

**BYLAWS OF THE
Fresno Association of
REALTORS®[®], Inc.**

January 2009

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BYLAWS OF THE
Fresno Association of REALTORS®, Incorporated

Adopted June 2001

ARTICLE I – NAME

Section 1. Name. The name of this organization shall be the Fresno Association of REALTORS®, Incorporated (hereinafter referred to as the “A.O.R.” or “Association”).

Section 2. REALTOR® Membership Mark in Name of Association. Inclusion and retention of the registered collective membership mark “REALTORS®” in the name of the A.O.R. shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® (hereinafter “N.A.R.”) as from time to time amended.

ARTICLE II – OBJECTIVES

The MISSION of the FRESNO ASSOCIATION OF REALTORS® is to promote the professionalism of REALTORS® and to make available the programs and services that allow Members to conduct their business with integrity and competence.

Section 1. Objectives. The objectives of the A.O.R. are:

(a) 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. The “recognized branches of the real estate profession” include buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, financing, building, developing or subdividing real estate.

(b) To provide a unified medium for real estate owners and those engaged in the real estate profession as expressed in the Code of Ethics of N.A.R. (hereinafter “Code of Ethics”).

(c) 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.

(d) To further the interest of home and other real property ownership.

(e) To unite those engaged in the real estate profession in this community with the CALIFORNIA ASSOCIATION OF REALTORS® (hereinafter “C.A.R.”) and N.A.R. thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein.

(f) To designate, for the benefit of the public, those individuals within the state of California authorized to use the terms REALTOR® and REALTORS® as licensed, prescribed, and controlled by N.A.R.

ARTICLE III – NATIONAL AND STATE MEMBERSHIPS

Section 1. Association Membership in N.A.R. and C.A.R. The A.O.R shall be a member of N.A.R. and C.A.R. as defined in the governing documents of N.A.R and C.A.R. By reason of the A.O.R.’s membership in N.A.R. and C.A.R., each REALTOR® member of the A.O.R. shall be entitled to membership in N.A.R. and C.A.R. without further payment of dues. The A.O.R. shall continue as a member of N.A.R. and C.A.R., unless by a majority vote of all of its REALTOR® members the decision is made to withdraw, in which case N.A.R. and C.A.R. shall be notified in writing at least one month in advance of the date designated for the termination of the A.O.R.’s membership.

Section 2. Ownership and Use of REALTOR® Membership Marks. The A.O.R. recognizes the exclusive property rights of N.A.R. in the terms REALTOR® and REALTORS®. The A.O.R. may use the terms while it is a member in good standing of N.A.R. The A.O.R. shall discontinue use of the terms in any form in its name, upon ceasing to be a member of N.A.R., or upon a determination by the Board of Directors of N.A.R. that it has violated the conditions imposed upon use of the terms.

Section 3. Adoption & Enforcement of N.A.R. Code of Ethics; Compliance with N.A.R. & C.A.R. Governing Documents & Policies. The A.O.R. adopts the Code of Ethics and agrees to enforce the Code of Ethics among its REALTOR® members. The A.O.R. and all of its members agree to abide by the Constitution, Bylaws, Rules and Regulations, Code of Ethics, and policies of N.A.R. and C.A.R.

Section 4. Other Association Rules, Regulations & Policies. The A.O.R. may adopt any Rules and Regulations or policies not inconsistent with the Constitution, Bylaws, Rules and Regulations, Code of Ethics, and policies of N.A.R. and C.A.R. and these Bylaws. Any inconsistencies between the A.O.R.’s Rules and Regulations or policies and the Bylaws of the A.O.R. (hereinafter “Bylaws”) shall be controlled by the Bylaws.

ARTICLE IV – JURISDICTION

Section 1. Description of Jurisdiction. The territorial jurisdiction of the A.O.R. as a member of N.A.R. is: Fresno County which includes the cities of Coalinga, Huron, Laton, Auberry, Big Creek, Biola, Burrel, Cantua Creek, Caruthers, Clovis, Del Rey,

Dunlap, Firebaugh, Five Points, Fowler, Fresno, Friant, Helm, Hume, Huntington Lake, Kerman, Kingsburg, Mendota, Miramonte, Orange Cove, Parlier, Peoria, Prather, Raisin City, Reedley, Riverdale, Sanger, Selma, Shaver Lake, Tollhouse, Tranquility, Squaw Valley.

