

BYLAWS
of the
Greater Owensboro Realtor® Association, Inc.
(Last revised August 22, 2017)

ARTICLE I – NAME

Section 1. Name. The name of this organization shall be the Greater Owensboro REALTOR® Association, Inc., hereinafter referred to as the “Association” or “GORA” (Revised 05/18/2010).

Section 2. 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 from time to time amended.

Section 3. Mission Statement: The Greater Owensboro REALTOR® Association exists to support and enhance the ability of our members to succeed in their businesses in an ethical and competent manner and, through a united voice, to preserve and protect real property rights. (Added 03/22/2011)

ARTICLE II – OBJECTIVES

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

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

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

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

Section 5. To unite those engaged in the real estate profession in this community with the Kentucky 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 herein.

Section 6. 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 Members of the National Association of REALTORS® is all within the counties of Daviess, Hancock, McLean, Ohio and Grayson Kentucky. (Revised 12-21-2009)

Section 2. Territorial jurisdiction is defined to mean:

- (a) The right and duty to control the use of the terms REALTOR® and REALTORS®, subject to 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

Section 1. There shall be six classes of Members 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 located within the state of Kentucky 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 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 engage 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 1/01)

NOTE: REALTOR® Members may obtain Membership in a “secondary” Association in another state.

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

- (4) 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.
- (5) Designated REALTOR® Members. Each firm shall designate in writing one REALTOR® Member who shall be responsible for all duties and obligations of Membership including the obligation to mediate and arbitrate 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 05/22/2012)

If a licensee fails to pay financial obligations the DR will be notified in writing of the matter and of the DR’s responsibility to pay delinquent amounts in accordance with Article X herein. (Amended 01/24/2012)

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

ARTICLE V – QUALIFICATIONS AND ELECTION

Section 1. Application.

- (6) An application for Membership shall be made in such a manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to Membership to thoroughly familiarize himself/herself with the Code of Ethics of the National Association of REALTORS®, the Constitutions, Bylaws and MLS Rules and Regulations of the Association, the State and National Associations, and if elected a member, will abide by the Constitutions, Bylaws and MLS Rules and Regulations of the Association, 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 mediate and 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 Association, through its Membership Committee 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 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. The applicant shall, with the form of application, have access to a copy of the Bylaws, Constitution, MLS Rules and Regulations and Code of Ethics referred above.
(Amended 05/22/2012)

Section 2. Qualification.

- (a) An applicant for REALTOR® Membership who is a principal, partner, corporate officer or branch office manager of a real estate firm shall supply evidence satisfactory to the Association through its Membership Committee or otherwise 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 sanction involving unprofessional conduct**, agrees to complete a required Orientation course of instruction covering the Bylaws and MLS Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution, Bylaws and Code of Ethics of the National Association of REALTORS®, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Committee, and shall agree that if elected to Membership, he/she will abide by such Constitution, Bylaws, MLS Rules and Regulations and Code of Ethics. Applicants failing to complete the required Orientation course within 100 days of the date of Membership must pay a reinstatement fee of one hundred dollars (\$100.00) and must complete the course within 100 days of the date. Failure to pay the one hundred dollars (\$100.00) and complete the course within 100 days of the date will terminate Membership. (Amended May 23, 2017)

* No recent or pending bankruptcy is intended to mean that the applicant or any real estate firm in which the applicant is the sole proprietor, general partner, 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. (Revised October 21, 2008)

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

1. judgments against the applicant within the past three (3) 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
2. 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. (Amended 05/23/2017)

NOTE: 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 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 official sanctions involving unprofessional conduct** shall complete a required Orientation course of instruction covering the Bylaws and MLS Rules and Regulations of the Association, 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 Committee, and shall agree in writing that if elected to Membership he/she will abide by the Code of Ethics of the National Association of REALTORS®, and by the Constitution, Bylaws and MLS Rules and Regulations of the local Association, State Association and the National Association. Applicants failing to complete the required Orientation course within 100 days of the date of Membership must pay a reinstatement fee of one hundred dollars (\$100.00) and must complete the course within 100 days of that date. Failure to pay the one hundred dollars (\$100.00) and complete the course within 100 days of the date will terminate Membership. (Amended 05/23/2017)

