CONSTITUTION

IDAHO ASSOCIATION of REALTORS®, INC.
dba IDAHO REALTORS®
October 8, 2020

Our members pledge to give homeowners and investors dependable advice and service. As *the voice for Real Estate,* the Idaho REALTORS® support and educate our members to enhance their professionalism and success. We provide resources to REALTORS® to conduct their business with integrity and competency while adhering to the REALTOR® Code of Ethics. We strive to protect private property rights, promote equal housing opportunity and preserve the American Dream of homeownership.

ARTICLE I
Name

SECTION 1. The name of this organization shall be the Idaho Association of REALTORS®, Inc. dba Idaho REALTORS® and its duration shall be perpetual.

ARTICLE II
Objectives

SECTION 1. The objectives for which the Idaho REALTORS® is organized are:

FIRST: To unite local Boards/Associations of REALTORS®, (hereinafter referred to as Boards/Associations) their members and REALTOR® members in the State of Idaho for the purpose of effectively exerting a combined influence upon matters affecting real estate, to elevate the standards of the real estate business throughout the state and the professional conduct of persons engaged therein.

SECOND: To promote and maintain the high standards of conduct in the transaction of the real estate business set forth in the Code of Ethics of the National Association of REALTORS®, Inc., and to enforce the Code.

THIRD: To advance the civic development and economic growth of the State of Idaho, and to that end to cooperate with all organizations having similar objectives.

FOURTH: To inform the public of the advantages of transacting business with REALTORS®, and to encourage the use by members of the term REALTOR® and the emblem seal, which hereby designates a person or persons engaged in the real estate business who is a board member or individual member of the National Association of REALTORS®.

FIFTH: To make all necessary rules and regulations for admission to membership and the continuance of membership in the Association.

ARTICLE III
Governance

SECTION 1. The governance of the Idaho REALTORS® shall be vested in a Board of Directors and administered as enumerated in the Idaho REALTORS® Bylaws. The Board of Directors shall be the trustees of the affairs of the Idaho REALTORS® for the benefit of the members.

ARTICLE IV
Election of Officers

SECTION 1. The Officers of the Idaho REALTORS® shall be elected at the annual meeting by the constituencies established, and pursuant to the procedures, stated in the Bylaws.

ARTICLE V
Income and Liability

SECTION 1. The sources of the Idaho REALTORS® revenue and income shall be dues, fees and contributions from its members and others, assessed for the privileges of membership and the enjoyment of the advantages of association. The liability of members for the debts of the Idaho REALTORS® shall be limited to the amount of their dues, fees, and contributions which shall be owing and unpaid.

ARTICLE VI
Location

SECTION 1. The location of the principal office of the Idaho REALTORS® shall be and is the City of Boise, County of Ada, State of Idaho.

ARTICLE VII
Amendments

SECTION 1. This Constitution may be amended by a two-thirds affirmative vote of the Board of Directors ratified by two-thirds of the REALTOR® members voting at any properly noticed meeting, including REALTOR® members having cast absentee ballots in accordance with the Bylaws.

SECTION 2. Thirty (30) day advance written notice of the substance of any proposed amendment shall first have been sent electronically or by direct mail to each REALTOR® Director and member eligible to vote; except that the Board of Directors may, at any regular or special meeting of the Board of Directors, without ratification from the members and without advance notice, approve amendments to this Constitution which are mandated by NAR policy.

BYLAWS

IDAHO ASSOCIATION of REALTORS®, INC.
dba IDAHO REALTORS®
October 4, 2024

ARTICLE I
Name

SECTION 1. The name of this organization, as established in the Constitution shall be the Idaho Association of REALTORS®, Incorporated, dba Idaho REALTORS® hereinafter referred to as the Idaho REALTORS® or the Association. The Executive Committee of the Idaho REALTORS® is responsible for developing a strategic plan. The document will include the mission, vision, objectives, and strategic actions of the association. The Board of Directors will review and approve the plan during one of the bi-annual meetings. [*Amended 2022*]

ARTICLE II
Membership Classes

SECTION 1. The members of the Idaho REALTORS® shall consist of the following classes: (1) Member Boards/Associations; (2) Board/Association members; (3) REALTOR® members; (4) Institute Affiliate members; (5) Affiliate members; (6) State Affiliate members; (7) Sponsors; (8) Honorary members; (9) Emeritus members; and (10) At-Large members. [*Amended 2022*]

SECTION 2. A Member Board–shall be an association chartered by the National Association of REALTORS® within the state of Idaho. All the REALTOR® and REALTOR-ASSOCIATE® members who hold primary membership in the association shall hold membership in the Idaho REALTORS® and in the National Association of REALTORS®. Individuals shall be accepted into REALTOR® membership in the Idaho REALTORS® when they become members of a primary local Board/Association of REALTORS® and the Idaho REALTORS® dues and the dues of the National Association of REALTORS® are paid. [*Amended 2020, 22*]

SECTION 3. A Board/Association member shall be either a REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate member of a Member Board/Association in good standing. [*Amended 2020*]

SECTION 4. REALTOR® Members, whether primary or secondary shall be:

(a) 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, who maintain or are associated with an established real estate office shall supply evidence satisfactory to the Idaho REALTORS® that he/she is actively engaged in the real estate profession. [*Amended 2020*]

(b) **Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers, in order to qualify for Idaho REALTORS® membership, shall at the time of application, be associated either as an employee or an independent contractor with a designated REALTOR® member of the Idaho**

REALTORS® or a designated REALTOR® member of another association (if a secondary member). This includes maintaining a current and 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, having no record of official sanctions involving- unprofessional conduct, agrees to 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. [*Amended 2020, 2024*]

(c) All persons who are actively engaged in the real estate profession shall qualify for Idaho REALTOR® membership, and each is required to hold REALTOR® membership if the Designated Broker holds membership with Idaho Association of REALTORS unless otherwise qualified for Institute Affiliate membership or as a secondary member, per NAR's Board of Choice policy. Failure to comply will result in termination of the office's REALTOR® membership status. [*Amended 2024*]

(d) 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 association in which one of the firm's principals holds REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate membership.

