

BYLAWS
of the
PACIFIC WEST ASSOCIATION
OF REALTORS® , INC.

Approved by Board of Directors

April 25, 2023

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**BYLAWS
OF
PACIFIC WEST ASSOCIATION OF REALTORS®, INC.**

ARTICLE I - NAME

Section 1. Name

The name of this organization shall be the Pacific West Association of REALTORS®, Inc. (hereinafter referred to as the "A.O.R."). The term "Association" is used when referring to any Association of REALTORS®.

Section 2. REALTOR® Membership Mark in Name of A.O.R.

Inclusion and retention of the registered collective membership mark "REALTORS®" in the name of the A.O.R. shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® (hereinafter "NAR") as from time to time amended.

ARTICLE II - OBJECTIVES

Section 1. Objectives.

The objectives of the A.O.R. are:

(a) To unite those engaged in the recognized branches of the real estate profession for the purpose of exerting a beneficial influence upon the profession and related interests. The "recognized branches of the real estate profession" include buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, financing, building, developing or subdividing real estate.

(b) To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of NAR (hereinafter "Code of Ethics").

(c) To provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interests may be safeguarded and advanced.

(d) To further the interests of home and other real property ownership.

(e) To unite those engaged in the real estate profession in this community with the CALIFORNIA ASSOCIATION OF REALTORS® (hereinafter "C.A.R.") and NAR thereby furthering their own objectives throughout the state and nation and obtaining the benefits and privileges of membership therein.

(f) To designate, for the benefit of the public, those individuals within the state of California authorized to use the terms REALTOR® and REALTORS® as licensed, prescribed, and controlled by NAR.

ARTICLE III - NATIONAL AND STATE MEMBERSHIPS

Section 1. A.O.R. Membership in NAR and C.A.R.

The A.O.R. shall be a member of NAR and C.A.R. as defined in the governing documents of NAR and C.A.R. By reason of the A.O.R.'s membership in NAR and C.A.R., each REALTOR® member of the A.O.R. shall be entitled to membership in NAR and C.A.R. without further payment of dues. The A.O.R. shall continue as a member of NAR and C.A.R., unless by a majority vote of all of its REALTOR® members the decision is made to withdraw, in which case NAR and C.A.R. shall be notified in writing at least one month in advance of the date designated for the termination of the A.O.R.'s membership.

Section 2. Ownership and Use of REALTOR® Membership Marks

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

Section 3. Adoption & Enforcement of NAR Code of Ethics; Compliance with NAR & C.A.R. Governing Documents & Policies.

The A.O.R. adopts the NAR Code of Ethics and agrees to enforce the Code of Ethics among its REALTOR® members. The A.O.R. and all of its members agree to abide by the Constitution, Bylaws, Rules and Regulations, Code of Ethics, and policies of NAR and C.A.R.

Section 4. Other Association Rules, Regulations & Policies

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

ARTICLE IV - JURISDICTION

Section 1. Description of Jurisdiction

The territorial jurisdiction of the A.O.R. as a member of NAR is defined in Addendum A of these Bylaws on file at the administrative offices of the A.O.R. Any inconsistencies between the Association's Rules and Regulations or policies and the Bylaws of the A.O.R. shall be controlled by the Bylaws.

Section 2. Jurisdictional Rights

Territorial jurisdiction is defined to mean the right and duty to control the use of the terms REALTOR® and REALTORS® subject to the conditions set forth in the Bylaws and those of NAR, and to protect and safeguard the property rights of NAR in those terms.

ARTICLE V - MEMBERSHIP, QUALIFICATION, APPLICATION AND ACCEPTANCE

Section 1. Classes of Membership

There shall be four (4) classes of membership: (1) REALTOR® Members; (2) Institute Affiliate Members; (3) Affiliate Members; (5) Honorary Members; and (6) Student Members.

Section 2. Qualifications for REALTOR® Members

2.1 REALTOR® members, whether primary or secondary, who are principals, (“principals” are defined, herein and throughout these bylaws when this terminology is used, as sole proprietors, partners, corporate officers or branch office managers of real estate firms) shall:

(a) Maintain a current, valid California real estate broker or salesperson license or California real estate appraisal certification or license; and

(b) Act as a sole proprietor, partner, corporate officer of a real estate firm or office manager of a real estate firm acting on behalf of the firm’s principal(s); and

(c) Remain actively engaged in the real estate profession (“engaged in the real estate profession” is defined, herein and throughout these bylaws when this terminology is used, as buying, selling, exchanging, renting or leasing, managing, counseling, appraising for others for compensation, building, developing or subdividing real estate); and

(d) Maintain or be associated with a real estate office located within the state of California or a state contiguous thereto; and

(e) Have no record of official sanctions rendered by the courts or other lawful authorities for (i) violations of civil rights laws or real estate license laws within the past three years or (ii) criminal convictions within the past ten years where the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted (ten years is measured from the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date).

2.2 REALTOR® members, whether primary or secondary, other than principals, shall:

(a) Maintain a current, valid California real estate broker or salesperson license or California real estate appraisal certification or license; and

(b) Remain actively engaged in the real estate profession;

(c) Remain employed by or affiliated as an independent contractor with a REALTOR® member who meets the requirements in Section 2.1 of this Article V for any Association in California or a state contiguous thereto; and

(d) Have no record of official sanctions rendered by the courts or other lawful authorities for (i) violations of civil rights laws or real estate license

laws within the past three years or (ii) criminal convictions within the past ten years where the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted (ten years is measured from the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date).

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

2.4 Each firm shall designate in writing one “Designated REALTOR®” member who shall be responsible for the conduct of individuals affiliated with the firm and accountable to the A.O.R. for all duties and obligations of A.O.R. membership, including, but not limited to, certification as set forth in Article VI, Section 9. The “Designated REALTOR®” must be the sole proprietor, partner, corporate officer or an office manager acting on behalf of the firm’s principal(s) and must have the authority to bind the firm in arbitrations and must meet all the other qualifications for REALTOR® membership set forth in Article V, Sections 2.1 of the Bylaws.

