



Pennsylvania Association of Realtors®

**BYLAWS  
OF THE  
PENNSYLVANIA  
ASSOCIATION OF  
REALTORS®**

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## **ARTICLE I\* - NAME AND SEAL**

### **SECTION 1. NAME**

The name of this organization shall be Pennsylvania Association of Realtors®.

### **SECTION 2. SEAL**

The seal of the association shall be an outline map of Pennsylvania surmounted by a Keystone, the whole enclosed in a circle with the words "Pennsylvania Association of Realtors®" around the periphery and the word "Service" below the outline map.

## **ARTICLE II - OBJECTS**

The objects of this association shall be: 1. To bind together the Realtors® and Realtor-Associates® of Pennsylvania in a spirit of cooperation, fraternity and good will for the advancement of their mutual welfare; 2. To promote home ownership, encourage investment in real estate and protect the right to own and use private property; 3. To enable its members to transact business and conduct the affairs connected with the appraising, buying, selling, renting and managing of real estate for the advantage and protection of both the public and the Realtors® and Realtor-Associates® through the adoption of standard rules and practices and the continued education of all who are in the real estate field; 4. To promote and maintain the high standards of conduct set forth in the Realtors® Code of Ethics formulated by the National Association of Realtors® and adopted by this association and to enforce that Code amongst the members of this association for the protection of the general public against unethical, improper or fraudulent practices by urging them to transact real estate business through Realtors® and Realtor-Associates® pledged to observe the Code of Ethics; 5. To advance the civil development and economic growth of the Commonwealth of Pennsylvania and its citizens; 6. To aid or participate in programs related to their housing; 7. To communicate and work with administrative and legislative officers of the Commonwealth for the enactment of helpful legislation and the prevention of legislation not favorable to home and property owners as well as to Realtors® and Realtor-Associates®; 8. To work for economy and efficiency in government, the equalization of real estate assessments, and the spread of the tax base so that real estate bears only its fair share of taxation; 9. To lend assistance to the State Real Estate Commission in the enforcement of its regulations.

## **ARTICLE III - MEMBERSHIP**

### **SECTION 1. CLASSES OF MEMBERS**

The members of this association shall consist of the following classes: (A) Member Boards or Associations (hereinafter referred to as Member Boards), (B) Realtor® Members, (C) Institute Affiliate Members, (D) Affiliate Members, (E) Administrative Members, and (F) Realtor® Emeritus Members, and (G) Honorary Members.

(A) MEMBER BOARDS – An organized Board of Realtors® in Pennsylvania eligible for membership in the National Association of Realtors® provided it has complied with such requirements as are contained in the association's Bylaws.

(B) REALTOR® MEMBERS – Realtor® members shall be:

- (i) Realtor® or Realtor-Associate® members of a Member Board;

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\* Whenever the words "he", "him", or "his" appears, it shall be construed to also mean "she", "her", or "hers".

(ii) Realtor® or Realtor-Associate® members of a local association of Realtors® in another state who hold a Pennsylvania real estate license and who elect to hold membership as secondary members; or

(iii) Corporate officers (who may be licensed or unlicensed) of a real estate franchise organization who are elected to membership in NAR pursuant to the provisions of the NAR Constitution and Bylaws.

(C) 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 individuals, if otherwise eligible, may elect to hold Realtor® or Realtor-Associate® membership, subject to payment of applicable dues for such membership. NOTE: Individuals can apply directly to an Institute, Society or Council of the National Association if they want to become Institute Affiliate members.

(D) AFFILIATE MEMBERS – Affiliate members shall be real estate owners and other individuals or firms who are affiliate members of Member Boards.

(E) ADMINISTRATIVE MEMBERS – Administrative members shall be those persons employed in an executive, administrative or management capacity by a Member Board of the National Association or by any Institute, Society, or Council of the National Association. Administrative members may not be licensed to sell real estate. Individuals who hold a license issued by the State Real Estate Commission may become an Administrative member by escrowing the license or by otherwise placing it on inactive status.

(F) REALTOR® EMERITUS MEMBERS – Realtor® Emeritus members shall be those Realtor® members who have held membership in the Pennsylvania Association of Realtors® and the National Association of Realtors®, as a Realtor®, Realtor-Associate®, or both, for a cumulative period of forty (40) years, and upon certification by the Board of Directors, shall be designated “Realtor® Emeritus.”

(G) HONORARY MEMBERS – Honorary members shall be individuals other than those engaged in the real estate business who have contributed notably to the association. Honorary membership shall be conferred by the Board of Directors.

## **SECTION 2. MEMBERSHIP AGREEMENT**

The Board of Directors shall enter into a membership agreement with the National Association of Realtors®, which shall provide that all of the Member Boards of the State Association and Realtor® members must be, and continue to be, as a condition of membership in the State Association, members of the National Association of Realtors®.

## **ARTICLE IV - DUES**

### **SECTION 1. MEMBER BOARD DUES**

The annual dues of each Member Board as defined in ARTICLE III of these Bylaws shall be:

(A) An amount as set by the Pennsylvania Association of Realtors®’ Board of Directors times the number of Realtor® and Realtor-Associate® members who hold primary membership in the Board; plus

(B) An assessment set by the Board of Directors times the number of real estate licensees and licensed or certified appraisers employed by, affiliated as independent contractors, or licensed with Realtor® members of the Board who are not themselves Realtor or Realtor-Associate® members or Institute Affiliate members. For purposes of this section, an individual shall be deemed to be licensed with such Realtor® if the license of the

individual is held by a Realtor® or by any broker who is licensed with the Realtor® or by any entity in which the Realtor® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business (except as provided for in subsection (i) below), provided that such licensee is not otherwise included in the computation of dues payable by a sole proprietor, partner, corporate officer or individual in a position of management control of the entity

(i) A Realtor® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the Realtors® 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 that 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 Realtors® filing the form for purposes of this Section and shall not be included in calculating the annual dues of the Designated Realtors®.

(C) \$12.00 times the number of honorary members of the Board.

In calculating the dues payable by a Member Board, non-members, defined in subsection B of this Section, shall not be included in the computation of dues if they have paid their primary membership dues to another Board in the state or a state contiguous thereto, provided the Board notifies the State Association in writing of the identity of the Board to which dues have been remitted.

## **SECTION 2. DUES**

The annual dues for Realtors® who are members pursuant to Article III, Section 1 (B) (ii) and (iii) of these Bylaws shall be set annually by the Board of Directors.

## **SECTION 3. 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®.

## **SECTION 4. AFFILIATE MEMBERS**

The annual dues of each Affiliate member shall be set annually by the Board of Directors, upon recommendation from the Finance Committee.

## **SECTION 5. REALTOR® EMERITUS MEMBERS**

A Realtor® Emeritus shall not be required to pay dues.

## **SECTION 6. ADMINISTRATIVE MEMBERS**

Administrative members shall not be required to pay dues.

## **SECTION 7. DISTINGUISHED SERVICE AWARD RECIPIENTS**

A recipient of the Distinguished Service Award from the National Association of Realtors® shall not be required to pay dues.



## **SECTION 8. ASSESSMENTS**

The Board of Directors shall have the power to make temporary assessments to fund special projects of the association.

## **SECTION 9. DUES COLLECTION POLICY**

The Board of Directors shall have the power to promulgate and enforce a dues collection policy which shall include the power to assess a penalty, suspend, or revoke membership and/or voting privileges, for the late payment or nonpayment of dues.

## **SECTION 10. MEMBERS IN GOOD STANDING**

Upon payment to the Pennsylvania Association of Realtors® of the dues required under sections 1, 2, 3, and 4 of this article, each Realtor® and Institute affiliate member shall be deemed a Realtor® or Institute Affiliate member, as the case may be, in good standing of the Pennsylvania Association of Realtors®. Upon payment of dues required under any other sections of this article, the individual making such payment shall be deemed a member as designated in good standing of the Pennsylvania Association of Realtors®.

