

AKRON CLEVELAND ASSOCIATION OF REALTORS® INCORPORATED BYLAWS

Bylaws
September 27, 2018

ACAR BYLAWS

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

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

ACAR BYLAWS

VII	PROFESSIONAL STANDARDS AND ARBITRATION	16
	Section 1: Responsibility of ACAR and Members	16
	2: Compliance with Ohio Revised Code	16
	3: Mediation Services	16
	4: Grievance Committee	16
	5: REALTOR® Member Responsibilities	16
	6: Multiple Listing Service	17
VIII	USE OF TERMS REALTOR® And REALTORS	17
	Section 1: Use of Terms by Members	17
	2: Privileges of REALTOR® Members	17
	3: REALTOR® Members who are Principals	17
	4: Institute Affiliate Members	18
IX	STATE AND NATIONAL MEMBERSHIP	18
	Section 1: Board Member of NAR and OR	18
	2: Property Rights	18
	3: Adopts Code of Ethics	18
X	DUES AND ASSESSMENTS	18
	Section 1: Application Fee	18
	2: Annual Dues	18
	3: Dues Payable	18
	4: Nonpayment of Financial Obligations	20
	5: Deposits and Expenditures	20
	6: Notices	21
	7: Dues for Former NAR Officers	21
XI	OFFICERS OF CORPORATION	21
	Section 1: Officers	21
	2: Qualifications for Office	21
	3: Term of Office	21
	4: Vacancies	22
	5: Verification and Election of Officers	23
	6: Removal from Office	23
	7: Executive Committee	23
XII	DUTIES AND POWERS OF OFFICERS	24
	Section 1: President	24
	2: President-Elect	24
	3: Treasurer	24
XIII	BOARD OF DIRECTORS	25
	Section 1: Composition	25
	2: Powers and Authority	26
	3: Duties	26
	4: Voting	27
	5: Qualifications of Director	27
	6: Term of Service	27
	7: Nomination and Election	27

ACAR BYLAWS

	8:	Removal of a Director	28
	9:	Vacancies	28
XIV		MEETINGS	29
	Section 1:	ACAR Annual Meeting	29
	2:	Meetings of the Board of Directors	29
	3:	Special Meetings	29
	4,	Telephone Conference Meetings	29
	5:	Quorum	29
	6:	Action Without a Meeting	30
	8:	Authorized Communication Equipment	30
XV		COMMITTEES	30
	Section 1:	Standing Committees	30
	2:	Special Committees and Task Forces	30
	3:	Meetings of Committees	30
	4:	Organization of Committees	30
	5:	Ex Officio Members	31
	6:	Terms of Office	31
	7:	Work by Electronic Means	31
	8:	Action Without a Meeting	31
XVI		FINANCIAL	31
	Section 1:	Bonding	31
	2:	Check Signing Authority	31
	3.	Pay Outs of Monies	31
	4.	Annual Audit or Review	31
	5.	Annual Budget	31
	6.	Fiscal Year	32
	7.	Chief Executive Officer	32
XVII		OR DIRECTORS	32
XVIII		DISSOLUTION	32
	Section 1:	Appointment	32
	2:	Caucus	32
XIX		INDEMNIFICATION & INSURANCE OF OFFICERS AND DIRECTORS	32
	Section 1:	Who Shall Be Indemnified	32
	2:	Authorization to Indemnify	33
	3:	Expenses	33
	4:	Insurance	33
XX		UNANTICIPATED PROCEDURES AND PROBLEMS	33
XXI		PARLIAMETARY AUTHORITY	34
XXII		AMENDMENTS AND REVISIONS OF BYLAWS	34

J. Williams, PRP
03/10/2013

ACAR BYLAWS

BYLAWS OF THE AKRON CLEVELAND ASSOCIATION OF REALTORS®, INCORPORATED

ARTICLE I – NAME

Section 1. Name

The name of this organization shall be the Akron Cleveland Association of REALTORS®, Incorporated, hereinafter referred to as “ACAR”.

Section 2. REALTORS®

Inclusion and retention of the Registered Collective Membership Mark “REALTORS®” in the name of ACAR shall be governed by the Constitution and Bylaws of the National Association of REALTORS® (NAR) as from time to time amended.

ARTICLE II – OBJECTIVE

The objectives of ACAR are:

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

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

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

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

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

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

ARTICLE III – JURISDICTION

Section 1. Jurisdiction

The territorial jurisdiction of ACAR as a Member of the NAR is all of Cuyahoga and Summit Counties.

Section 2. Territorial Jurisdiction Defined.

Territorial jurisdiction is defined to mean: the right and duty to control the use of the terms REALTOR® and REALTORS®, subject to the conditions set forth in the Bylaws and those of

NAR, in return for which ACAR agrees to protect and safeguard the property rights of the NAR in the terms.

ARTICLE IV - MEMBERSHIP

ACAR shall have 7 classes of membership:

Section 1. REALTOR®Members.

In order to use the term REALTOR® or REALTORS®, a licensee must be a REALTOR® member of a local Board of REALTORS®. A licensee can become a REALTOR® member of ACAR if he or she meets any of the following specifications.

A. Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the state of Ohio or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto shall qualify for REALTOR® membership only, and each is required to hold REALTOR® membership (except as provided in the following paragraph) in an association of REALTORS® within the state or a state contiguous thereto, unless otherwise qualified for Institute Affiliate membership, as described in Section 1(b) of Article IV.

In the case of a real estate firm, partnership, or corporation, whose business activity is substantially all commercial, only those principals actively engaged in the real estate business in connection with the same office, or any other offices within the jurisdiction of the association in which 1 of the firm's principals holds REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate membership, as described in Section 1(b) of Article IV. (Amended 1/05)

NOTE: REALTOR® members may obtain membership in a "secondary" association within Ohio or in another state.

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

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

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

E. Designated REALTOR® Members. Each firm (or office in the case of firms with multiple office locations) shall designate in writing 1 REALTOR® member who shall be responsible for all duties and obligations of membership, including the obligation to arbitrate pursuant to Article 17 of the *Code of Ethics and Arbitration Manual* of NAR and the payment of association dues as established in Article X of the Bylaws. The "Designated REALTOR®" must be a sole proprietor, partner, corporate officer, or branch office manager acting on behalf of the firm's principal(s), and must meet all other qualifications for REALTOR® membership established in Article V of the Bylaws.

