

CAPITAL AREA ASSOCIATION OF REALTORS®

BYLAWS

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CAPITAL AREA ASSOCIATION OF REALTORS®
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**BYLAWS OF THE
CAPITAL AREA ASSOCIATION OF REALTORS®**

ARTICLE I - Name

Section 1. Name. The name of this organization shall be the Capital Area Association of REALTORS®, hereinafter referred to as the "Association".

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

ARTICLE II - Objectives

The objects of the Association are:

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

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

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

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

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

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

ARTICLE III - Jurisdiction

Section 1. The territorial jurisdiction of the Association as a member of the NATIONAL ASSOCIATION OF REALTORS® includes Knox County, Warren County, Henderson County, Sangamon County, Menard County, Logan County, Brown County, Cass County, Greene County, Morgan County, Pike County, Scott County and that part of Macoupin County, Illinois, defined as follows: Beginning at the north western most part of Macoupin County boundary, and proceeding east along that boundary to the eastern most boundaries of Macoupin County then south along the eastern boundaries of Macoupin County to Illinois State Route 16 then west following Illinois State Route 16 to the western boundary of Macoupin County then north on the western boundary of Macoupin County until it reaches the northern boundary of Macoupin County, including the communities of Virden, Modesto, Scottsville, Athensville, Girard, Nilwood, Palmyra, Barr, Hettick, Standard City, Atwater, Reader, Carlinville, Chesterfield, Womack, Barnett, Summerville, Macoupin Station and Plainview; and that part of Mason County east of Illinois State Route 29 and Tazewell County Road 1200 East, including the communities of Mason City and San Jose, Illinois. (Amended 01/21)

Section 2. Territorial Jurisdiction is defined to mean:

(a) The right and duty to control the use of the terms REALTOR® and REALTORS®, subject to the conditions set forth in these Bylaws and those of the NATIONAL ASSOCIATION OF REALTORS®, in return for which the Association agrees to protect and safeguard the property rights of the NATIONAL ASSOCIATION in the terms. *(Amended 04/15)*

ARTICLE IV - Definitions

Section 1. Definitions. As used in these Bylaws, the following definitions shall apply:

- (a) “Act” means the General Not-for-Profit Corporation Act of the State of Illinois.
- (b) “Delivered” means, for purposes of determining if any notice required hereunder or under the Act is effective, means:
- (1) Transferred or presented to the member of the Association or Board of Directors;
 - (2) Deposited in the United States mail addressed to the member of the Association or Board of Directors at his or her business or personal address as it appears on the records of the Association, with sufficient first-class postage prepaid thereon;
 - (3) Transmitted by electronic means to the email address, facsimile number, or other contact information appearing on the records of the Association.
- (c) Any action required to be “written”, to be “in writing”, to have “written consent”, or to have “written approval” and the like by or of members, directors, or committee members shall include without limitation any communication transmitted or received by facsimile, email or other electronic means.

ARTICLE V - Membership

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

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

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

In the case of a real estate firm, partnership, or corporation, whose business activity is substantially all commercial, only those principals actively engaged in the real estate business in connection with the same office, or any other offices within the jurisdiction of the Association in which one of the firm’s principals holds REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate Membership. *(Amended 01/01) (Amended 03/22)*

(2) Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers and are associated with a REALTOR® Member and meet the qualifications. *(Amended 03/22)*

(3) Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions and the commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR Constitution and Bylaws. Such individuals shall enjoy all of the rights, privileges and obligations of REALTOR® membership (including compliance with the Code of Ethics) except: obligations related to Association mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the local Association, state association and National Association. *(Amended 03/22)*

(4) Primary and secondary REALTOR® Members. An individual is a primary member if the Association pays state and National dues based on such Member. An individual is a secondary Member if state and National dues are remitted through another Association. One of the principals in a real estate firm must be a Designated REALTOR® member of the Association in order for licensees affiliated with the firm to select the Association as their "primary" Association. *(Amended 03/22)*

(5) Designated REALTOR® Members. Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® Member who shall be responsible for all duties and obligations of Membership including the obligation to arbitrate pursuant to Article 17 of the Code of Ethics and the payment of Association dues. The "Designated REALTOR®" must be a sole proprietor, partner, corporate officer, trustee, or branch office manager acting on behalf of the firm's principal(s), and must meet all other qualifications for REALTOR® Membership. *(Amended 03/22)*

(6) The Board of Directors may classify REALTOR® Members according to their respective professional specialties.

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

(c) Affiliate Members. Affiliate Members shall be real estate owners and other individuals or firms who, while not engaged in the real estate profession as defined in paragraphs (a) or (b) of this Section have interests requiring information concerning real estate, and are in sympathy with the objectives of the Association. Affiliate Membership shall also be granted to individuals licensed or certified to engage in real estate practice who, if otherwise eligible, do not elect to hold REALTOR® membership in the Association, provided the applicant is engaged exclusively in a specialty of the real estate business other than brokerage of real property.

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

(e) Honorary Members. Honorary Members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for the Association, or for the public.

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

ARTICLE VI - Qualification and Election

Section 1. Application.

(a) An application for membership shall be made in such manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to membership to thoroughly familiarize himself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitution, Bylaws, and Rules and Regulations of the Association, the STATE and NATIONAL ASSOCIATIONS, and if elected a Member, will abide by the Constitutions and Bylaws and rules and regulations of the Association, State and National Associations, and if a REALTOR® Member will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® including the obligation to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further specified in the Code of Ethics and Arbitration Manual of the

NATIONAL ASSOCIATION OF REALTORS® (*1), as from time to time amended, and (*2) that applicant consents that the Association, through its Membership Committee or otherwise, may invite and receive information and comment about the applicant from any Member or other persons, and the applicant agrees that any information and comment furnished to the Association 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.

Section 2. Qualification.

