

**BYLAWS  
OF THE  
ADA COUNTY ASSOCIATION OF REALTORS®**  
*Effective October 20, 2009*  
*Revision Date – July 29, 2009*

**ARTICLE 1  
NAME**

**1.1 Name.** The name of this organization shall be the Ada County Association of REALTORS®, hereafter referred to as the "Board."

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

**ARTICLE 2  
OBJECTIVES**

The objectives of the Board are:

1. To unite those engaged in the recognized branches of the real estate profession for the purpose of exerting a beneficial influence upon the profession and related interests.
2. To promote and maintain high standard of conduct in the real estate profession as expressed in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®.
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.
4. To further the interest of home and other real property ownership and to protect and promote private property rights.
5. To unite those engaged in the real estate profession in this community with the IDAHO 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.
6. To designate, for the benefit of the public, individuals authorized to use the term REALTOR® and REALTORS® as licensed prescribed and controlled by the NATIONAL ASSOCIATION OF REALTORS®.

**ARTICLE 3  
JURISDICTION**

The territorial jurisdiction of the Board as a Member of the NATIONAL ASSOCIATION OF REALTORS® is Ada County, Idaho. Territorial jurisdiction is defined to mean the right and duty to control the use of the term "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 Board agrees to protect and safeguard the property rights of the National Association in the terms.

## **ARTICLE 4 MEMBERSHIP**

There shall be seven (7) classes of Members as follows:

**4.1 REALTOR® Member.** 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, or financing, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the state of Idaho or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation who are actively engaged in the real estate business within the state or a state contiguous thereto shall qualify for REALTOR® Membership only, and each is required to hold REALTOR® Membership (except as provided in the following paragraph) in a Board of REALTORS® within the state or a state contiguous thereto unless qualified for Institute Affiliate Membership as described in Section 4.2.

In the case of a real estate firm, partnership, or corporation, whose business activity is substantially all commercial, only those principals actively engaged in the real estate business in connection with the same office, or any other offices within the jurisdiction of the board in which one (1) of the firm's principals holds REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate Membership as described in Section 4.2.

(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 Section 5.2.

(c) Franchise REALTOR® Membership. Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least 150 franchises 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 the rights, privileges and obligations of REALTOR® membership including compliance with the Code of Ethics) except: obligations related to board mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the local board, state association and National Association.

(d) Primary and Secondary REALTOR® Members. An individual is a primary member if the Board pays state and National dues based on such Member. An individual is a secondary Member if state and National dues are remitted through another Board. One (1) of the Principals in a real estate firm must be a Designated REALTOR® member of the Board in order for licensees affiliated with the firm to select the Board as their "primary" Board.

(e) Designated REALTOR® Members. Each firm (or office in the case of firms with multiple office locations) shall designate in writing one (1) 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 Board dues as established in Article X of the Bylaws. The "Designated REALTOR®" must be a sole proprietor, partner, corporate office 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.

**4.2 Institute Affiliate Members.** Institute Affiliate members shall be individuals who hold a professional designation awarded by a 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 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.

**4.3 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 Sections 4.1 and 4.2 herein, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Board.

**4.4 Honorary Members.** Honorary Members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for the Board, or for the public.

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

## **ARTICLE 5 QUALIFICATION AND ELECTION**

**5.1 Application.** Application for membership shall be made in such a manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to membership to thoroughly familiarize himself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitution, Bylaws, and Rules and Regulations of the Board, the State and National Associations, and if elected a member, will abide by the Constitution and Bylaws and the Rules and Regulations of the Board, 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, as from time to time amended, and (2) that applicant consents that the Board, 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 Board 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.

### **5.2 Qualification.**

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

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

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

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

- (i) All final findings of Code of Ethics violations and violations of other membership duties in any other association within the past three (3) years.
- (ii) Pending ethics complaints (or hearings)
- (iii) Unsatisfied discipline pending
- (iv) Pending arbitration requests (or hearings)
- (v) Unpaid arbitration awards or unpaid financial obligations to any other association or association MLS
- (vi) 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 (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.

(d) An applicant for Institute Affiliate Membership shall supply to the Membership Committee evidence that applicant holds a professional designation awarded by a qualified Institute, Society or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS® that addresses a specialty area other than residential brokerage or who otherwise holds a class of membership in such Institute, Society or Council that confers the right to hold office and shall agree, if elected to membership, to abide by the Constitution, Bylaws and Rules and Regulations of the local Board, the State Association, and the National Association.