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

1. All final finding of Code of Ethics violations and violations of other Membership duties in any other association within the past three (3) years
2. Pending ethics complaints (or hearings)
3. Unsatisfied discipline pending
4. Pending arbitration request (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.
7. Certain criminal/civil law violations as determined from a background check as described in Section 3 Paragraph (a) below. (Amended 05/23/2017)

Membership may be granted conditionally in instances where ethics complaints or arbitration request (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 months from the date that Membership is approved. Such members shall be considered REALTORS® on a conditional basis and shall be subject to all the same privileges and obligations of REALTOR® Membership. If a member resigns from another association with an ethics complaint or arbitration request pending, 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 05/23/2017)

Section 3. Election.

The procedure for election to membership shall be as follows:

(a) The Association staff, shall determine whether the applicant is applying for the appropriate class of membership, and shall work with the Membership Application and Retention Committee (MARC,) to evaluate an applicant's qualification information relating to considerations in Section 2 (c) above. Additionally, only the Chief Staff Executive will evaluate any public record being considered as provided from a background check. Said background check shall be consistent with NAR Model Bylaws Article V Section 2, and NAR Handbook on MLS Policy (Policy statement 7.31.3). (Amended August 22, 2017)

Exemptions— The Greater Owensboro Realtor® Association recognizes the following governmental departments require background checks as a condition of licensure. Therefore, exemptions are given to these specific Realtor® and Affiliate members: (Added May 23, 2017)

1. The Kentucky Real Estate Commission has conducted background checks since July 1998 as a condition of real estate licensure, as such no additional background checks will be required of individuals applying for Realtor® membership subsequent to that date.

2. The Kentucky Board of Home Inspectors conducts annual background checks as a condition of licensure and license renewal for home inspectors. As such, no additional background checks will be required of Affiliate members who are licensed home inspectors.
3. The Kentucky Real Estate Appraisers Board (and other state Appraiser Boards recognized by Kentucky) has conducted background checks since June 25, 2013 as a condition of licensure for appraisers. As such, no additional background checks will be required of individuals applying for Affiliate membership subsequent to that date.

Although the Chief Staff Executive will evaluate background checks of applicants or members in the election process, if the record of a background indicates membership should be denied, the identity of said applicants and members shall remain known only to the Chief Staff Executive and legal counsel as may become necessary. (Ratified August 22, 2017)

If a background check report indicates the applicant has a record contrary to the provisions set out in Article V Section 2(a) paragraphs 1. & 2 of the By-Laws (official sanctions involving unprofessional conduct), and/or MLS Rules Section 20.17 and 20.18 (felony or misdemeanor), * the Chief Staff Executive will report to the MARC the nature of the official sanction or felony or misdemeanor. No identifying information about the applicant will be shared. MARC may then recommend to the Board to deny membership. In this case, an attorney will be retained for legal advice if there is an applicant that should be denied membership. (Ratified August 22, 2017)

*Note: The provisions in these governing documents are available on the NAVICA MLS system, on OwensboroMLS.com, or available from the Association office upon request. (Ratified August 22, 2017)

The Board of Directors shall review the qualifications of the applicant and the recommendations of the MARC and the Chief Staff Executive and then vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the Board of Directors, he shall be declared elected to membership and shall be advised by written notice. (Amended 05/23/2017)

(b) If the Chief Staff Executive, or MARC or 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 100 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 08/22/2017)

(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 behalf, to be represented by counsel, and to make such statements as he 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 the Board of Directors may electronically or mechanically record the proceedings. (Amended 05/23/2017)

(d) If the Board of Directors determines that the application should be rejected, it shall record its reasons with the MARC and the Chief Staff 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. (Amended 08/22/2017)

Section 4. New Member Code of Ethics Orientation.