## **SECTION 11. CERTIFICATION OF MEMBERS**

In January of each year, each Member Board shall file with the Pennsylvania Association of Realtors®, in such format as shall be determined by the association, a list of its Realtor®, Realtor-Associate® and Institute Affiliate members and the Real Estate Salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with such Realtor® members, certified by the president and secretary of the Board, and that member Board shall pay dues for the current year on the basis of such list; provided, however, that adjustments shall be made each quarter for members dropped or enrolled by the Member Board during the preceding quarter. On a quarterly basis, the Member Board shall report to the State Association the names and addresses of Realtor®, Realtor-Associate®, and Institute Affiliate members dropped or enrolled during the preceding quarter. Any Member Board or other member delinquent in payment of dues by more than 90 days may be dropped from membership in the association by the Board of Directors.

## **ARTICLE V - USE OF THE TERM REALTOR®, REALTORS®, AND REALTOR-ASSOCIATE® BY MEMBERS AND OTHERS**

### **SECTION 1. USE OF TERM**

Use the terms Realtor®, Realtors®, or Realtor-Associate® 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 State Association shall have authority to control, jointly and in full cooperation with the National Association of Realtors®, use of the terms within those areas of the state of Pennsylvania not within the jurisdiction of a Member Board. 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.

### **SECTION 2. REALTOR® MEMBERS**

Realtor® members of the State Association shall have the privilege of using the terms Realtor® and Realtors® in connection with their business so long as they remain Realtor® members in good standing. No other class of members shall have this privilege.

### **SECTION 3. USE BY PRINCIPALS**

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® or Institute Affiliate members.

### **SECTION 4. REALTOR-ASSOCIATE® MEMBERS**

Realtor-Associate® members of the State Association shall have the right to use the term Realtor-Associate® so long as they remain Realtor-Associate® members in good standing and the Realtor® member with whom they are associated or by whom they are employed is also a Realtor® member in good standing.

### **SECTION 5. INSTITUTE AFFILIATE MEMBERS**

An Institute Affiliate member shall not use the terms Realtor®, Realtors®, or Realtor-Associate® and shall not use the imprint of the emblem seal of the National Association of Realtors®.

## **ARTICLE VI - ADHERENCE TO THE CODE OF ETHICS BY MEMBERS**

### **SECTION 1. CODE OF ETHICS**

The Code of Ethics of the National Association of Realtors® is adopted as the Code of Ethics of this association and shall be considered a part of its rules and regulations and shall be adhered to by all its members. The current Code of Ethics and Arbitration Manual of the National Association of Realtors®, as adapted by the Pennsylvania Association of Realtors® and as from time to time amended by the Board of Directors, shall be considered a part of the rules and regulations of this association.

## **ARTICLE VII - MISCONDUCT**

### **SECTION 1. CONDUCT FOR WHICH MEMBER MAY BE DISCIPLINED**

Members of the association may be disciplined by the Executive Committee for:

(A) Misconduct or conduct detrimental to the association that shall include, but is not limited to, the following: engaging in a course of conduct or repeatedly committing acts that is/are critically disruptive of the legitimate association business activity as conducted by the Chief Executive Officer, the association staff, and/or the association Officers. As used in this Article, "course of conduct" shall mean a pattern of actions composed of more than one act over a period of time, however short, evidencing a continuity of conduct. The term includes lewd, lascivious, threatening, or obscene words, language, drawings, caricatures, or actions that include strikes, shoves, kicks, or other similar physical contact, or attempts to threaten to do the same, and that serve no legitimate purpose;

(B) Violating Article XIV of these Bylaws pertaining to conflicts of interest.

### **SECTION 2. DISCIPLINARY PROCEDURES**

Any complaint alleging conduct of the nature described in the preceding section shall be heard by a tribunal composed of five members of the Professional Standards Committee at a special meeting, called by the President or by a majority of the Executive Committee, where an evidentiary hearing shall take place. The procedures for notices, time of notice, and conduct of hearing described for matters before an Ethics Hearing Panel as set forth in the *Code of Ethics and Arbitration Manual*, as amended by the Pennsylvania Association of Realtors® shall apply.

The questions of fact for the tribunal to decide will be whether the person whose conduct is complained of has engaged in such conduct and, if so, whether the conduct was engaged in with a lack of legitimate reason and whether the acts or course of conduct critically interfered with the conduct of legitimate business purposes of the association. Such must be established by clear and convincing evidence. The tribunal shall determine the appropriate sanction to impose from those authorized in the *Code of Ethics and Arbitration Manual*. The decision of the tribunal will be reviewed by the Executive Committee, which may amend the sanction. The sanction of termination of membership may only be imposed if approved by a two-thirds vote of those members of the Executive Committee present when the sanction is reviewed. Allowable grounds for appeal will be the same as those established for the appeal of an Ethics decision; appeals will follow the established procedures for appealing the decision of an Ethics Panel. The Appeal Hearing Panel will be composed of five members of the Professional Standards Committee who were not part of the original Hearing Panel.

### **SECTION 3. OTHER CAUSES**

Nothing in this section is intended to preclude discipline of members for other reasons as may be provided for in these Bylaws.

## **ARTICLE VIII - BOARD OF DIRECTORS**

### **SECTION 1. GOVERNANCE**

The government of the association shall be vested in a Board of Directors composed of the following:

(A) The President, President Elect, First Vice President, one District Vice President for each District, and the Treasurer; (*Amended 9/15; Effective 1/16*)

(B) The Past Presidents of the association who continue to be affiliated with the association;

(C) Members who are Directors to the National Association of Realtors®;

(D) One (1) representative of each Institute, Society and Council of the National Association of Realtors®, to be elected by each body; (*Amended 9/18; Effective 1/19*)

(E) All members of the Executive Committee; (*Amended 9/16; Effective 1/17*)

(F) Realtors® or Realtor-Associates® designated by Member Boards according to the following formula:

- (1) Member Boards with 500 primary members or fewer shall be entitled to two (2) Directors.
- (2) Member Boards with more than 500 primary members shall be entitled to the number of Directors calculated by dividing the primary membership by 250 and rounding any resulting fraction up to the next highest whole number.
- (3) Directors shall be designated or elected for terms of one (1) year each and shall be certified to the association's office within ten (10) days of their appointment or election and be effective for the ensuing calendar year or until their successors are designated or elected by the Member Boards. (*Amended 9/16; Effective 1/17*)

(G) Each Member Board may also designate one (1) Alternate Director for each two Directors. Subject to the exception provided herein, Alternate Directors shall not have voting rights, shall not be considered in determining if a quorum exists, and are not subject to the attendance requirements of Directors, but are encouraged to attend all meetings for purposes of professional development and to stay involved in issues important to the Association's governance. Alternate Directors shall have voting rights and shall be considered in determining if a quorum exists when attending a meeting of the Directors in the place of a Director selected pursuant to Subsection (F) above, provided that the Alternate is present at the commencement of the meeting and has, at that time or previously, reasonably demonstrated the absence of a Director from the Alternate's

Member Board. An Alternate who has voting rights pursuant to this Subsection will continue to enjoy voting rights until the conclusion of the meeting provided that the total number of Directors, including the voting Alternate representing a Member Board, shall not exceed the number of Directors from that Member Board.  
*(Amended 9/16; Effective 1/17)*

## **SECTION 2. QUORUM**

One-third (1/3) of the whole Board of Directors shall constitute a quorum.

## **SECTION 3. RESPONSIBILITY**

The Board of Directors shall be responsible to the membership of the association for formulating the policies of the association.

The Board of Directors shall govern the finances of the association and shall approve the annual budget. The Executive Committee (see Article IX) may approve expenditures up to five (5) percent of any line item in the budget, and up to twenty (20) percent in an emergency. A majority of the President, the President Elect, the First Vice President, and the Treasurer shall have the authority to appropriate funds when all of the following circumstances exist:

- (A) The need arises between meetings of the Board of Directors,
- (B) Delay in making the appropriation would cause substantial hardship to the association,
- (C) The appropriation will not cause the line item involved to exceed One Hundred and Twenty (120) percent.

The accounts of the association shall be audited by a Certified Public Accountant selected by the Board of Directors.

## **SECTION 4. REGULAR MEETING**

The Board of Directors shall meet at least three (3) times each year at dates, times and places set by the Board of Director; the election of Officers shall take place at the final meeting. Attendance of members of the Board of Directors at all regular meetings is mandatory.