2.5 Association of Choice.

(a) Primary Membership. Licensees affiliated with a REALTOR® firm may choose as their “primary” Association any Association within California where the firm maintains a “Designated REALTOR An individual is a primary member of the A.O.R. if the A.O.R. pays C.A.R. and NAR dues based on such member. One of the principals in a real estate firm must be a Designated REALTOR® of the A.O.R. in order for the licensees affiliated with the firm to select the A.O.R. as the “primary” Association.

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

2.6 Each principal of the real estate firm who is actively engaged in the real estate profession within the state of California or a state contiguous thereto shall be required to become a REALTOR® member if any other principal of such firm, partnership or corporation is a REALTOR® member within those states. Each is required to hold REALTOR® membership individually in a local Association in California (except as provided in Section 2.7) or in a state contiguous thereto, if

they meet all the other qualifications set forth in Article V, Sections 2.1, 2.2, or 2.3 of the Bylaws unless they otherwise qualify for Institute Affiliate membership as described in Article V, Section 3.

2.7 In the case of a real estate firm, partnership, or corporation whose business activity is substantially all commercial, only those principals actively engaged in the real estate business in connection with the same office, or any other offices within the jurisdiction of the A.O.R. in which one of the firm's principals holds REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate Membership as described in Article V, Section 3.

Section 3. Qualifications for Institute Affiliate Members

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

Section 4. Qualifications for Affiliate Members

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

Section 5. Qualifications for Honorary Members

Honorary members shall be those persons recognized by the A.O.R. Board of Directors (hereinafter "Board of Directors") as persons who have performed notable service for the real estate profession, for the A.O.R., or for the public though not engaged in the real estate profession.

Section 6. Membership Application

(a) Each applicant for membership shall submit an application in such manner and form as may be prescribed by the A.O.R. Board of Directors and give his or her consent that the Board of Directors, through the A.O.R.'s staff (hereinafter "Staff") or otherwise, may obtain information about the applicant from any member, other persons or Associations and that any information furnished to the Board of Directors by any member, person or Association shall not form the basis of any action for slander, libel or defamation of character. The Board of Directors, through its staff or otherwise, may consider the following in determining an applicant's qualifications for membership: (1) all final findings of NAR Code of Ethics violations and violations of other membership duties in any other Association within the past three (3) years; (2) pending ethics complaints or hearings; (3) unsatisfied discipline pending; (4) pending arbitration requests or hearings; (5) unpaid arbitration awards or unpaid financial obligations to any other Association or Association Multiple Listing Service ("MLS").

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

(c) Applicants for REALTOR® membership shall certify: that they have no record of official sanctions rendered by the courts or other lawful authorities for (i) violations of civil rights laws or real estate license laws within the past three (3) years or (ii) criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted and (2) no more than ten (10) years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date, and (3) that they have not been suspended or expelled from an Association within the past three (3) years for violations of the NAR Code of Ethics.

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

Section 7. Prior Membership Records

The A.O.R. shall consider information received from other Associations in determining whether an applicant satisfies the A.O.R.'s membership requirements. The A.O.R. shall request from any Association where the applicant held prior membership, minimum "core" information including:

(a) All final findings of Code of Ethics violations and violations of other membership duties in this or any other REALTOR® Association within the past three (3) years;

(b) Pending complaints alleging violations of the Code of Ethics or alleging violations of other membership duties;

(c) Incomplete or (pending) disciplinary measures;

(d) Pending arbitration requests (or hearings);

(e) Unpaid arbitration awards or unpaid financial obligations to the A.O.R. or its MLS; and

(f) Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm.

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

Section 8. Application Review and Acceptance

The procedure for acceptance to REALTOR® membership shall be as follows:

(a) The staff, through the CEO or designee, shall determine whether the applicant is applying for the appropriate class of membership. If the A.O.R. does not have a standing Membership Committee, the CEO or designee may act in this capacity. The staff may request "core" information as defined in Article V, Section 7, from any Association of which the applicant was previously a member. The staff shall thereafter make a written report of its findings. The Board of Directors, its designee(s), and/or staff shall conduct all proceedings with strict attention to the principles of due process and compliance with the Bylaws.

(b) Within twenty (20) days, the staff or otherwise shall report its recommendation to the applicant and Board of Directors in writing. If the recommendation is to reject the application, the reasons shall be specifically stated. The applicant shall also be notified of his or her right to appear before the Board of Directors.

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

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

(e) The Board of Directors, through its designee(s) and/or staff, or otherwise, may grant "provisional" membership to an applicant in instances where the applicant for membership has unsatisfied discipline pending in another Association, provided all other qualifications for membership have been satisfied. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. The Board of Directors may reconsider the membership status of provisional members when all

unsatisfied discipline has been resolved or if such matters are not resolved within six (6) months from the date that provisional membership is approved. At the time of reconsideration, if the Board of Directors determines that the individual has not satisfactorily resolved the unsatisfied discipline, at the discretion of the Board of Directors, membership may be terminated.

Section 9. New Member Code of Ethics Orientation

Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics, meeting the minimum criteria established by NAR for new member ethics training. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another Association, provided that REALTOR® membership has been continuous, or that any break in membership is for one year or less. Failure to satisfy this requirement within sixty (60) days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

Section 10. Pacific West Orientation

Applicants for REALTOR® membership shall be required to take an A.O.R. PWR Orientation class. Each applicant will have two (2) opportunities to attend the orientation. Failure to attend the second scheduled class within sixty (60) days and shall be considered a violation of a membership duty for which membership shall be suspended until such time as the training is completed. This class is anticipated to run approximately two and one-half (2½) hours. The methods and criteria shall be created by staff and approved by the Board of Directors.

Section 11. Continuing Member Code of Ethics Training

Every three-year period, starting with the period from January 1, 2019, through December 31, 2021, and for successive three-year periods thereafter, each REALTOR® member of the A.O.R. shall be required to complete a course on the Code of Ethics, meeting the minimum criteria established by NAR for ethics training. This requirement will be satisfied upon presentation of documentation that the member has completed such course of instruction conducted by this or another REALTOR® Association, C.A.R. or NAR, which meets the learning objectives and minimum criteria established by NAR from time to time. REALTOR® members who have completed training as a requirement of membership in another Association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any three-year cycle shall not be required to complete additional ethics training until a new three-year period commences.

