

# **BYLAWS**

## **INDIANA ASSOCIATION OF REALTORS® , INC.**

**Approved: September 18, 2009 (Board of Directors meeting)**

### **ARTICLE I**

#### **Name and Objectives**

Section 1. The name of the organization shall be the Indiana Association of REALTORS®, Inc., hereinafter referred to as the Association.

Section 2. The objectives of this Association shall be to unite Local Boards/Associations of REALTORS®, hereinafter referred to as Boards, their members, and REALTOR® and REALTOR-ASSOCIATE® Members in the State of Indiana, for the purpose of exerting effectively a combined influence upon matters affecting real estate, to elevate the standards of the real estate business throughout the state and the professional conduct of persons engaged therein.

Section 3. 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® hereinafter referred to as NAR as from time to time amended.

### **ARTICLE II**

#### **Membership**

Section 1. The members of this Association shall consist of seven classes: (1) Member Boards, (2) Association / Board Members, (3) REALTOR® Members, (4) Institute Affiliate Members, (5) Affiliate Members, (6) Honorary Members and (7) Life Members.

Section 2. A Member Board shall be any board/association , chartered by the NATIONAL ASSOCIATION OF REALTORS® , within the State of Indiana, in which all the REALTOR® and REALTOR-ASSOCIATE® Members hold membership in this Association, and in the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. An Association / Board member shall be any REALTOR®, REALTOR-ASSOCIATE® or Institute Affiliate Member of a Member Board as previously defined.

Section 4. A REALTOR® Member hereinafter referred to as Member-at-Large, shall be any individual engaged in the real estate profession as a principal, partner, branch office manager acting on behalf of the firm's principal, or officer of a corporation or limited liability company whose place of business is located in an area outside the jurisdiction of any Member Board and who holds REALTOR® Membership in this Association and NAR. The Executive Committee may establish procedures and standards whereby salespersons and licensed or certified appraisers affiliated with a REALTOR® Member may become REALTOR® Members of the Association. Secondary REALTOR® membership shall also be available to individuals who hold primary membership in a board/association in another state and who desire to obtain direct membership in the Association without holding membership in a local board/association in the state.

Section 5. Institute Affiliate members shall be individuals who hold a professional designation awarded by a Institute, Society or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® or REALTOR-ASSOCIATE® membership, subject to payment of applicable dues for such membership. Individuals whose places of business are located in an area outside the jurisdiction of a Member Board of REALTORS® shall be eligible to apply for Institute Affiliate Membership in the Association if they meet the requirements as specified above.

Section 6. Affiliate Members may be real estate owners, other individuals or firms who, while not engaged in the real estate profession as defined in Sections 3, 4 or 5 above, have interest requiring information concerning real estate and are in sympathy with the objectives of the Association.

Section 7. Honorary Members shall be individuals other than those engaged in the real estate business who have contributed notably to this Association or to the public.

Section 8. Life Members shall be individuals who have been recognized by NAR as REALTOR® Emeriti, Past Presidents of NAR or recipients of the NAR Distinguished Service Award.

Section 9. The area which this Association represents shall embrace all of the State of Indiana. Whenever the counties or cities of boundary states are not organized, Member Boards of REALTORS® located in the adjoining Indiana cities or counties shall be entitled to accept members from such cities or counties. Such person must be eligible for membership under the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® and the Indiana Association of REALTORS®, Inc.

### ARTICLE III Dues

Section 1. On January 1 of each year, the annual dues of each Member Board as defined in Article II of these Bylaws shall consist of (1) a specified amount times the number of REALTORS® and REALTOR-ASSOCIATES®. A Member who is a Designated REALTOR® of a firm will be responsible for a dues assessment for all licensees and/or licensed or certified appraisers under the Designated REALTOR'S® license who are not themselves REALTOR® Members. Members who hold primary membership in the Board, plus (2) a specified amount times the number of real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with REALTOR® members of the Board who are not themselves REALTOR®, REALTOR-ASSOCIATE® or Institute Affiliate Members. In calculating the dues payable by a Member Board, nonmembers, as defined in the preceding sentence, shall not be included in the computation of dues if dues have been paid in another Board in the State, or a state contiguous thereto, provided the Board notifies the Association in writing of the identity of the Board to which dues have been remitted.

Section 2.