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

(a) Applicants for REALTOR® (and REALTOR-ASSOCIATE®, where applicable) membership shall be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee. Provisional members shall be considered REALTORS® (or REALTOR-ASSOCIATES®) and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to subsequent review of the application by the Board of Directors. If the Board of Directors determines that the individual does not meet all of the qualifications for membership as established in the association's bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of a mandatory orientation program) within 60 days from the association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated.

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

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

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

**5.4 New Member Code of Ethics Orientation.** Applicants for REALTOR® membership and provisional REALTORS® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two (2) hours and 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, and the applicant's quadrennial ethics training requirement is current.

Failure to satisfy this requirement within 60 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.

Failure to meet the requirement for the second (2005 through 2008) cycle and subsequent four (4) year cycles will result in suspension of membership for the first two (2) months (January and February) of the year following the end of any four (4) 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.

**5.5 Continuing Member Code of Ethics Training.** Effective January 1, 2001 through December 31, 2004, and for successive four (4) year periods thereafter, each REALTOR® member of the association shall be required to complete quadrennial ethics training of not less than two (2) hours and 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 association, the State Association of REALTORS®, the National Association of REALTORS®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the National Association of REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any four (4) year cycle shall not be required to complete additional ethics training until a new four (4) year cycle commences.

Failure to satisfy this requirement shall be considered a violation of a membership duty for which REALTOR® membership shall be suspended until such time as the training is completed.**5.6 Status Changes** (a) A REALTOR® who changes the conditions under which he holds membership shall be required to provide written notification to the Board within 30 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 Board of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

A REALTOR® (or REALTOR-ASSOCIATE®, where applicable) 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 board is advised of the disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the Board of Directors. The Board of Directors, at its discretion, may waive any qualification which the applicant has already fulfilled in accordance with the Board'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 from the first day of the month in which the member is notified of election by the Board of Directors and shall be based on the new membership status for the remainder of the year.

## **ARTICLE 6 PRIVILEGES AND OBLIGATIONS**

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

**6.2** Any Member of the Board may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Board Rules and Regulations consistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the Board. Although Members other than REALTORS® are not subject to the Code of Ethics nor its enforcement by the Board, such Members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, Members other than REALTORS® may, upon recommendation of the Membership Committee, 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 Board, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

**6.3** Any REALTOR® Member of the Board may be disciplined by the Board of Director 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 Board, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the Code of Ethics and Arbitration Manual of the National Association of REALTORS®.

**6.4** 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 Board for dues, fees, fines, or other assessments of the Board or any of its services, departments, divisions, or subsidiaries, the Board may condition the right of the resigning Member to reapply for membership upon payment in full of all such monies owed.

**6.5** If a Member resigns from the Board or otherwise causes membership to terminate with an ethics complaint pending, that Board of Directors may condition the right of the resigning Member to reapply for membership upon the applicant's certification that he/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel.

**6.6 REALTOR® Members.** REALTOR® Members, whether primary or secondary, in good standing whose financial obligations to the Board are paid in full shall be entitled to vote and to hold elective office in the Board; 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 Board and the real estate profession.

(a) If a REALTOR® Member is a principal in a firm, partnership, or 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, 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, whichever may apply. Further, the membership of REALTORS® other than principals who are employed by or affiliated as independent contractors with the disciplined Member shall suspend or terminate during the period of suspension of the disciplined Member or until readmission of the disciplined Member or until connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR® Member (non-principal) elects to sever his connection with the REALTOR® and affiliate with another REALTOR® Member in good standing in the Board, whichever may apply. If a REALTOR® Member who is other than a principal in a firm, partnership, or corporation is suspended or expelled, the use of the terms REALTOR® 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 6.6(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 Section 6.6(a) shall apply.

**6.7 Institute Affiliate Members.** Institute Affiliate Memberships shall have such rights and privileges and be subject to such obligations as are prescribed by the Board of Directors in compliance with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®. No Institute Affiliate Member may be granted the right to use the term REALTOR® or the REALTOR® logo; to serve as President of the local association; or to be a participant in the local association's Multiple Listing Service.

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

**6.9 Honorary Members.** Honorary Memberships shall confer no rights except the right to attend meeting and participate in discussions.