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

Section 12. Status Changes

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

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

(c) Any application fee related to a change in membership status shall be reduced by an amount equal to any application fee previously paid by the applicant. Dues shall be prorated from the first day of the month in which the member is notified of acceptance by the Board of Directors of his or her change in status and shall be based on the new membership status for the remainder of the year.

Section 13. Resignation

Resignations of members shall become effective when received in writing by the Board of Directors, provided, however, that if any member submitting the resignation is indebted to the A.O.R. for dues, fees, fines or other assessments of the A.O.R. or any of its services, departments, divisions or subsidiaries, the A.O.R. may condition the right of the resigning member to reapply for membership upon payment in full of all such monies owed.

ARTICLE VI - PRIVILEGES AND DUTIES OF MEMBERSHIP

Section 1. Member Compliance with Bylaws, Policies, Rules and Regulations

It shall be the duty of every member of the A.O.R. to safeguard and promote the standards, interests, and welfare of the A.O.R. and the real estate profession, and to protect against conduct that may cause a lack of public confidence in the real estate profession or REALTORS®. REALTOR® members also must abide by the Bylaws, Policies and Rules and Regulations governing documents and policies of the A.O.R., C.A.R., and NAR, as well as the Code of Ethics of NAR, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics. Any member of the A.O.R. may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of

Directors for a violation of the Bylaws or the Rules and Regulations the governing documents and policies of the A.O.R. If a hearing is required it shall be held in accordance with the California Code of Ethics and Arbitration Manual.

Every REALTOR® member shall maintain a high level of integrity and adhere to the A.O.R.'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.

Although only REALTOR® members are subject to the Code of Ethics and its enforcement by the A.O.R., all members are encouraged to abide by the principles established in the Code of Ethics and conduct their business and professional practices accordingly. Further, any non-REALTOR® member may, upon recommendation of a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, reflects adversely on the real estate industry or the terms REALTOR® or REALTORS® and for conduct that is inconsistent with or adverse to the objectives and purposes of this A.O.R., C.A.R. or NAR.

Section 2. Member Discipline

(a) Any member of the A.O.R. may be reprimanded, placed on probation, suspended or expelled for sexual or other harassment (including bullying as prohibited by California law) of an association or MLS employee or officer or director after an investigation in accordance with the procedures of the A.O.R. As used in this section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. In addition, Any member of the A.O.R. may be reprimanded, placed on probation, suspended or expelled or removed from any office or committee for violation of the A.O.R.'s Anti-Harassment Policy following an investigation and decision process as set forth in said Anti-Harassment Policy. The A.O.R.'s Anti-Harassment Policy may be amended at any time by majority vote of the Board of Directors, with such amendment effective for any conduct the last instance of which occurred after the date the amendment to the Anti-Harassment Policy was adopted. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the president, president-elect and one member of the board of directors selected by the highest-ranking officer not named in the complaint, upon consultation with counsel for the A.O.R. disciplinary action may include any sanction authorized in the California Code of Ethics and Arbitration Manual. If the complaint names the president or president-elect, they may not participate in the proceedings and shall be replaced by the immediate past president or, alternatively, by another member of the board of directors selected by the highest-ranking officer not named in the complaint.

(b) Any REALTOR® member of the A.O.R. may be disciplined by the Board of Directors for violations of the Code of Ethics or other duties of membership after a hearing as described in the California Code of Ethics and Arbitration Manual, provided that the discipline imposed is consistent with NAR policy as set forth in the California Code of Ethics and Arbitration Manual.

Section 3. Resignation with Pending Arbitration or Disciplinary Hearing

If a member resigns from the A.O.R. or otherwise causes membership to terminate with a disciplinary complaint pending, the complaint shall be processed until the decision of the A.O.R. with respect to disposition of the complaint is final by this A.O.R. (if respondent does not hold membership in any other Association) or by any other Association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Associations to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the Association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethic 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®. If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration continues in effect even after membership lapses or is terminated provided that the dispute arose while the former member was a member.

Section 4. Voting Rights and Eligibility for Elective Office. (NAR Verbatim Adoption 01/18)

Only REALTOR® members, whether primary or secondary, in good standing are entitled to vote and to hold elective office in the A.O.R. Proxy voting is not allowed. For the purposes of these bylaws, the term "good standing" means the member satisfies the obligations of REALTOR® members set forth in Article VI, Section 1, is current with all financial and disciplinary obligations to the A.O.R. and MLS, has completed any new members requirements, and complies with NAR's trademark rules.

Section 5. Privileges and Duties of REALTOR® Members

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

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

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

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

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

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

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

(e) In any action taken against a principal REALTOR® member for suspension or expulsion, notice of such action shall be given to all REALTORS® employed by or affiliated as independent contractors with such REALTOR® member and they shall be advised that the provisions in this Article VI, Section 5 shall apply.

Section 6. Privileges and Duties of Institute Affiliate Members

Institute Affiliate members shall have the rights and privileges and be subject to the obligations prescribed by the Board of Directors consistent with the NAR Constitution and Bylaws.

NOTE: Local associations establish the rights and privileges to be conferred on Institute Affiliate Members except that no Institute Affiliate Member may be granted the right to use the term REALTOR®, REALTOR-ASSOCIATE®, or the REALTOR® logo [NAR Verbatim Adoption 01/18]; to serve as President of the local association; or to be a Participant in the local association's Multiple Listing Service. (Amended 1/02)

Section 7. Privileges and Duties of Affiliate Members

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

Section 8. Privileges and Duties of Public Service Members

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

Section 9. Privileges and Duties of Student Members

Student members shall have the rights and privileges and be subject to the obligations prescribed by the Board of Directors.

Section 10. Privileges and Duties of Honorary Members

Honorary membership shall confer only the right to attend meetings and participate in discussions.

Section 11. Certification by Designated REALTOR®

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

ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION

Section 1. Professional Standards and Arbitration

The responsibility of the A.O.R. and its members relating to the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the California Code of Ethics and Arbitration Manual, as published and from time to time amended by C.A.R., which by this reference is made a part of these Bylaws.