Section 2. Institute Affiliate Members:

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

Section 3. Affiliate Member:

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

Section 4. Public Service Members.

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

Section 5. Honorary Members.

Honorary members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for ACAR, or for the public. Honorary membership shall be for a period of one year or as determined by the Board of Directors.

Section 6. Honorary Life Members.

A. Cleveland Area Board of REALTORS® Honorary Life Members shall be REALTORS® who are no longer actively engaged in the practice of real estate and have held active

REALTOR® membership in the Cleveland Area Board of REALTORS® for a minimum of 25 years and who have performed notable service for the real estate profession for the Cleveland Area Board of REALTORS® or for the public. As of the date of merger this category shall be frozen and no further applicants shall be approved.

B. Akron Area Board of REALTORS® Honorary Life Members shall be REALTORS® who were formally identified as Life Members. Such a member held REALTOR® membership, continued to be licensed, was 70 years old, and has been a member for a total of 25 years. This category includes past presidents who at 70 or older were elected into Life membership. As of the date of merger this category shall be frozen and no further applicants shall be approved.

Section 7. Student Members.

Student Members shall be individuals who are seeking an undergraduate or graduate degree with a specialization or major in real estate at institutions of higher learning, and who have completed at least 2 years of college and at least 1 college level course in real estate, but are not engaged in the real estate profession on their own account or not associated with an established real estate office.

Section 8. Rights of members:

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

ARTICLE V - QUALIFICATION AND ELECTION TO MEMBERSHIP

Section 1. Application.

An application for membership shall be made in such a manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain at minimum the following statements to be signed by the applicant (1) that the applicant agrees as a condition of membership to thoroughly familiarize himself or herself with the *Code of Ethics and Arbitration Manual* of NAR, the Bylaws, and Rules and Regulations of ACAR, OR and NAR; and if elected a Member, will abide by the Bylaws and Rules and Regulations of ACAR, OR and NAR and if a REALTOR® Member, will abide by the *Code of Ethics and Arbitration Manual* of NAR including the obligation to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the *Code of Ethics and Arbitration Manual* and as further specified in the *Code of Ethics and Arbitration Manual* of NAR as from time to time amended, and (2) that the applicant gives consent to ACAR through its Board of Directors or otherwise, to invite and receive information and comment about the applicant from any member or other persons, and that the applicant agrees that any information and comment furnished to ACAR by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall when given the application form have access to a copy of the Bylaws, Rules and Regulations and *Code of Ethics and Arbitration Manual* referenced above.

Section 2. Qualification.

A. An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Board of Directors that he or she is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy, has no record of official sanctions involving unprofessional conduct, agrees to complete a course of instruction involving unprofessional conduct, agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of ACAR, the Bylaws of OR and the Constitution, and Bylaws of NAR, and *Code of Ethics and Arbitration Manual* of NAR, and shall agree that if elected to membership, he or she will abide by such Bylaws, Rules and Regulations and Code of Ethics of the NAR*.

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

No record of official sanctions involving unprofessional conduct is intended to mean that the Association may only consider judgments within the past 3 years of violations of (1) civil rights laws; (2) real estate license laws; (3) or other law prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.

B. Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of ACAR or a Designated REALTOR® Member of another Association (if a secondary member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, shall complete a course of instruction covering the Bylaws and Rules and Regulations of ACAR, the Bylaws of OR, the Constitution and Bylaws and *Code of Ethics and Arbitration Manual* of NAR, shall agree in writing that if elected to membership he or she will abide by the *Code of Ethics and Arbitration Manual* of NAR and by the Bylaws, Rules and Regulations of ACAR, OR and NAR.

- C. The Board of Directors will also consider the following in determining an applicant's qualifications for REALTOR® membership:
1. All final findings of violations of the Code of Ethics of NAR and violations of other membership duties in any other association within the past 3 years.
 2. Pending ethics complaints or hearings.
 3. Unsatisfied discipline pending.
 4. Pending arbitration requests or hearings.
 5. Unpaid arbitration awards or unpaid financial obligations to any other association or association MLS.
 6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm.

D. "Provisional" membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics of NAR, Article V, Section 2(A) provided all other qualifications for membership have been satisfied. ACAR may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within 6 months from the date that provisional membership is approved. Provisional members shall be considered REALTORS® and shall be subject to all the same privileges and obligations of REALTOR® membership.

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

Section 3. Election.

The procedure for election to membership shall be as follows:

- A. New REALTOR® member applicants who meet the qualifications of Section 2 of this Article shall be granted conditional membership upon receipt of a completed membership application along with the application fee and board dues. Final approval for REALTOR® membership is contingent upon attending the mandatory orientation program and is subject to subsections (B) through (F) below.
- B. Any application received for membership that cites criminal convictions shall be submitted to the CEO for review and presentation to the Board of Directors. If one or more of the Board of Directors members object to the approval of the application, basing such objection on lack of qualification as set forth in the Bylaws, the Board of Directors shall invite any objecting member to appear and substantiate his objections. Objections that are not substantiated shall be totally disregarded. The Board of Directors shall not find objections substantiated without (1) informing the applicant in advance, in writing, of the objections and identifying the objecting member, and (2) giving the applicant a full opportunity to appear before

the Board of Directors and establish his or her qualifications. The Board of Directors shall thereafter make a written report of its finding. The Board of Directors shall conduct all proceedings with strict attention to the principles of due process and in compliance with the Bylaws of ACAR.

C. Thereafter, within 10 days, the Board of Directors shall report its recommendation in writing. If the recommendation is to not approve the application, the reasons shall be specifically stated.

D. The Board of Directors shall review the qualification of the applicant and the recommendations of the CEO and then vote on the applicant's eligibility for membership. If Board of Directors by a majority vote approves the applicant, he or she shall be declared elected to membership and shall be advised by written notice.

E. If the Board of Directors rejects an application, it shall provide the applicant with advance notice of the findings and recommendations of the Board of Directors. In addition, the Board of Directors shall give the applicant an opportunity to appear before the Board of Directors, to call witnesses on his or her behalf, to be represented by counsel, and to make such statements as he or she deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall require that written minutes be made of any hearing or it may electronically or mechanically record the proceedings.

F. If the Board of Directors determines that the application should be rejected, it shall record its reasons. If the Board of Directors believes that denial of membership may become the basis of litigation with a claim of damage by the applicant, the Board of Directors may specify that the denial of membership shall become effective upon entry in a suit by ACAR for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.

