



*Lake Havasu Association
of REALTORS®*

BYLAWS

of the

**LAKE HAVASU ASSOCIATION OF
REALTORS®**

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BYLAWS OF THE LAKE HAVASU ASSOCIATION OF REALTORS®

Mission Statement

To be the leading advocate of the real estate industry, to provide members with education and resources that will enable them to conduct business successfully, to promote and enforce ethical standards, to strengthen the REALTOR® image by improving the quality of life in our community, and to encourage and protect private property rights. (Rev: 09/2020)

ARTICLE I - NAME

Section 1. Name. The name of this organization shall be the Lake Havasu Association of REALTORS®, 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 interest of home and other real property ownership.

Section 5. To unite those engaged in the real estate profession in this community with the Arizona 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 term REALTOR® and/or 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®, shall include that portion of Mohave County, State of Arizona consisting of townships 11, 12, 13, 14 and 15 north lying west of the east line of range 18 west and all within the boundaries of La Paz County, State of Arizona. (Rev 11/2014)

Section 2. Territorial jurisdiction is defined to mean:

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

ARTICLE IV - MEMBERSHIP

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

(A) REALTOR® members, whether primary or secondary shall be:

(1) Individuals who, as sole proprietors, partners, corporate officers or branch office manager are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, or counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the State of Arizona or a State contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation who are actively engaged in the real estate profession within the State or a State contiguous thereto shall qualify for REALTOR® membership only, and each is required to hold REALTOR® membership, except as provided in the following paragraph, in an Association of REALTORS® within the State or a State contiguous thereto, unless otherwise qualified for Institute Affiliate membership as described in Section 1 (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 firm's principals holds REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate membership as described in Section 1 (B) of Article IV.

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

Franchise REALTOR® Membership (Rev: 01.22)

(3) 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 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.

(4) Primary and secondary REALTOR® members. An individual is a primary member if the Association pays State and National dues based on such member. An individual is a secondary member if State and National dues are remitted through another Association. One of the principals in a real estate firm must be a designated REALTOR® member of the Association in order for licensees affiliated with the firm to select the Association as their "primary" Association.

(5) Designated REALTOR® members. Each firm (or office in the case of firms with multiple office locations) shall designate, in writing, one REALTOR® member who shall be responsible for all duties and obligations of membership including the obligation to arbitrate (or to mediate 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. (Rev 02/21/14 & 2/2022)

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

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

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

(E) Honorary Members. Life Time Honorary members shall be individuals that have been a member with the Lake Havasu Association for a minimum of 10 years, engaged in the real estate profession who have performed notable service for the real estate profession, for the Association, or for the public, following NAR guidelines and has been granted Emeritus status with the National Association of REALTORS®. (Rev 01/13/12)

(F) Student Members. Student members shall be individuals who are seeking an undergraduate or graduate degree with a specialization or major in real estate at institutions of higher learning, and who have completed at least two 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.

(G) Chief Elected Officer of the State Association. The current chief elected officer of the State Association of REALTORS® shall be a member in good standing without further payment of dues. At the direction of the association, the current chief elected officer of the State Association of REALTORS® may be the delegate who casts the vote for the association at the Annual Meeting of the NATIONAL ASSOCIATION of REALTORS®. (Amended 11/2016)

Section 2. Creation of Councils.

(A) The Board of Directors shall have the authority, from time to time, to create and/or eliminate such Councils of this Association as it deems appropriate or necessary. The Association Board of Directors are authorized to establish such rules, regulations and terms and conditions for the conduct of affairs, membership, operations, finance and the like of any such division not inconsistent with the laws of Arizona. Any such division shall at all times remain subject to the regulation and control of the Association's Board of Directors. All Councils shall operate only in a manner and method prescribed and approved by the Board of Directors of this Association.

(B) Except as otherwise provided by the Board of Directors, the creation and operation of any such Council shall comply with the following requirements:

1. The objectives of the Council are beneficial to this Association and promote its mission.
2. The Council must represent an organized specialty or discipline, in organized real estate.
3. Council actions are subject to approval by this Association's Board of Directors pursuant to this Association's Bylaws.
4. Classes of membership that possess the right to vote are subject to approval and/or regulation by the Board of Directors, if applicable.

