

BYLAWS
OF THE
GREATER ALEXANDRIA AREA
ASSOCIATION OF REALTORS®,
INC.



DOCUMENT REVISIONS

Adopted February 1986
Revised October 1993
Updated January 1998
Revised May 1999
Updated May 2001
Updated April 2002
Updated January 2004
Updated May 2005
Updated April 2006
Updated February 2007
Updated January 2009
Updated March 2010
Updated March 2012
Updated September 2014
Updated April 2015
Updated February 2017
Updated April 2018
Updated January 2019
Updated March 2019
Updated June 2019
Updated September 2019
Updated December 2019
Updated January 2020
Updated September 2020
Updated March 2021
Updated February 2022
Revised March 2024
Updated March 2025

TABLE OF CONTENTS

Article I	Name	4
Article II	Objectives	4
Article III	Jurisdiction	4
Article IV	Membership Classes	5
Article V	Qualification and Election to Membership	7
Article VI	Privileges and Discipline of Members	13
Article VII	Professional Standards, Obligations and Arbitration	17
Article VIII	Use of the Terms REALTOR® and REALTORS®	18
Article IX	State and National Memberships	19
Article X	Dues and Assessments	20
Article XI	Officers and Director	24
Article XII	Meetings	26
Article XIII	Committees	27
Article XIV	Indemnification	28
Article XV	Fiscal and Elective Year	28
Article XVI	Rules of Order	28
Article XVII	Amendments	28
Article XVIII	Dissolution	29
Article XIX	NorthstarMLS	29

ARTICLE I - NAME

The name of this organization shall be the Greater Alexandria Area Association of REALTORS®, Incorporated, hereinafter referred to as the "Association".

ARTICLE II - OBJECTIVES

The objectives of the Association are:

- 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.
- To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the *NATIONAL ASSOCIATION of REALTORS®*.
- 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.
- To further the interests of home and other real property ownership.
- To unite those engaged in the real estate profession in this community with the *MINNESOTA ASSOCIATION of REALTORS®* and the *NATIONAL ASSOCIATION of REALTORS®*, thereby furthering their own objectives throughout the State and Nation and obtaining the benefits and privileges of membership therein.
- To designate, for the benefit of the public, those individuals authorized to use the terms REALTOR® and REALTORS® as licensed, prescribed, and controlled by the *NATIONAL ASSOCIATION of REALTORS®*.

ARTICLE III - JURISDICTION

Section 1. The territorial jurisdiction of the Association as a member of the *NATIONAL ASSOCIATION of REALTORS®* is:

Douglas County,

Pope County,

Todd County - except that area north of MN State Highway 210 from the Ottertail County line east to Motley.

Section 2. 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 these Bylaws and those of the *NATIONAL ASSOCIATION of REALTORS®*, in return for which the Association agrees to protect and safeguard the property rights of the National Association in the terms.

ARTICLE IV – MEMBERSHIP CLASSES

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

- (a) **REALTOR® Members.** REALTOR Members whether primary or secondary, shall be:
- (1) Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting, or leasing, managing, appraising for others for compensation, counseling, building, developing, or subdividing real estate, and who maintain or are associated with an established real estate office in the State of Minnesota 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 one 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 in another association or State.

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.

- (2) Franchise REALTOR® Members. Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions, and the Commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR Constitution and Bylaws. Such individuals shall enjoy all of the rights, privileges and obligations of REALTOR® membership (including compliance with the Code of Ethics) except obligations related to Association mandated education, meeting attendance, or indoctrination classes or other similar requirements, the right to use the term REALTOR® in connection with their franchise organization's name; the right to hold elective office in the Association, State Association and National Association. *(adopted 1/96)*

- (3) Primary and secondary REALTOR® Members. An individual is a primary member if the Association pays State and National dues based on such Member. An individual is a secondary Member if State and National dues are remitted through another association. One of the principals in a real estate firm must be a designated REALTOR® member of the Association in order for licensees affiliated with the firm to select the Association as their "primary" Association.
- (4) Designated REALTOR® Members. Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® Member who shall be responsible for all duties and obligations of membership, including the obligation to arbitrate (or to mediate if required by the Association) pursuant to Article 17 of the Code of Ethics, and the payment of 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, Section 2, of the Bylaws.
(amended 3/12)
- (b) **Institute Affiliate Members.** Institute Affiliate Members shall be individuals who hold a professional designation awarded by an Institute Society, or Council affiliated with the *NATIONAL ASSOCIATION of REALTORS®* that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society, or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® or REALTOR-Associate® membership, subject to payment of applicable dues for such membership.
- (c) **Affiliate Members.** Affiliate Members shall be other individuals, firms, or businesses who, while not engaged in the real estate profession as defined in paragraphs (a) or (b) of this Section, have interests directly related to the real estate profession.
- For example: Abstracting/Closing/Title companies, Lenders, Surveyors, Real Estate Attorneys, Septic System Testers, Water Testers and Home Inspectors, Home Stagers, Photographers, Virtual Tour Co.*
- (d) **Public Service Members.** Public Service Members shall be individuals who are interested in the real estate profession as employees of or affiliated with educational, public utility, government, or other similar organizations, but are not engaged in the real estate profession on their own account or is associated with an established real estate business.
- (e) **Honorary Members.** Honorary Members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for the Association, or for the public.
- (f) **Student Members.** Student Members shall be individuals who are seeking an undergraduate or graduate degree with a specialization or major in real estate at

institutions of higher learning, and who have completed at least two years of college and at least one college level course in real estate but are not engaged in the real estate profession on their own account or nor associated with as established real estate office.

