



## Bylaws of the Kanawha Valley Board of REALTORS®

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## ARTICLE I – The ORGANIZATION

**Section 1. Name.** The name of this organization shall be the Kanawha Valley Board of REALTORS®, Inc., hereinafter referred to as the "Board or the Association."

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

**Section 3. POLICY MANUALS.** The Executive Committee shall create such policy manuals as deemed necessary. To the extent policies and procedures are not already established in these Bylaws, such policy manuals shall set forth and establish all policies and procedures for the Board's business, and the directives of the Bylaws. Upon approval by a simple majority vote at a regularly scheduled meeting of the Board of Directors, any such policy manual shall become effective and controlling as to all matters addressed therein. A policy manual shall may be reviewed and amended as deemed advisable by the Board on at least an annual basis and from time-to-time during the year as may be necessary. No amendment shall be effective unless and until ratified by a majority vote of the Board of Directors at a regularly scheduled meeting.

## ARTICLE II - OBJECTIVES

The objectives of the Board are:

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

**Section 2.** To promote and maintain high standards of conduct in the real estate profession as expressed in NAR's Code of Ethics.

**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 West Virginia Association of REALTORS® ("WVAR") and NAR, 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 NAR.

## ARTICLE III - JURISDICTION

**Section 1.** The territorial jurisdiction of the Board as a Member of NAR is: Kanawha, Putnam, Jackson, Lincoln and Boone counties except for that part of Kanawha County included in the corporate limits of the town of Montgomery, as allocated by the Board of Directors of the National Association.

**Section 2.** Territorial jurisdiction is defined to mean:

(a). The right and duty to control the use of the terms REALTOR® and REALTORS®, subject to the conditions set forth in these Bylaws and those of NAR, in return for which the Board agrees to protect and safeguard the property rights of NAR in the terms.

**ARTICLE IV - MEMBERSHIP**

**Section 1.** There shall be six (6) classes of Members as follows:

(a) **REALTOR® Members.** REALTOR® Members, whether primary or secondary shall be:

(1) Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, 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 West Virginia, or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation who are actively engaged in the real estate profession within the state, or a state contiguous thereto, shall qualify for REALTOR® Membership only, and each is required to hold REALTOR® Membership (except as provided in the following paragraph) in a Board of REALTORS® within the state or a state contiguous to unless other 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 hold REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate Membership..

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

(2) 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.

(3) **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 board 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.

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

5) **Designated REALTOR® Members.** Each firm (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 Board 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

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

(c) **Affiliate Members.** Affiliate Members shall be real estate owners and/or firms who, while not engaged in the real estate profession as defined in paragraphs (a) or (b) of this Article, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Board.

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

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

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

## ARTICLE V – BOARD OF CHOICE

(a). The primary board of affiliation elected by a REALTOR® must be in the state where the REALTOR® is licensed and maintains his/her principal place of business. Licensees affiliated with a REALTOR® firm may choose as their "primary" board any board in the state where the firm maintains a "Designated" REALTOR®.

Membership shall be available in a secondary board on terms and conditions no more stringent than the requirements established in the board's Bylaws for REALTOR® membership. The privileges of membership shall be the same including the right to vote and hold office. Membership will be granted to individuals who hold REALTOR® membership in their primary board without any requirement that the Designated REALTOR® they are licensed or affiliated with hold membership in the secondary board. However, MLS services will only be available if the Designated REALTOR® participates in the MLS. Board dues shall not include a national allocation since NAR dues have been paid through the member's primary board. A state allocation may only be included if the member's primary board is located in a different state.

REALTORS® shall be entitled to purchase services from boards other than their primary board without the necessity of holding membership in those boards. Service fees will be determined by the individual boards. However, the board may require that a REALTOR® (principal) be licensed in the state as a condition of MLS participation.

(b). Concerning Board of Choice Across State Lines

Members may join a primary board across contiguous state lines. State association membership would be in the state where primary board membership is held.

(c). Portability of Membership Records (Files)

In order to facilitate timely processing of applications for membership and to assist associations in determining an applicant's qualification for REALTOR® membership, associations shall, based on a request from another association, share information about current or former members. Minimum "core" member information shall include:

Previous applications for membership;

All final findings of Code of Ethics violations and violations of other membership duties within the past three (3) years (when available); Pending complaints alleging violations of the Code of Ethics or alleging violations of other membership duties; Incomplete or (pending) disciplinary measures; Pending arbitration requests (or hearings); Unpaid arbitration awards or unpaid financial obligations to the association or its MLS.

