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## **BYLAWS**

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# **SOUTHERN OKLAHOMA BOARD OF REALTORS® INC.**

**BOD Approved February 27, 2020  
NAR Certified February 28, 2020  
Updated & Re-Approved by BOD as of June 29,  
2020 Membership Approved July 10, 2020**

**JULY 10, 2020  
SOUTHERN OKLAHOMA BOARD OF REALTORS  
200 Stanley, Ardmore, OK 73401**

**BYLAWS OF THE  
SOUTHERN OKLAHOMA BOARD OF REALTORS® INC.**

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**SOUTHERN OKLAHOMA  
BOARD OF REALTORS® INC.**

**BOD Approved February 27, 2020  
NAR Certified February 28, 2020  
Updated & Re-Approved by BOD as of June 29, 2020  
Membership Approval Pending July 10, 2020**

**ARTICLE I NAME**

**Section 1. Name**

The name of this organization shall be the SOUTHERN OKLAHOMA BOARD OF REALTORS®, INC., hereinafter referred to as the "Board".

**Section 2. REALTORS®**

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

**ARTICLE II OBJECTIVES**

The objectives of the Board are:

**Section 1. Unite Those Engaged in Real Estate**

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. Promote High Standards and Conduct**

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®.

**Section 3. Unified Medium for Real Estate Professionals**

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. Further Interests of Home Ownership**

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

**Section 5. Unite Real Estate Professionals in the Community**

To unite those engaged in the real estate profession in this community with the OKLAHOMA 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.

**Section 6. Designate Eligibility of Use REALTOR®, REALTOR® Trademark**

To designate, for the benefit of the public, those individuals authorized to use the terms REALTOR®, REALTORS®, as licensed, prescribed, and controlled by the NATIONAL ASSOCIATION OF REALTORS®.

**ARTICLE III JURISDICTION**

**Section 1. Territorial Jurisdiction**

The territorial jurisdiction of the Board as a Member of the NATIONAL ASSOCIATION OF REALTORS® is: CARTER, MURRAY & LOVE counties.

**Section 2. Control Use of REALTOR®, REALTOR® Trademark**

Territorial jurisdiction is defined to mean:

- (a) The right and duty to control the use of the terms "REALTOR®" "REALTORS®", and subject to the conditions set forth in these Bylaws and those of the NATIONAL ASSOCIATION OF REALTORS®, in return for which the Board agrees to protect and safeguard the property rights of the National Association in the terms.

**ARTICLE IV MEMBERSHIP**

**Section 1. Membership Types**

There shall be five classes of Members as follows:

- (a) REALTOR®-Members



**REALTOR®**-Members, whether primary or secondary shall be:

- (i) 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 Oklahoma 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.

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 Board 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.

- (ii) Individuals who are engaged in the real estate profession other than as sole proprietors, partners, or corporate officers, or branch managers and are associated with a **REALTOR®** member and meet the qualifications.
- (iii) **Franchise REALTOR® Membership.** Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions and the commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR *Constitution and Bylaws*. Such individuals shall enjoy all of the rights, privileges, and obligations of **REALTOR®** membership (including compliance with the Code of Ethics) except: obligations related to Board-mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term **REALTOR®** in connection with their franchise organization's name; and the right to hold elective office in the local Board, state association, and National Association.
- (iv) **Primary and Secondary REALTOR® Members**  
An individual is a primary member if the Board pays state and National dues based on such member. An individual is a secondary member if state and National dues are remitted through another Board. 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 Board as their "primary" association.

(v) **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 Board dues. 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.

(vi) **MLS Only Members**

MLS Only Members shall be 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 Oklahoma or a state contiguous thereto. Their licensees may join as MLS only, if their designated broker is also a primary or secondary or MLS only members. This classification of individual will be responsible to follow the rules and regulations of the MLS. They will not be entitled to the Supra Ekey system.

(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® membership, subject to payment of applicable dues for such membership.

(c) **Affiliate Members.**

(i) Affiliate Members shall be real estate owners and other individuals or firms who, while not engaged in the real estate profession as defined in paragraphs (a) and (b) of this Section, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Board.