(Rev 11/2014)

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 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® 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, 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. (Rev 02/21/14)

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 of Directors that they are actively engaged in the real estate profession, and maintains a current, valid Arizona real estate broker's or salesperson's license or is licensed or certified by an Arizona 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®, or otherwise on their own initiative to thoroughly familiarize themselves with the Code of Ethics of the National Association of REALTORS®, including the duty to arbitrate business disputes in accordance with the Code of Ethics and Arbitration Manual of the Association and the Constitutions, Bylaws, and Rules and Regulations of the Association, the State Association and the National Association and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Board of Directors, and shall agree that if elected to membership, they will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.

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

(B) Individuals who are actively engaged in the real estate profession other than as sole proprietor, branch office manager, partners, or corporate officers, 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 Association (if a secondary member) and must maintain a current, valid Arizona real estate broker's or salesperson's license or be licensed or certified by an Arizona 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®, or otherwise on their own initiative to thoroughly familiarize themselves with the Code of Ethics of the National Association of REALTORS®, including the duty to arbitrate business disputes in accordance with the Code of Ethics and Arbitration Manual of the Association and the Constitutions, Bylaws, and Rules and Regulations of the Association, the State Association and the National Association and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Board of Directors and shall agree in writing that if elected to membership he/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:

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) 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 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 for 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. Dues shall be computed from the date of application and shall be nonrefundable 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. 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 applicant 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 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 an 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. (Amended 1/2017-NAR)

Section 4. New Member Code of Ethics Orientation.

Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another Association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less. (Rev: 02/2022)

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.

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 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®, 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 member who is still suspended as of that date will be automatically terminated. (Amended 11/2019-NAR)

Section 6. Status changes.

(A) A REALTOR® who changes the conditions under which he/she holds membership shall be required to provide written notification to the Association within 10 days. A REALTOR® (non-principal) who becomes a principal in the firm with which he/she 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 of status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors. (*Rev 01/13/12)

A REALTOR® who is transferring their license from one (1) firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all of the privileges and obligations of membership during the period of transition. If the transfer is not completed within thirty (30) days of the date the Association is advised of this disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the Board of Directors.

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

(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 semi-annually from the first day 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. The privileges and obligations of members, in addition to those otherwise provided in these Bylaws, shall be as specified in this Article.

Section 2. Any member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and association 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 or 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 by a hearing panel of the professional standards committee, be subject to discipline as described above, for any conduct that in the opinion of the Board of Directors, applied on a non-discriminatory basis, reflects adversely on the terms REALTOR® or REALTORS®, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local association, the State Association, and the National Association of REALTORS®.

Section 3. Any REALTOR® member of the Association may be disciplined by the Board of Directors for violations of the Code of Ethics or other duties of membership, after a hearing as described in the Code of Ethics and Arbitration Manual by the Arizona 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. (Rev 01/13/12)

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 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®. (Rev 01/13/12)

(A) If a member resigns or otherwise cause's membership to terminate, the duty to submit to arbitration (or to mediate 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®. (Rev 02/21/14)

Section 6. Privileges of REALTOR® Members REALTOR® members whether primary or secondary, in good standing are entitled to vote and to hold elective office in the Association and may use the term REALTOR®. 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. (Rev: 01/2022)

REALTOR® members 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, interest, 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 of the 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/herself 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. 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 readmitted to membership in the Association. The foregoing is not intended to preclude a suspended or expelled member from functioning as an employee or independent contractor, providing no management control is exercised. Further the membership of REALTORS® other than principals who are employed by or affiliated as independent contractors with the disciplined member shall suspend or terminate during the period of suspension of the disciplined member or until readmission of the disciplined member or unless connection of the disciplined member with the firm, partnership, or corporation is severed, or management control is relinquished, or unless the REALTOR® member (non-principal) elects to sever his/her 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 have rights and privileges and be subject to obligations prescribed by Board of Directors consistent with the Constitution and Bylaws of the National Association of REALTORS®.

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

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

Section 10. Honorary Members. Honorary membership shall confer only the right to attend meetings and participate in discussions.

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

Section 12. Certification by Designated REALTOR®. Quarterly, staff will confirm agent membership by comparing to the Arizona Department of Real Estate records. If a discrepancy is found, the Executive Officer will notify the Designated REALTOR® for clarification. The Designated REALTOR® members of the Association shall certify to the Association during the first month of each quarter on a form provided by the Association, a complete listing of all individuals licensed or certified with the firm(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 board based on said non-member licensees, the designated REALTOR® shall identify the board 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 ten days of the date of affiliation or severance of the individual. Failure to comply with the provisions of this section within the prescribed time shall result in the assessment of a fine, the amount to be determined by the Board of Directors. (Amended 11/2016)

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 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.

ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION

Section 1. The responsibility of the Association and of Association members relating to the enforcement of the Code of Ethics, the disciplining of members, and the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the National Association of REALTORS®, as amended from time to time, which is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with State law shall be deleted or amended to comply with State law. (Rev: 01/2022)

Section 2. It shall be the duty and responsibility of every REALTOR® member of this association to abide by the Constitution and Bylaws and the Rules and Regulations of the association, the Constitution and Bylaws of the State Association, the *Constitution and Bylaws of the National Association of REALTORS®*, and to abide by the Code of Ethics of the National Association of REALTORS®, and 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®. REALTORS® 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 mediate 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. (Rev 02/21/14 & (Rev: 01/2022))

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. (Rev: 01/2022)

Section 3. The responsibility of the Association and of Association members relating to the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and procedures incident thereto, shall be consistent with the cooperative professional standards enforcement agreement entered into by the Association, which by this reference is made a part of these Bylaws.

Section 4. It shall be the duty and responsibility of each REALTOR® of the Association to abide by the Code of Ethics and to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics when such ethics matters and arbitration disputes are referred by this Association to the regional or State grievance or professional standards committees.

ARTICLE VIII - USE OF THE TERMS REALTOR® AND 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. (Rev: 01/2022)

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 in the association's *Code of Ethics and Arbitration Manual*.

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

Section 3. A REALTOR® principal member may use the terms REALTOR® and REALTORS® only if all of the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the State or a State contiguous thereto are REALTOR® members or Institute Affiliate members as described in Section 1 (B) of Article IV. (Rev: 01/2022)

(A) In the case of a REALTOR® principal member whose business activity is substantially all commercial, the right to use the term REALTOR® or REALTORS® shall be limited to office locations in which a principal, holds REALTOR® membership. If a firm, partnership, or corporation operates additional places of business in which no principal, 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. (Rev: 01/2022)

Section 4. Institute Affiliate members shall not use the terms REALTOR® or REALTORS®, nor the imprint of the emblem seal of the National Association of REALTORS®.

ARTICLE IX - STATE AND NATIONAL MEMBERSHIPS

Section 1. The Association shall be a member of the National Association of REALTORS®, and the Arizona 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 Arizona 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 Arizona 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 a reasonable amount, not exceeding three (3) times the amount of the annual dues for REALTOR® membership, which shall be required to accompany each application for REALTOR® membership and which shall become the property of the Association upon final approval of the application. (Rev: 01/2022)

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

(A) REALTOR® members. 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 other wise 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 (1) and (2) of this paragraph shall not be included in the computation of dues if the designated REALTOR® has paid dues 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) 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 Association.

(B) REALTOR® members. The annual dues of REALTOR® members other than the designated REALTOR® shall be as established annually by the Board of Directors. (Rev: 01/2022)

(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 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 affiliated with the 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®. Designated REALTORS® shall notify the association within three (3_ days of any change in status of licensees in a referral firm. (Rev: 01/2022)

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 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 and 11/14)

(C) Institute Affiliate Members. The annual dues of each Institute Affiliate member shall be in such amount 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 Association. 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. (NAR Rec-Rev 11/2014)

(D) Affiliate Members. The annual dues of the Affiliate member shall be in such amount as established annually by the Board of Directors.

(E) Public Service Members. The annual dues of the Public Service member shall be in such amount as established annually by the Board of Directors.

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

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

(H) LHAR/AAR Past President. LHAR primary members local dues shall be waived after the completion of their Arizona Association of REALTORS® Presidency. (Revised 12/2017)

Section 3. Dues Payable. Local dues for all members shall be payable 1) annually in advance on the first day of January, or 2) semi-annually, in advance, one half (2) on the first day of January, one half (2) on the first day of July. State and National dues for all members shall be payable annually, in advance, on the first day of January; all dues shall become delinquent and subject to a mandatory 10% surcharge on the total amount payable after the last working day of January. Membership will be dropped for nonpayment of dues on the last working day of February.

(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 thirty (30) days of the notice of termination.

(B) Dues and application fees of new members shall become payable at the time application is made and dues shall be prorated for the year quarterly. Fees for all real estate salespersons and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors with a designated REALTOR® and (2) are not REALTORS® shall be assessed to such designated REALTOR® and be prorated from the quarter in which the license of such salesperson or licensed or certified appraiser is accepted by the designated REALTORS®.