An association may, at its discretion, consider information received from other associations when determining whether an applicant satisfies the association's membership requirements as established in the association's bylaws (not to exceed NAR's Membership Qualification Criteria).

(d). Clarification of the Term "Principal"

The term "principal" as used in the NAR Constitution and Bylaws and in other relevant policies, includes licensed or certified individuals who are sole proprietors, partners in a partnership, officers or majority shareholders of a corporation, or office managers (including branch office managers) acting on behalf of principals of a real estate firm.

(e). Secondary Membership in a Board/Association

When a member has joined a primary association and paid local, state, and national dues, secondary membership may be held in a local association in another state (provided the applicant meets all of the qualifications for membership) without holding membership in that state association, or alternatively, secondary membership may be held directly in the state association without holding membership in a local association in that state.

(f). Membership Requirements Related to Multiple Office Locations

When considering an applicant for REALTOR® membership who is a principal in a real estate firm, associations have an obligation to determine that all of the principals of the real estate firm who are actively engaged in the real estate business in the state are either applying for or already hold REALTOR® membership (or Institute Affiliate membership, if applicable) in a board or association.

If an association (local, state, national) is notified by another association that a REALTOR® Member has an office location elsewhere in the state that is not functioning as a "REALTOR®-office" (i.e., licensees affiliated with the office are not members or are not accounted for under the DR dues formula) the association where the REALTOR® holds primary membership shall be responsible, in cooperation with the state and national associations, for ensuring compliance with applicable membership policies (i.e., that said licensees hold membership in the REALTOR'S® primary association - or some other association in the state where the firm maintains a designated REALTOR® presence - or that dues have been paid to an association based on non-member licensees affiliated with the office.

## ARTICLE VI - QUALIFICATION AND ELECTION

### Section 1. Application.

An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or branch office

manager of a real estate firm shall supply evidence satisfactory to the Board through its Membership Committee or otherwise that he/she is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy<sup>1</sup>, has no record of official sanctions involving unprofessional conduct<sup>2</sup>, agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of the Board, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Committee, and shall agree that if elected to membership, he/she will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.

## **Section 2. Qualification.**

(a) 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 Board or a Designated REALTOR® Member of another Board (if a secondary member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has no record of official sanctions involving unprofessional conduct (see footnote 1), shall complete a course of instruction covering the Bylaws and Rules and Regulations of the Board, the Bylaws of WVAR, and the Constitution, Bylaws and Code of Ethics of the NAR, 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.

(b) The Board will also consider the following in determining an applicant's qualifications for REALTOR®

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<sup>1</sup> 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 Board 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 Board 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.

<sup>2</sup> No record of official sanctions involving unprofessional conduct is intended to mean that the Board may only consider:

1. Judgments against the applicant within the past three (3) years of violations of (a) civil rights laws, (b) real estate license laws, and (c) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.
2. Criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one (1) 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. (Amended 5/07)

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

membership:

1. All final findings of Code of Ethics violations and violations of other membership duties in this or other REALTOR® associations within the past three (3) years
2. Pending ethics complaints (or hearings)
3. Unsatisfied discipline pending
4. Pending arbitration requests (or hearings)
5. Unpaid arbitration awards or unpaid financial obligations to any other association or association MLS.
6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm or otherwise.

"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: See Article V, Section 2(a)).

**NOTE:** If other qualifications for membership have been satisfied, the Association 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.

### **Section 3. Election.**

The procedure for election to membership shall be as follows:

(a) Applicants for REALTOR® membership shall 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 subsequent review of the application by the Board of Directors. 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 days from the Association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated.

(b) Dues shall be computed from the date of application and shall be non-refundable unless the Board's Board of Directors terminates the individual's membership in accordance with subsection (a) above. 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.

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

(d) If the Board of Directors determines that provisional membership should be terminated, it shall record its

reasons with the Secretary and Executive Vice President. If the Board of Directors believes that termination of provisional membership may become the basis of litigation and a claim of damage by a provisional member, it may specify that termination shall become effective upon entry in a suit by the Board for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the termination violates no rights of the individual.

#### **Section 4 New Member Orientation.**

Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another Realtor 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 thirty (30) 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. New Member Code of Ethics Orientation.**

(a) 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 thirty (30) days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

**NOTE:** Orientation programs must meet the learning objectives and minimum criteria established from time to time by the NATIONAL ASSOCIATION OF REALTORS®.