(e) *Primary and Secondary REALTOR® Members***:** An individual is a primary member if the association pays state and National dues based on such member. An individual is a secondary member if state and National dues are remitted through another association. One of the principals in a real estate firm must be a designated REALTOR® member of the association in order for licensees affiliated with the firm to select the association as their "primary" association. **A REALTOR® member shall be any individual engaged in the real estate profession as a principal, partner, corporate officer, or branch office manager acting on behalf of the firm's principal(s), and licensed or certified individuals affiliated with said REALTOR® member whose place of business is located in an area outside the jurisdiction of any Member Board who meets the qualifications for REALTOR® membership established below. Secondary REALTOR® membership shall also be available to individuals who hold primary membership in an association in another state and who desire to obtain direct membership in the state association without holding membership in a local association in the state.** [*Amended 2024*]

(1) The Idaho REALTORS® will also consider the following in determining an applicant's qualifications for REALTOR® membership:

- All final findings of Code of Ethics violations and violations of other membership duties in any other association within the past three (3) years
- Pending ethics complaints; or hearings
- Unsatisfied discipline pending
- Pending arbitration requests; or hearings
- Unpaid arbitration awards or unpaid financial obligations to any other association or association MLS

(2) The Board of Directors, or its appointed designee, shall review and act on all application for membership. An application may not be rejected without providing the applicant with an opportunity to appear before the Board of Directors to make such statements as he/she deems relevant. If the Board of Directors determines that the application should be rejected, it shall record its reasons with the secretary. If the Board of Directors believes that denial of membership

to the applicant may become the basis of litigation and a claim of damages by the applicant, it may specify that denial become effective upon entry in a suit by the Idaho REALTORS for declaratory judgment by a court of competent jurisdiction of a final judgment declaring the rejection violates no rights of the applicant.

(3) **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 mediate and then arbitrate pursuant to Article 17 of the Code of Ethics and the payment of Idaho REALTORS® dues as established pursuant to these Bylaws. 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 established in these Bylaws.**

(4) Any REALTOR® Member of the Idaho REALTORS® may be disciplined by the Board of Directors for violations of these Bylaws, the Code of Ethics, or other duties of membership, after a hearing as described in the Code of Ethics and Arbitration Manual of the Association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the National Association of REALTORS® as set forth in the Code of Ethics and Arbitration Manual of the National Association.

(5) In any action taken against a REALTOR® member for suspension or expulsion under these Bylaws, 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 of Article XI shall apply.

(f) *Franchise REALTOR® Membership***.** Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions and the commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR *Constitution and Bylaws*. Such individuals shall enjoy all of the rights, privileges, and obligations of REALTOR® membership (including compliance with the Code of Ethics) except: obligations related to association-mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the local association, State Association, and National Association.
[*Amended 2022*]

SECTION 5. 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 or REALTOR-ASSOCIATE® membership, subject to payment of applicable dues for such membership.

SECTION 6. Affiliate members shall be other individuals or firms who, while not engaged in the real estate profession as defined in Article II of these Bylaws, have interest requiring information concerning real estate, and are in sympathy with the objectives of the Association. Affiliate members shall be engaged in a business directly relating to the real estate industry, such as, but not limited to banking, title, construction, etc. Affiliate members may or may not also affiliate with local boards and associations pursuant to local rules. Individuals or firms that are associated at a local level need not also become Affiliate members at the state level.

SECTION 7. State Affiliate members shall be non-profit organizations with formal governing documents and state membership and/or jurisdiction on a statewide basis. Affiliate member's dues are established pursuant to Article IV, Section 6 of these Bylaws.

SECTION 8. Sponsors shall be businesses or individuals not engaged directly in any aspect of the real estate industry but are supportive of local Boards/Associations of REALTORS® such as service vendors. Sponsor members of local Boards/Associations are not required to hold any form of membership in the Idaho REALTORS®.

SECTION 9. Honorary members shall be individuals other than those engaged in the real estate business who have contributed notably to the Idaho REALTORS® and/or the real estate industry as a whole.

SECTION 10. Emeritus members shall be any member who has held membership in the Idaho REALTORS® for 40 years and provides a completed copy of the NAR certification form. They must also have served a minimum of 24 months on the Idaho REALTORS® Board of Directors, an Idaho REALTORS® Committee or a combination of both. All those who qualify for Emeritus status will have their State membership dues waived and will be recognized at an appropriate general membership and/or Board of Directors meeting. [*Amended 2024]*

SECTION 11. An At-Large member shall be a licensee whose office is located in an area having no organized local Board/Association of REALTORS®. Such a member may be taken into REALTOR® membership in the Idaho REALTORS® when dues for the State and National Association of REALTORS® are paid. [*Amended 2022, 2024*]

ARTICLE III
Membership

SECTION 1. Privileges of Members: A REALTOR® member shall have the right to use the term "Member of the Idaho REALTORS®." and shall be entitled to use the term and service mark denoting "REALTOR®" in accordance with usage guidelines determined and amended from time to time by the National Association of REALTORS®. An Affiliate member shall have the right to use the term "Affiliate member of the Idaho REALTORS®," but shall not be entitled to refer to him/herself as a REALTOR® unless he/she is a member of the National Association of REALTORS®. REALTOR® members, whether primary or secondary, in good standing whose financial obligations to the association are paid in full shall be entitled to vote and to hold elective office in the association; may use the terms REALTOR® and REALTORS®; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the association and the real estate profession. [*Amended 2022*]

ARTICLE IV
Dues

SECTION 1. **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 association upon final approval of the application**. The annual dues shall be as established by the Board of Directors from time to time with respect to each class of members as described in Article II. The annual dues shall not be increased more than once during any fiscal year except upon approval by the Idaho REALTORS® in a manner consistent with the requirements for amending these Bylaws as provided in Article XV. All annual dues are due to the Idaho REALTORS® on or before January 1 for each calendar year.