(a) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Board that he is actively engaged in the real estate profession, has a place of business within the State or a state contiguous thereto (unless a secondary Member), has no record of recent or pending bankruptcy, has no record of official sanctions involving unprofessional conduct, agrees to complete a course of instruction (known as "Orientation") covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the STATE ASSOCIATION, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and non-discriminatory examination thereon as may be required by the Committee, and shall agree that if elected to membership, he will abide by such Constitution, Bylaws, Rules and Regulations and the Code of Ethics. (*2) Any new member who does not fulfill the Orientation requirement within a certain amount of time, as specified by the Board of Directors, may be dropped from membership.

(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 written application, be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of the Association or a Designated REALTOR® Member of another Board (if a secondary member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, shall complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the National Association of REALTOR'S® and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the committee and shall agree in writing that if elected to membership he 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 Association will also consider the following in determining an applicant's qualification for REALTOR® membership.

1. All final findings of 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 association or association MLS.

"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 VI, Section 2(a) Note 2) (provided all their qualifications for membership have been satisfied). Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six months from the date that provisional membership is approved. Provisional membership shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. *(Amended 01/01)*

If a membership 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.

(c) All members including REALTORS®, Affiliates and Institute Affiliates understand that by providing the association with member's mailing address(es), email address(es), telephone number(s), and fax number(s), member consents to receive communications, advertisements and solicitations sent by or on behalf of the Capital Area Association of REALTORS®, its subsidiaries and affiliates, namely the Illinois Association of REALTORS®, and the NATIONAL ASSOCIATION OF REALTORS® via U.S. mail, email, telephone, or facsimile at those number(s)/location(s) provided. *(Amended 09/03)*

note (*1) The Arbitration Manual, as referred to in these Bylaws, shall be the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, the 1995 edition, and all future updates and editions.

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

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

(a) Applicants for REALTOR® membership shall be granted provisional membership immediately upon REALTORS® submission of a completed application form and remittance of applicable association dues and any application fee. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to subsequent review of the application by the Board of Directors. If the Board of Directors determines that the individual does not meet all of the qualifications for membership as established in the association's bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of a mandatory orientation program) within days from the association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated. The President of the Illinois Association of REALTORS® shall be a secondary member in good standing of the association during the state Association President's term of office. No application fees or dues are payable in connection with this member status.

(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 period of time for which 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. If a provisional member is terminated by the Board of Directors for failure of the provisional member to complete the mandatory orientation program as required, the preceding provisions of this subparagraph (c) shall be inapplicable.

(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 judgement by a court of competent jurisdiction of a final judgement declaring that the termination violates no rights of the individual.

Section 4. New Member Code of Ethics. Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one year or less. Failure to satisfy this requirement within the timeframe established by the Board of Directors will result in denial of the membership application or termination of provisional membership.

Note: Orientation programs must meet the learning objectives and minimum criteria established from time to time by the National Association of REALTORS® and the Capital Area Association of REALTORS®. (Adopted 01/01)

Section 5. Continuing Member Code of Ethics Training. Effective January 1, 2019, through December 31, 2021, and for successive three-year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State Association of REALTORS®, or the National Association of REALTORS®, which

meets the learning objectives and minimum criteria established by the National Association of REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any three-year cycle shall not be required to complete additional ethics training until a new three-year cycle commences. *(Amended 03/22)*

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any three-year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three-year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of any member who is still suspended as of that date will be automatically terminated. *(Amended 02/20)*

Section 6. Status Changes.

(a) A REALTOR® who changes the conditions under which he holds membership shall be required to provide written notification to the Association within thirty (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 requirement established in these Bylaws for the category of membership to which they have transferred within thirty (30) days of the date they advise the Association of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors. The Board of Directors, at its discretion, may waive any qualification which the applicant has already fulfilled in accordance with the Association's Bylaws.

A REALTOR® who is transferring their license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all of the privilege 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.

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

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

ARTICLE VII - Privileges and Obligations

Section 1. The privileges and obligations of Members, in addition to those otherwise provided in these Bylaws, shall be as specified in this Article.

Section 2. Any member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Association Rules and Regulations not inconsistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the Association. Although members other than REALTORS® are not subject to the Code of Ethics nor its enforcement by the Association, such Members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, members other than REALTORS® may, upon recommendation of the Membership Committee, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on

the terms REALTOR® or REALTORS®, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local Association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. Any REALTOR® Member of the Association may be disciplined by the Board of Directors for violations of the Code of Ethics or other duties of membership, after a hearing as described in the Code of Ethics and Arbitration Manual of the Association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION. *(Amended 03/22)*

Section 4. Resignations of members shall become effective when received in writing by the Board of Directors, provided, however, that if any member submitting the resignation is indebted to the Association for dues, fees, fines, or other assessments of the Association or any of its services, departments, divisions, or subsidiaries, the Association may condition the right of the resigning member to reapply for membership upon payment in full of all such monies owed. The acceptance of a member's resignation shall not prohibit the Association from seeking recovery for any monies owed.

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

(a) If a member resigns or otherwise causes 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 6. REALTOR® Members. REALTOR® Members, whether primary or secondary, in good standing are entitled to vote and to hold elective office in the Association, and may use the terms REALTOR®. For purposes of this section, the term "good standing" means the member satisfies the "Obligations of REALTOR® Members", is current with all financial and disciplinary obligations to the association and MLS, has completed any new member requirements, and complies with NAR's trademark rules. *(Amended 03/22)*

