

BYLAWS

MIDWESTERN OHIO ASSOCIATION OF REALTORS®

ARTICLE I – NAME

The name of this organization shall be the ***Midwestern Ohio Association of REALTORS®*** hereinafter referred to as the Association.

ARTICLE II – STATE and NATIONAL MEMBERSHIP

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

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

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

ARTICLE III - JURISDICTION

The territorial jurisdiction of the Association as a member of National Association of REALTORS® is Auglaize County, Champaign County, Logan County, Mercer County, Miami County and Shelby County, Ohio.

ARTICLE IV - REALTOR® TRADEMARK

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

Use of the terms REALTOR® and REALTORS® by members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® and to the Rules and Regulations prescribed by its

board of directors. The association shall have the authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS®, use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the board of directors after a hearing as provided for in the association's Code of Ethics and Arbitration Manual.

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

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

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

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 V - CODE OF ETHICS Professional Standards and Training

Section 1. 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 hours and thirty minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one year or less.

Failure to satisfy this requirement within 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 2. Continuing REALTOR® Code of Ethics Training

Effective January 1, 2019, through December 31, 2021 and for successive three-year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon

presentation of documentation that the member has completed a course of instruction conducted by this or another association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any three-year cycle shall not be required to complete additional ethics training until a new three-year cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any three-year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three-year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated. (*Amended 11/2019*)

Section 3. Discipline of REALTOR® Members.

Any REALTOR® member of the association may be disciplined by the board of directors for violations of the Code of Ethics or other duties of membership, after a hearing as described in the Code of Ethics and Arbitration Manual of the association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the Code of Ethics and Arbitration Manual of the National Association.

Section 4. Enforcement of the Code.

The responsibility of the association and of association members relating to the enforcement of the Code of Ethics, the disciplining of members, and the arbitration of disputes, and the organization and procedures incident thereto, shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as amended from time to time, which 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 5. Cooperative Agreement for Professional Standards Administration

The Midwestern Ohio Association of REALTORS 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 agreement.

ARTICLE VI - MEMBERSHIP

Section 1. Types of Members

REALTOR® Members - REALTOR® Members, whether primary or secondary shall be:

Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the state of 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 in an Association of REALTORS® within the state or a state contiguous thereto unless otherwise qualified for Institute Affiliate Membership.

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

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

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

Primary and secondary REALTOR® Members. An individual is a primary member of the association pays state and national dues based on such member. An individual is a secondary Member if state and national dues are remitted through another Board. One of the principals in a real estate firm must be a Designated REALTOR® member of the Association in order for licensees affiliated with the firm to select the Association as their "primary" Association.

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

The Designated/Principal REALTOR (s) shall maintain an Ohio principal broker or appraisal license.

Institute Affiliate Members. Institute Affiliate Members shall be individuals who hold a professional designation awarded by an Institute, Society or Council affiliated with 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.

REALTOR® Emeritus Member. To be is eligible for REALTOR® Emeritus status: a person must have held membership in the National Association of REALTORS® for a cumulative period of forty (40) years in one or more Associations **and** the member must also have one (1) year of service at the National Association level. Upon certification by the Board of Directors of NAR, no further payment of dues is necessary to NAR by the Member Association of which the REALTOR is a member.

Section 2. - Privileges of REALTOR® Members.

REALTOR® members, whether primary or secondary, in good standing whose financial obligations to the association are paid in full shall be entitled to vote and to hold elective office in the association; may use the terms REALTOR® and REALTORS; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the association and the real estate profession.

Section 3. - Obligation of REALTOR® Members.

It shall be the duty and responsibility of every REALTOR® member of this association to abide by the Constitution and Bylaws and the rules and regulations of the association, 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 association, as from time to time amended.

All classifications of membership **MUST** conduct themselves in a manner that does not adversely affect the term REALTOR® and/or the real estate industry and shall refrain

from conduct that is inconsistent with or adverse to the objectives and purposes of the local, state and National Association of REALTORS.

Section 4. Sexual Harassment. Any member of the Association may be reprimanded, placed on probation, suspended or expelled for sexual harassment of an Association employee, or Association Executive or Director after an investigation is conducted. As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment.

The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, President-elect and one member of the Board of Directors selected by the highest-ranking officer not named in the complaint, upon consultation with 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 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.