Section 2. Member Compliance with NAR and C.A.R. Constitution, Bylaws, Policies, Rules, Regulations, and Code of Ethics

It shall be the duty and responsibility of every REALTOR® member of this A.O.R. to abide by the governing documents and policies of this A.O.R., C.A.R., and NAR, and the Code of Ethics, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the NAR Code of Ethics and as further defined and in accordance with the procedures set forth in the California Code of Ethics and Arbitration Manual as from time to time amended by C.A.R. By becoming and remaining a member, every REALTOR® member agrees that he or she and the corporation or firm for which he or she acts as a partner, officer, principal, or branch office manager, will submit to arbitration through the A.O.R. all disputes with any other member or member of the public subject to the conditions set forth in the California Code of Ethics and Arbitration Manual.

**ARTICLE VIII - USE OF THE TERMS REALTOR® AND REALTORS®
(NAR REQUIRES VERBATIM ADOPTION)**

Section 1. Use and Control of REALTOR® Membership Marks

Use of the terms REALTOR® and REALTORS® by members shall, at all times, be subject to the provisions of the Constitution and Bylaws of NAR and to the Rules and Regulations prescribed by its Board of Directors. The A.O.R. shall have the authority to control, jointly and in full cooperation with NAR, use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of

a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the C.A.R. Code of Ethics an Arbitration Manual.

Section 2. Jurisdictional Limits on Use of REALTOR® Membership Marks

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

Section 3. Use of REALTOR® Membership Marks Dependent on Status of Firm Principals

A REALTOR® member who is a principal of a real estate firm, partnership or corporation may use the terms REALTOR® and REALTORS® only if all the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within California, or a state contiguous thereto, are REALTOR® members.

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

Section 4. Institute Affiliate Members Ineligible to Use REALTOR® Membership Marks

Institute Affiliate members shall not use the terms REALTOR® or REALTORS® nor the imprint of the emblem seal of NAR.

ARTICLE IX - DUES AND ASSESSMENTS

Section 1. Application Fee

The Board of Directors may adopt a reasonable application fee for membership in the A.O.R. The application fee for REALTOR® membership shall not exceed three (3) times the amount of the annual dues for REALTOR® membership. The application fee shall be required to accompany each application for membership in the A.O.R. and shall become the property of the A.O.R. upon final approval of the application. The A.O.R. shall collect all C.A.R. and NAR new member and application fees, if any.

Section 2. Dues

(a) The Board of Directors shall determine annually the amount of annual dues to be paid by each class of membership.

(b) The dues of each Designated REALTOR® member shall be a base amount plus an amount multiplied by the number of real estate licensees and licensed or certified appraisers under California law to which he or she certified under Article VI, Section 11, and who: (1) are employed by or affiliated as independent contractors or who are otherwise directly or indirectly licensed or certified with such REALTOR® member; and (2) are not REALTOR® members of any Association within California or a state contiguous thereto or Institute Affiliate members of this A.O.R. In calculating the dues payable to the A.O.R. by a Designated REALTOR® member, non-member licensees as defined in (1) and (2) of this sub-paragraph shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on non-member licensees to another Association within the state of California or a state contiguous thereto, provided the Designated REALTOR® notifies the A.O.R. in writing of the identity of the Association to which dues have been remitted.

(c) In accordance with Article VI, Section 11, the Designated REALTOR® has an affirmative and ongoing duty to keep dues and assessment formulations current and accurate and shall notify the A.O.R. within 30 days of any changes, additions or deletions of any real estate licensees and licensed or certified appraisers employed by or affiliated as independent contractors or who are otherwise directly or indirectly licensed or certified with such Designated REALTOR®.

(d) A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis ("LFRO") shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, renting, managing, counseling, appraising or arranging financing for real property and are not a participant or subscriber in a Multiple Listing Service ("MLS"). The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this Article IX, Section 2(b) and shall not be included in calculating the annual dues of the Designated REALTOR®.

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

It shall be considered a violation of a membership duty for a REALTOR® to falsely certify MLO status. Moreover, the exemption for any licensee, included on the certification form for an MLO exemption, shall automatically be revoked upon the individual being engaged in the real estate profession as defined in Article V, Section 2 (c) other than in those activities for which an MLO license or endorsement is required or upon their joining an MLS, and dues and assessments

for the entire current fiscal year shall be immediately due and payable in full. Licensee may not reapply for an MLO exemption until the following fiscal year

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

(g) The annual dues of REALTOR® members shall not include any allocation for C.A.R., if the member is a member of an Association of C.A.R. and that Association has paid C.A.R. dues for the member.

(h) The annual dues of REALTOR® members shall not include any allocation for NAR, if the member is a member of an Association of NAR and that association has paid NAR dues for the member.

(i) In the case of a Designated REALTOR® member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the Designated REALTOR® (as defined in sub-paragraph (b) of this Section) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this Association.

(j) The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of NAR.

NOTE: The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate Members (\$75.00). The National Association shall credit \$25.00 to the account of a local association for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the \$25.00 amount will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the other board. The National Association shall also credit \$25.00 to the account of state associations for each Institute Affiliate Member whose office address is located within the territorial jurisdiction of the state association. Local and state associations may not establish any additional entrance, initiation fees or dues for Institute Affiliate Members, but may provide service packages to which Institute Affiliate Members may voluntarily subscribe. (Amended 1/02)

Section 3. Dues Payable

Dues for all members shall be payable annually in advance on the first day of December. Dues shall be computed from the first day of the month in which a new member is notified of acceptance and shall be prorated for the remainder of the year. Any member who initiates bankruptcy proceedings may be placed on a "cash basis" from the date the bankruptcy petition is filed until one year from the date that the member has been discharged from bankruptcy. All dues or fees paid to the A.O.R. are nonrefundable to the fullest extent permitted by law, except for those dues returned to a terminated provisional member as provided in Article V, Section 8.

Section 4. Nonpayment of Financial Obligations

(a) If dues, fees, fines, or other assessments including amounts owed to the A.O.R., its Multiple Listing Service, or otherwise are not paid within one (1) month after the due date, the nonpaying member is subject to suspension. Three (3) months after the due date, membership of the nonpaying member shall automatically terminate without notice unless within that time the amount due is paid, including any late fees or charges as may be adopted by the Board of Directors from time to time and applicable to the entire membership.