A. The annual dues of each Member-at-Large actively engaged in the real estate business shall be a specified amount plus an amount equal to such specified amount times the number of real estate salespersons and licensed or certified appraisers who (a) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® member, and (b) are not REALTORS®, REALTOR-ASSOCIATES®, or Institute Affiliate Members. Provided however, that if two or more REALTORS® are principals of the same firm, partnership, corporation or limited liability company, then only that REALTOR® designated from time to time in writing (the "designated" REALTOR® by the firm, partnership, corporation or limited liability company, shall be required to pay that portion of the dues which is computed on the basis of the real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with such firm, partnership, corporation or limited liability company and the dues of the remaining REALTORS® who are principals of such firm, partnership, corporation or limited liability company shall be a specified amount.

B. A REALTOR® with a direct or indirect ownership 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®.

Section 3. The specified amount of annual dues / assessments shall be determined from time to time on recommendation of the Finance Committee and the Executive Committee and approved by the Board of Directors at a duly constituted business meeting. Any proposed dues change shall be submitted to the Board of Directors at least 30 days before the business meeting of the Board of Directors at which the proposed amount is to be acted on.

Section 4. The annual dues of each Institute Affiliate Member shall be established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

Section 5. The annual dues of any other category of membership shall be a specified amount as determined from time to time on recommendation of the Finance Committee and Executive Committee and approved by the Board of Directors at a duly constituted business meeting.

Section 6. Upon payment to the Association of the dues required under Sections 1, 2, 4, and 5 of this Article, each REALTOR® and REALTOR-ASSOCIATE® Member of Member Boards within the State, and each REALTOR® and Institute Affiliate member from areas not within the jurisdiction of a Member Board within the state shall be deemed a REALTOR®, REALTOR-ASSOCIATE® or Institute Affiliate Member, as the case may be, in good standing of the Association. Upon payment of dues required under any other Sections of this Article, the individual making such payment shall be deemed a Member as designated in good standing of the Association .

Section 7. By January 1 of each calendar year, Member Boards shall file with the State Association in such format as shall be

documented by the Association (see Article III Section 8), a list of its REALTOR® and REALTOR-ASSOCIATE®, Institute Affiliate, if any, members of the Board, and the real estate licensees and/or licensed or certified real estate appraisers employed by or affiliated with said REALTOR® Members of the Board who are not themselves Board Members. . Thereafter, Member Associations/Boards are required to file with the Association, monthly, a list of and payment for any new Members and Non-Member licensees and/or licensed certified appraisers and Institute Affiliates . Applicants for reinstatement of / return to membership will not be required to pay the Application fee if less than twelve (12) months have elapsed since their last dues payment. Each local Association/Board shall serve as (or contract with another local Association) the Point of Entry (POE) for the NATIONAL ASSOCIATION OF REALTORS'® National REALTOR® Data System (NRDS) to maintain and update all membership records in a timely and accurate manner.

Section 8. Annual dues for Member Boards reinstating membership shall be due , in full and as calculated based on the number of renewal members of all types shown as Active in the NRDS system, on January 1 (or the first business day thereafter) of each year. If a member, shown as Active in the NRDS system on the January 1 billing date, is subsequently inactivated by the local association/board before their dues payment is submitted, notice identifying those individuals shall be included with the adjusted dues payment. Annual dues shall be payable as soon as possible and shall be delinquent if not postmarked by February 1. If February 1<sup>st</sup> falls on a Sunday or holiday observed by the United States Postal Service, the next business day shall be the delinquent date. Outstanding balances (the Association assessments) after February 1 shall be assessed a penalty equal to .5% (1/2 of 1 per cent) per calendar day for each day delinquent up to March 1. Delinquent Member Boards who have not paid in full the State Association assessments and penalty, by March 1, shall be automatically suspended on March 1 and shall be notified by certified, return receipt requested letter from the Association of the next Board of Directors meeting and invited to show cause as to why their membership should not be terminated. In the event said delinquent Member Board does not show cause (or causes) acceptable to the Board of Directors, the Board of Directors shall drop said Member Board from membership and said Member Board shall be notified by certified, return receipt requested letter of such termination.

Section 9. In the year of an increase of the Association's dues, Member Boards who bill their members on a schedule other than the Association's calendar year billing schedule may submit a portion of the owed dues (Association assessment) later than February 1. A Member Board may submit the amount of the increase in the Association's dues owed within thirty (30) days of the date the Member Board dues are due. Outstanding balances after that date shall be subject to the same penalty schedule as in Section 8.

Section 10. Dues for new Members of a Member Board, including Institute Affiliates, and the Non-Member assessment for a REALTOR® for new licensees and/or licensed or certified appraisers, are prorated monthly, and due to the Association within 30 days of the date these members, licensees or certifiees are activated on the National REALTORS® Data System. Dues shall be prorated for any licensee included on a certification form submitted to the association who during the same calendar year applies for REALTOR® or REALTOR®-ASSOCIATE membership in the association. However, dues shall not be prorated if the licensee held REALTOR® or REALTOR®-ASSOCIATE membership during the preceding calendar year

Section 11. The Association and the NAR assessment to the Member Board is not transferable from one Board member to another and such assessment is refundable only by action of the Executive Committee.