ARTICLE VII - DUES

Section 1. Initiation Fee.

The board of directors may adopt an initiation fee for REALTOR® membership in reasonable amount, not exceeding three (3) times the amount of the annual dues for REALTOR® membership, which shall be required to accompany each application for REALTOR® membership and which shall become the property of the association upon final approval of the application and which shall not be refundable. The Initiation Fee shall only be charged one time to a member regardless if a person re-applies to Midwestern Ohio Association of REALTORS.

- (a) A REALTOR® member who is currently a member with another local Board of REALTORS® in the State of Ohio, or a state contiguous thereto, may transfer their primary membership to the Association and will not have to pay the initiation fee.
- (b) A REALTOR® who wants to affiliate with the Association as a secondary member shall have the initiation fee waived. It is not mandatory for the secondary member to complete the New Member Training requirements. Payment of dues will begin as of the month of the membership application with the Association and shall be paid as set forth in these Bylaws.
- (c) A former REALTOR® Member who had voluntarily terminated their membership and applies for reinstatement shall have the initiation fee and New Member Training requirements waived if these were completed at the last application for REALTOR® membership. **A \$50 Reinstatement Fee will be assessed to the returning member.**

Section 2. Designated/Principal REALTOR® Member Dues.

The annual dues of each Designated REALTOR® member shall be in such amount as established annually by the board of directors, plus an additional amount to be established annually by the board of directors times the number of real estate salespersons and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® member, and (2) are not REALTOR® members of any association in the state or a state contiguous thereto or Institute Affiliate members of the association.

In calculating the dues payable to the association by a designated REALTOR® member, non-member licensees as defined in (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 association in the state or a state contiguous thereto, provided the designated REALTOR® notifies the association in writing of the identity of the association to which dues have been remitted.

In the case of a designated REALTOR® member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this association.

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 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 any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business provided that such licensee is not otherwise included in the computation of dues payable by the principal of the entity.

A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, renting, managing, counseling, or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this section and shall not be included in calculating the annual dues of the designated REALTOR®. Designated REALTORS® shall notify the association within three (3) days of any change in status of licensees in a referral firm.

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

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

Section 3. - REALTOR® Member Dues.

The local annual dues of REALTOR® members shall be as established annually by the board of directors. National and state membership dues are determined by their respective Board of Directors.

Section 4. - Institute Affiliate Member Dues.

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

Section 5. Dues Payable.

State and National dues for all members shall be payable annually in advance of or on the first day of January; local MOAR dues shall be payable annually in advance or on the first day of July. If a new Member makes application to the Association, their dues shall be prorated for the remainder of the year, and shall not be refundable. Dues shall be computed from the first day of the month in which application was received.

- (a) In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is dropped for nonpayment of Association dues, and the individual remains with the Designated REALTOR®'s firm, the dues obligation of the Designated REALTOR® 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 30 days of the notice of termination.

Section 6. Nonpayment of Financial Obligations.

If dues, fees, fines or other assessments including amounts owed to the Association are not paid within one (1) month after the due date, the non-paying Member is subject to a Late Fee and suspension at the discretion of the Board of Directors.

Two (2) months after due date, membership of the non-paying Member may be terminated at the discretion of the Board of Directors.

A former Member who has had his membership terminated for non-payment of dues, fees, fines or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of the Rules and Regulations of the Association or any of its services, departments, divisions, or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

Section 7. Notice of Dues, Fee, Fines, Assessments, or Other Financial

Obligations of Members. All dues, fees, fines, assessments, or other financial obligations to the Association shall be noticed to the delinquent Association Member and the Designated REALTOR® either electronically, phone call and/or in writing setting forth the past amount owed and due date.

ARTICLE VIII – MEMBER APPLICATION AND APPROVAL

Section 1. Application

An application for membership shall be made in such manner and form as 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

- (a) that applicant agrees as a condition to membership to thoroughly familiarize himself with the Code of Ethics of NAR, the Constitution, Bylaws and Rules and Regulations of the Association, Ohio REALTORS and NAR and if approved as a member, will abide by the Constitution and Bylaws and Rules and Regulations of the Association, Ohio REALTORS and National Association of REALTORS.
- (b) REALTOR® member will abide by the Code of Ethics of NAR, 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 NAR, as from time to time amended, and
- (c) that applicant consents that the Association, through its Association 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 Association by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character.
- (d) The applicant shall with the form of application, have access to a copy of the Bylaws, Constitution, Rules and Regulations and Code of Ethics referred to above.