Applicants for REALTOR® Membership shall complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of instruction time. This requirement does not apply to applicants for REALTOR® Membership 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. The applicant must provide GORA a COE certificate of completion. Failure to satisfy this requirement within thirty (30) days of the date of application will automatically result in denial of the Membership application. The denied applicant can elect to reapply upon completing a new member COE and reapply for membership including a new member application fee. GORA staff will make courtesy communication (email and phone call) to the applicant and their broker and inform them the applicant has been denied membership and has five business days to reapply and pay a new application fee. (Revised 08/22/2017)

NOTE: Orientation programs must meet the training objective and minimum criteria established from time to time by the National Association of REALTORS®. (Adopted 1/01)

Section 5. Continuing Member Code of Ethics Training.

Effective January 1, 2001 through December 31, 2004, and for successive two (2) year periods thereafter, each REALTOR® Member of the association, with the exception of Realtor® members granted Realtor® Emeritus statue 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 association, the State 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® from time to time. REALTOR® Members who have completed training as a requirement of Membership in another association and REALTOR® Members who have completed the New Member Code of Ethics Orientation during any two (2) year cycle shall not be required to complete additional ethics training until a new two (2) year cycle commences. (Amended 05/23/2017)

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any two (2)-year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any two (2)-year cycle of until the requirement is met, whichever occurs sooner, On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated. (Amended May 23, 2017)

Section 6. Status Changes.

- (a) A REALTOR® who changes the conditions under which he/she holds Membership shall be required to provide written notification to the Association within thirty (30) days. A REALTOR® (non-principal who becomes a principal in the firm with which he/she has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy any previously unsatisfied Membership requirements applicable to REALTOR® principal Members but shall, during the period of transition from one status of Membership to another, be subject to all 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 ninety (90) 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.

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 transition. If the transfer is not completed within thirty (30) days of the date the Association is advised of the disaffiliation with the current firm, Membership will terminate automatically unless otherwise so directed by the Board of Directors.

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

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

Section 2. Any Member of the Association may be reprimanded, fined, placed on probation, suspended or expelled by the Board of Directors for a violation of the Bylaws and Association MLS Rules and Regulations not inconsistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the Association. Although Members other than REALTOR® Members 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 REALTOR® Members 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 of the local Association, the State Association and the National Association of REALTORS®.

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

Section 4. Resignation 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 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 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.

If a member resigns or otherwise causes Membership to terminate, the duty to submit to mediation and arbitration continues in effect even after Membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®. (Amended 05/22/2012)

As a condition of membership, it is the responsibility of each Association member to maintain their current email, telephone and US mail, contact information with the Association administration so the Association can timely communicate with the Member. (Added 05/23/2017)

Section 6. REALTOR® Members. REALTOR® Members, whether Primary or Secondary, in good standing whose financial obligations to the Association are paid in full shall be entitled to vote and to hold elective office in the Association; may use the terms REALTOR® and REALTORS®, which use shall be subject to the provisions of Article VIII; and have the primary responsibility to safeguard and promote the standards, interest and welfare of the Association and the real estate profession.

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

suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

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 term REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

- (b) In any action taken against a REALTOR® Member for suspension or expulsion under 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; to serve as President of the local association; or to be a participant in the local 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.

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 Members shall have only the right to attend meetings and participate in discussions.

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 (Principal Brokers) of the Association shall certify to the Association no later than May 31 of each year, on a form provided by the Association, a complete listing of all individuals licensed or certified in the REALTORS®'s office(s) and shall designate a primary Association for each individual who holds Membership. Designated REALTORS® shall also identify any nonmember licensees in the REALTOR®'s office(s) and if Designated REALTOR® Dues have been paid to another Association based on said nonmember licensees, the Designated REALTOR® shall identify the Association to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2 (a) of the Bylaws. Designated REALTOR® Members shall also notify the Association of any additional individual(s) licensed or certified with the firm(s) within fifteen (15) business days of the date of affiliation or severance of the individual. Designated REALTOR® Members failing to report additional individuals affiliating with the firm within fifteen (15) days of receipt of the individual's license must pay an assessment of one hundred dollars (\$100.00) plus all other fees or assessments owed to the Association. Any assessment for an individual firm for a

violation of this section may not exceed \$5,000 per the maximum sanction allowable in the NAR Code of Ethics and Arbitration Manual. (Revised 9/18/2012)