Section 12. The Association will bill all Members-at-Large (See Article II, Section 4) in October of each calendar year for the annual dues for the coming year. Dues for the Members-at-Large shall be paid annually in advance and shall be due January 1 of the calendar year. A Member-at-Large not renewing membership by February 1 shall be automatically suspended from membership. Members-at-Large may show cause as to why their membership shall not be terminated in the manner prescribed in Section 8 of this Article.

A Member-at-Large who is a Designated REALTOR® of a firm will be responsible for a dues assessment for all licensees and/or licensed or certified appraisers under the Designated REALTOR'S® license who are not themselves REALTOR® Members.

The Designated REALTOR® of an individual Member-at-Large's firm is responsible for keeping the Association current as to the status of all licensees and/or licensed or certified appraisers under said Designated REALTOR'S® license. Dues for a new member-at-large shall be prorated as prescribed in Article III, Section 10.

Section 13. Application fees for all classes of members shall be recommended by the Finance Committee and the Executive Committee and approved by the Board of Directors.

#### **ARTICLE IV Governing Bodies**

Section 1. The governing bodies of the Association shall be the Executive Committee and the Board of Directors. Executive power of the Association shall be vested in the Executive Committee and the Board of Directors to be exercised in accordance with the Bylaws of the Association. Both the Board and Executive Committee will serve as trustees on behalf of the membership. They will govern for the good of the whole, pursuing objectives derived from a strong, strategic perspective.

Section 2. The principal role of the Board of Directors shall be to set the strategic direction for the Association, approve the budget and to update governance parameters through amendments to the bylaws of the Association.

Section 3. The principal role of the Executive Committee shall be to set operating policy for the Association, to define desired operational outcomes and to hire/evaluate/fire the Chief Executive Officer.

Section 4. The principal role of the Chief Executive Officer shall be to hire/evaluate/fire all other Association staff, to achieve defined operational outcomes, to share the benefit of his or her experience with association leadership and to provide periodic reports to the Executive Committee and Board of Directors. .

Section 5. Unless otherwise specified in these bylaws, wherever the number of REALTOR® members is to be used as the basis for an allocation, that number shall be determined by reference to the NRDS records as maintained by the NATIONAL ASSOCIATION OF REALTORS® as of August 1 of the year in which the allocation is made.

## **ARTICLE V Board of Directors**

Section 1. COMPOSITION At least forty-seven Directors shall serve on the Board of Directors

- A. One shall be selected to serve by the local Association Executives from among the ranks of local Association Executives.
- B. Two shall be selected by local Association Presidents from among the ranks of Presidents of larger and smaller Associations throughout the state.
- C. Two past Presidents shall be selected to serve by the past Presidents.
- D. One REALTOR® specializing in commercial real estate shall be selected by the Indiana REALTORS® specializing in commercial real estate.
- E. One state licensed appraiser shall be selected in a manner determined by the IAR Board of Directors.
- F. Three principals or managers of large firms shall be selected by the twenty largest REALTOR® firms in Indiana.
- G. Thirty seven Regional Directors shall be selected by REALTORS® in the Regions of the state.
  - i. The number of Regional Directors allocated to each Region shall be proportional to the number of REALTOR® members in each Region and the number of REALTOR® members in the whole of the state.
  - ii. If a change in allocations causes a region to be represented by more Regional Directors than it is allocated, then:
    - 1. No Director shall be removed from office prior to the expiration of his or her term solely because the number of Directors allocated to his or her Region has been reduced.
    - 2. No additional Regional Directors may be elected nor shall any vacancies for that region be filled until the correct regional allocation has been achieved.
    - 3. The total number of Regional Directors from all regions may exceed thirty seven until such time as a vacancy establishes the correct regional allocation.
- H. In the event that the President or President Elect does not otherwise serve as a Director, s/he shall serve, ex officio, as a voting member of the Board of Directors.
- I. The CEO/Secretary shall serve as an ex-officio, non-voting member of the Board of Directors.
- J. A member of the Director's Council whose term of service has not expired by December 31, 2009, shall serve as a Director for the balance of his or her term on the Director's Council. That person shall occupy one of the Director seats allocated to his or her Region.

Section 2. SELECTION All Directors (other than the Director selected by the local association executives) shall be REALTOR® members of the Association and must obtain the endorsement of their local Association to be eligible to serve. The Board of Directors shall devise and adopt policy and procedure for selecting Directors that is consistent with these bylaws. The Board may, at its discretion, revise the policy and procedure from time to time.

