

NORTHWOODS ASSOCIATION OF REALTORS®, INC.

BYLAWS

Adopted 1/20/2022

ARTICLE I – NAME

Section 1. Name. The name of this organization shall be the Northwoods Association of REALTORS®, Incorporated, herein after referred to as the "Association".

Section 2. REALTORS®. Inclusion and retention of the Registered Collective Membership Mark REALTOR® in the name of the Association shall be governed by the Constitution and bylaws of the National Association of REALTORS® as from time to time amended.

ARTICLE II – OBJECTIVES

The objectives of the Association are:

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

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

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

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

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

Section 6. To designate for the benefit of the public, individuals authorized to use the terms REALTOR® and REALTORS® as licensed, prescribed, and controlled by the National Association of REALTORS®.

ARTICLE III - JURISDICTION

Section 1. The territorial jurisdiction of the Association as a member of the National Association of REALTORS® is:

Forest, Iron, Langlade, Lincoln, Oneida, Price and Vilas counties in Wisconsin.

Section 2. 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 these bylaws and those of the National Association of REALTORS®, in return for which the Association agrees to protect and safeguard the property rights of the National Association of REALTORS®.

ARTICLE IV - MEMBERSHIP

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

A. REALTOR® Members. REALTOR® Members, whether primary or secondary, shall be:

- i. Individuals who, as sole proprietors, partners, corporate officers, or branch 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 office in the state of Wisconsin 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 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 unless otherwise qualified for Institute Affiliate membership.

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

B. 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 requirements; the right to use the term REALTOR® in connection with their franchise organization's name; the right to hold elected office in the local Association, state association, and National Association.

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

D. Designated REALTOR® Members: Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® member who shall be responsible for all duties and obligations of membership including the obligation to arbitrate (or to mediate if required by the Association) pursuant to Article 17 of the Code of Ethics and the payment of Association dues as established in Article X of the Bylaws. The "Designated REALTOR®" must be a sole proprietor, partner, corporate officer or branch manager acting on behalf of the firm's principal(s) and must meet all other qualifications for REALTOR® membership. (Amended 11/11)

E. Institute Affiliate Members. Institute Affiliate members shall be individuals who hold a professional designation awarded by an Institute, Society or Council affiliated with the National Association of REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to hold office. Any such

individual, if otherwise eligible, may elect to hold REALTOR® or REALTOR-ASSOCIATE® membership, subject to payment of applicable dues for such membership.

F. Affiliate Members. Affiliate members shall be real estate owners and other individuals or firms who, while not engaged in the real estate profession as defined in paragraph (A) or (B) of this section, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Association.

Affiliate membership shall also be granted to individuals licensed or certified to engage in real estate practice who, if otherwise eligible, do not elect to hold REALTOR® membership in the Association, provided the applicant is engaged exclusively in a specialty of the real estate business other than brokerage of real property.

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

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

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

J. President of the Wisconsin REALTORS® Association. The current Chief Elected Officer of the Wisconsin REALTORS® Association shall be a non-voting member in good standing without further payment of dues. At the direction of the Association Board of Directors, the current Chief Elected Officer of the Wisconsin REALTORS® Association may be the delegate who casts the vote for the Association at the Annual Meeting of the National Association of REALTORS®. (Amended 7/21)

ARTICLE V - QUALIFICATION AND ELECTION

Section 1. Application: An application for membership shall be made in such manner and form as may be prescribed by the board of directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that the applicant agrees as a condition of membership to thoroughly familiarize himself with the Code of Ethics of the National Association of REALTORS®, the Constitutions, Bylaws, and rules and regulations of the Association, Wisconsin REALTORS® Association and National Association of REALTORS® and if elected a member, will abide by the Constitutions and Bylaws and rules and regulations of the Association, Wisconsin REALTORS® Association and National Association of REALTORS®, and if a REALTOR® member, will abide by the Code of Ethics of the National Association of REALTORS® including the obligation to arbitrate (or to mediate if required by the Association) 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 Arbitration Manual of the National Association of REALTORS® as from time to time amended, and (2) that applicant consents that the Association, through its membership committee or otherwise may, invite and receive information and comment about 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. 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. (Amended 11/11)

Section 2. Qualification.

