



SUCCESS BY ASSOCIATION

B Y L A W S

of the

Citrus Valley

Association of REALTORS®

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BYLAWS OF THE
Citrus Valley Association of REALTORS®, Incorporated

ARTICLE I - NAME

Section 1. Name. The name of this organization shall be the Citrus Valley Association of REALTORS®, Incorporated (hereinafter referred to as the "A.O.R." or "Association"). The term Association is used when referring to any Association of REALTORS®.

Section 2. REALTOR® Membership Mark in Name of Association. Inclusion and retention of the registered collective membership mark "REALTORS®" in the name of the A.O.R. shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® (hereinafter "N.A.R.") as from time to time amended.

ARTICLE II - OBJECTIVES

Section 1. Objectives. The objectives of the A.O.R. are:

- (a) 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. The "recognized branches of the real estate profession" include buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, financing, building, developing or subdividing real estate.
- (b) To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of N.A.R. (hereinafter "Code of Ethics").
- (c) 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.
- (d) To further the interests of home and other real property ownership.
- (e) To unite those engaged in the real estate profession in this community with the CALIFORNIA ASSOCIATION OF REALTORS® (hereinafter "C.A.R.") and N.A.R. thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein.
- (f) To designate, for the benefit of the public, those individuals within the state of California authorized to use the terms REALTOR® and REALTORS® as licensed, prescribed, and controlled by N.A.R.

ARTICLE III - NATIONAL AND STATE MEMBERSHIPS

Section 1. Association Membership in N.A.R. and C.A.R. The A.O.R. shall be a member of N.A.R. and C.A.R. as defined in the governing documents of N.A.R. and C.A.R. By reason of the A.O.R.'s membership in N.A.R. and C.A.R., each REALTOR® member of the A.O.R. shall be entitled to membership in N.A.R. and C.A.R. without further payment of dues. The A.O.R. shall continue as a member of N.A.R. and C.A.R., unless by a majority vote of all of its REALTOR® members the decision

is made to withdraw, in which case N.A.R. and C.A.R. shall be notified in writing at least one month in advance of the date designated for the termination of the A.O.R.'s membership.

Section 2. Ownership and Use of REALTOR® Membership Marks. The A.O.R. recognizes the exclusive property rights of N.A.R. in the terms REALTOR® and REALTORS®. The A.O.R. may use the terms while it is a member in good standing of N.A.R. The A.O.R. shall discontinue use of the terms in any form in its name, upon ceasing to be a member of N.A.R., or upon a determination by the Board of Directors of N.A.R. that it has violated the conditions imposed upon use of the terms.

Section 3. Adoption & Enforcement of N.A.R. Code of Ethics; Compliance with N.A.R. & C.A.R. Governing Documents & Policies. The A.O.R. adopts the Code of Ethics and agrees to enforce the Code of Ethics among its REALTOR® members. The A.O.R. and all of its members agree to abide by the Constitution, Bylaws, Rules and Regulations, Code of Ethics, and policies of N.A.R. and C.A.R.

Section 4. Other Association Rules, Regulations & Policies. The A.O.R. may adopt any Rules and Regulations or policies not inconsistent with the Constitution, Bylaws, Rules and Regulations, Code of Ethics, and policies of N.A.R. and C.A.R. and these Bylaws. Any inconsistencies between the A.O.R.'s Rules and Regulations or policies and the Bylaws of the A.O.R. (hereinafter "Bylaws") shall be controlled by the Bylaws.

ARTICLE IV - JURISDICTION

Section 1. Description of Jurisdiction. The territorial jurisdiction of the A.O.R. as a member of N.A.R. is:

Northern Boundary: Beginning at NE corner of Sec. 22 T1N R9W; thence easterly along the north line of said Sec. 23, 24 and Sec. 19, 20, 21, 22, 23, 24 of T1N R9W, continuing at the intersection of Grand Avenue with northern line of Sec. 25 T1N R9W; thence easterly along said north line and the north line of Secs. 30, 29, 28, 27 and 26 of T1N R9W to its intersection with the Los Angeles/San Bernardino county lines.

Easterly Boundary: Beginning at the intersection of north line of Sec. 26 T1N R8W with the Los Angeles/San Bernardino County lines; thence southerly and westerly along said County line to its intersection with Riverside Drive.

Southern Boundary: Beginning at the intersection of Los Angeles/San Bernardino County line with Riverside Drive; thence following said County line westerly to its intersection with the north lines of Sec. 12 T2S R9W; thence northwesterly following the southern boundary of the city of Pomona, as it exists May 1, 1981, paralleling the southwest line of Rancho San Jose to its approximate intersection with the 57 Freeway; thence southwesterly paralleling the 57 Freeway to the south line of Frank D. Lanterman State Hospital boundary; thence northwesterly along said boundary to its intersection with the Union Pacific Railroad right of ways which will then be followed to the southernmost boundary of Lanterman State Hospital and continuing to the east most point and boundary to its intersection with the Southern Pacific Railroad line to Yuma, which shall then be followed south and westerly along its south side to its intersection with the eastern boundary line of Rancho La Puente with north line of Sec. 8 T2S R9W and continuing westerly along said north line to its intersection with the Southern Pacific Railroad right of way to a point 200' east of extension of Anaheim-Puente Road; south along extension of Anaheim-Puente Road to a point 200' north of the Union Pacific Railroad track running west paralleling the Union Pacific Railroad track to its intersection with the San Gabriel River; southerly along a line 200' west and parallel to the San Gabriel River to the intersection of this line and Syphon Road; northwesterly along Syphon Road to the point of intersection of the Rio Hondo River and San Gabriel Blvd., (Whittier Narrows Dam).

Western Boundary: beginning at the southwest corner of Whittier Narrows Dam (San Gabriel Blvd.) and the Rio Hondo River; then north along the Rio Hondo River to Rosemead Blvd. To the San Bernardino Freeway to Temple City Blvd. And Lower Azusa Road which is Point of Beginning. Beginning at the Citrus Valley Association of REALTORS®

intersection of line drawn 200' south of Arrow Highway with center of Santa Fe Dam and centerline of said River to its intersection with No. Sec. Line of Sec. 22 T1N R10W; thence north to NE corner of said Section, which is Point of Beginning.

Including the communities of Azusa, Baldwin Park, Charter Oak, Claremont, Covina, El Monte, Glendora, Irwindale, La Verne, La Puente/Valinda, Pomona, San Dimas, South El Monte, West Covina and part of Rosemead and Walnut. All within the county of Los Angeles. (Approved by N.A.R. June 1996)

Section 2. Jurisdictional Rights. 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 the Bylaws and those of N.A.R., and to protect and safeguard the property rights of N.A.R. in those terms.

