

**BYLAWS
of the
DELAWARE COUNTY BOARD OF REALTORS®, INC.
(Adopted March 20, 2001)**

Article I - Name

Section 1. Name. The name of this organization shall be the Delaware County Board of Realtors®, Incorporated, hereinafter referred to as the “Board”.

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

Article II - Objectives

The objectives of the Board 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 Ohio 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 terms REALTOR® and REALTORS® as licensed, prescribed, and controlled by the NATIONAL ASSOCIATION OF REALTORS®.

Article III - Jurisdiction

Section 1. The territorial jurisdiction of the Board as a Member of the NATIONAL ASSOCIATION OF REALTORS® is: ALL OF DELAWARE COUNTY IN THE STATE OF OHIO.

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 Board agrees to protect and safeguard the property rights of the NATIONAL ASSOCIATION in the terms.

Article IV - Membership

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

- a. **REALTOR® Members.** 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, auctioning, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or sub-dividing real estate, and who maintain or are associated with an established real estate office in the state of Ohio 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 a Board of REALTORS® within the state or a state contiguous thereto unless otherwise qualified for Institute Affiliate Membership as described in Section 1(b) of Article IV. (*) (rev. 4/06)

In the case of a real estate firm, partnership, or corporation, whose business activity is substantially all commercial, only those principals actively engaged in the real estate business in connection with the same office or any other offices within the jurisdiction of the board in which one of the firm's principals holds REALTOR® Membership, shall be required to hold REALTOR® Membership unless otherwise qualified for Institute Affiliate Membership as described in Section 1(b) of Article IV. (Amended 1/01)

NOTE: REALTOR® Members may obtain membership in a "secondary" Board in another state.

NOTE: LPA's (Licensed Practicing Assistant) fall under the heading of "REALTOR®" Member, with all the rights and responsibilities of a "REALTOR" Member.

2. Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch managers and are associated with a REALTOR® Member and meet the qualifications set out in Article V.
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 Board mandated education, meeting attendance, or indoctrination classes or similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the Local Board, State Association and National Association.

4. Primary and Secondary REALTOR® Members. An individual is a Primary Member if the Board pays state and National dues based on such Member. An individual is a Secondary Member if state and National dues are remitted through another Board. One of the principals in a real estate firm must be a Designated REALTOR® Member of the Board in order for licensees affiliated with the firm to select the Board as their “Primary” Board.

5. Designated REALTOR® Members. Each firm 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 Board dues as established in Article X of the Bylaws. The “Designated REALTOR®” must be a sole proprietor, partner, corporate officer or branch officer manager acting on behalf of the firm’s principal(s) and must meet all other qualifications for REALTOR® Membership established in Article V, Section 2, of the Bylaws.

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. (Non-REALTOR® Members do not have voting rights nor may hold office in the Board of Directors.) Any such individual, if otherwise eligible, must elect to hold REALTOR® Membership, subject to payment of applicable dues for such membership.

Institute Affiliate Members shall be non-voting members but shall otherwise have such rights and privileges and be subject to such obligations as are prescribed by the Board of Directors in compliance with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

c. **Affiliate Members.** Affiliate Members shall be firms who, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Board.

Affiliate Members shall be non-voting members and shall have such privileges and rights and be subject to such obligations as may be prescribed by the Board of Directors.

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.

Public Service Members shall be non-voting members and shall have such privileges and rights and be subject to such obligations as may be prescribed by the Board of Directors.

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

Honorary Members shall confer no rights except the right to attend meetings and participate in discussions and shall impose no obligations.

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.

Student Members shall be non-voting members and shall have such privileges and rights and shall be subject to such obligations as may be prescribed by the Board of Directors.

Section 2. Each applicant for membership shall be required to seek the highest level of membership for which the applicant qualifies. All applicants for membership must meet the applicable qualifications set out in Article V.