SECTION 2. The annual dues of each Member Board/Association as defined in Article II of these Bylaws shall be an amount established by the Board of Directors times the number of REALTOR® and REALTOR-ASSOCIATE® members who hold primary membership in the Board/Association plus an amount established by the Board of Directors times the number of real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with REALTOR® members of the Board/Association who are not themselves REALTOR®, REALTOR-ASSOCIATE®, or Institute

Affiliate members. In calculating the dues payable by a Member Board/Association, nonmembers as defined in the preceding sentence, shall not be included in the computation of dues if dues have been paid in another Board/Association® in the State or a state contiguous thereto, provided the Board/Association notifies the State Association in writing of the identity of the Board/Association to which dues have been remitted. [*Amended 2020*]

SECTION 3. The annual dues of each Designated REALTOR® member shall be in such amount as established annually by the Board of Directors, plus an additional amount to be established annually by the Board of Directors times the number of real estate salespersons and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® member, and (2) are not REALTOR® members of any association in the state or a state contiguous thereto or Institute Affiliate members of the association. In calculating the dues payable to the association by a designated REALTOR® member, non-member licensees as defined in (1) and (2) of this paragraph shall not be included in the computation of dues if the designated REALTOR® has paid dues based on said non-member licensees in another association in the state or a state contiguous thereto, provided the designated REALTOR® notifies the association in writing of the identity of the association to which dues have been remitted. In the case of a designated REALTOR® member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this association.

A REALTOR® member of a Member Board shall be held to be any member who has a place or places of business within the state or a state contiguous thereto and who, as a principal is actively engaged in the real estate profession as defined in Article III, Section 1 of the Constitution of the NATIONAL ASSOCIATION OF REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business provided that such licensee is not otherwise included in the computation of dues payable by the principal of the entity.

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

a. **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.**

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

SECTION 4. The annual dues of REALTOR® members other than the designated REALTORS® shall be as determined annually by the Board of Directors.

The annual dues of each Institute Affiliate member shall be as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®. The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate members which is $105. The National Association shall credit $35.00 to the account of a local Board/Association for each Institute Affiliate member whose office address is within the assigned territorial jurisdiction of that association. However, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the $35.00 amount will be credited to the COB, unless the Institute Affiliate member directs that the dues be distributed to the other board. The National Association shall also credit $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 and State Associations may not establish any additional entrance, initiation fees or dues for Institute Affiliate members. However, they may provide service packages to which Institute Affiliate members may voluntarily subscribe.

SECTION 5. Upon payment to the Idaho REALTORS® of the dues required under this Article, each REALTOR® member of Member Boards/Associations within the State, and each REALTOR® and Institute Affiliate member from areas not within the jurisdiction of a Member Board/Association within the state shall be deemed a REALTOR® or Institute Affiliate member, as the case may be, in good standing of the Idaho REALTORS®.

SECTION 6. The annual dues of each State Affiliate member shall be an amount established by the State Board of Directors and shall be collected annually by the Idaho REALTORS®. [*Amended 2022*]

SECTION 7. By January 1 of each year, Member Boards/Associations shall file with the Idaho REALTORS®, in such format as mutually agreed upon by the Idaho REALTORS® and the Member Board/Association, an alphabetical list sorted by last name; including NAR membership number and IREC issued license number of its REALTOR®, Institute Affiliate, and Affiliate members and the real estate salespersons and licensed and certified appraisers employed by or affiliated as independent contractors with such REALTOR® members, certified by the President and Secretary of the Member Board/Association, and that Member Board/Association shall pay dues for the current year on the basis of such list. On a monthly basis, the Member Board shall report to the State the alphabetical list sorted by last name; including NAR membership number and IREC issued license number and addresses of REALTOR®, Institute Affiliate, and Affiliate members dropped or enrolled during the preceding month. Dues shall be computed from the date of application and granting of provisional membership. [*Amended 2021*]

SECTION 8. In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is dropped for nonpayment of Board dues, and that individual remains with a designated REALTOR® firm, the dues obligation of the designated REALTOR®" will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from the first day of the current fiscal year and are payable within 30 days of the notice of termination.

SECTION 9. If dues, fees, fines, or other assessments including amounts owed to the Board are not paid within 15 days after the due date, the nonpaying member and the Designated REALTOR® are subject to suspension at the discretion of the Executive Committee. If payment is not received 45 days after the due date, membership services of the nonpaying member and their Designated REALTOR® will be terminated at the discretion of the Executive Committee. 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 Executive Committee. 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 in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination, including an additional $100 reinstatement fee. The Designated REALTOR® must also pay a $100 reinstatement fee. In the event a sales licensee, or licensed or certified

appraiser who holds REALTOR® or REALTOR-ASSOCIATE® membership elects to drop their membership and then rejoins the Member Board/Association the following calendar year, a $100 reinstatement fee shall be assessed. [*Amended 2021,2023*]

SECTION 10. REALTOR® members holding primary membership in another state are required to pay Idaho REALTORS® dues if the member would like services from the Idaho REALTORS®. [*Amended 2024*]

SECTION 11. The Idaho REALTORS® annual dues will be waived for all past Idaho REALTOR® State Presidents. [*Amended 2022*]

ARTICLE V
Officers

SECTION 1. The elected officers of the Idaho REALTORS® shall be a President, President Elect, First Vice President, and the Immediate Past President. There shall also be State Allocated National Association of REALTORS® Directors, a Mid-Sized Board National Association of REALTORS® Director, and a Small Board National Association of REALTORS® Director. All NAR Directors shall serve three-year terms unless specified by the Executive Committee. There shall be four additional officers who are District Vice Presidents each representing one of four Idaho REALTORS® districts, who shall serve two-year terms. All elected officers shall be elected pursuant to Article IX of these Bylaws except the First Vice President, who shall automatically succeed to the Office of the President Elect and the President Elect shall automatically succeed to the Office of the President. The President shall automatically succeed to the Office of Immediate Past President. [*Amended 2022*]

SECTION 2. Officer Duties: The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them respectively by the Board of Directors and the President of the Idaho REALTORS® from time to time, and such as are required by law. In the absence of the President, the President-Elect shall perform the President's normal and customary duties. In the absence of the President and President-elect, the First Vice President will perform the normal and customary duties of the President. The Immediate Past President may serve as a Small-Sized Board, Mid-Sized Board or State Allocated National Director if duly elected to the position for a term that begins the year they serve as Immediate Past President. The First Vice President shall serve as the Treasurer of the Association. For the purposes of this section “absence” is defined as the temporary, inability, for any reason, to perform the duties of the office on a short-term basis of 30 days or less. Absences end upon the return or restoration of ability of the officer to assume their responsibilities. [*Amended 2022*]

SECTION 3. Chief Executive Officer: The Executive Committee of the Idaho REALTORS® selects and/or removes the Chief Executive Officer (CEO) who shall be the chief administrative officer of the Association, who may serve as the Secretary, ex-officio, without the right to vote and who shall perform such other duties as may be delegated to him/her by the Board of Directors. The CEO may employ such other persons as may be necessary to conduct the activities of the Association.