#### **Section 6. Continuing Member Code of Ethics Training.**

Effective January 1, 2019, through December 31, 2021, and for successive three (3) year periods thereafter, each REALTOR® Member of the Board (with the exception of REALTOR® members granted REALTOR® Emeritus status by NAR) 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 Board, WVAR, NAR, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by NAR from time to time. REALTOR® members who have completed training as a requirement of membership in another Board and REALTOR® members who have completed the New Member Code of Ethics Orientation during any (3) three-year cycle shall not be required to complete additional ethics training until a new (3) 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 (3) 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 (3) 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 7. Status Changes.**

(a) A REALTOR® who changes the conditions under which he/she holds membership shall be required to provide written notification to the Board within thirty (30) days. A REALTOR® (non-principal) who becomes a principal in the firm with which he/she has been licensed or, alternatively, become a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) Members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within thirty (30) days of the date they advised the Board of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors. Any Participant who fails to meet the 30-day notification requirement will be subject to a one-hundred dollar (\$100) fine

A REALTOR® who is transferring their license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all privileges and obligations of membership during the period of transition. If the transfer is not completed within ten (10) days of the date the Board is advised of the disaffiliation with the current firm, membership will terminate automatically unless so directed by the Board of Directors.

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

(b) Any application fee related to a change in status shall be reduced by an amount equal to any application fee previously paid by the applicant and subject to a twenty (20) dollar transition fee.

(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.

## **ARTICLE VII - 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 Board may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for violation of these Bylaws and Board Rules and Regulations not inconsistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the Board. Although Members other than REALTORS® are not subject to the Code of Ethics, nor its enforcement by the Board, such Members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional life accordingly. Further, Members other than REALTORS® may, upon recommendation of the Membership Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR® or REALTORS®, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local Board, WVAR, and NAR.

**Section 3.** REALTOR® Members shall have the obligation to complete ethics training as set forth in Article VI Section ^, above, which is incorporated herein.

**Section 4.** Any REALTOR® Member of the Board may be disciplined by WVAR for violations of NAR's Code of Ethics or other duties of membership, after a hearing as described in the Code of Ethics and Arbitration Manual.

**Section 5.** Resignations of Members shall become effective when received in writing by the Board of Directors, provided, however, that if any Member submitting the resignation is indebted to the Board for dues, fees, fines, or other assessments of the Board or any of its services, departments, divisions, or subsidiaries, the Board may condition the right of the resigning Member to reapply for membership upon payment in full of all such monies owed.

**Section 6.** (a) If a Member resigns from the Board or otherwise causes membership to terminate with an ethics complaint pending, the Board of Directors may condition the right of the resigning Member to reapply for membership upon the applicant's certification that he/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel.(b) 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 7. Privileges of REALTOR® Members.** REALTOR® Members, whether primary or secondary, in good standing whose financial obligations to the Board are paid in full shall be entitled to vote and to hold elective office in the Board; may use the terms REALTOR® and REALTORS®; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Board and the real estate profession.

(a). If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership or an officer in a corporation and is suspended or expelled, the firm, partnership, or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® Membership, or unless connection with the firm, partnership, or corporation is severed, 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, whichever may apply. Further, the membership of REALTORS® other than principals who are employed by 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 until connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR® Member (non-principal) elects to sever his connection with the REALTOR® and affiliate with another REALTOR® Member in good standing in the Board, whichever may apply.

If a REALTOR® Member who is other than a principal in a firm, partnership, or 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 8. Institute Affiliate Members.** Institute Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors consistent with NAR's Constitution and Bylaws, but may not vote or hold elective office as a Director or Officer

**NOTE:** Local Associations establish the rights and privileges to be conferred on Institute Affiliate Members, except that no Institute Affiliate Member may be granted the right: to use the term REALTOR®, REALTOR-ASSOCIATE®, or the REALTOR® logo; to serve as President of the local Association; or to be a Participant in the local Association's

Multiple Listing Service.

**Section 9. Affiliate Members.** Affiliate Members shall have rights, privileges, and obligations prescribed by the Board of Directors, but may not vote or hold elective office as a Director or Officer.

**Section 10. Public Service Members.** Public Service Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors, but may not vote or hold elective office as a Director or Officer.

**Section 11. Honorary Members.** Honorary Membership 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, but may not vote or hold elective office as a Director or Officer.