- (ii) Appraiser Affiliates shall be State licensed Appraisers who will not engaged in the real estate profession as defined in paragraphs (a) or (b) of this Section, and shall also be otherwise eligible, do not elect to hold **REALTOR®** membership in the board, provided the applicant is engaged exclusively in a specialty of the real estate business other than brokerage of real property.
- (iii) Affiliate Membership shall also be granted to individuals licensed or certified to engage in real estate practice who, if otherwise eligible, do not elect to hold **REALTOR®** membership in the board, provided the applicant is engaged exclusively in a specialty of the real estate business other than brokerage of real property.

**(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, governmental or other similar organization, but are not engaged in the real estate profession on their own account or in association 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 Board, or for the public.

**(f) Students / Unlicensed Assistants / Secretaries / Office Managers**

- (i) **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 not associated with an established real estate office.
- (ii) **Unlicensed Assistants / Secretaries / Office Managers**  
An Unlicensed Assistant/ Secretary / Office Manager shall be an individual working within a Brokerage under the responsibility of the Managing Broker. They can perform certain duties as prescribed under the guidelines set forth by the Oklahoma Real Estate Commission. The Broker of each office is responsible for all actions of this classification of individual as related to the rules and regulations of the MLS and following the SOBR Bylaws.

**Section 2. President of OAR Member**

The current President of the Oklahoma Association of **REALTORS®** shall be a member in good standing without further payment of dues. The State Association President may serve as the accredited alternate voting delegate at the Annual meeting of the members of the National Association of **REALTORS®**. (Approved 7 April 1998)

**ARTICLE V QUALIFICATION AND ELECTION**

**Section 1. Application.**

- (a) An application for membership shall be made in such manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to membership to thoroughly familiarize himself with the Code of Ethics of the NATIONAL ASSOCIATION OF **REALTORS®**, the Constitution, Bylaws, and Rules and Regulations of the Board, State and National Associations, and if elected a Member, will abide by the Constitution and Bylaws and the Rules and Regulations of the Board, State and National Associations, and if a **REALTOR®**, member will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF **REALTORS®** including the obligation to arbitrate 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 **REALTORS®**, as from time to time amended, and (2) that applicant consents that the Board, through its Membership Committee, Association Executive (AE) or otherwise, may invite and receive information and comment about applicant from any Member or other persons, and that applicant agrees that any information and comment furnished to the Board 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, with the form of application, have access to a copy of the Bylaws, Constitution, Rules and Regulations and the Code of Ethics referred to above.

**Section 2. Qualification.**

- (a) An applicant for **REALTOR®** Membership who is a sole proprietor, partner, or corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Board through its Membership Committee and Association Executive (AE) or otherwise that he 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 Rules and Regulations of the Board, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Committee, and shall agree that if elected to membership, he will abide by such Constitution, Bylaws, Rules and Regulations and Code of Ethics. (Amended 1/05)

**(\*) 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 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 Board 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 Board 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 proceeding, 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 Board may only consider judgments within the past (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)** Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, or 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 Board or a Designated REALTOR® Member of another Board (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 the Board, the Bylaws of the State Association, 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 Membership Committee and shall agree in writing that if elected to membership he will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.

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

- (i) judgments against the applicant within the past three years of violations 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.
  - (ii) 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 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. (Amended 6/07)
- (c) The Board will also consider the following in determining an applicant's qualifications for **REALTOR®** membership:
- (i) All final findings of Code of Ethics violations and violations of other membership duties in any other Board within the past three (3) years.
  - (ii) Pending ethics complaints (or hearings).
  - (iii) Unsatisfied discipline pending.
  - (iv) Pending arbitration requests (or hearings).
  - (v) Unpaid arbitration awards or unpaid financial obligations to any other Board or Board MLS.
  - (vi) Any misuse of the term **REALTOR®** or **REALTORS®** in the name of the applicant's firm.