ARTICLE V - MEMBERSHIP, QUALIFICATION, APPLICATION AND ACCEPTANCE

Section 1. Classes of Membership. There shall be six (6) classes of membership:

(a) REALTOR® Members; (b) Institute Affiliate Members; (c) Affiliate Members; (d) Public Service Members; (e) Honorary Members; and (f) Student Members

Section 2. Qualifications of REALTOR® Members.

- 2.1 REALTOR® members. REALTOR® members, whether primary or secondary, who are principals, corporate officers or branch managers of real estate firms shall:
 - (a) Maintain a current, valid California real estate broker or salesperson license or California real estate appraisal certification or license; and
 - (b) Act as a sole proprietor, partner, corporate officer of a real estate firm or office manager of a real estate firm acting on behalf of the firm's principal(s); and
 - (c) Remain actively engaged in the real estate profession; and
 - (d) Maintain or be associated with a real estate office located within the state of California or a state contiguous thereto.
- 2.2 REALTOR® members, whether primary or secondary, other than principals, partners, corporate officers, or branch office managers of real estate firms shall:
 - (a) Maintain a current, valid California real estate broker or salesperson license or California real estate appraisal certification or license; and
 - (b) Remain actively engaged in the real estate profession; and
 - (c) Remain employed by or affiliated as an independent contractor with a REALTOR® member who meets the requirements in Section 2.1 of this Article V for any A.O.R. in California or a state contiguous thereto;
- 2.3 REALTOR® members may be franchise corporate officers as described below in Article V, Section 13.

2.4 Each firm shall designate in writing one “Designated REALTOR®” member who shall be responsible for the conduct of individual affiliated with the firm and accountable to the A.O.R. for all duties and obligations of A.O.R. membership, including but not limited to, certification as set forth in Article VI, Section 11. The “Designated REALTOR®” must be the sole proprietor, partner, corporate officer or an office manager acting on behalf of the firm’s principal(s) and must have the authority to bind the firm in arbitrations and must meet all the other qualifications for REALTOR® membership set forth in Article V, Sections 2.1 of the Bylaws.

2.5 Association of Choice

(a) Primary Membership. Licensees affiliated with a REALTOR® firm may choose as their “primary” Association any Association within California where the firm maintains “Designated REALTOR®.” If a REALTOR® is a primary member of the A.O.R., the A.O.R. pays C.A.R. and N.A.R. dues for that individual.

(b) Secondary Membership. A REALTOR® who has joined another Association as a primary member may join this A.O.R. as a secondary member. There need not be a Designated REALTOR® member of this A.O.R. for licensees to select this A.O.R. as their secondary Association. The conditions for secondary membership shall be no more stringent than for primary membership, and the privileges of membership shall be the same including the right to vote and hold office.

2.6 All persons who are partners in a partnership or officers in a corporation, who are actively engaged in the real estate profession within the state of California 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 Article V, Section 3.

2.7 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 A.O.R. 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 Article V, Section 3.

Note: REALTOR® Members may obtain membership in a “secondary” Board in another state.

2.8 Notwithstanding any other provision herein, franchise corporate officers of real estate brokerage franchise organizations with at least one hundred fifty franchisees located within the United States, its insular possessions and the commonwealth of Puerto Rico, may be elected to membership pursuant to the Constitution and Bylaws of N.A.R. (hereinafter “Franchise Corporate Officers”). Franchise Corporate Officers may or may not be licensed for California real estate broker or salesperson or appraisal activities. Franchise Corporate Officers shall enjoy all of the rights, privileges and obligations of REALTOR® membership, including compliance with the Code of Ethics, except: obligations related to A.O.R. mandated education, meeting attendance, or indoctrination classes or other similar requirements, if any; the right to use the term REALTOR® in connection with their franchise organization’s name; and the right to hold elective office in the A.O.R., C.A.R., and N.A.R.

Section 3. Qualifications of Institute Affiliate Members. Institute Affiliate members shall be individuals who hold a professional designation awarded by a qualified Institute, Society or Council affiliated with the N.A.R. 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 vote or hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® membership subject to payment of applicable dues for such membership.

Section 4. Qualifications of Affiliate Members. Affiliate members shall be real estate owners and other individuals or firms engaged in activities related to the real estate profession, who do not qualify for REALTOR® membership. Affiliate members have interests requiring information concerning real estate and sympathy with the objectives of the A.O.R.

Section 5. Qualifications for Public Service Members. Public Service members shall be those members who maintain an interest in the real estate profession as employees or affiliates of educational, public utility, governmental or other similar organizations and are not engaged in the real estate profession on their own account or with an established real estate business.

Section 6. Qualifications of Honorary Members. Honorary members shall be those persons engaged in the real estate profession and recognized by the Board of Directors as persons who have performed notable service for the real estate profession, for the A.O.R., or for the public though not engaged in the real estate profession. Honorary membership may be conferred by the Board of Directors upon a Nominee who has given exemplary service to uphold the reputation of the Association and who has also completed at least two of the following:

1. Past President of the Citrus Valley Association, merged Association/Board, or;
2. 65 years of age;
3. Any member with 20 years of membership in the Citrus Valley Association, merged Association/Board, or a Charter member is eligible, subject to assessment of their contribution to the Association/Board over that term of membership.

The Nominating Committee (ELECTION COMMITTEE) shall recommend and the Board of Directors shall confer no more than two (2) Honorary memberships in any one year. Recipients of an honorary membership are not required to pay that portion of the annual dues that are allocated to the Association. If an Honorary member is inactive, he or she shall be carried on the Association's membership roster in the honorary membership classification, without voting rights.

Section 7. Qualifications for Student Members. Student members shall be students enrolled in an undergraduate or graduate degree program at an institution of higher education with a specialization or major in real estate, or who are seeking to obtain a real estate license or appraiser's license but who are not eligible for REALTOR® membership.

Section 8. Membership Application.

(a) Each applicant for membership shall submit an application in such manner and form as may be prescribed by the A.O.R. Board of Directors (hereinafter "Board of Directors") and give his or her consent that the Board of Directors, through the A.O.R. Membership Committee (hereinafter "Membership Committee") or otherwise, may obtain information about the applicant from any member or other persons and that any information furnished to the Board of Directors by any person shall not form the basis of any action for slander, libel or defamation of character. The Board of Directors, through its Membership Committee or otherwise, may consider the following in determining an applicant's qualifications for membership: (1) all final findings of N.A.R. Code of Ethics violations and violations of other membership duties in any other 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 board or association or board or association Multiple Listing Service (“MLS”).