SECTION 4. State Allocated National Directors: There shall be representatives of the Idaho REALTORS® nominated to the National Association of REALTORS®, Inc. to fill the number of positions, as established by the National Association of REALTORS®, Inc. for State Allocated National Directors. These nominees to the National Association of REALTORS®, Inc. shall be elected pursuant to Article IX of these Bylaws.

If the number of State Allocated National Director representatives for the Idaho REALTORS®, is reduced by the National Association of REALTORS®, then the State Allocated National Director whose term next expires, will not be refilled. This will bring the Idaho REALTORS® into compliance with the new National Association of REALTORS® State Allocated National Director entitlement. If further reduction is necessary, the reduction will be made in the order that subsequent State Allocated National Director terms expire.

In the event that a member who is serving as a NAR Director is appointed to a NAR position that entitles said member to an additional NAR vote; then said NAR Director may voluntarily and temporarily defer the NAR Director title and duties in order to allow another member to serve in the NAR Director position. In the event of

such a deferral the President of the Idaho REALTORS® shall appoint an otherwise qualified member who shall temporarily serve as NAR Director. Should the original member elect to defer, the temporary deferral shall continue so long as the original member holds the additional NAR position and upon cessation of that position the original member shall automatically return to the office of NAR Director for the remainder of their term, if any. The deferral shall not extend the original NAR Director term of the original member. This paragraph shall not apply to any National Association of REALTORS® positions that serve the National Association of REALTORS® in a *quasi-ex officio* capacity based on their status as a State Allocated Director; as resigning the state allocated position would also disqualify the individual from their corresponding NAR position. A list of these positions can be found in the National Association of REALTORS® Constitution, which, in 2019 is Article IV, Section 6 and include the following positions: NAR Committee Liaison, NAR Executive Committee member, NAR REALTOR® Party Director, NAR Vice President of Advocacy and NAR Vice President of Association Affairs.

SECTION 5. Small and Mid-Sized Board National Directors. There shall be representatives of the Idaho REALTORS® nominated to the National Association of REALTORS®, Inc. to fill the number of positions, as established by the National Association of REALTORS®, Inc. for Small and Mid-Sized Board National Directors, as defined in the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®. These nominees to the National Association of REALTORS®, Inc. shall be elected pursuant to Article IX of these Bylaws. [*Amended 2022*]

ARTICLE VI
Board of Directors

SECTION 1. The governance of the Idaho REALTORS® shall be vested in a Board of Directors. Said Directors shall consist of: (1) one Director from each Member Board/Association nominated and elected by their local Member Board/Association; (2) one additional Director for each 400 Active REALTOR® members who designate that Member Board/Association as their primary local Board/Association; (3) the Immediate Past President of the Idaho REALTORS® who continues his/her REALTOR® membership in the Association; (4) the State Allocated National Directors; (5) the Small and Mid-Sized Board National Directors; (6) the Past Presidents Council elected voting delegate; and (7) all elected officers of the Association. In addition, each Member Board/Association President, and the Presidents of each Idaho Chapter of the Institutes, Societies, and Councils and NAR Multicultural Organizations of the National Association of REALTORS®, Inc., will be voting ex-officio members of the Board of Directors coincident with their terms of office provided that the ex-officio member is also a REALTOR® member in good standing. [*Amended 2022*]

SECTION 2. Pursuant to NAR Policy there may be other NAR Directors such as Large Board NAR Directors, Large Firm NAR Directors, NAR Distinguished Service Award recipient/NAR Director, and NAR Special Officers (such as Regional Vice President). For purposes of the Idaho REALTORS®, all such NAR Directors shall be ex-officio voting members of the Idaho REALTORS® Board of Directors. Such individuals must hold primary membership in the Idaho REALTORS®.

SECTION 3. Entitlement**:** Member Board/Association State Director entitlement for the following year will be determined by the actual number of paid members as of July 31. Member Boards/Associations will be notified in writing of their next year's Director entitlement by August 5. In the event that any local association names a new State Director or National Director to represent said local association at an Idaho REALTORS® Board of Directors meeting, the local association will submit the additional name(s) to Idaho REALTORS® 30 days prior to the next Board of Directors meeting.

SECTION 4. Finances: The Board of Directors shall direct the administration of the finances of the Idaho REALTORS® and shall have the sole authority to appropriate dues money. The Board of Directors must approve the annual budget of the Association. The Executive Committee may make net zero adjustments within the annual Board of Director approved budget. If necessary to meet the needs of the Association, the Executive Committee may make increases in the budget so long as their total increases do not exceed 2.5% of the total approved budget. Increases in the budget shall require a 2/3 vote of the Executive Committee. Increases in the budget approved or ratified by the Board of Directors shall become incorporated into the approved budget and shall not be considered increases by the Executive Committee. The accounts of the Idaho REALTORS® shall be audited annually by a certified public accountant.

SECTION 5. Meetings: The Board of Directors shall meet at least two times each year at a place to be determined by the Executive Committee. To the fullest extent permitted by law, the Board of Directors may conduct business by electronic means including, but not limited to, virtual meetings. [*Amended 2021*]

SECTION 6. Executive Committee: There shall be an Executive Committee of the Board of Directors composed of the President, President Elect, First Vice President, CEO, District Vice Presidents, and the Immediate Past President. This Committee shall make recommendations to the Board of Directors, shall transact business between meetings of the Board of Directors, and shall report such actions in full to the Board of Directors at its next meeting. The CEO shall serve ex-officio without the right to vote. Executive Committee members shall attend all Executive Committee and Board of Director meetings. Absence of an Executive Committee member from two consecutive meetings without an excuse deemed to be valid by the President shall be construed as a resignation, and the vacancy shall be filled by the President pursuant to Article IX, Section 5 of these Bylaws.

