6. REALTOR® Members

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

(a) If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership or an officer in a corporation, and is suspended or expelled, the firm, partnership or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® membership, or unless connection with the firm, partnership or corporation is severed, 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

[6] *The Association has the option of signing an agreement with TR to handle code of ethics violations.

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. In the event the suspended or expelled Member is so certified to have relinquished all form or degree of management control of the firm, the membership of other partners, corporate officers, or other individuals affiliated with the firm shall not be affected, and the firm, partnership or corporation may continue to use the terms REALTOR® and REALTORS® in connection with its business during the period of suspension or until the former Member is admitted to membership in the Association. The foregoing is not intended to preclude a suspended or expelled Member from functioning as an employee or independent contractor, providing no management control is exercised.
Further, the membership of REALTORS® other than principals who are employed or affiliated as independent contractors with the disciplined Member shall suspend or terminate during the period of suspension of the disciplined Member or until readmission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, or management control is relinquished, or unless the REALTOR® 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 other than a sole proprietor in a firm, partner in a partnership, or an officer of a corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

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

Section 7. 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® or REALTOR-ASSOCIATE® membership, subject to payment of applicable dues for such membership.

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

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

Section 9. Certification by REALTOR®.
"Designated" REALTOR® Members of the Association shall certify to the Association a complete listing of all individuals licensed or certified in the REALTOR's® office(s) and shall designate a

primary Association for each individual who holds membership. Designated REALTORS® shall also identify any non-member licensees in the REALTOR's® office(s) and if Designated REALTOR® Dues have been paid to another Association based on said non-member licensees, 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 thirty (30) days of the date of affiliation or severance of the individual.

Section 10. Harassment.

Any member of the association may be reprimanded, placed on probation, suspended or expelled for harassment of an association or MLS employee or association officer or director after an investigation in accordance with the procedures of the association. As used in this section, harassment means any 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.[7]

ARTICLE VII - PROFESSIONAL STANDARDS and ARBITRATION

Section 1. Discipline of REALTOR® Members.
This Article governs professional standards procedures, arbitration procedures, and enforcement mechanisms in accordance with the Code of Ethics and Arbitration Manual adopted by the Association.

The Association adopts a professional standards agreement ("Professional Standards Agreement") with Texas REALTORS® and that Professional Standards Agreement shall govern all matters related to alleged violations of the Code of Ethics.

Section 2. 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 amended from time to time, which is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

Please also refer to the Code of Ethics and/or Arbitration Manual for the procedure for filing an ethics complaint and/or to review rights and procedures related to an alleged violation of the Code of

[7] **NOTE:** Suggested procedures for processing complaints of harassment are available online at http ://www.REALTOR.org or from the Member Policy Department.

Ethics.

Section 3. Power of the Board to Enforce the Code and Other Professional Standards.
The responsibility of the association and association members relating to the enforcement of the Code of Ethics and arbitration of disputes shall be exercised **in accordance with Article VI and the Code of Ethics and Arbitration Manual,** and the organization and procedures incident thereto, shall be consistent with the cooperative professional standards enforcement agreement entered into by the association, which by this reference is made a part of these Bylaws.

ARTICLE VIII - USE of the TERMS REALTOR® and REALTORS®

Section 1.
Use of the terms REALTOR® and REALTORS® by Members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® and to the Rules and Regulations prescribed by its Board of Directors. The 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 REALTOR® or REALTORS® shall constitute a violation of membership duties and shall be subject to disciplinary action pursuant to Article VI after a hearing as provided for in the association's Code of Ethics and Arbitration Manual.

Section 2.
REALTOR® Members of the Association shall have the privilege of using the terms REALTOR® and REALTORS®, in connection with their places of business, within the state or a state contiguous thereto, as 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 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 l(b) of Article IV.

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

Section 4.
Institute Affiliate Members shall not use the terms REALTOR® or REALTORS®, or the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE IX - STATE and NATIONAL MEMBERSHIPS

Section 1.

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

Section 2.

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

Section 3.

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

ARTICLE X - DUES and ASSESSMENTS

Section 1. Application Fee.

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

Section 2. Dues.