(b) Applicants for membership shall be familiar with and agree to abide by the Bylaws and Rules and Regulations of the A.O.R., the Bylaws of C.A.R. and the N.A.R. Constitution, Bylaws and Code of Ethics, to the extent they are applicable, and pass such reasonable and nondiscriminatory written examination thereon as may be required by the Membership Committee. Applicants must also attend an orientation program as may be required by the Board of Directors, its Membership Committee, or otherwise.

(c) Applicants who are sole proprietors, general partners, corporate officers, or branch office managers (Section 2 of this Article V) of a real estate firm shall certify: (1) they have no record of official sanctions rendered by the courts or other lawful authorities within the past three years for violations of (i) civil rights laws; (ii) real estate license laws; or (iii) other laws prohibiting unprofessional conduct; and (2) that they have not been suspended or expelled from a board or association the past three years for violations of the N.A.R. Code of Ethics.

(d) Applicants who are sole proprietors, general partners, corporate officers, or branch office managers (Article V, Section 2) of a real estate firm must disclose: (1) whether they or their firms are subject to any pending bankruptcy proceedings; and (2) whether they or their firms have been adjudged bankrupt within the past three (3) years. If the applicant is party to pending bankruptcy or insolvency proceedings or has been adjudged bankrupt within the past three (3) years, the applicant may be required to pay cash in advance for A.O.R. and MLS fees for up to one year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy, whichever is later. If the Board of Directors determines that such prepayments will not protect the interests of the A.O.R. or its members, such applications may be rejected.

Section 9. Prior Membership Records. The A.O.R. may consider information received from other Associations in determining whether an applicant satisfies the A.O.R.’s membership requirements. The A.O.R. may request from any Association where the applicant held prior membership, minimum “core” information including:

- (a) All final findings of Code of Ethics violations and violations of other membership duties within the past three (3) years.
- (b) Pending complaints alleging violations of the Code of Ethics or alleging violations of other membership duties;
- (c) Incomplete or (pending) disciplinary measures;
- (d) Pending arbitration requests (or hearings) and;
- (e) Unpaid arbitration awards or unpaid financial obligations to the Association or its MLS.
- (f) Any misuse of the term REALTOR® or REALTORS® in the name of the applicant’s firm.

NOTE: Article IV, Section 2, of the N.A.R. Bylaws, prohibits a Member A.O.R. from knowingly granting REALTOR® membership to any applicant who has an unfulfilled sanction pending which was imposed by another Association for violation of the Code of Ethics.

Section 10. Application Review and Acceptance. The procedure for acceptance to REALTOR® membership shall be as follows:

(a) The Membership Value Committee shall determine whether the applicant is applying for the appropriate class of membership. It shall then give written notice to the REALTOR® members of such application and invite written comment. If one or more of the REALTOR® members object to the approval of the application, basing such objection on lack of qualification as set forth in the Bylaws, the Membership Value Committee shall invite any objecting member to appear and substantiate his or her objections. Objections which are not substantiated shall be totally disregarded. The Membership Value Committee must: (1) inform the applicant in advance, in writing, of any objections and identify the objecting member; and (2) give the applicant an opportunity to appear before the Membership Value Committee and establish his or her qualifications. The Membership Value Committee may also request “core” information as defined in Article V, Section 9, from any Association of which the applicant was previously a member. The Membership Value Committee shall thereafter make a written report of its findings. The Membership Value Committee shall conduct all proceedings with strict attention to the principles of due process and compliance with the Bylaws.

(b) Within twenty (20) days, the Membership Value Committee shall report its recommendation to the applicant and Board of Directors in writing. If the recommendation is to reject the application, the reasons shall be specifically stated. If any member of the Membership Value Committee submits a dissenting recommendation, it shall also be reported to the applicant and Board of Directors. The applicant shall also be notified of his or her right to appear before the Board of Directors.

(c) The Board of Directors shall review the qualifications of the applicant and the recommendations of the Membership Value Committee and then vote on the applicant's eligibility for membership. If the applicant appears, he or she may be represented by counsel, call witnesses on his or her behalf and make such statements, as he or she deems relevant. The Board of Directors may also have counsel present. If the applicant receives a majority vote of the Board of Directors, he or she shall be declared accepted as a member and shall be advised by written notice. An application for Institute Affiliate Membership shall be acted upon by the Board of Directors within forty-five (45) days from the date of application for membership.

(d) If the Board of Directors determines that the application should be rejected, it shall record its reasons. If the Board of Directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the A.O.R. for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.

(e) The Board of Directors, through its Membership Value Committee or otherwise, may grant “provisional” membership to an applicant 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, provided all other qualifications for membership have been satisfied. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. The Board of Directors may reconsider the membership status of provisional members 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. At the time of reconsideration, if the Board of Directors determines that the individual has not satisfactorily resolved the pending ethics or arbitration matter, at the discretion of the Board of

Directors, membership may be terminated. Any dues paid by the provision member shall be prorated from the date of application to the date of termination, and the remaining dues shall be returned to the terminated provisional member.

(f) If a member resigns from another association with an ethics complaint or arbitration request pending, the Board of Directors may condition membership on the applicant's certification that he or she will submit to the pending ethics or arbitration proceeding, in accordance with the procedures of the A.O.R., and will abide by the decision of the hearing panel.

(g) If the applicant submits an application that is not complete in every way and fails to complete the application within three (3) months of original submission or fails to complete the required orientation classes, pass the examinations and be inducted, this application will automatically be deemed withdrawn. The applicant may reapply for membership by completing the missing items and paying the prescribed reapplication fee. (See Fee Schedule)

Section 11. 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, meeting the minimum criteria established by N.A.R. for new member ethics training. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one year or less. Failure to satisfy this requirement within six (6) months of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

Section 12. Continuing Member Code of Ethics Training. Every four year period, starting with the period from January 1, 2013, through December 31, 2016, and for successive four year periods thereafter, each REALTOR® member of the A.O.R. shall be required to complete quadrennial ethics training of not less than two hours and thirty 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, C.A.R., N.A.R., 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 year cycle shall not be required to complete additional ethics training until a new four 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.

Members suspended for failing to meet the requirement for the first four (4) year cycle (2013 – 2016) will have until December 31, 2017 to meet the requirement. Failure to meet the requirement by that time will result in automatic termination of membership.

Failure to meet the requirement for the second (2016 – 2019) cycle and subsequent four (4) year cycles will result in suspension of membership for the first two 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 member who is still suspended as of that date will be automatically terminated. (Adopted 1/01, revised 1/16)

Section 13. Status Changes.