A. An applicant for REALTOR® membership who is a sole proprietor, partner, corporate officer, or branch manager of a real estate firm shall supply evidence satisfactory to the Association, through its membership committee or otherwise, that he/she is actively engaged in the real estate profession, and maintains an current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member) has no record of recent or pending bankruptcy*, has no record of official sanctions involving unprofessional conduct**, agrees to complete a course of instruction covering the Bylaws and rules and regulations of the Association, the Bylaws of the Wisconsin REALTORS® Association, and the Constitution and Bylaws and Code of Ethics of the National Association of REALTORS®, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the committee, and shall agree that if elected to membership, will abide by such Constitution, Bylaws, rules and regulations, and Code of Ethics. (Amended 1/05)

*No recent or pending bankruptcy is intended to mean that the applicant or any real estate firm in which the applicant is a sole proprietor, general partner, corporate officer, or branch office manager, is not involved in any pending bankruptcy or insolvency proceedings or, has not been adjudged bankrupt in the past three (3) years. If a bankruptcy proceeding as described above exists, membership may not be rejected unless the Association establishes that its interests and those of its members and the public could not be adequately protected by requiring that the bankrupt applicant pay cash in advance for Association 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). In the event that an existing member initiates bankruptcy proceedings, the member may be placed on a "cash basis" from the date that bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.

**No record of official sanctions involving unprofessional conduct is intended to mean that the Association may only consider:

- i. judgments against the applicant within the past three (3) years of violations of (1) civil rights laws, (2) real estate license laws, and (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities
- 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 (Amended 5/07)

B. Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers, in order to qualify for REALTOR® membership, shall at the time of 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 Association (if a secondary member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has no record of official sanctions involving unprofessional conduct*, shall complete a course of instruction covering the Bylaws and rules and regulations of the Association, the Bylaws of the Wisconsin REALTORS® Association, and the Constitution and Bylaws and Code of Ethics of the National Association of REALTORS®, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the membership committee, and shall agree in writing that if elected to membership, he/she will abide by such Constitution, Bylaws, rules and regulations, and the Code of Ethics. (Amended 5/07)

*No record of official sanctions involving unprofessional conduct is intended to mean that the Association may only consider:

- i. judgments against the applicant within the past three (3) years of violations of (1) civil rights laws, (2) real estate license laws, and (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities
- 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 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 (Adopted 5/07)

C. The Association will also consider the following in determining an applicant's qualifications for REALTOR® membership:

- i. All final findings of Code of Ethics violations and violations of other membership duties in any other REALTOR® association within the past three (3) years
- ii. Pending ethics complaints (or hearings)
- iii. Unsatisfied discipline pending
- iv. Pending arbitration requests (or hearings)
- v. Unpaid arbitration awards or unpaid financial obligations to any other REALTOR® association or REALTOR® association MLS
- vi. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm.

"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 violation of the Code of Ethics: See Article V, Section 2(A), Note 2) provided all other qualifications for membership have been satisfied. Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six months from the date that provisional membership is approved. Provisional 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. (Amended 11/09)

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

A. The Association Executive (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. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to final review of the application by the board of directors.

B. If the board of directors determines that the individual does not meet all of the qualifications for membership as established in the Association's Bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of a mandatory orientation program) within 90 days from the Association's receipt of their application, membership may, at the discretion of the board of directors, be terminated. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received association services and any application fee. The board of directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the board of directors, he/she shall be declared elected to membership and shall be advised by written notice.

C. The board of directors may not reject an application without providing the applicant with advance notice of the findings, an opportunity to appear before the board of directors, to call witnesses on his/her behalf, to be represented by counsel, and to make such statements as he/she deems relevant. The board of directors may

also have counsel present. The board of directors shall require that written minutes be made of any hearing before it may electronically or mechanically record the proceedings.

D. If the board of directors determines that the application should be rejected, it shall record its reasons with the Association Executive (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, Amended 1/17)

Section 4. New Member Code of Ethics Orientation:

Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the REALTOR® Code of Ethics of not less than two (2) hours and thirty (30) minutes of instruction 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 120 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 and forfeiture of dues as explained in Article V, Section 3(B).

Section 5. 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 of REALTORS®) 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, or the National Association of REALTORS®, which meets the learning objectives and minimum criteria established by the National Association of REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any three (3) year cycle shall not be required to complete additional ethics training until a new three (3) year cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any three (3)-year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three (3)-year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

Section 6. Status Changes:

A. A REALTOR® who changes the conditions under which he holds membership shall be required to provide written notification to the Association within 30 days. A REALTOR® (non-principal) who becomes a principal in the firm with which he has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within 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.

A REALTOR® (or REALTOR-ASSOCIATE®, where applicable) who is transferring his/her license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be

subject to all of the privileges and obligations of membership during the period of transition. If the transfer is not completed within 60 days of the date the Association is advised of the disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the board of directors. (Amended 1/98)

(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 first day of the month in which the member is notified of election by the board of directors and shall be based on the new membership status for the remainder of the year. (Amended 1/05)

ARTICLE VI - PRIVILEGES AND OBLIGATIONS

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

Section 2. Any member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the board of directors for violation of these Bylaws and Association rules and regulations consistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the National Association of REALTORS®. Although members other than REALTORS® are not subject to the Code of Ethics, nor its enforcement by the Association, such members are encouraged to abide by the principals established in the Code of Ethics of the National Association of REALTORS® and conduct their business and professional practices accordingly. Further, members other than REALTORS® may, upon recommendation of the membership committee, or upon recommendation by a hearing panel of the professional standards committee, be subject to discipline as described above, for any conduct which in the opinion of the board of directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR® or REALTORS® and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local Association, the Wisconsin REALTORS® Association, and the National Association of REALTORS®.