New members joining during the month of January may take advantage of the semi-annual payment plan for the local dues portion only, one half (1/2) payable at the time application is made and one half (1/2) on the first day of July, including any applicable processing fees. (Rev 3/4/2011)

Section 4. Nonpayment of Financial Obligations. If dues, fees, fines, or other assessments including amounts owed to the Association or the Association's data exchange are not paid within one (1) month after the due date, the non-paying 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. A former member who has had his/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 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. Deposit. All money received by the Association for any purpose shall be deposited to the credit of the Association in a financial institution or institutions selected by resolution of the Board of Directors.

Section 6. Expenditures. The Board of Directors shall be responsible for the approval of, and operation in accordance with, an annual budget; as well as being responsible for administration of the day to day finances of the corporation. Each proposed annual budget shall be made available to the Board of Directors and to all voting members at least two weeks prior to its adoption by the Board of Directors. All expenditures approved by the Board of Directors, in excess of \$5,000 and not provided for by budget, may not be made unless authorized by a majority of the voting members present at any meeting wherein a quorum is present. Sale of the Association building or relocating of the Association office, will require a 100% approval of the voting members present at a meeting called for that purpose.

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 shall be noticed to the delinquent Association member in writing setting forth the amount owed and due date.

ARTICLE XI - OFFICERS AND DIRECTORS

Section 1. Officers. The elected officers of the Association shall be: a president, a president elect, a vice president, and a treasurer. They shall be elected for terms of one year. The president-elect shall automatically ascend to the presidency at the end of his/her term as president-elect.

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.

Section 3. Board of Directors. The governing body of the Association shall be a Board of Directors consisting of the elected officers, the president, and the immediate past president, State director and seven directors. One director appointment from the LaPaz Council. Directors shall be REALTOR® members(s) elected or appointed to serve for terms of two years. As many directors shall be elected each year as are required to fill vacancies. (Rev 11/2014)

*Note: State director(s) as used in Section 3 above includes all State directors who qualify under Article VI Section 6.

(a) Term Limits: No local Director shall serve for more than 3 consecutive 2-year terms.

(b) No more than three (3) REALTORS® from the same real estate firm may simultaneously serve on the Board of Directors.

All Directors must remain in good standing with the Association includes dues, fines and ethical requirements. (Rev 3/3/2011)

Section 4. State Directors. Based on the number available: State quota directors will be filled in the following order: President, any additional quota directors will be appointed by the president and approved by the Board of Directors. (Rev 3/3/2011)

Section 4.1 MLS (Multiple Listing Service) Directors. MLS directors will be elected at the same time as the association directors. As many directors will be elected each year as are required to fill vacancies, per the MLS Bylaws. (Rev 02/21/14)

Section 4.2 LaPaz Council Director. Notwithstanding any other provision of these Bylaws and Rules & Regulations of the Association, the current La Paz Council Director will forward the name of their appointment to the CEO for submission to the President no later than ten (10) day prior to the date of the election. The President will appoint, in his or her discretion, one REALTOR® member as the La Paz Council director of the Association's Board of Directors in accordance with the following terms and conditions:

1. A director appointed by the President shall be referred to as a "Council Director," exclusive of any person appointed to fill a vacancy of a director previously elected by the members of the Association.
2. At the time of his or her appointment, the Council Director shall have (a) his or her primary residence located within La Paz County, and (b) his or her membership with the Lake Havasu Association, (Rev 03.2017)
3. The appointment of a Council Director shall be subject to confirmation by a majority vote of the Board of Directors.
4. The term of the Council Director shall be for two (2) years which shall commence at such time as the Board of Directors confirms the appointment. The term shall run concurrently.
5. A Council Director shall have all of the privileges, rights, duties and obligations of an elected director of the Association and shall be entitled, not by way of limitation but by example, to attend and participate in all meetings of the Board of Directors, to have one vote, and to be elected as an officer pursuant to the Bylaws and Rules and Regulations of the Association.
6. Council Director for this Association shall be appointed by the President in accordance with the Lake Havasu Association's Bylaws. (Rev 11/2014)

Section 5. Election of Officers and Directors.

(A) A notice of request for application for Association officers and directors shall be published in the Association's publication at least three (3) months prior to the election.