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

(c) In the event the membership of a real estate licensee or certified or licensed appraiser who holds REALTOR® membership is terminated for nonpayment of A.O.R. dues, and the licensee or appraiser remains affiliated with the same firm, the dues obligation of the designated REALTOR®, as set forth in this Article IX, Section 2(b), will be increased to reflect the addition of a non-member licensee or appraiser. Dues shall be calculated from the first day of the current fiscal year and are payable within thirty (30) days of the notice of termination.

Section 5. Reinstatement After Termination for Nonpayment of Financial Obligations

A former member who has had his or her membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the A.O.R. or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, only after making payment in full of all accounts due as of the date of termination and such reinstatement fee as is determined by the Board of Directors and allowed by C.A.R., NAR and/or applicable law.

Section 6. Deposit

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

Section 7. Notice of Delinquent Dues, Fees, Fines, Assessments and Other Financial Obligations of Members

All delinquent dues, fees, fines, assessments or other financial obligations to the A.O.R. or its Multiple Listing Service shall be noticed to the delinquent member in writing setting forth the amount owed and due date.

ARTICLE X - OFFICERS AND DIRECTORS

Section 1. Officers

The Officers of the A.O.R. shall be Directors of the A.O.R.

1.1 Number of Officers. There shall be five (5) Officers, as follows: a President, a President-Elect, a Vice President, a Secretary/Treasurer and an Immediate Past President. The Secretary/Treasurer (Chief Financial Officer) is one office. No person may hold more than one office at the same time.

1.2 Filled by Election. Within forty-five (45) days of the annual election of Directors, the incoming Directors and Directors whose terms will not expire at the end of the year shall meet and elect the President-Elect, the Vice President and the Secretary/Treasurer from among the incoming Directors and the Directors whose terms will not expire at the end of the year.

1.3 Filled by Ascendancy. The President-Elect shall automatically ascend to the position of President at the end of the term as President-Elect. The President shall automatically fill the position of Immediate Past President at the end of the term as President.

1.4 Terms

(a) The President-Elect shall serve a one (1) year term as President Elect and then shall serve one (1) year as President and then shall serve a one (1) year term as Immediate Past President.

(b) The President shall serve one year as President and then serve one year as Immediate Past President.

(c) The Vice President and the Secretary/Treasurer shall each serve a one-year term.

1.5 Term Limit Exclusion. The term of a Director/Officer who is to serve as either President or Immediate Past President by automatic ascendancy shall be excluded from the provision in Section 3 of this Article X limiting a Director to three (3) consecutive terms.

1.6 Chief Executive Officer. The Chief Executive Officer (CEO) is the chief staff person of the A.O.R. and the A.O.R.'s Assistant Secretary but is not an Officer or member of the Board of Directors.

1.7 Executive Committee. The Officers of the A.O.R. comprise the Executive Committee. The Executive Committee's duties include those duties assigned by the Directors or as set forth in the Policies and Procedures Manual.

Section 2. Powers and Duties of Officers

The powers and duties of the Officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. It shall be the duty of the Secretary/Treasurer or designee(s), including the CEO, to keep the records of the Board of Directors and to carry on all necessary correspondence with NAR and C.A.R. or otherwise.

Section 3. Board of Directors

3.1 Composition of Board of Directors. Commencing on January 1, 2023, the governing body of the A.O.R. is a Board of Directors consisting of no fewer than fifteen (15) and no more than eighteen (18) Directors. The Board of Directors is comprised of the following:

(a) Five Officers

(i) Two Ascended Officer/Directors. The President's position is filled automatically by the prior year's President-Elect, and the Immediate Past President position is filled automatically by the prior year's President.

(ii) Three Director Elected Officer/Directors. The President-Elect, Secretary-Treasurer, and Vice President are elected by the new Board of Directors from the eligible Directors during an organizational meeting held after the A.O.R.'s annual election.

(b) Ten Two-Year Elected Directors. Eight (8) Directors are elected by the membership from the REALTOR® members to serve staggered two-year terms, so that, to the extent possible, there are between three (3) to five (5) vacancies in each annual election. In the event circumstances result in there being more than five (5) two-year director vacancies in an annual election, then for that election only as necessary to maintain staggered terms, Directors will be elected by the membership from the REALTOR® members for one (1) year terms to fill any vacant second year of a two-year term Director position.

(c) Three One-Year Elected Directors. Two (2) Directors are elected by the membership from the REALTOR® members who have not previously served on the Pacific West Board of Directors for a two-year term to serve a one (1) year term.

(d) Up to Three One-Year Appointed Directors At Large. Up to three (3) REALTOR® member Directors at Large are appointed by the President-Elect and ratified by the Board of Directors to serve one (1) year terms. A Director at Large may be appointed at the organizational meeting referenced in Section 1.2 of this Article X or any time thereafter.

(e) Unfilled Vacancies. In the event of a vacancy among the non-officer Directors, the Board of Directors may decide by majority vote to leave the position vacant until the next regular election or an upcoming Board of Directors meeting, so long as there remains at least fifteen (15) Directors, including the officers.

3.2 Term Limits. Directors elected for two-year terms shall serve no more than three (3) consecutive elected two-year terms, excluding service by ascendancy to the positions of President and Immediate Past President. Service for less than fifty percent (50%) of a full two (2) year term due to the filling of a vacancy created by the resignation or removal of a Director or Director/Officer shall not be counted as an elected term for purposes of counting the three consecutive elected two-year terms limit.

3.3 Votes. All Directors including the elected, appointed, and ascended Director/Officers have one (1) vote.

3.4 Elections to Fill Expiring Terms. As many Directors shall be elected by the membership each year as are required to fill expiring terms.

3.5 Merger. In the event of a consolidation/merger, the Consolidation Task Force shall make a recommendation as to the number of seats on the Board of Directors to be awarded to members of the consolidating/merging Association, which recommendation must be approved by a two-thirds (2/3) vote of the A.O.R.'s Board of Directors.