Section 3. TERM The two Directors selected by the local Association Presidents shall each serve a single, calendar year term. All other Directors shall be selected to serve staggered, three calendar year terms. The terms of Directors shall be organized so that as nearly as possible one-third (1/3) thereof shall be elected each year.

Section 4. TERM LIMITS There shall be term limits for service on the Board of Directors.

- A. Directors may serve no more than two consecutive terms.
- B. For the purpose of term limits, any person who has served a year or more of a term shall be deemed to have completed a full, three year term.
- C. Directors who are termed out may be selected to serve on the Board of Directors after at least one year off the Board.
- D. The President shall be exempt from term limits during his or her term of office.
- E. The President Elect shall be exempt from term limits during his or her term of office.
- F. For the purpose of term limits, REALTORS® who served as members of the Directors Council with terms ending in 2009 or 2010 shall be deemed to have completed one full term of service on the Board of Directors.

Section 5. **ATTENDANCE** Absence from two consecutive meetings without an excuse deemed valid and so recorded by the Board of Directors shall be construed as a resignation of a Director. There shall be no accommodation for voting by proxy.

Section 6. **VACANCIES** A vacancy on the Board of Directors, whether caused by resignation, death, incapacity, or removal, shall be filled by action of the Board of Directors at its next duly called meeting. In filling the vacancy, the Board shall act in a manner consistent with the requirements of Section 1 of this Article.

Section 7. **AUTHORITY** In addition to any powers granted elsewhere in the bylaws, the authority of the Board of Directors shall include: a) amending the bylaws, b) certifying the election of Directors, c) selecting the individuals who will serve on the Executive Committee, d) removing Officers, Directors and/or members of the Executive Committee, with or without cause, after affording each Officer, Director or member-to-be-removed reasonable due process, e) approving the Association budget and f) approving the strategic plan.

Section 8. **REGIONS** The Board of Directors shall, for administrative purposes, divide the State into Regions. At its first regular meeting of the calendar year, the Board of Directors shall affirm or change the IAR regions for the period beginning January 1 of the following year. Requests for changes in the regional configuration may be made by local boards or members of the Board of Directors and must be formally submitted for consideration not less than thirty days prior to the first regular meeting of the Board.

Section 9. **REGULAR MEETINGS** The Board of Directors shall meet at least twice each year at a time and place of its choosing. The time and place of all regular meetings shall be noticed at least thirty days prior to the date of the meeting. Notice may be given either electronically and/or in a printed publication of the Association and shall be accessible to any interested member of the Association.

Section 10. **SPECIAL MEETINGS** A special meeting of the Board of Directors may be called by unanimous consent of the elected officers, by a duly passed motion of the Executive Committee or upon receipt of a written request signed by at least ten Directors. The time, place and purpose of the special meetings shall be noticed to all Directors at least ten days prior to the date of the meeting. The notice shall include a summary of all action items to be considered at the special meeting and may be given either electronically or by mail in a manner consistent with the policy of the Association. Board actions at the special meeting shall be limited to actions consistent with those described in the meeting notice.

Section 11. **ELECTRONIC MEETINGS** To the full extent permitted by law, the board of Directors may conduct business by electronic means, provided only that the timing, format and procedure of such meetings has been authorized either by direct action of the Board of Director or by Association policy.

Section 12. **QUORUM** A quorum shall consist of a majority of the voting Directors. A majority of those present and voting shall be required for action by the Board.

Section 13. **REMOVAL FROM OFFICE** With or without cause, any elected officer, member of the Executive Committee or member of the Board of Directors may be removed from office by a two-thirds vote of the Board of Directors provided that (a) the vote takes place at a duly called meeting and (b) notice of the pending action to remove an officer, Executive Committee member or Director was provided to all Directors at least ten days prior to the meeting.

## **ARTICLE VI**

### **Executive Committee**

Section 1. **COMPOSITION** The Executive Committee shall consist of a minimum of fourteen members - five chosen at-large, six chosen from the regional representatives on the Board of Directors, one chosen from the large firm representatives on the Board of Directors, one who shall be the representative on the Board of Directors specializing in commercial real estate and the immediate past President. The CEO/Secretary shall serve ex-officio as a non-voting member of the Executive Committee. In the

event that the President does not otherwise serve as a member of the Executive Committee, s/he shall serve, ex officio, as a voting member during his or her term as President.