Article V. Qualification and Election

Section 1. Application.

a. An application for membership shall be made in such a manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application 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 Board, the 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®, as from time to time amended, and (2) that applicant consents that the Board, through its Executive Officer or otherwise, may invite and receive information and comment about applicant from any Member or other persons, and that applicant agrees that any information and comment furnished to the Board by any person in response to the invitation shall be conclusively deemed to be privileged and not for 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 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 Executive Officer that he is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a Secondary Member), has no record of recent or pending bankruptcy, has no record of official sanctions involving unprofessional conduct. Agrees to complete a course of instruction (orientation class) covering the Bylaws and Rules and Regulations of the Board, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® (all memberships - both Primary and Secondary - must complete Board orientation as per guide lines), and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Board of Directors, and shall agree that if elected to membership, he will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.(*)

Note 1: An applicant whose membership has lapsed for more than two years is required to complete Board orientation before reinstatement. (See Article X, Section 1, d-e)

Note 2: Article IV, Section 2, or the NATIONAL ASSOCIATION OF REALTORS® Bylaws prohibits Member Boards from knowingly granting REALTOR® Membership to any participant who has an unfulfilled sanction pending which was imposed by another Board or Association of REALTORS® for violation of the Code of Ethics. (Adopted 1/01)

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

Section 3. Election.

The procedure for election to membership shall be as follows:

a. The Executive Officer shall determine whether the applicant is applying for the appropriate class of membership. Applicants for REALTOR® membership may be granted provisional membership immediately upon submission of a completed application form and remittance of applicable Board dues and any application fee. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to final review of the application by the Board of Directors.

b. If the Board of Directors determines that the individual does not meet all of the qualifications for membership as established in the Board's Bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of a mandatory orientation program) within 365 days from the Board's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received Board services and any application fee. The Board of Directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the Board of Directors, he/she shall be declared elected to membership and shall be advised by written notice.

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

d. If the Board of Directors determines that the application should be rejected, it shall record its reasons with the Executive Officer (or duly authorized designee). If the Board of Directors believes

that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the Board for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant. (Adopted 1/98, Amended 1/05, 3/17)

Section 4. New Member Code of Ethics Orientation.

Applicants for REALTOR Membership and provisional REALTOR® Members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement does not apply to applicants for REALTOR® Membership or provisional members who have completed comparable orientation in another Board or 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 **365 days** of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

Note: Orientation programs must meet the learning objectives and minimum criteria established from time to time by the NATIONAL ASSOCIATION OF REALTORS®. (Adopted 1/01)

Section 5. REALTOR® Code of Ethics Training.

Effective January 1, 2019 through December 31, 2021, and for successive three (3) year periods thereafter, each REALTOR® Member of the Board (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 (3) year cycle shall not be required to complete additional ethics training until a new three (3) year cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any three (3) 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 (3) year cycle or until the requirement is met, whichever occurs sooner. On March 1, of that year, the membership of a member who is still suspended as of that date will be automatically terminated. (Adopted 1/01, Amended 3/17, 2/21/2020)

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 Board 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 requirements established in these Bylaws for the category of membership to which they have transferred within thirty (30) days of the date they advised the Board of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors. (See Article X, Section 2 a-h)

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 privileges and obligations of membership during the period of transition. If the transfer is not completed within thirty (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. (Rev. 4/06)

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

Article VI - Privileges and Obligations

Section 1. It shall be the duty and responsibility of every REALTOR® member of this Board to safeguard and promote the standards, interests, and welfare of the Board, and or 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 Board, 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. (Rev.3-22)

Section 2. Any Member of the Board may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Board Rules and Regulations inconsistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the Board. Although Members other than REALTORS are not subject to the Code of Ethics nor its enforcement by the Board, such Members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, Members other than REALTORS® may, upon recommendation of the Executive Officer, 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 Board, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. Every REALTOR member shall maintain a high level of integrity and adhere to the Board's membership criteria. Any violent act or threat of violence to person or property, hateful conduct, or acts of moral turpitude impacting the public shall not be tolerated and may be cause for disciplinary action, up to and including termination of membership. (Rev.3-22)

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

Section 5. If a Member resigned from the Board or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the Board with respect to disposition of the complaint is final by this Board (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 ethic 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 Board 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®. (Amended 3/17)

Section 6. REALTOR® Members. REALTOR® Members, whether Primary or Secondary, in good standing whose financial obligations to the Board are paid in full shall be entitled to vote and to hold elective office in the Board; may use the terms REALTOR® and REALTORS®, which use shall be subject to the provisions of Article VIII; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Board and the real estate profession.

a. If a REALTOR® Member is a 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 Board 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 Board. 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 unless connection of the disciplined Member with the firm, partnership, or corporation is severed, or management control is relinquished, or unless the REALTOR® Member (non-principal) elects to sever his connection with the REALTOR® and affiliate with another REALTOR® Member in good standing in the Board, whichever may apply.