(a) REALTORS® who change the conditions under which they hold membership shall be required to provide written notification to the A.O.R. within thirty (30) days. A non-principal REALTOR® who becomes a principal in the firm with which he or she has been licensed or, 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 principal REALTOR® members. During the period of transition from one status of membership to another, such members shall be subject to all of the privileges and obligations of a principal REALTOR® member. The Board of Directors, at its discretion, may waive any qualification, which the member has already fulfilled in accordance with the Bylaws. If the REALTOR® does not satisfy the requirements established in the Bylaws for the category of membership to which they have transferred within thirty (30) days of the date they advised the A.O.R. of their change in status, their application for change of status will terminate automatically unless otherwise so directed by the Board of Directors.

(b) If the licensed status of any member is terminated, his or her membership in the A.O.R. shall terminate automatically. If any member ceases to meet any other ongoing qualification of membership, his or her membership may be terminated by the Board of Directors. Each member shall have the affirmative duty to notify the A.O.R. of any changes in their licensee status.

(c) 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. Dues shall be prorated from the first day of the month in which the member is notified of acceptance by the Board of Directors of his or her change in status and shall be based on the new membership status for the remainder of the year.

Section 14. Resignation. 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 A.O.R. for dues, fees, fines or other assessments of the A.O.R. or any of its services, departments, divisions or subsidiaries, the A.O.R. may condition the right of the resigning member to reapply for membership upon payment in full of all such monies owed.

ARTICLE VI - PRIVILEGES AND DUTIES OF MEMBERSHIP

Section 1. Member Compliance with Bylaws, Policies, Rules and Regulations. It shall be the duty of every member of the A.O.R. to abide by the Bylaws, Policies and Rules and Regulations of the A.O.R. Any member of the A.O.R. may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of the Bylaws or the Rules and Regulations of the A.O.R. If a hearing is required it shall be held in accordance with the *California Code of Ethics and Arbitration Manual*.

Although only REALTOR® members are subject to the Code of Ethics and its enforcement by the A.O.R., all members are encouraged to abide by the principles established in the Code of Ethics and conduct their business and professional practices accordingly. Further, any non-REALTOR® member may, upon recommendation of 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, reflects adversely on the real estate industry or the terms REALTOR® or REALTORS® and for conduct that is inconsistent with or adverse to the objectives and purposes of this A.O.R., C.A.R. or N.A.R.

Section 2. Member Discipline.

(a) Any member of the A.O.R. may be reprimanded, placed on probation, suspended or expelled for sexual harassment of an Association employee or Association officer or director after an investigation in accordance with the procedures of the A.O.R. 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, President-Elect and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with counsel for the A.O.R. Disciplinary action may include any sanction authorized in the *California Code of Ethics and Arbitration Manual*. If the complaint names the President or President-Elect, 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.

(b) Any REALTOR® member of the A.O.R. 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 *California Code of Ethics and Arbitration Manual*, provided that the discipline imposed is consistent with N.A.R. policy as set forth in the *California Code of Ethics and Arbitration Manual*.

(c) Any member who signs the CVAR Leadership Code of Conduct or any similar document in effect from time to time that governs the conduct of A.O.R. members ("Code of Conduct"), a current copy of which is attached to these Bylaws, may be subject to discipline by the Board of Directors for any violation of the Code of Conduct after a hearing as described in the *California Code of Ethics and Arbitration Manual*, provided that the discipline imposed is consistent with California law and N.A.R. policy as set forth in the *California Code of Ethics and Arbitration Manual*.

Section 3. Resignation with Pending Arbitration or Disciplinary Hearing. If a member resigns from the A.O.R. or otherwise causes membership to terminate with a disciplinary 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.

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

Section 4. Voting Rights and Eligibility for Elective Office. Only REALTOR® members, whether primary or secondary, in good standing whose financial obligations to the A.O.R. are paid in full shall be entitled to vote and to hold elective office in the A.O.R.

Section 5. Privileges and Duties of REALTOR® Members.

(a) It shall be the duty and responsibility of every REALTOR® member of this A.O.R. to abide by the Constitution and Bylaws of C.A.R., the Constitution and Bylaws of N.A.R. and to abide by the Code of Ethics as set forth in Article VI, Section 1 of these Bylaws.

(b) REALTOR® members have the primary responsibility to safeguard and promote the standards, interests and welfare of the A.O.R. and the real estate profession.

(c) REALTOR® members may use the terms REALTOR® and REALTORS® subject to the provisions of Article VIII.

(d) If a REALTOR® member who is a sole proprietor, principal in a firm, partner in a partnership, officer of a corporation, or branch office manager is suspended or expelled, his or her firm, partnership or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension or expulsion and the membership of all other principals, partners or corporate officers shall suspend or terminate during the period of suspension or expulsion, unless: (1) the disciplined member severs his or her connection with the firm, partnership or corporation; or (2) the disciplined member relinquishes management control of the firm.

The membership of REALTORS® who are employed or affiliated as independent contractors with the disciplined member shall suspend or terminate during the period of suspension or expulsion unless: (1) the disciplined member severs his or her connection with the firm, partnership or corporation; (2) the disciplined member relinquishes management control of the firm; or (3) the non-principal REALTOR® member elects to sever his or her connection with the disciplined member and affiliates with another REALTOR® member in good standing in the Association. If a REALTOR® member other than a sole proprietor in a firm, partner in a partnership, officer of a corporation or branch office manager is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

Removal of an individual from any form or degree of management control must be certified to the A.O.R. by the disciplined member and by the individual who is assuming management control. The signatures on such certification must be notarized.

The foregoing is not intended to preclude a suspended or expelled member from functioning as an employee or independent contractor, provided no management control is exercised.

(e) In any action taken against a principal REALTOR® member for suspension or expulsion, 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 this Article VI, Section 5 shall apply.

Section 6. Privileges and Duties of Institute Affiliate Members. Institute Affiliate members shall have the rights and privileges and be subject to the obligations prescribed by the Board of Directors consistent with the N.A.R. Constitution and Bylaws.

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

Section 7. Privileges and Duties of Affiliate Members. Affiliate members shall have the rights and privileges and be subject to the obligations prescribed by the Board of Directors.

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

Section 9. Privileges and Duties of Honorary Members. Honorary membership shall confer only the right to attend meetings and participate in discussions.

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

Section 11. Certification by "Designated" REALTOR®. Designated REALTORS® shall certify to the A.O.R. during the first month of the fiscal year on a form provided by the A.O.R., a complete listing of all individuals licensed or certified under California law with the REALTOR® firm(s) and shall designate the primary Association, if any, for each individual. These declarations shall be used for purposes of calculating dues under Article IX, Section 2 of the Bylaws. Designated REALTOR® members shall also notify the A.O.R. of any additional individual(s) licensed or certified with the firm(s) and of any individual whose affiliation with the firm was severed within thirty days of the date of affiliation or severance of the individual(s).

ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION

Section 1. Professional Standards and Arbitration. The responsibility of the A.O.R. and its 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 governed by the *California Code of Ethics and Arbitration Manual*, as published and from time to time amended by C.A.R., which by this reference is made a part of the Bylaws.

Section 2. Member Compliance with N.A.R. and C.A.R. Constitution, Bylaws, Policies, Rules, Regulations, and Code of Ethics. It shall be the duty and responsibility of every REALTOR® member of this A.O.R. to abide by the Constitution and Bylaws of C.A.R., the Constitution and Bylaws of N.A.R. and the Code of Ethics 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 *California Code of Ethics and Arbitration Manual* as from time to time amended by C.A.R. By becoming and remaining a member, every REALTOR® member agrees that he or she and the corporation or firm for which he or she acts as a partner, officer, principal, or branch office manager, will submit to arbitration through the A.O.R. all disputes with any other member or member of the public subject to the conditions set forth in the *California Code of Ethics and Arbitration Manual*.

ARTICLE VIII - USE OF THE TERMS REALTOR® AND REALTORS®

Section 1. Use and Control of REALTOR® Membership Marks. Use of the terms REALTOR® and REALTORS® by members shall, at all times, be subject to the provisions of the Constitution and Bylaws of N.A.R. and to the Rules and Regulations prescribed by its Board of Directors. The A.O.R. shall have the authority to control, jointly and in full cooperation with N.A.R., 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 C.A.R. Code of Ethics and Arbitration Manual.

Section 2. Jurisdictional Limits on Use of REALTOR® Membership Marks. REALTOR® members of the A.O.R. shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their places of business within California, 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. Use of REALTOR® Membership Marks Dependent on Status of Firm Principals. A REALTOR® member who is a principal of a real estate firm, partnership or corporation may use the terms REALTOR® and REALTORS® only if all the principals of such firm, partnership, or corporation

who are actively engaged in the real estate profession within of California, or a state contiguous thereto, are REALTOR® members.

- (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.

Section 4. Institute Affiliate Members Ineligible to Use REALTOR® Membership Marks. Institute Affiliate members shall not use the terms REALTOR® or REALTORS® nor the imprint of the emblem seal of N.A.R.

ARTICLE IX - DUES AND ASSESSMENTS

Section 1. Application Fee. The Board of Directors may adopt a reasonable application fee for membership in the A.O.R. The application fee for REALTOR® membership shall not exceed three (3) times the amount of the annual dues for REALTOR® membership. The application fee shall be required to accompany each application for membership in the A.O.R. and shall become the property of the A.O.R. upon final approval of the application.

Section 2. Dues.

- (a) The Board of Directors shall determine annually the amount of annual dues to be paid by each class of membership.
- (b) The dues of each Designated REALTOR® member shall be a base amount plus an amount multiplied by the number of real estate licensees and licensed or certified appraisers under California law to which he or she certified under Article VI, Section II, and who: (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed or certified with such REALTOR® member; and (2) are not REALTOR® members of any Association within California or a state contiguous thereto or Institute Affiliate members of this A.O.R. In calculating the dues payable to the A.O.R. by a Designated REALTOR® member, non-member licensees as defined in (1) and (2) of this sub-paragraph shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on non-member licensees to another Association within the state of California or a state contiguous thereto, provided the Designated REALTOR® notifies the A.O.R. in writing of the identity of the Association to which dues have been remitted.

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 (“LFRO”) 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 and are not a participant or subscriber in a Multiple Listing Service (“MLS”). The individuals disclosed on such form shall not be deemed to be licensed with

the REALTOR® filing the form for purposes of this Article IX, Section 2 (b) and shall not be included in calculating the annual dues of the Designated REALTOR®.

A REALTOR® with a direct or indirect ownership interest in an entity engaged in the real estate business which provides services for which a Mortgage Loan Originators (“MLO”) license endorsement is required may annually file with the association, on a form approved by the association, a list of the MLO licensees and certify that the listed licensees (1) have a MLO license or endorsement, (2) are not engaged in real estate licensed activities except those for which an MLO is required, and (3) are not participants or subscribers in any MLS. The individuals disclosed on such forms shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this Article IX, Section 2(b) and shall not be included in calculating the annual dues of the Designated REALTOR®.

The exemption for any licensee included on the certification form for a LFRO shall automatically be revoked upon the individual being engaged in real estate licensed activities (listing, selling, leasing, renting, managing, counseling, appraising or arranging financing for real property), other than referrals, or being a participant or subscriber of any MLS, and dues for the current fiscal year shall be due and payable.

The exemption for any licensee, included on the certification form for an MLO exemption, shall automatically be revoked upon the individual being engaged in real estate licensed activities other than those activities for which an MLO license or endorsement is required or upon their joining an MLS, and dues for the current fiscal year shall be due and payable.

Membership dues shall be prorated for any licensee included on a certification form submitted to the association who during the same calendar year applies for REALTOR® or REALTOR-ASSOCIATE® membership in the association. However, membership dues shall not be prorated if the licensee held REALTOR® or REALTOR-ASSOCIATE® membership during the preceding calendar year.

- (c) The annual dues of REALTOR® members shall not include any allocation for C.A.R., if the member is a member of an Association of C.A.R. and that Association has paid C.A.R. dues for the member.
- (d) The annual dues of REALTOR® members shall not include any allocation for N.A.R., if the member is a member of an Association of N.A.R. and that Association has paid N.A.R. dues for the member.
- (e) 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 sub-paragraph (b) of this Section) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this Association.
- (f) The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

NOTE: The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate Members (\$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 voluntarily subscribe. (Amended 1/02)

Section 3. Dues Payable. Dues for all members shall be payable annually. Dues shall be computed from the first day of the month in which a member is notified of acceptance and shall be prorated for the remainder of the billing cycle. Any member who initiates bankruptcy proceedings may be placed on a "cash basis" from the date the bankruptcy petition is filed until one year from the date that the member has been discharged from bankruptcy. All dues or fees paid to the A.O.R. are nonrefundable, except for those dues returned to a terminated provisional member as provided in Article V, Section 10.

Section 4. Nonpayment of Financial Obligations.

(a) If dues, fees, fines, or other assessments including amounts owed to the A.O.R. or its Multiple Listing Service are not paid within one (1) month after the due date, the nonpaying member is subject to suspension. 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. Furthermore, no member shall be suspended or expelled until twenty (20) days after notice of a proposed suspension or expulsion and the reason therefore has been given by electronic communication **or** by regular first class mail to him or her, which notice may be given before or after the expiration of the one-month limit or three-month limit. As used in these Bylaws, the terms "electronically communicated" and "electronic communication" shall mean and refer to a communication delivered by email, MLS messaging, or any other means of electronic transmission authorized by sections 20 and 21 of the California Corporations Code.