ARTICLE V – MEMBERSHIP QUALIFICATION and ELECTION TO MEMBERSHIP

Section 1. Application

An application for membership may be made in such manner and form as prescribed by the Board of Directors and made available to anyone requesting it. The application process shall contain among the statements to be signed by the applicant:

- (a) The applicant agrees as a condition to membership to thoroughly familiarize themselves with the Code of Ethics Manual of the *NATIONAL ASSOCIATION of REALTORS®*, the Charter, Bylaws, and Policy and Procedure Manual of the local Association, and the governing documents of the State and National Associations. And, if elected as a Member, will abide by the Bylaws and Policy and Procedure Manual of the local Association, State and National Association. And if a REALTOR®, will abide by the Code of Ethics of the *NATIONAL ASSOCIATION of REALTORS®* including the obligation to arbitrate (or to mediate if required by the association) controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further specified in the Code of Ethics and Arbitration Manual of the *NATIONAL ASSOCIATION of REALTOR®*, as from time to time amended.
- (b) The applicant consents that the Association may invite and receive information and comments about an applicant, from any Member or other person. The applicant agrees that any information and comment furnished to the Association 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. Applicants shall, with the form of application, have access to a copy of the Bylaws, Policy and Procedure Manual, and Code of Ethics referred to above. *(amended 3/12)*

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 Association that he/she is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate State regulatory agency to engage in the appraisal of real property, has a place of business within the State or a state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy*, has no record of official sanctions involving unprofessional conduct**, agrees to complete a course of instruction covering the Bylaws and Policy and Procedure Manual of the Association, the Bylaws of the State Association, and Constitution and Bylaws and Code of Ethics Manual of the *NATIONAL ASSOCIATION of REALTORS®*, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the

Association, and shall agree that if elected to membership, he will abide by such Bylaws, Policy and Procedure Manual and Code of Ethics.

**No record or recent or pending bankruptcy is intended to mean that the applicant or any real estate firm in which the applicant is sole proprietor, general partner, or corporate officer, or branch office manager is not involved in any pending bankruptcy or insolvency proceedings or, has not been adjudged bankrupt in the past three (3) years. If a bankruptcy proceeding as described above exists, membership may not be rejected unless the Association 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 Association and MLS fees for up to one (1) year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that an existing member initiates bankruptcy proceedings, the member may be placed on a "cash basis" from the date that bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.*

***No record of official sanctions involving unprofessional conduct is intended to mean that the Association may only consider:*

- A. *Judgments against the applicant within the past three (3) years of violations of (1) civil rights laws; (2) real estate license laws; (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.*
- B. *Criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted, and (2) no more than ten (10) years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date. (adopted 5/07)*

NOTE 1: One or more of the requirements for REALTOR® membership set forth above in Article V, Section 2(a) may be deleted at the association's discretion. However, associations may NOT adopt membership qualifications more rigorous than specified in the *Membership Qualification Criteria for REALTOR® Membership*, approved by the Board of Directors of the National Association.

NOTE 2: Article IV, Section 2, of the NAR Bylaws prohibits Member Associations from knowingly granting REALTOR® membership to any applicant who has an unfulfilled sanction pending which was imposed by another Association or Association of REALTORS® for violation of the Code of Ethics. *(adopted 1/01)*

- (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 the Association, 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, has no record of civil judgement* or criminal convictions, shall complete a course of instruction covering the Bylaws and Policy and Procedure Manual of the Association, the Bylaws of the MINNESOTA ASSOCIATION of REALTORS®, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION of REALTORS® and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Association, and shall agree in writing that if elected to membership will abide by the Code of Ethics of the NATIONAL ASSOCIATION of REALTORS®, and by the Bylaws and

Policy and Procedure Manual of the Association, along with the State and National Associations.

** The association may only consider civil judgments imposed within the past seven (7) years involving judgements of (1) civil rights laws, (2) real estate license laws, and (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities. The association may only consider criminal convictions within the past seven (7) years involving a crime that reasonably relates to the real estate business or puts clients, customers, or other real estate professionals at risk, the applicant must provide, and the association must consider mitigating factors relating to that criminal history.*

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

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

"Provisional" membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics; See Article V, Section 2 (a) NOTE 2) provided all other qualifications for membership have been satisfied. Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six (6) months from the date that provisional membership is approved. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration request pending, the association may condition membership on the applicant's certification that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the association to which the applicant has made application) and will abide by the decision of the hearing panel. *(amended 11/09)*

Section 3. Application, Approval for Membership

The procedure for application to membership shall be as follows:

- (a) The member candidate may complete the electronic/paper membership application available on the Association's website, or by initiating the application process through the Association's online Portal.
- (b) The Association Executive shall determine whether the applicant is applying for the appropriate class of membership. If the Association has adopted provisional membership, applicants for REALTOR® membership may be granted provisional membership immediately upon submission of a completed application form and

remittance of applicable association dues and any application fee. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership.

- (c) Membership is granted subject to final review of a candidate's membership application by the Board of Directors.
- (d) If the Board of Directors determines that the individual does not meet all of the qualifications for membership as established in the association's Bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of a mandatory orientation program) within six (6) months from the association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual receives association services. The Board of Directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the Board of Directors, he/she shall be declared approved to membership and shall be advised by written email notice.
- (e) The Board of Directors may not reject an application without providing the applicant with advance notice of the findings, an opportunity to appear before the Board of Directors, to call witnesses on his/her behalf, to be represented by counsel, and to make such statements as he/she deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.
- (f) If the Board of Directors determines that the application should be rejected, it shall record its reasons with the Association Executive. If the Board of Directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the Association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant. *(adopted 1/98, amended 1/05, 11/16)*

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 of not less than two (2) hours thirty (30) minutes of instructional time as approved by the *NATIONAL ASSOCIATION of REALTORS®* or of instructional time online through the *NATIONAL ASSOCIATION of REALTORS®* website (nar.realtor), including an orientation session that covers the National level of membership. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less.

Failure to satisfy this requirement within 6 months of the date of application (or, alternatively, the date that provisional membership was granted) will result in denial of the membership application or termination of provisional membership.