“Provisional” membership may be granted in instances whereas new membership pending Board of Directors’ Approval, and/or ethics complaints or arbitration requests (or hearings) are pending in other Boards or where the applicant for membership has unsatisfied discipline pending in another Board (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. Boards 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 months from the date that provisional membership is approved. Provisional members shall be considered **REALTORS®** and be subject to all the same privileges and obligations of **REALTOR®** membership. If a member resigns from another Board with an ethics complaint or arbitration request pending, the Board 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 Board to which the applicant has made application) and will abide by the decision of the hearing panel. (Amended 5/08)

### **Section 3. Election.**

The procedure for election to membership shall be as follows:

~~(a) The Membership Committee shall determine whether the applicant is applying for the appropriate class of Membership. It shall then give written notice to the REALTOR® members of such application and invite written comment. If one or more of the REALTOR® members object to the approval of the application, basing such objection on lack of qualification as set forth in these Bylaws, the Committee shall invite any objecting Member to appear and substantiate his objections. Objections which are not substantiated shall be totally disregarded. The Committee may 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 Committee and establish his qualifications. The Committee shall thereafter make a written report of its findings. The Membership Committee shall conduct all proceedings with strict attention to the principles of due process and compliance with the Bylaws of the Board.~~

(a) The chief staff executive (or duly authorized designee) 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. Provisional membership is granted subject to final review of the application by the board of directors. (Amended 3/2020)

Dues shall be computed from the date of application and shall be non-refundable unless the Board of Directors terminates the individual's membership in accordance with subsection (a) above. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received association services and any application fee. (Amended 3/2020)

(b) 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 60 days 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 received association services and any application fee. 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 elected to membership and shall be advised by written notice. (Amended 3/2020)

(c) 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.

- (d) If the board of directors determines that the application should be rejected, it shall record its reasons with the chief staff executive (or duly authorized designee). If the board of directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.

Directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.

- (e) 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 Board 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 1/01)

#### **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 and thirty (30) minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another Board, 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 sixty (60) days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

#### **Section 5. Continuing REALTOR® Code of Ethics Training.**

Effective January 1, 2019, through December 31, 2021 and for successive three year periods thereafter, each REALTOR® member of the Board (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation



that the member has completed a course of instruction conducted by this or another REALTOR® Board, the State Association of REALTORS® or the NATIONAL ASSOCIATION OF REALTORS®, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another Board and REALTOR® members who have completed the New Member Code of Ethics Orientation during any three year cycle shall not be required to complete additional ethics training until a new three year cycle commences.

Failure to satisfy the required periodic ethics 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 6      Status Change.**

(a) A REALTOR® who changes the conditions under which he holds membership shall be required to provide written notification to the Board 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 Board of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

A REALTOR® who is transferring their license from one 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 transfer.

- (a) No Member Board shall sponsor, endorse, recognize, or award, directly or indirectly, any professional designation or certification that is confusingly similar to those available through the National Association, the Real Estate Buyer's Agent Council, or the Institutes, Societies, and Councils of the National Association.
- (b) In the event a Member Board sponsors, endorses, recognizes or awards, directly or indirectly, any professional designation or certification that is not offered by the National Association, such Member Board shall clearly and affirmatively state in all

course materials and related advertising and promotional materials that the professional designation or certification is not affiliated with or endorsed by the National Association of REALTORS®.

## **ARTICLE VI PRIVILEGES AND OBLIGATIONS**

### **Section 1. Definition of privileges and obligations**

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

### **Section 2. Compliance**

Any Member of the Board may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Board Rules and Regulations not inconsistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the Board. Although Members other than REALTORS®, are not subject to the Code of Ethics nor its enforcement by the Board, 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 Membership Committee, 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 the local Board, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

### **Section 3. Discipline of REALTOR® Members**

Any REALTOR® member of the Board may be disciplined by the board of directors for violations of the Code of Ethics or other duties of membership, after a hearing as described in the *Code of Ethics and Arbitration Manual* of the Board, 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**

Resignations of Members shall become effective when received in writing by the Board of Directors, provided, however, that if any Member submitting the resignation is indebted to the Board for dues, fees, fines, or other assessments of the Board or any of its services,

departments, divisions, or subsidiaries, the Board may condition the right of the resigning member to reapply for membership upon payment in full of all such monies owed.

