

RESTATED BYLAWS OF THE SPOKANE ASSOCIATION OF REALTORS®

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, being the President and Secretary of the SPOKANE ASSOCIATION OF REALTORS®, a Washington nonprofit corporation (hereinafter referred to as "Association"), for the purpose of amending and restating the Bylaws of the Association, do hereby certify that these Restated Bylaws were duly adopted in accordance with the Washington Nonprofit Corporation Act (Chapter 24.0303A of the Revised Code of Washington) and supersede the original Bylaws of the Association and all amendments to them; and the undersigned therefore certify and adopt the following Restated Bylaws:

ARTICLE IV Membership

Section 4.2 Membership Meetings. Meetings of the members shall be held at such times and places as the President or the Board of Directors may from time to time designate. The annual meeting of the membership shall be held on such date each year as the Board of Directors shall designate. Special meetings of the membership may be called by the President, the Board of Directors, or if at least ten percent (10%) of the REALTOR® members of the Association shall make written application therefore to the Secretary of the Association stating the purpose of the meeting called. In addition to the business meetings of the membership, educational, informational or meetings of the membership may be held at such times and place as the President or the Board of Directors may from time to time designate. The Board of Directors may host meetings by one or more means of remote communication through which members not physically present may simultaneously participate in the meeting, vote on matters submitted to the members, pose questions, and make comments. For any meeting at which one or more members may participate by means of remote communication, the Board of Directors shall provide complete instructions for participating in the meeting by remote communication.

Section 4.3 Voting. Each REALTOR® member shall be entitled to cast one vote on each matter submitted to a vote of the membership. No other class of member shall be entitled to vote. In the election of directors each REALTOR® member shall be entitled to as many votes as there are then directorships to be filled, but

no member may give more than one vote to any single nominee, the right to cumulative voting being expressly denied with respect to all elective positions. No person shall vote as proxy unless such person is a REALTOR® member of this Association or its Chief Executive Vice President Officer and such person presents to and files with the Secretary of this Corporation written authority to vote as proxy, signed by the REALTOR® member whom such person represents. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise expressly provided in the proxy. Votes may be cast via electronic transmission if the Association complies with the requirements of RCW 24.03-08503A.430 through 24.03A.480 or successor statute. (s). REALTOR® members voting by electronic transmission are present for all purposes of quorum, count of votes and percentages of total voting power present. Procedures for voting for officers and directors of the Association and procedures for voting in respect of any proposed amendment or amendments of these Bylaws shall be as hereinafter set forth in these Bylaws.

(a) The vote allocated to a member may be cast by a ballot if the Board of Directors delivers a ballot to every member entitled to vote on the matter and the number of ballots returned equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting. All requests for votes by ballot must (i) indicate the number of responses needed to meet the quorum requirements, (ii) state the percentage of approvals necessary to approve each matter, and (iii) specify the time by which a ballot must be received by the Board of Directors to be counted, which shall not be less than ten (10) days after the ballot is delivered to the member. Each ballot must (A) be in the form of a written or electronically transmitted record, (B) set forth each proposed action, and (C) provide an opportunity to vote for or against each other proposed action. Once a member submits a ballot to the Association, such ballot may not be revoked.

Section 4.4 Quorum. The REALTOR® members present in person at any meeting of the membership shall constitute a quorum. The affirmative vote of a majority of the REALTOR® members present at a meeting of the membership shall be the act of the membership, unless the vote of a greater number is required by statute of these Bylaws. If any meeting cannot be organized because a quorum has not attended, the members present, in person, remote or by proxy, may adjourn the meeting to a time not less than twenty-four (24) hours

from the time the original meeting was called. When a meeting that has been adjourned for lack of a quorum is reconvened, those members present, although less than a quorum, nonetheless constitute a quorum.

Section 4.5 Notice. Notice of business meetings of the membership may be given (i) by written notice placed in the United States mail, postage prepaid, addressed to each REALTOR® member at the address of each such member appearing in the records of the Association; (ii) by publication in any official publication of the Association or (iii) electronic transmission if the Corporation complies with the requirements of RCW 24.03.009 ~~or successor statute. Such notice shall be given not less than ten, nor more than fifty (50) days before the date of the meeting~~03A.410 or successor statute. If notice is electronically transmitted, it will be deemed to have been received when it is sent to the email address given by such person to the Secretary even if no individual is aware of its receipt. Such notice shall be given not less than ten (10), nor more than sixty (60) days before the date of the meeting. Notice of a special meeting shall include the date, time, and place of the special meeting and a description of the purpose for which the meeting is called. Whenever notice would otherwise be required to be given to a member, the notice need not be given if notice of two (2) consecutive annual meetings, and all notices of meetings during the period between those two (2) consecutive annual meetings, have been returned undeliverable or could not be delivered. If a member delivers to the Secretary a notice setting forth the member's then current address, then the requirement that notice be given to that member is reinstated.