(b) If within ten (10) days after the electronic communication or mailing of a notice the member requests a hearing, the effective date of the suspension or expulsion shall be deferred until after such hearing. The Board of Directors shall send electronic communication or mail by regular first class mail to the member at least five (5) days prior to the hearing, a notice of the time and place of the hearing. At the hearing the Board of Directors shall receive evidence from the member and may receive evidence from any other person on the issue of whether the member was delinquent in the payment of fees or charges and on the issue of whether it would be in the best interest of the A.O.R. to suspend or expel the member.

(c) If the Board of Directors determines that the member was delinquent, the Board of Directors may decide, as it deems in the best interest of the A.O.R., to suspend or expel the member, to decline to suspend or expel the member, or to decline to suspend or expel the member on condition that the member pay the delinquency on or before a specified date or pay the delinquency in specified installments on or before specified dates. The member shall be automatically suspended or expelled without further hearing if the member fails to perform such condition.

(d) Any suspension or expulsion occurring after a hearing shall be effective five (5) days after notice thereof is electronically communicated or mailed to the member, subject to the right of the Board of Directors to specify that the suspension or expulsion shall become effective upon the entry, in a suit by the A.O.R. for declaratory relief, of the final judgment of a Court of competent jurisdiction declaring that the suspension or expulsion violates no rights of the member.

(e) A member who has been expelled may apply for reinstatement in the manner prescribed for new applicants for membership, upon making full payment of all past due accounts, together with interest at the rate of ten (10%) percent per annum on each item comprising the accounts, from its due date until paid, and after complying with all sanctions imposed by a disciplinary panel together with the payment of the application fee required of new applicants.

(f) In the event the membership of a real estate licensee or certified appraiser or licensed appraiser who holds REALTOR® membership is terminated for nonpayment of A.O.R. dues, and the licensee or appraiser remains affiliated with the same firm, the dues obligation of the designated REALTOR®, as set forth in this Article IX, Section 2(b), will be increased to reflect the addition of a non-member licensee or appraiser. 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.

Section 5. Reinstatement after Termination for Nonpayment of Financial Obligations. A former member who has had his or her membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the A.O.R. or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, only after making payment in full of all accounts due as of the date of termination.

Section 6. Deposit. All monies received by the A.O.R. for any purpose shall be deposited to the credit of the A.O.R. in a financial institution or institutions selected by resolution of the Board of Directors.

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

ARTICLE X - OFFICERS AND DIRECTORS

Section 1. Officers. The membership elected officers of the A.O.R. shall be: President, President-Elect. The appointed officers of the A.O.R. shall be: Vice President and Treasurer. The President-Elect shall automatically ascend to the presidency at the end of his or her term as President-Elect. The Chief Executive Officer is the chief staff person of the A.O.R. but is not an officer or member of the Board of Directors.

- (a) Within 30 days after the annual election, the new Board of Directors will appoint a Vice President and Treasurer from among the Directors. The Vice President and Treasurer will be appointed to serve for a one (1) year term. As provided in Section 3 below, the Immediate Past President will also hold a voting seat on the Board of Directors for the one (1) year following his or her term as President.

Section 2. Powers and Duties of Officers. The powers and 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 duty of the Secretary to keep the records of the Board of Directors and to carry on all necessary correspondence with N.A.R. and C.A.R.

- (a) Duties of the President. It shall be the duty of the President to preside at all meetings of the membership and of the Board of Directors and he or she shall be general supervisor of the affairs of the Association, shall direct the strict enforcement of the Bylaws and such rules and regulations as may get adopted by the Association. He or she shall appoint all committee chairpersons and committee members, with the advice and approval of the Board of Directors. He or she shall perform all other duties as required by law or incident to the office of President or as may be prescribed by the Board of Directors.
- (b) Duties of the President-Elect. The duties of the president-elect shall be to learn the duties of the President in the event the President is unable to serve or is disqualified from serving for any reason. The President-Elect shall automatically succeed to the office of President. If the office of President should become vacant between elections, the President-Elect shall fill the vacancy and complete the unexpired term. The President-Elect who fills a vacancy in the office of President shall automatically become President for a full term after completion of the unexpired term. The President-Elect shall also serve as a member of the Board of Directors with all rights, privileges and responsibilities thereof.
- (c) Duties of the Vice President. The Vice President shall perform the duties of the President in the event the President and President-Elect are unable to serve or are disqualified from serving for any reason. He or she shall have such other powers and duties as may be prescribed by the Board of Directors or the President. If the office of President-Elect should become vacant between elections, the Vice President shall fill the vacancy and complete the unexpired term, but not succeed automatically to the presidency. In the event the President is unable to serve or is disqualified from serving for any reason, the offices of President-Elect and Vice President are vacant, the office of President shall be filled by a person elected by the Board of Directors until a general election can be held.
- (d) Duties of Treasurer . The Treasurer shall serve as Chairman of the Budget & Finance Committee and shall be the custodian of the funds of the Association. He or she shall deposit them in a depository or depositories under the instructions of the Directors. The Treasurer shall keep the books of account of the association and shall submit a statement of his or her accounts, with the proper vouchers, at regular meetings of the directors.

Section 3. Board of Directors. The governing body of the A.O.R. shall be a Board of Directors as hereafter described.

- (a) Number of Directors and Composition of Board. The Board of Directors shall have no fewer than ten (10) and no more than fourteen (14) directors, as determined by the Board of Directors from time to time, comprised of the following:
 - (1) The two (2) officers (President and President Elect) elected by the membership as provided in Article X, Section 1.
 - (2) The one (1) Immediate Past President.
 - (3) One (1) Director at Large appointed by the President and confirmed by the Board of Directors no later than the initial meeting of each new Board of Directors, which Director at Large shall previously have served for at least one (1) year on an A.O.R. standing committee and shall serve a one (1) year term as Director.

- (4) Not less than six (6) nor more than ten (10) additional directors elected by the Members, two of which shall be appointed as Vice President and Treasurer not later than the initial meeting of each new Board of Directors
- (b) Votes of Directors. All directors shall have one vote.
- (c) Annual Election of Directors. As many directors shall be elected each year by the members as are needed to fully comprise the Board of Directors as described in Section 3(a) above.
- (d) Term of Directors. Each elected director shall serve a two (2) year term The Director at Large shall serve a one (1) year term. The Immediate Past President shall serve a one (1) year term.
- (e) Term Limits of Directors. The maximum consecutive period of time that an individual may serve as a director shall be six years, provided however that such maximum consecutive period of time shall be extended by the amount of time necessary to allow an elected officer, immediate past president, or individual appointed by the Board to fill a vacancy, to complete such individual's term of service. An individual who has served as a director for the maximum consecutive period of time shall again become eligible to serve as a director following an absence of not less than one year.