REALTORS® who participate in the Greater Northwoods MLS, Inc., but do not hold membership in this Association are subject to the REALTOR® Code of Ethics on the same terms and conditions as members. Discipline that may be imposed may be the same as but shall not exceed the discipline that may be imposed on members, except that direct suspension or termination of MLS rights and privileges may also be utilized. If such individuals are found in violation of the Code of Ethics, they will be assessed an administrative processing fee of \$250.00, which will be in addition to any other discipline, including fines, that have been imposed.

Section 3. Any REALTOR® member of the Association may be disciplined by the board of directors for violations of the REALTOR® Code of Ethics or other duties of membership, after a hearing as described in the Code of Ethics and Arbitration Manual of the National Association of REALTORS®, 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 of REALTORS®.

Section 4. Resignations of members shall become effective when received in writing by the board of directors, provided, however, that if the member submitting the resignation is indebted to the Association for dues, fees, fines, or other assessments of the Association or 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.

Section 5. If a member resigns from the Association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the Association with respect to disposition of the complaint is final by this Association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all 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®. (Amended 5/16)

- A. If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration (or to mediation if required by the association) continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®. (Amended 1/00 and 11/11)

Section 6. Privileges of REALTOR® Members. REALTOR® members, whether primary or secondary, in good standing are entitled to vote and to hold elective office in the Association, and may use the term REALTOR®. For purposes of this section, the term "good standing" means the member satisfies the "Obligations of REALTOR® Members", is current with all financial and disciplinary obligations to the association and MLS, has completed any new member requirements, and complies with NAR's trademark rules.

A. If a REALTOR® member is a sole proprietor in a firm, a partner in a partnership or an officer in a corporation, and is suspended or expelled, the firm, partnership or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® membership, or unless connection with the firm, partnership or corporation is severed, or management control is relinquished, whichever may apply. The membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined member, or until readmission of the disciplined member or unless connection of the disciplined member with the firm, partnership, or corporation is severed, or unless the REALTOR® who is suspended or expelled removes himself/herself from any form or degree of management control of the firm for the term of the suspension or until readmission to membership, whichever may apply. Removal of an individual from any form or degree of management control must be certified to the Association by the member who is being suspended or expelled and by the individual who is assuming management control, and the signatures of such certification must be notarized. In the event the suspended or expelled member is so certified to have relinquished all form or degree of management control of the firm, the membership of other partners, corporate officers, or other individuals affiliated with the firm shall not be affected, and the firm, partnership or corporation may continue to use the terms REALTOR® and REALTORS® in connection with its business during the period of suspension or until the former member is admitted to membership in the Association. The foregoing is not intended to preclude a suspended or expelled member from functioning as an employee or independent contractor, providing no management control is exercised. Further, the membership of REALTORS® other than principals who are employed or affiliated as independent contractors with the disciplined member shall suspend or terminate during the period of suspension of the disciplined member or until readmission of the disciplined member, or unless connection of the disciplined member with the firm, partnership, or corporation is severed, or management control is relinquished, or unless the REALTOR® member (non-principal) elects to sever his/her connection with the REALTOR® and affiliate with another REALTOR® member in good standing in the Association, whichever may apply.

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

- B. In any action taken against a REALTOR® member for suspension or expulsion under Section 6(A) hereof, notice of such action shall be given to all REALTORS® employed by or affiliated as independent contractors

with such REALTOR® member and they shall be advised that the provisions in Article VI, Section 6(A) shall apply.

Section 7. Obligations of REALTOR® Members. It shall be the duty and responsibility of every REALTOR® member of this association to safeguard and promote the standards, interests, and welfare of the association and the real estate profession, and to protect against conduct that may cause a lack of public confidence in the real estate profession or in REALTORS®. REALTOR® members also must abide by the governing documents and policies of the association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®, as well as the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to mediate and arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual.

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

Section 8. Institute Affiliate Members. Institute Affiliate members shall have the rights and privileges and be subject to obligations prescribed by the board of directors consistent with the Constitution and Bylaws of the National Association of REALTORS®.

Section 9. Affiliate Members. Affiliate members shall have rights and privileges and be subject to obligations prescribed by the board of directors.

Section 10. Public Service Members. Public Service members shall have rights and privileges and be subject to obligations prescribed by the board of directors.

Section 11. Honorary Members. Honorary members shall confer only the right to attend meetings and participate in discussions.

