

AKRON CLEVELAND ASSOCIATION OF REALTORS® INCORPORATED BYLAWS

April 12, 2013

**PROPOSED AKRON CLEVELAND ASSOCIATION OF
REALTORS® INCORPORATED BYLAWS
TABLE OF CONTENTS**

ARTICLE	TITLE	PAGE
I	NAME	6
	Section 1: Name	6
	2: REALTORS	6
II	OBJECTIVES	6
III	JURISDICTION	6
	Section 1: Territorial Jurisdiction of ACAR	6
	2: Territorial Jurisdiction Defined	7
IV	MEMBERSHIP	7
	Section 1: REALTOR	7
	2: Institute Affiliate	8
	3: Affiliate	8
	4: Public Service	8
	5: Honorary	8
	6. Honorary Life	8
	7: Student	9
	8: Rights of Members	9
V.	QUALIFICATION AND ELECTION TO MEMBERSHIP	9
	Section 1: Application	9
	2: Qualification	9
	3: Election	11
	4 New Member Code of Ethics Orientation	12
	5: Continuing Member Code of Ethics Training	12
	6. Status Change	13
	7. Use of Authorized Communication Equipment	13
VI	PRIVILEGES AND OBLIGATIONS	14
	Section 1: General	14
	2: Disciplinary Action	14
	3: Hearing	14
	4: Resignation of Member	14
	5: Membership Termination with Ethics Complaint	14
	6: REALTOR® Members Rights	14
	7: Institute Affiliate Members Rights	15
	8: Affiliate Members Rights	15
	9: Public Service Members Rights	15
	10: Honorary Members Rights	15
	11: Honorary Life Members Rights	15

	12: Student Members Rights	16
	13: Designated REALTOR® Responsibilities	16
	14: Harassment	16
	15. Non-discrimination	16
VII	PROFESSIONAL STANDARDS AND ARBITRATION	17
	Section 1: Responsibility of ACAR and Members	17
	2: Compliance with Ohio Revised Code	17
	3: Mediation Services	17
	4: Grievance Committee	17
	5: REALTOR® Member Responsibilities	17
	6: MULTIPLE LISTING SERVICE	17
VIII	USE OF TERMS REALTOR® And REALTORS	18
	Section 1: Use of Terms by Members	18
	2: Privileges of REALTOR® Members	18
	3: REALTOR® Members who are Principals	18
	4: Institute Affiliate Members	18
IX	STATE AND NATIONAL MEMBERSHIP	18
	Section 1: Board Member of NAR and OAR	19
	2: Property Rights	19
	3: Adopts Code of Ethics	19
X	DUES AND ASSESSMENTS	19
	Section 1: Application Fee	19
	2: Annual Dues	19
	3: Dues Payable	21
	4: Nonpayment of Financial Obligations	21
	5: Deposits and Expenditures	21
	6. Notices	21
	7: Dues for Former NAR Officers	21
XI	OFFICERS OF CORPORATION	21
	Section 1: Officers	21
	2: Qualifications for Office	22
	3: Term of Office	22
	4: Vacancies	22
	5: Nomination and Election of Officers	23
	6. Removal from Office	23
	7: Executive Committee	24
XII	DUTIES AND POWERS OF OFFICERS	25
	Section 1: President	25
	2: President-Elect	25
	3: Treasurer	25
XIII	BOARD OF DIRECTORS	26
	Section 1: Composition	26

	2:	Powers and Authority	26
	3:	Duties	26
	4:	Voting	27
	5:	Qualifications of Director	27
	6:	Term of Service	28
	7:	Nomination and Election	28
	8:	Removal of a Director	29
	9:	Vacancies	30
XIV		TRANSITIONAL BOARD AND OFFICERS	30
	1,	Composition of Transition Board	30
	2.	Tenure of Transition Board	31
	3.	Election of Transition Board	31
	4.	Staggered Terms for Transition Board	32
	5.	Election of Second and Third Transition Board	32
	6.	Transition Officers	32
XV		PERMANENT BOARD	33
XVI		MEETINGS	33
	Section 1:	ACAR Annual Meeting	33
	2:	Meetings of the Board of Directors	33
	3:	Special Meetings	33
	4,	Telephone Conference Meetings	33
	5:	Quorum	33
	6:	Electronic Work Session	33
	7:	Action Without a Meeting	33
	8:	Authorized Communication Equipment	33
XVII		COMMITTEES	34
	Section 1:	Standing Committees	35
	2:	Special Committees and Task Forces	35
	3:	Meetings of Committees	35
	4:	Organization of Committees	35
	5:	Ex Officio Members	35
	6:	Terms of Office	35
	7:	Work by Electronic Means	36
	8:	Action Without a Meeting	36
XVIII		FINANCIAL	36
	Section 1:	Bonding	36
	2:	Check Signing Authority	36
	3.	Pay Outs of Monies	36
	4.	Annual Audit or Review	36
	5.	Annual Budget	36
	6.	Fiscal Year	36
	7.	Chief Executive Officer	36
XIX		DISSOLUTION	38

XX	OHIO ASSOCIATION OF REALTORS® DIRECTORS	38
	Section 1: Appointment	38
	2: Caucus	38
XXI	INDEMNIFICATION & INSURANCE OF OFFICERS AND DIRECTORS	38
	Section 1: Who Shall Be Indemnified	38
	2: Authorization to Indemnify	38
	3: Expenses	39
	4: Insurance	39
XXII	CODE OF ETHICS AND CONSENT DECREE	39
XXIII	PARLIAMENTARY AUTHORITY	40
XXIV	AMENDMENTS AND REVISIONS OF BYLAWS	40

1 **PROPOSED BYLAWS OF THE AKRON CLEVELAND**
2 **ASSOCIATION OF REALTORS® , INCORPORATED¹**
3
4

5 **ARTICLE I – NAME**
6

7 **Section 1: Name.** The name of this organization shall be the Akron Cleveland
8 Association of REALTORS®, Incorporated, hereinafter referred to as "ACAR".
9

10 **Section 2: REALTORS.** Inclusion and retention of the Registered Collective
11 Membership Mark "REALTORS®" in the name of ACAR shall be governed by the
12 Constitution and Bylaws of the National Association of REALTORS® as from time to time
13 amended.
14

15 **ARTICLE II – OBJECTIVES**
16

17 The objectives of ACAR are:
18

19 **Section 1:** To unite those engaged in the recognized branches of the real estate
20 profession for the purpose of exerting a beneficial influence upon the profession and
21 related interests.
22

23 **Section 2:** To promote and maintain high standards of conduct in the real estate
24 profession as expressed in the Code of Ethics of the National Association of
25 REALTORS®.
26

27 **Section 3:** To provide a unified medium for real estate owners and those engaged in
28 the real estate profession whereby their interests may be safeguarded and advanced.
29

30 **Section 4:** To further the interests of home and other real property ownership.
31

32 **Section 5:** To unite those engaged in the real estate profession in this community with the Ohio
33 Association of REALTORS® and the National Association of REALTORS®, thereby furthering
34 their own objectives throughout the state and nation, and obtaining the benefits and privileges of
35 membership therein.
36

37 **Section 6:** To designate, for the benefit of the public, individuals authorized to use the terms
38 REALTOR® and REALTORS® as licensed, prescribed, and controlled by the National
39 Association of REALTORS®.
40

41 **ARTICLE III – JURISDICTION**
42

43 **Section 1: Jurisdiction.** The territorial jurisdiction of ACAR as a Member of the National
44 Association of REALTORS® is all of Cuyahoga and Summit Counties.
45

¹ Unless the context otherwise suggests, capitalized terms not defined in these bylaws shall have the meanings ascribed or commonly employed by the National Association of Realtors, whether in its bylaws or otherwise.

46 **Section 2: Territorial Jurisdiction Defined.** Territorial jurisdiction is defined to mean: the
47 right and duty to control the use of the terms REALTOR® and REALTORS®, subject to the
48 conditions set forth in these Bylaws and those of the National Association of REALTORS®, in
49 return for which ACAR agrees to protect and safeguard the property rights of the National
50 Association of REALTORS®, in the terms.

51

52 **ARTICLE IV – MEMBERSHIP**

53

54 ACAR shall have seven classes of membership:

55

56 **Section 1: REALTOR® Members.** In order to use the term REALTOR® or REALTORS, a
57 licensee must be a REALTOR® Member of a local board of REALTORS. A licensee can
58 become a REALTOR® Member of ACAR if he or she meets any of the following specifications:

59

60 (1) Individuals who, as sole proprietors, partners, corporate officers, or branch office managers,
61 are engaged actively in the real estate profession, including buying, selling, exchanging, renting
62 or leasing, managing, appraising for others for compensation, counseling, building, developing
63 or subdividing real estate, and who maintain or are associated with an established real estate
64 office in the state of Ohio or a state contiguous thereto. All persons who are partners in a
65 partnership, or all officers in a corporation who are actively engaged in the real estate
66 profession within the state of Ohio or a state contiguous thereto shall qualify for REALTOR®
67 membership only, and each is required to hold REALTOR® membership (except as provided in
68 the following paragraph) in an association of REALTORS® within the state of Ohio or a state
69 contiguous thereto, unless otherwise qualified for Institute Affiliate membership, as described in
70 Section 1(b) of Article IV. In the case of a real estate firm, partnership, or corporation, whose
71 business activity is substantially all commercial, only those principals actively engaged in the
72 real estate business in connection with the same office, or any other offices within the
73 jurisdiction of the association in which one of the firm's principals holds REALTOR®
74 membership, shall be required to hold REALTOR® membership unless otherwise qualified for
75 Institute Affiliate membership, as described in Section 1(b) of Article IV.

76

77 **NOTE:** REALTOR® Members may obtain membership in a "secondary" association within Ohio
78 or in another state.

79

80 (2) Individuals who are engaged in the real estate profession other than as sole proprietors,
81 partners, corporate officers, or branch office managers and are associated with a REALTOR®
82 Member and meet the qualifications set out in Article V.

83

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

95

96 (4) Primary and Secondary REALTOR® Members. An individual is a primary member if the

97 association pays state and national dues based on such member. An individual is a secondary
98 member if state and national dues are remitted through another association. One of the
99 principals in a real estate firm must be a designated REALTOR® Member of the association in
100 order for licensees affiliated with the firm to select the association as their "primary" association.
101

102 (5) Designated REALTOR® Members. Each firm (or office in the case of firms with multiple
103 office locations) shall designate in writing one REALTOR® Member who shall be responsible for
104 all duties and obligations of membership, including the obligation to arbitrate pursuant to Article
105 17 of the Code of Ethics of the National Association of REALTORS® and the payment of
106 association dues as established in Article X of these Bylaws. The "Designated REALTOR®"
107 must be a sole proprietor, partner, corporate officer, or branch office manager acting on behalf
108 of the firm's principal(s), and must meet all other qualifications for REALTOR® membership
109 established in Article V of these Bylaws.
110

111 **Section 2: Institute Affiliate Members.** Institute Affiliate Members shall be individuals who
112 hold professional designation awarded by an Institute, Society, or Council affiliated with the
113 National Association of REALTORS that addresses a specialty area other than residential
114 brokerage or individuals who otherwise hold a class of membership in such Institute, Society or
115 Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect
116 to hold REALTOR® membership subject to payment of applicable dues for such membership
117

118 **Section 3: Affiliate Members.** Affiliate Members shall be real estate owners and other
119 individuals or firm representatives who, while not engaged in the real estate profession as
120 defined in Sections 1 and 2 of this Article, have involvements in the real estate industry that
121 require the information that membership in ACAR can provide and are in sympathy with the
122 objectives of ACAR.
123

124 **Section 4: Public Service Members.** Public Service Members shall be individuals who are
125 interested in the real estate profession as employees of or affiliated with educational, public
126 utility, governmental or other similar organizations, but are not engaged in the real estate
127 profession on their own account or in association with an established real estate business.
128

129 **Section 5: Honorary Members.** Honorary Members shall be individuals not engaged in the
130 real estate profession who have performed notable service for the real estate profession, for
131 ACAR, or for the public. Honorary membership shall be for a period of one year or as
132 determined by the Board of Directors.
133

134 **Section 6: Honorary Life Members.**
135

- 136 A. CABOR Honorary Life Members shall be REALTORS® who are no longer actively
137 engaged in the practice of real estate and held active REALTOR® membership in the
138 Cleveland and Area Board of REALTORS® of for a minimum of twenty-five (25) years
139 and who have performed notable service for the real estate profession for the
140 Cleveland Area Board of REALTORS® or for the public. As of the date of hereof this
141 category shall be frozen and no further applicants shall be approved.
142
- 143 B. AABOR Honorary Life Members shall be REALTORS® who were formally identified
144 as Life Members. Such a member held REALTORS® membership, continued to be
145 licensed, was 70 years old, and has been a member for a total of twenty-five (25)
146 years. This category includes past presidents who at 70 or older were elected into

147 Life membership. As of the date hereof this category shall be frozen and no further
148 applicants shall be approved.