(a) If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership or an officer in a corporation, and is suspended or expelled, the firm, partnership or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® membership, or unless connection with the firm, partnership or corporation is severed, or management control is relinquished, whichever may apply. The membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member, or until readmission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR® who is suspended or expelled removes himself from any form or degree of management control of the firm for the term of the suspension or until readmission to membership, whichever, may apply. Removal of an individual from any form or degree of management control must be certified to the Association by the Member who is being suspended or expelled and by the individual who is assuming management control, and the signatures of such certification must be notarized. In the event the suspended or expelled Member is so certified to have relinquished all form or degree of management control of the firm, the membership of other partners, corporate officers, or other individuals affiliated with the firm shall not be affected, and the firm, partnership or corporation may continue to use the terms REALTOR® and REALTORS® in connection with its business

during the period of suspension or until the former Member is admitted to membership in the Association. The foregoing is not intended to preclude a suspended or expelled Member from functioning as an employee or independent contractor, providing no management control is exercised. Further, the membership of REALTORS® other than principals who are employed or affiliated as independent contractors with the disciplined Member shall suspend or terminate during the period of suspension of the disciplined Member or until readmission of the disciplined Member, or of the disciplined Member with the firm, partnership, or corporation is severed, or management control is relinquished, or unless the REALTOR® Member (non-principal) elects to sever his connection with the REALTOR® and affiliate in another REALTOR® Member in good standing in the Association, whichever may apply.

If a REALTOR® Member other than a sole proprietor in a firm, partner in a partnership, or an officer of a corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

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

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

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

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

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

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

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

Section 12. Certification by REALTOR®. Designated REALTOR® Members of the Association shall certify to the Association during the month of January, on a form provided by the Association, 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 XI, Section 2(a) of the Bylaws. Designated REALTOR® Members shall also notify the Association of any additional individual(s) licensed or certified with the firm(s) within thirty (30) days of the date of affiliation or severance of the individual.

Section 13. Harassment. "Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an Association or MIS employee or Association Officer or Director after an investigation in accordance with the established procedures of the Association. As used

in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome 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 one member of the Board of Directors selected by the highest-ranking officer not named in the complaint, upon consultation with legal counsel for the Association. Disciplinary action may include any sanction authorized in the associations Code of Ethics and Arbitration Manual. If the complaint names the President, 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."

ARTICLE VIII - Professional Standards and Arbitration

Section 1. The responsibility of the Association and of Association members relating to the enforcement of the Code of Ethics, the disciplining of members, and the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as amended from time to time, which 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. *(Amended 03/22)*

Section 2. It shall be the duty and responsibility of every REALTOR® Member of this Association to safeguard and promote the standards, interests, and welfare of the association and the real estate profession, and to protect against conduct that may cause a lack of public confidence in the real estate profession or in REALTORS®. REALTOR® members also must abide by the governing documents and policies of the Association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®, as well as the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual. The Association shall offer mediation services to its members as a voluntary alternative to arbitration.

Every REALTOR® member shall maintain a high level of integrity and adhere to the association's membership criteria. Any violent act or threat of violence to person or property, hateful conduct, or acts of moral turpitude impacting the public shall not be tolerated and may be cause for disciplinary action, up to and including termination of membership. *(Added 03/22)*

Section 3. The responsibility of the Association and Association members relating to the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and procedures incident thereto, shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as amended from time to time, which is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with the state law shall be deleted or amended to comply with state law. The Association shall either adopt its own ethics citation program or endorse that of the Illinois Association of REALTORS®. Additionally, the Association shall either adopt its own ombudsman program or endorse that of the Illinois Association of REALTORS®. *(Amended 04/01) (Amended 03/22)*

ARTICLE IX - Use of the Terms REALTOR® and REALTORS®

Section 1. Use of the terms REALTOR® and REALTORS® by members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® and to the Rules and Regulations prescribed by its Board of Directors. The Association shall have the authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS®, use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the association's Code of Ethics and Arbitration Manual. *(Amended 06/06)*

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

Section 3. A REALTOR® principal Member may use the terms REALTOR® and REALTORS®, only if all the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto are REALTOR® Members of the Association or Institute Affiliate Members. *(Amended 03/22)*

Section 3(a). In the case of a REALTOR® principal Member whose business activity is substantially all commercial, the right to use the term REALTOR® or REALTORS® shall be limited to office locations in which a principal holds REALTOR® membership. If a firm, partnership, or corporation operates additional places of business in which no principal holds REALTOR® membership, the term REALTOR® or REALTORS® may not be used in any reference to those additional places of business. *(Amended 01/01)*
(Amended 03/22)

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

ARTICLE X - State and National Memberships

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

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

Section 3. The Association adopts the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and agrees to enforce the Code among its REALTOR® Members. The Association and all of its members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the NATIONAL ASSOCIATION OF REALTORS® and the ILLINOIS ASSOCIATION OF REALTORS®.

ARTICLE XI - Dues and Assessments

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

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

(a) REALTOR® Members. The annual dues of each Designated REALTOR® Member shall be in such amount as established annually by the Board of Directors, plus an additional amount to be established annually by the Board of Directors, times the number of real estate salespersons and licensed

or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such Designated REALTOR® Member, and (2) are not REALTOR® Members of any Association in the state or a state contiguous thereto or Institute Affiliate Members of the Association. In calculating the dues payable to the Association by a Designated REALTOR® Member, non-member licensees as defined in Section 2(a)(1) and (2) 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 Association in writing of the identity of the Association to which dues have been remitted. In the case of a Designated REALTOR® Member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the Designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this board. *(Adopted 01/01) (Amended 03/22)*

(1) A REALTOR® Member of a Member Association shall be held to be any Member who has a place or places of business within the state or a state contiguous thereto and who, as a principal, 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 direct or indirect ownership interest and which is engaged in other aspects of the real estate business provided that such licensee is not otherwise included in the computation of dues payable by the principal of the entity. *(Amended 03/22)*

(2) 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®. Designated REALTOR® shall notify the association within three (3) days of any change in status of licensee in a referral firm. *(Amended 03/22)*

The exemption for any licensee included on the certification form shall automatically be revoked upon the individual being engaged in real estate licensed activities (listing, selling, leasing, renting, managing, counseling, or appraising real property) other than referrals, and dues for the current year shall be applicable.