Section 12. Student Members. Student members shall have rights and privileges and be subject to obligations prescribed by the board of directors.

Section 13. President of the Wisconsin REALTORS® Association. The President of the Wisconsin REALTORS® Association shall be a non-member delegate who, at the direction of the Association Board of Directors, may cast the vote for the Association at the Annual Meeting of the National Association of REALTORS®.

Section 14. Certification by REALTOR®. "Designated" REALTOR® members of the Association shall certify to the Association during the month of August on a form provided by the Association in a complete listing of all individuals licensed or certified in the REALTOR®'s office(s) and shall designate a primary association for each individual who holds membership. Designated REALTORS® shall also identify any non-member licensees in the REALTOR®'s office(s) and if designated REALTOR® dues have been paid to another association based on said non-member licensees, the designated REALTOR® shall identify the association to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2(A) of the Bylaws. "Designated" REALTOR® members shall also notify the Association of any additional individual(s) licensed or certified with the firm(s) within 30 days of the date of affiliation or severance of the individual.

Section 15. Legal Liability Training. Within two (2) years of the date of election to membership, and every two (2) years thereafter, each REALTOR® member of the Association shall be required to demonstrate that they have completed a course of instruction on antitrust laws, agency laws, civil rights laws or the REALTOR® Code of Ethics, its interpretation and meaning and/or the procedures related to its enforcement.

This requirement will be considered satisfied upon presentation of evidence that the member has completed an educational program conducted by another association, the Wisconsin REALTORS® Association, the National Association of REALTORS® or any of its affiliated Institutes, Societies or Councils, or any other recognized educational institution which, in the opinion of the board of directors, is an adequate substitute for the training

programs conducted by the Association. Failure to satisfy this requirement biennially will result in membership being suspended from the date it otherwise would be renewed until such time that the member provides evidence of completion of the aforementioned educational requirements.

Section 16. Harassment.

Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an Association or MLS employee or Association Officer or Director after an investigation in accordance with the procedures of the Association. As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and President-Elect and/or Vice President 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 National Association of REALTORS® Code of Ethics and Arbitration Manual. If the complaint names the President, President-Elect or Vice President, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.

ARTICLE VII – CODE OF ETHICS: PROFESSIONAL STANDARDS AND TRAINING

Section 1. The responsibility of the Association and the Association members relating to the enforcement of the REALTOR® 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 from time to time amended, which by this reference is made part of these bylaws, provided, however, that any provision deemed inconsistent with Wisconsin law shall be deleted or amended to comply with Wisconsin law, and provided, however, this responsibility may be discharged in cooperation with one or more other Association under agreements with them so long as their organization and procedure are consistent with the Manual.

Section 2. 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 mediate and 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 the National Association of REALTORS® as from time to time amended.

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

Section 4. New Member Code of Ethics Orientation. Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less.

Failure to satisfy this requirement within 90 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 5. 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 REALTOR® association, the State Association of REALTORS® or the NATIONAL ASSOCIATION OF REALTORS®, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any three year cycle shall not be required to complete additional ethics training until a new three year cycle commences.

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.

Section 6. 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 7. 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.

ARTICLE VIII - 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.

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

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

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

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

Section 4. Institute Affiliate members shall not use the terms REALTOR® or REALTORS®, nor the imprint of the emblem seal of the National Association of REALTORS®.

ARTICLE IX - STATE AND NATIONAL MEMBERSHIPS

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

Section 2. The Association recognizes the exclusive property rights of the National Association of REALTORS® in the terms REALTOR® and REALTORS®. The Association shall discontinue use of the terms in any form in its name, upon ceasing to be a member of the National Association of REALTORS®, or upon its 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 X - DUES AND ASSESSMENTS

Section 1. Application Fee.

A. The board of directors may adopt an application fee for REALTOR® membership in a 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.

B. Applicant will be given two opportunities to attend the Association sponsored orientation program. If the applicant cannot attend one of the first two orientation programs, they shall have one more opportunity to attend orientation after paying an additional fee in the amount of ½ of the annual Association dues. Should the application fail to attend the third orientation program, no further extensions will be granted, any application fee shall be forfeited in full and annual dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received Association services.

C. Upon completion of the Association sponsored orientation program, the applicant will have two general meetings, or any board meetings during that timeframe, at which to be inducted. Should the applicant fail to timely attend a general or board meeting to be inducted, they shall have an additional opportunity to be inducted after paying an additional fee of ½ of the annual Association dues. Should the applicant fail to attend

the third induction opportunity, no further extensions will be granted, any application fee shall be forfeited in full and annual dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received Association services.

Section 2. Dues. The annual dues of the members shall be as follows.

A. Designated REALTOR® Members 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 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.