Section 4. New Member Code of Ethics Orientation

Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the *Code of Ethics and Arbitration Manual* of NAR of not less than 2.5 hours of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional membership who have completed comparable orientation in another association, provided REALTOR® membership has been continuous, or that any break in membership is for 1 year or less.

Failure to satisfy this requirement within 1 year of the date membership was granted will result in denial of the membership application or termination of provisional membership.

Note: Orientation programs must meet the learning objectives and minimum criteria established by NAR.

Section 5. Continuing NAR Member Code of Ethics Training

Every 2 years each REALTOR® member of the association shall be required to complete ethics training of not less than 2.5 hours of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by ACAR or another association, OR, NAR or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by NAR from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any 2-year cycle shall not be required to complete additional ethics training until a new 2-year cycle commences.

Failure to satisfy this requirement shall be considered a violation of membership duty for which REALTOR® membership shall be suspended for the first 2 months (January and February) of the year following the end of any 2-year cycle or until the training requirement is met, whichever occurs sooner. On March 1st of that year, the membership of a member who is still suspended as of that date shall be automatically terminated.

Section 6. Status Change.

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

C. A REALTOR® who is transferring a license from 1 firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all of the privileges and obligations of membership during the period of transition. If the transfer is not completed within 30 days of the date ACAR office is advised of the disaffiliation with the current firm, membership shall terminate automatically unless otherwise directed by the Board of Directors.

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

Section 7. Use of Authorized Communications Equipment

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

B. Authorized Communications Equipment. For purposes of the Bylaws, the capitalized term "Authorized Communications Equipment" shall mean any electronic means that accurately reflects the intention of a member, director, or committee member, and allows all persons participating in a discussion or vote to contemporaneously communicate with each other.

ARTICLE VI - PRIVILEGES AND OBLIGATIONS

Section 1. General

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

Section 2. Disciplinary Action

Any member of ACAR may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of the Bylaws and ACAR Rules and Regulations consistent with the Bylaws, after a hearing as provided in the *Code of Ethics and Arbitration Manual* of NAR. Although members other than REALTORS® are subject to neither the *Code of Ethics and Arbitration Manual* of NAR nor its enforcement by ACAR, such members are encouraged to abide by the principles established in the *Code of Ethics and Arbitration Manual* of NAR and conduct their business and professional practices accordingly. Further, members other than REALTORS® may, upon recommendation of the Board of Directors, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR® or REALTORS®, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of ACAR, OR, and NAR.

Section 3. Hearing

Any REALTOR® Member of ACAR may be disciplined by the Board of Directors for violations of the *Code of Ethics and Arbitration Manual* of NAR or other duties of membership, after a hearing as described in the *Code of Ethics and Arbitration Manual* of NAR, provided that the discipline imposed is consistent with the discipline as set forth in the *Code of Ethics and Arbitration Manual* of NAR. Any hearing shall be conducted in a manner consistent with the procedures described in the NAR *Code of Ethics and Arbitration Manual*.

Section 4. Resignation of Members

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

Section 5. Membership Termination with Ethics Complaint

If a Member resigned from ACAR or otherwise causes membership to terminate with an ethics complaint pending, the Board of Directors may condition the right of the resigned member to reapply for membership upon the applicant's certification that the applicant will submit to the pending ethics proceeding and will abide by the decision of the hearing panel. If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®.

Section 6. REALTOR® Members' Rights

REALTOR® Members, whether primary or secondary, who are in good standing and whose financial obligations to ACAR are paid in full shall be entitled to vote for REALTOR® Director candidates and to hold elective office in ACAR and may use the terms REALTOR® and REALTORS®, which use shall be subject to the provisions of the Bylaws. Such members shall have the primary responsibility to safeguard and promote the standards, interests, and welfare of ACAR and the real estate profession.

Section 7.

Honorary Life Members Rights

A. If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership or an officer in a corporation and is suspended or expelled, the firm, partnership, or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® Membership, or unless connection with the firm, partnership, or corporation is severed, whichever may apply. The membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined member, or until readmission of the disciplined member, or unless connection of the disciplined member with the firm, partnership, or corporation is severed, whichever may apply. Further, the membership of REALTORS® other than principals who are employed by or affiliated as independent contractors with the disciplined member shall suspend or terminate during the period of suspension of the disciplined member or until readmission of the disciplined member or until connection of the disciplined member with the firm, partnership, or corporation is severed, or unless the REALTOR® Member (non-principal) elects to sever his or her connection with the REALTOR® and affiliate with another REALTOR® Member in good standing in ACAR, whichever may apply. If a REALTOR® Member who is other than a principal in a firm, partnership, or corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership, or corporation shall not be affected.

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

Section 8. Institute Affiliate Members Rights

Institute Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors and consistent with the Constitution and Bylaws of the

NAR. *No Institute Affiliate Member may be granted the rights to use the term REALTOR®, REALTOR®-ASSOCIATE, or the REALTOR® logo; to vote; to serve as an officer or director of ACAR.*

Section 9. Affiliate Members Rights

Affiliate Members shall have rights only to nominate and vote for the Affiliate Director position, to serve as the Affiliate Director, to serve on and chair committees, and shall have such other rights and privileges as may be prescribed by the Board of Directors and the ACAR Rules and Regulations.

Section 10. Public Service Members Rights

Public Service Members shall have rights and privileges and be subject to obligations as may be prescribed by the Board of Directors, which shall not include the rights to propose motions, to vote and to hold elective office.

Section 11. Honorary Members Rights

Honorary Membership shall confer only the right to attend meetings and participate in discussions.

Section 12. Student Members Rights

Student Members shall have rights and privileges and be subject to obligations as may be prescribed by the Board of Directors, which shall not include the rights to propose motions, to vote and to hold elective office.

Section 13.