149
150 **Section 7: Student Members.** Student Members shall be individuals who are seeking an
151 undergraduate or graduate degree with a specialization or major in real estate at institutions of
152 higher learning, and who have completed at least two years of college and at least one college
153 level course in real estate, but are not engaged in the real estate profession on their own
154 account or not associated with an established real estate office.

155
156 **Section 8: Rights of Members.** All members shall have the right to receive those publications
157 of ACAR as authorized by the Board of Directors and the right to attend ACAR events at the
158 membership rate, and participate in discussion subject to provisions in the ACAR Rules and
159 Regulations. The right to propose motions, vote, and hold elected or appointed office shall be
160 granted only to REALTOR® Members. Affiliate Members shall have the right to nominate and
161 vote for the Affiliate Director position, hold that position on the Board of Directors, and serve on
162 and chair committees.

163 164 **ARTICLE V - QUALIFICATION AND ELECTION TO MEMBERSHIP**

165
166 **Section 1. Application.** An application for membership shall be made in such a manner and
167 form as may be prescribed by the Board of Directors and made available to anyone requesting
168 it. The application form shall contain at a minimum the following statements to be signed by the
169 applicant (1) that the applicant agrees as a condition of membership to thoroughly familiarize
170 himself or herself with the Code of Ethics of the National Association of REALTORS®, the
171 Bylaws, and Rules and Regulations of ACAR, and the Ohio Association of REALTORS®; and if
172 elected a Member, will abide by the Bylaws and Rules and Regulations of ACAR and the Ohio
173 Association of REALTORS®; and if a REALTOR® Member, will abide by the Code of Ethics of
174 the National Association of REALTORS® including the obligation to arbitrate controversies
175 arising out of real estate transactions as specified by Article 17 thereof, as from time to time
176 amended, and (2) that the applicant gives consent to the Board of Directors, through its
177 Membership Committee or otherwise, to invite and receive information and comment about the
178 applicant from any member or other persons, and that the applicant agrees that any information
179 and comment furnished to the Board of Directors by any person in response to the invitation
180 shall be conclusively deemed to be privileged and not form the basis of any action for slander,
181 libel, or defamation of character. The applicant shall when given the application form have
182 access to a copy of the Code of Ethics, Bylaws, and Rules and Regulations referred to above.

183 184 **Section 2. Qualification.**

- 185
186 A. An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate
187 officer, or branch office manager of a real estate firm shall supply evidence
188 satisfactory to the Membership Committee that he or she is actively engaged in the
189 real estate profession, and maintains a current, valid real estate broker's or
190 salesperson's license or is licensed or certified by an appropriate state regulatory
191 agency to engage in the appraisal of real property, has a place of business within the
192 state or a state contiguous thereto (unless a secondary member), has no record of
193 recent or pending bankruptcy, has no record of official sanctions involving
194 unprofessional conduct, has agreed to complete a course of instruction involving
195 unprofessional conduct, has agreed to complete a course of instruction covering
196 these Bylaws and the Rules and Regulations of ACAR, the bylaws of the Ohio
197 Association of REALTORS®, and the Constitution and Bylaws and Code of Ethics of

198 the National Association of REALTORS®, and shall pass such reasonable and
199 nondiscriminatory written examination thereon as may be required by the committee,
200 and shall agree that if elected to membership, he or she will abide by such
201 Constitution and Code of Ethics, Bylaws, and Rules and Regulations. The term
202 “recent or pending bankruptcy” is intended to mean that the applicant or any real
203 estate firm in which the applicant is a sole proprietor, general partner, or corporate
204 officer, or branch office manager is currently involved in any pending bankruptcy or
205 insolvency proceedings or has been adjudged bankrupt in the past three (3) years. If
206 a recent or pending bankruptcy proceeding as described above exists, membership
207 may not be rejected unless the Board of Directors establishes that its interests and
208 those of its members and the public could not be adequately protected by requiring
209 that the applicant pay cash in advance for fees payable to ACAR or the Ohio
210 Association of REALTORS® for up to one (1) year from the date that membership is
211 approved or from the date that the applicant is discharged from bankruptcy
212 (whichever is later). In the event that an existing member initiates bankruptcy
213 proceedings, the member may be placed on a “cash basis” from the date that
214 bankruptcy is initiated until one (1) year from the date that the member has been
215 discharged from bankruptcy. The term “official sanctions involving unprofessional
216 conduct” is intended to mean judgments within the past three (3) years of violations
217 of (1) civil rights laws; (2) real estate license laws; (3) or other law prohibiting
218 unprofessional conduct against the applicant rendered by the courts or other lawful
219 authorities.
220

221 B. Individuals who are actively engaged in the real estate profession other than as sole
222 proprietors, partners, corporate officers, or branch office managers in order to qualify
223 for REALTOR® membership, shall at the time of application, be associated either as
224 an employee or as an independent contractor with a Designated REALTOR®
225 Member of ACAR or a Designated REALTOR® Member of another board of
226 REALTORS® (if a secondary member) and must maintain a current, valid real estate
227 broker's or salesperson's license or be licensed or certified by an appropriate state
228 regulatory agency to engage in the appraisal of real property, shall complete a
229 course of instruction covering the Bylaws and Rules and Regulations of ACAR, the
230 bylaws of the Ohio Association of REALTORS®, and the Constitution and Bylaws
231 and Code of Ethics of the National Association of REALTORS®, and shall pass such
232 reasonable and nondiscriminatory written examinations therein as may be required
233 by the committee and shall agree in writing that if elected to membership he or she
234 will abide by the Code of Ethics of the National Association of REALTORS and by
235 the Bylaws, Rules and Regulations of ACAR, the Ohio Association of REALTORS®,
236 and the National Association of REALTORS®.
237

238 C. The Board of Directors will also consider the following in determining an applicant's
239 qualifications for REALTOR® membership:
240

- 241 1. All final findings of ethics violations and violations of other membership duties
242 in any other association within the past three (3) years.
 - 243 2. Pending ethics complaints or hearings.
 - 244 3. Unsatisfied discipline pending.
 - 245 4. Pending arbitration requests or hearings.
- 246
247
248

249 5. Unpaid arbitration awards or unpaid financial obligations to any association or
250 multiple listing service.

251
252 6. Any misuse of the term REALTOR® or REALTORS in the name of the
253 applicant's firm.

254
255 D. "Provisional" membership may be granted in instances where ethics complaints or
256 arbitration requests (or hearings) are pending in other associations or where the
257 applicant for membership has unsatisfied discipline pending in another association
258 (except for violations of Section 2A of Article V of the Code of Ethics of the National
259 Association of REALTORS®) provided all other qualifications for membership have
260 been satisfied. The Board of Directors may reconsider the membership status of
261 such individuals when all pending ethics and arbitration matters (and related
262 discipline) have been resolved or if such matters are not resolved within six months
263 from the date that provisional membership is approved. Provisional members shall
264 be considered REALTORS and shall be subject to all of the same privileges and
265 obligations of REALTOR® membership.

266
267 If a member resigns from another association with an ethics complaint or arbitration
268 request pending, the association may condition membership on the applicant's
269 certification that he/she shall submit to the pending ethics or arbitration proceeding
270 (in accordance with the established procedures of the association to which the
271 applicant has made application) and will abide by the decision of the hearing panel.

272
273 **Section 3: Election.** The procedure for election to membership shall be as follows:

274
275 A. New REALTORS Member applicants who meet the qualifications of Section 2 of this
276 Article shall be granted conditional membership upon receipt of a completed
277 membership application along with payment of the application fee and ACAR dues.
278 Final approval for REALTOR® membership is contingent upon attending the
279 mandatory orientation program and is subject to subsections (B) through (F) below.

280
281 B. Any application received for membership that cites criminal convictions shall be
282 submitted to the Member Services and Affiliates Council Standing Committee. If one
283 or more of the REALTOR® Members object to the approval of the application, basing
284 such objection on lack of qualification as set forth in these Bylaws, the standing
285 committee shall invite any objecting member to appear and substantiate his
286 objections. Objections that are not substantiated shall be totally disregarded. The
287 standing committee shall not find objections substantiated without (1) informing the
288 applicant in advance, in writing, of the objections and identifying the objecting
289 member, and (2) giving the applicant a full opportunity to appear before the
290 committee and establish his or her qualifications. The standing committee shall
291 thereafter make a written report of its finding. The standing committee shall conduct
292 all proceedings with strict attention to the principles of due process and in
293 compliance with the Bylaws of ACAR.

294
295 C. Thereafter, within ten days, the Member Services and Affiliates Council Standing
296 Committee shall report its recommendation to the Board of Directors in writing. If the
297 recommendation is to not approve the application, the reasons shall be specifically
298 stated. If any member of the standing committee submits a dissenting
299 recommendation, it shall also be reported to the Board of Directors.

- 300
301 D. The Board of Directors shall review the qualification of the applicant and the
302 recommendations of the standing committee and then vote on the applicant's
303 eligibility for membership. If the Board of Directors by a majority vote approves the
304 applicant, he or she shall be declared elected to membership and shall be advised
305 by written notice.
306
- 307 E. If the Board of Directors rejects an application, it shall provide the applicant with
308 advance notice of the findings and recommendations of the Member Service and
309 Affiliate Council Standing Committee. In addition, the Board of Directors shall give
310 the applicant an opportunity to appear before the Board of Directors, to call
311 witnesses on his or her behalf, to be represented by counsel, and to make such
312 statements as he or she deems relevant. The Board of Directors may also have
313 counsel present. The Board of Directors shall require that written minutes be made
314 of any hearing or it may electronically or mechanically record the proceedings.
315
- 316 F. If the Board of Directors determines that the application should be rejected, it shall
317 record its reasons. If the Board of Directors believes that denial of membership may
318 become the basis of litigation with a claim of damage by the applicant, the Board of
319 Directors may specify that the denial of membership shall become effective upon
320 entry in a suit by the Board of Directors for a declaratory judgment by a court of
321 competent jurisdiction of a final judgment declaring that the rejection violates no
322 rights of the applicant.
323

324 **Section 4. New Member Code of Ethics Orientation.**

325
326 Applicants for REALTOR® membership and provisional REALTOR® Members (where
327 applicable) shall complete an orientation program on the ACAR Code of Ethics of not less than
328 two hours and thirty minutes of instructional time. This requirement does not apply to applicants
329 for REALTOR® membership or provisional membership who have completed comparable
330 orientation in another association, provided that REALTOR® membership has been continuous,
331 or that any break in membership is for one year or less.
332

333 Failure to satisfy this requirement within one year of the date membership was granted will
334 result in denial of the membership application or termination of provisional membership.
335

336 Note: Orientation programs must meet the learning objectives and minimum criteria established
337 from time to time by the National Association of REALTORS.
338

339 **Section 5: Continuing Member Code of Ethics Training.**

340
341 Every four years each REALTOR® Member of the association shall be required to complete a
342 quadrennial ethics training of not less than two hours and thirty minutes of instructional time.
343 This requirement will be satisfied upon presentation of documentation that the member has
344 completed a course of instruction conducted by ACAR or another association, the Ohio
345 Association of REALTORS®, the National Association of REALTORS® or any other recognized
346 educational institution or provider which meets the learning objectives and minimum criteria
347 established by the National Association of REALTORS® from time to time. REALTOR®
348 Members who have completed training as a requirement of membership in another association
349 and REALTOR® Members who have completed the New Member Code of Ethics Orientation

350 during any four-year cycle shall not be required to complete additional ethics training until a new
351 four-year cycle commences.