SECTION 7. Special Meetings: Special meetings of the Board of Directors may be called at any time upon fifteen (15) calendar days written notice to all Directors. A special meeting may be called by the President, Executive Committee or by any ten (10) Directors, who shall submit a petition in writing to the President. [*Amended 2022*]

SECTION 8. Attendance: A majority of the Directors shall constitute a quorum of the Board of Directors. The Board of Directors, upon recommendation by the Executive Committee and by written request of their Member Board/Association, may accept a voting proxy naming another REALTOR® member in good standing in place of an absent Director, provided a valid written excuse from the Board/Association President accompanies the request for such proxy. Proxy notification must be received by the Idaho REALTOR® no later than 7 calendar days prior to the Board of Directors meeting. In the event of an emergency, exceptions may be approved at the discretion of the Executive Committee. No voting proxies will be accepted for Executive Committee Members or ex-officio Directors, except for local board Presidents. If a president of an Institute, Society and Council serves in a separate Idaho REALTOR® position that provides a vote on the Board of Directors, that Institute, Society and Council may without further showing or approval name a voting proxy. [*Amended 2022*]

SECTION 9. Removal of Directors: In the event that a Director is deemed to be unable or incapable of fulfilling the duties for which elected, but will not or cannot resign from office voluntarily, the Director may be removed from office under the following procedure: (a) A petition requiring the removal of a Director and signed by not less than a majority of all Directors shall be filed with the President and shall specifically set forth the reasons the subject thereof is deemed disqualified from further service; (b) Upon receipt of the petition, a special hearing before the Directors of the Idaho REALTORS® shall be scheduled during the next regular business meeting and the sole business of the hearing shall be to consider the charge against the Director who is the subject of the petition and to render a decision on such petition; (c) The special hearing shall be noticed to all Directors at least ten days prior to the meeting and shall be conducted by the President of the Idaho REALTORS®. Provided a quorum is present, a three-fourths vote of Directors present and voting shall be required for removal from office. [*Amended 2022*]

SECTION 10. Vacancies: Directors shall attend all meetings of the Board of Directors. Any vacancy shall be filled by the electing Board/Association in which the vacancy occurs. Vacancies occurring for ex-officio Directors representing a Member Board/Association such as a local NAR Director, a large firm NAR Director or Institute, Society, or Council will be filled in a manner deemed appropriate by that Member Board/Association, Institute, Society or Council. Vacancies of any other elective office or Directorship will be filled as provided under Article IX, Section 5 of these Bylaws.

SECTION 11. Voting: In the interest of expedience and economy, the President may direct the Secretary to take a ballot of the Board of Directors by mail or electronic means to any question. Voting by electronic means shall be, for the convenience of the Board, allowed so long as all directors participating in the meeting may simultaneously hear each other during the meeting.

SECTION 12. Action without Meeting: Unless specifically prohibited by the articles of incorporation, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if written consent is given, which shall include electronic acknowledgement, setting forth the action so taken, is signed by

all of the directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All approvals evidencing the consent shall be delivered to the CEO to be filed in the corporate records. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date. [*Amended 2022*]

ARTICLE VII
Annual Membership Meetings

SECTION 1. The Idaho REALTORS® shall hold an annual membership meeting, the time and place are to be designated by the Executive Committee. Active Board/Association members and individual members present at any general membership meeting of the Idaho REALTORS® shall be delegates, entitled to participate fully in all discussions and deliberations.

SECTION 2. Other meetings may be called by ten members or more of the Board of Directors. Any call for a meeting shall state the purpose, time and place of the meeting, and shall be issued in writing at least thirty days in advance to all members requested to attend.

SECTION 3. Those REALTOR® members present shall constitute a quorum at any general membership meeting.

SECTION 4. The Idaho REALTORS® shall provide for an absentee ballot voting system for the annual general membership meeting for the office of District Vice President only if contested, as set forth below:

(a) Absentee votes will be collected electronically. Each member will be required to enter their NAR membership number in order to place their single vote and voting will be available pursuant to times established by the Executive Committee.

(b) In the event additional candidates for elective office are received according to provisions set forth in Article IX, Section 1 of these Bylaws, the names of the said candidates shall be published to the general membership.

(c) "Official Notice" shall mean direct mail or electronic means to every member eligible to vote.

(d) Idaho REALTORS® staff will verify that each absentee ballot received is from a qualified REALTOR® member.

(e) Absentee ballot results are not to be disclosed until the time for tabulation of the in-person votes for the same office at the annual general membership meeting. [*Amended 2021*]

SECTION 5. Electronic Transaction of Business. To the fullest extent permitted by law, the annual membership meeting may conduct business by electronic means. [*Amended 2022*]

ARTICLE VIII
Committees

SECTION 1. There shall be committees established by the Board of Directors or Executive Committee to address Idaho REALTORS® business and issues. Each committee shall have a District Vice President assigned as a liaison and voting member by the President. The President upon advice of the Executive Committee shall make appointments to the Committees.

SECTION 2. The President shall be a voting member of all Committees. The President Elect, First Vice President and CEO shall be ex-officio members without the right to vote on all Committees.

SECTION 3. Committees shall have such duties as their titles indicate, and as the Board of Directors, Executive Committee, or President may assign. All actions of Committees shall be consistent with goals, objectives and budgets approved by the Board of Directors.

SECTION 4. The Past Presidents of the Idaho REALTORS® shall constitute a Council which shall provide advice and counsel to the current officers of the Idaho REALTORS®. The Council shall be chaired by the immediate past president. The Past Presidents shall have one designated member selected by the Past Presidents Council who shall serve a two-year term as a voting member of the Board of Directors. The Council may meet up to two times per year and shall have the expenses of each meeting paid by the Association, up to the amount previously budgeted for said meetings.

SECTION 5. The Following Committees have the authority to collect and expend voluntary funds not including dues for the benefit of the general membership within their program area; all expenditures are subject to review by the Treasurer and Executive Committee unless otherwise noted by policy: Public Policy Trustees

SECTION 6. Action without Meeting: Any committee may act by unanimous consent in writing without a meeting. The consent shall be evidenced by one or more written approvals via email or electronic means, each of which sets forth the action taken and bears the signature of one or more of the members of the committee.