Section 2. Jurisdictional Rights. Territorial jurisdiction is defined to mean the right and duty to control the use of the terms REALTOR® and REALTORS® subject to the conditions set forth in the Bylaws and those of N.A.R., and to protect and safeguard the property rights of N.A.R. in those terms.

ARTICLE V – MEMBERSHIP, QUALIFICATION, APPLICATION AND ACCEPTANCE

Section 1. Classes of Membership. There shall be six classes of membership:
(a) REALTOR® members; (b) Institute Affiliate Members; (c) Affiliate Members; (d) Honorary Members; (e) Honorary Member for Life; and (f) Franchise Corporate Officers.

Section 2. Qualifications of REALTOR® Members.

2.1 REALTOR® members, whether primary or secondary, who are principals, partners, corporate officers or branch office managers of real estate firms shall:

- (a) Maintain a current, valid California real estate broker or salesperson license or California real estate appraisal certification or license; and
- (b) Act as a sole proprietor, partner, corporate officer of a real estate firm or office manager of a real estate firm action on behalf of the firm's principal(s); and
- (c) Remain actively engaged in the real estate profession; and
- (d) Maintain or be associated with a real estate office located within the state of California or a state contiguous thereto.

2.2 REALTOR® members, whether primary or secondary, other than principals, partners, corporate officers, or branch office managers or real estate firms shall:

- (a) Maintain a current, valid California real estate broker or salesperson license or California real estate appraisal certification or license: and
- (b) Remain actively engaged in the real estate profession: and
- (c) Remain employed by or affiliated as an independent contractor with a REALTOR® member who meets the requirements in Section 2.1 of this Article V for any A.O.R. in California or a state contiguous thereto.

2.3 REALTOR® members may be franchise corporate officers as described below in Article V, Section 11.

Section 3. Primary and Secondary REALTOR® Members. An individual is a primary member of the A.O.R. if the A.O.R. pays C.A.R. and N.A.R. dues for that individual. An individual is a secondary member if C.A.R. and N.A.R. dues are remitted through another

board or association. There must be a Designated REALTOR® member of this A.O.R. for licensees affiliated with the firm to select the A.O.R. as their primary board or association. There need not be a Designated REALTOR® member of this A.O.R. for licensees affiliated with the firm to select this A.O.R. as their secondary board or association.

Section 4. Qualifications of Institute Affiliate Members. Institute affiliate members shall be individuals who hold a professional designation awarded by a qualified Institute, Society or Council affiliated with the N.A.R. 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 vote or hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® membership subject to payment of applicable dues for such membership.

Section 5. Qualifications of Affiliate Members. Affiliate members shall be real estate owners, and other individuals or firms engaged in activities related to the real estate profession, who do not qualify for REALTOR® membership. Affiliate members have interests requiring information concerning real estate and sympathy with the objectives of the A.O.R.

Section 6. Qualifications of Honorary Members. Honorary members shall be those persons recognized by the Board of Directors as persons who have performed notable service for the real estate profession, for the A.O.R., or for the public though not engaged in the real estate profession.

Section 7. Qualifications for Honorary Members for life. Honorary Members for life shall be past or present REALTOR® members who have performed significant service to the A.O.R., the real estate profession or the community. This class of membership may be conferred upon a REALTOR® member in addition to his REALTOR® membership or a past REALTOR® member who no longer qualifies for REALTOR® membership as provided in Article V, Section 2 or 3.

Section 8. Designated REALTORS®. Each firm shall designate in writing one REALTOR® member who shall be responsible for the conduct of individuals affiliated with the firm and accountable to the A.O.R. for all duties and obligations of A.O.R. membership. The “Designated REALTOR®” must be the sole proprietor, partner, corporate officer or an office manager acting on behalf of the firm’s principal(s) and must have the authority to bind the firm in arbitrations and must meet all the other qualifications for REALTOR® membership set forth in Article V, Section 2 of the Bylaws.