NOTE: Orientation programs must meet the learning objectives and minimum criteria established from time to time by the *NATIONAL ASSOCIATION of REALTORS®*. (adopted 1/01)

Section 5. Continuing REALTOR® Code of Ethics Training

Effective January 1, 2022, and for successive three (3) year periods thereafter, each REALTOR® member of the Association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete Code of Ethics training of not less than two (2) hours thirty (30) minutes of instructional time as approved by the *NATIONAL ASSOCIATION of REALTORS®*.

This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another association, the *MINNESOTA ASSOCIATION of REALTORS®*, the *NATIONAL ASSOCIATION of REALTORS®*, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the *NATIONAL ASSOCIATION of REALTORS®*. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed training during any three-year cycle shall not be required to complete additional training until a new three-year cycle commences.

Failure to satisfy the required periodic Code of Ethics and Fair Housing training shall be considered a violation of membership duty. Failure to meet the requirement in any three-year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of the three-year cycle or until the requirement is met, whichever is sooner. On March 1st of that year, the membership of a member who is still suspended as of that date will be automatically terminated. (adopted 1/01, amended 11/08, 11/16)

Section 6. New Member Fair Housing Orientation

Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete Fair Housing training of not less than two (2) hours of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the *MINNESOTA ASSOCIATION of REALTORS®*, the *NATIONAL ASSOCIATION OF REALTORS®*, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the *NATIONAL ASSOCIATION OF REALTORS®* from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to gain or maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the *NATIONAL ASSOCIATION OF REALTORS®* from time to time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less.

Failure to satisfy this requirement within six (6) months of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

Section 7. Continuing REALTOR® Fair Housing Training

Effective January 1, 2025, through December 31, 2027, and for successive three-year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete Fair Housing training of not less than two (2) hours of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the *MINNESOTA ASSOCIATION of REALTORS®*, the *NATIONAL ASSOCIATION OF REALTORS®*, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the *NATIONAL ASSOCIATION OF REALTORS®* from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the *NATIONAL ASSOCIATION OF REALTORS®* from time to time. REALTOR® members who have completed Fair Housing training as a requirement of membership in another association shall not be required to complete additional Fair Housing training until a new three-year cycle commences.

Failure to satisfy the required periodic Fair Housing training shall be considered a violation of a membership duty. Failure to meet the requirement in any three-year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three-year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

Section 8. Status Changes

A REALTOR® who changes the conditions under which he holds membership shall be required to provide written notification to the Association within 30 days. A REALTOR® (non-principal) who becomes a principal in the firm with which he 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 of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within 30 days of the date they advised the Association of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

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

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

- (b) Dues shall be prorated from the first day of the month in which the member is notified of election by the Board of Directors and shall be based on the new membership status for the remainder of the year.

ARTICLE VI – PRIVILEGES and DISCIPLINE of MEMBERS

Section 1. The privileges and obligations of Members, in addition to those otherwise provided in these Bylaws shall be specified in this Article.

Section 2. Discipline of REALTORS® Members

Any Member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by either the Board of Directors, or a tribunal acting on behalf of the *MINNESOTA ASSOCIATION of REALTORS®* for a violation of these Bylaws and Association Policy and Procedure Manual consistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the *NATIONAL ASSOCIATION of REALTORS®*. Although Members other than REALTORS® are not subject to the Code of Ethics nor its enforcement by the Association, such members are encouraged to abide by the principles established in the code of Ethics of the *NATIONAL ASSOCIATION of REALTORS®* and conduct their business and Professional practices accordingly.

Further, Members other than REALTORS® may upon recommendation of the Board of Directors of the Association, or upon recommendation by a hearing panel of the *MINNESOTA ASSOCIATION of REALTORS®* 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 the Association, the *MINNESOTA ASSOCIATION of REALTORS®*, and the *NATIONAL ASSOCIATION of REALTORS®*.

Section 3. Any REALTOR® of the Association may be disciplined by the tribunal of the *MINNESOTA ASSOCIATION of REALTORS®* for violations of the Code of Ethics. Any REALTOR® Member of the Association may also be disciplined by the Board of Directors for other duties of membership, after a hearing as described in the *Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION of REALTORS®*, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the *NATIONAL ASSOCIATION of REALTORS®* as set forth in the *Code of Ethics and Arbitration Manual* of the National Association.

Section 4. Resignations of Members shall become effective when received in writing by the Association Executive, provided, however, that if any Member submitting the resignation is indebted to the Association for dues, fees, fines, or other assessments of the Association or any of its services, departments, divisions, or subsidiaries, the Association may condition the right

of the resigning Member to reapply for membership upon payment in full of all such monies owed.

Section 5. If a Member resigns from the Association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by this association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethic respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®. *(amended 5/16)*

- (a) If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration (or to mediation if required by the association) continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®. *(amended 1/00, 11/11)*

Section 6. REALTOR® Members

- (a) REALTOR® Members, whether primary or secondary and are in good standing, are entitled to vote and to hold elective office in the Association and may use the terms REALTOR®.

NOTE: For purposes of this section, the term "good standing" means the member satisfies the 'Obligations of REALTOR® Members', is current with all financial and disciplinary obligations to the Association and MLS, has completed any new member requirements, and complies with NAR's trademark rules.

- (b) If a REALTOR® Member is a principal in a firm, partnership, or 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 re-admission to REALTOR® Membership, or unless connection with the firm, partnership, or corporation is severed, whichever may apply. The membership of all other principals, partners, or corporate officers shall be suspended or terminated during the period of suspension of the disciplined Member, until readmission of the disciplined member, or unless the Member who is suspended or expelled removes themselves from any form or degree of management control of the firm for the term of the suspension or until readmission to membership, whichever may apply. Removal of an individual from any form or degree of management control must be certified to the Association by the Member who is being suspended or expelled and by the individual who is assuming management control, and the signatures of such certification must be notarized. In the event the suspended or expelled Member is so certified to have relinquished all form or degree of management control of the firm, the membership of the other partners, corporate officers, or other individuals affiliated with the firm shall not be affected, and the firm, partnership or corporation may continue to use the terms

REALTOR® and REALTORS® in connection with its business during the period of suspension or until the former Member is re-admitted to membership in the Association. The foregoing is not intended to preclude a suspended or expelled Member from functioning as an employee or independent contractor, providing no management control is exercised. 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 unless connection of the disciplined with the firm, partnership, or corporation is severed, or management control is relinquished, or unless the REALTOR® member (non-principal) elects to sever their connection with the disciplined Member and affiliate with another REALTOR® member in good standing in the Association, whichever may apply.