Section 3. Powers and Duties of the Board of Directors. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation or Bylaws relating to action required to be approved by the members or a majority of all the members, the activities and affairs of the A.O.R. shall be conducted by and all management powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of the A.O.R. to any committee and/or Chief Executive Officer so long as the ultimate direction is provided by the Board of Directors.

Section 5. Additional Duties of the Officers and Directors

- (a) The President, President-Elect, Vice President, Treasurer and such other Directors as designated by the Board of Directors, in addition to their other duties, shall sign all contracts, bonds, bills and other instruments in writing and all warrants or checks drawn for the payment of bills in the regular conduct of the Association of REALTORS® business as prescribed by the Board of Directors. A minimum of two signatures shall be required on all checks.
- (b) It shall be the duty of the Officers and Directors to insure that no original documents of the A.O.R. leave the premises except as authorized by the Board of Directors.

Section 6. State Directors. The President of the Association is a State director in accordance with the Bylaws of C.A.R. The President-Elect, Vice President and Treasurer shall be designated as State Directors in that descending order. Other State Directors within the number designated by C.A.R. shall be appointed by the President, subject to approval by the Board of Directors.

Section 7. Chief Executive Officer. The Chief Executive Officer shall be the salaried executive of the A.O.R. He or she shall have supervision of the entire staff and shall perform such other duties as may be delegated by the President and Board of Directors of the A.O.R. He or she shall not be actively engaged in the Real Estate business. The Chief Executive Officer shall serve as the Secretary of the

A.O.R. It shall be the duty of the Secretary to keep the records of the A.O.R. and to carry on all necessary correspondence with N.A.R. and C.A.R.

Section 8. Election of Officers and Directors.

- (a) Nomination by the Election Committee. At least two (2) months before the annual election, an Election Committee of seven (7) REALTOR® members shall be appointed by the President with the approval of the Board of Directors. The Election Committee shall nominate all qualified and consenting REALTOR® member candidates who have made application within the published time limit for the office of President (only in the event the President Elect does not succeed to Presidency), President- Elect and for the available positions on the Board of Directors and may seek out and nominate additional qualified and consenting candidate for the positions to be filled. No member of the Nominating Election Committee may be a candidate for office or the Board of Directors. No person may be nominated for office unless he or she will meet all the qualifications for the office at the beginning of the term for which he or she is a nominee. The report of the Election Committee shall be distributed to each member eligible to vote at least forty five (45) days preceding the election. At the conclusion of the election the Election Committee shall meet to certify the election results and notify all candidates of the results.

Candidates for President and President-Elect shall meet the following qualifications:

1. President. At the time the candidate takes office he or she shall have served on the Board of Directors for two (2) full years out of the last five (5) years prior to taking office. (Only in the event the President-Elect does not succeed to the Presidency shall there be an election for President.
2. President-Elect. Prior to taking office, candidates for President-Elect shall have served on the Board of Directors for two (2) full years within the past five (5) years prior to taking office. The President-Elect shall have all rights and privileges as a Director.

Candidates for the position of Director shall meet the following qualifications:

- 1) At the time of taking office the candidate must have been a member, in good standing, of the Citrus Valley AOR for a period of two (2) years.
 - 2) At the time of taking office the candidate must have served on two (2) CVAR standing committees and/or chairing or chaired one CVAR standing committee, within two of the last five years.
- (b) Nomination by Petition. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least five percent (5%) of the REALTOR® members eligible to vote. The petition shall be filed with the Secretary at least three (3) weeks before the election. The Secretary shall deliver notice of such additional nominations to all members eligible to vote at least two (2) weeks before the election.
- (c) Elections. The election shall be conducted by ballot electronically communicated between the members and the A.O.R. Ballots cast by members will be accepted by electronic communication for a period of ten (1) days beginning on the first Monday in June of each year and ending at 4:00 pm on the tenth day thereafter. There shall be no proxy votes. In case of a tie vote, the successful candidate shall be determined by lot or other impartial tie-breaking procedure determined by the Board of Directors.

- (d) Retention of Online Voting Information. Voting information will be retained for two years after the election, to be held at the main office.

Section 9. Vacancies.

(a) In the event of a vacancy on the Board of Directors that occurs before the end of the first calendar quarter of any year, if possible the vacancy shall be filled by the unsuccessful candidate who received the highest number of vote's at the most recent election.(b)Except as otherwise provided in subsection (a) above, any vacancy on the Board of Directors (including a vacancy resulting from removal of a director in accordance with the provisions of Section 10 or Section 11 below) shall, at the discretion of the Board of Directors, either (1) be filled by an individual nominated by the President and approved by the Board of Directors, or (2) remain unfilled until the next election of directors or such earlier time as the Board of Directors shall determine, provided that the number of action directors does not fall below ten (10)..

Section 10. Removal of Officers and Directors by Members. In the event that an officer or director is deemed to be incapable of fulfilling the duties for which he or she is elected, but will not resign from office voluntarily, the officer or director may be removed from office under the following procedure:

- (a) A petition requiring the removal of an officer or director and signed by not less than one-third of the voting membership or a majority of all directors shall be filed with the President, or if the President is the subject of the petition, with the next ranking officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.
- (b) Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the A.O.R. shall be held. 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 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. Provided a quorum is present, a three-fourths vote of members present and voting shall be required for removal from office.

Section 11. Removal of Directors and Officers by Board of Directors. A director may be removed by the Board of Directors in either of the following circumstances:

- (a) Any director who misses more than three (3) meetings of the Board of Directors in any calendar year shall be subject to automatic removal from the Board of Directors unless the Board of Directors determines, in its sole discretion, that the absences were reasonably justified under the circumstances.
- (b) Agreement to adhere to the Code of Conduct shall be a qualification required of all directors. Any director who is found to have violated one or more provisions of the Code of Conduct under the procedures described in Article VI, Section 2(c) above, shall be subject to removal by the Board of Directors unless the Board of Directors determines, in its sole discretion, that some lesser discipline is more appropriate.

ARTICLE XI - MEETINGS

Section 1. Annual Meetings. The annual meeting of the A.O.R. shall be held during December of each year, the date, place and hour to be designated by the Board of Directors. At the annual meeting, the Treasurer-Elect shall present the budget that has been approved by the Board of Directors. The approved budget shall therefore be available for review by the membership at the A.O.R. offices during normal business hours.