SECTION 7. Attendance by Web or 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 or communicate with each other. Such participation shall be at the discretion of the President and/or Chair and shall constitute presence at the hearing. [*Amended 2022*]

SECTION 8. Finance and Budget Committee: The President, CEO, President-elect, First Vice President and four (4) additional members shall constitute a standing Finance and Budget Committee, such committee shall be chaired by the President-elect. In order to ensure the security of continuity and institutional memory the four (4) additional members shall serve two-year terms and shall be appointed in such a manner that no more than 2 new members are seated on the committee each year. In the event vacancies or exceptional circumstances require the appointment of more than two (2) new members, one-year appointments shall be utilized as necessary to preserve the staggered nature of the terms. The CEO and Executive Committee shall prepare an annual budget for the next calendar year and present the same to the Budget and Finance Committee for approval. The budget presented to the committee shall include, at a minimum, the following information: 1) the prior two calendar year's actual income and expenses, 2) the current year's year-to-date actual income and expenses, 3) the current year's budgeted expenditures, and 4) the estimated income and proposed expenditures for the next calendar year; all broken down by appropriate "chart of accounts" titles and numbers. No changes to the chart of accounts' titles or numbers shall be made without a majority vote of the committee and thereafter ratified by a 2/3 vote of the Executive Committee. Once the Finance and Budget Committee has approved a proposed annual budget the same shall be transmitted for approval to the Executive Committee. Upon approval by the Executive Committee the President-elect shall present the annual budget to the Board of Directors for final approval.

ARTICLE IX
Election and Qualification of Officers

SECTION 1. The Idaho REALTORS® shall give official notice of open positions on the first Monday in June. Official nominations from local Board/Associations for individuals seeking elective office must be received by the Idaho REALTORS® office by the third Monday in July. The President and CEO together shall verify eligibility pursuant to Article IX, Section 6 and name at least one candidate for each position, the report of which shall be noticed by the first Monday in August pursuant to Article VII, Section 4. Any additional individuals who wish to be considered for election may submit a petition to the President and CEO signed by at least twenty-five (25) active REALTOR® members by the second Monday in August which shall thereafter be noticed pursuant to Article VII, Section 4d by the third Monday in August.

SECTION 2. State Allocated, Small Board and Mid-Sized Board NAR Directors shall be elected. The timeframes for these elections, including deadlines for applications, eligibility determinations, campaigning and voting will be established by the Executive Committee and notice of the timeframes shall be given to the entire membership the first Monday in June of each year. Voting will be conducted electronically in accordance with the timeframes established by the Executive Committee to meet the reporting deadlines established by NAR. Candidates

receiving a plurality of the eligible votes cast shall be declared elected. The Small Board NAR Director will be elected from the eligible candidates by members from small boards (1 – 499 members) within the state. The Mid-Sized NAR Director will be elected from the eligible candidates by members of mid-sized boards (500 – 1999 members) within the state. In addition to eligibility requirements set forth by NAR, only candidates from a small board will be eligible to seek election as the Small Board NAR Director. Similarly, only candidates from a mid-sized board will be eligible to seek election as the Mid-Sized Board NAR Director. The official electronic voting will close at 5:00pm MT on the First Monday in September. [*Amended 2022*]

SECTION 3. Nominations for eligible candidates for District Vice President cannot be accepted from the floor prior to voting. District Vice Presidents shall be elected by the members of their respective districts pursuant to election procedures outlined in these Bylaws. Absentee votes for the office of District Vice President ONLY will open on the Friday following the third Monday in August and be collected electronically. The official electronic voting will close at 5:00pm MT on the first Monday in September. [*Amended 2022*]

SECTION 4. Nominations of eligible candidates for First Vice President cannot be accepted from the floor prior to voting from any member of the Board of Directors. Election of First Vice President shall be held at the Board of Directors meeting of the Idaho REALTORS® held during the Idaho REALTORS® Business Conference. The First Vice President will be elected by plurality vote of Directors present and voting. If an incumbent District Vice President elects to run for the position of First Vice President during his/her term, such person shall serve notice of such intention by publicly announcing their candidacy during any Board of Directors meeting or in writing to the CEO so long as the announcement or writing is received on or before the first Monday in July during the year in which the election shall be held. Such notice served shall be deemed a resignation of such position as District Vice President effective December 31 of the year in which the election shall be held. It is the intent of this section to provide district members the opportunity to elect a new District Vice President to complete the remainder of the resigned term. Terms for Executive Committee members will be effective January 1. [*Amended 2020*]

SECTION 5. Vacancies and New Positions: The Executive Committee may decide to fill vacancies or new positions by appointment or special election. If the Executive Committee chooses to fill a vacancy or new position by appointment, then the President shall make the appointment. The appointee shall be a member meeting the qualifications for the office enumerated in the Idaho REALTORS® Constitution and these Bylaws. Vacancies in the office of President, President Elect or Immediate Past President shall be filled by appointment by a member possessing all the qualifications required for First Vice President. Appointments shall last until the next Board of Directors or annual membership meeting, whichever is the proper electorate for the vacant office, at which time, the REALTOR® members present and eligible will vote to ratify the appointee. A ratified appointee shall serve until the next election immediately following the ratification vote. Ratified appointees are eligible to run for election. Ratification shall require a majority vote of those members present, which may include virtual voting if directed by the Executive Committee. If the appointee is not ratified, then the floor shall be open to nominations and an election to fill any remaining time of the original term of office in which the vacancy occurred. Notwithstanding any other provision of the Constitution or these Bylaws, nominations from the floor after a failed ratification vote are permissible as long as the nominee meets all the qualifications for the office.

The Executive Committee may call a special Board of Directors or membership meeting as provided in these Bylaws for the purpose of ratifying an appointee. Notice requirements otherwise provided for in these Bylaws shall be followed for all vacancies to the extent reasonably practicable. Advisory votes or votes to address anticipated vacancies are acceptable.

Alternatively, the Executive Committee may decide to fill vacancies or new positions by special election. The process and deadlines for a special election, including but not limited to absentee or electronic balloting, shall be at the discretion of the Executive Committee. Official notice of the vacancy or new position, special election process and deadlines shall be given to the entire membership. Candidates seeking office are required to have the qualifications for the position as set forth in these Bylaws. Eligibility will be determined by the President or

highest-ranking EC member in the absence of the President and CEO. Individuals elected by special election will serve the remainder of the term of the office.