If a REALTOR® member other than a sole proprietor in a firm, partner in a partnership, or an officer of a corporation is suspended or expelled the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

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

Section 7. Institute Affiliate Members

Institute Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors consistent with the Constitution and Bylaws of the *NATIONAL ASSOCIATION of REALTORS®*.

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

Section 8. Affiliate Members

Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors. Only one (1) Affiliate membership is required per firm, regardless of number of employees. One Affiliate representative may cast a vote for non-REALTOR® matters before the General Membership. *(adopted 7/16, amended 3/19)*

Section 9. Public Service Members

Public Service Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 10. Honorary Members

Honorary Membership shall confer only the right to attend meetings and may participate in discussions; and may attend Association events and programs.

Section 11. Student Members

Student Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 12. Certification by REALTOR®

Designated REALTOR® Members of the Association shall certify to the Association by August 1st, on a form provided by the Association, a complete listing of all individuals licensed or certified in the REALTORS® 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 REALTORS® office(s) and if Designated REALTOR® dues have been paid to another Association based on said non-member licensee(s), the Designated REALTOR® shall identify the Association to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2 (a) of the Bylaws. The Designated REALTOR® Member shall also notify the Association of any additional individual(s) licensed or certified with the brokerage within 30 days of the date of affiliation or severance of the individual. *(amended 3/24)*

Section 13. Legal liability Training

Within six months (6) of the date of approval of membership, and every three (3) years thereafter, each REALTOR® Member of the Association shall be required to demonstrate that they have completed a course of instruction on anti-trust laws, agency/brokerage laws, civil rights, Code of Ethics, and Fair Housing, its interpretation and meaning and/or the procedures related to its enforcement.

This requirement will be considered satisfied upon presentation of evidence that the member has completed an educational program conducted by another Member Board, the *MINNESOTA ASSOCIATION of REALTORS®*, the *NATIONAL ASSOCIATION of REALTORS®* or any of its affiliated Institutes, Societies or Councils, or any other recognized educational institution which, in the opinion of the Board of Directors, is an adequate substitute for the training programs conducted by the Association.

Failure to satisfy this requirement biennially will result in membership being suspended from the date it otherwise would be renewed until such time that the member provides evidence of completion of the aforementioned educational requirements.

NOTE: Any education requirement must comply with Interpretation No. 37 of Article I, Section 2, Bylaws, *NATIONAL ASSOCIATION of REALTORS®*.

Section 14. Harassment and Discrimination

Any Member or employee of the Association may be reprimanded, placed on probation, suspended or expelled for harassment or discrimination of an Association staff member or Association Officer or Director after an investigation in accordance with the Policies and Procedures of the Association. As used in this Section, harassment is described as any unwelcome sexual advance, request for sexual favors or other verbal or physical conduct of a sexual nature or with sexual overtones. It includes, but is not limited to: offensive comments; jokes or suggestions about the gender or gender-related physical attributes; sexually suggestive slurs, jokes, profanity, or euphemisms; obscene or lewd

gestures; unwanted physical contact; the display of sexually explicit or suggestive pictures, drawings, or written materials ; a social invitation accompanied by a discussion of performance reviews, evaluation, or merit considerations any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment.

The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, President-elect, and one member of the Board of Directors selected by the highest-ranking officer not named in the complaint, upon consultation with legal counsel for the Association. Disciplinary action may include any sanction authorized in the Code of Ethics and Arbitration Manual. If the complaint names the President or President-Elect, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest-ranking officer not named in the complaint. *(amended 3/24)*

NOTE: Suggested procedures for processing complaints of harassment are available online through <http://www.nar.realtor>, or from the Member Policy Department. *(amended 5/08)*

Section 15. Published Forms

It shall be the duty and responsibility of every REALTOR® member of this Association and members other than REALTORS® to abide by the published Forms Use Policy of the MINNESOTA ASSOCIATION of REALTORS®. Association members shall not share forms to people that are not REALTORS®. Violators may be subject to discipline as described in Article VI, Section 2. *(adopted 9/17, amended 3/24)*

Section 16. REALTOR® Personal Assistant/Clerical

REALTOR® Personal Assistant/Clerical Members shall not be entitled to vote or hold an elected or appointed position in the Association and may use the terms REALTOR® and REALTORS®, which use shall be subject to the provision of Article VIII.

ARTICLE VII - PROFESSIONAL STANDARDS, OBLIGATIONS and ARBITRATION

Section 1. Enforcement of the Code

The responsibility of the Association and of Association Members relating to the enforcement of the Code of Ethics, the disciplining of Members, the arbitration of disputes, and the organization and procedures incident thereto, shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as adapted by the MINNESOTA ASSOCIATION of REALTORS®, and as amended from time to time, which is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

- (a) The enforcement of the Code of Ethics, the disciplining of Members, the arbitration of disputes, and the organization and procedures incident thereto shall be carried out

by the *MINNESOTA ASSOCIATION of REALTORS®* and shall be governed by the Code of Ethics and Arbitration Manual of the *NATIONAL ASSOCIATION OF REALTORS®*.

- (b) The President shall forward to the *MINNESOTA ASSOCIATION of REALTORS®* the names of interested REALTOR® Members who are willing to serve on the MNAR Grievance Committee and Professional Standards Committee. Such Members will be subject to the Member Criteria and annual training as required by the *MINNESOTA ASSOCIATION of REALTORS®*.