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

(b) The dues of, Affiliate, Public Service, Honorary, and Student Member shall be in such amount as established annually by the Board of Directors. Dues for Institute Affiliate Members of the Association shall be as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. Dues Payable. Dues for all members shall be payable annually in advance, on the first day of August for the following year. Dues shall be computed from the date of application and granting of provisional membership. Dues for new applicants shall be computed from the first day of the month in which a member makes application for membership and shall be prorated for the remainder of the year.

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

Section 4. Nonpayment of Financial Obligations. Annual membership dues and assessments that are unpaid as of August 1st for the following calendar year shall be subject to a \$50 per month late fee. Membership dues remaining unpaid as of December 31st shall result in the automatic termination of that individual's membership.

If fees, fines, or other assessments including amounts owed to the Association or the Association's Multiple Information Service are not paid within one (1) month after the due date, the nonpaying member is subject to suspension at the discretion of the Board of Directors. Two (2) months after the due date, membership of the nonpaying member may be terminated at the discretion of the Board of Directors. Three (3) months after the due date, membership of the nonpaying member shall automatically terminate unless within that time the amount due is paid. A late fee charge of \$50 per month will be charged, not to exceed \$150. 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 these Bylaws or the provisions of other Rules and Regulations of the Association or any of its services, departments, divisions or subsidiaries, may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all amounts due as of the date of termination.

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

Section 6. Expenditures. The Board of Directors shall administer the day to day finances of the Association. Capital expenditures in excess of \$20,000 may not be made unless authorized by two-thirds of the Board of Directors eligible to vote.

Section 7. Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members. All dues, fees, fines, assessments, or other financial obligations to the Association or Association's Multiple Information Service shall be noticed to the delinquent Association member in writing, setting forth the amount owed and due date.²

Section 8. REALTOR® Emeriti. The dues of REALTOR® Members who are REALTOR® Emeriti (as recognized by the NATIONAL ASSOCIATION), past presidents and past treasurers of the NATIONAL ASSOCIATION, or recipients of the Distinguished Service Award shall be as determined by the Board of Directors. Additionally, the dues of those members having surpassed forty (40) years of membership, or alternatively, thirty (30) years of membership and at least seventy (70) years of age, as a member of the NATIONAL ASSOCIATION OF REALTORS®, shall be as determined by the Board of Directors.

Section 9. Logan County Board Merger Transitional Provisions. Members who become members of the Association as a consequence of the Association's merger with the Logan County Board of REALTORS® ("LCBR") may pay dues by the dues payment deadlines set forth in the Agreement and Plan of Merger between the Association and LCBR for the dues payment years of 2021, 2022, and 2023. The deadlines set forth in Sections 3 and 4 above shall be extended for said members as necessary to be consistent with the dues payment deadlines established by said Agreement and Plan of Merger, for said dues payment years.

ARTICLE XII - Officers and Directors

Section 1. Officers. The elected officers of the Association shall be: a President, a President-elect, and a Secretary/Treasurer. They shall be elected for terms of one year.

Section 2. Duties of Officers. The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. It shall be the particular duty of the Chief Staff Executive to keep the records of the Association and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the ILLINOIS ASSOCIATION OF REALTORS®.

Section 3. Board of Directors. The governing body of the Association shall be a Board of Directors consisting of the elected officers, the immediate Past President, Chairman of the Multiple Listing Service (MLS) Committee, nine (9) REALTOR® Members, the President of the West Central Chapter, a Logan County Representative¹, and an Affiliate member selected by the President, subject to approval of the Board of Directors, one primary member of the Association serving on the Regional Multiple Listing Service Alliance, LLC (RMLS) Council, selected by the President, subject to approval by the Board of Directors, who shall serve as ex-officio without a vote, for as long as this person serves as an elected member of the RMLS Council and any primary member of the Association serving as an elected officer of the Illinois Association of REALTORS®, who shall serve as ex-officio without a vote, for as long as this person serves as an elected officer of the Illinois Association of REALTORS®. Should the immediate Past President be elected to serve as an "Officer" or appointed to serve as Chairman of the MLS that individual shall serve on the Board of Directors by virtue of that elected or appointed role and the immediate Past President's position on the Board of Directors shall be filled by the next immediate Past President who is willing to serve. The REALTOR® Members shall be elected to serve for terms of three (3) years, except that at organization, one-third of the elected Directors shall be elected for terms of one (1), two (2), and three (3) years, respectively, or for lesser terms as may be necessary to complete the first fiscal year. Thereafter, as many Directors shall be elected each year as are required to fill vacancies. The President of the West Central Chapter, the Logan County Representative, and the Affiliate member shall serve one-year terms. The President shall be entitled to cast a vote only when necessary to break a tie. *(Amended 01/21)*

Section 4. Election of Officers and Directors.

(a) At least two months before the annual election, a nominating committee of five (5) REALTOR® Members shall be appointed by the President with the approval of the Board of Directors. The immediate Past President shall preside as Chairman. In situations where the Past President is unable or unwilling to preside as Chairman then the President shall appoint the Chairman subject to the approval of the Board of Directors. The nominating committee shall select one candidate for each office and one candidate for each place to be filled on the Board of Directors, except for the West Central Chapter President and Logan County Representative positions. No member shall be nominated to serve as an officer who has not served on the Board of Directors within the previous seven (7) years. With the exception of any past-president of CAR, no member of the Nominating Committee may be nominated by the Committee as an officer or director. The report of the nominating committee shall be delivered to each REALTOR® Member eligible to vote at least three weeks preceding the election. Additional candidates for the offices to be filled may be placed in nomination by a petition signed by at least twenty percent of the REALTOR® Members eligible to vote. The petition shall be filed with the Chief Staff Executive or designee at least two weeks before the election. The Chief Staff Executive or designee shall send notice of such additional nominations to all REALTOR® Members eligible to vote at least one week before the election.