Section 13. Harassment. Any Member of the association may be reprimanded, placed on probation, suspended or expelled for harassment of an association or MLS employee or Association Officer or Director after an investigation in accordance with the procedures of the association. 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 contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and President-Elect, and/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 association. Disciplinary action may include any sanction authorized in the association'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 on line at <http://www.REALTOR.org> or from the Member Policy Department. (Amended 11/21/09)

ARTICLE VII – PROFESSIONAL STANDARDS AND ARBITRATION

Section 1. The responsibility of the Association and of Association 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, and as adapted to be consistent with applicable state law.

Section 2. It shall be the duty and responsibility of every REALTOR® Member of this Association to abide by the Constitution, Bylaws and the MLS Rules and Regulations of the Association, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the National Association of REALTORS®, and to abide by the Code of Ethics of the National Association of REALTORS®, including the duty to mediate and arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this Association as from time to time amended. (Amended 05/22/2012)

Section 3. The responsibility of the Association and 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, consistent with the cooperative professional standards enforcement agreement entered into by the Association, which by this reference is made part of these BYLAWS.

ARTICLE VIII – USE OF THE TERMS REALTOR® OR REALTORS®

Section 1. Use of the term 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 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 a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the Association’s Code of Ethics and Arbitration Manual. (Amended 08/2008)

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® 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 Association or Institute Affiliated Members as described in Section 1(b) of Article IV.

(a) 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 manager of the firm, partnership, or corporation operates additional places of business in which no principal, partner, or corporate officer, or branch 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 the KENTUCKY Association OF REALTORS®. By reason of the Association’s Membership, each REALTOR® Member of the Member Association shall be entitled to Membership in the National Association of REALTORS® and the KENTUCKY Association OF REALTORS® without further payment of dues. 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 are notified at least one (1) month in advance of the date designed 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, MLS Rules and Regulations and policies of the National Association and Kentucky Association of REALTORS®.

ARTICLE X – DUES, ASSESSMENTS, and APPLICATION FEES

Section 1. Application Fee. The Board of Directors may adopt an application fee for REALTOR® Membership in reasonable amounts, 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 Association upon final approval of the application. (Amended 3/16/2010)

Section 2. Dues. The annual dues of Members shall be as follows:

(a) REALTOR® Members. The annual dues of each Designated REALTOR® (Principal Broker) Member shall be such amount as established annually by the Board of Directors, plus an 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) who are not REALTOR® Members of any Association in the state or a state contiguous thereto or Institute Affiliate Members of the Association. In calculating the dues payable to the Association by a Designated REALTOR® Member, non-member licensees as defined in (1) and (2) of this paragraph shall not be included in the computation of dues if the Designated REALTOR® has paid dues 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 Designated REALTOR® Member in a firm, partnership or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the Designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the Designated REALTOR® holds Membership, and any other offices of the firm located within the jurisdiction of this Association.

(1) 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 soliciting and/or referring clients or customers to the REALTOR® or his firm on a substantially exclusive basis or 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, corporate officer, or branch manager of the entity.

- (2) A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with 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, managing, counseling or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this Section and shall not be included in calculating the annual dues of the Designated REALTOR®.
- (3) Membership dues shall be prorated for any licensee included on a certification form submitted to 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.
- (b) REALTOR® Members. The annual dues of REALTOR® Members other than the Designated REALTOR® shall be as established annually by the Board of Directors.
- (c) Institute Affiliate Members. The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the National Association of REALTORS®.
- (d) Affiliate Members. The annual dues of each Affiliate Member shall be as established annually by the Board of Directors.
- (e) Public Service Members. The annual dues of each Affiliate Member shall be as established annually by the Board of Directors.
- (f) Honorary Members. Dues payable, if any, shall be at the discretion of the Board of Directors.
- (g) Student Members. Dues payable, if any, shall be at the discretion of the Board of Directors.

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 (\$75.00). The National Association shall credit \$25.00 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 \$25.00 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 shall also credit \$25.00 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.