352
353 Failure to satisfy this requirement shall be considered a violation of membership duty for which
354 REALTOR® Membership shall be suspended for the first two months (January and February) of
355 the year following the end of any four-year cycle or until the training requirement is met,
356 whichever occurs sooner. On March 1 of that year, the membership of a member who is still
357 suspended as of that date shall be automatically terminated.

358
359 **Section 6. Status Change.**

360
361 A. A REALTOR® who changes the conditions under which he or she holds membership
362 shall be required to provide written notification to the Board of Directors within 30
363 days. A REALTOR® (non-principal) who becomes a principal in the firm with which
364 he or she has been licensed or, alternatively, becomes a principal in a new firm
365 which will be comprised of REALTOR® principals may be required to satisfy any
366 previously unsatisfied membership requirements applicable to REALTOR® (principal)
367 Members but shall, during the period of transition from one status of membership to
368 another, be subject to all of the privileges and obligations of a REALTOR® (principal).
369 If the REALTOR® (non-principal) does not satisfy the requirements established in
370 these Bylaws for the category of membership to which the REALTOR® has
371 transferred within 30 days of the date the REALTOR® has advised ACAR of the
372 changes in status, the new membership application shall terminate automatically
373 unless otherwise directed by the Board of Directors. Note: the Board of Directors, at
374 its discretion, may waive any qualification that the applicant has already fulfilled in
375 accordance with these Bylaws.

376
377 B. A REALTOR® who is transferring a license from one firm comprised of REALTOR®
378 principals to another firm comprised of REALTOR® principals shall be subject to all
379 of the privileges and obligations of membership during the period of transition. If the
380 transfer is not completed within 30 days of the date the Board of Directors is advised
381 of the disaffiliation with the current firm, membership shall terminate automatically
382 unless otherwise directed by the Board of Directors.

383
384 C. Any application fee related to a change in membership status shall be reduced by an
385 amount equal to any application fee previously paid by the applicant.

386
387
388 **Section 7: Use of Authorized Communications Equipment.**

389
390 A. Any applications for membership, any written notice, objection, report, any vote and
391 any written comments or information required or permitted by this Article may be sent
392 or submitted by Authorized Communications Equipment.

393
394 B. Authorized Communications Equipment. For purposes of these Bylaws, the
395 capitalized term "Authorized Communications Equipment" shall mean
396 communications equipment which provides a transmission, including, but not limited
397 to, telephone, telecopy or any electronic means, from which it can be determined that
398 the transmission was authorized by, and accurately reflects the intention of, a
399 member, director, or committee member, and with respect to meetings, allows all
400 persons participating in a meeting to contemporaneously communicate with each

401 other.

402

403 **ARTICLE VI - PRIVILEGES AND OBLIGATIONS**

404

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

407

408 **Section 2: Disciplinary Action.** Any member of ACAR may be reprimanded, fined, placed on
409 probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and
410 ACAR Rules and Regulations consistent with these Bylaws, after a hearing as provided in the
411 Code of Ethics and Arbitration Manual of ACAR. Although members other than REALTORS®
412 are subject to neither the Code of Ethics nor its enforcement by ACAR, such members are
413 encouraged to abide by the principles established in the Code of Ethics of the National
414 Association of REALTORS® and conduct their business and professional practices accordingly.
415 Further, members other than REALTORS® may, upon recommendation of the Board of
416 Directors, or upon recommendation by a hearing panel of the Professional Standards
417 Committee, be subject to discipline as described above, for any conduct, which in the opinion of
418 the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the terms
419 REALTOR® or REALTORS®, and the real estate industry, or for conduct that is inconsistent with
420 or adverse to the objectives and purposes of ACAR, the the Ohio Association of REALTORS®,
421 and the National Association of REALTORS®.

422

423 **Section 3: Hearing.** Any REALTOR® Member of ACAR may be disciplined by the Board of
424 Directors for violations of the Code of Ethics or other duties of membership, after a hearing as
425 described in the Code of Ethics and Arbitration Manual of ACAR, provided that the discipline
426 imposed is consistent with the discipline authorized by the Professional Standards Committee of
427 the National Association of REALTORS® as set forth in the Code of Ethics and Arbitration
428 Manual of the National Association. Any hearing shall be conducted in a manner consistent
429 with the procedures described in Robert's Rules of Order Newly Revised.

430

431 **Section 4: Resignation of Members.** Resignations of members shall become effective when
432 received in writing by the Board office, provided, however, that if any member submitting the
433 resignation is indebted to ACAR for dues, fees, fines, or other assessments of ACAR or any of
434 its services, departments, divisions, or subsidiaries, ACAR may condition the right of the
435 resigning member to reapply for membership upon payment in full of all such monies owed.

436

437 **Section 5: Membership Termination with Ethics Complaint.** If a Member resigned from
438 ACAR or otherwise causes membership to terminate with an ethics complaint pending, the
439 Board of Directors may condition the right of the resigned member to reapply for membership
440 upon the applicant's certification that the applicant will submit to the pending ethics proceeding
441 and will abide by the decision of the hearing panel. If a member resigns or otherwise causes
442 membership to terminate, the duty to submit to arbitration continues in effect even after
443 membership lapses or is terminated, provided that the dispute arose while the former member
444 was a REALTOR.

445

446 **Section 6: REALTOR® Members' Rights.** REALTOR® Members, whether primary or
447 secondary, who are in good standing and whose financial obligations to ACAR are paid in full
448 shall be entitled to vote and to hold elective office in ACAR and may use the terms REALTOR®
449 and REALTORS®, which use shall be subject to the provisions of these bylaws. Such members
450 shall have the primary responsibility to safeguard and promote the standards, interests, and
451 welfare of ACAR and the real estate profession, as follows:

452
453 A. If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership or an
454 officer in a corporation and is suspended or expelled, the firm, partnership, or
455 corporation shall not use the terms REALTOR® or REALTORS® in connection with its
456 business during the period of suspension, or until readmission to REALTOR®
457 membership, or unless connection with the firm, partnership, or corporation is
458 severed, whichever may apply. The membership of all other principals, partners, or
459 corporate officers shall suspend or terminate during the period of suspension of the
460 disciplined member, or until readmission of the disciplined member, or unless
461 connection of the disciplined member with the firm, partnership, or corporation is
462 severed, whichever may apply. Further, the membership of REALTORS® other than
463 principals who are employed by or affiliated as independent contractors with the
464 disciplined member shall suspend or terminate during the period of suspension of the
465 disciplined member or until readmission of the disciplined member or until connection
466 of the disciplined member with the firm, partnership, or corporation is severed, or
467 unless the REALTOR® Member (non-principal) elects to sever his or her connection
468 with the REALTOR® and affiliate with another REALTOR® Member in good standing
469 in ACAR, whichever may apply. If a REALTOR® Member who is other than a
470 principal in a firm, partnership, or corporation is suspended or expelled, the use of
471 the terms REALTOR® or REALTORS® by the firm, partnership, or corporation shall
472 not be affected.

473
474 B. In any action taken against a REALTOR® Member for suspension or expulsion under
475 Article VI, Section 6A hereof, notice of such action shall be given to all REALTORS®
476 employed by or affiliated as independent contractors with such REALTOR® Member
477 and they shall be advised that the provisions in Article VI, Section 6A shall apply.
478

479 **Section 7: Institute Affiliate Members Rights.** Institute Affiliate Members shall have rights
480 and privileges and be subject to obligations prescribed by the Board of Directors and consistent
481 with the Constitution and Bylaws of the National Association of REALTORS®. *No Institute*
482 *Affiliate Member may be granted the rights to use the term REALTOR, REALTOR® –*
483 *ASSOCIATE, or the REALTOR® logo; to vote; to serve as an officer or director of ACAR.*
484

485 **Section 8: Affiliate Members Rights.** Affiliate Members shall have rights to nominate and
486 vote for the Affiliate Director position, to serve as the Affiliate Director, to serve on and chair
487 committees, and shall have such other rights and privileges as may be prescribed by the Board
488 of Directors and the ACAR Rules and Regulations.
489

490 **Section 9: Public Service Members Rights.** Public Service Members shall have rights and
491 privileges and be subject to obligations as may be prescribed by the Board of Directors, which
492 shall not include the rights to propose motions, to vote and to hold elective office.
493

494 **Section 10: Honorary Members Rights.** Honorary Membership shall confer only the right to
495 attend meetings and participate in discussions.
496

497 **Section 11: Honorary Life Members Rights.** Honorary Life Members shall have such
498 privileges and rights and shall be subject to such obligations as may be prescribed by the Board
499 of Directors, which shall not include the rights to propose motions, to vote and to hold elected
500 office.
501

502 **Section 12: Student Members Rights.** Student Members shall have rights and privileges and
503 be subject to obligations as may be prescribed by the Board of Directors, which shall not include
504 the rights to propose motions, to vote and to hold elective office.
505

506 **Section 13: Designated REALTOR® MEMBERS.** “Designated” REALTOR® Members of
507 ACAR shall certify to the Board of Directors on a form provided by the ACAR during the month
508 designated by the Board of Directors a complete listing of all individuals licensed or certified in
509 the REALTOR® office(s) and shall designate a primary Board for each individual who holds
510 membership. Designated REALTORS® shall also identify any non-member licensees in the
511 REALTOR® office(s) and if Designated REALTOR® dues have been paid to another board of
512 REALTORS® based on said non-member licensees, the Designated REALTOR® shall identify
513 the Board of REALTORS® to which dues have been remitted. These declarations shall be used
514 for purposes of calculating dues under the Bylaws. “Designated” REALTOR® Members shall
515 thereafter notify ACAR of any additional individual(s) licensed or certified with the firm(s) within
516 30 days of the date of affiliation or severance of the individual.
517

518 **Section 14: Harassment.** ACAR members shall refrain from the harassment of ACAR
519 employees or ACAR officers or directors. As used in this Section 14, harassment means any
520 verbal or physical conduct or electronic communications involving threatening or obscene
521 language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or
522 other similar physical contact, or threats to do the same, or any other conduct with the purpose
523 or effect of unreasonably interfering with an individual’s work performance by creating a hostile,
524 intimidating or offensive work environment. Harassment shall also include repetitive electronic
525 mailing or faxing with the intent to annoy an individual or to interrupt, or disable normal personal
526 or business operations. Unauthorized interception of electronic or mail communications and
527 wire tapping shall also be grounds for discipline under this section. An investigatory team
528 comprised of the Chief Executive Officer, the President of ACAR, and the President-elect and
529 one member of the Board of Directors selected by the highest-ranking officer not named in the
530 complaint, upon consultation with legal counsel for ACAR, shall investigate allegations of
531 harassment. If the complaint of harassment names the President or President-Elect, they may
532 not participate in the investigation and shall be replaced by the Immediate Past President or,
533 alternatively, by another member of the Board of Directors selected by the highest-ranking
534 officer not named in the complaint. If the investigation reveals sufficient evidence in support of
535 the complainant’s allegations, the Member shall be notified in writing of the allegations and a
536 hearing shall be held pursuant to the terms of the Code of Ethics and Arbitration Manual of
537 ACAR. Should the panel determine that the Member engaged in harassment, the panel may
538 recommend that the Member be reprimanded, placed on probation, suspended or expelled from
539 membership. The Board of Directors shall decide the appropriate disciplinary action to be taken.
540 The disciplinary action may include any sanction authorized in ACAR’s Code of Ethics and
541 Arbitration Manual. If the complaint names the President or President-Elect, they may not
542 participate in the proceedings and shall be replaced by the Immediate Past President or,
543 alternatively, by another member of the Board of Directors selected by the highest-ranking
544 officer not named in the complaint.
545

546 **Section 15. Non-discrimination.** ACAR adheres to the fair housing policies and laws as
547 established by all appropriate laws and the NAR Code of Ethics Article 10. It is illegal, pursuant
548 to the Ohio Fair Housing Law, division (H) of Section 4112.02 of the Revised Code and the
549 Federal Fair Housing Law, 42 U.S.C.A. 3601, to refuse to sell, transfer, assign, rent, lease,
550 sublease or finance housing accommodations, refuse to negotiate for the sale or rental of
551 housing accommodations, or otherwise deny or make unavailable housing accommodations
552 because of race, color, religion, sex, familial status as defined in Section 4112.01 of the Revised

553 Code, ancestry, military status as defined in that section, disability as defined in that section, or
554 national origin or to so discriminate in advertising the sale or rental of housing, in the financing
555 of housing, or in the provision of real estate brokerage services. It is also illegal, for profit, to
556 induce or attempt to induce a person to sell or rent a dwelling by representations regarding the
557 entry into the neighborhood of a person or persons belonging to one of the protected classes.
558 REALTORS® shall not deny equal professional services to any person for reasons of race,
559 color, religion, sex, handicap, familial status, national origin, or sexual orientation. REALTORS®
560 shall not be parties to any plan or agreement to discriminate against a person or persons on the
561 basis of race, color, religion, sex, handicap, familial status, national origin, or sexual orientation.