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

Section 14. Harassment

It shall be the duty of all members of the ACAR to refrain from the harassment of ACAR employees, Officers or Directors. As used in this Section, harassment means any verbal or physical conduct or electronic communications involving threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. Harassment shall also include repetitive electronic mailing or

faxing with the intent to annoy an individual or to interrupt, or disable normal personal or business operations. Unauthorized interception of electronic or mail communications and wiretapping shall be grounds for discipline under this section. An investigatory team comprised of the CEO, President, President-Elect and 1 member of the Board of Directors selected by the highest-ranking officer not named in the complaint, upon consultation with legal counsel for ACAR, shall investigate allegations of harassment. If the complaint of harassment names the President or President-Elect, they may not participate in the investigation and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest-ranking officer not named in the complaint. If the investigation reveals sufficient evidence in support of the complainant's allegations, the Member shall be notified in writing of the allegations and a hearing shall be held pursuant to the terms of the *Code of Ethics and Arbitration Manual* of NAR. Should the panel determine that the Member engaged in harassment, the panel may recommend that the Member be reprimanded, placed on probation, suspended or expelled from membership. The Board of Directors shall decide the appropriate disciplinary action to be taken. The disciplinary action may include any sanction authorized in the association's *Code of Ethics and Arbitration Manual* of NAR

ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION

Section 1. Responsibility of ACAR and Members

The responsibility of ACAR and its members relating to the enforcement of the *Code of Ethics and Arbitration Manual* of NAR, the disciplining of members, the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the *Code of Ethics and Arbitration Manual* of NAR, as amended from time to time, and as adapted to be consistent with applicable state law.

Section 2. Compliance with the Ohio Revised Code

Arbitration, as described in the *Code of Ethics and Arbitration Manual* of the NAR, shall be conducted in a manner consistent with Chapter 2711 of the Ohio Revised Code.

Section 3. Mediation Service

ACAR adopts the Mediation Service as described in the *Code of Ethics and Arbitration Manual* of NAR.

Section 4. Grievance Committee

The Grievance Committee shall review commission disputes submitted to determine if they are arbitrable and properly submitted. The Grievance Committee shall also review alleged ethics complaints and take action as directed in the *Code of Ethics and Arbitration Manual* of NAR.

Section 5. REALTOR® Members Responsibility

It shall be the duty and responsibility of every REALTOR® Member of ACAR to abide by the Bylaws and Rules and Regulations of ACAR, the Constitution and Bylaws of NAR, OR, to abide by the *Code of Ethics and Arbitration Manual* NAR, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the *Code of Ethics and Arbitration Manual* of NAR, and as further defined and in accordance with the procedures set forth in the *Code of Ethics and Arbitration Manual* of NAR.

ACAR BYLAWS

Section 6. Multiple Listing Service (MLS)

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

B. The Board of Directors is hereby authorized to establish with one or more other REALTOR® associations a cooperative agreement such as may be necessary to fulfill this association's responsibilities as a member Board of NAR for enforcement of the *Code of Ethics and Arbitration Manual* of NAR and the provision of arbitration and mediation services to members. The Board of Directors shall ensure that an appropriate procedural policy is approved and competent administrative support is provided to fully implement and sustain such joint arrangement.

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

Section 1. Use of the Terms by Members

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

Section 2. Privileges of REALTOR® Members

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

Section 3. REALTOR® Members Who Are Principals

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

B. In the case of a REALTOR® member who is a principal of a real estate firm, partnership, or corporation whose business activity is substantially all commercial, the right to use the term REALTOR® or REALTORS® shall be limited to office locations in which a principal, partner, corporate officer, or branch office manager of the firm, partnership or corporation holds REALTOR® membership. If a firm, partnership, or corporation operates additional places of business in which no principal, partner,

corporate officer, or branch officer manager holds REALTOR® membership, the term REALTOR® or REALTORS® may not be used in any reference to those additional places of business.

Section 4. Institute Affiliate Members

Institute Affiliate Members shall not use the terms REALTOR® or REALTORS®, or the imprint of the emblem seal of the NAR.

ARTICLE IX - STATE AND NATIONAL MEMBERSHIPS

Section 1. Board Member of NAR and OR

ACAR shall be a Member of NAR and OR. By reason of ACAR's membership, each REALTOR® Member of ACAR shall be entitled to membership in NAR without further payment of dues. ACAR shall continue as a Member of OR and NAR, unless by a 2/3 vote of all its REALTOR® Members casting a ballot on the issue a decision is made to withdraw, in which case OR and NAR shall be notified at least 1 month in advance of the date designated for the termination of such membership.

Section 2. Property Rights

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

Section 3. Adopts Code of Ethics of the National Association of REALTORS®

ACAR adopts the Code of Ethics of NAR and agrees to enforce the Code of Ethics among its REALTOR® Members. ACAR and all its Members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of NAR and OR.

ARTICLE X - DUES AND ASSESSMENTS

Section 1. Application Fee

The Board of Directors may adopt an application fee for REALTOR® Membership in a reasonable amount, not to exceed 3 times the amount of the annual dues for REALTOR® Membership, which shall be required to accompany each application for REALTOR® Membership and which shall become the property of ACAR upon final approval of the application.

Section 2. Annual Dues

The annual dues of Members shall be as follows:

A. Designated REALTOR® Members. The annual dues of each Designated REALTOR® Member shall be in such amount as established annually by the Board of Directors plus an additional amount to be established annually by the Board of Directors times the number of real estate salespersons and licensed or certified appraisers who (1) are directly or indirectly employed by or affiliated as independent contractors, or who are otherwise directly or indirectly

licensed with such REALTOR® Member, and (2) are not REALTOR® Members of any Board in the state or a state contiguous thereto or Institute Affiliate Members of ACAR. In calculating the dues payable to ACAR by a Designated REALTOR® Member, non-member licensees as defined in (1) and (2) of this paragraph shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on said non-member licensees in another Board in the state or a state contiguous thereto, provided the Designated REALTOR® notifies ACAR in writing of the identity of the Board to which dues have been remitted. In the case of a Designated REALTOR® Member in a firm, partnership, or corporation whose business activity is substantially all commercial any assessments for non-member licensees shall be limited to licensees affiliated with the Designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of ACAR.

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®

ACAR BYLAWS

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 Member of ACAR as established in of the NAR Bylaws. The Institutes, Societies, and Councils of the NAR shall be responsible for collecting and remitting dues to the NAR for Institute Affiliate Members (\$75). NAR shall credit \$25 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 amount will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the other board. NAR shall also credit \$25 to the account of state associations for each Institute Affiliate Member whose office address is located within the territorial jurisdiction of the state association. ACAR and OR may not establish any additional entrance, initiation fees or dues for Institute Affiliate Members, but may provide service packages to which Institute Affiliate Members may voluntarily subscribe.

D. Affiliate Members. Dues for Affiliate Members of ACAR may not exceed 2 1/2 times the amount established pursuant to Article 2, Section 1(a) of the NAR's Bylaws for REALTORS® Members and shall be as established by the Board of Directors.