#### **Section 5. Termination Due to Ethics Complaints**

If a Member resigns from the Board or otherwise causes membership to terminate with an ethics complaint pending, that Board of Directors may condition the right of the resigning Member to reapply for membership upon the applicant's certification that he/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel.

- (a) 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®. (Amended 1/00)

#### **Section 6. Privileges of REALTOR® Members.**

**REALTOR®** Members, whether primary or secondary, in good standing are entitled to vote and to hold elective office in the Board and may use the term REALTOR®. 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.

- (a) 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 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 connection with the REALTOR® and affiliate with another **REALTOR®** Member in good standing in the Board, 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®**, **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 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) and 7(d) 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 Boards 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®**, or the **REALTOR®** logo; to serve as President of the local Board; or to be a participant in the local Board's Multiple Listing Service. (Amended 01/02)

**Section 8. Affiliate Members.**

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

**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 participate in discussions.

**Section 11. Student Members/Unlicensed Employees/Secretaries/Office Managers**

Student Members/Unlicensed Employees/Secretaries/Office Managers shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

**Section 12. Legal Liability Training.**

Within ~~two~~ three (3) years of the date of election to membership, and every ~~two~~ three (3) years thereafter, each REALTOR® Member of the Board shall be required to demonstrate that they have completed a course of instruction on anti-trust laws, agency laws, civil rights laws or the REALTORS® Code of Ethics, 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 State 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 Board.

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.

### **Section 13. Harassment.**

Any member of the Board may be reprimanded, placed on probation, suspended or expelled for harassment of a Board or MLS employee or Board Officer or Director after investigation in accordance with the procedures of the Board. As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical conduct, 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. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and President-Elect or Vice President 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 Board. Disciplinary action may include any sanction authorized in the Board's Code of Ethics and Arbitration Manual. If the complaint names the President, President-Elect or Vice President, 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.

*NOTE: Suggested procedures for processing complaints of harassment are available online at <http://www.REALTOR.org/mempolweb.nsf/pages/HarassmentProcedure?OpenDocument>. (Amended 5/08)*

### **Section 14. Certification by REALTOR®.**

"Designated" REALTOR® Members of the Board shall certify to the Board during the month **October** on a form provided by the Board, a complete listing of all individuals licensed or certified with the REALTOR®'s office and shall designate a primary Board for each individual who holds membership. Designated REALTORS® shall also identify any nonmember licensees in the REALTOR®'s offices(s) and if Designated REALTOR® dues have been paid to another Board based on said non-member licensees, the Designated REALTOR® shall identify the Board 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. "Designated" REALTOR® Members shall also notify the Board 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. (Amended 7/20)

## **ARTICLE VII PROFESSIONAL STANDARDS AND ARBITRATION**

### **Section 1. Enforcement of the Code.**

The responsibility of the Board and of Board members relating to the enforcement of the Code of Ethics, the disciplining of members, and 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 amended from time to time, which is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

### **Section 2. Obligation of REALTOR® Members.**

It shall be the duty and responsibility of every REALTOR® Member of this Board 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 must abide by the governing documents and policies of the association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to mediate and arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and 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.

## **ARTICLE VIII USE OF THE TERMS REALTOR®, REALTORS®**

### **Section 1. REALTOR® Trademark**

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

Use of the terms REALTOR® 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 Rules and Regulations prescribed by its board of directors. The Board 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 a membership duty and may subject members to disciplinary action by the board of directors after a hearing as provided for in the Board's Code of Ethics and Arbitration Manual.

### **Section 2. Trademark Use at Place of Business**

**REALTOR®** Members of the Board 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. (Amended 1/96)

### **Section 3. Trademark Use if All are REALTORS® Members**

A **REALTOR®** principal member may use the terms **REALTOR®** or **REALTORS®** only if all the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto are **REALTOR®** Members of the Board or Institute Affiliate Members.

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

### **Section 4. Institute Affiliate Members Excluded from Use of Trademark**

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. Tri-Membership of Board**

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

### **Section 2. Exclusive Property Rights of NAR Trademark**

The Board recognizes the exclusive property rights of the NATIONAL ASSOCIATION OF REALTORS® in the terms REALTOR®, REALTORS. The Board 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 Board of Directors of the National Association that it has violated the conditions imposed upon the terms.