Section 2. Obligations of REALTOR® Members

It shall be the duty and responsibility of every REALTOR® Member of this Association to safeguard and promote the standards, interests, and welfare of the Association and the real estate profession, and to protect against conduct that may cause a lack of public confidence in the real estate profession or in REALTORS®. REALTOR® members also must abide by the governing documents and policies of the Association, *MINNESOTA ASSOCIATION of REALTORS®*, the *NATIONAL ASSOCIATION OF REALTORS®*, as well as the Code of Ethics of the *NATIONAL ASSOCIATION OF REALTORS®*, including the duty to mediate and arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual.

Every REALTOR® member shall maintain a high level of integrity and adhere to the association's membership criteria. Any violent act or threat of violence to person or property, hateful conduct, or acts of moral turpitude impacting the public shall not be tolerated and may be cause for disciplinary action, up to and including termination of membership. (*adopted 3/12, amended 2014, 2/22*)

Section 3. The responsibility of the Association and the Association members relating to the enforcement of the Code of Ethics, the discipline of members, the arbitration of disputes, and the organization and procedures incident thereto, shall be consistent with the cooperative professional standards enforcement agreement entered into by the Association, which by this reference is made a part of these Bylaws.

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

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

Section 1. Use of the terms REALTOR® and REALTORS® by Members shall, at all times, be subject to the provisions of the *Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®* and to the Policy and Procedure Manual prescribed by its Board of Directors. The Association shall have the authority to control, jointly and in full cooperation with the *NATIONAL ASSOCIATION OF REALTORS®*, use of the terms within its jurisdiction. Any misuse

of the terms by members is a violation of membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the association's Code of Ethics and Arbitration Manual. *(amended 6/06)*

Section 2. REALTOR® Members of the Association shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their places of business within the State or a state contiguous thereto so long as they remain REALTOR® Members in good standing. No other class of Members shall have this privilege.

Section 3. A REALTOR® Member who is a principal of a real estate firm, partnership, or corporation may use the terms REALTOR® and REALTORS® only if all the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the State or a state contiguous thereto are REALTOR® Members or Institute Affiliate Members as directed in Section 1 (b) of Article IV.

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 member 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 office manager holds REALTOR® membership, the term REALTOR® or REALTORS® may not be used in any reference to those additional places of business. *(amended 1/01)*

Section 4. Institute Affiliate Members shall not use the terms REALTOR® or REALTORS®, nor the imprint of the emblem seal of the *NATIONAL ASSOCIATION OF REALTORS®*.

ARTICLE IX - STATE and NATIONAL MEMBERSHIPS

Section 1. The Association shall be a member of the *NATIONAL ASSOCIATION OF REALTORS®* and *MINNESOTA ASSOCIATION of REALTORS®*. By reason of the Association's Membership, each REALTOR® Member of the Association shall be entitled to membership in the *NATIONAL ASSOCIATION OF REALTORS®* without further payment of dues. and upon payment of dues as established by the *MINNESOTA ASSOCIATION of REALTORS®* to membership in *MINNESOTA ASSOCIATION of REALTORS®*. The Association shall continue as a Member of the State and National Associations, unless by a majority vote of all its REALTOR® Members, decision is made to withdraw, in which case the State and National Associations shall be notified at least one month in advance of the date designated for the termination of such membership.

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

Section 3. The Association adopts the *Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®* and agrees to enforce the Code among its REALTOR® Members. The Association and all of its Members agree to abide by the *Constitution, Bylaws, and Policy and Procedure Manual*, and policies of the *NATIONAL ASSOCIATION OF REALTORS®* and the *MINNESOTA ASSOCIATION of REALTORS®*.

ARTICLE X - DUES and ASSESSMENTS

Section 1. Application fee

The Board of Directors may adopt an application fee for REALTOR® Membership in reasonable amount, not exceeding three (3) times the amount of the annual local dues for REALTOR® Membership, which shall be required to accompany each application and which shall become the property of the Association upon final approval of the membership application.

Section 2. Designated REALTOR® Members' Dues

The annual dues of Members shall be as follows:

- (a) 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 Association times the number of real estate salespersons and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® Member, and (2) are not REALTOR® Members of any other association in the State or a state contiguous thereto, or a REALTOR® Personal Assistant/Clerical Member of the Association, or Institute Affiliate Members of the Association. In calculating the dues payable to the Association by a Designated REALTOR® member, non-member licensees as defined in (1) and (2) of this paragraph shall not be included in the computation of dues if the Designated REALTOR® has paid dues on said non-member licensees in another association in the State or a state contiguous thereto, provided the Designated REALTOR® notifies the Association in writing of the identity of the association to which dues have been remitted. In the case of a Designated REALTOR® Member is a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the Designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this association. *(amended 1/05)*

For the purpose of this Section, a REALTOR® Member of a Member Association shall be held to be any member who has a place or places of business within the State or a state contiguous thereto and who, as a principal, partner, corporate officer or branch office manager of a real estate firm, partnership, or corporation is actively engaged in the real estate profession as defined in Article III, Section 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 (a) (1) hereof) provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner, or corporate officer, or branch office manager of the entity.

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

The exemption for any licensee included on the certification form shall automatically be revoked upon the individual being engaged in real estate licensed activities (listing, selling, leasing, renting, managing, counseling, or appraising real property) other than referrals, dues from the current fiscal year shall be payable in full.

Membership dues shall be prorated for any licensee included on a certification form submitted to the Association who during the same calendar year applies for REALTOR® membership in the Association. However, membership dues shall not be prorated if the licensee held REALTOR® membership during the preceding calendar year. *(amended 11/09, 11/14)*

- (b) REALTOR® Member Dues. The annual dues of REALTOR® Members other than the Designated REALTOR®, shall be established annually by the Board of Directors. *(amended 1/05)*
- (c) Institute Affiliate Member Dues. The annual dues of each Institute Affiliate Member shall be as established in Article II of the *Bylaws of the NATIONAL ASSOCIATION OF REALTORS®*.