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

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

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

Section 12. Certification by REALTOR®. "Designated" REALTOR® Members of the Board shall certify to the Board during the month of January on a form provided by the Board, a complete listing of all individuals licensed or certified in the REALTOR®'s office(s) and shall designate a Primary Board for each individual who holds membership. Designated REALTORS® shall also identify any non-member licensees in the REALTOR®'s office(s) and if Designated REALTOR® dues have been paid to another Board based on said non-member licensees, the Designated REALTOR® shall identify the Board to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2(a) of the Bylaws. "Designated" REALTOR® Members shall notify the Board 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 MLS employee or Association Officer or Director after an investigation in accordance with the procedures of the Association. As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and Vice President and one member of the Board of Directors selected to be the highest ranking officer not named in the complaint, upon consultation with legal counsel for the association. Disciplinary action may include any sanction authorized in the association's Code of Ethics and Arbitration Manual. If the complaint names the President, Vice President, they may not participate in the proceedings and shall be replaced by the

immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.”

Note: Suggested procedures for processing complaints of harassment are available on-line through <http://www.REALTOR.org>, or from the Member Policy Department. (Amended 5/08, Rev. 2/09)

Article VII - Professional Standards and Arbitration

Section 1. The responsibility of the Board and of Board Members relating to the enforcement of the Code of Ethics, the disciplining of Members, and the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as amended from time to time, which is by this reference incorporated into these Bylaws, provided however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

Section 2. It shall be the duty and responsibility of every REALTOR® Member of this Board to abide by the Constitution and Bylaws and the Rules and Regulations of the Board, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this Board as from time to time amended.

Section 3. The responsibility of the Board and Board members relating to the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and procedures incident thereto, shall be consistent with the cooperative professional standards enforcement agreement entered into by the Board, which by this reference is made a part of these Bylaws. (Rev. 4/06)

Section 4. The Board of Directors is hereby authorized to establish with one or more other REALTOR associations a cooperative agreement such as may be necessary to fulfill this association’s responsibilities as a Member Board of the NATIONAL ASSOCIATION OF REALTORS® for enforcement of the Code of Ethics and the provision of arbitration and mediation services to members. Further, the Board of Directors shall ensure that appropriate procedural policy is approved and competent administrative support is provided to fully implement and sustain such joint arrangement.

Article VIII - 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 Board 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 6/06, Rev. 2/09)

Section 2. REALTOR® Members of the Board shall have the privileges 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® Member who is a principal of a real estate firm, partnership, or corporation may use the terms REALTOR® and REALTORS® only if all the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto are REALTOR® Members of the Board or Institute Affiliate Members as described in Section 1(b) of Article IV.

a. In the case of a REALTOR® Member who is a principal of a real estate firm, partnership, or corporation whose business activity is substantially all commercial, the right to use the term REALTOR® or REALTORS® shall be limited to office locations in which a principal, partner, corporate officer, or branch office manager of the firm, partnership, or corporation operates additional places of business in which no principal, partner, corporate officer, or branch office manager holds REALTOR® Membership, the term REALTOR® or REALTORS® may not be used in any reference to those additional places of business. (Amended 1/01)

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

Article IX - State and National Memberships

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

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

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

Article X - Dues and Assessments

Section 1. Application Fee. The Board of Directors may adopt an application fee for REALTOR® Membership in 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 Board upon final approval of the application. The application fees set forth (a) through (e) of this Section are the current application fees and are merely included by way of information and it shall not require an amendment of these Bylaws to modify the application fees.