## **SECTION 5. SPECIAL MEETINGS**

Special Meetings of the Board of Directors may be called at any time by the President upon ten (10) days written notice to the membership and shall be called by him upon the written request of fifteen (15) members of the Board addressed to the association's Office. Attendance of members of the Board of Directors at all special meetings is mandatory.

## **SECTION 6. TERMS**

The terms of all Directors shall be for one (1) year. All terms will commence on January 1 of the year in which the term begins and continue until successors are designated or elected.

## **SECTION 7. REMOVAL**

(A) Any member of the Board of Directors who misses two consecutive meetings shall be removed from the Board unless such absence was excusable due to sickness or other reasons. It shall be the affirmative duty of the removed member to request reinstatement and provide proof to the Executive Committee of the Board, in advance of the next meeting of the Board of Directors, supporting the member's request for reinstatement on the basis that such absence(s) was excusable. The Executive Committee shall have sole discretion in such matters and shall make a final and binding determination of whether any absence was excusable and shall report their

findings to the removed member and to the Board of Directors. The member shall be reinstated only if the Executive Committee finds that the member's absence(s) was excusable.

(B) Any member of the Board of Directors removed, but not reinstated, through the procedures set forth in this Section shall be deemed ineligible to be a member of the Board during the first two calendar years following the date of their removal. For purposes of this Section a removed member's date of removal shall be the date of the meeting of the Board on which the member's absence caused their removal.

(C) Any member of the Board of Directors who is also an Officer as defined in Article XV who is removed, but not reinstated, through the procedures set forth in this Section shall be deemed ineligible to hold any Office defined in Article XV during the first two calendar years following the date of their removal.

(D) All vacancies on the Board of Directors and/or among the Officers as defined in Article XV shall be filled as set forth in Article XVII, subject to eligibility restrictions as set forth in this Section.

## **ARTICLE IX - EXECUTIVE COMMITTEE**

### **SECTION 1. EXECUTIVE COMMITTEE**

There shall be an Executive Committee composed of the following:

(A) The President, the President Elect, the First Vice President, one District Vice President for each District, the Treasurer and the Immediate Past President; *(Amended 9/15; Effective 1/16)*

(B) Three Realtor® members, selected by the President, serving as specialty practice representatives: one with demonstrated experience in commercial real estate, one with demonstrated experience in appraisal practice, and one with demonstrated experience in residential property management. The President may consider membership in relevant Institutes, Societies or Councils as well as any other appropriate professional experience. *(Amended 6/18; Effective 1/19)*

(C) The Chair of the YPN Advisory Committee. *(Amended 6/18; Effective 1/19)*

(D) Any member of the association serving on the Executive Committee of the National Association of Realtors®. *(Amended 6/18; Effective 1/19)*

(E) One Executive Officer from a Member Board to be elected by the Executive Officers at an annual forum.

(F) The Chief Executive Officer of the association, who shall be a non-voting member.

### **SECTION 2. QUORUM**

A quorum of the Executive Committee shall consist of sixty (60) percent of the total membership of the committee, at least four (4) of whom shall be Officers.

### **SECTION 3. RESPONSIBILITY**

The Executive Committee shall meet at the call of the President or the Board of Directors. It shall make recommendations to the Board of Directors, shall transact business of an emergency nature between meetings of the Board of Directors, and shall report such actions in full to the Board of Directors at its next meeting.

## **ARTICLE X - NATIONAL ASSOCIATION OF REALTORS® DIRECTORS**

### **SECTION 1. SELECTION OF NAR DIRECTORS**

Members who shall serve as Directors of the National Association of Realtors® shall be composed as follows:

- (A) The President and President Elect of PAR;
- (B) One Member elected by the Nominating Committee pursuant to Section 4 (B) of this Article; and
- (C) Members of the association in the number of NAR Director positions that are vacant and available to be filled by PAR after taking into consideration those Directorships filled pursuant to (A) and (B) above.

### **SECTION 2. NOMINATING COMMITTEE**

There shall be a Nominating Committee consisting of three (3) NAR Directors whose terms will not expire during their year of service on the Nominating Committee, and two (2) Past Presidents of the association who are not also NAR Directors and who shall be ineligible to serve as an NAR Director while serving on the Nominating Committee. Members of the Nominating Committee shall be selected by their respective bodies (current NAR Directors and Past Presidents Council) during the first business meeting of the association each year. In the event there are not three (3) NAR Directors eligible to serve, the additional Members of the Nominating Committee necessary to reach the full complement of five (5) shall be selected from the Past NAR Directors by current NAR Directors. Members of the Nominating Committee shall serve a one (1) year term commencing with the first business meeting of the year. Members of the Nominating Committee may serve multiple terms without limitations other than as set forth above. The Nominating Committee shall elect its chairperson and Vice Chairperson.

### **SECTION 3. NOMINATION OF NAR DIRECTORS**

- (A) Members seeking to run for NAR Director shall submit a completed application no later than June 30.
- (B) The Nominating Committee shall meet in closed session no later than fifteen (15) days before the third business meeting to interview the applicants, assess their qualifications and nominate one less applicant than the number of NAR Directorships for which there are vacancies to be filled. This will be the number of nominees to be elected by the Directors of the association.
- (C) The Committee shall give notice of those nominated, and those who applied but were not nominated and wish to be identified, no later than seven (7) days prior to the election of NAR Directors.
- (D) Applicants for Director not nominated by the Committee may be nominated by a majority of the Board of Directors in attendance at the meeting of the Directors at the third business meeting.
- (E) All nominees shall be given equal time to address the members of the association at the meeting of the Board of Directors. The nominees selected by the Nominating Committee shall be identified as such.

### **SECTION 4. ELECTION OF NAR DIRECTORS**

(A) Election of NAR Directors, in the number identified in the preceding Section, shall be by vote count from a single election of the Board of Directors at the third business meeting of the association. If two or more nominees receive an equal number of votes such that the tie affects the outcome of the election, there shall be a run-off election between those nominees at the same meeting of the Directors.

(B) Thereafter and prior to the NAR annual meeting, the Nominating Committee shall elect the remaining NAR Director from among the applicants for NAR Director who were not elected. In the event the full slate of applicants were elected by the Directors to fill NAR Directorships, the remaining NAR Director shall be elected from among the PAR members. The Committee may take multiple votes until a member receives a majority of the votes cast.

## **SECTION 5. TERMS**

The President Elect will serve as Director during his/her term of office only. The Director selected pursuant to Section 1 (B) will serve a one year term. The remaining directors of the National Association of Realtors® shall serve staggered terms of three years.

## **SECTION 6. REMOVAL FROM OFFICE AND VACANCIES**

(A) In the event the number of PAR members to serve as NAR Directors is reduced, the Nominating Committee shall determine whose NAR Directorship shall be terminated.

(B) The Nominating Committee shall fill, by election, vacancies that occur during the term of a Director.

(C) Any member serving as an NAR Director who also becomes entitled to Directorship by virtue of an NAR appointment to the Board or their status as officer of PAR shall resign the Directorship bestowed by PAR pursuant to this Article, including the balance of his/her term.

# **ARTICLE XI - COMMITTEES, FORUMS AND PRESIDENTIAL AUTHORITY**

## **SECTION 1. COORDINATING COMMITTEES**

There shall be the following Coordinating Committees:

### **(A) PUBLIC POLICY COORDINATING COMMITTEE**

#### **(i.) PURPOSE**

To identify, focus and coordinate the Association's legislative, public policy and data mining efforts.

To collect and disburse contributions to support or oppose federal, state and local issues that impact upon the ownership and use of real property; to support grass roots lobbying and education efforts on issues relating to the interest of real property users and owners; and to assist Member Boards in the organization of issues mobilization committees.

To improve public policy by encouraging and stimulating Realtors® and others to take a more active and effective role in government decision making and legislative process regarding issues involving the use and ownership of real estate.

Promote homeownership and the availability of adequate, safe and decent housing to Pennsylvanians; support education and research in homeownership opportunities; provide assistance to organizations and groups that deal with housing issues/needs; provide grants for the temporary relief of victims of disaster such as floods, fires and storms.