- i. A REALTOR® member of the member Association shall be held to be any member who has a place or places of business within the state or a state contiguous thereto and who, as a principal is actively engaged in the real estate profession as defined in Article III, Section 1, of the Constitution of the National Association of REALTORS®. An individual shall be deemed to be licensed with the 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.

B. REALTOR® Members Dues. The annual dues of REALTOR® members other than the designated REALTOR® shall be as established annually by the board of directors.

C. Institute Affiliate Members. The annual dues of each Institute Affiliate member shall be as established in Article II of the Bylaws of the National Association of REALTORS®.

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

D. Affiliate Members. The annual dues of each Affiliate member shall be as established annually by the board of directors.

E. Public Service Members. The annual dues of each Public Service member shall be as established annually by the board of directors.

F. Honorary Members. Dues payable, if any, shall be at the discretion of the board of directors.

G. Student Members. Dues payable, if any, shall be at the discretion of the board of directors.

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 date of application and granting of provisional membership. All dues and application fees are due and payable upon application for membership.

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 license. Dues shall be calculated from the first day of the current fiscal year and are payable within thirty (30) days of termination.

B. Military Service. All dues and financial obligations owing to the Association shall be suspended during temporary active duty required by a national emergency or an act of war. The member shall remain in good standing with the association. The member's obligation to pay dues will begin upon return from active duty. There shall be no penalty. This does not apply to any Wisconsin REALTORS® Association or National Association of REALTORS® dues.

Section 4. Nonpayment of Financial Obligation. If dues, fees, fines, or other assessments including amounts owed to the Association or the Association's multiple listing service are not paid within one (1) month after the due date, the nonpaying member is subject to suspension at the discretion of the board of directors. Two (2) months after the due date, membership of the nonpaying member may be terminated at the discretion of the board of directors. Three (3) months after due date, membership of the nonpaying member shall automatically terminate unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the board of directors. A former member who has had his 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 provision of other rules and regulations the Association or any of

its services, departments, divisions, 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 5. Deposits and Expenditures. Deposits and expenditures of funds shall be in accordance with policies established by the board of directors. (Amended 01/05)

Section 6. Fiscal Matters. The board of directors shall administer the day-to-day finances of the Association as follows:

A. Budgets: The Treasurer shall prepare by the July board of directors meeting, a proposed budget for the approval of the board of directors for the next fiscal year. The proposed budget shall include anticipated income, including the source of the income, and anticipated expenses in reasonable detail to allow members to understand the operation of the organization.

The proposed budget shall be approved, including any amendments made to the proposed budget by a majority of the board of directors at their August meeting and distributed to the membership at least 10 days prior to their annual meeting.

The proposed budget shall require approval by a majority of the Association members in attendance at the annual meeting, with a quorum present. Amendments to the proposed budget shall not be allowed at the annual meeting. The budget shall be approved or defeated as presented to the membership. If not approved the board of directors shall amend and resubmit the budget, within 14 days, for approval of the membership at a special meeting called for that purpose.

B. Expenditures: Expenditures are defined and regulated as follows:

- i. Authorized expenditures are those expenditures included in an approved budget, and may be disbursed, as authorized, without further membership approval.
- ii. Unauthorized expenditures are those expenditures not included in an approved budget. Those expenditures are divided as follows:
 - a) Minor unauthorized expenditures are those which shall be less than \$2,500 per fiscal year in total. Equipment replacement expenditures, regardless of dollar amount, are considered minor unauthorized expenditures. Such expenditures shall require the approval of a majority of the directors on the board of directors.
 - b) Major unauthorized expenditures are those that are expected to be \$2,500 or more per fiscal year. Major unauthorized expenditures shall require the approval of a majority of the Association members present at a special meeting of the members, with a quorum present, called for that purpose.
- iii. Vendor Contract Payments are those payments made to outside suppliers of goods and/or services. Those expenditures are divided as follows:
 - a) Authorized Vendor Contract payments may be made in accordance with the approved budget and contract terms.
 - b) Unauthorized vendor contract payments of \$2,500 or more per year shall require the approval of the majority of the members, with a quorum present, at an annual or special meeting.
 - c) New or renegotiated vendor contracts with expenditures of less than \$2,500 per fiscal year shall require approval of a majority of the board of directors. When expenditures are \$2,500 or more per fiscal year the approval of a majority of Association members at a special meeting of the members, with a quorum present, called for that purpose is required. In any case, the necessary approval must be given before any payment may be made with organization funds.

Section 7. Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members. All dues, fees, fines, assessments, or other financial obligations to the Association or Association multiple listing service shall be noticed to the delinquent Association member and Designated Broker in writing setting forth the amount owed and due date.