- a. Application fee to the Board for **newly licensed** real estate agents and REALTORS® whom are **not** currently members of another Board or Association of REALTORS® in Ohio shall be \$150.00, \$50.00 to be refunded upon completion of orientation within specified time frame (90 days). (See Article V, Section 2 a-b)(Amended 11/03)(Rev. 4/06,)
- b. Licensed Realtors who **are** currently members of another Board or Association of REALTORS® of Ohio are **not** required to pay an application fee. (Amended 11/03)(Rev. 4/06)
- c. A person whose membership has lapsed for less than one (1) year shall pay only the dues required at the time of application and shall not pay a new application fee.
- d. A person whose membership has lapsed for more than one (1) year, but less than two (2) years shall pay one-half of the regular application fee (per (a) and (b) this Section) in effect at the time of application and the dues for the balance of the year in which membership occurs.
- e. A person whose membership has lapsed for more than two years must pay the full application fee (per (a) and (b) this Section) and applicable dues at time of application, including the \$50.00 to be refunded upon completion of orientation, as per Article V, Section 2, Note 1.

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

a. **REALTOR® Members.** The annual dues of REALTOR® Members, other than the designated REALTOR® shall be as established annually by the Board of Directors.. In calculating the dues payable to the Board by a Designated REALTOR® Member, non-member licensees as defined in (1) and (2) of this paragraph shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on said non-member licensees in another Board in the state or a state contiguous thereto, provided the Designated REALTOR® notifies the Board in writing of the identity of the Board to which dues have been remitted. In the case of a Designated REALTOR® Member in a firm, partnership, or corporation whose business actively 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. (Amended 1/01)(Rev. 4/06, Rev. 1/09, Rev. 1/12, Rev. 1/17 Rev.3-22)

1. For the purpose of this Section, a REALTOR® Member of a Member Board shall be held to be any Member who has a place or places of business within the state or a state contiguous thereto and who, as a principal, partner, corporate officer, or branch officer manager of a real estate firm, partnership, or corporation, is actively engaged in the real estate profession as defined in Article III, Section 1, of the Constitution of the NATIONAL ASSOCIATION OF REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by a 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 (except as provided for in Section 2 (a) (1) hereof) provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner, or corporate officer of the entity.

A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with the entity

who 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®.

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

b. The annual dues of REALTOR® Members, holding **Primary Membership**, other than the Designated REALTOR® shall be \$580.00 (includes State, National & Local dues). The annual dues of REALTOR® members, holding **Secondary Membership**, other than the Designated REALTOR® shall be \$175.00 (Local dues only). (*Rev. 4/06, Rev. 1/09, Rev. 1/12, Rev. 1/17, Rev 3/22*)

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

NOTE: The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate Members (\$105.00). The National Association shall credit \$35.00 to the amount of local association for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the \$35.00 amount will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the other board. The National Association shall also credit \$35.00 to the account of state associations for each Institute Affiliate Member whose office address is located within the territorial jurisdiction of the state association. Local and state associations may not establish any additional entrance, initiation fees or dues for Institute Affiliate Members, but may provide service packages to which Institute Affiliate Members may voluntarily subscribe. (amended 11/2013)

d. Affiliate Members. The annual dues of each Affiliate Member shall be \$150.00. (pro-rated qtrly.)

e. Public Service Members. The annual dues of each Public Service Member shall be \$100.00.

f. Honorary Members. No dues payable.

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

h. Transfers. Any member who transfers his/her license from one firm whose principal is a member of the Board, to another firm whose principal is also a member of the Board, shall pay a transfer fee of \$30.00 to cover the cost of processing the transfer and revising the Board records and files. "Status Change Forms" must be completed and returned to the Board Executive Officer within thirty (30) days by both the offices involved in the transfer! (*rev. 4/06*)

Section 3. Dues Payable. Dues for all Members shall be payable annually in advance on the 31st day of December of the preceding year. Local dues for new members shall be computed from the first day of the quarter in which a licensee applies for membership, State and National dues for new members shall be computed from the first day of the month in which a licensee applies and shall be prorated for

the remainder of the *calendar* year. In the event that any member is entitled, for whatever reason, to pay a reduced fee or no fee or a member has already paid his dues to either the State or NATIONAL ASSOCIATION, such member shall receive a like reduction in his applicable dues collected by the Board. Dues shall automatically increase when either applicable State or National dues are increased. Local dues shall only be increased by vote of the membership at a membership meeting. Written notice of such meeting shall be given at least thirty (30) days in advance and such notice shall state the amount of dues increase being sought. (Rev. 4/06)

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

Section 4. Nonpayment of Financial Obligations. If dues, fees, fines, or other assessments including amounts owed to the Board or the Board's Multiple Listing Service are not paid within one (1) month after the due date, the nonpaying Member is subject to suspension or may be terminated at the discretion of the Board of Directors (in writing). Two (2) months after the due date, membership of the nonpaying Member shall automatically terminate unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former Member who has had his 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 Board or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

a. A late payment of the annual Board dues local portion (\$175.00) shall be assessed a 50% penalty fine (\$87.50), due prior to acceptance of said annual dues. (Rev. 4/06, Rev. 1/09)

b. Non-sufficient fund checks shall be accessed amount owed plus any additional charges by the Board's bank within fifteen (15) days.