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

Section 3. Dues Payable

Dues for all members shall be payable annually in advance on the date specified by the Board of Directors as from time to time amended. Dues shall be computed from the first day of the month in which a member is notified of election and shall be prorated for the remainder of the year.

Section 4. Nonpayment of Financial Obligations

If dues, fees, fines, or other assessments including amounts owed to the ACAR are not paid within 1 month after the due date, the non-paying member is subject to suspension at the discretion of the Board of Directors. Two months after the due date, membership of the non-paying member may be terminated at the discretion of the Board of Directors. Three months after the due date, membership of the non-paying member shall automatically terminate unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a member for non-payment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former member who has had his or her membership terminated for non-payment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of the Bylaws or the provisions of other Rules and Regulations of ACAR or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts dues as of the date of termination.

Section 5. Deposits and Expenditures

All monies received by ACAR for any purpose shall be deposited to the credit of ACAR in a financial institution selected by resolution of the Board of Directors.

Section 6. Notice

All dues, fees, fines, assessments, or other financial obligations to ACAR shall be noticed to the delinquent ACAR Member in writing setting forth the amount owed and due date.

Section 7. Dues for Former NAR Officers

The dues of REALTOR® Members who are REALTOR® Emeriti (as recognized by NAR), Past Presidents of NAR or recipients of the Distinguished Service Award shall be as determined by the Board of Directors.

ARTICLE XI – OFFICERS OF THE CORPORATION

Section 1. Officers

A. Elected Officers: The elected officers of the corporation and the Board of Directors shall be President, President-Elect, and Treasurer.

Section 2. Qualifications for Office

A. To run for and to hold the offices of treasurer and president-elect, a person must be an elected director of the Board of Directors and must be a member in good standing. The Commercial/Industrial REALTOR® Director is eligible to serve as an officer but the Affiliate Director is not eligible to serve as an officer.

B. To hold the office of president, a person must have served as an elected director during the previous calendar year and be an elected director at the time of the election. The president must be a member in good standing.

C. If a director serving as president-elect succeeds to the office of president in the year following the expiration of his or her 3-year term as an elected director, the president shall serve ex-officio as an additional director with vote for 1-year. No director shall be eligible to serve as either a treasurer or a president-elect in the year following the expiration of his or her 3-year term as an elected director unless that director is eligible for and is elected to serve another 3-year term.

D. The CEO is an employee of the corporation hired and supervised by the Board of Directors. The CEO shall record the minutes of all meetings and be responsible for the records of the corporation. The CEO shall serve for the term of his or her contract. The CEO shall be ex-officio a non-voting member of the Executive Committee.

Section 3. Term of Office

A. Officers shall serve for a term of 1 year or until their successors are elected and take office. The elected officers shall assume office on January 1.

B. No member is eligible to serve more than 1 term as president, president-elect or treasurer except as follows: if the president resigns or is removed and the president-elect automatically succeeds to the office of president in order to fill the unexpired term of president, he or she shall also serve a regular term as president providing that the service in the unexpired term was less than 6 months or 1/2 of the term, whichever is less. The director elected to fill the unexpired term of the president-elect who succeeds to the office of president in order to fill that unexpired term shall remain in the office of president-elect should the former president-elect serve a regular term as president and shall then at the end of that term succeed to the office of president.

D. If the president-elect resigns or is removed and a director is elected to fill the unexpired term of the president-elect, the director shall succeed to the office of president at the conclusion of the term, except as described in C above.

E. If the president-elect succeeds to the office of president for the year following the expiration of his or her 3-year term as director, so that the president is no longer an elected-director, the president shall serve ex-officio with vote as an additional director. No member is eligible to serve as either treasurer or president-elect in the year following the expiration of his or her 3-year term as an elected-director unless that director is eligible for and elected to a new 3-year term as a director.

Section 4. Vacancies

A. Vacancies in any office except that of the president shall be filled by the Board of Directors. A majority vote shall elect. (Refer also to Article XI, Section 3B above.)

B. In the event of a vacancy in the office of president, the president-elect shall automatically succeed to that office.

C. A vacancy in the position of immediate past president shall not be filled.

Section 5. Officer Nominating Committee

Officer Nominating Committee: Consists of 3 members of the Board of Directors and the immediate past president, subject to the approval of the Board of Directors at a regularly held meeting during the last quarter of the calendar year. The immediate past president shall serve as chair.

The duty of this committee:

Consider the qualifications of candidates for elected officers of the Board of Directors, president, president-elect and treasurer.

Submit at least 1 name for each position to be filled at the November Annual Meeting of the Board of Directors.

Following the report of the Nominating & Leadership Development Committee at the Annual Board of Directors Meeting, additional nominations may be made from the floor. No member shall be nominated unless he or she is qualified, agrees in writing to nomination and to serve if elected, and completes the necessary forms prior to the Annual Meeting of the Board of Directors.

B. Election:

1. Officers shall be elected by ballot at the Annual Meeting of the Board of Directors held in November. There shall be no proxy voting; all ballots shall be cast in person. In an election where there is but 1 candidate for an office, that office may be elected by voice vote.
2. A majority vote shall elect.

Section 6. Removal of Officer

A. An officer 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 the office voluntarily.

B. In the event an Officer is deemed incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Officer may be removed from office under the following procedure:

1. A committee of 3 Directors shall be elected by the Board of Directors to investigate the alleged offenses of the accused. If the committee determines removal is warranted, it shall draft a petition setting forth the charges and specifications.
2. At a meeting of the Board of Directors, in executive session, the petition requesting the removal of the Officer shall be presented and discussed by the Board of Directors. When the executive session has ended, if a majority of all voting Directors agree to sign the petition, it shall be filed with the President, or if the President is the subject of the petition, with the next-ranking Officer and shall specifically set forth reasons the Director 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 30 days or more than 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 Officer and to render a decision on guilt and penalty. The accused Officer shall be given a copy of the signed petition at least 30 days prior to the date of the hearing.
4. The special meeting shall be noticed to all voting Directors at least 10 days prior to the meeting, and shall be conducted by the President unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking officer shall conduct the hearing by the Board of Directors. Provided a quorum is present, a 2/3 vote of Directors present and voting shall be required for removal from office. The provisions in *Robert's Rules of Order Newly Revised of Order Newly Revised* shall govern the operation of the hearing.