**6.10 Student Members.** Student Member shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

**6.11 Product and Service Suppliers.** Product and Service Supplier Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

**6.12 Certification by REALTOR®.** "Designated" REALTOR® Members of the Board shall certify to the Board during the month of January, on a form provided by the Board, a complete listing of all individuals licensed or certified in the REALTOR®'s office(s) and shall designate a primary Board 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 Board of any additional individual(s) licensed or certified with the firm(s) within 30 days of the date of affiliation or severance of the individual.

**6.13 Harassment.** Any member of the Board may be reprimanded, placed on probation, suspended or expelled for harassment of a Board or MLS employee or Board Officer or Director after an investigation in accordance with the procedures of the Board. As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment.

The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and President Elect and/or Vice President and one (1) member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the Board. 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, the named officer 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 7  
PROFESSIONAL STANDARDS AND ARBITRATION**

**7.1** The responsibility of the Board and of Board 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 Board, as from time to time amended, which by this reference is made a part of these Bylaws provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

**7.2** It shall be the duty and responsibility of every REALTOR® Member of this Board to abide by the Constitution and Bylaws and the Rules and Regulations of the Board, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to 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 Board as from time to time amended.

**7.3** The responsibility of the Board and of Board 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 Board, which by this reference is made a part of these Bylaws.

**ARTICLE 8  
USE OF TERMS REALTOR® AND REALTORS®**

**8.1** Use of the terms REALTOR® and REALTORS® by Members shall at all times be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® and to the Rules and Regulations prescribed by its Board of Directors. The Board shall have authority to control, jointly and in full corporation 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 Board's Code of Ethics and Arbitration Manual.

**8.2** REALTOR® Members of the Board shall have the privilege of using the term "REALTOR®" or "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.

**8.3** REALTOR® Member who is a principal of a real estate firm, partnership, or corporation may use the terms REALTOR® or REALTORS® only if all of the principals of such firm, partnership, or corporation, who are actively engaged in the real estate profession within the state or a state contiguous thereto are REALTOR® members of the Board or Institute Affiliate Members as described in Section 4.2.

(a) 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.

**8.4** 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 9 STATE AND NATIONAL MEMBERSHIPS**

**9.1** The Board shall be a Member of the NATIONAL ASSOCIATION OF REALTORS® and the IDAHO ASSOCIATION OF REALTORS®. By reason of the Board's Membership, each REALTOR® Member of the Member Board shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the IDAHO ASSOCIATION OF REALTORS® without further payment of dues. The Board 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 Association shall be notified at least one (1) month in advance of the date designated for the termination of such membership.

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

**9.3** The Board adopts the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and agrees to enforce the Code among its REALTOR® Members. The Board and all of its members agree to abide by the Constitution, Bylaws, and Rules and Regulations and policies of the NATIONAL ASSOCIATION and the IDAHO ASSOCIATION OF REALTORS®.

## **ARTICLE 10 DUES, FEES AND FINANCES**

**10.1 Application Fee.** The Board of Directors may adopt an application fee for REALTOR® Membership in a reasonable amount, not exceeding three (3) times the amount of the annual dues for REALTOR® membership, which shall be required to accompany each application for REALTORS® membership, and which shall become the property of the Board upon final approval of the application.

**10.2 Dues.** The annual dues of Membership shall be as follows:

(a) REALTOR® Member. The 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 state 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 Board in the state or a state contiguous thereto or Institute Affiliate Members of the Board. In calculating the dues payable to the Board by a Designated REALTOR® Member, non-member licensees as defined below shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on said non-member licensees in another Board in the state or a state contiguous thereto, provided the Designated REALTOR® notifies the Board in writing of the identity of the Board 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 below in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this board.

(i) For the purpose of this Section, a REALTOR® Member of a Member Board 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 I, 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 soliciting and/or referring clients or customers to the REALTOR® or his firm on a substantially exclusive basis or which is engaged in other aspects of the real estate business (except as provided for herein) provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner, corporate officer, or branch office manager of the entity.

(ii) A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, 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®.

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

NOTE: The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate Members (\$75.00) The National Association shall credit \$25.00 to the account of a local association for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the \$25.00 amount will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the other board. The National Association shall also credit \$25.00 to the account of state associations for each Institute Affiliate Member whose office address is located within the territorial jurisdiction of the state association. Local and state associations may not establish any additional entrance, initiation fees or dues for Institute Affiliate Members, but may provide service packages to which Institute Affiliate Members may voluntary subscribe.