(B) At least sixty (60) days before the annual election a credentials committee comprised of the president-elect (ex-officio member) and chief executive officer (non-voting ex-officio members) and at least three (3) voting REALTOR® members shall be appointed by the president with the approval of the Board of Directors. Candidates may not serve on the Credentials Committee. (Rev 02/21/14)

(C) Candidates who meet the qualifications for elective office, as provided for in Section E of this Article, shall submit application for elective office to the chairman of the credentials committee no later than fifteen (15) days prior to the date of the elections. In the event no application is received for an elective position within forty-five (45) days, the committee will conduct a search for qualified candidate(s).

(D) The committee shall meet as often as necessary to consider candidate's qualifications as presented in the applications.

The committee shall review each candidate's application to verify candidates' compliance with position qualifications.

Any applicant for officer or director shall provide evidence of acceptance and qualifications for the office.

A candidate shall not make application for more than one office.

(E) The following minimum criteria shall be established for acceptability as nominees for officers or directors:

a. Any REALTOR® nominee must have been a member of the Lake Havasu Association of REALTORS® for two (2) years. (Rev 3/3/2011)

Any nominee for officer or director shall be a REALTOR® member in good standing, **and**

The nominee must display knowledge of the Lake Havasu Association of REALTORS® vision and strategic plan issues and objectives, **and**

The nominee for president elect must have been an elected or appointed director and have served in that capacity for a minimum of one (1) year in the past five (5) years.

The nominee for vice president must have been an elected or appointed director and have served in the capacity for a minimum of one (1) year in the past five (5) years. (Rev 11/2014)

The treasurer must have served on the finance committee having attended a minimum of three (3) finance committee meetings within the past two (2) years or Board of Directors at least one (1) year in the past five (5) years. (Amended 11/2016)

The committee shall conspicuously display its preliminary report of qualified candidates for each elective office thirty (30) days before the election is held, and its final report fifteen (15) days

before the election is held. Nominations will be closed fifteen (15) days before the election is held.

(F) The election results of officers and directors shall take place on the day of the annual meeting. Votes may be cast at the Association office any of the five (5) working days before the annual meeting. Voting will be closed at 5:00 pm the day before the annual meeting. Election shall be by individual ballot and all votes shall be cast electronically or through an online ballot process. The ballot shall contain the names of all candidates and the offices for which they are recommended. If there is only one nominee for an office, that nominee may be elected by acclamation. (Amended 11/2016)

(G) The president, with the approval of the Board of Directors, shall appoint an election task force of at least three voting members and a staff member to conduct the election. In case of a tie vote, the issue shall be determined by lot.

(H) After the ballots have been counted the Election Task Force shall determine if the total number of members on the Board of Directors from any one firm would exceed three. If so, they must use the following criteria to determine who has been elected:

1. Those members of the Board of Directors whose terms are not up shall remain in position.
2. Eliminate the candidates with the fewest votes until there are no more than three from a firm.
3. The order of elimination shall be: directors, vice president, treasurer and president elect.
4. If an officer must be eliminated and there's no one else running for that office, that office shall remain vacant until a new qualified member can be appointed and approved by the current Board of Directors.

Section 6. Vacancies. In the event there is a vacancy among the officers and directors, the President will nominate a candidate to fill the vacancy. Voting on the nominee will be done at the next Executive Committee Meeting and ratified by the Board at the following Board of Directors meeting. (Amended 11/2016)

Section 7. Removal of Officers or Directors. In the event that an officer or director is deemed to be remiss in or 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 (1/3) of the voting membership, or a majority of all directors shall be filed with the president, or if the president is the subject of the petition, with the next-ranking officer, and shall specifically set forth the reasons the individual is deemed disqualified from further service.

(B) Upon receipt of the petition, and not less than twenty (20) days no 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 noticed 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 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.

Article XII - MEETINGS

Section 1. Annual Meetings. The annual meeting and the election of officers/directors of the Association shall be held during September of each year. The date, place and hours to be designated by the Board of Directors.

Section 2. Meetings of Directors. The Board of Directors shall designate a regular time and place of meetings. Absence from three regular meetings within twelve (12) month term shall be construed as resignation, unless such absence is in the opinion of the remaining Directors, due to extenuating circumstances. In such a case, the Directors may excuse the absence by majority vote at any regular or special meeting. Regular meetings include annual retreat and any AAR meetings where travel is funded. (Rev 02/21/14)

This paragraph doesn't include non-elected State or National directors.