Section 2. Qualifications

Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, branch office managers or salesperson in order to qualify for REALTOR® membership:

- (a) shall at the time of application be associated either as an employee or as an independent contractor with a Designated REALTOR® member of the Association or a Designated REALTOR® member of another Board (if a secondary member)
- (b) 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,
- (c) shall complete New Member Training requirements covering the Bylaws and Rules and Regulations of the Association, the Bylaws of Ohio REALTORS and the Constitution and Bylaws and Code of Ethics of NAR,
- (d) and shall agree that if elected to membership, they will abide by the Code of Ethics of NAR, and by the Constitution, Bylaws, and Rules and Regulations of the Association, Ohio REALTORS and NAR.
 - i) Article IV, Section 2 of the National Association of REALTORS Bylaws prohibits Member Boards from knowingly granting REALTOR membership to any applicant who has unfiled sanction pending which was imposed by another Board or Association of REALTORS for violation of the Code of Ethics.

“Provisional” membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the

applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics).

Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six (6) months from the date that provisional membership is approved.

Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration request pending the association may condition membership on the applicant's certification that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the association to which the applicant has made application) and will abide by the decision of the hearing panel.

Section 3. Approval for Membership

The procedure for election/approval to membership shall be as follows.

- (a) The Executive Officer (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership. If the association has adopted provisional membership, applicants for REALTOR® membership may be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee. A monthly report is submitted to the Board of Directors of new members. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Primary membership is granted subject to completion of New Member Training requirements within 60 days of application.
- (b) 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.
- (c) 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 association 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)

Section 4. Status Changes

- (a) A REALTOR® who changes the conditions under which he holds membership shall be required to provide written notification to the Association within 30 days. A REALTOR® 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® 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®). If a REALTOR® does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within 30 days of the date they advised the Association of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

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

- (b) Any application fee related to a change in membership status shall be reduced by an amount equal to any application fee previously paid by the applicant.
- (c) Dues shall be prorated from the month in which the association receives the application and dues are paid and shall be based on the new membership status of the remainder of the year.
- (d) A REALTOR® who is transferring their license from one firm comprised of REALTOR® to another firm comprised of REALTOR® shall be subject to all of the privileges and obligations of membership during the period of transition. If the transfer is not completed within (30) thirty 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.

Section 5. Resignations/Pending Ethics/Pending Arbitration

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

If a member resigns from the Association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by this association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership.

If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint is final.

In any instance where an ethics hearing is held subsequent to an 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 REALTOR®.

Section 6. Voting Privileges

- (a) REALTOR® members, whether primary or secondary, in good standing whose financial obligations to the Association are paid in full shall be entitled to vote and hold elective office in the Association, may use the terms REALTOR® and REALTORS® and have the primary responsibility to safeguard and promote the standards, interests and welfare of the Association and the real estate profession.
- (b) Institute Affiliate members shall have rights and privileges and will be subject to obligations prescribed by the Board of Directors consistent with the Constitution and Bylaws of NAR.

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® or the REALTOR® logo, to serve as President or to be a participant in the local association's MLS.

ARTICLE IX – FISCAL AND ELECTIVE YEAR

The fiscal and elective year of the Association shall be the calendar year.

ARTICLE X – ASSOCIATION OFFICERS AND DIRECTORS

Section 1. Officers. The elective officers of the Association shall be: President, President-Elect, and Treasurer. They shall be elected for terms of one year. Nominees for the office of President-Elect shall have served at least one year previously or currently on the Board of Directors and must have been an Active Member of the Association for the three years prior to their nomination and election.

Section 2. Duties of Officers.

- (a) President. It shall be the duty of the President to preside at all meetings of the Association, to have general supervision of the interests of the Association and to serve as a member and chairman of the Executive Committee and President of the Board of Directors.
- (b) President-Elect. In the absence of the President, the President-elect shall perform the duties of the President. It shall be the duty of the President-Elect to serve as an advisor to and observer of the President of the Association, and the President-Elect shall take an active part in the decision making process of the Association, and shall perform such duties as may be assigned by the President. The President-Elect shall serve on the Executive Committee.
- (c) Treasurer. The Treasurer shall be a member of the Executive Committee. The Treasurer shall be responsible for overseeing all funds received by the

Association and deposit the same in accounts of the Association in depositories, as the Board of Directors shall direct. The Board of Directors shall designate the persons who may draw checks or drafts and execute withdrawal slips on accounts maintained by the Association.