**Section 13. Certification by REALTOR®.** Designated REALTOR® Members of the Board shall certify to the Board during the month of August on a form provided by the Board, a complete listing of all individuals licensed or certified in the Realtor's® office(s) and shall designate a primary Board for each individual who hold membership. Designated REALTORS® shall also identify any non-member licensees in the REALTOR'S® office(s) and if Designated REALTOR® dues have been paid to another Board based on said non-member licensees, the Designated REALTOR® shall identify the Board to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2 (a) of the Bylaws. Certification to be returned by August 31 of each year. A reminder will be sent on September 1, Designated REALTOR® members will be given 15 days to cure. If not received within 15 days, Designated REALTOR® services will be suspended until received and a one-hundred (\$100) reinstatement fee will apply. Designated REALTOR® Members shall also notify the Board of any additional individual(s) licensed or certified with the firm(s) within ten (10) days of the date of affiliation or severance of the individual.

**Section 14. Harassment.** Any Member of the Board may be subject to disciplinary action if it is determined after reasonable investigation performed by or for the Board that the Member engaged in intentional harassment of a Board employee, Officer, or Director. 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 an ad hoc committee comprised of the President, and President-elect and/or Vice President and one (1) member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the Board. Disciplinary action may include any sanctions authorized in NAR's 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 VIII - PROFESSIONAL STANDARDS AND ARBITRATION

**Section 1.** The responsibility of the Board and of Board Members relating to the enforcement of the Code of Ethics, the disciplining of Members, and the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as

amended from time to time, which is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

**Section 2. Obligation of REALTOR® Members.** It shall be the duty and responsibility of every REALTOR® Member of this Board to abide by the Constitution and Bylaws and the Rules and Regulations of the Board, the Constitution and Bylaws of WVAR, NAR's Constitution and Bylaws, and to abide by NAR's Code of Ethics, 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.

**Section 3.** The responsibility of the Board and Board members relating to the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and procedures incident thereto, shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the Code of Ethics and Arbitration Manual of the National Association.

## **ARTICLE IX - USE OF THE TERMS REALTOR® AND REALTORS®**

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

**Section 2.** REALTOR® Members of the Board 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.

**Section 4.** 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 5.** Institute Affiliate Members shall not use the terms REALTOR® or REALTORS®, or the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

## **ARTICLE X - STATE AND NATIONAL MEMBERSHIPS**

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

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

**Section 3.** The Board adopts NAR's Code of Ethics and agrees to enforce the Code among its REALTOR® Members. The Board and all of its Members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of NAR and WVAR.

## ARTICLE XI - DUES AND ASSESSMENTS

**Section 1. Application Fee.** The Board of Directors may adopt an application fee for REALTOR® Membership, in reasonable amount, not exceeding three (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 Board upon final approval of the application.

- (a). **Reinstatement Fee.** The Board of Directors shall adopt a reinstatement fee of no less than one hundred dollars (\$100.00) for any previous member who drops their membership.
- (b). **Reactivation Fee.** The Board of Directors shall adopt a reinstatement fee of no less than one hundred dollars (\$100.00) for penalties for nonpayment of services as described under MLS Rules & Regulations Section 2.20.

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

(a) **Designated REALTOR® Members.** 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 Board in the state or a state contiguous thereto or Institute Affiliate Members of the Board. In calculating the dues payable to the Board by a Designated REALTOR® Member, non-member licensees as defined in (1) and (2) of this paragraph shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on said non-member licensees to another Board in the state or a state contiguous thereto, provided the Designated REALTOR® notifies the Board in writing of the identity of the Board to which dues have been remitted. In the case of a Designated REALTOR® Member in a firm, partnership, or corporation whose business 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 board.

(1) For the purpose of this Section, a REALTOR Member of a Member Board shall be held to be any Member who has a place or places of business within the state or a state contiguous thereto and who, as a principal, partner, corporate officer, or branch office manager of a real estate firm, partnership, or corporation, is actively engaged in the real estate profession as defined in Article III, Section I, of NAR's Constitution. 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, partner, or corporate officer of the entity.

(2) 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 Board on a form approved by the Board 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 Board within three (3) days of any change in status of licensees in a referral firm.

(3) 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.

(4) Membership dues shall be prorated for any licensee included on a certification form submitted to the Board who during the same calendar year applies for REALTOR® or REALTOR-ASSOCIATE® membership in the Board. 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 in such amount 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 NAR's Bylaws. (Amended 05/2017)

**NOTE:** The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to NAR for Institute Affiliate Members in the amount of one hundred and five dollars (\$105). NAR shall credit thirty-five dollars (\$35) 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 thirty-five dollars (\$35) amount will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the other board. NAR shall also credit thirty-five dollars (\$35) 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 boards 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.

(d) **Affiliate Members Dues.** The annual dues of each Affiliate Member shall be as established annually by the Board of Directors.