#### **(ii) APPOINTMENT**

The Public Policy Coordinating Committee shall be composed as follows: The Chair and Vice Chair of the Legislative Committee; the Chair of the Keystone Analytics® Committee; The Chair of the Realtors®

Political Action Committee; the Chair of the Realtors® Political Action Fundraising Committee; the Government Affairs Director and Executive Officer that serve on the Legislative Committee; the President-Elect; and Five (5) members selected by the President. *(Amended 9/17, effective 1/18)*

(iii) RULES

The Committee shall adopt, with the approval of the Board of Directors, a set of Rules and Regulations with respect to the collection and disbursement of contributions to support or oppose federal, state and local issues, among other matters, that impact upon the ownership of real property.

(iv) FUNDS

Funds collected by the Committee for disbursement pursuant to the support or opposition of federal, state and local issues that impact upon the ownership and use of property shall be maintained in the name of the Association in a separate account. Funds shall be disbursed at the discretion of the Committee.

(B) ASSOCIATION SERVICES COORDINATING COMMITTEE

(i) PURPOSE

To identify, focus and coordinate all programs, products and services that are delivered to Member Boards, specialty groups and Institute Affiliate Members.

(ii) APPOINTMENT

The Association Services Coordinating Committee shall be composed as follows: The Chairs of the YPN Advisory Committee, the Commercial, Industrial and Investment Committee, Diversity Committee, Professional Standards Committee; One (1) representative each from the Appraisal Forum and the President/President Elect Forum; One (1) Executive Officer from a Member Board to be elected by the Executive Officers; The First Vice President; and six (6) members selected by the President who will serve for terms of one (1) year, or until their successors are appointed and qualified. *(Amended 6/18; Effective 1/19)*

(C) MEMBERS SERVICES COORDINATING COMMITTEE:

(i) PURPOSE

To identify, focus and coordinate all services directly delivered to association members including, but not limited to, education, training, insurance, legal and endorsement/discount programs.

Support development of educational products and programs for Members and member Boards.

(ii) APPOINTMENT:

The Members Services Coordinating Committee shall be composed as follows: The Chairs of the Legal Action Committee, Convention Committee and Standard Forms Committee; The Treasurer; and eight (8) members as selected by the President who will serve for terms of one (1) year, or until their successors are appointed and qualified. *(Amended 6/18; Effective 1/19)*

(D) ADMINISTRATIVE COORDINATING COMMITTEE:

(i) PURPOSE

To oversee all administrative functions of the association.



(ii) APPOINTMENT

The Administrative Coordinating Committee shall be composed of the President, President Elect, First Vice President and Treasurer.

**SECTION 2. COMMITTEES**

There shall be the following committees:

(A) ASSOCIATION HEADQUARTERS AND STAFFING NEEDS COMMITTEE

There shall be an Association Headquarters and Staffing Needs Committee comprised of five (5) members, two (2) of whom shall be Past Presidents of the association, and one (1) of whom shall be Treasurer of the association. The Treasurer shall serve a term of one (1) year, and all other members shall serve staggered terms of four (4) years. Members will continue to serve until their successors are appointed and qualified. No member shall serve for more than one (1) term. The Chief Executive Officer shall attend the meetings of the committee (except during discussions of the Chief Executive Officer's contract or salary) as a non-voting member.

(B) COMMERCIAL, INDUSTRIAL AND INVESTMENT COMMITTEE

(C) CONVENTION COMMITTEE

(D) CREDENTIALS COMMITTEE

(E) DIVERSITY COMMITTEE

(F) FINANCE COMMITTEE

There shall be a Finance Committee composed of the Treasurer and nine (9) appointees who are not members of the Executive Committee. The members shall serve for three (3) year terms or until their successors are appointed and qualified. No member shall serve for more than two (2) consecutive three (3) year terms. The Treasurer shall serve as Chairman of the committee. The Finance Committee shall propose the annual budget and make recommendations for approval of unbudgeted items to the Executive Committee and Board of Directors. The Finance Committee is responsible for review of the financial reports of the association's subsidiaries and foundations

(G) LEGISLATIVE COMMITTEE

(i) APPOINTMENT

There shall be a Legislative Committee composed of a Chair; Vice Chair; three Realtor® appointees per District (two appointees as selected by the District and one appointee as selected by the President); One Government Affairs Director employed by a Member Board; and One Executive Officer from a Member Board as selected by the President. *(Adopted 9/17, effective 1/18)*

(ii) CRITICAL RESPONSE TEAM (CRT)

There shall be a Critical Response Team (CRT) composed of the Chair and Vice Chair of the Legislative Committee plus three (3) members of the Legislative Committee as selected by the Chair. The Chair and Vice Chair of the Legislative Committee shall serve as Chair and Vice Chair of the CRT, respectively. The CRT shall transact business of the Legislative Committee, of an emergency nature, between business meetings of the association. The CRT shall report such actions in full to the Legislative Committee at its

next meeting. *(Adopted 9/14, effective 1/15)*

(iii) LEGISLATIVE FORUM

There shall be a Legislative Forum composed of up to three (3) members from each of the local associations as are appointed by the respective association, but which will be open to all members of the association. The Forum shall meet at each business meeting of the association prior to the meeting of the Legislative Committee for the purpose of identifying existent and emerging federal, state, and local issues that impact upon the ownership and use of real property and/or the business of real estate licensees generally. *(Adopted 9/14, effective 1/15)*

(H) PAST PRESIDENTS ADVISORY COMMITTEE

There shall be a Past Presidents Advisory Committee consisting of all active Past Presidents of the association. The Chairman of the Committee shall be elected by the members of the Committee. The Committee will act in an advisory capacity to the Officers of the association and to assist the association in identifying future leaders of the association.

(I) PROFESSIONAL STANDARDS COMMITTEE

(J) REALTOR® OF THE YEAR COMMITTEE

(K) REALTORS® POLITICAL ACTION FUNDRAISING COMMITTEE

There shall be a Realtors® Political Action Fundraising Committee, the members of which shall serve one (1) year terms commencing on November 1 of the year appointed. One member of the Committee shall be a Trustee of the Realtors® Political Action Committee, selected by a vote of the Trustees, with the remainder appointed by the President. The President, President Elect, First Vice President, Treasurer and Legislative Chair of the association shall not be eligible to serve on the committee during their terms of office, nor shall any Trustee of the Realtors® Political Action Committee, other than the one appointed under this provision. The Committee is charged with raising funds to support the efforts of the Realtors® Political Action Committee. *(Adopted 9/14, effective 11/14)*

(L) STANDARD FORMS COMMITTEE

(M) STRATEGIC OVERSIGHT COMMITTEE

The Strategic Oversight Committee shall be composed of the officers of the association and one (1) executive officer from a Member Board elected by the executive officers. It shall have as its purpose the development of a strategic plan to guide the association's long-term direction and to measure the association's progress against the goals established by the strategic plan. The Strategic Oversight Committee shall report the Executive Committee.

(N) YPN ADVISORY COMMITTEE

**SECTION 3. ADDITIONAL COMMITTEES**

The President may upon his own initiative or by the direction of the Board of Directors, or the Executive Committee, create or appoint task forces to function during his term of office or *ad hoc* committees to function until its assignment has been completed.

## **SECTION 4. FORUMS**

From time to time, there will be forums held at the call of the President to discuss issues relevant to the membership. (*Amended 6/18; Effective 1/19*)

## **SECTION 5. REPRESENTATION**

As far as possible, every District of the association shall be represented on committees.

Should any member be appointed to a single Coordinating Committee by virtue of satisfying more than one appointment criterion (e.g., serving as Chair of two committees represented on the same Coordinating Committee), an additional member shall be appointed by the President who will serve for a term of one (1) year, or until a successor is appointed and qualified.

## **SECTION 6. TERMS**

Unless otherwise stated in these Bylaws, members of committees will serve for terms of one (1) year or until their successors are appointed and qualified.

## **SECTION 7. ATTENDANCE**

Two (2) consecutive unexcused absences from meetings by a member of any committee created by this Article shall constitute cause for removal by the President.

## **SECTION 8. EX-OFFICIO MEMBERS**

Ex-Officio committee members, unless designated in these Bylaws, shall not have the right to vote.