(b) The election of Officers and Directors shall take place at the Annual Meeting or electronically. Election shall be by ballot and all votes shall be cast in person, by absentee ballot or by proxy or electronically if an "on-line voting system" is adopted by the Board of Directors as the exclusive or non-exclusive method of voting. The ballot shall contain the names of all candidates and the offices for which they are nominated. REALTOR® Members eligible to vote who cast by absentee ballot shall submit a

¹ The Logan County Representative position shall cease to exist at the close of the election year ending September 30, 2030.

signed ballot to the Association no sooner than the seven (7) days preceding the Annual Meeting and no later than 24 hours preceding the annual meeting.

Absentee ballots may be cast by mail, electronic transmission sent from the member electronic mail address then on file with the Association, facsimile, or other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote. Proxy ballots may be cast pursuant to the procedures set forth in Article XIII (Meetings) paragraph 6. The director's position occupied by the West Central Chapter President shall be elected in accordance with Article XXIII. The director's position occupied by the Logan County Representative shall be elected in accordance with Article XXIV. *(Amended 01/21)*

(c) In the absence of an Annual Meeting, as determined by the Board of Directors, REALTOR® Members eligible to vote may cast their vote by mail, electronic transmission sent from the member electronic mail address then on file with the Association, facsimile, or other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote and shall be provided a minimum of seven (7) days from the date the ballot is delivered for said purposes.

(d) The Board of Directors may, at any time, adopt an "on-line voting system" as an exclusive or non-exclusive method for members to cast ballots provided that access to such on-line voting system shall have an appropriate means to maintain the security and integrity of the balloting process.

(e) In case there be more than one (1) candidate for a single position, the candidate receiving the greatest number of votes shall be declared elected.

(f) If no additional qualified candidates petition the Secretary/Treasurer for a nomination for Officer or Director, the candidates slated by the Nominating Committee shall be elected by acclamation.

(g) In case of a tie vote, the issue shall be determined by lot.

Section 5. Vacancies. Vacancies among the Officers and Board of Directors shall be filled by simple majority vote of the Board of Directors until the next annual election.

Section 6. Removal of Officers and Directors.

(a) If any member of the Board of Directors shall fail to attend three (3) meetings of the Board, during any twelve-month period of a committee year, such member shall be deemed to have resigned immediately following conclusion of said third meeting. The Chairman shall have this fact called to such member's attention; and, if an explanation for such absences satisfactory to the Board is received within a reasonable time-frame, the Board of Directors may elect to appoint such member to fill the vacancy created by such resignation, failing which, the vacancy thus created shall be filled as provided in Section 5 above. *(Amended 09/19)*

(b) In the event that an Officer or Director is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Officer or Director may be removed from office under the following procedure:

(1) 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 disqualified from further service.

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

(3) The special meeting shall be noticed to all voting members at least ten (10) days prior to the meeting, and shall be conducted by the President of the Association, unless the President's continued service in office is being considered at the meeting. In such case, the next ranking Officer will conduct the meeting of the hearing by the members. Provided a quorum is present, a three-fourths vote of members present and voting shall be required for removal from office.

Section 7. Chief Staff Executive. There shall be a Chief Staff Executive, appointed by the Board of Directors, who shall be the chief administrative officer of the Board. The Chief Staff Executive shall have the authority to hire, supervise, evaluate and terminate other staff, if any, and shall perform such other duties as prescribed by the Board of Directors. *(Amended 04/15)*

ARTICLE XIII - Meetings

Section 1. Annual Meeting. The Annual Meeting of the Association shall be held in September of each year, or at such other time as determined by the Board of Directors, place and hour to be designated by the Board of Directors.

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

Section 3. Other Meetings.

(a) Special meetings of the members of the association may be called by the President upon petition in writing of any thirty (30) members in good standing delivered to the President declaring the purpose of the special meeting. Notice of such special meetings shall include the purpose of the meeting and be delivered to each member not less than five (5) nor more than forty (40) days prior to such meeting, except for any special meeting called for the purpose of removing one or more members of the Board of Directors or to consider merger, consolidation, dissolution, or alienation of association assets, in which case notice must be delivered no less than twenty (20) days.

(b) Meetings of the Board of Directors may be called by the President or shall be called by him/her upon written application of five (5) members of the Board of Directors delivered to the President declaring the purpose of such meeting. Notice of special meetings of the Board of Directors shall include the purpose of the meeting and shall be delivered to each Director at least forty-eight (48) hours prior to said meeting.

(c) Meetings of any committee of the Board of Directors may be called at any time by the Board Chairman, or the respective committee chairmen.

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

Section 5. Quorum.

(a) A quorum for the transaction of business at the Annual Meeting or any special meeting shall consist of thirty (30) REALTOR® Members eligible to vote.

(b) A majority of the voting members of the Board of Directors shall constitute a quorum of the Board of Directors for the transaction of business at any meeting of the Board of Directors. Except as otherwise expressly provided herein, any action may be taken upon affirmative vote of a majority of the voting members of the Board of Directors present at a meeting at which a quorum is present.

(c) At committee meetings a majority of the committee members shall constitute a quorum except that when a committee consists of more than nine (9) members, then five (5) shall constitute a quorum.

Section 6. Proxy Voting. Members entitled to vote at meetings of the membership may cast proxy votes. The proxy shall be in writing, shall be dated, shall authorize another person to act for the member, and shall be signed by the member. A form of proxy containing blanks for the date, the designation of the person to cast the proxy vote, and a line for signature, shall be approved by the Directors and a copy thereof provided to the members entitled to vote at such a meeting no less than seven (7) days prior to the meeting; provided, however, the failure of a member to use the prescribed form shall not invalidate an otherwise sufficient proxy as described herein. To be valid, the proxy bearing the original signature of the member must be presented to the Secretary prior to the start of the meeting, or the original or a facsimile thereof must be delivered or transmitted to the Association office and received not less than twenty-four (24) hours prior to the start of the meeting. No proxy shall be valid for longer than the duration of the meeting or any adjournments or continuations thereof.