### **Section 3. NAR Code of Ethics**

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

## 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 times the amount of the annual dues for REALTOR® Membership, which shall be required to accompany each application for REALTOR® Membership and which shall become the property of the Board upon final approval of the application. (Amended 1/02)

### **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 Board of Directors times the number of real estate salespersons and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such **REALTOR® member**, and (2) are not **REALTOR® member** Members of any Board in the State or a state contiguous thereto or Institute Affiliate Member of the Board. In calculating the dues payable to the Board 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 the Board 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 licenses 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 Board.\* (Amended 0/01) (Amended 1/05)
- (i) A **REALTOR®** Member of a Member Board shall be held to be any Member who has a place or places of business within the state or a state contiguous thereto and who, as a principal, is actively engaged in the real estate profession as defined in Article III, Section 1, of the Constitution of the NATIONAL ASSOCIATION OF **REALTORS®**. An individual shall be deemed to be licensed with a **REALTOR®** if any license of the individual is held by the **REALTOR®**, or by any broker who is licensed with the **REALTOR®**, or by any entity in which the **REALTOR®** has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business provided that such licensee is not otherwise included in the computation of dues payable by the principal of the entity.
- (ii) 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 Board on a form approved by the Board 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 **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 Board within three (3) days of any change in status of licensees in a referral firm.

- (iii) The exemption for any licensee included on the certification form shall automatically be revoked upon the individual being engaged in real estate licensed activities (listing, selling, leasing renting, managing, counseling, or appraising real property) other than referrals, and dues for the current fiscal year shall be payable.
- (iv) Membership dues shall be prorated for any licensee included on a certification form submitted to the Board who during the same calendar year applies for REALTOR® membership in the Board. However, membership dues shall not be prorated if the licensee held REALTOR® membership during the preceding calendar year. (Amended 5/03)

(b) **REALTOR® Member Dues**

The annual dues of each REALTOR® Member other than the designated REALTOR® shall be in such amount as established annually by the Board of Directors. (Amended 1/05)

(c) **Institute Affiliate Members.**

The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws on the NATIONAL ASSOCIATION OF REALTORS.

*NOTE: The Institutes, Societies, and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate members (\$105). The National Association shall credit \$35 to the account of a local Board for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of that Board, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the \$35 amount will be credited to the COB, unless the Institute Affiliate member directs that the dues be distributed to the other Board. The National Association shall also credit \$35 to the account of state associations for each Institute Affiliate member whose office address is located within the territorial jurisdiction of the state association. Local and state associations may not establish any additional entrance, initiation fees or dues for Institute Affiliate members, but may provide service packages to which Institute Affiliate members may voluntarily subscribe. (Amended 11/2013)*

(d) **Affiliate Members.**

The dues of each Affiliate Member shall be in such amount as established annually by the Board of Directors. (Amended 1/05)

(e) **Public Service Members.**

The dues of each Public Service Member shall be in such amount as established annually by the Board of Directors. (Amended 1/05)

(f) **Honorary Members.**

Dues payable, if any, shall be at the discretion of the Board of Directors. (Amended 1/05)

(g) **Student Members/Unlicensed Employees/Secretaries/Office Managers**

Dues payable, ~~if any~~, shall be at the discretion of the Board of Directors. (Amended 1/05) (3/2020)

**Section 3. Dues Payable.**

Dues for all Members shall be payable annually in advance on the first day of January. Dues for new members 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. (Adopted 10/03) (Amended 1/05)

(a) In the event a sales licensee or licensed or certified appraiser who holds **REALTOR®** Membership is dropped for nonpayment of Board dues, and the licensee 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.