Section 7. Executive Committee

- A. The President, the President-Elect, the Treasurer, and the Immediate Past President shall serve as the Executive Committee. The CEO shall be ex-officio a member of the Executive Committee without vote.
- B. The Executive Committee shall conduct ACAR business on an emergency basis.
- C. The Executive Committee shall review the annual evaluation of the CEO conducted by the Board of Directors. The Executive Committee is authorized to adjust the compensation and benefits of the CEO based on the compensation provisions in the CEO's contract. When it has completed its review with the CEO, the Executive Committee shall report to the Board of Directors that the annual review has been completed and shall give the details of the action taken.
- D. The Executive Committee shall meet at the call of the President or upon the written request of 2 of its members.
- E. A quorum for meetings of the Executive Committee shall be a majority of its current voting members.
- F. The actions of the Executive Committee shall not contradict or override the actions of the Board of Directors.

ARTICLE XII - DUTIES AND POWERS OF OFFICERS

Section 1. President

- A. The President shall preside at all meetings of the corporation and the Board of Directors and shall generally have responsibility for the interests of the corporation and the Board of Directors.
- B. The President shall make an annual report of the activities of the corporation and the Board of Directors at the Annual Membership Meeting and shall bring before the membership the recommendations of the Board of Directors.
- C. The President shall carry out all duties and responsibilities of his or her office as specified in the Bylaws, the Rules and Regulations, and the parliamentary authority of the corporation, *Robert's Rules of Order Newly Revised* of Order Newly Revised current edition, or any other such duties assigned to him by the Board of Directors or the corporate membership.

Section 2. President-Elect

- A. In the event the President is temporarily unable or unwilling to perform the duties of the President, the President-Elect shall perform the duties of the President.

B. A President pro tem shall be elected to conduct the meeting should both the President and the President-Elect be absent or incapacitated.

C. The President-Elect shall automatically succeed to the office of President during the term following his term as President-Elect.

D. In the event of the resignation, death, or removal of the President, the President-Elect shall automatically succeed to the office of President for the remainder of the unexpired term. If the President-Elect serves less than 6 months in the unexpired term, he or she shall be eligible to automatically succeed to his normal full term as President and the current President-Elect shall continue to serve in his or her term. See also Article XI, Section 3B.

E. The President-Elect shall carry out all duties and responsibilities of his or her office as specified in the Bylaws, the Rules and Regulations, and the parliamentary authority of the corporation, *Robert's Rules of Order Newly Revised* current edition, or any other such duties assigned to him by the Board of Directors or the corporate membership.

Section 3. Treasurer

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

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

ARTICLE XIII – BOARD OF DIRECTORS

Section 1. Composition

A. The Governing Body of ACAR shall be the Board of Directors. It shall be composed of a minimum of 16 directors elected by the membership by ballot using Authorized Communication Equipment. The results of the ballot shall be announced at the Annual Membership Meeting of ACAR.

B. Of the minimum 16 Directors, 14 shall be REALTOR® Members, 1 shall be an Affiliate Member, and 1 shall be a Commercial/Industrial REALTOR®.

C. The Immediate Past President shall serve as non-elected additional voting director of the Board of Directors.

D. In the event that other REALTOR® Boards join the ACAR, the Board of Directors shall temporarily expand to include 1 provisional directorship for each joining board. The tenure for the provisional directorship shall be 3 years starting on January 1st of the current year. The

provisional director shall have a vote on the Board of Directors and shall be elected by the board of directors of the joining REALTOR® Board. At the end of this tenure or if the seat is vacated during the term, the provisional directorship for the joining board shall cease. Provisional directorships cannot be renewed. Provisional directors shall be REALTOR® Members.

Section 2. Power and Authority

A. The Board of Directors shall have the complete authority to govern and operate ACAR subject only to the Bylaws, the Articles of Incorporation, and the Rules and Regulations, and applicable state and federal law.

Section 3. Duties

The duties of the Board of Directors are as follows:

- A. Approve the dues amount for each class of membership;
- B. Approve applications for membership;
- C. Adopt an annual budget;
- E. Approve the report of the auditor;
- F. Act as the appeal panel for appeals of arbitration disputes;
- G. Observe confidentiality of information pursuant to the Rules and Regulations, the Bylaws, and applicable law;
- H. Approve the appointment of committee, task force, forum and council chairs, vice chairs and members;
- I. Adopt positions on NAR and OR-related issues, invoke the unit rule to require its OR Directors to vote for or against issues, and endorse candidates for NAR and OR offices and positions;
- J. Set the time, date, and location for meetings of the membership and the Board of Directors;
- K. Fill vacancies in elected and appointed position;
- L. Employ a CEO;
- M. Have other duties as prescribed for the Board of Directors in the Bylaws, the corporate charter, state and federal law, the ACAR Rules and Regulations, and *Robert's Rules of Order Newly Revised*.

Section 4. Voting

A. Each Director at a meeting of the Board of Directors shall be entitled to 1 vote. The Board acts as a whole and no individual director has the right to act for or represent the Board unless specifically authorized to do so through an act of the Board of Directors.

B. There shall be no voting by proxy.

C. The President shall exercise his or her vote only during ballot voting and only when the board members present are equally divided on a question.

Section 5. Qualifications of Directors

A. At least 14 directors shall be REALTOR® Members and 1 shall be an Affiliate Member and 1 shall be a Commercial/industrial REALTOR® Member. The additional ex-officio director shall be either a REALTOR® Member or a Commercial/Industrial REALTOR®. The Provisional Directors shall be REALTOR® Members.

B. To be eligible to run for and hold the position of director, a person must be a member in good standing for at least 1 year. "Good standing" shall be defined as having paid all current dues and assessments, agreeing to abide by the *Code of Ethics and Arbitration Manual* of NAR, and having no permanent conflicts of interest that would impair the ability to serve.

C. No more than 4 of the Elected Directors may be from the same company.

D. An Elected Director shall maintain throughout his or her term of service the membership class he or she held at the time of election. If an Elected Director changes his or her membership classification during his or her term, the director shall resign.

E. No person shall be nominated either by the Nominating & Leadership Development Committee or by petition unless he or she is qualified and signs a statement granting permission to be nominated and agrees to serve if elected.

Section 6. Term of Service

A. Directors elected from REALTOR® Membership shall serve for 3 years or until the successors are elected and take office.

B. Directors elected from the Affiliate Membership and from Commercial/Industrial REALTOR® Membership shall serve for 3 years or until their successors are elected and take office.