Section 3. Dues and Fees Payable – Single Payment Plan. MLS is an optional service. Local Association dues and MLS fees for all renewing Members, not on an installment payment plan, are owed in advance, on or before the thirteenth (13th) day of June, and are non-refundable upon remittance to the Association. If the local Association dues and MLS fees are not paid by the thirtieth (30th) day of June, Membership shall automatically terminate and all Association and MLS services shall cease effective the thirtieth (30th) day of June. (Amended 11/17/2009)

A member of the Association who, under the single payment plan, whose Membership is not renewed by June 30, may, if paid by July 31, be reinstated for the next dues year upon payment of all obligations due to the Association, plus a reinstatement fee established annually by the Board of Directors, an amount not to exceed one hundred dollars (\$100.00). A member of the Association who, under the single payment plan, renews membership after July 31 but less than 90 days of the June 13 due date, may have Association and MLS services reinstated by paying all financial obligations owed, plus a reinstatement fee established annually by the Board of Directors, an amount not to exceed two hundred dollars (\$200.00). (Amended 11/17/2009)

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 REALTOR®'s 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 due date of the single payment plan and payable within thirty (30) days of June 30. (Amended 01/24/2012)

Section 4. Dues and Fees Payable - Installment Payment Plan MLS is an optional service. Local Association dues and MLS fees for all renewing Members on an installment payment plan, not paid by the due dates established annually by the Board of Directors, will result in automatic suspension of Association and MLS services effective the sixth (6th) day after each payment due date, and are non-refundable upon remittance to the Association. Services may be restored again once any dues and fees owed are paid in full. (Amended 02/24/2010)

A member who, under the installment payment plan, renews membership more than 45 days but less than 90 days of the June 13 due date, may have Association and MLS services reinstated by paying all financial obligations owed, plus a reinstatement fee established annually by the Board of Directors, an amount not to exceed two hundred dollars (\$200.00). (Amended 11/17/2009)

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 REALTOR®'s 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 due date of the installment payment plan and payable within thirty (30) days of the installment payment plan due date. (Amended 01/24/2012)

Section 5. Nonpayment of Financial Obligations. A former Member who has had his/her Membership terminated for more than 90 days of the due date 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 Association or any of its services, departments, divisions or subsidiaries may apply for reinstatement by submitting an application in the manner prescribed for new members after making payment in full of all accounts past due as of the date of termination, all in accordance with Article X. (Amended 11/17/2009)

Section 6. State and National REALTOR® Dues and Fees. State and National REALTOR® dues and fees for all renewing Members are payable in advance on or before the thirtieth (30th) day of November of each year, and are non-refundable upon remittance to the Association. Membership shall automatically terminate and all Association and MLS services shall cease effective the thirty-first (31st) day of December for non-payment of State and National dues and fees. *Exception – All annual KAR and NAR dues are nonrefundable after December 31 of the calendar year in which they are received.* (Amended 03/18/2014)

In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is dropped for nonpayment of State and National REALTOR® association dues and fees, and the individual remains with the designated REALTOR®'s 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 and fees shall be calculated from January 1, and payable within fifteen (15) days of notice to pay. (Amended 01/24/2012)

Section 7. Dues for New Applicants Local, State and National dues and fees 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 dues year. Any applicant turned down for Membership shall have dues refunded. (Amended 11/17/2009)

Section 8. Deposits and Expenditures. Deposits and expenditures of funds shall be in accordance with the policies established by the Board of Directors.

Section 9. Other Financial Obligations: Non-payment of financial obligations by individual members including fines, assessments, or other obligations owed to the Association or MLS, other than Association dues or MLS fees, shall be noticed to the delinquent Association Member in writing setting forth the amount owed and due date. Past due notification shall be sent via certified electronic mail 30 days after due date. Suspension of services shall take place 15 days after receipt of the certified electronic mail message if the obligation is not paid. (Amended 09/28/2010)

Section 10. The dues of REALTOR® Members who are REALTOR® Emeriti (as recognized by the National Association), Past Presidents of the National Association or recipients of the Distinguished Service Award shall be as determined by the Board of Directors.