# **ARTICLE XII - PERSONAL LIABILITY OF DIRECTORS**

## **SECTION 1. GENERAL RULE**

A Director or representative of the association shall not be personally liable for monetary damages for any action taken or failure to take any action, except to the extent that exemption from liability from monetary damages is not permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect. The provisions of the Section are intended to exempt the Directors of the association from liability for monetary damages to the maximum extent permitted under The Non-Profit corporation Law of 1988 (15 Pa. C.S.A. §§ 5101, et seq.) or under any other law now or hereafter in effect.

## **SECTION 2. MODIFICATION OR REPEAL**

The provisions of this Section may be modified or repealed in accordance with the procedures for amending these Bylaws; provided, however, that any such modification or repeal shall not have any effect upon the liability of a Director relating to any action taken, any failure to take any action, or events which occurred prior to the effective date of such modification or repeal.

# **ARTICLE XIII - INDEMNIFICATION**

## **SECTION 1. GENERAL RULE**

Subject to the provisions of Section 2 below, the association shall, to the fullest extent permitted under the laws of the Commonwealth of Pennsylvania, as now or hereafter in effect, indemnify any person (and his heirs,

executors and administrators) who was or is a party, witness or other participant, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigating (including without limitation, actions by or in right of the association), by reason of the fact that he is or was a Director or Officer of the association, or partnership, joint venture, trust or other enterprise, and may, to the fullest extent permitted under the law of the Commonwealth of Pennsylvania as now or hereafter in effect, indemnify any person (and his heirs, executors and administrators) who was or is a party witness or other participant, or administrative or investigative (including, without limitation, actions by or in the name of the association), by reason of the fact that he is or was an employee or agent of the association, or is or was serving at the request of the association as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise against all expenses (including attorney's fees, court costs, transcript costs, fees of experts and witnesses, travel expenses and all other similar expenses), judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

## **SECTION 2. STANDARD OF CONDUCT**

Indemnification shall be provided under Section 1 above only if it is determined that the person seeking indemnification acted in good faith in a manner he reasonably believed to be in or not opposed to the best interests of the association and with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

## **SECTION 3. PROCEDURE**

Indemnification under Section 1 above (unless ordered by a court) shall be made by the association only as authorized in the specific case upon a determination that is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct set forth in Section 2 above. All such determinations shall be made by the Board of Directors.

## **SECTION 4. ADVANCE PAYMENT OF EXPENSES**

Subject to such terms, conditions and limitations, if any, as the Board of Directors may in its discretion determine to be appropriate, the association shall (in the case of a Director or Officer) and may (in the case of an employee or agent) advance all reasonable expenses (including attorneys' fees, court costs, transcript costs, fees of experts and witnesses, travel expenses and all other similar expenses) reasonably incurred in connection with the defense of or other response to any action, suit or proceeding referred to in Section 1, after receipt of a written promise by or on behalf of the person seeking the advance to repay all amounts advanced if it shall ultimately be determined, upon final disposition of such action, suit or proceeding that he is not entitled to be indemnified by the association under the provisions of this Article.

Notwithstanding the provisions of the preceding paragraph, the association shall not be required to make any advance payment of expenses (or to make any further advance if one or more advances shall have been previously made) in the event that a determination is made by the Board of Directors that the making of an advance or further advance would be inappropriate under all the circumstances because there is sufficient reason to believe that the person seeking the advance failed to meet the applicable standard of conduct set forth in Section 2 above.

# **ARTICLE XIV - CONFLICT OF INTEREST**

## **SECTION 1. CONFLICT OF INTEREST**

"Conflict of Interest" is defined as: Use of confidential information received by an association Officer, Director or member of a committee, task force or *ad hoc* committee ("Committee Member") pursuant to the authority of his/her office for private benefit, the benefit of a member of the immediate family of the Officer, Director Committee Member or for the benefit of a business with which the Officer, Director, Committee Member or a

member of his/her immediate family is associated. Conflicts of interest also include any interest, direct or indirect, that an Officer, Director or Committee Member might have with persons or firms which might affect, or might reasonably be thought by others to affect, the judgment or conduct of an Officer, Director or Committee Member of the association.

## **SECTION 2. RESTRICTED ACTIVITIES**

No Officer, Director or Committee Member of the association shall:

- (A) Engage in conduct that constitutes a conflict of interest;
- (B) Solicit or accept anything of monetary value, including a gift, loan, political contribution, reward or promise of future employment, based on any understanding that the vote, official action or judgment of the Officer or Director will be influenced thereby;
- (C) Enter into any contract valued at excess of Five Thousand (\$5,000.00) Dollars with the Association unless the provision is waived or altered after due deliberation by the Board of Directors; the same limitation shall apply to the immediate family of any Officer or Director or any business in which the Officer or Director is associated; and
- (D) Vote on a matter that would result in a conflict of interest.

## **SECTION 3. CONFIDENTIALITY**

Members, Directors and Officers of the association who serve in positions of leadership or on committees, forums, presidential advisory groups and the like must maintain in confidence certain information the association desires, in its reasonable judgment, to keep and maintain as confidential. Members, Officers and Directors should therefore not disregard, or overrule the association's determination to designate and treat certain information as confidential, which obligation to maintain as confidential continues indefinitely and after the Member, Officer or Director is no longer in a position of leadership in the association.

# **ARTICLE XV - ADMINISTRATION**

## **SECTION 1. OFFICERS**

The Officers of the association, all of whom shall be Realtor® members in good standing thereof, shall be a President, a President Elect who shall succeed to the Presidency, a First Vice President, one District Vice President for each District, and a Treasurer. *(Amended 9/15; Effective 1/16)*

- (A) A candidate for an Office of the association shall be required to be endorsed by the Member Board in which he/she holds primary membership and have served as Director of this association for at least one year.
- (B) In addition, a candidate for Treasurer, First Vice President and President Elect shall:
  - (i) have served in any one of the following for at least one (1) year: District Vice President, Member Board President, or Chair of a committee or task force of this association; and
  - (ii) have as his/her principal vocation any of the following, alone or in combination: real estate brokerage, sales, leasing, or office management; property management; licensed real estate education; or real estate appraising.

## **SECTION 2. CHIEF EXECUTIVE OFFICER**

There shall be a Chief Executive Officer who shall be appointed by the Executive Committee, subject to the approval of the Board of Directors, at such rate of compensation as is also approved by the Board of Directors. He shall provide a surety bond in such amount as the Board of Directors shall determine, the cost of the same to be borne by the association.

## **SECTION 3. TERMS**

The terms of all Officers (with the exception of the District Vice President) shall be for one (1) year. The terms of the District Vice President shall be for two (2) years. All terms shall commence January 1 of the year in which the term begins and continue until successors are designated or elected.

## **SECTION 4. DISTRICTS**

*(Adopted 9/15; Effective 1/16)*

(A) Districts shall be known as, and designated by numbers, commencing with District 1 and numbered consecutively to a number corresponding to the number of districts as determined pursuant to subsection (D) below.

(B) District Vice Presidents from the odd-numbered Districts shall be selected and elected in one year and District Vice Presidents from the even-numbered Districts shall be selected and elected in the following year, and so on from year to year.

(C) The Board of Directors, at its discretion, may alter the geographic boundaries of the Districts at an Annual Meeting.

(D) Through the end of the 2016 calendar year there shall be nine (9) Districts, with the geographic boundaries established by the Board of Directors. Beginning with the 2017 calendar year there shall be ten (10) Districts, with the geographic boundaries established by the Board of Directors.

## **ARTICLE XVI - OFFICERS' DUTIES**

### **SECTION 1. PRESIDENT**

The President shall be the chief elected officer of the association and shall preside at its meetings and those of the Executive Committee and the Board of Directors, between the sessions of which he shall represent the association and act in the association's name, subject to the policies of the Board of Directors. He shall appoint all committees and designate committee Chairmen unless otherwise provided in these Bylaws, shall be an ex-officio member of all committees, except the Screening Committee, and shall perform all other duties usual to the office.

### **SECTION 2. PRESIDENT ELECT**

In the event of the absence or disability of the President, the President Elect shall perform the duties of the President. The President Elect shall act as the representative of the President in such matters as may be assigned him.