**Section 4. Nonpayment of Financial Obligations.**

If dues, fees, fines, or other assessments including amounts owed to the Board or the Board's Multiple Listing Service are not paid within one (1) month after the due date, the nonpaying Member is subject to suspension at the discretion of the Board of Directors. Two (2) months after the 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 nonpaying 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 Rules and Regulations of the Board or any of its services, departments, divisions, or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

**Section 5. Deposit and Expenditures.**

Deposits and expenditures of funds shall be in accordance with policies established by the Board of Directors. Capital expenditures in excess of \$200.00 may not be made unless authorized by a majority vote of the Board of Directors. (Amended 01/05)

#### **Section 6. REALTOR® Emeriti**

The dues of REALTOR® Members who are REALTOR® Emeriti (as recognized by the National Association), 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 11/2013)

***NOTE:** A Member Board's dues obligation to the National Association is reduced by an amount equal to the amount which the board 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, and recipients of the Distinguished Service Award of the National Association who are REALTOR® members of the Board. The dues obligation of such individuals to the local Board should be reduced to reflect the reduction in the Board's dues obligation to the National Association. The Board may, at its option, choose to have no dues requirement for such individuals except as may be required to meet the Board's obligation to the State Association with respect to such individuals. Member Boards should determine whether the dues payable by the Board to the State Association are reduced with respect to such individuals. It should be noted that this does not affect a "designated" REALTOR®'s dues obligation to the board with respect to those licensees employed by or affiliated with the "designated" REALTOR® who are not members of the local Board. (Amended 11/2013)*

#### **Section 7. Financial Obligations of Members**

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

#### **~~Section 8. — Subscription to Association Publication.~~**

~~Three dollars (\$3.00) of the annual dues for each Member of the Association shall be allocated for a subscription fee to the official publication of the Association; provided, however, such fee shall be subject to change from time to time by the Board of Directors. (Amended 7/20)~~

### **ARTICLE XI OFFICERS AND DIRECTORS**

#### **Section 1. Officers.**

The elected officers of the Board shall be: A President, a President-Elect, a Vice-President, a Secretary and a Treasurer. The Secretary and Treasurer may be the same person. They shall be elected for terms of one year. The president nor the President-Elect may serve two terms in succession.

## **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 Chief Staff Executive (AE) to keep the records of the Board and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF **REALTORS®** and the OKLAHOMA ASSOCIATION OF **REALTORS®**. (Amended 1/05)

## **Section 3. Board of Directors.**

The governing body of the Board shall be a Board of Directors consisting of the elected officers, the immediate Past President of the Board, any State Officer or Director and six **REALTOR** Members of the Board. Directors shall be elected to serve for terms of three years, except that at organization, one-third of the elected Directors shall be elected for terms of one, two and three years, respectively, or for lesser terms as may be necessary to complete the first fiscal year. Thereafter, as many Directors shall be elected each year as are required to fill vacancies. (Amended 1/05).

## **Section 4. Election of Officers and Directors.**

- (a) At least two (2) months before the annual election, a Nominating Committee of 5 **REALTORS®** Members shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall select one candidate for each office and one candidate for each place to be filled on the Board of Directors. The report of the Nominating Committee shall be mailed or where permitted by state law, electronically transmitted to each Member eligible to vote at least three (3) weeks preceding the election. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least twenty (20) percent of the **REALTOR®** Members eligible to vote. The petition shall be filed with the Chief Staff Executive at least two (2) weeks before the election. The Chief Staff Executive shall send notice of such additional nominations to all Members eligible to vote before the election. (Amended 1/05)
- (b) The election of Officers and Directors shall take place at the annual meeting or where permitted by state law, electronically. Election shall be by ballot and all votes shall be cast in person. The ballot shall contain the names of all candidates and the offices for which they are nominated and any additional nominees whose names have been submitted by petition as provided by Section 4(a) of this article. The ballot where only one candidate is listed shall allow each entitled member to cast a vote of YES or NO.

A ballot with more than one candidate allows the voter to cast a vote for only one candidate. In the event more NO votes are cast, then the President will announce, "Nominations from the floor are now in order."

If no nominations are presented, the duty to select another candidate will be that of the nominating committee with voting to take place at a meeting designated by the President.

- (c) The President, with the approval of the Board of Directors, shall appoint an Election Committee of three (3) **REALTOR®** Members to conduct the election. In case of a tie vote, the issue shall be determined by lot.