Section 11. MLS Service Fees and Charges Brokerage Company Application Fees, Brokerage Company Recurring Fees, REALTOR® Participation Recurring Fees, and Affiliates with MLS Access fees are governed by these Bylaws, and the amounts of these fees shall be established annually by the Board of Directors. (Added 02/24/2010)

Section 12. Non-payment of financial obligations by a member company: If a Designated Realtor® (DR)/brokerage company fails to pay a financial obligation to the Association, the Association shall suspend MLS and Association services to the brokerage, and all of its sales

associates. Notification of pending suspension shall be sent to the DR via certified electronic mail after due date, or upon discovery of non-payment. Notification shall also be sent to the company's licensees 15 days after initial notice to DR. Suspension of services shall take place 30 days after initial notification of DR's obligation. If a DR fails to pay his/her financial obligations, within the time frames as herein established, a penalty of fifty dollars (\$50) per day will be assessed until the financial obligation is paid. (Amended 01/24/2012)

ARTICLE XI – OFFICERS AND DIRECTORS

Section 1. Officers. The elected Officers of the Association shall be: a President, a President Elect, a Secretary, a Treasurer and a Treasurer-Elect. All Officers shall be elected for a term of one year except the President-Elect and Treasurer-Elect. The President-Elect will serve one year as President-Elect and one year as President the following year. The Treasurer-Elect will serve one year as Treasurer-Elect and one year as Treasurer the following year. The term of said officers shall commence on January 1 and extend to December 31. (Amended 08/2008)

Section 2. Duties of Officers and Directors. The duties of the Officers and Directors shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. These duties shall also be consistent with the Policies & Procedures Manual. It shall be the particular duty of the Chief Executive Officer to keep the records of the Association and to carry on all necessary correspondence with the National Association of REALTORS®, and the Kentucky Association of REALTORS®. (Amended 07/2009)

Section 2.5 Duties on Board of Directors of Aid the Homeless, Inc. (ATH) The ATH Board of Directors is responsible for electing one of its own Realtor® members to the position of ATH President. If the ATH Board of Directors is unable to fill the ATH President position shown in this Section by the July 1 of each year, nominations of Realtor® members, including their biographies, for the ATH President position shall be delivered to the GORA Board of Directors by the last business day in July, and the GORA Board will then elect a candidate to that position. The following GORA officers and Committee Chairperson shall serve in capacities on the Board of Directors of Aid the Homeless, Inc.as follows: (Amended 02/23/2016)

<u>ATH Position</u>	<u>Time in Office</u>	<u>Source of Director</u>
President	One year	Past president of GORA
President-elect	One year	Current President of GORA
PR Liaison	Two Years	PR Committee Member of GORA
Past President Director	One year	Past President of ATH

Section 3. Board of Directors. The governing body of the Association shall be a Board of Directors consisting of the elected officers (Officer-Directors) and four (4) REALTOR® Members of the Association (Member-Directors), the immediate past President of the Association (Past President-Director), MLS Chairman-Director, and a Principle Broker-Director. The Principal Broker-Director shall be a Principal Broker as defined by KREC Regulation. Three (3) of the four Member-Directors shall each be elected to serve a term of three years. The fourth Member-Director shall be elected annually for a term of one year. The Past President-Director shall not be elected, and shall serve for a term of one year. The MLS Chairman-Director shall serve for two (2) years as a voting member of the Board of Directors. The Principle Broker-Director shall serve for one (1) year as a voting member of the Board of Directors. Upon approval of the GORA membership, a member elected or appointed

Director, Delegate or Officer with the National Association of Realtors® or the Kentucky Association of Realtors ® may, at their choice, serve on the Board of Directors as a voting member during their NAR or KAR term of office, however, if they so choose to serve they must adhere to all duties and responsibilities as required under these Bylaws and the GORA Policy and Procedures. (Amended 01/22/2014)

Section 4. Election of Officers and Directors.