(e) **Public Service Members Dues.** The annual dues of each Public Service Member shall be as established annually by the Board of Directors.

(f) **Honorary Members Dues.** The annual dues of each Honorary Member, if any, shall be at the discretion of the

Board of Directors.

(g) **Student Members Dues.** The annual dues of each Student Member, if any, shall be at the discretion of the Board of Directors.

**Section 3. When Dues Are Payable.** Dues for all Members shall be payable annually in advance on the 15th day of November. Dues for new members shall be computed from the date of application and granting of provisional membership.

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

**Section 4. Nonpayment of Financial Obligations.**

(a) Dues are payable by November 15 of each year. Nonpaying members shall be terminated January 1. A reinstatement fee of one hundred dollars (\$100) will apply upon payment of dues after termination date.

(b) If fees, fines, or other assessments including amounts owed to the Board or the Board's Multiple Listing Service are not paid within ten (10) days after the due date, the nonpaying Member is subject to deactivation at the discretion of the Board as described under Article XI Dues and Assessments, Section 1 and MLS Rules & Regulations Section 2.20, 2.3. Two (2) months after the due date, membership of the nonpaying Member may be terminated at the discretion of the Board. 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. A former Member who has had their membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Board or any of its services, departments, divisions or subsidiaries may apply for reinstatement, after making payment in full of all accounts due as of the date of termination and any reactivation/reinstatement fees that may apply.

**Section 5. Deposits and Expenditures.** Deposits and expenditures of funds shall be in accordance with policies established by the Board of Directors.

**Section 6 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. All capital expenditures in excess of ten thousand dollars (\$10,000) shall be subject to approval of the Board of Directors.

**Section 7. Loans.** No loans shall be contracted on behalf of the Board and no evidence of indebtedness shall be issued in its name unless by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 8. Checks, Drafts.** All checks, drafts and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Board shall be signed by such officer or officers, agent or agents of the Board and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 9. Adjustment of Dues.** The amount of the dues established in this Article for each class of Membership includes the amount of annual dues per member payable to (1) WVAR and (2) NAR and (3) The Kanawha Valley Board of REALTORS®, Inc. All of these dues are collected together for efficient administration of the funds. In the

event that NAR and/or WVAR change the amount of their dues, then the Board of Directors of the Kanawha Valley Board of REALTORS®, without the approval of the Membership, shall have the power to increase the dues required in this Article by an amount equal to the changes made by the state or national organization.

**Section 10. Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members.** All dues, fees, fines, assessments, or other financial obligations to the Board or Board Multiple Listing Service shall be noticed to the delinquent Board Member in writing setting forth the amount owed and due date.

**Section 11.** The dues of REALTOR® Members who are REALTOR® Emeriti (as recognized by NAR), Past Presidents of NAR or recipients of the Distinguished Service Award shall be waived.

## ARTICLE XII - OFFICERS & DIRECTORS

### **Section 1. Officers.**

(a) The elective officers of the Board shall be President, President-Elect, Vice President, and shall be elected by the Members for the term of one (1) year, beginning on the first day of January of the calendar year for which they are elected to serve; provided, however, that the elected president elect shall automatically succeed to the presidency for a term of one (1) year, beginning on the first day of January of the calendar year following his term of office as president elect. The Vice President shall automatically succeed to the presidency elect for a term of one (1) year; and provided further, that the vice president shall have served as an officer or director for two (2) years prior to election to the vice presidency.

There shall be a Secretary and Treasurer, each of whom shall be appointed annually by the President and confirmed by the Board of Directors. One person may serve as both Secretary and Treasurer. Only REALTOR® Members shall be eligible to hold office as Secretary and/or Treasurer, and no person shall be eligible to hold such office unless the person holds an active real estate license from the West Virginia Real Estate Commission. The President shall not serve as Secretary. Note: Appointed positions are non-voting if the appointment is other than as a Director.

No Director shall serve more than two (2) consecutive terms in any one office.

Candidates for an officer position must have a minimum of two (2) years Real Estate experience as a director prior to being eligible to run.

(b) There shall be an Executive Vice President appointed by the Board of Directors, upon selection and recommendation of the Executive Committee. The Executive Vice President shall be the chief administrative officer of the Board. The Executive Vice President shall have such authority and shall perform such duties as prescribed by the Board of Directors.

**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. The Executive Vice President shall be the chief administrative officer of the Board, subject to the President. He/she shall work with the Board of Directors, but shall not be a director and shall not have the right to vote. It shall be the duty of the Executive Vice President to keep the records and carry on all necessary correspondence with WVAR and NAR.