Section 4. Powers and Duties of the Board of Directors

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

4.2 Policies and Procedures Manual. The Board of Directors, with the assistance of the CEO and staff, shall adopt a Policies and Procedures Manual to set forth the criteria described in the Bylaws, including, but not limited to, the orientations, the election or appointment of Directors and/or Officers, the duties and limitations of officers, the duties and limitations of committees or task forces, and any other matter not in conflict with these Bylaws or California law.

Section 5. Election of Directors and Election of Officers by Directors

5.1 Qualifications

(a) A candidate or Director must have been a REALTOR® member in good standing continuously during the twelve (12) months immediately prior to being seated and during service as a Director. For purposes of this Section 5, "in good standing" means the following:

(i) The member's California real estate license has not been within the last 24 months and currently is not suspended or revoked by the California Department of Real Estate;

(ii) The member's California real estate license has not been and currently is not under official restriction by the California Department of Real Estate due to fraud and/or violation of public trust, as defined by NAR guidelines;

(iii) The member has not had and currently does not have any unsatisfied or outstanding violations and is in compliance with all conditions required and orders issued by the California Department of Real Estate.

(iv) The member's membership in the A.O.R. has not been within the last 2 years and currently is not suspended or terminated after a final

Professional Standards proceeding hearing before the Board of Directors, or for failure to pay any financial requirements such as dues, fees or fines.

(b) No more than three (3) members from the same broker-owned office or firm shall serve as a Director in any one-year, except in the case of the transfer of an elected Director to another firm, in which case he or she shall be permitted to complete the elected term.

(c) A candidate or Director may not be concurrently or simultaneously nominated, elected or serving on a board of directors of another local REALTOR® Association.

(d) A candidate may not be nominated, and a Director may not serve if he/she has been sanctioned for a Code of Ethics violation within the continuous twelve (12) months immediately prior to being nominated or seated or at any time during his/her term or ascension to the office of President or Immediate Past President.

(e) A candidate or Director has the responsibility to immediately inform the President if he/she does not or may not meet any of the qualifications to be nominated, seated, or continue to serve, or to ascend to the office of President or Immediate Past President.

(f) The President-Elect must have previously served at least one year on the A.O.R.'s Board of Directors prior to taking office.

(g) A candidate or Director must be active in real estate or related business (major source of income).

5.2 Nomination by the Nominating Committee. The Board of Directors shall determine the number of vacancies that will be available. At least two (2) months before the annual election, a Nominating Committee of no less than nine (9) REALTOR® members shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall select one (1) candidate for each Director position to be filled on the Board of Directors. Three (3) of the candidates for one-year terms shall be REALTOR® members who have not previously served on any REALTOR® Association board of directors. No member of the Nominating Committee may be a candidate for a position as a Director. No person may be nominated for Director unless he or she will meet all of the qualifications at the beginning of the term for which he or she is a nominee. The Chairperson of the Nominating Committee shall deliver the Slate of Candidates to the Board of Directors, and the Board of Directors will communicate the Slate of Candidates to each member eligible to vote at least four (4) weeks preceding the election.

5.3 Nomination by Petition. Additional candidates for a position as a Director may be placed in nomination by a petition signed by at least one percent (1%) of the REALTOR® members eligible to vote. No REALTOR® member may be nominated by petition who is concurrently or simultaneously nominated, elected or serving on a board of directors of another Association. The petition shall be filed with the Secretary/Treasurer at least three (3) weeks before the election. The list of such additional nominations shall be posted in the A.O.R.'s office or on the A.O.R.'s website or otherwise made available or communicated to all members eligible to vote at least two (2) weeks before the election.

5.4 Written Acceptance. Each nominee must have accepted in writing to serve as a Director for a full term of office for which he or she may be elected prior to his or her name being placed on the ballot. Each Director/Officer must accept in writing to serve as an Officer for a full term of office for which he or she is appointed prior to being installed as a Director/Officer. Acceptance may be a part of any application.

5.5 Election Committee. The President, with the approval of the Board of Directors, shall appoint an Election Committee of three (3) or more REALTOR® members to conduct the election. No member of the Election Committee may be a candidate for the Board of Directors.

5.6 Election by Ballot. Elections shall be by ballot written or electronic. The ballot shall first list the Nominating Committee's Slate of Candidates names in alphabetical order followed by the list of the petition candidates' names in alphabetical order. The ballot shall specify the Director position for which each person is nominated. No person may be a candidate for more than one position whether nominated by the Nominating Committee or by petition. Ballots may be submitted by the members in the manner and by the date specified by the Board of Directors. There shall be no proxy or cumulative votes. In case of a tie vote, the issue shall be determined by the remaining members of the Board of Directors then in office. No Director seeking re-election whose election bid resulted in a tie vote may participate in a tie breaker vote.

5.7 Delivery of Notices, Reports and Ballots. All notices, reports and ballots in connection with the election or removal of Directors and Director/Officers may be accomplished by personal delivery, first class mail, facsimile, electronic mail or other electronic means.

5.8 Declaration of Election of Unopposed Slate. If after the close of nominations, the number of candidates nominated for the Board of Directors is not more than the number of Directors to be elected, the Board of Directors may, without further action, declare that those nominated and qualified to be elected have been elected.

Section 6. Vacancies

Vacancies on the Board of Directors shall be filled by a simple majority vote of the Board of Directors in office. If a Director is unable to assume office after being elected, or if the President Elect or President is unable to ascend to following Officer position, or if a Director does not meet any of the qualifications as provided in Article X, Section 5.1, his or her seat becomes vacant and shall be filled by a majority vote of the Board of Directors.

Section 7. Removal of Officers and Directors

In the event a Director is deemed to be incapable for any reason of fulfilling the duties for which he or she is elected or the Officer position to which he or she is appointed, but will not resign from office voluntarily, the person may be removed from office under the following procedure:

7.1 A petition requiring the removal of a Director or Director/Officer and signed by not less than one-third (1/3) 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.