Section 3. Other Meetings. Meetings of the members may be held at such other times as the president or Board of Directors may determine, or upon written request of at least ten percent of the members eligible to vote.

Section 4. Notice of Meetings. Written notice shall be given to every member entitled to participate in any 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. Notice to the designated REALTOR®'s office will be considered notice to all REALTORS® with that office.

Section 5. Quorum.

A quorum for the transaction of business at any properly noticed committee or general membership meeting shall consist of those members present and eligible to vote.

A quorum at the directors meeting will be a majority of all directors and officers.

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 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 consent in writing, setting forth the action so taken, shall be signed by all of the directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the chief 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 president shall appoint from among the REALTOR® members, subject to confirmation by the Board of Directors, the chairman of the following standing committees:

Fair Housing

Finance - Chair and members appointed per Section 6.

Professional & Business Development (Rev 02/21/14)

Section 2. Special Committees. The president shall appoint such special committees, or task force, deemed necessary.

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

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

Section 5. Directors/Officers. The president will appoint officers and directors as liaisons to committees as needed.

Section 6. The Finance/Budget Committee shall be made up of:

Treasurer, chairman, president-elect, vice president and six (6) members, not to include officers or directors, appointed by the president and president-elect. The six appointed members shall serve for terms of three years, except that at organization, one-third of the members shall be appointed 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 members shall be appointed each year as are required to fill vacancies.

Section 7. Chief Executive Officer. The Chief Executive Officer shall be a non-voting ex-officio member of all committees and task forces and shall be notified of their meetings.

ARTICLE XIV - FISCAL AND ELECTIVE YEAR

Section 1. The fiscal year of the Association shall be the calendar year. The elective year shall be from December 1st thru November 30th. (Rev 02/21/14)

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 a two-thirds (2/3) 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.

(a) When Bylaws amendments are mandated by NAR policy, these Bylaws may be automatically amended to reflect the mandate as of the effective date of the mandatory policy authorized by the NATIONAL ASSOCIATION OF REALTORS®. The Association shall provide notice of that change in a regular or special membership communication.

Section 2. Notice of all meetings at which such amendments are to be considered shall be sent to every member eligible to vote, at least one (1) week prior to the meetings. Notice to Designated Realtor's office will be considered notice to all REALTORS® with that office.

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 by the Board of Directors of the National Association of REALTORS®.

ARTICLE XVII - DISSOLUTION

Section 1. Upon the dissolution or winding up of the affairs of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Arizona Association of REALTORS® or, within its discretion, to any other non-profit tax exempt organization.

ARTICLE XVIII - MULTIPLE LISTING

Multiple Listing Service Operated as a Committee of the Association

Section 1. Authority. The Association of REALTORS® shall maintain for the use of its members, a Multiple Listing Service which shall be subject to the Bylaws of the association of REALTORS® and such rules and regulations as may be hereinafter adopted. M (Rev 02/21/14)

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 databases; 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). M (Amended 11/04)

Section 4. Participation. Any REALTOR® 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 by 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)

Any applicant for MLS participation and any licensee (including licensed or certified appraisers) affiliated with an MLS participant who has access to and use of MLS-generated information shall complete an orientation program of no more than eight (8) classroom hours devoted to the MLS Rules and Regulations and computer training related to MLS information entry and retrieval within thirty (30) days after access has been provided.

Participants and subscribers may be required, at the discretion of the MLS, to complete additional training of not more than four (4) classroom hours in any twelve (12) month period when deemed necessary by the MLS to familiarize participants and subscribers with system changes or enhancement and/or changes to MLS rules or policies. Participants and subscribers must be given the opportunity to complete any mandated additional training remotely. (Amended 11/09)

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 association of REALTORS®.

Section 5. Appointment of Committee. The participants shall appoint a multiple listing committee of REALTORS® members. All members of the committee shall be participants in the multiple listing or REALTORS® affiliated with participants may be appointed to serve in such numbers as follows: Participants with 49 or less subscribers shall designate one member, participants with fifty (50) to ninety-nine (99) shall designate two (2), participants with 100 or more shall designate three (3). The committee members so named shall serve two-year, staggered terms. The chairperson shall be the Immediate Past President or Immediate Past President's appointee approved by the Board of Directors. (Rev: 01/18/2019)

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) regular or special meetings of the committee within a one-year term, 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. (Rev: 1.21.2022)

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.

Section 9. Governing Documents. The Board of Directors shall cause any data exchange 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®.
(Revised 12/2017)