NOTE: The Institutes, Societies and Councils of the *NATIONAL ASSOCIATION OF REALTORS®* shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate Members (\$105.00). The *NATIONAL ASSOCIATION OF REALTORS®* shall credit \$35.00 to the account of a local association for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Association (COB), the \$35.00 amount will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the other association. The *NATIONAL ASSOCIATION OF REALTORS®* shall

also credit \$35.00 to the account of State Associations for each Institute Affiliate Member whose office address is located within the territorial jurisdiction of the state association. Local and State Associations may not establish any additional entrance, initiation fees or dues for Institute Affiliate Members, but may provide service packages to which Institute Affiliate Members may voluntarily subscribe. *(amended 11/13)*

- (d) **Affiliate Member Dues.** The annual dues of each Affiliate Member shall be established annually by the Board of Directors. *(amended 1/05)*
- (e) **Public Service Member Dues.** The annual dues of each Public Service Member shall be established annually by the Board of Directors. *(amended 1/05)*
- (f) **Honorary Member Dues.** Dues payable, if any, shall be at the discretion of the Board of Directors. *(amended 1/05)*
- (g) **Student Member Dues.** Dues payable, if any, shall be at the discretion of the Board of Directors. *(amended 1/05)*

Section 3. Dues Payable

Dues for all Members shall be payable annually in advance of the first Friday in December. If any member has not paid the Association Annual Dues by the first Friday in December, a late fee will be assessed the following business day. If any member has not paid the Association Annual Dues by December 31st at 11:59 pm, their membership will be terminated and subject to a reinstatement fee. Late and Reinstatement Fees are reviewed and approved annually by the Board of Directors and listed on the Association's Fee Schedule.

In the event a Sales Licensee, or Licensed or Certified Appraiser, who holds REALTOR® Membership is dropped for nonpayment of Association dues, and the individual remains with the Designated REALTORS® firm, the dues obligation of the Designated REALTOR® (as set forth in Article X, Section 2 (a)) will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from the first day of the current fiscal year and are payable within 30 days of the Notice of Termination.

Dues for new members shall be computed from the first day of the month in which the new members' application for membership is submitted and shall be prorated for the remainder of the year.

Section 4. Nonpayment of Financial Obligations

If fees, fines, or other assessments including amounts owed to the Association's Multiple Listing Service are not paid within one (1) month after the due date, the non-paying Member is subject to suspension at the discretion of the Board of Directors. Two (2) months after due date, membership of the nonpaying member may be terminated at the discretion of the Board of Directors. Three (3) 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 nonpayment 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 membership terminated for nonpayment of dues, fees, fines, or other

assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Policy and Procedure Manual of the Association or any of its services, departments, divisions or subsidiaries may apply for reinstatements in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

Section 5. Deposits and Expenditures

Deposits and expenditure of funds shall be in accordance with policies established by the Board of Directors. *(amended 1/05)*

Section 6. Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members

All dues, fees, fines, and assessments, or other financial obligations to the Association or Association's Multiple Listing Service shall be notified to the delinquent Association Member, in writing/electronically setting forth the amount owed and due date.

Section 7. Emeritus

The dues of REALTOR® Members who are REALTOR® Emeritus (as recognized by the NATIONAL ASSOCIATION OF REALTORS®), past Presidents and past Treasurers of the National Association or recipients of the Distinguished Service Award shall be as determined by the Board of Directors. *(amended 11/13)*

At the 2013 REALTORS® Conference & Expo, the Delegate Body approved an amendment to Article III, Section 9 of the NAR Constitution, which outlines REALTOR® Emeritus eligibility.

Members will become candidates for Emeritus status after forty (40) years of membership and must also have completed at least one (1) year of service at the National Association level. The members shall complete applications to the NATIONAL ASSOCIATION OF REALTORS® for consideration of Emeritus status. *(amended 11/13)*

NOTE: A member Association's dues obligation to the NATIONAL ASSOCIATION OF REALTORS® is reduced by an amount equal to the amount which the Association is assessed for a REALTOR® Member, times the number of REALTOR® Emeriti (as recognized by the National Association), past Presidents and past Treasurers of the NATIONAL ASSOCIATION OF REALTORS®, and recipients of the Distinguished Service Award of the NATIONAL ASSOCIATION OF REALTORS® who are REALTOR® Members of the Association. The dues obligation of such individuals to the Association should be reduced to reflect the reduction in the Association's dues obligation to the NATIONAL ASSOCIATION OF REALTORS®. The Association may, at its option, choose to have no dues requirement for such individuals except as may be required to meet the Association's obligation to the MINNESOTA ASSOCIATION of REALTORS® with respect to such individuals. The Association should determine whether the dues payable by the Association to the MINNESOTA ASSOCIATION of REALTORS® are reduced with respect to such individuals. It should be noted that this does not affect a Designated REALTOR®'s dues obligation to the Association with respect to those licensees employed by or affiliated with the Designated REALTOR® who are not Members of the Association. *(amended 11/13)*

ARTICLE XI - OFFICERS and DIRECTORS

Section 1. Elected Officers

The elected officers of the Association shall be a President, President-elect, a Secretary, and a Treasurer. They shall be elected for terms of one year.

The Secretary and Treasurer positions may be combined into one position at the discretion of the Board.

Section 2. Duties of Officers

The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. It shall be the particular duty of the Association Executive to keep the records of the Association and to carry on all necessary correspondence with the *NATIONAL ASSOCIATION OF REALTORS®* and *MINNESOTA ASSOCIATION of REALTORS®*.

Section 3. Board of Directors

The governing body of the Association shall be a Board of Directors consisting of the elected officers (President, President-elect, Secretary, Treasurer), the immediate Past-President, seven (7) elected REALTOR® Members, and one (1) Affiliate member of the Association.