Section 7. Electronic Transaction of Business. Members of the Board of Directors who are entitled to vote may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 8. Action without Meeting by Board of Directors. Any action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, which consent(s) shall be included in the minutes. Action is effective when the last Director signs the consent, unless the consent specifies a different effective date.

Section 9. Action without Meeting by REALTOR® Members. Any action required to be taken at a meeting of the members of the Association, or any other action that may be taken at a meeting of the Association, may be taken by ballot without a meeting in writing by mail, facsimile, electronic transmission sent from the members electronic mail address then on file with the Association, or other electronic means pursuant to which the members of the Association entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members of the Association casting votes, or such larger number as may be required by state law or by the bylaws, provided that the number of members of the Association casting votes would constitute a quorum if such action had been taken at a meeting. Voting on any such action must remain open for not less than five (5) days from the date the ballot is delivered; provided, however, in the case of a removal of one or more members of the Board of Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than 20 days from the date the ballot is delivered. Such informal action by the members of the Association shall become effective only if, at least five (5) days prior to the effective date of such informal action, a notice in writing of the proposed action is delivered to all the members of the Association entitled to vote with respect to the subject matter of the informal action.

ARTICLE XIV - Committees

Section 1. Standing Committees. The President shall appoint from among the REALTOR® Members, subject to confirmation by the Board of Directors, standing committees: Executive, Finance, Professional Standards, Grievance, Commercial Real Estate Network (CREN Committee), Multiple Listing Service (MLS Committee) and a Nominating Committee. From time to time the Board of Directors may establish other Committees as deemed necessary to carry out the goals and objectives of the Board.

(a) Appointments to the Professional Standards Committee and Grievance Committee shall be consistent with the cooperative professional standards enforcement agreement of the Board.

(b) Executive Committee - The Executive Committee shall consist of the President, who shall preside, President- elect, Secretary/Treasurer, MLS Chairman, MLS Vice-chairman and one at-large member from the Board of Directors. The at-large member shall be chosen by the President and confirmed by the Board of Directors. The role of the Executive Committee is consultative to the Board of Directors and shall be under the direction and control of the Board of Directors, however, the Executive Committee has the authority to take action on those matters delegated to it by the Board of Directors. The Executive Committee along with the chief staff executive may be referred to as the Leadership Team.

(c) Finance Committee - The Finance Committee shall consist of the Secretary/Treasurer, who shall preside, President, President-elect, MLS Chairman, MLS Vice-chairman and one at-large member from the Board of Directors. The at-large member shall be chosen by the President and confirmed by the Board of Directors. The Committee shall advise the Board of Directors with respect to the financial condition and financial policies of the Association. The Committee will prepare the following year's budget for presentation to the Board of Directors. The Board of Directors will vote on this budget as a guideline to use in conjunction with the program of work for the coming year. The Committee shall be responsible for determining the ways and means by which budget requirements are met.

Section 2. Special Committees. The President shall appoint, subject to confirmation by the Board of Directors, such special committees or work groups as he may deem necessary.

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

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

Section 5. Vacancies. Vacancies in unexpired terms shall be filled as in the case of original appointees.

Section 6. Duties of Chairman and Vice-Chairman. The duties of the Chairman and Vice-Chairman shall be as their titles, by general usage, would indicate and such as may be assigned by the Board of Directors to them.

Section 7. Action without Meeting. Any action which may be taken at a meeting of a committee may be taken without a meeting if an acknowledgment delivered in writing, by one or more written consents, setting forth the action so taken, is signed by all of the members of a committee entitled to vote on the matter.

Section 8. 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 Chairman of the committee, and shall constitute presence at the meeting.

ARTICLE XV - Fiscal Year

Section 1. Fiscal Year. The fiscal year of the Association shall be January 1 to December 31.

Section 2. Funds. The Board of Directors may authorize any officer or officers, agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 3. Disbursements. Upon approval of the budget, the Chief Staff Executive is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board. No obligation or expense other than those approved in the budget shall be incurred, without prior

approval of the Board of Directors. Disbursements shall be made in accordance with the Association's stated financial policies.

Section 4. Annual Audit. The accounts of the Association shall be audited by a Certified Public Accountant annually. Terms of the engagement should include the delivery of audited financial statements on a timely basis.

ARTICLE XVI - Elective Year

Section 1. The elective year of the Association shall be October 1 to September 30.

ARTICLE XVII - Rules of Order and Procedures

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

Section 2. All books and records of the Association, including the Association's annual audit report, may be inspected by any member in such manner and for such purposes as permitted by the Act.

ARTICLE XVIII - Amendments

Section 1. These Bylaws may be amended by a majority vote of the REALTOR® Members present and qualified to vote, including properly filed proxy votes, at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting, except that the Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are "mandated" by policy of the National Association of REALTORS®. Any such amendments shall require at least a majority vote of those present.

Section 2. Written notice of all meetings at which such amendments are to be considered shall be delivered to every REALTOR® Member eligible to vote at least one week prior to the time of the meeting.

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

ARTICLE XIX - Dissolution

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

ARTICLE XX - Multiple Listing Service

Section 1. Authority. The Board of Directors shall maintain for the use of its members a Multiple Listing Service, which shall be subject to the Bylaws of the Association of REALTORS®, and such Rules and Regulations as may be hereinafter adopted by the Board of Directors. Such Multiple Listing Service may be owned and maintained solely by the Association, or may be a Regional Multiple Listing Service owned jointly by the Association and other Realtor® Associations, or may be owned, leased or licensed by or to the Association. The manner in which the Association participates in and maintains such a Multiple Listing Service shall be in the sole discretion of the Board of Directors. Use of the Multiple Listing Service shall be governed by these Bylaws and by the rules and regulations set forth in the Handbook of Rules and Regulations of such Multiple Listing Service.