The Treasurer shall see that all bills are paid by reviewing/signing invoices, keep an account of all receipts and disbursements.

Finances will be reviewed each year by an independent review every two (2) years and a full audit every three (3) years in accordance with the National Association of REALTORS® Core Standards. The Board of Directors is authorized to employ a competent person or persons to make such review/audit and to establish the compensation thereof.

- (d) Executive Committee. The President, President-Elect, Treasurer and Immediate Past President shall constitute the Executive Committee, whose duty it shall be to act for the Directors in matters referred to it, and for the Directors in the interim between Directors' meetings. The Executive Committee shall report to the Board of Directors with recommendations being made by said committee. The President shall act as chairman of the Executive Committee.

Section 3. Board of Directors. The affairs of this Association shall be managed by a Board of Directors, which shall include elected Officers, the Immediate Past President of the association, with voting privileges, one (1) Affiliate Member with voting privileges and seven (7) elected REALTOR® members of the association.

President-Elect is a one-year term. President is the next one year term.

Directors shall be elected to serve for terms of three years, except if elected to fill a vacant seat for terms of one, two and three years respectively. The Affiliate Director shall be elected to serve for a term of one (1) year.

(a) Term Limits. No director shall serve for more than two (2) consecutive three (3) year terms.

(b) No more than two (2) REALTORS® from the same real estate firm may simultaneously serve on the Board of Directors.

Section 4. Election of Officers and Directors.

- (a) At least one month before the annual meeting, a nominating committee of five (5) REALTOR® members shall be appointed by the board of directors. Of these, one shall be President Elect and one shall be President. The other three members shall be comprised of the remaining geographical areas.

The Nominating Committee shall select at least one candidate for each office and at least one candidate for each place to be filled on the Board of Directors.

The report of the Nominating Committee shall be conveyed to each Member eligible to vote at least one (1) week preceding the election by electronic transmission and/or may be posted on the MOAR website.

Additional candidates for the offices to be filled may be placed in nomination by a petition signed by at least five percent (5%) of the Members eligible to vote.

The Chief Staff Executive shall send notice of such additional nominations to all REALTOR® Members eligible to vote before the election.

- (b) The election of Officers and Directors shall take prior the Annual Meeting. The ballot shall contain the names of all candidates and the offices for which they are nominated. Notwithstanding the foregoing, where permitted by state law, and in accordance with applicable state requirements, election of Officers and Directors may also be conducted by electronic means in accordance with procedures to be established by the Board of Directors.
- (c) In the case of a tie in the vote for elected office, the Midwestern Ohio Association of REALTORS® Board of Directors has the right and authority to select the winner with a majority vote via electronic ballot.

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 to complete the remaining term.

Section 6. Removal of Officers or Directors. In the event an Officer or Director is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, in conjunction with Association Legal Counsel, 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 a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next ranking officer, and shall specifically set forth the reasons the individual is deemed disqualified from further service.
- (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 Association shall be held and the sole business of the meeting shall be to consider the charge against the Officer or Director and to render a decision on such petition.
- (c) The special meeting shall be noticed to all voting Members at least ten (10) days prior to the meeting, and shall be conducted by the President of the Association unless the President's continued service in office is being considered at the meeting. In such case, the next ranking officer will conduct the meeting of the hearing by the Members. Provided a quorum is present, a three-fourths vote of Members present and voting shall be required for removal from office.

Section 7 – WRIST MLS Directors

The Nominating Committee shall also nominate members to be voted on by the membership to serve as Directors of the Multiple Listing Service as provided by the Western Regional Information Systems & Technology (WRIST) bylaws and Rules and Regulations. **Directors shall be elected to serve for a term of three years and cannot serve more than 2 consecutive terms.**

The Board of Directors of the Association shall approve the nominees and shall notify the Multiple Listing Service of the names of these nominees to serve as Directors of the

Multiple Listing Service. The report of the Nominating Committee shall be conveyed to each member eligible to vote by electronic transmission and/or may be posted on the MOAR website. Additional candidates for the offices to be filled may be placed in nomination by a petition signed by at least five percent (5%) of the Members eligible to vote. The petition shall be filed with the Executive Officer by the specified deadline. The Executive Officer shall send notice of such additional nominations to all REALTOR® members eligible to vote before the election.