When any other position, including but not limited to committee chair, vice chair, federal or state political coordinator, becomes vacant or a new position is created, and no mode is provided by these Bylaws for filling such vacancy, the President shall fill such vacancy by appointment with the advice and consent of the Executive Committee. [*Amended 2020*]

SECTION 6. Qualifications for Office: Those Directors elected and nominated to the Idaho REALTORS®, Board of Directors by Member Boards/Associations, Institutes, Societies, and Councils will be subject to criteria established by the body represented. The First Vice President and District Vice Presidents shall be REALTOR® members who have served, at the time of their nomination, a minimum of thirty-six (36) months as a combination of at least two of the following: (1) Local Board/Association Director; (2) Local Board/Association President; (3) State Director; (4) Institute, Society, and/or Council President; (5) State Committee member; (6) Graduate of either National or Idaho REALTOR® Leadership Academy. State Allocated, Small Board and Mid-Sized Board National Director qualifications shall be determined by NAR. [*Amended 2022*]

SECTION 7. All votes cast in Idaho REALTORS® election of officers shall be by secret ballot, including but not limited to electronic balloting at the discretion of the Executive Committee, and vote totals are confidential and will not be announced. [*Amended 2021*]

SECTION 8. Tie Votes: In any elections, the ballot of the presiding officer, who is the First Vice President, shall be kept separate and utilized only if needed to break a tie vote. [*Amended 2022*]

SECTION 9. Removal of Officers: In the event that an Officer is deemed to be unable or incapable of fulfilling the duties for which elected, but will not or cannot resign from their office voluntarily, the Officer may be removed from office under the following procedure: (a) A petition requiring the removal of an Officer, signed by not less than a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next ranking Officer, and shall specifically set forth the reasons the subject thereof is deemed disqualified from further service; (b) Upon receipt of the petition, a special hearing before the Directors of the Idaho REALTORS® shall be scheduled during the next regular business meeting and the sole business of the hearing shall be to consider the charge against the Officer who is the subject of the petition and to render a decision on such petition; (c) The special hearing shall be noticed to all Directors at least ten days prior to the meeting and shall be conducted by the President of the Idaho REALTORS® unless the President's continued service in office is being considered at the hearing. In such case, the next ranking Officer will conduct the meeting of the hearing by the Directors. Provided a quorum is present, a three-fourths vote of Directors present and voting shall be required for removal from office. [*Amended 2022*]

ARTICLE X
Professional Standards and Code of Ethics

SECTION 1. The Code of Ethics of the National Association of REALTORS® is adopted as the Code of Ethics of the Idaho REALTORS® and shall be considered a part of its Rules and Regulations, and the Code of Ethics and the Rules and Regulations of the Idaho REALTORS® shall, in the future, be deemed to be amended and changed whenever said Code of Ethics is amended or changed by the National Association.

SECTION 2. A local Board/Association, prior to referring an ethics complaint or arbitration request for review to the Idaho Association, should exhaust all efforts to impanel an impartial tribunal to conduct either the original hearing or the appeal or procedural review. These efforts may include the appointment of knowledgeable members of the Board/Association on an ad hoc basis to serve on either a hearing panel or on behalf of the Board of Directors. If, because of notoriety, etc., the Board/Association cannot impanel an impartial tribunal, the Board/Association may refer the matter to the Idaho REALTORS®, and the Idaho REALTORS® may delegate to another Board/Association or a regional professional standards panel, the authority to hear the case on behalf of the Idaho Association. No Board/Association, however, may be required to accept this delegation of authority.

If no other entity is amenable to conducting the review, the Idaho REALTORS® shall be responsible for conducting the hearing.

SECTION 3. It shall be the duty and responsibility of every REALTOR® member of the Idaho REALTORS® to abide by the Constitution and Bylaws and the rules and regulations of the Association, the Constitution and Bylaws of the National Association of REALTORS®, and to abide by the Code of Ethics of the National Association of REALTORS®, including the duty to mediate and arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of the National Association of REALTORS®, as from time to time amended.

SECTION 4. Allegations of ethical violations and contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® and between REALTORS® and their customers or clients may be submitted to an ethics or arbitration panel at the Idaho REALTORS® level under the following circumstances:

(a) Allegations of unethical conduct made against a REALTOR® who is directly a member of the Idaho REALTORS® and not a member of any local Board/Association.

(b) Allegations of unethical conduct made against a REALTOR® in the instance in which the local Board/Association, because of size or other valid reason, determines that it cannot provide a due process hearing of the matter and petitions the Idaho REALTORS® to conduct a hearing.

(c) Contractual disputes between REALTORS® who are not members of the same Board where the matter has been referred to the Idaho REALTORS® by both local Boards.

(d) Contractual disputes between REALTORS® who are directly members of the Idaho REALTORS® and are not members of any Board.

(e) Contractual disputes between a REALTOR® who does not hold membership in any Board, but is directly a member of the State Association, and a REALTOR® who is a member of a Board.

(f) Contractual disputes between REALTOR® members of the same Board where the Board with good and sufficient reason is unable to arbitrate the controversy. (This provision is not designed to relieve a local Board of its primary responsibility to resolve differences arising between members of the same Board. The section recognizes that in some Boards with limited membership, usual arbitration procedures may be impossible.)

(g) Contractual disputes between a customer or a client and a REALTOR® where the Board with good and sufficient reason is unable to arbitrate the dispute or the REALTOR® is a direct member of the State Association.

SECTION 5. Any REALTOR® member of the association may be disciplined by the Board of Directors for violations of the Code of Ethics or other duties of membership, after a hearing as described in the *Code of Ethics and Arbitration Manual* of the association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the *Code of Ethics and Arbitration Manual* of the National Association. It shall be the responsibility of the association and of association members relating to the enforcement of the Code of Ethics, the disciplining of members, and the mediation and 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 6. If a REALTOR® member (as defined in Article II, Section 4, of these Bylaws) resigns from the Board or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the association with respect to the disposition of the complaint is finalized by the association in which the respondent holds membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethic respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®.