**Section 3. Board of Directors.** The governing body of the Board shall be vested in a Board of Directors consisting of the President, President Elect, Vice President, Secretary, Treasurer, and nine (9) elected REALTOR® Members

representing the Board. Directors shall be elected to serve for terms of three years, except that in 2007, one-third of the elected Directors shall be elected for terms of one (1), two (2) and three (3) years, respectively, or for such lesser terms as may be necessary to complete the first cycle. Thereafter, as many directors shall be elected as are required to fill vacancies.

(a) No Director shall be elected to serve more than two (2) consecutive three-year (3-year) terms as a Director without a lapse of at least one (1) year.

(b) Candidates for a director position must have a minimum of two (2) years Real Estate committee experience prior to being eligible to run.

**Section 4. State Directors:** The Board shall be entitled to representation on the WVAR Board of Directors, in accordance with their respective policies and procedures. The Board's representatives on the WVAR Board of Directors shall be appointed by the Directors of the Kanawha Valley Board of REALTORS®. They shall appoint the number of Directors for each eligible position available for a two (2) year term, beginning on the first day of December of the calendar year for which they were appointed to serve. There are no term limits.

No more than two (2) REALTORS® from the same real estate firm may simultaneously serve as a WVAR Director.

A list of representatives must be submitted to WVAR by September 1<sup>st</sup> of each year.

If a state Director is absent from more than one (1) meeting in a calendar year, it shall be construed as a resignation of the position.

Candidates for Director shall meet the following criteria:

(a) Have at least two of the following:

- i. Service to local board as an Officer  
(President, President Elect, Vice President)
- ii. Local committee service for a minimum of two (2) years
- iii. State committee service for a minimum of two (2) years

(b) Service to local Board as a Director for a minimum of two (2) years

(c) Shall have been a REALTOR® for a minimum of five (5) years

## **Section 5. Election of Officers and Directors.**

(a) At least thirty (30) days before the annual election a nominating committee of five (5) REALTOR® Members shall be appointed by the President with the approval of the Board of Directors. The nominating committee shall select one or more candidates for each office and one or more candidates for each place on the Board of Directors to be filled. The report of the nominating committee shall be mailed, or where permitted by state law, electronically transmitted to each Member eligible to vote at least ten (10) days preceding the election. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least five (5) additional Members eligible to vote and reviewed by the nominating committee for qualifications. The petition shall be filed with the Secretary or EVP at least five (5) days before the election. The Secretary or EVP shall send notice of such additional nominations to all members eligible to vote before the election. Should no additional names be submitted to the committee and only one (1) member is running for each slot, the nominee will be declared winner by acclamation and no election will be held.

(b) Where permitted by state law, and in accordance with applicable state requirements, election of officers may

be conducted by electronic means, in accordance with procedures established by the Board of Directors.

(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 lot conducted by the President.

(d) There shall be a limitation on the number of directors from one company. Not more than two (2) persons employed or connected with a single real estate company shall serve as Directors at any one time. For the purposes of this section the words "real estate company" shall refer to any sole proprietorship, partnership or corporation engaged in the real estate business. If a Director transfers from one company to another, resulting in a company exceeding the limitation of Directors, his or her term shall end on December 31 of the year in which the transfer occurred.

**Section 6. Vacancies.** Vacancies among the elective officers and the Board of Directors shall be filled by a simple majority vote of the Board of Directors. The terms of those so appointed shall end on December 31 of the year in which they are appointed or until their successor is elected.

**Section 7. 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 with the President Elect if the President is the subject of the petition), 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 nor more than forty-five (45) days thereafter, a special meeting of the Board of Directors 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 Directors at least ten (10) days prior to the meeting, and shall be conducted by the President unless the President's continued service in office is being considered at the meeting. In such case, the President Elect will conduct the meeting. Provided a quorum is present, a three-fourths (3/4) vote of Directors present and voting shall be required for removal from office.

**Section 8. REALTOR® Membership Requirement.** No person except the Executive Vice President shall be or remain an Officer or Director unless that person is a REALTOR® Member in good standing of the Board.

## ARTICLE XIII - MEETINGS

**Section 1. Annual Meetings.** The annual meeting of the Board shall be held each calendar year, the date, place and hour to be designated by the Board of Directors.

**Section 2. Meeting of Directors.** The Board of Directors shall by resolution designate a date, time and place for regular meetings, and regular meetings may be conducted without further notice. Special meetings of the Board of Directors must be preceded by at least five (5) days' notice. A quorum for the transaction of business by the Board of Directors shall consist of a majority of the Directors.