Section 2 AT LARGE MEMBERS OF THE EXECUTIVE COMMITTEE:

- A. When special expertise is thought desirable to help the Association achieve the objective of serving its members the Executive Committee may exercise the following authority.
  - i. It may appoint a non-REALTOR® expert to fill a vacancy and serve as an at-large member of the Executive Committee and/or
  - ii. It may nominate a REALTOR® who is not a Director to fill a vacancy and serve as an at-large member of the Executive Committee subject to election by the Board of Directors.
  - iii. No person may be appointed to serve on the Executive Committee pursuant to provision (a) while another person serves on the Executive Committee who was appointed pursuant to provision (a),
  - iv. No person may be elected to serve on the Executive Committee pursuant to provision (b) while another person serves on the Executive Committee who was elected pursuant to provision (b),
- B. All other at-large members of the Executive Committee shall be selected from and elected by the Board of Directors.

Section 3. ELECTION At its last regularly scheduled meeting of the calendar year and in a manner consistent with Section 1 of this Article, the Board of Directors shall elect individuals to fill positions on the Executive Committee which are expected to become vacant in the following year by virtue of expiration of the term of office. From time to time and in a manner consistent with these Bylaws, the Board of Directors shall adopt policy and procedures governing the election of individuals to serve on the Executive Committee.

Section 4. VACANCIES A vacancy on the Executive Committee, whether caused by resignation, death, incapacity, or removal, shall be filled by action of the Executive Committee at its next duly called meeting and in a manner consistent with Section 1 of this Article.

Section 5. TERM Members of the Executive Committee shall be selected to serve staggered, three calendar year terms with the exception of the Past President and any non-REALTOR® member who shall serve a one year term. . The terms on the Executive Committee shall be organized so that, as nearly as possible, one-third (1/3) thereof shall be elected each year.

Section 6. TERM LIMITS There shall be term limits for service on the Executive Committee.

- A. Members elected to the Executive Committee by the Board of Directors may serve no more than two consecutive, three year terms. Members appointed by the Executive Committee may serve no more than three, consecutive, one year terms.
- B. For the purpose of term limits any person who has served a year or more of a three year term shall be deemed to have completed a full, three year term.
- C. Members who are termed-out may be elected to serve on the Executive Committee after at least one year off the Committee.
- D. The President and immediate past President shall not be subject to term limits during his or her term of office if s/he was a duly elected member of the Executive Committee when serving as President Elect.

Section 7. ATTENDANCE Absence from two meetings in any calendar year without an excuse deemed valid and so recorded by the Executive Committee shall be construed as a resignation of a member.

Section 8. REMOVAL FROM OFFICE Any elected officer or member of the Executive Committee may be removed from office with or without cause by a two-thirds vote of the Board of Directors provided that (a) the vote takes place at a duly called meeting and (b) notice of the pending removal was provided to all Directors at least ten days prior to the meeting.

Section 9. AUTHORITY The Executive Committee shall have the full authority of the Board to act between meetings of the Board of Directors. In addition to duties specified elsewhere in the Bylaws, the Executive Committee shall a) establish operating policies and procedures for the Association except where the Bylaws assign that responsibility to some other entity, b) prepare and maintain a current record of operating policies and procedures for the Association, c) authorize the expenditure of funds in a manner consistent with the adopted budget of the Association, d) hire/evaluate/ fire the CEO/Secretary, e) create / appoint such committees / task forces as may be required for the effective functioning of the Association, and f) implement / monitor strategic planning. It may authorize the disbursement of up to 10% of the Association's long-term investment reserves in any calendar year. Unless prohibited by policy or the bylaws, the Executive Committee may delegate such operating authority to committees and task forces as it deems advisable.

Section 10. REGULAR MEETINGS The Executive Committee shall meet at least four times each year at such times and in such places as it shall designate from time to time. The time and place of all regular meetings shall be noticed at least thirty days prior

to the date of the meeting. Notice may be given electronically and/or in a printed publication of the Association and shall be accessible to any interested member of the Association.

Section 11. **SPECIAL MEETINGS** A special meetings of the Executive Committee may be called either by unanimous consent of the elected officers or by written request from four members of Executive Committee members. The time, place and purpose of the special meeting shall be noticed to all members of the Executive Committee at least ten days prior to the date of the meeting. The notice shall include a summary of all action items to be considered at the special meeting and may be given electronically and/or by mail in a manner consistent with the policy of the Association. Actions of the Executive Committee at a special meeting shall be limited to those actions consistent with the actions described in the meeting notice.

Section 12. **ELECTRONIC MEETINGS** To the full extent permitted by law, the Executive Committee may conduct business by electronic means, provided only that the timing, format and procedure of such meetings has been authorized either by direct action of the Executive Committee or by Association policy.