The annual dues of Members shall be as follows:

(a) Designated REALTOR® Members. The annual dues of each Designated REALTOR® Member shall be as established annually by the Board of Directors, plus an additional amount to be established annually by the Board of Directors times the number of real estate salespersons and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® Member, and (2) are not REALTOR® Members of any Association in the state 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 shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on said non-member licensees in another Association in the state or a state contiguous thereto, provided the Designated REALTOR® notifies the Association in writing of the identity of the Association to which dues have been remitted. In the case of a Designated REALTOR® Member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for

non-member licensees shall be limited to licensees affiliated with the Designated REALTOR® (as defined in (1) of this paragraph) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this association. Designated REALTORS® shall notify the association within three (3) days of any change in status of licensees in a referral firm.

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 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)(l) hereof) provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner, corporate officer, or branch office manager of the entity.

A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, renting, managing, counseling, or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this section and shall not be included in calculating the annual dues of the designated REALTOR®.

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® or REALTOR-ASSOCIATE® membership in the association. However, membership dues shall not be prorated if the licensee held REALTOR® or REALTOR-ASSOCIATE® membership during the preceding calendar year.

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

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

(d) Affiliate Members. The annual dues of each Affiliate Member shall be in such 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 last day of November. Dues shall be computed from the date of application and granting of provisional membership.

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

Section 4. Nonpayment of Financial Obligations.

(a) If fees, fines, or other assessments including amounts owed to the Association or the Association's Multiple Listing Service are not paid within one (1) month after the due date, the nonpaying Member is subject to suspension at the discretion of the Board of Directors. Two (2) months after the due date, membership of the nonpaying Member may be terminated at the discretion of the Board of Directors. Three (3) months after the due date, membership of the nonpaying Member shall automatically terminate unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors.

(b) A former Member who has had his membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Association or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

Section 5. Accountability and Deposits.

(a) All checks and cash received by the Association for any purpose shall be deposited to the credit of the Association in a financial institution or institutions selected by the Board of Directors and shall be placed in institutions in interest bearing accounts that are FDIC insured. Investment accounts may be maintained in conjunction with policies established by the Board of Directors.

(b) The Board of Directors must present the annual budget for the upcoming year to the general membership at the annual meeting. The President and Treasurer shall provide financial reports to the membership, subject to review and approval by the Board of Directors of the Association's profit and loss in any specific area of the budget for the current year.

Section 6. Expenditures.

The Board of Directors shall administer the day-to-day finances of the Association. Unbudgeted expenditures in excess of $10,000.00 may not be made unless authorized by a majority vote of those REALTOR® Members present and voting at a meeting, except as may otherwise be required by state law.

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 notified to the delinquent Association Member via US mail and/or electronic mail setting forth the amount owed and due date.

Section 8.

The dues of REALTOR® Members who are REALTOR® Emeriti (as recognized by the National Association), Past Presidents of the National Association or recipients of the Distinguished Service

Award shall be as determined by the Board of Directors.

NOTE: A Member's Association 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 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 individuals. 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.

ARTICLE XI – OFFICERS, BOARD OF DIRECTORS, EXECUTIVE COMMITTEE and STAFF

Section 1. Officers.

The elected officers of the Association shall be: a President, a President-Elect, a Vice President, a Secretary, and a Treasurer. The Secretary and Treasurer may be the same person. Officers shall be elected for terms of one year.

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. No officer shall knowingly take a position contrary to a position of the BOD. Specific duties may be as follows:

(a) President:
   1) Supervise the chief staff officer/Association Executive;
   2) Serve as an ex official member of all committees except the Nominating Committee;
   3) Attend all TR and NAR conventions, whenever possible.

(b) President Elect:
   1) Attend all TR and NAR conventions, whenever possible.
   2) Represent the Board before other organizations when invited and with the approval of the President or the BOD

(c) Vice President:
   1) Act as presiding officer at such times when the President is absent;
   2) Complete the President's term, should such action be necessary.
   3) Represent the Board before other organizations when invited and with the approval of the President or the BOD
   4) Attend all TR and NAR conventions, whenever possible.

(d) Secretary:
   1) Specific duties of the Secretary may be performed by, or in conjunction with, staff
   2) Shall deliver BOD meeting minutes to all directors and officers and the AE within 48 hours
   3) Shall work with Board committees to determine their needs and assist whenever possible

(e) Treasurer:
   1) Chair the Finance Committee and with the committee prepare the annual budget for the

Association, which shall be approved by the Board; Specific duties of the Treasurer may be performed by, or in conjunction with, staff

Section 3. Election of Officers and Directors .

(a) At least two (2) months before the annual election, a Nominating Committee with a minimum of five (5) and a maximum of seven (7) REALTOR® Members shall be appointed by the President with the approval of the Board of Directors.