Section 8. The dues of REALTOR® members who are REALTOR® Emeriti (as recognized by the National Association), past Presidents and past Treasurers of the National Association of REALTORS® or recipients of the Distinguished Service Award shall be as determined by the board of directors. (Amended 11/2013)

ARTICLE XI - OFFICERS AND DIRECTORS

Section 1. Officers. The elected officers of the Association shall be: President, President-Elect, Secretary-Treasurer and immediate Past President. Persons elected to the office of President-Elect shall serve a minimum of three years in consecutive one-year terms as President-Elect, President and immediate Past President, regardless of their board term status. Persons elected to the office of Secretary-Treasurer shall serve a two (2) year term and may be reelected to no more than one (1) consecutive two (2) year term. Persons appointed to fill a vacancy in any officer position shall serve for the remainder of the vacated term. (Amended 7/21)

Section 2. Duties of Officers. The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the board of directors. Officers of the Association shall be required to complete Professional Standards training once every two years. It shall be the particular duty of the Association Executive to keep the records of the Association and to carry on all necessary correspondence with the National Association of REALTORS® and the Wisconsin REALTORS® Association. (Amended 1/05)

Section 3. Board of Directors. The Board of Directors shall be made of:

A. Twelve directors, four (4) of which are the officers of the Association and eight (8) directors of which at least seven (7) shall be REALTOR® members of the Association. Officers shall serve terms in accordance with Art XI Sec 1, and non-officer directors shall be elected to serve for terms of two (2) years. Any current director who becomes an officer cedes the remainder of his/her term as Director, and his/her vacant seat will be filled in accordance with Art XI Sec 5. (Amended 7/21)

B. Term Limits. No director shall serve for more than two (2) consecutive two (2) year terms excepting vacancy appointees as detailed in Article XI, Section 5. A past director or must have a one (1) year hiatus prior to being placed on the nomination slate. (Amended 7/21)

C. Directors of the Association shall be required to complete Professional Standards training once every two years. Failure to do so within a reasonable time period may result in dismissal from the board of directors.

D. No more than 2 REALTORS® from the same real estate firm may simultaneously serve on the board of directors. (Adopted 11/09)

E. Any association merging, consolidating or otherwise joining its membership and territorial jurisdiction with the Association shall be granted an additional seat on the board of directors for a two-year term subject to the appointee's approval by the board of directors. This seat will be revoked after the two-year term has been served, and appointees are then eligible to run as a first-term director or officer pursuant to applicable election bylaws in Section 4 below.

Section 4. Election of Officers and Directors. In May of each fiscal year the membership shall elect from its ranks sufficient members to serve as directors of the Association.

A. At the January board of directors meeting, the President shall appoint a Nominating committee consisting of the President-Elect and three members at large. The Nominating committee shall nominate no more than one board member for each office officer position; should no current board members be willing to serve as an officer, candidates may be chosen from past Association boards. In no case shall someone without Association board experience be elected as an officer. The Nominating committee shall nominate a minimum of one member for each open director seat. The Nominating committee shall strive for diversity of firm size and geographic jurisdiction. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least fifteen (15) of the members eligible to vote. The petition shall be filed with the Secretary-Treasurer at least 14 days prior to the election. The Secretary-Treasurer shall send notice of such additional nominations to all members eligible to vote at least 10 days prior to the election. The proposed slate of officers and directors shall be reported to the board of directors and members of the Association at the March board of directors meeting.

B. The election of officers and directors shall take place at the May or June General Meeting. Election shall be by ballot and all votes shall be cast in person or by Absentee ballot at a date and place designated by the board of directors. The ballots shall contain the names of all candidates and the offices for which they are nominated and shall make provision for write-in candidates.

C. The President, with the approval of the board of directors, shall appoint an election committee of three (3) REALTOR® members to conduct the election. In case of a tie vote, the issue shall be determined by drawing lots.

D. Where permitted by Wisconsin law, and in accordance with applicable state requirements, election of officers and directors may be conducted by electronic means, in accordance with procedures established by the board of directors.

E. Absentee Balloting:

- i. Request: All requests for an absentee ballot are to be made in writing. The written request may be mailed, e-mailed, faxed or hand delivered to the Association office. The Association office will provide a request form or the requestor may request a ballot with the following information:

The Absentee Ballot Request must:

- a) State the name of the requester,
- b) State the address the ballot be mailed to, or fax number to be faxed to or if in person, a phrase as "received in person at the NWAR office",
- c) Have the signature of the requestor, and
- d) Be dated.

If any of these 4 items are missing, the request will be invalid.

- ii. Request Times: The request for an absentee ballot may be made no earlier than 21 days before the election and no later than NOON of election day. The Association office is not responsible for late delivery to requestor; it is the requestors' duty and responsibility to make sure there is enough time for delivery of ballot.