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

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

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

(f) Product and Service Suppliers. The dues of each Product and Service Supplier Member shall be in such amount as established annually by the Board of Directors.

**10.3 Dues Payable.** Dues for members shall be payable annually in advance and shall be considered past due on the first day of January. Dues of the principal broker REALTOR® member shall be adjusted immediately after a licensee has placed his license with a principal broker REALTOR® member and shall be prorated by quarter.

(a) In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is dropped for nonpayment of Board dues, and the licensee remains with the designated REALTOR®'s firm, the dues obligation of the "designated" REALTOR® (as set forth in Section 10.2(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.

**10.4 Nonpayment of Financial Obligations.** If dues, fees, fines, and other assessments including amounts owed to the Board or the Board'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, at its discretion and without reference to any other provision of these Bylaws. Such action shall become final one (1) month after giving written notice of the action unless, within that time and subject to acceptance by the Board of Directors, 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 membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of the Bylaws or the provisions of other rules and regulations of the Board or any of its service, department or divisions may apply for reinstatement in a manner prescribed for new applicant for Membership, after making payment in full of all accounts due as of the date of termination.

**10.5 Deposit.** All monies received by the Board for any purpose shall be deposited to the credit of the Board in a financial institution or institutions selected by resolution of the Board of Directors.

**10.6 Expenditures.** The Board of Directors shall administer the finances of the Board but shall not incur an obligation, not approved in the current budget, in excess of \$1,000.00 without authorization by vote of a majority of those members of the BOARD OF DIRECTORS present at a duly called meeting.

**10.7 Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members.** All dues, fees, fines, assessments, or other financial obligations to the Board or MLS shall be noticed to the delinquent Board Member in writing setting forth the amount owed and due date.

## **ARTICLE 11 OFFICERS AND DIRECTORS**

**11.1 Officers.** The officers of the Board elected by the Members shall be: President Elect and Vice President. The President Elect shall succeed to the office of President in the year following the President Elect's one (1) year term. The President shall succeed to the office of Past President in the year following the President's one (1) year term. The Treasurer shall be elected by the Board of Directors from among current Board of Directors members to serve a one (1) year term. The Executive Officer shall serve as Secretary unless the Board of Directors elects a different individual to serve a one (1) year term.

**11.2 Duties of Officers.** The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. It shall be the particular duty of the Secretary to keep the records of the Board and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the Idaho Association of REALTORS®.

**11.3 Board of Directors.** The governing body of the Board shall be a Board of Directors consisting of sixteen (16) REALTOR® Members. The Board of Directors shall consist of the President, President-Elect, Vice President, Past President, ACAR's NAR Director(s), eight (8) members elected by the Membership and three (3) members appointed by the Board's State and National Association Directors. The REALTOR® Member elected as President-Elect shall serve a three (3) year term on the Board of Directors as that person progresses through the offices of President-Elect, President and Past President. The Vice President shall serve a one (1) year term on the Board of Directors. The three (3) appointed State and National Association Directors shall serve a one (1) year term on the Board of Directors. The eight (8) Director members elected by the Membership shall be elected to serve for terms of three (3) years. Each year as many Directors shall be elected as are required to fill vacancies. Except for the Executive Officer serving as the Secretary, no person shall serve more than two (2) full consecutive terms in the same office.

**11.3A Meeting of Directors.** The Board of Directors shall designate a regular time and place of meeting. A director's physical absence from two (2) consecutive regular meetings without an excuse deemed valid by the Board of Directors shall be grounds for removal under Section 11.6. Notwithstanding the foregoing provision related to a director's physical absence, a director may vote either in person or by proxy executed in writing by the Director. A proxy may only be given to and voted by another member of the Board of Directors. No proxy shall be valid after 11 months from the date of its execution. Every proxy shall be revocable at the pleasure of the Director who executed it.