- (a) No later than the June Board of Directors meeting, the President shall appoint a Nominating Committee of five (5) REALTOR® Members 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 Nominating Committee shall render its report (verbally or in writing) at the August Membership Meeting. The report of the Nominating Committee shall be printed in the newsletter, or where permitted by state law and electronically transmitted to each Member eligible to vote. (Revised 08/18/2015)
- (b) Additional candidates for the offices to be filled may be placed in nomination from the floor at the August Membership Meeting. All candidates nominated from the floor must have previously presented a written acceptance of their nomination to the President at least seven business days prior to the August Membership Meeting (Adopted 03/10/2015).
- (c) An election when needed shall be held in November. 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. The installation of Officers and Directors shall take place during December Christmas Gala and shall become effective January 1 of the next year. (Revised 03/10/2015)
- (d) The President with the approval of the Board of Directors, during the October Board meeting, shall appoint an Election Committee of three (3) REALTOR® Members to conduct the election when needed. If there is a tie vote, the candidates tied shall be a part of a re-vote immediately at the November meeting. If a tie remains thereafter, the decision shall be made by a coin toss. (Amended 03/10/2015)

Section 5. Vacancies. Vacancies among the Officer Directors and Member-Directors, other than President and Treasurer, shall be filled by simple majority vote of the general membership-until the next annual election. If there is vacancy in the President or Treasurer positions, the President-elect or Treasurer-elect shall move into the position for the remainder of the term of the vacated position, and serve the following full term for which they were originally elected. If the vacancy occurs after the September General election but before installation of the new officers, the newly elected officer will assume that vacancy and serve the following full term for which they were originally elected. (Amended 07/2009)

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 Association 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 Association 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 the Members present and voting shall be required for removal from office.

Section 7. Qualifications of Officers and Directors.

- (a) The President, President-Elect, Treasurer, and Treasurer-Elect shall, by the time they serve in their respective elected offices, have been REALTOR®-Members for a minimum of three (3) year's (including one (1) year membership in GORA) preceding their election and held an elective office in the local, state and/or national Association of Realtors® for a minimum period of one (1) year. The Treasurer shall be the Finance Committee Chairperson. (Amended 08/18/2015)
- (b) The Secretary and other Members of the Board of Directors shall, at the time of their election, have been REALTOR® Members for a minimum period of the two (2) years preceding their election.

Section 8. Chief Staff Executive.

There shall be a Chief Staff Executive, appointed by the Board of Directors, who shall be the chief administrative officer of the Association. 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.

ARTICLE XII – MEETINGS

Section 1. Annual Meetings. The Annual Meeting of the general membership of the Association shall be held during November of each year, the date, place and hour to be designated by the Board of Directors. (Revised March 16, 2010)

Section 2. Meetings of Directors. The Board of Directors shall designate a regular time and place of meetings. At the time an Officer or Director misses a third meeting, excused or unexcused in a calendar year, the President shall declare the position vacant. The Board of Directors shall be asked to select a new Officer or Director to fill the vacancy for the balance of the term. In the case of a Vice-President, three-year or a two-year Director, elected by the general membership, the vacancy shall be filled by a nominee of the Board of Directors until the next regular election.

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 at least 25% of the Members eligible to vote.

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. Quorums: A Quorum for the transaction of Board of Directors business shall consist of 50% of the Members eligible to vote, and a Quorum for the transaction of General Membership business shall consist of 33 % of the Members eligible to vote. (Amended 03/22/2011)

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.

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 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.

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: Bylaws, Nominating, Governmental Affairs, RPAC, Public Relations, Education, Membership, Equal Opportunity, Finance, Programs, and Multiple Listing Service (MLS). (Amended 01/21/2014)

Section 2. Special Committees. The President shall appoint, subject to confirmation by the Board of Directors, special committees as deemed necessary.

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.

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.

Section 7. Meeting Quorums: The meeting quorums required of various Committees shall be established from time to time by the Board of Directors and accordingly reflected in the Policy and Procedures Manual. (Added 03/22/2011)

ARTICLE XIV – FISCAL AND ELECTIVE YEAR

Section 1. The fiscal year of the Association shall be the calendar year.

Section II. The elective year of the Association shall be the calendar year.

ARTICLE XV – RULES OF ORDER

Section 1. Robert’s Rules of Order, latest edition, shall be recognized as the authority governing the meeting of the Association, its Board of Directors, and Committees, in all instances wherein its provisions do not conflict with these Bylaws.