Section 5. Deposit. All monies received by the Board for any purpose shall be deposited to the credit of the Board in a financial institution or institutions selected by the Board of Directors.

Section 6. Expenditures. The Board of Directors shall administer the finances of the Board; but shall not borrow money without first holding a membership meeting by a majority vote of the Members present and qualified to vote at any meeting at which a quorum is present to authorize such borrowing. Written notice of such meeting shall be given at least thirty (30) days in advance and such notice shall state that membership will be asked to authorize the borrowing of money and disclose the terms of the proposed loan. For the purpose of consenting to such borrowing, any Member may, in writing, execute a written consent or a proxy to another member to vote on his/her behalf. (Rev. 11/2018)

Section 7. The dues of REALTOR® Members who are REALTOR® Emeriti (as recognized by the NATIONAL ASSOCIATION), past Presidents of the NATIONAL ASSOCIATION or recipients of the Distinguished Service Award shall be determined by the Board of Directors.

NOTE: A Member Board's dues obligation to the NATIONAL ASSOCIATION is reduced by an amount equal to the amount which the Board is assessed for a REALTOR® Member, times the

number of REALTOR® Emeriti (as recognized by the NATIONAL ASSOCIATION), past Presidents of the NATIONAL ASSOCIATION, and recipients of the Distinguished Service Award of the NATIONAL ASSOCIATION who are REALTOR® Members of the Board. The dues obligation of such individuals to the Local Boards should be reduced to reflect the reduction in the Board's dues obligation to the NATIONAL ASSOCIATION. The Board may, at its option, choose to have no dues requirement for such individuals except as may be required to meet the Board's obligation to the State Association with respect to such individuals. Member Boards should determine whether the dues payable by the Board to the State Association are reduced with respect to such individuals. It should be noted that this does not affect a "Designated" REALTOR®'s dues obligation to the Board with respect to those licensees employed by or affiliated with the "Designated" REALTOR® who are not Members of the Local Board. (amended 11/2013)

Article XI - Officers and Directors.

Section 1. Officers. The Board of Directors to consist of a President, Vice President, Secretary, Treasurer, three (3) Board Directors, the number of State Directors to which this Board is at any time entitled, Alternate State Director and an Affiliate Representative (no vote). With automatic succession by the Vice President to President, President to Alternate State Director and two (2) year State Director to one (1) year State Director. All non-automatic succession officers shall be elected, one State Director shall be elected to a two (2) year term at the Board's annual membership meeting in November each year. All officers are to be installed at the December membership meeting and shall take office on January 1, of the following year. (amended 10/2015)

NOTE: If an officer is not sworn in at the December meeting, they are to be sworn in at the following Board of Directors meeting; and if they choose, may again be sworn in at the following Membership meeting.

Section 2. Duties of Officers.

- a. 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.
- b. The President shall preside at all meetings of the Board of Directors and the membership meetings and shall be one of the voting members on matters involving the NATIONAL ASSOCIATION OF REALTORS® and the OHIO ASSOCIATION OF REALTORS®.
- c. The Vice President shall perform the duties of the President in his/her absence except those as a voting member on matters concerning the NATIONAL ASSOCIATION OF REALTORS® and the OHIO ASSOCIATION OF REALTORS® which shall be performed by the Alternate State Director, if available. (amended 10/2015)
- d. It shall be the particular duty of the Executive Officer to keep the records of the Board and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the OHIO ASSOCIATION OF REALTORS®.
- e. The Treasurer shall supervise the maintenance of financial records of the Board and provide monthly accountings to the Board and Membership, as requested.
- f. The Secretary to take the minutes of the Board of Directors Meetings and Membership Meetings and to provide monthly reports to the Board and Membership. All reports to be turned into the Executive Officer prior to the next Director's meeting.