#### **Section 5. Vacancies.**

Vacancies among the Officers and the Board of Directors shall be filled by a simple majority vote of the Board of Directors until the next annual election.

#### **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:

- (a) A petition requiring the removal of an Officer or Director and signed by not less than one-third of the voting membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next-ranking officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.
- (b) Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the Board shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director, and to render a decision on such petition.
- (c) The special meeting shall be noticed to all voting members at least ten (10) days prior to the meeting and shall be conducted by the President of the Board unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking officer will conduct the meeting of the hearing by the Members. Provided a quorum is present, a three-fourths vote of Members present and voting shall be required for removal from office.

#### **Section 7. Chief Staff Executive.**

There shall be a Chief Staff Executive, appointed by the Board of Directors, who shall be the Chief Staff Administrative Officer of the Board. The Chief Staff Executive shall 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 Board shall be held during October of each year, the date, place, and hour to be designated by the Board of Directors. (Amended 1/05)

### Section 2. Meeting of Directors.

The Board of Directors shall designate a regular time and place of meetings. Absence from three (3) consecutive regular meetings without an excuse deemed valid by the Board of Directors shall be construed as resignation.

### 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 least ~~Ten (10) percent~~ **One-third (1/3)** of the REALTOR® Members eligible to vote (Based on 175 members – fifty-eight (58) Members) must be present.

### Section 4. Notice of Meetings.

Written 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.

Seven (7) members of the Board of Directors (**majority** based on 13 members of the BOD) shall constitute a quorum for the transaction of business. ~~shall consist of fifteen percent of the members eligible to vote.~~

### Section 6. Electronic Transaction of Business.

To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means. (Adopted 1/05)

**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 a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the Chief Staff Executive to be filed in the corporate records. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date. (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 committees:

Education, Finance, Legislative/RPAC/Equal Opportunity, Membership, Multiple Listing Service (MLS), Nominating, Personnel, Policies & Procedures/Bylaws, Professional Standards Grievance, Programs, Public Relations, REALTOR® Protection

**Section 2. Special Committees.**

The President shall appoint, subject to confirmation by the Board of Directors, special committees as deemed necessary.

Banquet/Entertainment, Spirit/RYOR, Sunshine Committee

**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.**

The President shall be an ex-officio member of all standing committees and shall be notified of 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 one or more written approvals, each of which sets forth the action taken and bears the signature of one or more of the members of the committee. (Amended 1/05)

**Section 6. Attendance by Telephone**

Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall be at the discretion of the President and shall constitute presence at the meeting. (Adopted 1/05)

**Section 7. Notice.**

All members of respective committees shall be notified of all respective committee meetings.

**Section 8. Quorum.**

At committee meetings, a majority of the committee shall constitute a quorum.

**Section 9. Attendance.**

Absence from two consecutive meetings, without excuse acceptable to the Chairman, shall be construed as resignation from the Committee. Any vacancy shall be filled as herein provided for original appointments.

**ARTICLE XIV FISCAL AND ELECTIVE YEAR**

**Section 1. Fiscal Year**

The fiscal year of the Board shall be January 1 to December 31. (Amended 1/05)

**Section 2. Elective Year**

The elective year of the Board shall be on January 1 to December 31. (Amended 1/05)

**ARTICLE XV RULES OF ORDER**

**Section 1. Rules of Order**

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

## ARTICLE XVI AMENDMENTS

### Section 1. Amendment of Bylaws

These Bylaws may be amended by a majority vote of the Members present 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 the meeting (**One-third (1/3)** of the **REALTOR® Primary or Secondary** Members shall constitute quorum. Based on 175 REALTOR® members, Fifty-eight (58) REALTOR® members shall constitute a quorum ), except that the Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy.

### Section 2. Notice of Meetings

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.

### Section 3. Amendments of Bylaws by NAR

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

## ARTICLE XVII DISSOLUTION

### Section 1. Dissolution

Upon the dissolution of this Board, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the OKLAHOMA ASSOCIATION OF **REALTORS®**, or, within its discretion, to any other non-profit tax-exempt organization. (Amended 1/05)

## ARTICLE XVIII MULTI-LISTING SERVICE

### Section 1. Authority.

The Board of **REALTORS®** shall maintain for the use of its Members a Multiple Listing Service which shall be subject to the Bylaws of the Board of **REALTORS®** and such Rules and Regulations as may be hereinafter be adopted.