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

7.3 The special meeting shall be noticed, including the general nature of the meeting, to all voting members at least ten (10) days prior to the meeting, and shall be conducted by the President unless the President's continued service in office is being considered at the meeting. In such case, the next ranking officer will conduct the meeting. Provided a quorum is present, a three-fourths ($\frac{3}{4}$) vote of members present, and voting shall be required for removal from office.

Section 8. Expenditures by Board of Directors

The Board of Directors shall administer the day-to-day finances of the A.O.R. Unbudgeted capital expenditures in excess of one percent (1%) of the budgeted annual gross income may not be made by the Board of Directors unless authorized by a majority vote of the Budget and Finance Committee. However, unbudgeted expenditures required for the protection of capital assets or to respond to emergency situations may be approved by the Board of Directors. Capital expenditures are those expenditures for long term improvements chargeable to the capital asset account.

ARTICLE XI - MEETINGS

Section 1. Annual Meetings

The annual meeting of the A.O.R. shall be held during each year, the date, hour, manner and place to be designated by the Board of Directors.

Section 2. Meetings of Directors

(a) The Board of Directors shall designate a regular time, manner and place of meetings.

(b) The Board of Directors shall adopt appropriate policies establishing the following:

1. The number of regular meetings in any calendar year that must be attended;

2. The number of unexcused absences from regular meetings that shall be construed as resignation;

3. The authorized reasons deemed valid by the Board of Directors to excuse an absence.

(c) A quorum for the transaction of business shall be a majority of the Board of Directors, except as may otherwise be required by state law.

Section 3. Other Meetings

Meetings of the members may be held at other times as the President or the Board of Directors may determine, or upon the written request of at least ten percent (10%) of the members eligible to vote.

Section 4. Notice of Meetings

Written notice of membership meetings shall be delivered personally, by first class mail, facsimile, electronic mail or other electronic means to the address shown on the current A.O.R. records of every member entitled to participate in the meeting at least twenty (20), but not more than ninety (90), calendar days preceding all meetings. The A.O.R. may also publish notice of membership meetings in any publication regularly sent to all members of the A.O.R. or the A.O.R.'s website. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

Section 5. Quorum for Membership Meetings

Unless otherwise required by California law, a quorum for the transaction of business by the general membership shall consist of five percent (5%) of the members eligible to vote and present at a duly held membership meeting. No quorum rules apply for election of Directors.

ARTICLE XII - COMMITTEES

Section 1. Standing Committees

Except for the LCRC, the President may, unless otherwise required by the NAR, appoint from among the REALTOR® members, subject to confirmation by the Board of Directors, the following standing committees:

Budget and Finance

Executive Committee

Grievance (the Association has two (2) Grievance Groups)

Professional Standards

Young Professionals Network

Local Candidate Recommendation Committee (LCRC).

All REALTOR® members in good standing of the A.O.R. who are not nominated, running, elected or serving on a board of directors or a committee or taskforce of another local REALTOR® Association are eligible to serve on Committees, subject to training required, as applicable.

A candidate for the Grievance Committee must have been a REALTOR® licensee in good standing with the DRE for one (1) year prior to being seated and retain good standing during his/her term. No REALTOR® member may serve as a Grievance Committee member who has been sanctioned for a Code of Ethics violation within one (1) year prior to being seated or at any time during his/her term.

The candidate or committee member has the responsibility to inform the President of either a Code of Ethics violation complaint or a DRE sanction.

Section 2. Special Committees

The President shall appoint from among the REALTOR® members, subject to confirmation by the Board of Directors, special committees and/or task force(s) as deemed necessary.

Section 3. Term of Committee Appointments

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

Section 4. Organization

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

Section 5. President

The President shall be an ex-officio non-voting member of all standing committees and/or special committees or task forces and shall be notified of their meetings.

Section 6. Committee Membership

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

6.2 The Board of Directors shall adopt appropriate policies establishing the following, or delegate the authority to do so to the members of a committee:

(a) The number of regular committee meetings in any calendar year that must be attended;

(b) The number of absences from regular meetings that shall be construed as resignation;

(c) The authorized reasons deemed valid by the Board of Directors to excuse an absence.

Section 7. Local Candidate Recommendation Committee (LCRC)

7.1 Purposes. The LCRC shall serve the following purposes:

(a) Develop programs to keep Association members informed and updated on National, State, and local rules, bills (pending and enacted) and legislation.

(b) Coordinate communication between the Association membership and Federal, State, and local legislators, governmental agencies and regulatory entities.

(c) Promote exchange of information and Association membership involvement at all levels of government on issues affecting the membership and ownership of private real property.

Section 8. Composition

The President-Elect shall annually appoint for one (1) year terms, subject to approval by the Board of Directors, a total of three (3) members of the Committee, being the Chairperson, a Vice Chairperson for Los Angeles County and a Vice Chairperson for Orange County, and as many volunteer REALTOR® members as from time to time deemed necessary by the Chairperson.

Section 9. Policies and Procedures

The policies and procedures of the LCRC shall be as set forth under All Committees in the PWR Policies and Procedures Manual and the CREPAC Local Candidate Recommendation Committee Cooperative Agreement as amended by time to time.

Section 10. Government Affairs Director

The Association may name a Government Affairs Director (GAD).

ARTICLE XIII - FISCAL AND ELECTIVE YEAR

Section 1. Fiscal Year

The fiscal year of the A.O.R. shall be the calendar year beginning January 1 and ending December 31.

Section 2. Elective Year

The elective year shall be the calendar year beginning January 1 and ending December 31.

**ARTICLE XIV - RULES OF ORDER
(NAR REQUIRES VERBATIM ADOPTION)**

Section 1. Robert's Rules of Order

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

ARTICLE XV - AMENDMENTS

Section 1. Amendment Upon Supermajority Vote of Directors

To the extent allowed by California law, these Bylaws may be amended by a supermajority vote of two-thirds (2/3) of Directors present at any duly called meeting of the Directors at which a quorum is present.

Section 2. Notice to Membership

Within seven (7) business days of approval of Bylaw amendments by the Board of Directors, the membership will be notified of the nature of said amendments. In the event that five percent (5%) of the membership in good standing contests any of said amendments within seven (7) business days of notification, the Board of Directors will review said amendments for reconsideration at its next regularly scheduled meeting. Bylaw amendments mandated by NAR and/or C.A.R. or recommended by A.O.R. counsel may not be contested. However, said amendments will be noticed to the membership.