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

Section 3. Participation. Any REALTOR® of this or any other Board who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in these rules, shall be eligible to participate in the MLS upon agreeing in writing to conform to the rules and regulations thereof and to pay the costs incidental thereto.* However, under no circumstances is any individual or firm, regardless of membership status, entitled to MLS "membership" or "participation" unless they hold a current, valid real estate broker's license and offer or accept compensation to and from other Participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property.** Use of information developed by or published by a Board Multiple Listing Service is strictly limited to the activities authorized under a Participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey "participation" or "membership" or any right of access to information developed by or published by a Board Multiple Listing Service where access to such information is prohibited by law. (Added January 13, 2009).

Note: Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm 'offers or accepts cooperation and compensation' means that the Participant actively endeavors during the operation of its real estate business to list real property of the type listed on the MLS and/or to accept offers of cooperation and compensation made by listing brokers or agents in the MLS. "Actively" means on a continual and on-going basis during the operation of the Participant's real estate business. The "actively" requirement is not intended to preclude MLS participation by a Participant or potential Participant that operates a real estate business on a part time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny MLS participation to a Participant or potential Participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit an MLS to deny participation based on the level of service provided by the Participant or potential Participant as long as the level of service satisfies state law.

The key is that the Participant or potential Participant actively endeavors to make or accept offers of cooperation and compensation with respect to properties of the type that are listed on the MLS in which participation is sought. This requirement does not permit an MLS to deny participation to a Participant or potential Participant that operates a Virtual Office Website ("VOW") (including a VOW that the Participant uses to refer customers to other Participants) if the Participant or potential Participant actively endeavors to make or accept offers of cooperation and compensation. An MLS may evaluate whether a Participant or potential Participant "actively endeavors during the operation of its real estate business" to "offer or accept cooperation and compensation" only if the MLS has a reasonable basis to believe that the Participant or potential Participant is in fact not doing so. The membership requirement shall be applied on a nondiscriminatory manner to all Participants and potential Participants. (Added January 13, 2009)

Section 4. Supervision. The activity shall be operated under the supervision of the Multiple Listing Service Committee (MLS Committee), in accordance with the Rules and Regulations, subject to approval of the Board of Directors. principal(s) with whom they are affiliated.

Section 5. Appointment of MLS Committee. The President shall appoint, subject to confirmation by the Board of Directors, MLS Committee of nine (9) plus an additional three (3) members. All committee members shall be participants in the Multiple Listing Service except, at the option of the Board of Directors, REALTORS® affiliated with participants may be appointed to serve in such numbers as determined by the

local Board of Directors. The Committee members shall be appointed to serve for terms of three (3) years. The President shall select the Chairman and Vice Chairman from the Committee.

Section 6. Duties of Chairman and Vice-Chairman. The duties of the Chairman and Vice-Chairman shall be as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. In addition, the Vice-Chairman shall serve as the fiscal officer for the Committee.

Section 7. Vacancies. Vacancies in unexpired terms shall be filled as in the case of original appointees.

Section 8. Attendance. If any member of the MLS Committee shall fail to attend three (3) meetings, during any twelve-month period of a committee year, such member shall be deemed to have resigned immediately following conclusion of said third meeting. The Chairman shall have this fact called to such member's attention; and, if an explanation for such absences satisfactory to the Board is received within a reasonable time-frame, the Board of Directors may elect to appoint such member to fill the vacancy created by such resignation, failing which, the vacancy thus created shall be filled as provided in Section 7 above. *(Amended 09/19)*

Section 9. Access to Comparable and Statistical Information. Association members who are actively engaged in real estate brokerage, management, 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 Association members and individuals affiliated with Association members, who are also engaged in the real estate business and may not be transmitted, re-transmitted, or provided in any manner to any unauthorized individual, office or firm, except as otherwise specified in the MLS Rules and Regulations. Association members who receive such information, either as an Association service or through the Association's MLS, are subject to the applicable provisions of the MIS Rules and Regulations whether they participate in the MLS or not.

ARTICLE XXI - Commercial Real Estate Network

Section 1. Authority. The Board of Directors may maintain for the use of its members, a separately maintained division known as the Commercial Real Estate Network, which shall be subject to the Bylaws of the Association of REALTORS®, and such Rules and Regulations as may be hereinafter adopted.

Section 2. Purpose. The purpose of the Commercial Real Estate Network shall be to provide specialized services to Capital Area Association of REALTORS® members who are engaged in the commercial real estate business.

Section 3. Membership. Membership in the Commercial Real Estate Network is available to all REALTOR® members and Institute Affiliate members of the Association, upon agreeing in writing to conform to the rules and regulations of the Commercial Real Estate Network and to pay the costs incidental thereto.

Section 4. Supervision. The Commercial Real Estate Network shall be operated under the supervision of the Commercial Real Estate Network Committee (CREN Committee) in accordance with the rules and regulations of the Commercial Real Estate Network, subject to the approval of the Board of Directors of the Capital Area Association of REALTORS®.

Section 5. Appointment of Commercial Real Estate Network Committee. The President shall appoint, subject to confirmation by the Board of Directors, a CREN Committee of five (5) members and the immediate past Chairman. All committee members shall be participants in the Commercial Real Estate Network except, at the option of the Board of Directors, REALTORS® affiliated with participants may be appointed to serve in such numbers as determined by the Board of Directors. The CREN Committee

members shall be appointed to serve for terms of two years. The Past Chairman shall be a member of the CREN Committee for an additional term of one (1) year. The President shall select the Chairman and Vice Chairman for the CREN Committee.

Section 6. Vacancies. Vacancies in unexpired terms shall be filled as in the case of the original appointees.