562
563 REALTORS®, in their real estate employment practices, shall not discriminate against any
564 person or persons on the basis of race, color, religion, sex, handicap, familial status, national
565 origin, or sexual orientation.

566 567 568 569 **ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION**

570
571 **Section 1: Responsibility of ACAR and Members.** The responsibility of ACAR and its
572 members relating to the enforcement of the Code of Ethics, the disciplining of members, the
573 arbitration of disputes, and the organization and procedures incident thereto shall be governed
574 by the Code of Ethics and Arbitration Manual of the National Association of REALTORS®, as
575 amended from time to time, and as adapted to be consistent with applicable state law.

576
577 **Section 2: Compliance with the Ohio Revised Code.** Arbitration, as described in such
578 Arbitration Manual, shall be conducted in a manner consistent with Chapter 2711 of the Ohio
579 Revised Code.

580
581 **Section 3: Mediation Service.** ACAR adopts the Mediation Service described in such
582 Arbitration Manual, which shall be voluntary.

583
584 **Section 4: Grievance Committee.** The Grievance Committee shall review commission
585 disputes submitted to determine if they are arbitrable and properly submitted. The Grievance
586 Committee shall also review alleged ethics complaints.

587
588 **Section 5: REALTOR® MEMBERS RESPONSIBILITY.** It shall be the duty and responsibility
589 of every REALTOR® Member of ACAR to abide by the Bylaws and the Rules and Regulations of
590 ACAR, the Constitution and Bylaws of the Ohio Association of REALTORS®, the Constitution
591 and Bylaws of the National Association of REALTORS®, and to abide by the Code of Ethics of
592 the National Association of REALTORS®, including the duty to arbitrate controversies arising out
593 of real estate transactions as specified by Article 17 of the Code of Ethics, and as further
594 defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration
595 Manual of ACAR as from time to time amended.

596 597 **Section 6: MULTIPLE LISTING SERVICE.**

598
599 A. Qualifying ACAR Members (denominated participants in the governing documents of
600 the MLS), are entitled to participate in the Multiple Listing Service (NORMLS and/or
601 CRIS) pursuant to an agreement between ACAR and the MLS and in accordance
602 with the Code of Regulations and Rules and Regulations of the MLS.
603

604 B. The Board of Directors is hereby authorized to establish with one or more other
605 REALTOR® associations a cooperative agreement such as may be necessary to
606 fulfill this association's responsibilities as a Member of the Board of the National
607 Association of REALTORS® for enforcement of the Code of Ethics and the provision
608 of arbitration and mediation services to members. Further, the Board of Directors
609 shall ensure that an appropriate procedural policy is approved and competent
610 administrative support is provided to fully implement and sustain such joint
611 arrangement.
612

613 **ARTICLE VIII - USE OF THE TERMS REALTOR® AND REALTORS®**

614
615 **Section 1: Use of the Terms by Members.** Use of the terms REALTOR® and REALTORS®
616 by members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the
617 National Association of REALTORS® and to the Rules and Regulations prescribed by its Board
618 of Directors. ACAR shall have the authority to control, jointly and in full cooperation with the
619 National Association of REALTORS®, use of the terms within its jurisdiction. Any misuse of the
620 terms by members is a violation of a membership duty and may subject members to disciplinary
621 action by the Board of Directors after a hearing as provided for in the National Association's
622 Code of Ethics and Arbitration Manual.
623

624 **Section 2: Privileges of REALTOR® MEMBERS.** REALTOR® Members of ACAR shall have
625 the privilege of using the terms REALTOR® and REALTORS® in connection with their places of
626 business within the state or a state contiguous thereto so long as they remain REALTOR®
627 Members in good standing. No other class of Members shall have this privilege.
628

629 **Section 3: REALTOR® MEMBERS WHO ARE PRINCIPALS.**

630
631 A. A REALTOR® Member who is a principal of a real estate firm, partnership, or
632 corporation may use the terms REALTOR® and REALTORS® only if all the principals
633 of such firm, partnership, or corporation who are actively engaged in the real estate
634 profession within the state or a state contiguous thereto are REALTOR® Members of
635 ACAR or Institute Affiliate Members as described in Section 2 of Article IV.
636

637 B. In the case of REALTOR® Member who is a principal of a real estate firm,
638 partnership, or corporation whose business activity is substantially all commercial,
639 the right to use the term REALTOR® or REALTORS® shall be limited to office
640 locations in which a principal, partner, corporate officer, or branch office manager of
641 the firm, partnership or corporation holds REALTOR® membership. If a firm,
642 partnership, or corporation operates additional places of business in which no
643 principal, partner, corporate officer, or branch officer manager holds REALTOR®
644 membership, the term REALTOR® or REALTORS® may not be used in any
645 reference to those additional places of business.
646

647 **Section 4: Institute Affiliate Members.** Institute Affiliate Members shall not use the terms
648 REALTOR® or REALTORS®, or the imprint of the emblem seal of the National Association of
649 REALTORS®.
650

651 **ARTICLE IX - STATE AND NATIONAL MEMBERSHIPS**

652

653 **Section 1: Board Member of NAR and Ohio Association of REALTORS®.** ACAR shall be
654 a Member of the National Association of REALTORS® and the Ohio Association of
655 REALTORS®. By reason of the ACAR's membership, each REALTOR® Member of ACAR shall
656 be entitled to membership in the National Association of REALTORS® without further payment
657 of dues. ACAR shall continue as a Member of the State and National Associations, unless by a
658 two-thirds vote of all of its REALTOR® Members casting a ballot on the issue a decision is made
659 to withdraw, in which case the State and National Associations shall be notified at least one
660 month in advance of the date designated for the termination of such membership.

661
662 **Section 2: Property Rights.** ACAR recognizes the exclusive property rights of the National
663 Association of REALTORS® in the terms REALTOR® and REALTORS®. ACAR shall
664 discontinue use of the terms in any form in its name, upon ceasing to be a Member of the
665 National Association, or upon a determination by the Board of Directors of the National
666 Association that it has violated the conditions imposed upon the terms.

667
668 **Section 3: Adopts Code of Ethics.** ACAR adopts the Code of Ethics of the National
669 Association of REALTORS® and agrees to enforce the Code among its REALTOR® Members.
670 ACAR and all of its Members agree to abide by the Constitution, Bylaws, Rules and
671 Regulations, and policies of the National Association and the Ohio Association of REALTORS®.

672 **ARTICLE X - DUES AND ASSESSMENTS**

673
674
675 **Section 1: Application Fee.** The Board of Directors may adopt an application fee for
676 REALTOR® Membership in a reasonable amount, not to exceed three times the amount of the
677 annual dues for REALTOR® Membership, which shall be required to accompany each
678 application for REALTOR® Membership and which shall become the property of ACAR upon
679 final approval of the application.

680
681 **Section 2: Annual Dues.** The annual dues of Members shall be as follows:

682
683 A. **Designated REALTOR® Members.** The annual dues of each Designated REALTOR®
684 Member shall be in such amount as established annually by the Board of Directors
685 plus an additional amount to be established annually by the Board of Directors times
686 the number of real estate salespersons and licensed or certified appraisers who (1)
687 are directly or indirectly employed by or affiliated as independent contractors, or who
688 are otherwise directly or indirectly licensed with such REALTOR® Member, and (2)
689 are not REALTOR® Members of any Board of REALTORS® in the state or a state
690 contiguous thereto or Institute Affiliate Members of ACAR. In calculating the dues
691 payable to ACAR by a Designated REALTOR® Member, non-member licensees as
692 defined in (1) and (2) of this paragraph shall not be included in the computation of
693 dues if the Designated REALTOR® has paid dues based on said non-member
694 licensees in another Board of REALTORS® in the state or a state contiguous thereto,
695 provided the Designated REALTOR® notifies ACAR in writing of the identity of the
696 Board to which dues have been remitted. In the case of a Designated REALTOR®
697 Member in a firm, partnership, or corporation whose business activity is substantially
698 all commercial any assessments for non-member licensees shall be limited to
699 licensees affiliated with the Designated REALTOR® (as defined in (1) and (2) of this
700 paragraph) in the office where the Designated REALTOR® holds membership, and
701 any other offices of the firm located within the jurisdiction of ACAR.
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1. For the purpose of this Section, a REALTOR® Member of ACAR shall be held to be any Member who has a place or places of business within the state or a state contiguous thereto and who, as a principal, partner, corporate officer, or branch office manager of a real estate firm, partnership, or corporation, is actively engaged in the real estate profession as defined in Article 3, 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 (except as provided for in Section 2 (1) hereof) provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner, or corporate officer of the entity.
 2. A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with ACAR on a form approved by ACAR 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®.
 3. Membership dues shall be prorated for any licensee included on a certification form submitted to ACAR who during the same calendar year applies for REALTOR® membership in ACAR. However, membership dues shall not be prorated if the licensee held REALTOR® membership during the preceding year.
- B. REALTOR® Members. Dues for all REALTOR® Members shall be payable annually in advance on the date as specified from time to time by action of the Board of Directors. Dues for new members shall become payable on the day of the month in which a member shall be notified of election and shall be prorated for the year. The annual dues of REALTOR® members other than the designated REALTOR® shall be in an amount established by the Board of Directors.
- C. Institute Affiliate Members. The annual dues for each Institute Affiliate Members of ACAR as established in of the National Association's Bylaws 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 (\$75.00). The National Association shall credit \$25.00 to the account of ACAR for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of ACAR, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the \$25.00 amount will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the other board of REALTORS® the National Association of REALTORS® shall also credit \$25.00 to the account of Ohio Association of REALTORS® for each Institute Affiliate Member whose office address is located

754 within the territorial jurisdiction of the Ohio Association of REALTORS®. Local and
755 state associations may not establish any additional entrance, initiation fees or dues
756 for Institute Affiliate Members, but may provide service packages to which Institute
757 Affiliate Members may voluntarily subscribe.

758
759 D. Affiliate Members. Dues for Affiliate Members of ACAR may not exceed two and one-
760 half times the amount established pursuant to Article 2, Section 1(a) of the National
761 Association's Bylaws for REALTORS® Members and shall be as established by the
762 Board of Directors.

763
764 E. All other classes of membership. The annual dues, if any, for all other classes of
765 membership shall be as established by the Board of Directors.

766
767 **Section 3: Dues Payable.** Dues for all members shall be payable annually in advance on the
768 date specified by the Board of Directors as from time to time amended. Dues shall be
769 computed from the first day of the month in which a member is notified of election and shall be
770 prorated for the remainder of the year.

771
772 **Section 4: Nonpayment of Financial Obligations.** If dues, fees, fines, or other assessments
773 including amounts owed to the ACAR are not paid within one (1) month after the due date, the
774 nonpaying member is subject to suspension at the discretion of the Board of Directors. Two (2)
775 months after the due date, membership of the nonpaying member may be terminated at the
776 discretion of the Board of Directors. Three (3) months after the due date, membership of the
777 nonpaying member shall automatically terminate unless within that time the amount due is paid.
778 However, no action shall be taken to suspend or expel a member for nonpayment of disputed
779 amounts until the accuracy of the amount owed has been confirmed by the Board of Directors.
780 A former member who has had his or her membership terminated for nonpayment of dues, fees,
781 fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the
782 provisions of other Rules and Regulations of ACAR or any of its services, departments,
783 divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants
784 for membership, after making payment in full of all accounts dues as of the date of termination.