C. The ex-officio additional director shall serve a term of 1 year.

F. Staggered terms shall be used so that each year at least one-third of the directors' positions are open for election.

G. No director may serve for more than 2 terms consecutively and may serve additional terms so long as a year's hiatus is between each 2 consecutive terms. For the purpose of

determining consecutive terms, any director who has served for one-half or more of a term shall have served a full term.

Section 8. Removal of a Director

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 Board of 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 30 days or more than 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 on incapability and penalty. The accused Director shall be given a copy of the signed petition at least 30 days prior to the date of the hearing.
4. The special meeting shall be noticed to all voting Directors at least 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 2/3 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 16 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 2 full consecutive terms if service in the unexpired term was less than 1/2 one half of the term. A person who serves for 1/2 or more of an unexpired term shall be eligible to run for a second consecutive term.

ARTICLE XIV - MEETINGS

Section 1. ACAR Annual Membership Meeting

The annual membership meeting of ACAR membership shall be held once each year; the Board of Directors shall designate the date, place, and hour. Annual Reports shall be given and such other business that is appropriate and necessary shall be conducted.

Section 2. Meetings of the Board of Directors

A. The Annual Meeting of the Board of Directors shall be in November. The Board of Directors shall set the date, time, and place of the Annual Meeting.

B. The Board of Directors shall designate a regular time and place for their meetings. Monthly meetings of the Board of Directors are required but the Executive Committee shall have the authority to cancel or reschedule a monthly meeting for cause.

C. Absence from 3 regular meetings in a year shall be regarded as a resignation. Should the director refuse to resign, the Board of Directors by a 2/3 vote can remove the Director. When a vacancy is created by a resignation or removal, the Board of Directors shall fill the vacancy in the manner described in Article XIII, Section 9, Vacancies.

Section 3. Special Meetings

A. Special meetings of ACAR voting members shall be called either by the Board of Directors or by a petition signed by 5% of the voting ACAR Members. Notice of the special meeting shall be given to all voting members not later than 10 days prior to the meeting. The agenda for the meeting shall be given in the notice and no other business shall be permitted except that which is in the notice. The quorum for special meetings shall be the same as for regular meetings.

B. Special Meetings of the Board of Directors shall be called either by the President or by a petition of 6 directors with notice given to the directors at least 7 business days in advance of the special meeting. The agenda for the special meeting shall be given in the notice and no other business shall be permitted except that which is in the notice. The quorum for special meetings of the Board of Directors shall be the same as for regular meetings.

Section 4. Telephone Conference Call Meeting

Any meeting of the Board of Directors may be held by telephone conference call using Authorized Communication Equipment. Minutes of all telephone conference call Meetings shall be kept and approved.

Section 5. Quorum

A quorum for the conduct of business:

A. For Board of Directors meetings, a quorum shall be a majority of the current number of directors; and

B. For ACAR Annual Meeting and other meetings of the membership will be 2% of the voting membership.

Section 7. Action Without A Meeting:

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

Section 8. Authorized Communication Equipment

For purposes of the Bylaws, the capitalized term “Authorized Communications Equipment” shall mean communications equipment which provides a transmission, including telephone, email, or any electronic means that accurately reflects the intention of, a member, director or committee member. With respect to meetings, allows all persons participating in a meeting to be able to actively communicate with each other.

ARTICLE XV - COMMITTEES

Section 1. Standing Committees

The President of the Board shall appoint from among the REALTOR® and Affiliate Members in good standing, subject to confirmation by the Board of Directors, the chairmen and members of the standing committees. The standing committees of the ACAR shall be as follows:

Communication
Finance
Grievance
Legislative
Nominating & Leadership Development
Professional Standards
RPAC Trustees

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

Section 2. Special Committees, Task Forces, Forums and Councils

The President of ACAR may appoint, subject to confirmation by the Board of Directors, such special committees, task forces, forums and councils as deemed necessary to carry on the work of ACAR.

Section 3. Meetings of Committees, Task Forces, Forums and Councils

The committees, task forces, forums and councils shall meet as specified in the Rules and Regulations. The quorum shall be specified in the Rules and Regulations.

Section 4. Organization of Committees, Task Forces, Forums and Councils

All committees, task forces, forums and councils shall be of such size and shall have duties, functions, and powers as described in Rules and Regulations or as assigned by the President of ACAR with the approval of the Board of Directors except as otherwise provided in the Bylaws.

Section 5. Ex Officio

The President shall be ex officio a member of all committees, task forces, forums and councils except the Nominating & Leadership Development Committee. Other individuals who shall be ex officio members of committees, task forces, forums and councils shall be described in the Rules and Regulations.

Section 6. Terms of Office

A. A Chair of a standing committee, except the Professional Standards Committee, shall not be eligible to succeed himself as Chair but may again be appointed as Chair if at least 1 year has expired since the end of his or her term.

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

Section 7. Work by Electronic Means. Committees, task forces, forums and councils are authorized to conduct research, discussion, and fact-finding work through Authorized Communication Equipment.

Section 8: Action Without a Meeting. Using Authorized Communication Equipment, any committees, task forces, forums and councils may take action without a meeting provided that a majority of the committee, task force, forums and council members give consent in writing to take such action without a meeting and that the action is recorded in the minutes of the next in-person meeting.

ARTICLE XVI - Financial

Section 1. Bonding

The Treasurer, CEO, and, as determined by the Board of Directors, any other officer, director, or employee who is responsible for substantial corporate funds shall be bonded for theft, negligence, or fraud at the expense of the corporation. The Board of Directors shall approve policies for the implementation of this provision.

Section 2. Check Signing Authority

The Board of Directors shall establish a policy detailing who is authorized to sign ACAR checks and up to what amount without further authorization.

Section 3. Pay Outs of Monies

The Treasurer or CEO shall pay out monies only upon receipt of original bills and vouchers and shall render appropriate financial records. The Board of Directors shall approve policies to administer this rule.

Section 4. Annual Review; Audit

An annual review shall be conducted by an outside firm. A full audit shall be conducted by an outside firm every 4 years. If the Treasurer, CEO, or Controller resigns or is removed from

office, or if the Board of Directors otherwise deems it necessary, an audit shall be conducted. The Board of Directors shall adopt a policy for the administration of this section.

Section 5. Annual Budget:

The Board of Directors shall adopt an annual budget. The details for preparing, approving, monitoring, and changing the annual budget shall be given in policies approved by the Board of Directors.

Section 6. Fiscal Year

The fiscal year shall run from January 1st through December 31st.