Section 2. Meetings of Directors. The Board of Directors shall designate a regular time and place of meetings.

Section 3. Special Meetings of Directors. Special meetings of the Board of Directors may be called by the President, or any two (2) of the elected Officers, or any five (5) Directors. Special meetings shall be held on not less than forty-eight (48) hours' notice delivered personally or by electronic communication..

Section 4. Other Meetings. Meetings of the members may be held at other times as the President or the Board of Directors may determine, or upon the written request of at least five (5%) percent of the members eligible to vote.

Section 5. Notice of Meetings. Written notice of each membership meetings shall be delivered personally or by electronic communication to every member entitled to participate in the meeting at least twenty (20), but not more than sixty (60), calendar days before the meeting. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting. The A.O.R. shall publish notice of all membership meetings in any publication regularly sent to all members of the A.O.R.

Section 6. Quorum. A quorum for the transaction of business by the Board of Directors shall consist of a majority (50%+1) of the Directors. A quorum for the transaction of business by the general membership shall consist of 60 members eligible to vote and present at a meeting. If a general membership meeting is adjourned for lack of quorum, another meeting shall be duly noticed and held within 60 days of the adjourned meeting. At such second meeting, the number in attendance at the time of the transaction of any business shall constitute a quorum.

Section 7. Action without a Meeting. Any action that may be taken at a regular membership meeting or special membership meeting may be taken without a meeting if the A.O.R. Electronically communicates a written ballot to every member entitled to vote on the matter. Approval by written ballot electronically communicated shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the Quorum required to be present at a meeting and the number of approvals equals or exceeds the number of votes that would be required to approve such action at a meeting.

ARTICLE XII - COMMITTEES

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

- Budget & Finance
- Grievance
- MLS Committee
- Local Government Relations
- Professional Standards
- RAF Committee
- Membership Value
- Election Committee

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

Section 3. Term of Committee Appointments. Committee members shall be appointed to one-year terms except that the members of the Grievance, and Professional Standards committees shall be appointed to staggered three-year terms.

Section 4. Organization. All committees shall be of such size and shall have duties, functions and powers as assigned by the Board of Directors except as otherwise provided in these Bylaws.

Section 5. President. The President shall be an ex-officio non-voting member of all standing and special committees and shall be notified of their meetings.

Section 6. Removal. The President shall have the power, subject to confirmation by the Board of Directors, to remove any member from a committee.

Section 7. Quorum and Voting. A quorum for the transaction of business by the Budget & Finance Committee shall consist of a majority of the members of the Budget & Finance Committee. A quorum for the transaction of business by all other committees shall consist of one-third of the committee members. Action may be taken by the vote of a majority of the quorum in attendance at any meeting.

ARTICLE XIII - FISCAL AND ELECTIVE YEAR

Section 1. Fiscal & Elective Year. The fiscal and elective year of the A.O.R. shall be the calendar year beginning January 1 and ending December 31.

ARTICLE XIV - RULES OF ORDER

Parliamentary Authority

Section 1. Robert's Rules of Order. Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the A.O.R., its Board of Directors, and committees, in all instances wherein its provisions do not conflict with the California Nonprofit Corporations Code or these Bylaws.

ARTICLE XV - AMENDMENTS

Section 1. Amendment upon Majority Vote of Membership.

These Bylaws may be amended by: (a) a 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; or (b) a written ballot. If amendment is sought by written ballot, the ballot (1) shall be delivered personally or by electronic communication to all members entitled to vote, (2) shall plainly state the substance of the proposed amendment or amendments, (3) shall provide an opportunity to specify approval or disapproval, and (4) shall provide at least ten (10) days in which to return the ballot personally or by electronic communication to the A.O.R. Amendment by written ballot will only be effective if the number of votes cast within the time specified equals or exceed the number of votes that would have been required at a member meeting. In addition, the Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by N.A.R. policy.

Section 2. Notice. Notice of all meetings at which amendments are to be considered shall be delivered personally, by facsimile, electronic mail, regular mail or other electronic means to every member eligible to vote at least twenty (20) calendar days prior to the meeting and shall plainly state the substance of the proposed amendment or amendments.

Section 3. Approval of Amendments by N.A.R. 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 A.O.R. shall become effective upon their approval as authorized by the Board of Directors of N.A.R.

ARTICLE XVI - DISSOLUTION

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

ARTICLE XVII - MULTIPLE LISTING SERVICE

Section 1. Authority and Governing MLS Rules. The A.O.R. may maintain for the use of licensed real estate brokers and salespersons, and licensed or certified appraisers, a Multiple Listing Service ("MLS") which shall be subject to the Bylaws of the A.O.R. and the *California Model MLS Rules* as from time to time amended by C.A.R., which are hereby incorporated by reference and such additional local MLS Rules and Regulations as may be hereinafter adopted by the Board of Directors. In the event of a conflict between the *California Model MLS Rules* and the local MLS Rules and Regulations, the local MLS Rules and Regulations will control.

Section 2. Purpose. A Multiple Listing Service is a means by which authorized MLS broker participants establish legal relationships with other participants by making a blanket unilateral contractual offer of compensation and cooperation to other broker participants; by which information is accumulated and disseminated to enable authorized participants to prepare appraisals and other valuations of real property; 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 among the participants so that they may better serve their clients and the public.

Section 3. Access to Comparable and Statistical Information. Providing the MLS generates such publications, A.O.R. members who are actively engaged in real estate brokerage, management, mortgage financing, appraising, land development or building, but who do not participate in the MLS, are nonetheless entitled to receive, by purchase or lease, information other than current listing information that is generated wholly or in part by the MLS including "comparable" information, "sold" information and statistical reports. This information is provided for the exclusive use of A.O.R. members and individuals affiliated with A.O.R. members who are also engaged in the real estate business. Except as otherwise specified in the MLS Rules and Regulations, this information may not be transmitted, retransmitted or provided in any manner to any unauthorized individual, office or firm. A.O.R. members who receive such information are subject to the applicable provisions of the MLS Rules and Regulations whether they participate in the MLS or not.

ARTICLE XVIII – INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 1. The Corporation shall, to the maximum extent permitted by the California Non-Profit Mutual Benefit Corporation Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonable incurred in connection with any proceedings arising by reason of the fact any such person is or was an agent of the Corporation. For purposes of this Section, an “agent” of the Corporation includes any person who is or was affiliated as a Director, officer, employee, or agent of a corporation, trust or other enterprises, or was a director, officer, employee, or agent of a corporation, which was a predecessor corporation of the corporation of another enterprise at the request of such predecessor corporation.