ARTICLE XVI – AMENDMENTS

Section 1. 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, 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 all meetings at which amendments are to be considered shall be mailed or delivered to every Member eligible to vote at least seven (7) days prior to the meeting. The office with which a member is associated is considered an official mailing address.

Section 3. Amendments to these Bylaws affecting the admission or qualification of REALTOR® and Institute Affiliate Members, the use of the terms 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 XVII – DISSOLUTION

Section 1. 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 Kentucky Association of REALTORS® or, within its discretion, to any other nonprofit tax exempt organization.

ARTICLE XVIII – MULTIPLE LISTING

(MULTIPLE LISTING SERVICE OPERATED AS A COMMITTEE OF THE Association)

Section 1. Authority. The Association shall maintain for the use of its Members a Multiple Listing Service (“MLS”) which shall be subject to the Bylaws of the Association and such MLS Rules and Regulations as may be hereinafter adopted.

Section 2. Purpose. A Multiple Listing Service is a means by which authorized Participants make blanket unilateral offers of compensation to other Participants (acting as subagents, buyer agents or in any other agency or non-agency capacities 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 orderly correlation and dissemination of listing information so Participants may better serve their clients and customers and the public. Entitlement to compensation is determined by the cooperating broker's performance as a procuring cause of the sale (or lease).

Section 3. Participation. Any REALTOR® Member of this or any other Association who is a principal, partner, or corporate officer or branch manager acting on behalf of the 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 cost 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 an Association Multiple Listing Service is strictly limited to the activities authorized under a participant's licensure(s) or certification and unauthorized use is prohibited. Further, none of the forgoing is intended to convey "Participation" or "Membership" or any right of access to information developed or published by a Association Multiple Listing Service where access to such information is prohibited by law. (Revised 1-19-2009)

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 Participant 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 Participant 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 not doing so. The

membership requirement shall be applied on a nondiscriminatory manner to all Participants and potential Participants. (Adopted 11/08) (Revised 1-19-2009)

*Any applicant for MLS participation and any licensee (including licensed or certified appraisers) affiliated with an MLS Participant who has access to use the MLS-generated information shall complete an orientation program of no more than eight (8) classroom hours devoted to the MLS Rules and Regulations and computer training related to MLS information entry and retrieval within one-hundred eighty (180) days after access has been provided. (Revised 10/18/2010)

Section 4. Supervision. The activity shall be operated under the supervision of the Multiple Listing Committee, in accordance with MLS Rules and Regulations, subject to 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 comprised of a number of Members consistent with the Policy and Procedures manual. All Members of the Committee shall be Participants in Multiple Listing except, at the option of the Board of Directors, REALTORS® affiliated with Participants may be appointed to serve in such numbers as determined by the Board of Directors. The Committee Members so named shall serve two (2) year terms. The Chairman of the MLS Committee shall be elected to this position by the General Membership in accordance with Article XI Section 3. (Revised 07/20/2010)

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) regular or special meetings of the Committee, shall be deemed to have resigned from the Committee and vacancy shall be filled as herein provided for original appointees. (Revised 09/28/2010)

Section 8. Access to Comparable and Statistical Information. Association Members who are actively engaged in real estate brokerage, management, mortgage financing, appraising, land development or building, but who do not participate in the MLS, are nonetheless entitled to receive, by purchase or lease, information other than current listing information that is generated wholly or in part by the MLS, including “comparable” information, “sold” information, and statistical reports. This information is provided for the exclusive use of Association Members and individuals affiliated with Association Members who are also engaged in the real estate business and may not be transmitted, retransmitted, or provided in any manner to any authorized individual, office or firm except as otherwise specified in the MLS Rules and Regulations. Association Members who receive such information, either as an Association service or through the Association’s MLS, are subject to the applicable provisions of the MLS Rules and Regulations whether they participate in the MLS or not.

Section 9. Subscribers. Subscribers (or users) of the MLS include non-principal brokers, sales associates and licensed and certified appraisers affiliated with Participants.