785
786 **Section 5: Deposits and Expenditures.** All monies received by ACAR for any purpose shall
787 be deposited to the credit of ACAR in a financial institution selected by resolution of the Board of
788 Directors.

789
790 **Section 6: Notice.** All dues, fees, fines, assessments, or other financial obligations to ACAR
791 shall be noticed to the delinquent ACAR Member in writing setting forth the amount owed and
792 due date.

793
794 **Section 7: Dues for Former NAR Officers.** The dues of REALTOR® Members who are
795 REALTOR® Emeriti (as recognized by the National Association), Past Presidents of the National
796 Association or recipients of the Distinguished Service Award shall be as determined by the
797 Board of Directors.

798 799 **ARTICLE XI – OFFICERS OF THE CORPORATION**

800
801 **Section 1: Officers.** The elected officers of the corporation and the Board of Directors shall be
802 a President, a President-elect, and a Treasurer.

803
804 **Section 2: Qualifications for Office.**

- 805
806 A. To run for and to hold the offices of treasurer and president-elect, a person must be
807 an elected director of the Board of Directors and must be a member in good
808 standing. The Commercial/industrial REALTOR Director is eligible to serve as an
809 officer but the Affiliate Director is not eligible to serve as an officer.
810
811 B. To hold the office of president, a person must have served as an elected director
812 during the previous calendar year and be an elected director at the time of the
813 election. The president must be a member in good standing.
814
815 C. If a director serving as president-elect succeeds to the office of president in the year
816 following the expiration of his or her three-year term as an elected director, the
817 president shall serve ex-officio as an additional director with vote for one year. No
818 director shall be eligible to serve as either a treasurer or a president-elect in the year
819 following the expiration of his or her three-year term as an elected director unless
820 that director is eligible for and is elected to serve another three-year term.
821
822 D. The Chief Executive Officer is an employee of the corporation hired and supervised
823 by the Board of Directors. The Chief Executive Officer shall record the minutes of all
824 meetings and be responsible for the records of the corporation. The Chief Executive
825 Officer shall serve for the term of his or her contract. The Chief Executive Officer
826 shall be an ex-officio non-voting member of the Executive Committee.
827

828 **Section 3: Term of Office.**
829

- 830 A. Officers shall serve for a term of one year or until their successors are elected and
831 take office. The elected officers shall assume office on January 1.
832
833 B. No member is eligible to serve more than one term as President or President-Elect
834 or Treasurer except as follows: if the President resigns or is removed and the
835 President-Elect automatically succeeds to the office of president in order to fill the
836 unexpired term of President, he or she shall also serve a regular term as President
837 provided that the service in the remaining unexpired term was less than one-half of
838 the term. The director elected to fill the unexpired term of the president-elect who
839 succeeds to the office of president in order to fill that unexpired term shall remain in
840 the office of president-elect should the former president-elect serve a regular term as
841 president and shall then at the end of that term succeed to the office of president.
842
843 C. If the President-Elect resigns or is removed and a director is elected to fill the
844 unexpired term of the President-Elect, the director shall succeed to the office of
845 President at the conclusion of the term, except as described in C above.
846
847 D. If the President-Elect succeeds to the office of President for the year following the
848 expiration of his or her three-year term as director, so that the President is no longer
849 an elected-director, the President shall serve ex-officio with vote as an additional
850 director. No member is eligible to serve as either Treasurer or President-Elect in the
851 year following the expiration of his or her three-term as an elected-director unless
852 that director is eligible for and elected to a new three-year term as a director.
853

854 **Section 4: Vacancies.**
855

- 856 A. Vacancies in any office except that of the president shall be filled by the Board of
857 Directors. A majority vote shall elect. (Refer also to Article XI, Section 3B above.)
858
- 859 B. In the event of a vacancy in the office of president, the president-elect shall
860 automatically succeed to that office.
861
- 862 C. A vacancy in the position of immediate past president shall not be filled.
863

864 **Section 5. Nomination and Election of Officers.**

- 865 A. Nominations:
866
- 867 1. A Nominating Committee of three directors shall be appointed by the
868 President of ACAR with the approval of the Board of Directors at a regular
869 meeting held during the second quarter of the calendar year.
870
- 871 2. The duty of this committee shall be to consider the qualifications of
872 candidates for elected officers of the Board of Directors and to submit at least
873 one name for each position to be filled at the November Annual Meeting of
874 the Board of Directors.
875
- 876 3. Following the report of the Nominating Committee at the Annual Meeting of
877 the Board of Directors, additional nominations may be made from the floor.
878 No member shall be nominated unless he or she is qualified, agrees in writing
879 to nomination and to serve if elected, and completes the necessary forms.
880
- 881 B. Election:
882
- 883 1. Officers shall be elected by ballot at the Annual Meeting of the Board of
884 Directors held in November. There shall be no proxy voting; all ballots shall
885 be cast in person. In an election where there is but one candidate for an
886 office, that office may be elected by voice vote.
887
- 888 2. A majority vote shall elect.
889
- 890

891 **Section 6: Removal from Office.**

- 892 A. An officer who believes that he or she is incapable of fulfilling the duties of the office
893 for which he or she was elected may resign from the office voluntarily.
894
- 895 B. In the event an Officer is deemed incapable of fulfilling the duties for which elected,
896 but will not resign from office voluntarily, the Officer may be removed from office
897 under the following procedure:
898
- 899 1. A committee of three Directors shall be elected by the Board of Directors to
900 investigate the alleged offenses of the accused. If the committee determines
901 that action is needed, it shall draft a petition setting forth the charges and
902 specifications for which removal is warranted.
903
- 904 2. At a meeting of the Board of Directors, in executive session, the petition
905 requesting the removal of the Officer shall be presented and discussed by the
906

907 Directors. When the executive session has ended, if a majority of all Directors
908 agree to sign the petition, it shall be filed with the President of the Board of
909 Directors, or if the President of the Board of Directors is the subject of the
910 petition, with the next-ranking Officer and shall specifically set forth the
911 reasons the individual is deemed to be disqualified from further service
912 (charge and specifications) and set the date for a hearing.
913

914 3. The date of the hearing shall be not less than thirty (30) days or more than
915 forty-five (45) days thereafter. The hearing shall be at a special meeting of
916 the Board of Directors and the sole business of the meeting shall be to
917 consider the charge against the Officer and to render a decision on guilt and
918 penalty. The accused Officer shall be given a copy of the signed petition at
919 least thirty (30) days prior to the date of the hearing.
920

921 4. The special meeting shall be noticed to all voting Directors at least ten (10)
922 days prior to the meeting, and shall be conducted by the President of the
923 Board of Directors unless the President's continued service in office is being
924 considered at the meeting. In such case, the next-ranking officer shall
925 conduct the hearing by the Directors. Provided a quorum is present, a two-
926 thirds vote of Directors present and voting shall be required for removal from
927 office. The provisions in Robert's Rules of Order Newly Revised shall govern
928 the operation of the hearing.
929

930 **Section 7: Executive Committee.**
931

932 A. The President, the President-Elect, the Treasurer, and the Immediate Past President
933 shall serve as the Executive Committee. The Chief Executive Officer shall be ex-
934 officio a member of the Executive Committee without vote.
935

936 B. The Executive Committee shall conduct the business of ACAR between meetings of
937 the Board of Directors.
938

939 C. The Executive Committee shall review the annual evaluation of the Chief Executive
940 Officer conducted by the Board of Directors. The Executive Committee is authorized
941 to adjust the compensation and benefits of the Chief Executive Officer based on the
942 compensation provisions in the Chief Executive Officer's contract. When it has
943 completed its review with the Chief Executive Officer, the Executive Committee shall
944 report to the Board of Directors that the annual review has been completed and shall
945 give the details of the action taken.
946

947 D. The Executive Committee shall meet at the call of the President or upon the written
948 request of two of its members.
949

950 E. A quorum for meetings of the Executive Committee shall be a majority of its current
951 voting members.
952

953 F. The actions of the Executive Committee shall not contradict or override the actions of
954 the Board of Directors.

955
956 **ARTICLE XII - DUTIES AND POWERS OF OFFICERS**

957
958 **Section 1; President.**

- 959
960 A. The President shall preside at all meetings of the corporation and the Board of
961 Directors and shall have general supervisory responsibility for the interests of ACAR
962 and the Board of Directors.
963
964 B. The President shall make an annual report of the activities of the corporation and the
965 Board of Directors at the Annual Membership Meeting and shall bring before the
966 membership the recommendations of the Board of Directors.
967
968 C. The President shall carry out all duties and responsibilities of his or her office as
969 specified in these Bylaws, the Rules and Regulations, and the parliamentary
970 authority of the corporation, Robert's Rules of Order Newly Revised current edition,
971 or any other such duties assigned to him by the Board of Directors or the corporate
972 membership.

973
974 **Section 2: President-Elect.**

- 975
976 A. In the event the President is temporarily unable or unwilling to perform the duties of
977 the President, the President-Elect shall perform the duties of the President.
978
979 B. A President pro tem shall be elected to conduct the meeting should both the
980 President and the President-Elect be absent or incapacitated.
981
982 C. The President-Elect shall automatically succeed to the office of President during the
983 term following his term as President-Elect.
984
985 D. In the event of the resignation, death, or removal of the President, the President-
986 Elect shall automatically succeed to the office of President for the remainder of the
987 unexpired term. If the President-Elect serves less than six months in the unexpired
988 term, he or she shall be eligible to automatically succeed to his normal full term as
989 President and the current President-Elect shall continue to serve in his or her term.
990 See also Article XI, Section 3B.
991
992 E. The President-Elect shall carry out all duties and responsibilities of his or her office
993 as specified in these Bylaws, the Rules and Regulations, and the parliamentary
994 authority of the corporation, Robert's Rules of Order Newly Revised (hereafter
995 referred to as Robert's Rules) current edition, or any other such duties assigned to
996 him by the Board of Directors or the corporate membership.
997

998 **Section 3: Treasurer.**

- 999
1000 A. The Treasurer shall countersign all checks in excess of an amount determined by the
1001 Board of Directors. If the Treasurer is not available, another authorized signatory, as
1002 defined in the Rules and Regulations, can countersign checks.

- 1003
1004 B. The Treasurer shall carry out all duties and responsibilities of his or her office as
1005 specified in these Bylaws, the Rules and Regulations, and the parliamentary
1006 authority of the corporation, Robert's Rules of Order Newly Revised current edition,
1007 or any other such duties assigned to him or her by the Board of Directors or the
1008 corporate membership.
1009

1010 **ARTICLE XIII – BOARD OF DIRECTORS**

1011 **Section 1: Composition.**

- 1012
1013
1014 A. The governing body of ACAR shall be the Board of Directors. It shall be composed
1015 of a minimum of sixteen (16) directors elected by the membership by ballot using
1016 Authorized Communication Equipment. The results of the ballot shall be announced
1017 at the Annual Membership Meeting of ACAR.
1018
1019 B. Of the minimum sixteen directors, fourteen (14) shall be REALTOR Members, one
1020 shall be an Affiliate Member, and one shall be a Commercial/Industrial REALTOR.
1021
1022 C. The Immediate Past President shall serve as non-elected additional voting director of
1023 the Board of Directors.
1024
1025 D. In the event that other Boards of REALTORS join the ACAR, the Board of Directors
1026 shall temporarily expand to include one provisional directorship for each joining
1027 Board of REALTORS. The tenure for the provisional directorship shall be three
1028 years starting on January 1 of the current year. The provisional director shall have a
1029 vote on the Board of Directors and shall be elected by the board of directors of the
1030 joining Board of REALTORS. At the end of this tenure or if the seat is vacated
1031 during the term, the provisional directorship for the joining Board of REALTORS shall
1032 cease. Provisional directorships cannot be renewed. Provisional directors shall be
1033 REALTOR Members.
1034

1035 **Section 2: Power and Authority.** The Board of Directors shall have the complete authority to
1036 govern and operate ACAR subject only to these Bylaws, the Articles of Incorporation, and the
1037 Rules and Regulations, and applicable state and federal law.
1038