### **SECTION 3. FIRST VICE PRESIDENT**

In the event of the absence or disability of both the President and the President Elect, the First Vice President shall act as the representative of the President in such matters as may be assigned to him.

#### **SECTION 4. DISABILITY OF PRESIDENT, PRESIDENT ELECT, AND FIRST VICE PRESIDENT**

In the event of the absence or disability of the President, the President Elect, and the First Vice President, the Board of Directors shall designate, by majority vote, the Vice-President among those remaining who shall perform the duties of the President.

#### **SECTION 5. DISTRICT VICE PRESIDENT**

A District Vice President shall serve as liaison to the constituent associations comprising his District and act as the representative of the President in such matters as may be assigned to him.

#### **SECTION 6. TREASURER**

The Treasurer shall be responsible for the funds and securities of the association and shall render, or cause to be rendered, proper written reports at the Annual Meeting or Convention of the association and at the meetings of the Executive Committee and Board of Directors.

#### **SECTION 7. CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer shall be responsible for the operation of the association, and maintaining the records thereof, and shall be entitled to attend all meetings of the association, the Executive Committee, and the Board of Directors. The Chief Executive Officer shall act as Secretary of the association. He/She shall be responsible for planning, executing, and implementing the policies, programs, and activities of the association and shall make periodic reports to the President, the Executive Committee, and the Board of Directors on the operations of the association.

The Chief Executive Officer shall have the authority to recruit, hire, train, evaluate, and terminate such employees as are necessary, subject to budgetary restrictions, for the operation of the association, and supervise the employees and operation of the association.

In conjunction with the Treasurer, the Chief Executive Officer shall be responsible for the funds and securities of the association, shall maintain such bank accounts as authorized by the Board of Directors, shall render, or cause to be rendered, proper written reports at the Annual Meeting or Convention of the association and the meetings of the Executive Committee and Board of Directors, and shall produce account records for examination when requested to do so.

The Chief Executive Officer shall have custody of the corporate seal. He shall have the power to make, under the direction of and subject to the approval of the Board of Directors, any and all contracts for the association, except as the Board of Directors may by resolution or record otherwise provide.

### **ARTICLE XVII - SCREENING AND ELECTION OF OFFICERS**

#### **SECTION 1. SCREENING COMMITTEE AND CANDIDATE AUDIT WORKGROUP**

(A) There shall be a Screening Committee consisting of the Immediate Past President who shall act as Chairman, one (1) representative from each District who shall be selected by the District at a District Meeting called by the District Vice President during the first business meeting of the association each year, and two (2) Past Presidents, one of whom shall be appointed by the President and one of whom shall be elected by the Past Presidents Advisory Committee. No one seeking to run for election shall serve on the Screening Committee. Further, the District representatives selected to serve on the Screening Committee shall be a District Vice President not running for election, or an individual who has served as a Director of the association for at least two (2) of the last six (6) years, or as a past elected Officer. The members shall be named during the first

business meeting each year. Members of the association shall be given notice of the names of the members of the committee in the subsequent membership publication. Members of the Screening Committee may not publicly endorse any candidate.

(B) There shall be a Candidate Audit Workgroup comprised of three (3) members of the Screening Committee, one of whom shall be the Immediate Past President who shall serve as Chair. The Screening Committee shall select two of its members who will serve on the Candidate Audit Workgroup no later than the conclusion of the first business meeting each year.

## **SECTION 2. SCREENING OF APPLICANTS**

(A) Individuals wishing to run for Office (“candidates”) shall submit a completed application on a form supplied by the association, to the Screening Committee no later than sixty (60) days prior to the first day of the second set of business meetings held in the year preceding the date on which the term of the office shall commence. Each candidate shall provide written authorization in the manner prescribed on the application form granting the association the authority to obtain a legal audit and a criminal background check for use in connection with the audit and screening process. Candidates for President Elect, First Vice President and Treasurer shall also grant authority to obtain a credit report limited to use in connection with the audit and nomination process.

(B) The information obtained pursuant to the authority granted in the preceding Subsection (A) shall be reviewed by Counsel to the association who shall prepare an evaluation for submission to the Candidate Audit Workgroup identifying issues based upon guidelines established by the Board of Directors. Issues noted in Counsel’s evaluation will first be reported to the candidate who shall be given fifteen (15) days to correct any inaccurate information before the evaluation is provided to the Candidate Audit Workgroup.

(C) Prior to the second set of business meetings, the Candidate Audit Workgroup shall meet in closed session to review the application and Counsel’s evaluation for each candidate. Any issues identified in this review that are deemed significant by the Candidate Audit Workgroup will be reported to the Screening Committee no later than the start of the second business meeting.

(D) The Screening Committee shall meet in closed session during the second set of business meetings for the purpose of interviewing applicants for Office, to determine whether the applicants meet the qualifications for Office set forth in Article XV Section 1, of these Bylaws and to review any issues reported to it by the Candidate Audit Workgroup. The Screening Committee shall place on the slate of candidates, the names of all qualified candidates for whom there are no audit issues deemed by the Screening Committee to fall outside of the guidelines for candidacy established by the Board of Directors. Notice of the slate of candidates for the offices shall be provided to all candidates no less than twelve hours prior to the open meeting where candidates may address members of the association as is provided in subsection G of this Section.

(E) Any candidate not placed on the slate of candidates by the Screening Committee who is nevertheless deemed qualified pursuant to Article XV, Section 1 of these Bylaws, may run for office and may address members of the association at the open meeting provided further that he/she shall have notified the Screening Committee of intent to run for office prior to the start of the open meeting. All such candidates shall be advised by the Screening Committee that it may disclose to the Board of Directors those issues deemed significant by the Candidate Audit Workgroup.

(F) The chairman of the Screening Committee shall report to the Board of Directors at the start of the open meeting provided for in subsection G the names of all persons placed on the slate of candidates for office and those candidates who have not been placed on the slate but who are deemed to have met the qualifications and who have elected to run. The names of those not placed on the slate of candidates but who have elected to run pursuant to the preceding subsection shall be provided to the Board of Directors at the second business meeting prior to the start of the open meeting referenced in subsection G. The report of the Screening Committee may



include disclosure to the Board of Directors of those issues deemed significant by the Candidate Audit Workgroup relative to any candidate seeking to run for office.

(G) An open meeting shall take place at the second set of business meetings for the purpose of allowing the candidates running for office to address the members of the association. This open meeting may occur at the meeting of the Board of Directors. The members of the association shall be given the names of the candidates who will stand for election within ten (10) days of the conclusion of the second business meeting.

### **SECTION 3. ELECTIONS**

(A) Elections for Office shall take place at the third set of business meetings.

(B) Elections, except those provided for in sub-section (C) of this Section, shall be by majority vote of accredited Directors. In the event there are more than two candidates for an office and a candidate does not receive a majority of the votes cast on the first ballot, there shall be a run-off election between the two candidates who received the most votes.

(C) Elections for District Vice President shall be by accredited Directors of the respective districts, by majority vote. The election will take place at a District meeting held in conjunction with the final business meeting of the association for the year proceeding the year for which the District Vice President shall take office. In the event there are more than two candidates for the office of District Vice President, and a candidate does not receive a majority of the votes cast on the first ballot, there shall be a run-off election between the two candidates who received the most votes.

[NOTE: For the purpose of implementing the 2017 Districts only, the following screening and election rules shall apply to elections for District Vice President that occur in calendar year 2016.

(i) The formula for selecting the 2016 Screening Committee will remain unchanged, with one representative from each of the existing nine (9) Districts (the “2016 Districts”).

(ii) Any District Vice President elected in 2015 to serve in an even-numbered 2016 District and whose primary membership would be in an odd-numbered 2017 District as a result of the changing geographic boundaries shall have his/her term automatically truncated to one year and terminate at the end of 2016.

(iii) Candidates seeking the office of District Vice President for a term beginning in 2017 will submit applications based on the District geographic boundaries to be implemented in 2017 (the “2017 Districts”). For odd-numbered 2017 Districts, candidates will apply for election to a two (2) year term. For even-numbered 2017 Districts that no longer have a sitting District Vice President because of the changing geographic boundaries, a candidate will be elected to a one (1) year term.