Section 7. Attendance. If any member of the CREN Committee shall fail to attend three (3) meetings, during any twelve-month period of a committee year, such member shall be deemed to have resigned immediately following conclusion of said third meeting. The Chairman shall have this fact called to such member's attention; and, if an explanation for such absences satisfactory to the Board is received within a reasonable time-frame, the Board of Directors may elect to appoint such member to fill the vacancy created by such resignation, failing which, the vacancy thus created shall be filled as provided in Section 6 above. *(Amended 09/19)*

ARTICLE XXII - Indemnifying Officers, Directors, Employees and Agents

Section 1. The Corporation does hereby indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, committee member, delegate, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, committee member, delegate, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, to the fullest extent and in the manner set forth in and permitted by the Act and any other applicable law, as may from time to time be in effect. Neither payment of indemnification nor reimbursement of expenses shall be deemed compensation. The foregoing shall be preconditioned on the fact that he or she acted in good faith and in a manner he or she reasonably believes to be in, or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believes to be in, or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe his or her conduct was unlawful.

Section 2. The Corporation does hereby indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner of which he or she reasonably believes to be in, or not opposed to, the best interest of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses as the court shall deem proper.

Section 3. To the extent that a director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 4. Any indemnification under Sections 1 and 2 above (unless ordered by court) shall be made by the Corporation only as authorized in each specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (a) by the Board of Directors, by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the members.

Section 5. Any right of indemnification shall continue as to a person who has ceased to be such a member, a committee member, director, employee, delegate, or officer of the Corporation and shall inure to the benefit of the heirs and personal representatives of such person.

Section 6. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in each specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this action.

Section 7. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors to otherwise, both as to action in his or her official capacity, and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 8. For the purposes of this Section, references to "the Corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger that, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees, delegates or agents, so that any person who was a director, officer, employee, delegate or agent of such merging corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Section with respect to the surviving corporation as such person would have stood with respect to such merging corporation if its separate existence had continued.

Section 9. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her, and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this section.

ARTICLE XXIII - West Central Chapter

Section 1. Creation of Chapter. The Association shall have a Chapter which shall be known as the "West Central Chapter of the Capital Area Association of REALTORS®" or, alternatively as the "West Central Chapter of the Capital Area REALTORS®".

Section 2. Purpose. The purpose of the Chapter shall be to implement the Association's objectives, as defined in Article II of these Bylaws, within Henderson County, Knox County, and Warren County, Illinois (the "Chapter Territory").

Section 3. Membership. Any member of the Association who shall have a business address located within the Chapter Territory shall, in addition to holding membership in the Association, also be a member of the Chapter, without further application or election.

Section 4. Chapter Leadership. The Chapter shall elect one of the Chapter's members to serve as Chapter Vice-president. The Chapter Vice-president shall be elected for a term of one-year and shall be a primary REALTOR® member as defined in Article V Section (1)(a) and in good standing. The Chapter Vice-president shall automatically become the Chapter President, effective October 1st of the following year. The Chapter President shall upon assuming office become a voting member of the Association's Board of Directors for the duration of the Chapter President's term of office.

Section 5. Election of Leadership. The Chapter Vice-president shall be elected by the members of the Chapter in August of each year for a one-year term of office beginning on October 1 of that year. Any vacancy in the office of the Chapter President during a term of office shall be filled by the Chapter Vice-president. Any vacancy in the office of the Chapter Vice-president during a term of office shall be filled by a vote of the Chapter membership at the next regularly scheduled Chapter meeting following the event which caused the vacancy in the Chapter Vice-president's office, until the next annual election.

Section 6. Meetings. The Chapter shall meet at least quarterly at such place within the Chapter Territory and at such time as shall be designated by the Chapter President, subject to approval by the Association President. A quorum for the transaction of any Chapter business shall consist of 25% of the Chapter REALTOR® members as defined in Article V Section (1)(a) and who are in good standing with the association. Any action in the form of a recommendation to the Association's Board of Directors may be taken upon the affirmative vote of a majority of the REALTOR® members present at a meeting at which a quorum is present.

Section 7. Committees. The Chapter President may appoint Chapter members to such Chapter committees or work groups as the Chapter President shall deem necessary to carry out the Chapter's purposes, subject to review and approval of the Association President.

Section 8. Chapter Office and Personnel. The Association shall maintain a business office within the Chapter Territory (the "Chapter Office") and shall appoint to work in the Chapter Office one or more members of the Association's staff to facilitate the achievement of the Chapter's purposes. The staff member(s) shall work under the supervision of the Chief Staff Executive who shall review said staff member's performance no less than bi- annually during the first year following the adoption of this Article and no less than annually thereafter. In conducting said performance review, the Chief Staff Executive shall actively seek out the Chapter President's and Chapter Vice-president's input as to the performance of said staff member(s) and shall include them in the review process to ensure that any and all concerns are addressed regarding performance.

Section 9. Funding. The Association shall on an annual basis provide sufficient funding to allow the purposes of the Chapter to be accomplished. No request for funding by the Chapter will be unreasonably withheld and the reason for any such denial of funding shall be explained in writing to the Chapter membership. In determining Chapter funding levels the Association shall endeavor to operate in a manner that is financially self- supporting. (Added 04/01/15)

ARTICLE XXIV – Logan County Representative

The initial Logan County Representative shall be designated by the Logan County Board of REALTORS® prior to said organization's merger with this Association. The individual so designated shall serve until September 30, 2021. Thereafter, the Logan County Representative shall be elected from and by members affiliated with offices located within the territory formerly served by the Logan County Board of REALTORS®. The individual so elected shall serve a one-year term. Anyone desiring to serve as the Logan County Representative may self-nominate himself or herself by notifying the Chief Staff Executive by July 31. The Chief Staff Executive shall on an annual basis assemble and distribute to the eligible voters a ballot containing the names of all members who have expressed a desire to serve as the Logan County Representative for the next elective year. The election shall be held during the month of August. The member receiving the most votes shall be elected and seated on October 1. (Added 01/21)

effective March 7, 2022