#### **11.4 Election of Officers and Directors.**

(a) At the January Board of Directors meeting a Nominating Committee of five (5) REALTOR® Members shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall review nominations, verify eligibility pursuant to criteria as set forth in the Nominating Committee Policy and offer the slate of candidates for each office and Board of Directors position to be filled. The report of the Nominating Committee shall be approved by the Board of Directors and mailed to each REALTOR® Member at least 30 days preceding the election. Additional candidates for the offices and positions to be filled may be placed in nomination by petition signed by a least ten percent (10%) of the REALTOR® Members eligible to vote as of September 30 of the election year. The petition shall be filed with the Secretary at least 30 days before the election. Ballots shall be made available 21 days prior to the election. The Secretary shall send notice of such additional nominations to all Members eligible to vote before the election. Prior to nomination, nominees must have given their consent and agreement to serve, and shall so advise the Nominating Committee.

(b) The election of officers and directors shall take place at the annual meeting when the results of the balloting are announced. Election shall be by ballot and all votes must be cast by the voting member. The ballot shall contain the names of all candidates and the offices for which they are nominated. Ballots may be submitted by mail or in person or by a secured electronic medium approved by the Board of Directors. The method of balloting shall be determined annually by the Board of Directors.

(c) The President with the approval of the Board of Directors, shall appoint an Election Committee of three (3) REALTOR® Members to conduct the election. In case of a tie vote, the President shall select the winner from the tied candidates.

(d) All candidates for election to the ACAR Board of Directors shall have been an active REALTOR® member of ACAR for the two (2) years immediately preceding the election

### **11.5 Vacancies.**

- (a) Subject to Section 11.8, vacancies among the Board of Directors, shall be filled by a simple majority vote of the Board of Directors for the remainder of the year. At the next annual election, the vacancy shall be filled by a vote of the Members and the elected individual will serve the remainder of the vacant term beginning January 1 of the year following the election. The President shall propose a qualified REALTOR® member to fill each vacancy. At a meeting of the Board of Directors, the Board of Directors shall, by a majority vote, fill the position with either the candidate proposed by the President or from a qualified person nominated at the meeting.
- (b) Vacancies among either the President-Elect, Treasurer or Vice President shall be filled using the process outlined above.
- (c) If the office of President becomes vacant, the President-Elect will fill that vacancy for the remainder of the calendar year. Completing a partial term, in the event of a vacancy in the office of President, will not affect the President-Elect's serving as President in the year for which they were elected.

### **11.6 Removal of Officers and Directors.**

The members may remove one (1) or more directors elected by them without cause.

- (a) If a director is elected by the membership at large the director may be removed only by the vote of the members.
- (b) If a director is elected by the Board of Directors, the director may be removed only by the vote of the Board of Directors.
- (c) A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.
- (d) A director elected by members may be removed by the members only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one (1) of the purposes, of the meeting is removal of the director. The special meeting shall be noticed to all voting Members at least ten (10) days prior to the meeting, and shall be conducted by the President of the Board unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking officer will conduct the meeting of the hearing by the Members
- (e) An entire board of directors may be removed under subsections (a) through (d) of this section.

**11.7 Chief Staff Executive.** There shall be a Chief Staff Executive, appointed by the Board of Directors, who shall be the chief administrative officer of the Board. The Chief Staff Executive shall have the authority to hire, supervise, evaluate and terminate other staff and shall perform such other duties as prescribed by the Board of Directors. The Chief Staff Executive shall not be a voting member of the Board of Directors.

**11.8 State and National Association Directors.** The Board shall be entitled to representation on the board of directors of the Idaho Association of REALTORS® and the National Association of REALTORS®, hereinafter referred to as State and National Directors, in accordance with their respective policies and procedures. The State and National Directors shall be elected by the Members to serve a three (3) year term using the same process as officers and directors are elected according to this Article 11. The State and National Directors shall, before the end of each calendar year, appoint three (3) of those so elected to serve on the Board of Directors of the Association. Vacancies within the State and National Directors, including one (1) or more of the persons appointed to the Board of Directors, shall be filled by a simple majority vote of the State or National Directors for the remainder of the year. Removal of one (1) or more of the State or National Directors appointed to the Board of Directors shall be in accordance with Section 11.6.

## **ARTICLE 12 MEETINGS**

**12.1 Annual Meetings.** The annual meeting of the Board shall be held in October of each year, the place, day and hour to be designated by the Board of Directors.

**12.3 Other Meetings.** Meetings of the members may be held at such other times as the president or the Board of Directors may determine, or upon request of at least ten percent (10%) of the REALTOR® Members.