1039 **Section 3: Duties.**

1040 The duties of the Board of Directors are as follows:
1041
1042

- 1043 A. Approve the amount of dues for each class of membership;
1044
1045 B. Approve applications for membership;
1046
1047 C. Authorize the awarding of Honorary Memberships;
1048
1049 D. Adopt an annual budget;
1050
1051 E. Approve the report of the auditor;
1052
1053 F. Act as the appeal panel for appeals of arbitration disputes;

- 1054
1055 G. Observe confidentiality of information pursuant to the Rules and Regulations, these
1056 Bylaws, and applicable law;
1057
1058 H. Approve the appointment of committee and task force chairmen and members;
1059
1060 I. To the extent provided in the articles of incorporation or bylaws of any affiliate of
1061 ACAR, elect or appoint directors to the board of directors of any such affiliate;
1062
1063 J. Approve the ACAR President's appointment of the ACAR directors and alternates on
1064 the Ohio Association of REALTORS Board of Trustees;
1065
1066 K. Adopt positions on Ohio Association of REALTORS®-related issues, invoke the unit
1067 rule to require its directors on the Ohio Association of REALTORS® Board of
1068 Trustees to vote for or against issues, and endorse candidates for Ohio Association
1069 of REALTORS® offices and positions;
1070
1071 L. Set the time, date, and location for meetings of the membership and the Board of
1072 Directors;
1073
1074 M. Fill vacancies in elected and appointed position;
1075
1076 N. Employ a Chief Executive Officer;
1077
1078 O. Adopt policies, rules, and regulations to govern the proceedings and affairs of ACAR
1079 over which the Board of Directors has power and authority (the "Rules and
1080 Regulations");
1081
1082 P. Adopt policies regarding the management, compensation, and benefits provided to
1083 ACAR employees; and
1084
1085 Q. Have such other duties as prescribed for the Board of Directors in these Bylaws, the
1086 corporate charter, state and federal law, the ACAR Rules and Regulations, and
1087 Robert's Rules of Order Newly Revised.
1088

1089 **Section 4: Voting.**
1090

- 1091 A. Each director at a meeting of the Board of Directors shall be entitled to one vote.
1092 The Board of Directors acts as a whole and no individual director has the right to act
1093 for or represent the Board unless specifically authorized to do so through an act of
1094 the Board of Directors.
1095
1096 B. There shall be no voting by proxy.
1097
1098 C. The President shall exercise his or her vote only during ballot voting and only when
1099 the members of the Board of Directors present are equally divided on a question.
1100

1101 **Section 5: Qualifications of Directors.**
1102

- 1103 A. At least fourteen directors shall be REALTOR Members and one shall be an Affiliate
1104 Member and one shall be a Commercial/industrial REALTOR Member. The

1105 additional ex-officio director shall be either a REALTOR Member or a
1106 Commercial/Industrial REALTOR. The Provisional Directors shall be REALTOR
1107 Members.

- 1108
- 1109 B. To be eligible to run for and hold the position of director, a person must be a member
1110 in good standing for at least one year. "Good standing" shall be defined as having
1111 paid all current dues and assessments, agreeing to abide by the Code of Ethics and
1112 Arbitration, and having no conflicts of interest that would impair the ability to serve.
1113
- 1114 C. No more than four of the elected-directors may be from the same company.
1115
- 1116 D. An elected director shall maintain throughout his or her term of service the
1117 membership class he or she held at the time of election. If an elected director
1118 changes his or her membership classification during his or her term, the director shall
1119 resign.
1120
- 1121 E. No person shall be nominated either by the Nominating Committee or by petition
1122 unless he or she is qualified and signs a statement granting permission to be
1123 nominated and agrees to serve if elected.
1124

1125 **Section 6: Term of Service.**

- 1126
- 1127 A. Directors elected from REALTOR Membership shall serve for three years or until the
1128 successors are elected and take office.
1129
- 1130 B. Directors elected from the Affiliate Membership and from Commercial/industrial
1131 REALTOR Membership shall serve for three years or until their successors are
1132 elected and take office.
1133
- 1134 C. The ex-officio additional director shall serve a term of one year.
1135
- 1136 D. Staggered terms shall be use so that each year at least one-third of the directors'
1137 positions are open for election. The staggered terms shall be established during the
1138 first three years of ACAR (the "Transition Period").
1139
- 1140 E. No director may serve for more than two terms consecutively and may serve
1141 additional terms so long as a year's hiatus is between each two consecutive terms.
1142 For the purpose of determining consecutive terms, any director who has served for
1143 one-half or more of a term shall have served a full term.
1144

1145 **Section 7: Nominations and Elections.**

- 1146
- 1147 A. Nomination Committee
1148
- 1149 1. No later than January 30, a Nominating Committee of four (4) REALTOR®
1150 Members and one Affiliate Member and one Commercial/industrial REALTOR
1151 Member shall be appointed by the President of ACAR with the approval of the
1152 Board of Directors.
1153
- 1154 2. By March 1, potential candidates shall submit the nomination form granting
1155 permission to be nominated, agreeing to serve if elected, and describing how

- 1156 he or she meets the qualifications set forth in these Bylaws for the position
1157 sought. The Nominating Committee shall review the qualifications of
1158 prospective candidates for the position of director or ask additional members
1159 to submit a nomination form. The committee shall select at least one
1160 candidate for each position to be filled on the Board of Directors.
1161
1162 3. By June 15, the Nominating Committee shall communicate with all REALTOR
1163 and Affiliate Members who have submitted a Nomination Form. The
1164 communication shall tell the member whether he or she will be nominated by
1165 the committee.
1166
1167 4. By July 1, the recommendations of the Nominating Committee shall be
1168 communicated to the Board of Directors and to the ACAR members eligible to
1169 vote. This communication may be mailed or electronically transferred and
1170 shall be posted on the web site.
1171
1172 5. Additional candidates for the position of REALTOR Director may be placed in
1173 nomination by petition. Petitions for the REALTOR Director position shall be
1174 signed by at least 5% of the REALTOR Members eligible to vote. Petitions
1175 for the Affiliate Director position shall be signed by at least 5% of Affiliate
1176 Members eligible to vote. Petitions for the Commercial/industrial REALTOR
1177 Director position shall be signed by at least 5% of the Commercial/industrial
1178 REALTOR Members eligible to vote. All petitions shall be filed with the Chief
1179 Executive Officer at least 45 days prior to the distribution of the ballot.
1180
1181 6. No person shall be nominated either by the Nominating Committee or by
1182 petition unless he or she is qualified and signs a statement granting
1183 permission to be nominated and agrees to serve if elected.
1184
1185 7. At least fifteen days before the distribution of the ballot, the Chief Executive
1186 Officer shall electronically communicate to members eligible to vote the
1187 names of all candidates nominated and shall post this information on the web
1188 site.
1189
1190 B. Election
1191
1192 1. The Chief Executive Officer shall prepare and distribute the ballots for the
1193 election of the directors by Authorized Communication Equipment. Ballots
1194 may be tabulated by a professional service.
1195
1196 2. In accordance with Ohio Revised Code 1702, the election of Directors shall
1197 be held by electronic ballot prior to the Annual Membership Meeting.
1198
1199 3. A plurality shall elect.
1200
1201 4. The election results shall be announced at the Annual Membership Meeting
1202 of ACAR in October and the directors shall take office on January 1. After the
1203 announcement at the Annual Membership Meeting, this information shall be
1204 posted on the web site.
1205
1206

Section 8: Removal of a Director.

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- A. A Director who believes that he or she is incapable of fulfilling the duties of the office for which he or she was elected may resign from that office voluntarily.

- B. In the event a Director is deemed incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Director may be removed from office under the following procedure:
 - 1. A committee of Directors shall be elected by the Board of Directors to investigate the alleged offenses of the accused. If the committee determines that action is needed, it shall draft a petition setting forth the charges and specifications for which removal is warranted.

 - 2. At a meeting of the Board of Directors, in executive session, the petition requesting the removal of the Director shall be presented to and discussed by the Directors. When the executive session has ended, if a majority of all Directors agree to sign the petition, it shall be filed with the President of the Board, or if the President of the Board is the subject of the petition, with the next-ranking Officer and shall specifically set forth the reasons the individual is deemed to be disqualified from further service (charge and specifications) and set the date for a hearing.

 - 3. The date of the hearing shall be not less than thirty (30) days or more than forty-five (45) days thereafter. The hearing shall be at a special meeting of the Board of Directors and the sole business of the meeting shall be to consider the charge against the Director and to render a decision regarding removal of the Director. The accused Director shall be given a copy of the signed petition at least thirty (30) days prior to the date of the hearing.

 - 4. The special meeting shall be noticed to all voting Directors at least ten (10) days prior to the meeting, and shall be conducted by the President of the Board unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking officer will conduct the hearing by the Directors. Provided a quorum is present, a two-thirds vote of Directors present and voting shall be required for removal a director. The provisions in Robert's Rules of Order Newly Revised shall govern the operation of the hearing.

Section 9: Vacancies.

- A. There shall be a minimum of sixteen elected directors on the Board of Directors. Vacancies in the position of elected directors on the Board of Directors shall be filled by the Board of Directors. A majority vote shall elect to fill a vacancy.

- B. A Member elected to fill an unexpired term of a director, shall be eligible to run for two full consecutive terms if service in the unexpired term was less than one half of the term. A person who serves for one-half or more of an unexpired term shall be eligible to run for a second consecutive term.

ARTICLE XIV – TRANSITIONAL BOARD AND OFFICERS

1258 **Section 1: Composition of Transition Board of Directors.**

- 1259
- 1260 A. The Transitional Board of Directors shall have a minimum of sixteen (16) elected
- 1261 directors. Of the minimum number of directors, fourteen (14) shall be REALTOR
- 1262 Members in good standing; one (1) shall be a Commercial/industrial REALTOR
- 1263 Member in good standing; and one (1) shall be an Affiliate Member in good standing.
- 1264
- 1265 B. For the second and third years of the Transition Period, the immediate past president
- 1266 shall serve ex-officio with vote as an additional director.
- 1267
- 1268 C. In the event that other Boards of REALTORS join the ACAR during the three-year
- 1269 transitional period, the Board of Directors shall temporarily expand in order to provide
- 1270 one provisional directorship to each of the joining Boards of REALTORS. The
- 1271 provisional director shall have a vote and shall be elected by the joining Boards of
- 1272 REALTORS. The term of the provisional directorship shall be for three (3) years
- 1273 starting on January 1 of the current year. At the end of this tenure or if the seat is
- 1274 vacated during the term, the provisional directorship shall cease. The provisional
- 1275 directorship is non-renewable. Provisional directors shall be REALTOR Members.
- 1276
- 1277 D. If the president-elect succeeds to the office of president in the year following the
- 1278 expiration of his or her term as an elected director and is not eligible for and elected
- 1279 to a new three-year term, the president shall serve ex-officio as a voting additional
- 1280 director.
- 1281

1282 **Section 2: Tenure of Transition Board of Directors.** The Transitional Board shall operate for

1283 three years after which a permanent Board of Directors shall function as described in Article XIII

1284

1285 **Section 3. Election of the Initial Transition Board of Directors and Officers.**

- 1286
- 1287 A. When the merger agreement for ACAR has been signed, the officers of AABOR and
- 1288 CABOR shall determine a date, time, and location for the first meeting (the
- 1289 "Organizational Meeting). The purpose of the Organizational Meeting shall be to
- 1290 elect a president pro tempore to conduct the meeting until a permanent president is
- 1291 elected, to announce the names of the initial transition directors, to elect the initial
- 1292 transition officers, to appoint a secretary pro tempore to take minutes and maintain
- 1293 the records and correspondence of the corporation, and to set a date, time, and
- 1294 location for the first meeting of the Transition Board of Directors.
- 1295
- 1296 B. Prior to the Organizational Meeting, the board of directors for CABOR and the board
- 1297 of directors for AABOR shall each elect eight transitional directors to staggered terms
- 1298 of one, two, and three years. The method of election and determination of which
- 1299 director is assigned to a staggered term shall be decided by each board. However,
- 1300 the following parameters shall be observed: between the two boards there shall be
- 1301 elected no more than four directors from the same company; the
- 1302 Commercial/Industrial REALTOR Member director shall be elected by AABOR and
- 1303 the Affiliate Member director shall be elected by CABOR; and all initial transition
- 1304 directors shall be currently serving members of the electing board of directors.
- 1305
- 1306 C. The quorum for this meeting shall be two-thirds of the 16 elected directors (i. e., 11
- 1307 directors). Only the elected transition directors shall have a right to speak, propose
- 1308 motions and nominations, and vote. When the quorum is established, the first