Section 13. **QUORUM** A quorum shall consist of a majority of the voting members of the Executive Committee. A majority of those present and voting shall be required for action by the Executive Committee.

## **ARTICLE VII Officers**

Section 1. The elected officers of the Association shall be a President, a President Elect, and a Treasurer. In the absence of the President, the President Elect shall perform the duties of the President. The term of officers shall be a calendar year and the President and President Elect shall serve for a period of one year. The Treasurer may serve no more than three (3) consecutive one year terms. The principal employee of the Association shall serve as the Chief Executive Officer (CEO) and Secretary of the Association.

Section 2. All elected officers shall be REALTOR® members of the Association. The President Elect and Treasurer shall be selected by the Executive Committee from among its members. The President Elect shall succeed automatically to the position of the President in the subsequent year. The CEO/Secretary shall be hired by the Executive Committee. The Executive Committee shall adopt policy governing the annual election of officers consistent with these Bylaws. The President Elect serving in 2010 shall be selected by the 2009 Board of Directors.

Section 3. The duties of the officers shall be such as their titles, by general usage would indicate and such as may be assigned to them respectively by the Board of Directors from time to time and such as are required by law.

Section 4. All officers and employees of the Association shall be insured and/or bonded in an amount to be determined by the Executive Committee, the cost to be paid by the Association.

Section 5. The Executive Committee shall have authority to interview applicants for the combined position of CEO/Secretary. The CEO/Secretary shall serve as Secretary of the Association, be in charge of the Association headquarters, shall have supervision of the entire staff and shall perform such other duties as may be delegated to him or her by the Executive Committee, Board of Directors or the President and shall follow the reasonable requests of the elected officers of the Association.

Section 6. The Executive Committee may retain legal and other professional counsel and fix the terms of compensation thereof.

Section 7. A vacancy in the office of President Elect or Treasurer, caused by resignation, death, incapacity, or removal, shall be filled by the Executive Committee. The President Elect shall automatically become President for the remainder of the term in the event of a vacancy in the office of President and he/she shall then serve his/her own full term.

## **ARTICLE VIII Meetings of Members**

Section 1. The Association shall hold an Annual Business Meeting, open to all members, at a time and place to be designated by the Executive Committee.

Section 2. The installation of Officers of the Association shall be held at a time and place to be designated by the Executive Committee.

Section 3. Other meetings of the Members may be called by the Board of Directors. Any call for a meeting shall state the purpose, time and place of the meeting and shall be issued, electronically or in writing, at least ten (10) days in advance of the stated date of the meeting. At all meetings of Members, the Directors shall constitute the membership body and exercise all membership voting rights.

Section 4. To the full extent permitted by law, the meeting of the Members may conduct business by electronic means, provided only that the timing, format and procedure of such meetings has been authorized either by direct action of the Board of Directors or by Association policy.

**ARTICLE IX**  
**Advisory Councils and Committees**

Section 1. Annually, the Executive Committee shall determine the roster of advisory councils, committees, forums and task forces deemed necessary to carry out the Association’s strategic plan and to comply with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®. It shall approve the mission statement size and qualifications for service for each advisory council, committee, forum and task force. Unless otherwise specified, all advisory councils, committees, forums and task forces shall report to the Executive Committee.

Section 2. All actions of advisory councils, committees, forums and task forces shall be subject to the approval of the Executive Committee and, where required by the bylaws, the Board of Directors. Further approval will not be required where authority to act has been granted to an advisory council, committee, forum or task force by virtue of these Bylaws or by explicit action of the Executive Committee or Board of Directors. The RPAC Trustees shall have independent authority to approve funding decisions.

Section 3. The President, with the approval of the Executive Committee, shall appoint individuals to lead and serve on those committees, forums and task forces which have been authorized by the Executive Committee. The members of the advisory councils, committees, forums and task forces shall serve until their successors are appointed and qualified or their assignments have been completed.

Section 4. The President, with approval of the Executive Committee, shall appoint individuals to lead those advisory councils which have been authorized by the Executive Committee.

Section 5. The President, on his or her own initiative, may appoint one or more Presidential Advisory groups (PAGs). The purpose of a PAG shall be to advise the President on a matter of interest to the Association. All PAGs shall report to the President who shall have sole authority to determine how to dispose of the information provided.

Section 6. Every Director shall be encouraged to participate actively in at least one committee, forum or task force.

Section 7. All interested REALTORS® shall be encouraged to become actively engaged with the Association through service on its advisory councils, committees, forums, task forces and leadership academy.

**ARTICLE X**  
**Fiscal Year**

Section 1. The fiscal year of the Association shall be the calendar year.