ARTICLE V

Qualification and Election for Membership

Section 5.3 Election of Members. The procedure for election to membership shall be as follows:

- (b) The Chief Executive ~~Vice President~~Officer (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership.
- (c) If the Board of Directors determines that the application should be rejected, it shall record its reasons with the Chief Executive ~~Vice President~~Officer (or duly authorized designee). If the Board of Directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the association for a declaratory judgment by a court of competent

jurisdiction of a final judgment declaring that the rejection violate no rights of the applicant.

ARTICLE

XI

Directors

Section 11.5 Meeting of Directors. The regular and special meetings of the Board of Directors shall be held at such time and place as the President may from time to time designate. Meetings of the Board of Directors shall be held upon the call of the President or upon the call of any five (5) of the directors. All directors may participate in a regular or special meeting, or conduct the meeting through the use of, one or more means of remote communication through which all of the directors may simultaneously participate with each other during the meeting. A director participating in a meeting by this means is considered present in person at the meeting. For any meeting at which one (1) or more directors may participate by means of remote communication, notice of the meeting must provide complete instructions for participating in the meeting by remote communication.

Section 11.6 Notice. Regular meetings of the Board of Directors may be held without notice. Notice of any special meeting of the Board of Directors shall be given by written notice (i) placed in the United States mail, postage prepaid, addressed to each director at the address appearing in the records of the Association; (ii) sent to each director by facsimile transmission at the number appearing in the records of the Association; (iii) by publication in any official publication of the Association, mailed or published not less than three (3) days before such meeting or (iv) by electronic transmission if the ~~Corporation~~ Association complies with the requirements of RCW 24.03.00903A.555 or successor statute. If notice is electronically transmitted, it will be deemed to have been received when it is sent to the email address given by such person to the Secretary even if no individual is aware of its receipt. Notice of a special meeting shall be given not less than forty-eight (48) hours before the date of the meeting and shall include the date, time, and place of the special meeting and a description of the purpose for which the meeting is called. In the case of an emergency, the President may prescribe a shorter notice to be given telephonically or in person. Notice of any meeting of the Board of Directors may be waived in writing at any time.

ARTICLE XIII Election Procedures

Section 13.3 Elections. All elections shall be conducted in the manner herein provided. All qualified nominees for all elective positions to be filled shall be balloted simultaneously. Each REALTOR® member shall have the right to vote for as many persons as there are elective positions to be filled. Elections shall be by written or electronically transmitted ballot, not by voice vote. Elections shall be conducted as follows:

- (a) Ballots. A ballot containing the names of all qualified nominees for the elective positions to be filled at the annual meeting of the membership shall be mailed or delivered to each of the REALTOR® members of the Association not less than fifteen (15) days prior to the annual meeting of the membership. Ballots shall be submitted by the REALTOR® members of the Association by mail or delivery thereof to the Chief Executive Vice President Officer of the Association and to be effective must be received by the Chief Executive Vice President Officer not later than the close of business on the day before the date of the annual meeting of the membership. Any ballot received by the Chief Executive Vice President Officer after the close of business on the day before the annual member meeting of the year shall be of no force or effect. Once a member submits a ballot to the Association, such ballot may not be revoked.

Delivery of ballots may be accomplished via electronic transmission, if the Corporation complies with the requirements of RCW 24.03.00903A.455 and RCW 24.03.08503A.480 or successor statutes.

ARTICLE XIV Multiple Listing Service

Section 14.5 MLS Participants Committee. The membership of the MLS Participants Committee shall be comprised of all of the MLS Participants and the President of the Association. The committee shall meet at least once per calendar year and more often at the discretion of the Committee Chairperson or upon the written request of ten (10) committee Committee members. A Each year the members of the MLS Participants Committee shall elect a Chairperson-Elect shall be elected by to serve as Chairperson of the MLS Participants Committee for each year, who shall serve as Chairperson for the following year. If, however, the position of

Chairperson- Elect is vacant at the time of the annual election by the members of the MLS Participants Committee, shall elect both a Chairperson and a Chairperson- Elect ~~shall then be elected by the MLS Participants Committee. Each committee.~~ Each member of the MLS Participants Committee shall have one vote at the Committee meetings for the each election of itsa Chairperson-Elect, and, if the office of Chairperson is then vacant, one vote for the each election of itsa Chairperson. The members Each member of the MLS Participants Committee shall will be categorized in four (4) assigned to one (1) of three (3) divisions within the MLS Participants Committee, with each division comprised of approximately thirty-three percent (33%) of members of the MLS Participants Committee. The MLS Steering Committee shall assign any new Committee member to a division and on the an annual basis of the, may reassign Committee members to divisions, based on the number of licensees receiving service from the MLS on September 1 of each such calendar year. The division sizes shall be in such amount as is established, from time to time, by the MLS Steering Committee and approved by the Board of Directors must approve of the Spokane Association number of REALTORS®, keeping Committee members assigned to each division close to twenty-five percent (25%) of the membership.