Section 3. Board of Directors.

- a. The affairs of the Board shall be administered by the Board of Directors which shall consist of the elected officers together with the immediate past President.
- b. The Board of Directors may hire such employees, independent contractors, and professional advisors as it deems prudent with such compensation as it deems reasonable. The Board may designate one or more of its officers or Directors to direct, supervise or coordinate the efforts of any employees, independent contractors, or professional advisors. In the absence of any such designation, the President shall be responsible for directing, supervising and coordinating such persons or entities.

Section 4. Election of Officers and Directors. A Nominating Committee of five (5) REALTOR® Members, which shall include the Vice President, shall be appointed by the President, with approval of the Board of Directors. The Nominating Committee shall follow mandatory rules for procedures in selecting candidates for the positions of Vice President, Secretary, Treasurer, three (3) Board Directors, one (1) State Director to serve a two (2) year term plus an Affiliate Representative (non-voting member). The Nominating Committee shall select “at least” one candidate for each office to be filled on the Board of Directors. The Nominating Committee shall report nominees for the Board offices at the September Board of Directors meeting. The Nominating Committee or the Board shall mail or e-mail the slate of its nominees to all REALTOR® Members at least fourteen (14) days prior to the October Membership Meeting. Additional nominations may be made from the floor at the October meeting. All nominees must personally notify a member of the Nominating Committee that he or she will accept the office for which they are nominated, if elected. “Should there be more than three (3) candidates nominated for the two (2) positions of Board Director, then the three (3) candidates receiving the most votes shall be elected.” (amended 10/2015)

- b. REALTOR® Members shall vote by secret ballot for Officers and Directors of the Board.
- c. The election shall be conducted by the Nominating Committee at the annual November Membership Meeting, and they shall announce the results. In case of tie or ties, another ballot shall be conducted for such office or offices. If a tie or ties still exist after a second ballot, the tie or ties shall be decided by a drawing lot between those who are tied for office or offices.

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

Section 6. Removal of Officers or Directors. 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 procedures:

- a. A petition requiring the removal of an Officer or Director and signed by not less than one-third of the voting membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next-ranking officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.
- b. Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the Board 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. (See Article XII, Sections 3, 4, 5)

c. The special meeting shall be noticed to all voting Members at least ten (7) calendar days prior to the meeting and shall be conducted by the President of the Board unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking officer will conduct the meeting of the hearing by the Members. Provided a quorum is present, a three-fourths vote of Members present and voting shall be required for removal from office.

ARTICLE XII - MEETINGS

Section 1. Annual Meetings and Regular Meetings. The annual meeting of the Board shall be held the third (3rd) Tuesday of November each year, unless the date is changed by the Board of Directors at a place to be designated by the Board of Directors. Regular monthly membership meetings shall be held the third (3rd) Tuesday of each month, October through May, at such place or places and time as the Board of Directors, from time to time, designates. There shall be a minimum of seven (7) regular monthly membership meetings (including the annual meeting). The Board of Directors may give notice of the place of meeting for a number of regular meetings in the same notice.

Section 2. Meetings of Directors. The Board of Directors shall meet 9:00 a.m. the Friday following the second (2nd) Tuesday of each month, unless the date and hour are changed by the Board of Directors. Absence from two (2) consecutive regular meetings or three (3) regular meetings for the entire year shall be construed as resignation therefrom. Any member of the Board of Directors shall give advance notice to the President or his substitute if he is unable to attend a scheduled meeting. The President may call a special Directors meeting upon five (5) calendar days advance notice.

Section 3. Special Meetings. Special membership meetings may be held at such other times as the President or the Board of Directors may determine, or upon written request of a least twenty-five (25) percent of the Members eligible to vote. If a special meeting is called, the notice shall contain a statement of the purpose of the meeting.

Section 4. Notice of Meetings. Written notice of all membership meetings and the place of all membership meetings shall be given to all Members entitled to participate in the meeting at least seven (7) calendar days in advance of the meeting.

Section 5. Quorum. A quorum for the transaction of business at any regular or special meeting of the Board of Directors shall consist of five (5) Directors. A quorum for the transaction of business at any regular or special meeting of the membership shall consist of ten (10) percent of those Members eligible to vote.