If a REALTOR® member (as defined in Article II, Section 4, of these Bylaws) resigns or otherwise causes membership to terminate, the duty to submit to mediation then arbitration continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®. [*Amended 2023*]

SECTION 7. New member Code of Ethics orientation: Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one year or less. Failure to satisfy this requirement within 90 days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

SECTION 8. Continuing member Code of Ethics training: Effective January 1, 2019, through December 31, 2021, and for successive three-year periods thereafter, each REALTOR® member of the Idaho REALTORS® *(except for REALTOR® members granted REALTOR® Emeritus status by the National Association)* shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the Idaho REALTORS®, the National Association of REALTORS®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the National Association of REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any three (3) year cycle shall not be required to complete additional ethics training until a new three (3) year cycle commences. Failure to satisfy this requirement shall be considered a violation of a membership duty for which REALTOR® membership shall be suspended until such time as the training is completed.

Failure to meet the requirement in any three (3) year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three (3) year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated. [*Amended 2020*]

ARTICLE XI
Use of the terms REALTOR® and REALTORS®

SECTION 1. Inclusion and retention of the Registered Collective Membership Mark REALTORS® in the name of the association shall be governed by the *Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®* as from time to time amended.

Use of the terms "REALTOR®", "REALTORS®", or REALTOR-ASSOCIATE® by members shall at all times be subject to the provisions of the Constitution and Bylaws of the National Association of REALTORS®, Inc. and to the rules and regulations prescribed by its Board of Directors. The Idaho

REALTORS® shall have authority to control, jointly and in full cooperation with the National Association of REALTORS®, the use of the terms within those areas of Idaho not within the jurisdiction of a Member Board/Association of the National Association of REALTORS®, Inc. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the Association's Code of Ethics and Arbitration Manual. [*Amended 2020*]

SECTION 2. Individual members of the Idaho REALTORS® 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® member who is a principal of a real estate firm, partnership, or corporation may use the terms "REALTOR®" or "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® or Institute Affiliate members.

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

SECTION 4. An Institute Affiliate member shall not use the terms "REALTOR®", "REALTORS®", or "REALTOR-ASSOCIATE®" and shall not use the imprint of the emblem seal of the National Association of REALTORS®, Inc. [*Amended 2020*]

SECTION 5. REALTOR-ASSOCIATE® members of the State Association shall have the right to use the term REALTOR-ASSOCIATE® so long as they remain REALTOR-ASSOCIATE® members in good standing and the REALTOR® member with whom they are associated or by whom they are employed is also a REALTOR® member in good standing. [*Amended 2020*]

SECTION 6: 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 term REALTOR® or REALTORS® in connection with its business during the period of suspension, 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 be suspended or terminated during the period of suspension of the disciplined member, 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 the principals who are employed by or affiliated as independent contractors with the disciplined member shall suspend or terminate their membership during the period of suspension of the disciplined member until readmission of the disciplined member or until connection of the disciplined member with the firm, partnership, or corporation is severed; unless the REALTOR® member (non-principal) elects to sever his/her connection with the REALTOR® and affiliate with another REALTOR® member in good standing with the Association, 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 term REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

ARTICLE XII
Districts

SECTION 1. The Board of Directors shall, for state representation purposes, divide the state into four Districts.

ARTICLE XIII

Fiscal Year

SECTION 1. The fiscal and elective year of the Idaho REALTORS® shall be the calendar year (except as noted in these Bylaws).

ARTICLE XIV
Rules of Order

SECTION 1. Robert's Rules of Order, latest edition, shall be recognized as the authority governing all meetings and conferences when not in conflict with the Bylaws of the State Association.

ARTICLE XV
Amendments

SECTION 1. These Bylaws may be amended at any meeting of the membership by the affirmative vote of two-thirds of the REALTOR® members present. Provided that written notice of the substance of any proposed amendment shall first have been sent to each REALTOR® Member, with the exception that the annual membership meeting may, at any regular or special meeting at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy. [*Amended 2023*]

SECTION 2. The notification requirements referenced in Section 1 may be waived upon unanimous consent of all REALTOR® members present at the annual membership meeting to consider an amendment to these Bylaws proposed from the floor. Any such amendment duly approved by two-thirds of the REALTOR® members present and voting must be published on the Idaho REALTORS® website within thirty days. If no written objection is filed in writing with the Idaho REALTORS® within thirty days of publication, the amendment will stand adopted.

SECTION 3: The Executive Committee shall have the ability to amend the Bylaws for punctuation, spelling and grammatical changes without approval from the annual membership meeting. Any such changes will be noticed to the Board of Directors at their next regularly scheduled meeting. [*Amended 2021, 2023*]

ARTICLE XVI
Legal Review & Issues Mobilization Fund

SECTION 1. The Idaho REALTORS® shall have authority to establish a Legal Review & Issues Mobilization Fund to enable the Idaho REALTORS® to defray, or aid in defraying, legal expenses incurred or anticipated by the Association, its members and/or Member Boards/Associations relating to litigation or other legal matters of general or significant importance to the real estate industry.

The Public Policy Trustees shall administer the fund. The Board of Directors shall enact rules and regulations governing the recognition of request and disbursements of funds. The Idaho REALTORS® shall have authority to transfer excess moneys to the fund, and shall have authority to levy special assessments as determined and approved by the appropriate Committee.

ARTICLE XVII
Harassment

SECTION 1: Idaho REALTORS® Executive Committee shall maintain and enforce an anti-harassment policy, which will be made available online at www.Idahorealtors.com. [*Amended 2024*]

ARTICLE XVIII
National Membership

SECTION 1. The association shall be a member of the NATIONAL ASSOCIATION OF REALTORS®. By reason of the association's membership, each REALTOR® member of the Member Board shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® without further payment of dues. The

association shall continue as a member of the National Association, unless by a majority vote of all of its REALTOR® members, decision is made to withdraw, in which case the National Associations shall be notified at least one month in advance of the date designated for the termination of such membership.

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

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

ARTICLE XIV
Dissolution

SECTION 1. Upon dissolution or winding up of the affairs of this corporation, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets at its discretion, to other non-profit, tax-exempt educational or charitable institution in Idaho.

*Note: **Bold language** is mandated by NAR.

**Note: For each Bylaw after it is adopted/accepted, follow format at the end of each Bylaw section.