1309 business shall be to elect a president pro tempore to conduct the meeting until a
1310 president is elected. Up to fifteen minutes shall be allotted to introduce the new
1311 transition directors and answer questions. Nominations for officers (president,
1312 president-elect, and treasurer) shall be made from the floor. All nominees shall be
1313 transition directors. No director shall be nominated without verbal consent and
1314 agreement to serve if elected. The president pro tempore shall appoint tellers to
1315 distribute and count ballots. A majority shall elect. If there is only one candidate
1316 nominated for an office, that office may be elected by voice vote. The next business
1317 shall be to elect a secretary pro tempore who shall be one of the transition directors.
1318 This position shall be active until a Chief Executive Officer is employed. The director
1319 shall be responsible for taking minutes, conducting the correspondence, and
1320 maintain the records of the corporation. The final business shall be to set the date,
1321 time, and location for the first meeting of the Transition Board of Directors.
1322

1323 **Section 4. Staggered Terms for Initial Transition Board of Directors.** For the transition
1324 period, six (6) directors shall be elected for one year, five (5) directors for two years [3 AABOR
1325 and 2 CABOR], and five (5) directors for three years [3 CABOR and 2 AABOR]. Both the
1326 Commercial/industrial REALTOR director and the Affiliate director shall be elected for three-year
1327 terms. This election process shall establish a staggered term system. After the initial election,
1328 all directors shall be elected by the ACAR Membership for a three-year term or until their
1329 successors are elected and take office. For the purpose of determining eligibility for
1330 consecutive terms, the one, two, and three year terms of the transition period shall constitute a
1331 full term.
1332

1333 **Section 5. Election of Second and Third Transition Board of Directors.**
1334

1335 SECOND TRANSITION BOARD OF DIRECTORS AND OFFICERS: The ACAR membership in
1336 October 2014 shall elect six (6) Elected-Directors for a three-year staggered term or until their
1337 successors are elected and take office. The nomination and election of directors shall be as
1338 described in Article XIII, Section 7 unless the time between the initial election and the second
1339 election is too short to accommodate the time line, in which case the Board of Directors shall
1340 make any necessary modifications to the time line. The immediate past president shall serve
1341 ex-officio as a voting additional Director for a term of one year or until his or her successor is
1342 qualified. In November 2014, the 17 Directors shall designate two of the Elected-Directors as
1343 officers (president-elect, treasurer) to serve a one-year term or until their successors are elected
1344 and take office. If the director serving as president-elect is in the last year of his or her term as
1345 an Elected-Director and is not eligible for and has not been elected to a new three-year term as
1346 an Elected-Director, this member when he or she serves as president shall serve ex-officio as
1347 an additional Elected-Director with vote for a one-year term. No director is eligible to serve
1348 either as treasurer or as president-elect in the year following the expiration of his or her term as
1349 an Elected-Director unless that director is eligible for and is elected to a new three-year term as
1350 an Elected-Director. THIRD TRANSITION BOARD OF DIRECTORS AND OFFICERS: The
1351 ACAR membership shall elect five Elected-Directors in October 2015 and two officers in
1352 November 2015 in the manner specified above for the Second Transition Board of Directors.
1353

1354 **Section 6. Transition Officers.**
1355

1356 A. Term of Initial Transition Officers: The initial transition officers shall be elected at
1357 the Organizational meeting to serve until January 1, 2015. A new president-elect
1358 and treasurer shall be elected by the Transition Board of Directors at the Annual
1359 Meeting of the Board of Directors in November 2014. The initial president-elect

- 1360 shall succeed to the office of president on January 1, 2015. The outgoing president
1361 shall ex-officio serve as an additional voting director starting on January 1, 2015.
1362
- 1363 B. Qualifications: All transition officers shall be elected from among the transition
1364 directors.
1365
- 1366 C. Term of Office: After the initial election, the transition officers shall be elected by the
1367 Transition Board of Directors at the Annual Board of Directors Meeting in November
1368 for a term of one year or until their successors are elected and take office.
1369
- 1370 D. Vacancy: A vacancy in any of the transition officers, except that of the President,
1371 shall be filled by the transition Board of Directors. A vacancy in the office of
1372 President shall be filled by the President-Elect.
1373
- 1374 E. Removal from Office: A transition officer can be removed for cause by a two-thirds
1375 vote of the transition Board of Directors. Due process procedure as provided in
1376 Article XI, Section 6 and as given in Robert's Rules of Order Newly Revised shall be
1377 followed.
1378
- 1379 F. Duties of Officers: The duties of the transition officers shall be as given in Article XII.
1380

1381 **ARTICLE XV – PERMANENT BOARD OF DIRECTORS**

1382
1383 **Section 1: Composition and operation:** The Board of Directors after the transitional period
1384 shall be as described in Article XIII.
1385

1386 **ARTICLE XVI - MEETINGS**

1387
1388 **Section 1: ACAR Annual Membership Meeting.** The annual membership meeting of ACAR
1389 membership shall be held in October of each year; the Board of Directors shall designate the
1390 date, place, and hour. Annual Reports shall be given and such other business that is
1391 appropriate and necessary shall be conducted.
1392

1393 **Section 2: Meetings of the Board of Directors.**

- 1394
1395 A. The Annual Meeting of the Board of Directors shall be in November. The Board of
1396 Directors shall set the date, time, and place of the Annual Meeting.
1397
- 1398 B. The Board of Directors shall designate a regular time and place for their meetings.
1399 Monthly meetings of the Board of Directors are required but the Executive
1400 Committee shall have the authority to cancel or reschedule a monthly meeting for
1401 cause.
1402
- 1403 C. Absence from three regular meetings in a year without an excuse deemed valid by
1404 the Board of Directors shall be regarded as a resignation. Should the director refuse
1405 to resign, the Board of Directors by a two-thirds vote can remove the director. When
1406 a vacancy is created by a resignation or removal, the Board of Directors shall fill the
1407 vacancy in the manner described in Article XIII, Section 9, Vacancies.
1408

1409 **Section 3: Special Meetings.**

1410

- 1411 A. Special meetings of ACAR voting members shall be called either by the Board of
1412 Directors or by a petition signed by 5% of the voting ACAR Members. Notice of the
1413 special meeting shall be given to all voting members not later than 10 days prior to
1414 the meeting. The agenda for the meeting shall be given in the notice and no other
1415 business shall be permitted except that which is in the notice. The quorum for
1416 special meetings shall be the same as for regular meetings.
1417
- 1418 B. Special Meetings of the Board of Directors shall be called either by the President or
1419 by a petition of six directors with notice given to the directors at least seven business
1420 days in advance of the special meeting. The agenda for the special meeting shall be
1421 given in the notice and no other business shall be permitted except that which is in
1422 the notice. The quorum for special meetings of the Board of Directors shall be the
1423 same as for regular meetings.
1424

1425 **Section 4: Telephone Conference Call Meeting.** Any meeting of the Board of Directors may
1426 be held by telephone Conference Call using Authorized Communication Equipment. Minutes of
1427 all Telephone Conference Call Meetings shall be kept and approved.
1428

1429 **Section 5: Quorum.** A quorum for the conduct of business:

- 1430
- 1431 A. For Board of Directors Meetings shall be a majority of the current number of
1432 directors; and
1433
- 1434 B. For ACAR Annual Meeting and other meetings of the membership: 2% of the voting
1435 membership.
1436

1437 **Section 6: Electronic Work Session.**

1438 The Board of Directors is authorized to engage in educational sessions or conduct research,
1439 discussion, and fact-finding work in person or through the use of Authorized Communication
1440 Equipment. No official business may be conducted or binding vote taken during a work
1441 sessions.
1442

1443 **Section 7: Action Without A Meeting.**

1444

1445 In accordance with the Ohio Revised Code Section 1702, any action/vote that may be
1446 authorized or be taken at a meeting of the Board of Directors or the voting ACAR Membership
1447 may be authorized or taken without a meeting providing that all of the directors for a directors
1448 meeting or a majority of the members for a membership meeting give a consent in writing,
1449 setting forth the action to be taken. The consent to take action without a meeting shall be
1450 given and the action/vote shall be taken using Authorized Communication Equipment. The
1451 consent and the action/vote taken shall be placed in the minutes of the next regular meeting.
1452

1453 **Section 8: Authorized Communication Equipment.**

1454

1455 For purposes of these Bylaws, the capitalized term "Authorized Communications Equipment"
1456 shall mean communications equipment which provides a transmission, including, but not limited
1457 to, telephone, telecopy or any electronic means, from which it can be determined that the
1458 transmission was authorized by, and accurately reflects the intention of, a member, director or
1459 committee member, and with respect to meetings, allows all persons participating in a meeting
1460 to contemporaneously communicate with each other.
1461

1462 **ARTICLE XVII - COMMITTEES**

1463

1464 **Section 1: Standing Committees.** The President of the Board of Directors shall appoint from
1465 among the REALTOR® and Affiliate Members in good standing, subject to confirmation by the
1466 Board of Directors, the chairmen and members of the standing committees. The standing
1467 committees of the ACAR shall be as follows:

1468

Commercial,

1470

Community Outreach & Charity,

1472

Finance,

1474

Grievance,

1476

Legislative,

1478

Member Services & Affiliate Council,

1480

Nominating & Leadership Development,

1482

Professional Development & Equal Opportunity,

1483

Professional Standards,

1484

RPAC Trustees,

1485

Young Professionals Network.

1486

1487 The President with the approval of the Board of Directors shall have the authority to create such
1488 other standing committees as determined to be needed for the term. The standing committees
1489 shall have such subcommittees as authorized in the Rules and Regulations.

1490

1491 **Section 2: Special Committees and Task Forces.** The President of ACAR may appoint,
1492 subject to confirmation by the Board of Directors, such special committees and task forces as
1493 deemed necessary to carry on the work of ACAR.

1494

1495 **Section 3: Meetings of Committees.** The committees and task forces shall meet as specified
1496 in the Rules and Regulations. The quorum shall be specified in the Rules and Regulations.

1497

1498 **Section 4: Organization of Committees.**

1499 All committees shall be of such size and shall have duties, functions, and powers as described
1500 in Rules and Regulation or as assigned by the President of the ACAR with the approval of the
1501 Board of Directors except as otherwise provided in these Bylaws.

1502

1503 **Section 5: Ex Officio.** The President of ACAR shall be ex officio a member of all committees
1504 and task forces, except the Nominating Committee. Other individuals who shall be ex officio
1505 members of committees or task forces shall be described in the Rules and Regulations.

1506

1507 **Section 6: Terms of Office.**

1508

1509

1510

1511

1512

1513 A. A Chairman of a standing committee, except the Professional Standards Committee,
1514 shall not be eligible to succeed himself in a Chairmanship but may again be
1515 appointed a Chairman if at least one year has expired since the end of his or her
1516 term.