Section 6. Delivery of Notice. For all purposes contained in these Bylaws, notice to any Member shall be delivered to his principal place of business according to the Board's records.

Section 7. Electronic Transaction of Business. To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means. (Rev. 4/06)

Article XIII - Committees

Section 1. Standing Committees. The President shall appoint from “among the members of the Board,” the following committee “chairmen”:

Budget & Finance	Program
Building & Grounds	Public Relations/Equal Opportunity
Education/Scholarship	REALTOR Protection (Bylaws, forms, etc.)
Grievance	Sales Advisory
Legislative (PCN/RPAC)	TOUR Director
Nominating	Delaware City/County Governmental Affairs/ <i>Ad Hoc</i>
Professional Standards	President’s Advisor
Tech (Website)	CORPAC Representative
MLS Representative	CORE Standards
MLS Board Director (must be a Broker)	

- a. Vice President will automatically be one of the five members of the Nominating Committee. (amended 10/2015)
- b. Vice President automatically is confirmed to chair the Program Committee.
- c. Appointments to the Professional Standards Committee and Grievance Committee shall be consistent with the cooperative professional standards enforcement agreement of the Board.
- d. Legislative Committee chairperson may appoint RPAC co-chair.
- e. Treasurer automatically chairs Budget & Finance Committee.
- f. Core Standards to consist of Chair, President, Vice President, Treasurer & Executive Officer. If an individual holds two positions, one position to be filled by another Director (to maintain 5 on committee). (2/17)

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

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

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

Article XIV - Fiscal and Elective Year

Section 1. The fiscal and elective year of the Board shall be January 1 to December 31.

Article XV - Rules of Order

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

Article XVI - Amendments

Section 1. These Bylaws may be amended by majority vote of the Members present and qualified to vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the notice of the meeting. Article IX may be amended only by a majority vote of all REALTOR® Members.

a. Mandatory additions and/or deletions to these bylaws by the NATIONAL ASSOCIATION OF REALTORS®, upon approval by the Board of Directors, shall be automatic and will require **no** vote of the membership.

Section 2. Notice of all meetings at which such amendments are to be considered shall be given to every REALTOR® Member at least seven (7) calendar days prior to the time of the meeting.

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

Article XVII - Dissolution

Section 1. Upon the dissolution of this Board, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Ohio Association of REALTORS or, within discretion, to any other non-profit tax exempt organization. *(Rev. 4/06)*

Article XVIII - Multiple Listing Service

The Board's Multiple Listing Service has merged with the Columbus Board of REALTORS® Multiple Listing Service. The Board of Directors designates a representative for meetings of the Columbus Board of REALTORS® Multiple Listing Service. Members of the Board who also elect to become members of the Columbus Board of REALTORS® Multiple Listing Service shall observe all of its rules and regulations. *(As Adopted 11/08)*

Article XIX - INDEMNIFICATION and INSURANCE

The Corporation shall indemnify or agree to indemnify and trustee, director, officer, employee, agent or volunteer of the Corporation to the full extent authorized by, and in accordance with, the provision of Revised Code 1702.12, provided the conditions and standards of conduct set forth therein are satisfied by the trustee, director, officer, employee, agent or volunteer seeking indemnification. The Corporation may purchase and maintain insurance on behalf of any person who is, or was a trustee, director, officer, employee, agent or volunteer of the Corporation against any liability asserted against, and incurred by the person in any such capacity, or arising out of the person's

status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the foregoing provision.

Article XX - Miscellaneous Provisions

Section 1. These Bylaws shall be construed to be compatible with the Bylaws and Rules and Regulations of the NATIONAL ASSOCIATION OF REALTORS®. To the extent that any provision contained herein conflicts with the Bylaws or other Rules and Regulations of the NATIONAL ASSOCIATION OF REALTORS®, such provision contained herein shall be deemed to be invalid and of no force or effect, however, all remaining provisions contained in these Bylaws shall continue in full force and effect.

Section 2. All references herein to a particular gender or number shall be construed to include any applicable gender and to be either singular or plural as required by the circumstances.

(Rev. 10/2015, Rev. 3/2017, 11/2018)