**ARTICLE XI**  
**Code of Ethics**

Section 1. The Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® is adopted as the Code of Ethics of the Association and shall be considered a part of its Rules and Regulations, and the Code of Ethics and the Rules and Regulations of the Association shall in the future, be deemed to be amended and changed whenever said Code of Ethics is amended or changed by NAR.

Section 2. New Members - Applicants for REALTOR® and REALTOR-ASSOCIATE® membership shall complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of instructional time. This requirement

does not apply to applicants who have completed comparable orientation in another association, provided that membership has been continuous, or that any break in membership is for one year or less.

Failure to satisfy this requirement within 180 days of the date of application will result in denial of the membership application.

Note: This orientation program must meet the learning objectives and minimum criteria established from time to time by the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. Continuing Members - Effective January 1, 2001, through December 31, 2004, and for successive four year periods thereafter, each REALTOR® and REALTOR-ASSOCIATE® member of the association shall be required to complete quadrennial ethics training of not less than two hours and thirty minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another association, or the NATIONAL ASSOCIATION OF REALTORS®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. Members who have completed training as a requirement of membership in another association and members who completed the New Member Code of Ethics Orientation during any four year cycle shall not be required to complete additional ethics training until a new four year cycle commences.

Failure to satisfy this requirement shall be considered a violation of a membership duty for which REALTOR® membership shall be suspended until such time as the training is completed.

. Failure to meet the requirement by December 31 of each quadrennial cycle (2012, 2016, etc) will result in suspension of membership for the first two months (January and February) of the year following the end of any four (4)-year cycle or until the requirement is met, whichever occurs sooner. On May 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

## **ARTICLE XII Professional Standards**

Section 1. A local Board, prior to referring an ethics complaint or arbitration request for review to the State Association, should exhaust all efforts to impanel an impartial panel to conduct either the original hearing or the appeal or procedural review. These efforts may include the appointment of knowledgeable members of the board on an ad hoc basis to serve on either a Hearing Panel or on behalf of the Board of Directors. If, because of notoriety, etc., the board cannot impanel an impartial tribunal, the Board may refer the matter to the State Association, and the State Association may delegate to another board or a regional enforcement facility, the authority to hear the case on behalf of the State-Association. No Board or regional enforcement facility, however, may be required to accept this delegation of authority. If no other entity is amenable to conducting the review, the State Association shall be responsible for conducting the hearing.

Section 2. Allegations of ethical violations and contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® and between REALTORS® and their customers or clients, appeals and requests for procedural review, may be submitted to an ethics or arbitration panel at the State Association level under the following circumstances:

- A. Allegations of unethical conduct by a REALTOR® or REALTOR-ASSOCIATE® who is directly a member of the State Association and not a member of any local Association / Board.
- B. Allegations of unethical conduct by a REALTOR® or REALTOR-ASSOCIATE® in the instance in which the local Association / Board, because of size or other valid reason, determines that it cannot provide a due process hearing of the matter and petitions the State Association to conduct a hearing.
- C. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are not members of the same Association / Board where the matter has been referred to the State Association by both local Associations / Boards.
- D. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are directly members of the State Association and are not members of any local association / board.
- E. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between a REALTOR® who does not hold membership in any local association / board, but is directly a member of the State Association, and a REALTOR® who is a member of a local Association / Board. (Reference is made to members of

the State-Association who are outside the jurisdiction of and are not members of any local Association / Board within the state.)

F. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTOR® Members of the same Association / Board or MLS where the association / board with good and sufficient reason is unable to arbitrate the dispute. (This provision is not designed to relieve the local Association / Board of its primary responsibility to resolve differences arising between members of the same Association / Board or MLS. The section recognizes that in some associations/ boards with limited membership usual arbitration procedures may be impossible.)

G. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between a customer or a client and a REALTOR® where the Association/Board with good and sufficient reason is unable to arbitrate the dispute or the REALTOR® is a direct member of the State Association.

H. Appeals and requests for procedural review of local Association/Board Grievance and Professional Standards Committee actions, where with good and sufficient reason, the Association/Board is unable to provide a qualified appeal body or tribunal.

Section 3. Professional Standards hearings and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, Inc. as from time to time amended, which by this reference is made a part of these Bylaws.

Section 4. Every member of the Indiana Association of REALTORS®, Inc. as a condition of membership agrees to submit to interstate arbitration, whenever a contractual dispute arises, as defined by Article 17 of the REALTORS® Code of Ethics, with a member of another state Association of REALTORS® which is a party to an Agreement for Interstate Arbitration with the Indiana Association of REALTORS®, Inc.