Section 3. Approval of Amendments by NAR

Amendments to these Bylaws affecting the admission or qualification of REALTOR® and Institute Affiliate members, the use of the terms REALTOR® and REALTORS®, or any alteration in the territorial jurisdiction of the A.O.R. shall become effective upon their approval as authorized by the Board of Directors of NAR.

Section 4. Amendment Upon Majority Vote of Membership

If membership vote is required, these Bylaws may be amended by: (a) a majority vote of the members qualified to vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting; or (b) a written ballot. If amendment is sought by written ballot, the ballot must be delivered personally, by facsimile, regular mail, electronic mail or other electronic means to all members qualified to vote, plainly state the substance of the proposed amendment or amendments, provide an opportunity to specify approval or disapproval, and give at least ten (10) days in which to return the ballot delivered personally, by facsimile, regular mail, electronic mail or other electronic means to the A.O.R. Amendment by written ballot will only be effective if the number of votes cast within the time specified equals or exceed the number of votes that would have been required at a member meeting. In addition, the Board of Directors may, at any regular or special meetings of the Board of Directors at which a quorum of the Directors is present, approve amendments to the Bylaws which are mandated by NAR policy. In the event the Directors believe that a quorum may not be achieved, a one-time extension of time of not less than five (5) nor more than thirty (30) days to vote may be approved by the Directors prior to tabulating the votes for or against any item brought to the membership.

Section 5. Notice

Notice of all meetings at which amendments are to be considered shall be delivered personally, by facsimile, electronic mail, regular mail or other electronic means to every member eligible to vote at least twenty (20) calendar days prior to

the meeting and shall plainly state the substance of the proposed amendment or amendments.

ARTICLE XVI - DISSOLUTION (NAR REQUIRES VERBATIM ADOPTION)

Section 1. Dissolution

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

ARTICLE XVII - SUBSIDIARY MULTIPLE LISTING SERVICE CORPORATION

Section 1. Authority

The A.O.R. shall maintain for the use of licensed real estate brokers and salespersons, and licensed or certified appraisers, a multiple listing service ("MLS") which shall be a lawful corporation of the state of California, all the stock of which shall be owned by the A.O.R.

Section 2. Purpose

The MLS is a means by which authorized MLS broker participants establish legal relationships with other participants by making blanket unilateral contractual offers of compensation and cooperation to other broker participants (acting as subagents, buyer agents, or in other agency or nonagency capacities by law); by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which participants engaging in real estate appraisal contribute to common databases; and is a facility for the orderly correlation and dissemination of listing information among the participants so that they may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as procuring cause of sale (or lease).

Section 3. Governing Documents

The Board of Directors shall cause any MLS established by it pursuant to this Article to conform its corporate charter, constitution, bylaws, rules, regulations, policies, practices, and procedures at all times to the constitution, bylaws, rules, regulations, and policies of NAR.

Section 4. Participation

Any REALTOR® of this or any other association who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in these Bylaws, shall be eligible to participate in multiple listing upon agreeing in writing to conform to the rules and regulations thereof and to pay the costs incidental thereto. However, under no circumstances is any individual or firm, regardless of membership status, entitled to multiple listing service "membership" or "participation" unless they hold a current, valid real estate broker's license and offer or accept compensation to

and from other participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by an association multiple listing service is strictly limited to the activities authorized under a participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey "participation" or "membership" or any right of access to information developed by or published by an association multiple listing service where access to such information is prohibited by law.

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

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

Any applicant for MLS participation and any licensee (including licensed or certified appraisers) affiliated with an MLS participant who has access to, and use of MLS-generated information shall complete an orientation program of no more than eight (8) classroom hours devoted to the MLS rules and regulations and computer training related to MLS information entry and retrieval within thirty (30) days after access has been provided.

Participants and subscribers may be required, at the discretion of the MLS, to complete additional training of not more than four (4) classroom hours in any twelve (12) month period when deemed necessary by the MLS to familiarize participants and subscribers with system changes or enhancement and/or changes to MLS rules or policies. Participants and subscribers must be given the opportunity to complete any mandated additional training remotely.

A nonmember applicant for MLS participation who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, shall supply evidence satisfactory to the membership committee that he has no record of recent or pending bankruptcy; has no record of official sanctions involving unprofessional conduct; agrees to complete a course of instruction (if any) covering the MLS rules and regulations and computer training related to MLS information entry and retrieval, and shall pass such reasonable and non-discriminatory written examination thereon as may be required by the MLS; and shall agree that if elected as a participant, he will abide by such rules and regulations and pay the MLS fees and dues, including the nonmember differential (if any), as from time to time established. Under no circumstances is any individual or firm entitled to MLS participation or membership unless they hold a current, valid real estate broker's license and offer or accept compensation to and from other participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by an association multiple listing service is strictly limited to the activities authorized under a participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey participation or membership or any right of access to information developed by or published by an association multiple listing service where access to such information is prohibited by law.

Section 5. Subscribers

Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with participants. Subscribers also include affiliated unlicensed administrative and clerical staff, personal assistants, and individuals seeking licensure or certification as real estate appraisers who are under the direct supervision of an MLS participant or the participant's licensed designee.

Section 6. Removal of Officers and Directors

In the event that an officer or director of the MLS is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the officer or director may be removed from office under the following procedure:

(a) A petition requiring the removal of an officer or director and signed by not less than one-third of the participants or a majority of all directors of the MLS shall be filed with the president of the MLS, 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 participants of the MLS 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.

(c) The special meeting shall be noticed to all participants at least ten (10) days prior to the meeting and shall be conducted by the president of the MLS 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 or the hearing by the participants. Provided a quorum is present, a three-fourths vote of participants present and voting shall be required for removal from office.

(d) Any vote taken by the participants to remove an officer or director must ultimately be confirmed by a majority vote of the directors of the shareholder(s). Notwithstanding the foregoing, the shareholder(s) may remove an officer or director by a majority vote of the directors of the shareholder(s).

Section 7. Access to Comparable and Statistical Information

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