Section 14.6 MLS Steering Committee. The MLS Steering Committee shall be comprised of the Chairperson, the Immediate Past Chairperson ~~and~~, the Chairperson-Elect of the MLS Participants Committee, the President of the Association, and eight (8) additional committee Committee members who are MLS Participants. ~~Two (2) such additional committee members shall be elected by each of the four (4) divisions of the MLS Participants Committee. Each committee member of each such division of the MLS Participants Committee shall have as many votes in the election of the, voting separately, shall elect two (2) of the additional Committee members (i.e., six (6) additional Committee members of will be elected in this manner, each of which is referred to below as a "division" member of the MLS Steering Committee to be elected by such division as there are) and all three (3) divisions of the MLS Participants Committee, voting collectively, shall elect the remaining two (2) additional Committee members (each of which is referred to below as an "at large" member of the MLS Steering Committee then to be elected by such divisions, but no member).~~ Each member of the MLS Participants Committee will have one vote for each division member of the MLS Steering Committee to be elected by such member's division, and one vote for each at large member of the

MLS Steering Committee, but no person may vote more than once for any one nominee, cumulative voting being expressly denied. ~~The members~~Members of the MLS Steering Committee ~~elected by each of said divisions~~ shall serve ~~a term~~staggered terms of two (2) years,; with one ~~member of the MLS Steering Committee to be elected each year by~~ of each division ~~of the MLS Participants Committee with exception of Division Four. The first year of inception~~member and one at large member elected in even years and one of each division member and one at large member elected in odd years. The foregoing notwithstanding, for the first election following the adoption of these ~~revised~~ Bylaws, ~~Division Four all eight (8) additional MLS Steering Committee members~~ shall ~~have two members~~be elected ~~with~~and the Board of Directors shall determine which individuals shall serve one ~~(1) member serving a one~~-year ~~term~~terms and ~~one (1) member serving a~~which individuals shall serve two ~~(2) -year term~~terms. The Chairperson of the MLS Participants Committee shall serve as Chairperson of the MLS Steering Committee. The MLS Steering Committee shall meet at least once per calendar quarter and more often at the discretion of the Chairperson or upon written request of the President or Board of Directors of the Association. Each member of the MLS Steering Committee shall have one vote at the Committee meetings.

ARTICLE XVI

Chief Executive ~~Vice President~~Officer

Section 16.1 Appointments. The Board of Directors shall select, appoint and determine the terms of employment of the Chief Executive ~~Vice President~~Officer of the Association.

Section 16.2 Authority and Duties. ~~The Executive Vice President shall be the Chief Executive of the Association.~~ Subject to the control of the officers and the Board of Directors of the Association, the Chief Executive ~~Vice President~~Officer is granted the power to supervise and control the ordinary business affairs of the Association. The Chief Executive ~~Vice President~~Officer shall have the authority to appoint or discharge such employees and agents of the Association as the Chief Executive ~~Vice President~~Officer may deem necessary and advisable and prescribe their powers, duties and compensation, and to delegate authority to them. The Chief Executive ~~Vice President~~Officer shall be responsible for implementation of all policies adopted by the Board of Directors. In all cases of dispute of authority or uncertainty of the proper interpretation of the Bylaws,

Policies of the Association, or Rules and Regulations of the Association, the decision of the Chief Executive ~~Vice President~~Officer shall be governing until a ruling may be rendered by the Board of Directors or appropriate Committee of the Association. In addition to the foregoing, the Chief Executive Officer shall be responsible to maintain the physical assets of the Association, work with the Budget and Finance Committee to prepare the annual budget, and make recommendations for amendments to the governing documents to the Board of Directors.

ARTICLE XX
Amendments

Section 20.2 Notice. Notice of all meetings at which amendments are to be considered shall be given to each REALTOR® member in the manner herein provided at least ~~thirty~~ten (10) days prior to the meeting.

ARTICLE XXI
Dissolution

Upon the dissolution or winding-up of the affairs of the Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets in accordance with the Articles of Incorporation of the Association. To voluntarily dissolve the Association, the Board of Directors must adopt a resolution recommending that the Association be dissolved and submit the dissolution to a member vote. The Association must give notice to all members, whether or not they are entitled to vote on dissolution, of the member meeting to consider dissolution. The members entitled to vote on dissolution must approve the dissolution by a majority of the members at a meeting where a quorum is present.