## **Section 2. Purpose.**

A Multiple Listing Service is means by which authorized Participants make blanket unilateral offers of compensation to other Participants (acting as single-party broker or, transactional broker in a non-agency capacity defined by law); 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 data bases; and is a facility for the correlation and dissemination of listing information so Participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as procuring cause of the sale (or lease). (Amended 01/05)

## **Section 3. Participation.**

Any **REALTOR®** of this or any other Board who is a principal, partner, or corporate officer, or branch office manager acting on behalf of a principal, without further qualification, shall be eligible to participate in Multiple Listing upon agreeing in writing to conform to the rules and regulations thereof and to pay the costs incidental thereto.\* However, under no circumstances is any individual or firm, regardless of membership status, entitled to Multiple Listing Service "membership" or "participation" unless they hold a current, valid real estate broker's license and offer or accept compensation to and from other Participants 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 a Board Multiple Listing Service 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 or published by a Board Multiple Listing Service where access to such information is prohibited by law. (Amended 07/98) (Amended 11/08)

Note: Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm 'offers or accepts cooperation and compensation' means that the Participant actively endeavors during the operation of its real estate business to list real property of the type listed on the MLS and/or to accept offers of cooperation and compensation made by listing brokers or agents in the MLS. "Actively" means on a continual and on-going basis during the operation of the Participant's real estate business. The "actively" requirement is not intended to preclude MLS participation by a particular or potential participant that operates a real estate business on a part time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny MLS participation to a Participant or potential Participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit an MLS to deny

participation based on the level of service provided by the Participation or potential Participant as long as the level of service satisfies state law.

The key is that the Participant or potential Participant actively endeavors to make or accept offers of cooperation and compensation with respect to properties of the type that are listed on the MLS in which participation is sought. This requirement does not permit an MLS to deny participation to a Participant or potential Participant that operates a Virtual Office Website (“VOW”) (including a VOW that the Participant uses to refer customers to other Participants) if the Participant or potential Participant actively endeavors to make or accept offers of cooperation and compensation. An MLS may evaluate whether a Participant or potential Participant “actively endeavors during the operation of its real estate business” to “offer or accept cooperation and compensation” only if the MLS has a reasonable basis to believe that the Participant or potential Participant is in fact doing so. The membership requirement shall be applied on a nondiscriminatory manner to all Participants and potential Participants. (Adopted 11/08)

- (a) Any application for MLS participation and any licensee (including licensed or certified appraisers) affiliated with an MLS Participant who desires access to MLS-generated information shall complete an orientation program devoted to the MLS Rules and Regulations and computer training related to MLS information entry and retrieval within thirty (30) days after access has been provided. Said training shall be no more than eight classroom hours.

#### **Section 4. Supervision.**

The activity shall be operated under the supervision of the Multiple Listing Committee, in accordance with the Rules and Regulations, subject to the approval of the Board of Directors.

#### **Section 5. Appointment of Committee.**

The President shall appoint, subject to the confirmation of the Board of Directors, a Multiple Listing Committee of at least six (6) Members. All Members of the Committee shall be Participants in Multiple Listing except, at the option of the local Board, **REALTORS®** affiliated with Participants may be appointed to serve in such numbers as determined by the Local Board. The Committee Members so named shall serve one-year terms. The Committee shall select its Chairman from among the members thereof (The Chairman may be designated by the President).

#### **Section 6. Vacancies.**

Vacancies in unexpired terms shall be filled as in the case of original appointees.

#### **Section 7. Attendance.**

Any Committee Member who fails to attend three (3) consecutive regular or special meetings of the Committee, without excuse acceptable to the Chairman of the Committee, shall be deemed to have resigned from the Committee and the vacancy shall be filled as herein provided for original appointees.

**Section 8.     Subscribers.**

Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with Participants.