Absence by an Officer or Director from three (3) regular meetings in a calendar year without an excuse deemed valid by the Board of Directors shall be construed as resignation by that Officer or Director. A letter from the Board of Directors shall be sent to the Officer or Director after their third missed meeting notifying them of their replacement.

**Section 3. Meetings of Members.** Meetings of the Members may be held at such other times as the President or the Board of Directors may determine, or upon the written request of at least five percent (5%) of the REALTOR® Members. Notice shall be given to every member entitled to participate in the meeting at least one (1) week preceding all meetings. If a special meeting is called, a statement of the purpose of the meeting shall accompany it.

**Section 4. Quorum for Membership Meetings.** A quorum for the transaction of business at general/or special meetings of the membership shall consist of five percent (5%) of the members eligible to vote.

**Section 5. Electronic Transaction of Business.** To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means.

**Section 6. Action without Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors or Members may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors or Members. All the approvals evidencing the consent shall be delivered to the *Executive Vice President* to be filed in the corporate records.

## ARTICLE XIV - 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 committees:

Bylaws and Board Policy Committee	Membership and Board Services Committee
Education Committee	MLS Committee
Executive Committee	Public Relations Committee
Finance Committee	Strategic Planning Committee
Forms Committee	Technology Committee

Each standing committee shall have a chairperson and vice chairperson. Their respective terms will automatically expire on December 31 of each year in which they serve as chairperson or vice chairperson, as the case may be. The President will appoint the chairperson, and the President Elect will appoint the vice chairperson of each standing committee, except Finance. The President will, by appointment, fill any vacancies of chairperson during his/her tenure.

**Section 2. Special Committees.** The President shall appoint, subject to confirmation by the Board of Directors, such special committees of Members as he/she may deem necessary.

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

**Section 4. Executive Committee.** There shall be an Executive Committee composed of all officers of the corporation, with the President as chair.

**Section 5. Finance Committee.** There shall be a Finance Committee composed of all officers of the corporation, with the Treasurer as chair.

**Section 6. Education Committee.** Responsible for the coordination of all educational activities of the Board, with the exception of Membership meetings. The Chairman shall work directly with the President and the Board of Directors, as well as the Executive Officer, in the development of special seminars or any other matters which pertain to the educational development of special seminars or any other matters which pertain to the education needs of the Board. The objective is to ensure all members are provided quality education, including required C.E.

**Section 7. Strategic Planning Committee.**

The Strategic Committee will be made up of seven (7) members serving staggered terms three-year (3-year) terms, with two (2) members being appointed every year. The President Elect will automatically be appointed to serve as chair.

The Strategic Plan will be included in the Director's Orientation each year. The Board of Directors shall review the Plan's progress and receive a report by the Strategic Planning Committee at the Board's June meeting.

**Section 8. MLS Committee:** Reserved. See Article XVIII. Multiple Listing

**Section 9. Forms Committee:** The Forms Committee will be composed of a variety of members, including brokers, agents and member(s) of the MLS Committee. These members will be appointed by the Board of Directors. Duties will be to review all forms and suggest improvements. These revisions will be presented to the Board of Directors for approval, then forwarded to the Board's Attorney for review, then back to Board for final implementation.

**Section 10. MBS Committee**

The overall purpose of this committee is to develop and implement programs which assist KVBR, Board of Directors or staff to promote the advantages of membership. Responsible for the coordination of all Membership meetings.

**Section 11. Quorum.** A quorum for the transaction of business at a meeting of a committee shall consist of a majority of the committee members.

**Section 12. President.** The President shall be ex officio member of all standing and special committees and shall be notified of their meetings.

**Section 13. Action Without Meeting.** Any committee may act by unanimous consent in writing without a meeting.

**Section 14. 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.

**Section 15. Vacancies.** Vacancies in unexpired terms of Committee members shall be filled as in the case of original appointees.

**Section 16. Attendance.** If any Committee member who fails to attend three (3) regular or special meetings of the Committee, without excuse acceptable to the Chairperson of the Committee, then the President has the right to

remove said committee member upon his/her discretion.

## ARTICLE XV - FISCAL AND ELECTIVE YEAR

**Section 1.** The fiscal year of the Board shall be January to December.

**Section 2.** The elective year of the Board shall be January to December.

## ARTICLE XVI - RULES OF ORDER

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

## ARTICLE XVII - AMENDMENTS

**Section 1.** These Bylaws may be amended by majority vote of the REALTOR® 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, except that the Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy. Article IX may be amended only by a majority vote of all REALTOR® Members.