- iii. Return of Ballot: Ballot must be returned NO later than NOON of the day of the election to the Association office. If it is LATE (due to the mail or any form of delivery), then the ballot is invalid and will NOT be used. The ballot must have clearly marked on the front of the envelope:

- a) The words "**NWAR BALLOT**"
- b) The name of the voter.

There shall be only ONE voter's ballot per envelope. **Note:** A voter cannot fax or email a ballot; it must be in a so marked envelope.

- iv. Absentee Ballot Procedure at Poll: Upon receipt, the Association will have the unopened ballot envelope present at the polling site. At the close of the balloting, the election group shall compare the envelopes with the request list. If a voter, who submitted an absentee ballot, came and voted in person, then their absentee ballot shall be voided & destroyed. Only envelopes that correlate with the official request list will be valid. Only envelopes that are delivered to the Association office by NOON of election day will be used. After verification of a valid ballot, the election group will open the envelope and add the unread ballot to the box. Then the ballot box will be opened and ballots counted.

It is the voter's responsibility to make sure his/her ballot arrives in time.

F. THERE IS NO PROXY VOTING.

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 and shall serve until the next scheduled election. Non-officer directors appointed to fill a term of one year or less shall be eligible to succeed themselves for two consecutive two year terms. (Amended 7/21)

Section 6. President-Elect. Should the President-Elect be incapable of serving, the Nominating committee shall nominate a new President-Elect. That nomination shall be confirmed by a majority of the board of directors at a regular or special meeting of the board of directors. The President-Elect shall perform the duties of the President when the President is incapable of serving as instructed by the President or decided by a majority of the Board of Directors. An appointee to the President-Elect position must run for the President's position at the next scheduled election if he/she wishes to fill the office of President.

Section 7. Association Executive. There shall be a chief staff executive, termed Association Executive, appointed by the board of directors, who shall be the chief administrative officer of the Association. The Association Executive shall have the authority to hire, supervise, evaluate and terminate other staff, if any, and shall perform such other duties as prescribed by the board of directors. (Adopted 1/05)

Section 8. Removal of Officers and Directors. In the event that an officer or director is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the officer or director may be removed from office under the following procedure.

A. A petition requiring the removal of an officer or director and signed by not less than one-third of the voting membership or a majority of all directors shall be filed with the President, or if the President is the subject of the petition, with the President-Elect, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.

B. Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the 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 this 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 9. Indemnification. The Association shall, to the fullest extent permitted or required by sections 181.0871 to 181.0883, inclusive, of the Wisconsin Nonstock Corporation Law ("Statute"), including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Association to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a party because such Director or Officer is a Director or Officer of the Association and was acting within the scope of his or her duties as such. The Association may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such Director or Officer may be entitled under any written agreement, board resolution, insurance policy, the Statute or otherwise. All capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in section 181.0871 of the Statute.

A. **Permissive Supplementary Benefits.** The Association may, but shall not be required to, supplement the right to indemnification set forth in Article XI Section 8 of these bylaws by purchasing insurance covering any one or more of its Directors, Officers, employees or agents, whether or not the Association would be obligated to indemnify or advance Expenses to any such person under Article XI Section 8, and/or by entering into individual or group indemnification agreements with any one or more of such persons.

B. **Indemnification Provisions Constitute a Contract.** The foregoing indemnification provisions of this Article constitute a contract between the Association and the respective officers, directors and other persons described above and for whose benefit indemnification is provided under this Article.

C. **Effect of Invalidity.** The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of any other provision of this Article or of these bylaws.

ARTICLE XII - MEETINGS

Section 1. Annual Meetings. The annual meeting of the Association shall be held during September of each year, the date, place and hour to be determined by the board of directors. (Amended 1/05)

Section 2. Meetings of Directors. The board of directors shall designate a regular time and place of meetings. Absence from three (3) regular meetings without an excuse deemed valid by the board of directors shall be construed as resignation. Six (6) directors shall constitute a quorum for the transaction of business.

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 10% of the members eligible to vote. The board of directors may meet at any time it deems advisable on the call of the President or any five (5) members of the board of directors. Six (6) directors shall constitute a quorum. A majority vote by the directors present and voting at a meeting attended by a quorum shall be required for passage of motions. Proxy voting is not permitted.

Section 4. Attendance or Conduct of Board Meetings. Attendance at, or the conduct of, board of directors meetings may be by verifiable, interactive, electronic or telephonic transmission.

Section 5. Special Membership Meetings. Special meetings of the members may be held at other times at the call of the President or six (6) members of the board of directors, or upon the written request of at least 10% of the members eligible to vote.

Section 6 Notice of Meetings. Written notice shall be given to every member entitled to participate in the meeting at least thirty (30) days preceding all meetings stating the day, place, time and purpose of the meeting.

Section 7. Quorum. A quorum for the transaction of business at General Membership Meetings shall consist of ten percent 10% of the members eligible to vote. A majority of those members present at a meeting, at which there is a quorum, is required for passage of motions. A quorum for the purpose of the vote at the general election meeting shall include all absentee ballots as part of the quorum.