(iv) During the second and final business meetings of 2016, the association will facilitate meetings of Directors based the 2017 District boundaries to encourage familiarity of the Directors and, if necessary, to select a District Vice President for 2017.

These meetings will be run by a sitting District Vice President whose primary association is within the boundaries of the 2017 District, or if there is no sitting District Vice President, by a representative selected by the Directors in attendance. This representative must have previously served as a District Vice President or a PAR President, and not be a candidate for District Vice President.

(v) Any District Vice President elected in 2015 to serve in an even-numbered 2016 District and whose primary membership would continue to be in an even-numbered 2017 District as a result of the changing geographic boundaries will serve the remainder of his/her term unless this would result in the District having two District Vice Presidents. In that instance, at the final business meeting of 2016, the 2017 District

Directors shall hold a vote to select one of the sitting District Vice Presidents to serve the remainder of the term, and the term of the other shall automatically be truncated to one year and terminate at the end of 2016.]

(vi) If implementation of the 2017 Districts results in any conflict regarding elections of a District Vice President that is not already covered in this section, the matter shall be resolved by the President, subject to approval of the Executive Committee. To the extent practicable, the President shall consider the wishes of the District Directors. *(Adopted 9/15; Effective 1/16)*

## **ARTICLE XVIII - VACANCIES**

### **SECTION 1. VACANCIES**

Vacancies among the Officers shall be filled by the Board of Directors for the unexpired terms. The President shall fill, by appointment, vacancies on the Board of Directors and the Executive Committee, and at the next meeting shall present his appointments to the Board for its approval. Persons to fill Officer vacancies shall undergo screening in the manner of candidates for office as in Article XVII of these Bylaws except that the screening process shall be temporally compressed to the extent possible. No person selected by the Board to fill a vacancy may assume office until the screening process is completed and the person is deemed qualified. If the Screening Committee determines that a significant issue disclosed by an audit/report merits disclosure to the Board of Directors, the Directors shall have the opportunity to reconsider its decision to fill the vacancy at its next meeting.

## **ARTICLE XIX - RULES FOR MEETINGS**

### **SECTION 1. ORDER OF BUSINESS**

The order of business for the Annual Meeting of the association, except when otherwise ordered by the Board of Directors, shall be:

- (A) Call to Order and Taking of the Roll Call
- (B) Reading of the Minutes
- (C) Applications for Membership
- (D) Reports of Officers
- (E) Reports of Committees
- (F) Reports of Nominations Committee
- (G) Election of Officers
- (H) Report of Resolutions Committee
- (I) Unfinished Business
- (J) New Business
- (K) Adjournment

### **SECTION 2. MEETINGS BY TELECOMMUNICATIONS TECHNOLOGY**

(A) The presiding officer of the Executive Committee and NAR Directors, and the chairperson of any committee, task force and/or *ad hoc* committee may conduct a meeting of the respective body by telephone conference, videoconference or a similar communications technology that allows all persons to communicate simultaneously.

(B) Notice of the meeting and of the means by which it will be conducted shall be given to members no later than on the day previous to that of the meeting, however, greater advance notice shall be given whenever reasonably practicable. Notice of a meeting of the Executive Committee for purposes of transacting business of

an emergency nature shall only require such advance notice as is reasonably practical. A member's attendance at any meeting shall constitute a waiver of notice of such meeting.

(C) Nothing in this Section shall limit any committee that is charged by these Bylaws with adopting rules and regulations from establishing in those rules and regulations alternative provisions regarding convening and conducting meetings, including meetings by telecommunications technology

**SECTION 3. AUTHORITY**

The Robert's Rules of Order, latest edition, shall be recognized as the authority governing all meetings and Conventions, when not in conflict with these Bylaws.

**ARTICLE XX - CONVENTION**

**SECTION 1. CONVENTION**

The association may hold a Convention of its membership in conjunction with any regular meeting of the Board of Directors, or at a time and place determined by the Board of Directors.

**SECTION 2. REGISTRATION FEES**

A registration fee to be set by the Executive Committee, subject to the approval of the Board of Directors, shall be charged to each person attending the Convention of the association, the proceeds of which shall be used for defraying the expenses of the Convention, any balance to go into the general fund of the association.

**ARTICLE XXI - REALTORS® POLITICAL ACTION COMMITTEE**

**SECTION 1. NAME**

There shall be a committee of the association which shall bear the title Realtors® Political Action Committee.

**SECTION 2. TRUSTEES**

The committee shall consist of two Trustees from each District. The President, President Elect, First Vice President, Treasurer and Legislative Chair of the association shall not be eligible to serve as Trustees during their terms of office.

**SECTION 3. TERM**

The term of the Trustees shall be for three (3) years and shall be staggered to the extent practical so that Trustees from the same District shall not be appointed in the same year. Terms shall run concurrently with the fundraising year established by the National Association of Realtors®. Trustees shall not serve more than two (2) consecutive three-year terms. Any Trustee who has served two (2) consecutive terms shall be ineligible for reappointment until at least two full years have lapsed since their last term served. If any vacancy occurs in the committee, the President shall fill such vacancy by appointing a new Trustee to fill the remainder of the term. Such new Trustee shall be from the same District as the Trustee whose vacancy is being filled. Any Trustee appointed to fill a vacancy of less than two (2) years shall, at the expiration of such term, be eligible for reappointment to two (2) consecutive three-year terms. Any Trustee appointed to fill a vacancy of two (2) years or more shall, at the expiration of such term, be eligible for reappointment to one (1) consecutive three-year term.

[NOTE: For the purposes of implementing the 2017 Districts only, any sitting Trustee may continue to serve until the expiration of his/her current term, even if it results in more than two Trustees from a District during

that time. Upon expiration of a term, a Trustee will be eligible for reappointment only if it would result in no more than two sitting Trustees for that District.

For any Trustee appointments through 2019 the President shall have the discretion to appoint a Trustee to a one, two or three year term as necessary to preserve staggered terms within a District. All existing rules regarding term limitations will apply to these appointments.] *(Adopted 9/15; Effective 1/16)*

#### **SECTION 4. APPOINTMENT**

Committee Trustees shall be appointed by the President with the approval of the Board of Directors. The committee Trustees shall provide the President with a list of nominees which shall be preferential, but not binding. The Chairman, Vice Chairman, and Treasurer shall be elected by the Trustees of the committee.

#### **SECTION 5. EXECUTIVE COMMITTEE**

An Executive Committee, consisting of the Chairman, Vice Chairman, and Treasurer shall have the authority to make decisions in the event a regular or special meeting of the entire committee cannot be convened. If the decision of the Executive Committee will have an impact upon a specific District, the Trustees from that District shall serve with the Executive Committee with each having a vote with respect to such decision.

#### **SECTION 6. FUNDRAISING COMMITTEE**

The Realtors® Political Action Fundraising Committee, as established pursuant to Article XI of these Bylaws, shall be responsible for raising funds to support the efforts of the Realtors® Political Action Committee. *(Amended 9/14, effective 11/14)*

#### **SECTION 7. ATTENDANCE**

Absence from two (2) meetings in a twelve (12) month period by a committee Trustee shall constitute cause for removal by the President.

#### **SECTION 8. PURPOSES**

The purposes of the committee are:

(A) To promote and strive for the improvement of government by encouraging and stimulating Realtors® and others to take a more active and effective part in governmental affairs.

(B) To encourage Realtors® and others to understand the nature and action of their government, as to important political issues, and as to the records of office holders and candidates for elective office.

(C) To assist Realtors® and others in organizing themselves for more effective political action and in carrying out their civic responsibilities.

(D) To support candidates for election to legislative and executive offices of the Commonwealth of Pennsylvania, and to provide funds for national political committees, and local political action committees.

(E) To do any and all things necessary or desirable for the attainment of the purposes stated above.

(F) To cooperate with national, and other state and local political action committees when in the best interests of the PAR RPAC.

## **SECTION 9. RULES**

The committee Trustees shall adopt, with the approval of the Board of Directors, a set of rules and regulations for the operation of the committee.

## **SECTION 10. FUNDS**

(A) Funds collected by the committee shall be maintained in separate accounts in conformity with the laws of Pennsylvania.