Directors (seven (7) REALTOR® Members and the one (1) Affiliate Member) shall be elected to serve for terms of three (3) years, except that in organization the positions may be staggered and as many Directors shall be elected each year as are required to fill vacancies.

- (a) Term Limits. No director shall serve for more than two (2) consecutive, three (3)-year terms. *(adopted 1/05)*
- (b) No more than a majority or six (6) REALTORS® from the same real estate firm may simultaneously serve on the Board of Directors. *(adopted 11/09, amended 12/12)*

Section 4. Election of Officers and Directors

- (a) At least two (2) months before the annual election, a Nominating Committee of four (4) REALTOR® Members shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall serve to identify and screen candidates(s) for each office and position to be filled on the Board of Directors, with verbal confirmation from the candidate(s). The findings of the Nominating Committee shall be electronically sent to each Member eligible to vote at least four (4) weeks preceding the election. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least five (5) or more of the REALTOR® Members eligible to vote. This petition shall be filed with the Association Executive at least two (2) weeks before the election. The Association Executive shall send notice of such additional nominations to all Members eligible to vote before the election opens.
(amended 3/24)

- (b) The election of Officers and Directors shall take place prior to the annual meeting. The election of Officers and Directors will be by ballot and votes will be cast by electronic means, in accordance with the procedure established by the Board of Directors. The ballot shall contain the names of all candidates and the offices for which they are nominated. *(amended 9/20, 3/24)*
- (c) In case of a tie vote, the issue shall be determined by vote of the current Board of Directors. *(amended 3/24)*

Section 5. Vacancies

A vacancy among the Officers or the Directors shall be filled by selection of a Member by the President and majority vote of the Board of Directors until the next annual election.

In the event the vacancy occurs at the President level, the President-elect shall assume the position of President. The Board of Directors will then determine if a special election needs to be held to fill the President-elect position. *(adopted 3/24)*

Section 6. Removal of Officers and Directors

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

- (1) A petition shall be filed with the President, or with the President-elect if the President is the subject of the petition that specifically sets forth the reasons the individual Officer or Director should be deemed disqualified from further service that is signed by one-third or more of the voting Membership or a majority of all BOD members.
- (2) Upon receipt of the petition, not less than twenty (20) days or more than forty-five (45) days, a Special Meeting of the voting General Membership shall be held. The Special Meeting date, time and location shall be noticed to all voting Members at least ten (10) days prior to the meeting. The sole business of the Special Meeting shall be to consider the charge against the Officer or Director and to render a decision on the petition.
- (3) The President shall conduct the Special Meeting, or in the event the President's continued service in office is being considered at the meeting the President-elect will conduct the meeting. The petition and details will be presented in its entirety to the Membership for discussion. A quorum to vote on the petition is considered to be three-fourths vote of Members present and shall be required for the Officers or Directors' removal from office.

In the event that a Director that has been appointed by the President is deemed to be incapable of fulfilling the duties for which appointed, but will not resign from office voluntarily, the Director may be removed from office by recommendation of the President and majority vote of the Board of Directors. *(adopted 3/24)*

Section 7. Association Staff

The Association Executive will have the authority to hire, supervise, evaluate and terminate other staff, if any, and shall perform such other duties as prescribed by the Board of Directors. *(adopted 1/05)*

ARTICLE XII - MEETINGS

Section 1. Annual Meetings

The annual meeting of the Association shall be held on the first Thursday after Thanksgiving each year. The date, place, and time shall be designated by the Board of Directors. *(amended 3/24)*

Section 2. Meetings of Directors

The Board of Directors shall annually designate the day, time and location of the monthly Board meetings. Absence from three consecutive regular Board meetings without an excuse deemed valid by the Board of Directors shall be construed as a resignation.

A quorum for the transaction of business at a Board of Directors meeting shall consist of 50% + 1 of the Members in attendance that are eligible to vote. *(amended 3/24)*

Section 3. Other Meetings

Meetings of the members may be held at other times as the President or the Board of Directors may determine, or upon the written request of a meeting presented to the President or Board of Directors. *(amended 3/24)*

Section 4. Notice of Meetings

Notice shall be given to every Member entitled to participate in the meeting at least one (1) week preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

Section 5. Quorum for Membership Meetings

A quorum for the transaction of business at scheduled quarterly general and special meetings of the membership shall consist of a minimum of 25 members in attendance that are eligible to vote, except as may otherwise be required by state law. *(amended 4/18)*

Section 6. Electronic Meetings, Transaction of Business

The Board of Directors and Committees may conduct business by electronic means. Any action taken under this section shall be deemed to have passed when it is approved by a quorum as defined within this Section. *(amended 3/21, 3/24)*

Section 7. Action without Meeting

Unless specifically prohibited by the articles of incorporation, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without an in-person meeting. The action shall be described in detail and distributed to all Board members that sets forth the requested action taken. The decisions of the Board members shall be delivered to the Association Executive to be filed in the Association's records. The Board members will be

informed of the decision of the Members at the following regular Board meeting. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date. *(adopted 1/05)*

ARTICLE XIII – COMMITTEES

Section 1. Standing Committees

The President shall appoint from among the REALTOR® Members, subject to confirmation by the Board of Directors, the following standing committees:

- Advocacy - Government Affairs
- Consumer Outreach
- Marketing
- Finance
- Membership
- Personnel
- Education

Other Standing Committees which may be listed under this section include, but are not limited to: Brokers, MLS, REALTOR® safety, DEI, Fair Housing, RPAC fundraising, and commercial.

The President, upon approval of the Board of Directors, may elect to merge any of the above committees into one committee.

Section 2. Special Committees/Task Forces

The President shall appoint, subject to confirmation by the Board of Directors, the following special committees or task forces, and any other committee(s) as deemed necessary.

- Awards
- Nominating
- Social
- Governance – Bylaws & Policies and Procedures

Section 3. Organization

All committees shall be of such size and shall have duties, functions, and powers as assigned by the President or the Board of Directors except as otherwise provided in these Bylaws.