Section 8. Electronic Transaction of Business. To the fullest extent permitted by law, the board of directors or membership may conduct business by electronic means. (Adopted 1/05)

Section 9. Action without Meeting. Unless specifically prohibited by the articles of incorporation, any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the Association Executive to be filed in the corporate records. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date. (Adopted 1/05)

ARTICLE XIII - COMMITTEES

Section 1. Standing Committees. The President shall appoint from among the REALTOR® members, subject to confirmation by the board of directors, the following standing advisory (exercising no powers delegated to the board of directors) committees and, as appropriate, members of the following regional committees:

- Finance
- Professional Standards Programs
- Strategic/Long Range Planning
- Public Relations
- Education
- RPAC
- Equal Opportunity/Affirm Marketing
- Personnel
- Bylaws Review
- Nominating
- Membership/Orientation
- Scholarship
- Diversity, Equity & Inclusion

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

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

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

Section 5. Action without Meeting. Any committee may act by unanimous consent in writing without a meeting. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more of the members of the committee. (Adopted 1/05)

Section 6. Attendance by Telephone. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall be at the discretion of the President and shall constitute presence at the meeting. (Adopted 1/05)

Section 7. Professional Standards Committee. Attending training by a certified instructor or by electronic means as approved by the board of directors is a pre-condition to serving on these committees. Volunteers must be a member of this Association or the Wisconsin REALTORS® Association for at least one year and must have attended training within the prior two calendar years to qualify to serve on Professional Standards committee.

ARTICLE XIV - FISCAL AND ELECTIVE YEAR

Section 1. The fiscal and elective year of the Association shall be October 1 to September 30. (Amended 1/05)

ARTICLE XV - RULES OF ORDER

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

ARTICLES XVI - 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, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting.

A. When Bylaws amendments are mandated by National Association of REALTORS® policy, these Bylaws may be automatically amended by approval of the Board of Directors 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. (Adopted 1/05)

Section 2. Notice of all meetings at which amendments are to be considered shall be provided to every member eligible to vote at least thirty (30) days prior to the meeting.

Section 3. Absentee and in-person voting as in elections shall be permitted. Where permitted by state Wisconsin law, and in accordance with applicable state requirements, election of officers and directors may be conducted by electronic means, in accordance with procedures established by the board of directors.

Section 4. Amendments to these Bylaws affecting the admission or qualifications 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 the National Association of REALTORS®.

ARTICLE XVII- DISSOLUTION

Section 1. Upon the dissolution of this Association, the board of directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Wisconsin REALTORS® Association or, within the Association board of directors' discretion, to any other non-profit tax exempt organization. (Amended 1/05)

ARTICLE XVIII - MULTIPLE LISTING

Multiple Listing Service Operated as a Separate Corporation Wholly-Owned By the Association

Section 1. Authority. The Association of REALTORS® shall maintain for the use of its members a multiple listing service ("MLS") which shall be a lawful corporation of the State of Wisconsin, all the stock of which shall be owned by the Association. The Association shall only have oversight of the MLS by ratifying the election of the MLS Board of Directors, approving the MLS By-laws and method of amending MLS By-laws and approving the MLS Rules and Regulations.

Section 2. Purpose. A multiple listing service is a means by which authorized participants make blanket unilateral offers of compensation to other participants (acting as subagents, buyer agents, or in other agency or non-agency capacities defined 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 so participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as a procuring cause of the sale (or lease). (Amended 11/04)

Section 3. Governing Documents. The board of directors shall cause any multiple listing service established by it pursuant to this Article to conform its Articles of Incorporation, Bylaws, Rules, Regulations, and Policies, Practices, and Procedures at all times to the Constitution, Bylaws, Rules, Regulations, and Policies of the National Association of REALTORS®.

Section 4. Participation. Any REALTOR® member of this or any other Association who is a principal, partner, corporate officer, or branch office manager acting on behalf of the 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 brokers 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. (Amended 11/08)

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 Wisconsin law. (Adopted 11/08)

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. (Adopted 11/08)

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. (Amended 11/09)

Section 5. Access to Comparable and Statistical Information. Association 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, all information other than current listing information that is generated wholly or in part by the MLS including "comparable" information, "sold" information and statistical reports. This information is provided for the exclusive use of Association members and individuals affiliated with Association members who are also engaged in the real estate business and may not be transmitted, retransmitted or provided in any manner to any unauthorized individual, office or firm except as otherwise specified in the association's MLS rules and regulations. Association members who receive such information, either as an Association service or through the association's MLS, are subject to the applicable provisions of the MLS rules and regulations whether they participate on the MLS or not.

Section 6. 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.