Section 8 – Executive Officer

There shall be an Executive Officer employed by the Board of Directors. The Executive Officer shall administer the affairs of the Association, have the authority to direct, hire, supervise, evaluate and terminate staff and shall perform other duties as directed by the Officers and Board of Directors.

ARTICLE XI – MEETINGS

Section 1. Meeting of Directors. The Board of Directors shall designate a regular time and place of meeting. Absence from three regular meetings, within the calendar year, shall be construed as resignation there from.

Section 2. Annual Meeting. The Annual Meeting of the Association shall be held during October of each year, the date, place and hour to be designated by the Board of Directors.

Section 3. Officer Installation. The Officer/Director Installation Meeting shall be held in conjunction with the Member Holiday Celebration held on the first Thursday of December annually.

Section 4. Other Meetings. Meetings of 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 5. Notice of Meetings. Written notice (may be electronically conveyed) shall be given to every Member entitled to participate in the meeting at least one week preceding all meetings. If a special meeting is called it shall be accompanied by a statement of the purpose of the meeting.

Section 6. Quorum. A quorum for the transaction of business shall consist of ten percent (10%) of the Members eligible to vote. The quorum for the Midwestern Ohio Association of REALTORS® Board of Directors meetings shall be seven (7).

Section 7. Electronic Transaction to Business. To the fullest extent permitted by law, the Board of Directors may conduct business by electronic means.

ARTICLE XII – COMMITTEES

Section 1. President. The President shall be an ex-officio member of all standing committees and shall be notified of their meetings.

Section 2. Organization. All committees shall be of such size and shall have duties, functions, and power as assigned by the President or the Board of Directors, except as otherwise provided in these Bylaws.

Section 3. Standing Committees. The President shall appoint from among the REALTOR® Members, subject to confirmation by the Board of Directors, the following committees:

Affiliate Committee Forms Committee

Section 4. Affiliate Committee

The Affiliate Committee shall appoint from among the Members, subject to confirmation by the Board of Directors, an Affiliate Director to serve on the Board of Directors.

Section 5 Special Committees. The President shall appoint, subject to confirmation by the Board of Directors, special committees as deemed necessary.

Program (Christmas Party) Committee Nominating Committee
RPAC Fundraising Community Outreach

Section 6. In general, no committee may bind the Association on any matter unless and until the action of the committee thereon has been approved by the Board of Directors.

ARTICLE XIII – RULES OF ORDER

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

ARTICLE XIV – AMENDMENTS

Section 1. These Bylaws may be amended by a majority vote of the Members present and qualified to vote at any meeting at which a quorum is present or through the use of mailed or electronic ballots, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting except that the Board of Directors may at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments mandated by NAR.

Section 2. Notice of all meetings at which amendments are to be considered shall be communicated electronically to every Member eligible to vote at least one (1) week prior to the meeting.

Section 3. When Bylaws amendments are mandated by NAR policy, these bylaws may be automatically amended to reflect the mandate as of the effective date of the mandatory policy authorized by the National Association of Realtors. The association shall provide notice of that change in a regular or special membership communication

Section 4. 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 Association shall become effective upon their approval as authorized by the Board of Directors of NAR.

ARTICLE XV – DISSOLUTION

Section 1. Upon the dissolution or winding up of affairs of this Association, the Board of Directors, after providing for payments of all obligations, shall distribute any remaining assets to Ohio REALTORS, or within its discretion, to any other non-profit tax-exempt organization.

ARTICLE XVI – MULTIPLE LISTING

Section 1. The Association is a shareholder (72.6%) of the Western Regional Information Systems & Technology (WRIST) which is a lawful corporation of the State of Ohio. The Association agrees to abide by the MLS Rules and Regulations as amended from time to time by WRIST.

By-laws Approved/Review

MOAR Approved	October 2014
NAR Approved	October 2014
NAR Approved	May 2016
MOAR Approved	June 2016
NAR Approved	June 2017
MOAR Approved	August 2017
NAR Approved	March 2018
MOAR Approved	April 2018
NAR Approved	January 2020
MOAR Reviewed	April 2020
MOAR Reviewed	January 2021