1517
1518 B. The Rules and Regulations shall give the terms for committee members.
1519

1520 **Section 7: Work by Electronic Means.** Committees and task forces are authorized to
1521 conduct research, discussion, and fact-finding work through Authorized Communication
1522 Equipment. No official business may be conducted or binding vote taken during such sessions.
1523

1524 **Section 8: Action Without a Meeting.** Using Authorized Communication Equipment, any
1525 committee or task force may take action without a meeting provided that a majority of the
1526 committee/task force members give consent in writing to take such action without a meeting and
1527 that the action is recorded in the minutes of the next in-person meeting.
1528

1529 **ARTICLE XVIII – Financial**

1530
1531 **Section 1: Bonding.** The Treasurer, the Chief Executive Officer, and, as determined by the
1532 Board of Directors, any other officer, director, or employee who is responsible for substantial
1533 corporate funds shall be bonded for theft, negligence, or fraud at the expense of the corporation.
1534 The board shall approve policies for the implementation of this provision.
1535

1536 **Section 2: Check Signing Authority.** The Board of Directors shall establish a policy detailing
1537 who is authorized to sign company checks and up to what amount without further authorization.
1538

1539 **Section 3: Pay Outs of Monies.** The Treasurer or Chief Executive Officer shall pay out
1540 monies only upon receipt of original bills and vouchers and shall render appropriate financial
1541 records. The Board of Directors shall approve policies to administer this rule.
1542

1543 **Section 4: Annual Review; Audit.** An annual review shall be conducted by an outside firm. A
1544 full audit shall be conducted by an outside firm every four years. If the Treasurer, Chief
1545 Executive Officer, or Controller resigns or is removed from office, or if the Board of Directors
1546 otherwise deems it necessary, an audit shall be conducted. The Board of Directors shall adopt a
1547 policy for the administration of this section.
1548

1549 **Section 5. Annual Budget.** The Board of Directors shall adopt an annual budget. The details
1550 for preparing, approving, monitoring, and changing the annual budget shall be given in policies
1551 approved by the Board of Directors.
1552

1553 **Section 6. Fiscal Year.** The fiscal year shall run from January 1 through December 31.
1554

1555 **Section 7. Chief Executive Officer.** The conduct of business shall be under the direction of a
1556 Chief Executive Officer.
1557

1558 A. Accountability. The Chief Executive Officer shall be employed by and report to the
1559 Board of Directors.
1560

1561 B. Duties. The Chief Executive Officer shall:
1562

- 1563 1. Be responsible for the day-to-day management of the financial and
1564 administrative operations of the company under the direction of the Executive
1565 Committee;
- 1566
- 1567 2. Be responsible, in consultation with the Executive Committee, for
1568 employment and supervision of such personnel as required to carry out the
1569 duties of the corporation headquarters and ancillary offices provided that
1570 such employment falls with the constraints established by budget and
1571 personnel policies established by the Board of Directors; and
1572
- 1573 3. Perform such other duties as may be stated in these Bylaws, the Board
1574 policies, and as may be directed by the Board of Directors or Executive
1575 Committee.
1576
- 1577 C. Salary and benefits. The Board of Directors shall adopt policies and procedures for
1578 the annual review of the Chief Executive Officer and administration of his or her
1579 salary and benefits.
1580
- 1581 D. The Chief Executive Officer shall keep the minutes of the meetings of ACAR, Board
1582 of Directors, and the Executive Committee and shall cause the publication of all
1583 notices as directed by the President or the Directors.
1584
- 1585 E. The Chief Executive Officer shall conduct the correspondence of the Board and shall
1586 have the custody of the corporate seal.
1587
- 1588 F. The Chief Executive Officer shall hire and supervise all staff, and, when necessary,
1589 discharge staff.
1590
- 1591 G. The Chief Executive Officer shall make a monthly financial report to the Board of
1592 Directors and at other such times as requested by the Board of Directors. The Chief
1593 Executive Officer shall cause an annual audit to be conducted and shall report this
1594 audit to the Board of Directors.
1595
- 1596 H. The Chief Executive Officer shall be evaluated annually by the Board of Directors
1597 and these evaluations shall be reviewed by the Executive Committee. The Executive
1598 Committee is authorized to make any adjustments in the compensation and benefits
1599 of the Chief Executive Officer based on the compensation provisions of the Chief
1600 Executive Officer's contract.
1601
- 1602 I. In the event that a Chief Executive Officer is to be hired, an Executive Search
1603 Committee shall be formed to be composed of the Executive Committee and
1604 additional members elected by the Board of Directors. This Committee shall conduct
1605 the search for and shall interview candidates for the position of Chief Executive
1606 Officer. Based on its interviews, this committee shall make recommendations to the
1607 Board of Directors and shall provide the necessary documentation. The Board of
1608 Directors shall by motion and an affirmative vote have the sole authority to hire,
1609 terminate, amend, or extend the contract of the Chief Executive Officer, except that
1610 the Executive Committee may annually make adjustment in the compensation and
1611 benefits of the Chief Executive Officer.
1612

1613 J. The Chief Executive Officer shall carry out all duties and responsibilities of his or her
1614 office as specified in his or her contract, these bylaws, the Rules and regulations,
1615 and the parliamentary authority of the corporation, Robert's Rules of Order Newly
1616 Revised current edition, or any other such duties assigned to him or her by the Board
1617 of Directors or the corporate membership.
1618

1619 **ARTICLE XIX - DISSOLUTION**

1620

1621 Upon the dissolution of this ACAR, the Board of Directors, after providing for the payment of all
1622 obligations, shall distribute any remaining assets to the Ohio Association of REALTORS® or,
1623 within its discretion, to any other non-profit tax-exempt organization.
1624

1625 **ARTICLE XX OHIO ASSOCIATION OF REALTORS® DIRECTORS**

1626

1627 **Section 1: Appointment.**

1628 The ACAR President with the approval of the Board of Directors shall appoint from among the
1629 REALTOR® Members of the ACAR the directors on the Ohio Association of REALTORS®
1630 Board of Trustees in such numbers as are authorized by the Ohio Association of REALTORS®
1631 for such purpose to serve one-year terms, together with a number of alternate directors
1632 equivalent to one-fourth the number of primary directors appointed.
1633

1634 **Section 2: ACAR Caucus:** The President of ACAR shall serve as one such director and shall
1635 be the President of the ACAR Caucus, directing its activities while in attendance at meetings of
1636 the Ohio Association of REALTORS®.
1637

1638 **ARTICLE XXI - INDEMNIFICATION AND INSURANCE OF OFFICERS AND DIRECTORS**

1639

1640 **Section 1: Who shall be Indemnified?**

1641

1642 ACAR shall indemnify any person who was or is a party or is threatened to be made a party, to
1643 any action, suit, or proceeding whether civil, criminal, administrative, or investigative by reason
1644 of the fact that the person is or was a director, officer, employee, agent or volunteer of ACAR
1645 against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement
1646 actually and reasonably incurred by the person in connection with such action, suit, or
1647 proceeding if the person acted in good faith and in a manner the person reasonably believed to
1648 be in or not opposed to the best interests of ACAR, and, with respect to any criminal action or
1649 proceeding, had no reasonable cause to believe the person's conduct was unlawful. The
1650 termination of any action, suit, or proceeding or its equivalent, shall not, in and of itself, create a
1651 presumption that the person did or did not act in good faith and in a manner which the person
1652 reasonably believed to be in or not opposed to the best interests of ACAR, and with respect to
1653 any criminal action or proceeding, had no reasonable cause to believe that the person's conduct
1654 was unlawful. To the extent that a director, officer, employee, agent or volunteer has been
1655 successful on the merits or otherwise in defense of any action, suit or proceedings referred to in
1656 the preceding paragraph the person shall be indemnified against expense, including attorneys'
1657 fees, actually and reasonably incurred by the person in connection therewith.
1658

1659 **Section 2: Authorization to Indemnify.**

1660

1661 Any indemnification under these provisions, unless ordered by a court, shall be made by ACAR
1662 only as authorized in the specific case upon a determination that indemnification of the director,
1663 officer, employee, agent or volunteer is proper in the circumstances because the person has

1664 met the applicable standard of conduct set forth in the first paragraph above. Such
1665 determinations shall be made (a) by a majority vote of a quorum consisting of directors of the
1666 ACAR who were not and are not parties to or threatened with any such action, suit, or
1667 proceeding, or (b) if such a quorum is not obtainable or if a majority vote of a quorum of
1668 disinterested directors so directs, by independent legal counsel, other than an attorney or a firm
1669 having been associated with any attorney who has been retained by or who has performed
1670 services for ACAR or any person to be indemnified within the past five (5) years in a written
1671 opinion; or (c) by the Court of Common Pleas or the court in which such action, suit, or
1672 proceeding was brought.

1673
1674 **Section 3: Expenses.**

1675
1676 Expenses, including attorneys' fees, incurred in defending any action, suit, or proceeding
1677 referred to in the foregoing provisions may be paid by ACAR in advance of the final disposition
1678 of such action, suit, or proceeding as authorized by the directors in the specific case, but only
1679 upon receipt of an undertaking by or on behalf of the director, officer, employee, agent or
1680 volunteer to repay such amount, unless it shall ultimately be determined that the person is
1681 entitled to be indemnified by ACAR under these provisions.

1682
1683 **Section 4: Insurance.**

1684
1685 ACAR may purchase and maintain insurance on behalf of any person who is or was a director,
1686 officer, employee, agent or volunteer of ACAR against any liability asserted against, and
1687 incurred by the person in any such capacity, or arising out of the person's status as such,
1688 whether or not ACAR would have the power to indemnify the person against such liability under
1689 the foregoing provisions.

1690
1691 **ARTICLE XXII- PARLIAMENTARY AUTHORITY**

1692
1693 **Rules of Order:** *Robert's Rules of Order Newly Revised*, latest edition, shall be recognized as
1694 the authority governing the procedure of meetings of ACAR, its Board of Directors and
1695 committees, in all instances wherein its provisions do not conflict with these Bylaws, any special
1696 rules adopted, and any statutes applicable to this corporation.

1697
1698 **ARTICLE XXIII- AMENDMENTS**

1699
1700 **Section 1: Proposal.** Any proposals to amend these Bylaws shall be submitted in writing to the
1701 Chief Executive Officer. A proposal to amend these Bylaws may be submitted by the Board of
1702 Directors, by the Bylaws Special Committee, by a standing committee, or by the membership
1703 through a petition signed by at least five percent (5%) of the voting members in good standing.
1704 The Chief Executive Officer shall provide copies of the proposed amendments to the Bylaws
1705 Special Committee. The Bylaws Special Committee shall have the authority to review
1706 proposals, make technical changes, combine proposals that are similar in purpose, draft
1707 conforming amendments to other articles or sections of these Bylaws that are affected by the
1708 proposed amendment, place the proposed amendment in a standard format, and provide a
1709 recommendation (e.g., the Bylaws Special Committee concurs with, does not concur with, has
1710 no opinion). The Board of Directors may review the report of the Bylaws Special Committee
1711 and make a recommendation to be attached to the proposal.

1712
1713 **Section 2: Notice of Amendment.** The final version of the proposed amendment as prepared
1714 by the Bylaws Special Committee shall be posted on the company's web site and a notice of the

1715 posting shall be sent to each voting member at least fifteen (15) days prior to the vote on the
1716 proposed amendment.

1717
1718 **Section 3. Bylaw Revision.** Any proposal to revise the Bylaws shall be submitted in writing to
1719 the Chief Executive Officer. A revision proposal (the substitution of a new bylaw document for
1720 the current bylaws) may be submitted by the Bylaws Committee, by the Board of Directors, or
1721 by the membership through a petition signed by five (5%) of the voting members in good
1722 standing. The Chief Executive Officer shall provide copies of the proposed revision to the
1723 Bylaws Special Committee. The Bylaws Special Committee shall have the authority to review
1724 proposals, make technical changes, combine proposals that are similar in purpose, draft
1725 conforming amendments to other articles or sections of the bylaws that are affected, place the
1726 proposed revision in a standard format, and provide a recommendation (Bylaws Special
1727 Committee concurs with, does not concur with, has no opinion). The Board of Directors may
1728 review the report of the Bylaws Special Committee and make a recommendation to be attached
1729 to the proposal.

1730
1731 **Section 4. Notice of Revision.** The final version of the proposed revision as prepared by the
1732 Bylaws Special Committee shall be posted on the company's web site and a notice of the
1733 posting shall be sent to each voting member at least fifteen (15) days prior to the vote on the
1734 proposed amendment.

1735
1736 **Section 5: Power and Voting.** The power to amend or revise Bylaws shall be vested in the
1737 voting membership. These bylaws may be amended by a two-thirds vote in the affirmative
1738 either at a meeting at which a quorum is present or through an electronic ballot provided that at
1739 least five (5%) of the membership have voted.

1740
1741 **Section 6. Implementation.** The Board of Directors shall approve a policy detailing the rules
1742 by which the Bylaws Special Committee is formed and operated and the procedure by which the
1743 electronic ballot is taken.

1744
1745 **Section 7: NAR Mandated Amendments.** Amendments to these Bylaws mandated by
1746 legislation of the National Association of REALTORS shall be automatically adopted by a
1747 majority vote of the Board of Directors without vote of the membership. ACAR shall provide
1748 notice of these changes in a regular or special membership communication.