**12.4 Notice of Meetings.** Written notice shall be given to every Member entitled to participate in the meetings at least five (5) days preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting. In all instances where a notice, ballot or other information is to be mailed or delivered to the Members, distribution by electronic means (including e-mail, facsimile or future technologies) if approved by the Board of Directors shall be deemed sufficient notice.

### **12.5 Quorum**

(a) Ten percent (10%) of the votes entitled to be cast on a matter must be represented in person, by proxy, by mailed written ballot, electronic ballot or by absentee ballot at a meeting of members to constitute a quorum on that matter.

(b) Unless one-third (1/3) or more of the voting body is present in person, by proxy, by mailed written ballot, electronic ballot or by absentee ballot, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice.

**12.6 Adjournment.** Any meeting at which a quorum is present may be adjourned from time to time by the vote of a majority of the votes entitled to be cast at the meeting. If a meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed in compliance with Idaho Code Section 30-3-52, notice of the adjourned meeting must be given to the Members of Any business which might have been transacted at the original meeting may be transacted at the adjourned meeting.

**12.7 Action without Meeting..** Unless specifically prohibited by the articles of incorporation, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. The consent shall be evidenced by one (1) or more written approvals, each of which sets forth the action taken and bears the signature of one (1) or more Directors. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date.

## **ARTICLE 13 COMMITTEES/TASK FORCE**

**13.1 Standing Committees.** The President shall appoint, subject to confirmation by the Board of Directors, the following standing committees, the members of which shall serve for one (1) year, or until their successors are appointed and qualified; provided that members of the Professional Standards and Grievance Committees will serve for two (2) year staggered terms. Chairpersons of standing committees shall have served at least one (1) year on the committee.

- (a) Awards;
- (b) Budget and Finance;
- (c) Bylaws;
- (d) Circle of Excellence;
- (e) Education;
- (f) Nomination and Election;
- (g) Executive;
- (h) Grievance;
- (i) Membership;
- (j) New Member Orientation;
- (k) Political Affairs;
- (l) Professional Standards;
- (m) REALTOR® Outreach;
- (n) RPAC
- (o) State and National Association Directors
- (p) Agent2Agent
- (q) Communications

**13.2 Task Forces.** The President shall appoint task forces as deemed necessary.

**13.3 Organization.** All committees shall be of such size and shall have such duties, functions and powers as may be assigned to them by the President or the Board of Directors, except as otherwise provided in these Bylaws.

**13.4 President.** The President shall be ex-officio member of all committees and shall be notified of their meetings.

**13.5 Action without Meeting.** Any committee may act by unanimous consent in writing without a meeting. The consent shall be evidenced by one (1) or more written approvals, each of which sets forth the action taken and bears the signature of one (1) or more of the members of the committee.

**13.6 Attendance by Telephone.** Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall be at the discretion of the President or committee chair and shall constitute presence at the meeting.

**13.7 Executive Committee.**

(a) The President, President-Elect, Vice President, Past President, Treasurer, and Secretary shall constitute the Executive Committee. The President shall act as presiding officer of the Executive Committee. The Executive Officer shall record minutes of all meetings of the Executive Committee and distribute the minutes in the packet for the next meeting of the Board of Directors. A quorum of the Executive Committee shall consist of not less than three (3) voting members.

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

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

**ARTICLE 14  
FISCAL AND ELECTIVE YEAR**

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

**ARTICLE 15  
RULES OF ORDER**

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Board, its Board of Directors, and committees, in all instances wherein its provisions do not conflict with these Bylaws.

**ARTICLE 16  
AMENDMENTS**

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

**16.2** Notice by mail of all meetings at which such amendments are to be considered shall be given to every member eligible to vote at least 10 days prior to the time of meeting.

**16.3** Amendments to these Bylaws affecting the admission or qualification of REALTOR® Members or Institute Affiliate Members, the use of the term "REALTOR®" or "REALTORS®", or any alteration in the territorial jurisdiction of the Board shall become effective upon their approval by the Board of Directors of the National Association.

**ARTICLE 17  
DISSOLUTION**

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

**ARTICLE 18  
MULTIPLE LISTING SERVICE**

**18.1 Authority.** The Board of REALTORS® shall maintain for the use of its members a Multiple Listing Service, which shall be a lawful corporation of the State of Idaho, all the stock of which shall be owned by this Board of REALTORS®.