(b) The Nominating Committee shall select one candidate for each office and one candidate for each place to be filled on the Board of Directors. It is required that candidates chosen for each position of director on the BOD have a minimum of 3-year's experience as an LAR Primary REALTOR® member in good standing. Candidates for the position of Officers must be a current sitting officer or director with at least one year of service on the board. Three (3) years' experience as an Officer/Director is required prior to being elected President.

(c) The report of the nominating committee of the slate of the candidates 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.

(d) Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least 15% of the REALTOR® Members eligible to vote. The petition shall be filed with the chief staff executive/ Association Executive at least two (2) weeks before the election. The chief staff executive/ Association Executive shall send notice of such additional nominations to all Members eligible to vote before the election.

(e) The election of Officers and Directors shall take place at the annual meeting. Election shall be by ballot and all votes must be cast in person. The ballot shall contain the names of all candidates and the offices for which they are nominated. If there is no more than one nominee per office on the ballot, the person presiding over the election shall declare the candidate(s) elected.

(f) If there is to be a contested election, the President, with the approval of the Board of Directors, shall appoint an Election Committee with a minimum of three (3) REALTOR® Members to conduct the election. In case of a tie vote, the issue shall be determined by lot.

(g) Eight Directors shall be elected to serve for staggered terms of three (3) years. It is required that candidates chosen have a minimum of 3-year full time experience as REALTORS®.

   a. Term Limits. No director shall serve for more than two (2) consecutive three (3)-year terms.
   b. No more than (2) REALTORS® from the same real estate firm may simultaneously serve on the Board of Directors.

Section 4. Vacancies.

Vacancies among the Officers and the Board of Directors shall be appointed by the President and a majority vote of the Board of Directors present, 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 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, and to render a decision on such petition.

(c) The special meeting shall be notified to all voting Members at least ten (10) 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 a 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 6. Board of Directors.

(a) Composition. The governing body of the association shall be a board of directors consisting of the elected officers, the immediate past president of the association, and eight (8) elected REALTOR® members of the association who are the Directors.

(b) Duties of the Board Members: The individual members of the Board shall have the following duties:
1) preparing and attending all Board meetings
2) making chapter visits
3) serving on Board committees
4) serving as a committee liaison
5) attending Board events
6) participating in Association governance activities

(c) Duties of the Board:
The Board of Directors shall have the membership and corporate governance functions designated elsewhere in these bylaws. It shall have the authority to approve the budget for the Association which shall then be presented to the general membership.

Section 7. Executive Committee

(a) Composition. The Executive Committee shall be composed of the elected officers, and the immediate past president of the association.

(b) Duties of the Executive Committee: Handles the overall administration, structure, and documentation that guides the organization; makes emergency decisions between meetings of the Board of Directors, and takes care of issues that arise between board meetings. It serves as the advisory committee to the President.

Section 8. Staff

a) The Board of Directors shall hire and supervise a chief staff executive/Association Executive, who shall have authority and supervision over all other LAR staff. While the chief staff executive/Association Executive is responsible to the Board of Directors, the President has direct supervision of the chief staff executive/Association Executive.

b) It shall be the particular duty of the chief staff executive/Association Executive to keep the records of the Association and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the Texas Association of REALTORS®.

c) The chief staff executive/Association Executive shall also have responsibility for election duties, as defined above.

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.

Section 2. Meetings of Directors.

(a) The Board of Directors shall designate a regular time and place of meetings.

(b) Absences from three regular meetings shall be construed as an automatic resignation. An automatic resignation means the officer/director is resigning from his current term. The Board of Directors reserves the right to reconsider an officer/director's automatic resignation after receiving written request from officer/director for reinstatement and such request must provide adequate proof for and/or reason for the reinstatement request to be considered as valid by the Board of Directors.

(c) Special Board Meetings and Committee Meetings may allow electronic attendance (i.e. Skype, Face Time, teleconference, or live video) by a Director or committee member in order to meet quorum. Officer/Director must be present and participate in the meeting and once departed, may not return.

(d) 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.

(e) The President can call an emergency meeting within a 24 hour notice.

Section 3. Other Meetings.

Meetings of the Members may be held at other times as the President or the Board of Directors may determine, or upon the written request of at least 20% of the Members eligible to vote.

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 5. Quorum

(a) A quorum for the transaction of business at general and/or special meetings of the membership shall consist of 10% of the members, provided that REALTOR® members from at least 15 offices are present except as may otherwise be required by state law.

(b) A quorum for the transaction of business at committee meetings shall consist of a majority of the Directors/committee members eligible to vote.