Section 4. President-Elect

The President-Elect shall be an ex-officio member of all committees and shall be notified of and attend their meetings.

Section 5. Action without Meeting

Any committee may act by unanimous consent in writing without a meeting. The consent shall be evidenced by electronic approvals, which sets forth the proposed action taken by the committee. *(adopted 1/05)*

Section 6. Virtual Attendance

Members of a committee may participate in any meeting through the use of electronic means of which all people participating in the meeting can hear each other. Such participation shall constitute presence at the meetings. *(adopted 1/05, amended 3/24)*

ARTICLE XIV - INDEMNIFICATION

Any person, including any past, present or future director, officer, committee member, employee or agent of the Association (or the heirs or legal representatives of any such directors, officer, committee member or employee or agent) made or threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she his/her testator, or intestate, is or was a director, officer, committee member, employee or agent of the Association or performed any service at the request of the Association shall be indemnified by the Association, and the Association advance his/her related expenses in the manner and to the full extent of provided by the law of the state of Minnesota.

This Association may, to the full extent permitted by applicable law, from time to time in effect purchase and/or maintain insurance on behalf of any person who is or was a Director, officer, employee or member of a committee of this Association against any liability asserted against such person and incurred by such person in any such capacity.

ARTICLE XV - FISCAL and ELECTIVE YEAR

Section 1. Fiscal Year

The fiscal year of the Association shall be January 1 to December 31. *(amended 3/19)*

Section 2. Elective Year

The elective year of the Association shall be January 1 to December 31. *(amended 3/19)*

ARTICLE XVI - RULES OF ORDER

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

ARTICLE XVII - AMENDMENTS

Section 1. These Bylaws may be amended by a majority vote of the Members present, whether in person or via electronic means, and qualified to vote at any meeting at which a

quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for a meeting. Except that, the Board of Directors may, at any regular or special meetings of the Board of Directors at which a quorum is present, approve amendments to these Bylaws which are mandated by NAR policy. *(amended 9/20)*

Section 2. Notice of all meetings at which amendments are to be considered shall be emailed to every member eligible to vote at least one (1) week prior to the meeting. *(amended 9/20).*

Section 3. Amendments to these Bylaws affecting the admission or qualification of REALTOR® and Institute Affiliate Members, the use of the term REALTOR® and REALTORS®, or any alteration in the territorial jurisdiction of the Association shall become effective upon their approval as authorized by the *Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®*.

ARTICLE XVIII - DISSOLUTION

Upon the dissolution of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the *MINNESOTA ASSOCIATION of REALTORS®* or, within its discretion, to any other nonprofit tax-exempt organization.

ARTICLE XIX - NORTHSTARMLS

Section 1. Authority

The Association provides for its Members, MLS Only Members, and Non-Member Subscribers the opportunity to obtain access to NorthstarMLS which is subject to the Bylaws of the Association and such Rules and Regulations as determined by the governing Regional Multiple Listing Service (RMLS) Board.

Section 2. Purpose

The NorthstarMLS is:

- a means by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which participants engaging in real estate appraisal contribute to common databases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public.

(Amended 11/04, 03/25)

Section 3. Participation

- (a) Any REALTOR® of this or any other Association who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in these bylaws, shall be eligible to

participate in the RMLS upon agreeing in writing to conform to the agreements as defined by the governing RMLS Board. However, under no circumstances is any individual or firm, regardless of membership status, entitled to NorthstarMLS “membership” or “participation” unless they hold a current, valid real estate broker’s license, or are licensed or certified by an appropriate State regulatory agency to engage in the appraisal of real property. Use of information developed by or published by the NorthstarMLS is strictly limited to the activities authorized under a participant’s licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey “participation” or “membership” or any right of access to information developed by or published by the RMLS Board where access to such information is prohibited by law. *(Amended 11/08, 03/25)*

(b) Non-member Subscriber Access.

A Non-member Subscriber for MLS participation may be a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, and shall be eligible for participation in NorthstarMLS provided that there is no record of recent or pending bankruptcy, official sanctions involving unprofessional conduct, and shall agree to abide by all RMLS Board Rules and Regulations and pay the Association’s MLS Access Fees as determined by the GAAAR Board of Directors. Under no circumstances is any individual or firm entitled to Non-member Subscriber Access for RMLS participation or membership unless they hold a current, valid real estate broker’s license or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property.

Non-member Subscribers acknowledge that they are not active members of the Association, thereby, they are not afforded any rights or benefits as provided to the Association members outside of accessing NorthstarMLS.

Section 4. Supervision

The Association’s participation in the RMLS shall be under the supervision of the Multiple Listing Service (MLS) Committee, in accordance with the Policy and Procedure Manual, subject to approval of the Board of Directors.

Section 5. Enforcement of Rules, Regulations

All Members, MLS Only, and Non-Members with user access to the RMLS service agree to be bound by the rules and regulations as determined by the RMLS Board of Directors. Any violations of the RMLS Rules & Regulations will be handled by the RMLS.

Section 6. Subscribers

Subscribers (or users) of the RMLS include non-principal brokers, sales associates, and licensed or certified appraisers affiliated with participants. Subscribers also include affiliated unlicensed administrative and clerical staff, personal assistants, and individuals seeking licensure or certification as real estate appraisers who are under the direct supervision of an RMLS participant or the participant’s licensed designee. *(Adopted 4/92)*

Section 7. Fees

Member and Non-Member access fees shall be determined and approved annually by the Association Board, access fees are to be billed and paid on a quarterly basis. Any other related services that are offered by participation with the RMLS are also voluntary and any costs associated with those additional services are the responsibility of the subscriber.

Section 8. MLS Antitrust Compliance Policy

The purpose of the Association's participation with the RMLS is for the orderly correlation and dissemination of listing information to participants so they may better serve the buying and selling public. The Association shall not enact or enforce any rule which restricts, limits, or interferes with participants in their relations with each other, in their broker/client relationships, or in the conduct of their business.