Section 7. Chief Executive Officer

The conduct of business shall be under the direction of a CEO per the job description developed by the Executive Committee.

Section 8. CEO Search Committee

In the event that a CEO is to be hired, an Executive Search Committee shall be formed to be composed of the Executive Committee and additional members elected by the Board of Directors. This Committee shall conduct the search for and shall interview candidates for the position of CEO. Based on its interviews, this committee shall make recommendations to the Board of Directors and shall provide the necessary documentation. The Board of Directors shall by motion and an affirmative vote have the sole authority to hire, terminate, amend, or extend the contract of the CEO, except that the Executive Committee may annually make adjustment in the compensation and benefits of the CEO.

ARTICLE - XVII OR DIRECTORS

Section 1. Appointment

The President with the approval of the Board of Directors shall appoint from among the REALTOR® Members of ACAR the Directors on the OR Board of Directors in such numbers as are authorized by the OR for such purpose to serve 1-year terms, together with a number of alternate Directors equivalent to 1/4 the number of primary Directors appointed.

Section 2. ACAR Caucus

The President shall serve as 1 such Director and shall be the President of the ACAR Caucus, directing its activities while in attendance at meetings of the OR.

ARTICLE XVIII - DISSOLUTION

Upon dissolution of ACAR, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the OR, within its discretion, to any other non-profit tax-exempt organization.

ARTICLE XIX - INDEMNIFICATION AND INSURANCE OF OFFICERS AND DIRECTORS

Section 1. Who shall be Indemnified?

ACAR shall indemnify any person who was or is a party or is threatened to be made a party, to any action, suit, or proceeding whether civil, criminal, administrative, or investigative by reason

of the fact that the person is or was a director, officer, employee, agent or volunteer of ACAR against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of ACAR, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit, or proceeding or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of ACAR, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the person's conduct was unlawful. To the extent that a director, officer, employee, agent or volunteer has been successful on the merits or otherwise in defense of any action, suit or proceedings referred to in the preceding paragraph the person shall be indemnified against expense, including attorneys' fees, actually and reasonably incurred by the person in connection therewith.

Section 2. Authorization to Indemnify.

Any indemnification under these provisions, unless ordered by a court, shall be made by ACAR only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, agent or volunteer is proper in the circumstances because the person has met the applicable standard of conduct set forth in the first paragraph above. Such determinations shall be made:

- A. By a majority vote of a quorum consisting of directors of the ACAR who were not and are not parties to or threatened with any such action, suit, or proceeding;
- B. If such a quorum is not obtainable or if a majority vote of a quorum of disinterested directors so directs, by independent legal counsel, other than an attorney or a firm having been associated with any attorney who has been retained by or who has performed services for ACAR or any person to be indemnified within the past 5 years in a written opinion;
- C. By the Court of Common Pleas or the court in which such action, suit, or proceeding was brought.

Section. Expenses

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

Section 4. Insurance

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

ARTICLE XX - UNANTICIPATED PROCEDURE AND PROBLEMS

Realizing that no set of bylaws can possibly anticipate every situation or need that could occur within an organization, should an unanticipated need, procedure or problem for which there is no provision in the ACAR Bylaws occur, a panel of 5 (3 Officers and/or Directors and 2 REALTOR® Members) shall be commissioned by the Board of Directors to develop a recommendation for resolution by the Board of Directors. A 2/3 vote by the Board of Directors shall resolve the issue.

ARTICLE XXI – PARLIAMENTARY AUTHORITY

Rules of Order:

Robert's Rules of Order Newly Revised of Order Newly Revised, latest edition, shall be recognized as the authority governing the procedure of meetings of ACAR, its Board of Directors, committees, task forces, forums and councils in all instances wherein its provisions do not conflict with the Bylaws, any special rules adopted, and any statutes applicable to this corporation.

ARTICLE XXII - AMENDMENTS

Section 1. Proposal

Any proposals to amend the Bylaws shall be submitted in writing to the CEO. A proposal to amend the bylaws may be submitted by the Board of Directors, by the Governance Task Force, by a standing committee, or by the membership through a petition signed by at least 5% of the voting members in good standing. The CEO shall provide copies of the proposed amendments to the Governance Task Force. The Governance Task Force shall have the authority to review proposals, make technical changes, combine proposals that are similar in purpose, draft conforming amendments to other articles or sections of the bylaws that are affected by the proposed amendment, place the proposed amendment in a standard format, and provide a recommendation (bylaws committee concurs with, does not concur with, has no opinion). The Board of Directors may review the report of the Governance Task Force and make a recommendation to be attached to the proposal.

Section 2. Notice of Amendment

The final version of the proposed amendment as prepared by the Governance Task Force shall be posted on the ACAR's web site and a notice of the posting shall be sent to each voting member at least 15 days prior to the vote on the proposed amendment.

Section 3. Bylaw Revision

Any proposal to revise the Bylaws must be submitted in writing to the CEO. A revision proposal (the substitution of a new bylaw document for the current bylaws) may be submitted by the Governance Task Force, by the Board of Directors, or by the membership through a petition signed by 5% of the voting members in good standing. The CEO shall provide copies of the proposed revision to the Governance Task Force. The Governance Task Force shall have the authority to review proposals, make technical changes, combine proposals that are similar in purpose, draft conforming amendments to other articles or sections of the bylaws that are affected, place the proposed revision in a standard format, and provide a recommendation (Governance Task Force concurs with, does not concur with, has no opinion). The Board of

Directors may review the report of the Governance Task Force and make a recommendation to be attached to the proposal.

Section 4. Notice of Revision

The final version of the proposed revision as prepared by the Governance Task Force shall be posted on the company's web site and a notice of the posting shall be sent to each voting member at least 15 days prior to the vote on the proposed amendment.

Section 5. Power and Voting

The power to amend or revise Bylaws shall be vested in the voting membership. The Bylaws may be amended by a two-thirds vote in the affirmative either at a meeting at which a quorum is present or through an electronic ballot provided that at least 5% of the membership have voted

Section 6. Implementation

The Board of Directors shall approve a policy detailing the rules by which the Governance Task Force is formed and operated and the procedure by which the electronic ballot is taken.

Section 7. NAR Mandated Amendments.

Amendments to the Bylaws mandated by legislation of the NAR shall be automatically adopted by a majority vote of the Board of Directors without vote of the membership. ACAR shall provide notice of these changes in a regular or special membership communication.