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

Section 7. Action without Meeting. Unless specifically prohibited by the articles of incorporation, any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. (i.e. via email, DocuSign, etc.) The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the chief staff executive/Association 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 President shall appoint from among the REALTOR® Members, subject to confirmation by the Board of Directors, the following standing committees:

Executive, Multiple Listing, Bylaws, Finance

Appointments to the Professional Standards Committee and Grievance Committee shall be consistent with the cooperative professional standards enforcement agreement of the association.

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 4. 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, (i.e. e-mail, DocuSign, etc.) each of which sets forth the action taken and bears the signature of one or more of the members of the committee. All the approvals evidencing the consent shall be delivered to the chief staff executive/Association Executive to be filed in the corporate records.

Section 5. Attendance by Telephone/Electronic Means. 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. Members must be present to cast a vote.

ARTICLE XIV – FISCAL and ELECTIVE YEAR

Section 1.
The fiscal and elective year of the Association shall be January 1 to December 31.

ARTICLE XV - RULES of ORDER

Section 1.
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.
These Bylaws may be amended by the majority vote of the Members present and qualified to vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting, except that the Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy.

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

Section 3.
Amendments to these Bylaws affecting the admission or qualification of REALTOR® and Institute

Affiliate Members, the use of the terms REALTOR® and REALTORS®, or any alteration in the territorial jurisdiction of the 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.
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 Texas Association of REALTORS® or, within its discretion, to any other non-profit tax-exempt organization.

ARTICLE XVIII - MULTIPLE LISTING

Section 1. Authority.
The Laredo Association of REALTORS® shall maintain for the use of its Members a Multiple Listing Service which shall be subject to the Bylaws of the Laredo Association of REALTORS® and such rules and regulations as may be hereinafter adopted.

Section 2. Purpose.
A Multiple Listing Service is a means 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 databases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public.

Section 3. Participation.
Any REALTOR® Member of this or any other Association who is a principal, partner, or corporate officer, or branch manager acting on behalf of the principal, without further qualification, except as otherwise stipulated in these bylaws, shall be eligible to participate in Multiple Listing 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 current, valid real estate broker’s license 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 use are prohibited. Further, none of the foregoing is intended to convey “ participation” or “membership” or any right of access to information developed by or published by an association multiple listing service where access to such information is prohibited by law. Mere possession of a broker’s license is not sufficient to qualify for MLS participations. Rather, the requirement 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 “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. 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) The membership requirement shall be applied in a nondiscriminatory manner to all participants and potential participants. (Adopted 11/08)

For a principal broker who is a member of the association and a participant of Multiple Listing Service, all licensees under the broker shall be members of the association and participants of the Multiple Listing Service.

An MLS only applicant's Principal Broker must be a participating member of LAR Multiple Listing Service in order for the applicant to receive Multiple Listing Service.

Section 4. Supervision.

The activity shall be operated under the supervision of the Multiple Listing Committee, in accordance with the rules and regulations, subject to approval of the Board of Directors of the Laredo Association of REALTORS®.

Section 5. Appointment of Committee.

The President shall appoint, subject to the confirmation of the Board of Directors, a Multiple Listing Committee of at least 3 REALTOR® members. All members of the Committee shall be Participants in Multiple Listing except, at the option of the local Association, REALTORS® affiliated with Participants may be appointed to serve in such numbers as determined by the local Association. The Committee members so named shall serve two-year staggered terms.[8] The Committee shall select its Chairperson from among the members thereof. (The Chairperson may be designated by the President.)

Section 6. Vacancies.

Vacancies in unexpired terms shall be filled as in the case of original appointees.

Section 7. Attendance.

Any Committee member who fails to attend three (3) consecutive regular or special meetings of the Committee, without excuse acceptable to the Chairperson of the Committee, shall be deemed to have resigned from the Committee and the vacancy shall be filled as herein provided for original appointees.

Section 8. Subscribers.

Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with Participants. Subscribers also include affiliated unlicensed administrative and clerical staff, personal assistants, and individuals seeking licensure or certification as real estate appraisers who are under the direct supervision of an MLS Participant or the participant's licensed designee.[9]

[8] Associations have the option to establish a longer or shorter term for service on the Committee and need not provide staggered terms for Committee appointments.

[9] Administrative and clerical staff, personal assistants and individuals who hold an active Real Estate License, and in any way assist or work for a Designated REALTOR ® must be a REALTOR® member or not have an active Real Estate License while working under a Designated REALTOR®.