(B) Funds shall be disbursed at the discretion of the committee according to RPAC Rules & Regulations, Section 5. Deposit and Disbursement of Funds.

## **ARTICLE XXII - LEGAL ACTION COMMITTEE**

### **SECTION 1. THE TRUSTEES**

There shall be five (5) Trustees appointed by the President, with the consent of the Executive Committee, each for a term of five (5) years, except that four of the first five (5) Trustees shall be appointed for terms respectively of one (1), two (2), three (3) and four (4) years. Each year the Trustees shall select from their number a Chairman and a Secretary for a term of one (1) year.

Expenses of the Trustees in the performance of their duties will be defrayed from income accruing to the Fund from investment of its corpus.

### **SECTION 2. ATTENDANCE**

Absence from two (2) consecutive meetings by a trustee shall constitute cause for removal by the President.

### **SECTION 3. THE FUND**

Monies collected to support the purpose of the Legal Action Committee shall be maintained in the name of the association in a separate Fund. The Fund shall be maintained by an assessment made under Article IV, Section 8 of these Bylaws. When the Fund reaches an amount of \$350,000, the annual assessment shall be discontinued until such time as the Fund is reduced to the amount of \$300,000.

### **SECTION 4. PURPOSE**

The purpose of the Legal Action Committee is to:

(A) Permit assistance by association Counsel to the Counsel of contributing Member Boards on matters relating to claims;

(B) Provide legal defense assistance to Member Boards sued because of the action of their Board of Directors, Officers, or members in the performance of their duties when the action resulting in the litigation was taken in accordance with procedures adopted or recommended by the Pennsylvania Association of Realtors® or the National Association of Realtors®.

(C) Defray costs and legal fees, provide resources and/or provide technical legal assistance, including, but not limited to, research and document preparation, including the preparation of legal memoranda and briefs:

- (i) In cases where the association or one of its Member Boards is a party in an action in which the interests of the association or a Member Board are placed in jeopardy;
- (ii) In cases where principles of importance generally to Member Boards or members are involved;
- (iii) In cases where the association initiates or supports legal action on an issue of overriding importance to the real estate industry; and
- (iv) In cases at the appellate level that are likely to yield written decisions affecting the industry.

(D) Fund research and preparation of legal opinions on real estate related matters.

**SECTION 5. RULES AND REGULATIONS**

Rules and Regulations for the management and operation of the Committee shall be adopted by the Trustees with the approval of the association’s Executive Committee. Such Rules and Regulations shall be reviewed annually by the Trustees.

**ARTICLE XXIII - KEYSTONE ANALYTICS® COMMITTEE**

**SECTION 1. THE TRUSTEES**

*(Amended 9/15; Effective 1/16)*

(A) One (1) Trustee shall be selected each from the membership of, and in the manner selected by, the Realtors® Political Action Committee and the Legislative Committee.

(B) One Trustee from each District, appointed by the President with the consent of the Executive Committee. The term of these Trustees shall be for three (3) years and shall be staggered. Trustees shall not serve for more than three (3) consecutive terms.

- (i) A Trustee who serves for a partial term of less than three (3) years is eligible to serve for an additional three (3) full terms.

- (ii) A Trustee who has served for the maximum of three, three-year terms is not eligible to become a Trustee in any position for one (1) full year after the end of his or her last term.

- (iii) When any Trustee position under this subsection becomes available for any reason, PAR members shall be given notice of the availability in a subsequent membership publication.

(C) The Chief Executive Officer and the Director of Public Policy and Political Affairs of the association (“Staff Trustees”), who shall be non-voting Trustees. Staff Trustees shall serve as long as they hold their respective positions with PAR.

[NOTE: For the purposes of implementing the 2017 Districts, any sitting Trustee may continue to serve until the expiration of his/her current term, even if it results in more than one Trustee from the District during that time. Upon expiration of a term, a Trustee will be eligible for reappointment only if it would result in no more than one sitting Trustee for that District.

For any Trustee appointments through 2019 the President shall have the discretion to appoint a Trustee to a one, two or three year term as necessary to preserve staggered terms. All existing rules regarding term limitations will apply to these appointments.]

**SECTION 2. THE PURPOSE**

The purpose of the Keystone Analytics® Committee is to:

Oversee the operation and ensure the enrichment of the association's data mine to maximize benefit to the association;

Provide survey, research and related consulting services to members, local associations and others who seek to use these services for political, marketing and other purposes;

Timely review all requests for Keystone Analytics® services to ensure that no such services are provided to support issues, positions, and/or candidates that conflict with issues, policies, and/or candidates supported by the association or a local association. The review shall be performed in a method and manner established by the Committee Rules and Regulations; and

Determine whether requests for Keystone Analytics® services are relevant to statewide issues of importance to the association and, if so, to allocate and utilize those services to be provided by a data mine service provider under the then-current contract.

### **SECTION 3. ATTENDANCE**

Unexcused absence of a voting Trustee from any two (2) Committee meetings during a Trustee's term shall constitute a resignation of the member's position as Trustee. The President shall appoint a new Trustee from the same District or entity to serve the remainder of that term, with the appointment to be approved by the Executive Committee.

### **SECTION 4. OWNERSHIP**

The Association owns all data that is included in the data mine, or is added to the data mine. When it is determined to be in the Association's best interest, the Committee is authorized to re-sell and/or sublicense some or all of the data mine, and to set a fee schedule for such requests. Any decision to sublicense all of the rights and responsibilities under the data mining contract must first be approved by the Board of Directors.

### **SECTION 5. RULES AND REGULATIONS**

Rules and regulations for the management and operation of the committee shall be adopted by the Trustees with the approval of the Association's Executive Committee. Such Rules and Regulations shall be reviewed by the Trustees annually. These rules may include specific eligibility criteria for selecting the District Trustees referenced in this Article. *(Amended 9/15; Effective 1/16)*

## **ARTICLE XXIV - COUNSEL**

### **SECTION 1. COUNSEL**

The Board of Directors shall employ Counsel and fix his compensation.

## **ARTICLE XXV - CONSIDERATION FOR SERVICE**

### **SECTION 1. CONSIDERATION FOR SERVICE**

The consideration for services rendered this association by any and all Officers or committees thereof shall be the benefit derived from the membership in the association, and no compensation shall be paid to any member for any services.

### **SECTION 2. MEMBERSHIP EMBLEM**

It is agreed that any certificate, emblem, or other evidence of membership in the association which may be issued shall at all times remain the property of the association, held by a member in trust and will be returned to the association upon demand if and when for any reason membership in the association is terminated.

## **ARTICLE XXVI - FISCAL YEAR**

### **SECTION 1. FISCAL YEAR**

The fiscal year of this association shall be the calendar year.

## **ARTICLE XXVII - AMENDMENTS**

### **SECTION 1. AMENDMENTS**

Amendments to those portions of these Bylaws mandated by the National Association of Realtors® shall be adopted without action of the Board of Directors. All other amendments will be accomplished in conformity with the following procedures.

### **SECTION 2. SUBMISSION OF AMENDMENTS**

The Board of Directors shall consider and vote upon proposed amendments submitted to it by:

- (A) The Executive Committee;
- (B) A Member Board of the association;
- (C) A committee, task force, advisory group, or forum of this association;
- (D) A member of this association provided the proposed amendment is accompanied by a petition signed by not less than twenty-five (25) members; or
- (E) The National Association of Realtors®

### **SECTION 3. PASSAGE**

If the Board of Directors approves a proposed amendment, the amendment shall be submitted to the Directors at the next regularly scheduled meeting, provided: (a) that the language has been reviewed for conformity with this Constitution & Bylaws; (b) that thirty (30) days previous notice in writing has been given to all Member Boards. The proposed amendment will be adopted upon approval by a two-thirds (2/3) vote of the Directors present. Any additions or changes to a proposed amendment following the thirty (30) days previous notice in writing should be submitted in writing to the association at least five (5) days prior to the Board of Directors meeting.

### **SECTION 4. EFFECTIVE DATES OF AMENDMENTS**

The effective date of all amendments shall be January 1 of the year following adoption, unless stipulated otherwise by the Board of Directors.