**Section 2.** Notice by **electronic or regular** mail of all meetings at which amendments to the Bylaws are to be considered, shall be given to every REALTOR® Member at least one (1) week prior to the time of the meeting.

**Section 3.** Amendments to these Bylaws affecting the admission or qualification of REALTOR® Members and Institute Affiliate Members, the use of the term "REALTOR®" and "REALTORS®" or any alteration in the territorial jurisdiction of the Board shall become effective upon approval by NAR's Board of Directors.

## ARTICLE XVIII - DISSOLUTION

**Section 1.** Upon dissolution of this Board, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to WVAR or, within its discretion, to any other non-profit, tax-exempt organization with similar purposes.

## ARTICLE XIX - MULTIPLE LISTING

**Section 1. Authority.** The Board shall maintain for the use of its Members a Multiple Listing Service which shall be subject to the Board's Bylaws and such rules and regulations as may be hereinafter adopted by the Board.

**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).

**Section 3. Supervision.** The operation of the Multiple Listing Service shall be supervised by the Multiple Listing Committee subject to the approval and authority of the Board of Directors. In adopting, deleting or amending any Rules, Regulations or policy statements of the Multiple Listing Service, the Board shall give due consideration to the wishes and recommendations of the active Participants in the Multiple Listing Service.

**Section 4. Governing Documents.** The Board of Directors shall cause the Multiple Listing Service established pursuant to this Article to conform to its Corporate Charter, Constitution, Bylaws, Rules, Regulations, Policies, Practices, and Procedures, to NAR's Constitution, Bylaws, Rules, Regulations, and Policies.

**Section 5. Participation.** Any REALTOR® Member of this or any other Board who is a principal, partner, or corporate officer, or branch 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 broker's license and offer or accept compensation to and from other Participants who 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 a Board Multiple Listing Service is strictly limited to the activities authorized under a Participant licensure(s) or certification and unauthorized users are prohibited. Further, none of the foregoing is intended to convey "Participation" or "Membership" or any right of access to information developed or published by a Board Multiple Listing Service where access to such information is prohibited by law.

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

The key is that the Participant or potential Participant actively endeavors to make or accept offers of cooperation and compensation with respect to properties of the type that are listed on the MLS in which participation is sought. This requirement does not permit an MLS to deny participation to a Participant or potential Participant that operates a Virtual Office Website ("VOW") (including a VOW that the participant uses to refer customers to other Participants) if the Participant or potential Participant actively endeavors to make or accept offers of cooperation and compensation. An MLS may evaluate whether a Participant or potential Participant "actively" endeavors during

the operation of its real estate business" to "offer or accept cooperation and compensation" only if the MLS has a reasonable basis to believe that the Participant or potential Participant is in fact not doing so. The membership requirement shall be applied on a nondiscriminatory manner to all Participants and potential Participants.

(a) 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 ninety (90) 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.

**Section 6. Access to Comparable and Statistical Information.** Board Members who are actively engaged in real estate brokerage, management, appraising, land development or building, but who do not participate in the MLS, are nonetheless entitled to receive, by purchase or lease, information other than current listing information that is generated wholly or in part by the MLS including "comparable" information, "sold" information and statistical reports. This information is provided for the exclusive use of Board Members and individuals affiliated with Board 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 MLS Rules and Regulations. Board Members who receive such information, either as a Board service or through the Board's MLS, are subject to the applicable provisions of the MLS Rules and Regulations whether they participate in the MLS or not.

**Section 7. Subscribers.** Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with Participants.

**Section 8 Appointment of Committee.** The President shall appoint, subject to the confirmation of the Board of Directors, a Multiple Listing Committee of eleven (11) REALTOR® members, of which at least six (6) shall be Brokers. All members of the committee shall be Participants in multiple listing except, not more than five (5) Committee Members may be appointed from among REALTORS®. The committee members so named shall serve staggered terms of two (2) years each. Among the eleven (11) committee members, the Chairperson is to be designated by the President and Vice Chairperson is to be designated by the President Elect subject to Board approval.

- a) No committee member shall serve more than two (2) consecutive terms.
- b) No more than two (2) REALTORS® from the same real estate firm may simultaneously serve on the committee.

**Section 9 Vacancies.** Vacancies in unexpired terms shall be filled as in the case of original appointees.

**Section 10 Attendance.** Any committee member who fails to attend three (3) regular or special meetings of the committee, without excuse acceptable to the chairperson of the committee, shall be deemed to have resigned from the committee and the vacancy shall be filled as herein provided for original appointees.