Section 5. If a REALTOR® Member (as defined in Article II, Section 3, of these Bylaws) resigns from the Board or otherwise causes membership to terminate with an ethics complaint pending, that Board of Directors may condition the right of the resigning Member to reapply for membership upon the applicant's certification that he/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel.

A. If a REALTOR® Member (as defined in Article II, Section 3, of these Bylaws) 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®.

### **ARTICLE XIII**

#### **Use of the Terms REALTOR®, REALTORS®, and REALTOR-ASSOCIATE®**

Section 1. Use of the terms REALTOR®, REALTORS®, or REALTOR-ASSOCIATE® 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 State Association shall have authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS®, use of the terms within those areas of Indiana not within the jurisdiction of a Member Board. 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 Code of Ethics & Arbitration Manual (amended 6/2006)

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

Section 3. A REALTOR® Member who is a principal of a real estate firm, partnership, corporation or limited liability company may use the terms REALTOR® or REALTORS® only if all the principals of such firm, partnership, corporation or limited liability company who are actively engaged in the real estate profession within the state or a state contiguous thereto are REALTORS® or Institute Affiliate Members.

Section 4. REALTOR-ASSOCIATE® Members of the State Association shall have the right to use the term REALTOR-ASSOCIATE® so long as they remain REALTOR-ASSOCIATE® Members in good standing and the REALTOR® Member with whom they are associated or by whom they are employed is also a REALTOR® Member in good standing.

Section 5. An Institute Affiliate Member shall not use the terms REALTOR®, REALTORS® or REALTOR-ASSOCIATE® and shall not use the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

**ARTICLE XIV**  
**Member Boards**

Section 1. Only one Member Board of REALTORS® from any city or town shall be elected a Member Board of the Indiana Association of REALTORS®, Inc. provided, however, that if two or more cities or two or more counties or a city and a county combine as one Board, the membership for that area shall be limited to such joint Board.

Section 2. Each Member Board of REALTORS® shall adopt its own governing documents, incorporating therein such portions of the governing documents of the NATIONAL ASSOCIATION OF REALTORS® and the Indiana Association of REALTORS® provisions thereof which pertain to the business and affairs of Member Boards of REALTORS®.

Section 3. Provisions in any governing documents of any Member Board of REALTORS® of the Indiana Association of REALTORS®, Inc. contrary to or in conflict with any of the provisions of the NATIONAL ASSOCIATION OF REALTORS® or the Indiana Association of REALTORS®, Inc. have no legal force or effect.

Section 4. Each Member Board of REALTORS® and Multiple Listing Service if applicable, shall file a copy of its governing documents and any amendments thereto with the NATIONAL ASSOCIATION OF REALTORS® for verification of compliance as required for NAR's Local Association/Board Recertification by the Indiana Association of REALTORS®, Inc.

Section 5. Whenever persons actively engaged in the real estate business apply for the formation of a Board of REALTORS®, the President and CEO/Secretary, with the approval of the Executive Committee, are authorized to organize such Member Board of REALTORS®; provided, that at the time the application is made, there is no Member Board of REALTORS® in the area and the applicants meet the criteria established by the NATIONAL ASSOCIATION OF REALTORS® for the formation of a Board of REALTORS®.

**ARTICLE XV**  
**Rules of Order**

Section 1. Robert's Rules of Order, latest edition, shall be recognized as the authority governing all meetings and conferences when not in conflict with the Bylaws of the Association.

**ARTICLE XVI**  
**Amendments**

Section 1. These Bylaws may be amended at any meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors present and voting, provided that a quorum is present, and provided further that notice of the substance of any proposed amendment shall first have been sent to the Board of Directors of the Association either electronically or in writing at least 30 days in advance of the meeting, except that the Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy.

Section 2. Amendments to these Bylaws affecting the admission or qualifications of REALTOR®, REALTOR-ASSOCIATE®, and Institute Affiliate Members, the use of the term REALTOR®, REALTORS®, or REALTOR-ASSOCIATE®, or any alteration in the territorial jurisdiction of a Board shall become effective upon the approval of the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®.

**ARTICLE XVII**  
**Dissolution**

Section 1. On the liquidation of the Indiana Association of REALTORS®, Inc. and after providing for payment of all obligations, the Board of Directors shall distribute any remaining assets to the Indiana REALTORS® Education Foundation of the Indiana Association of REALTORS®, Inc., for tax exempt, charitable purposes, if the Foundation still exists as a charitable organization. If it no longer so exists, distribution shall be made to any non-profit charitable organization under Section 501 (c) (3) of the Internal Revenue Code for tax exempt, charitable purposes.

January, 2009  
March DRAFT, 2009