Section 9. Required REALTOR® Membership of Officers and Partners. All persons who are partners in a partnership or officers in a corporation, and actively engaged in the real estate profession within the state of California or a state contiguous thereto or are franchise corporate officers as described below shall be ineligible for any class of membership other than REALTOR® membership. Each is required to hold REALTOR®

membership individually in a local board or association in California or in a state contiguous thereto, if they meet all the other qualifications set forth in Article V, Sections 2.1, 2.2, or 2.3 of the Bylaws unless they otherwise qualify for Institute Affiliate membership as described in Article V, Section 4.

Section 10. Franchise Corporate Officers. Notwithstanding any other provision herein, franchise corporate officers of real estate brokerage franchise organizations with at least one hundred fifty franchisees located within the United States, its insular possessions and the commonwealth of Puerto Rico, may be elected to membership pursuant to the Constitution and Bylaws of N.A.R. (Hereinafter “Franchise Corporate Officers”). Franchise Corporate Officers may or may not be licensed for California real estate broker or salesperson or appraisal activities. Franchise Corporate Officers shall enjoy all of the rights, privileges and obligations of REALTOR® membership, including compliance with the Code of Ethics, except: obligations related to board mandated education, meeting attendance, or indoctrination classes or other similar requirements, if any; the right to use the term REALTOR® in connection with their franchise organization’s name; and the right to hold elective office in the A.O.R., C.A.R., and N.A.R.

Section 11. Membership Application.

(a) Each applicant for membership shall submit an application in such manner and form as may be prescribed by the A.O.R. Board of Directors (hereinafter “Board of Directors”) and give his or her consent that the Board of Directors, through the A.O.R. Membership Committee (hereinafter “Membership Committee”) or otherwise, may obtain information about the applicant from any member or other persons and that any information furnished to the Board of Directors by any person shall not form the basis of any action for slander, libel or defamation of character. The Board of Directors, through its Membership Committee or otherwise, may consider the following in determining an applicant’s qualifications for membership: (1) all final findings of N.A.R. 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 requests or hearings; (5) unpaid arbitration awards or unpaid financial obligations to any other board or association or board or association Multiple Listing Service (“MLS”).

(b) Applicants for membership shall be familiar with and agree to abide by the Bylaws and Rules and Regulations of the A.O.R., the Bylaws of C.A.R. and the N.A.R. Constitution, Bylaws and Code of Ethics, to the extent they are applicable. Each applicant must also attend an orientation program as may be required by the Board of Directors, its Membership Committee, or otherwise.

(c) Applicants who are sole proprietors, general partners, corporate officers, or branch office managers (Section 2 of this Article V) or a real estate firm shall certify: (1) they have no record of official sanctions rendered by the courts or other lawful authorities within the past three years for violations of (i) civil rights laws; (ii) real estate license laws; or (iii) other laws prohibiting unprofessional conduct; and (2) that they have not

been suspended or expelled from a board of association the past three years for violations of the N.A.R. Code of Ethics.

(d) Applicants who are sole proprietors, general partners, corporate officers, or branch office managers (Section 2 of this Article V) of a real estate firm must disclose: (1) whether they or their firms are subject to any pending bankruptcy proceedings; and (2) whether they or their firms have been adjudged bankrupt within the past three (3) years. If the applicant is party to pending bankruptcy or insolvency proceedings or has been adjudged bankrupt within the past three (3) years, the applicant may be required to pay cash in advance for A.O.R. and MLS fees for up to one year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy, whichever is later. If the Board of Directors determines that such prepayments will not protect the interest of the A.O.R. or its members, such applications may be rejected.

Section 12. Application Review and Acceptance. The procedure for acceptance to membership shall be as follows: (a) The Membership Committee shall determine whether the applicant is applying for the appropriate class of membership. It shall then give written notice to the REALTOR® members of such application and invite written comment. If one or more of the REALTOR® members object to the approval of the application, basing such objection on lack of qualification as set forth in the Bylaws, the Membership Committee shall invite any objecting member to appear and substantiate his or her objections. Objections which are not substantiated shall be totally disregarded. The Membership Committee must: (1) inform the applicant in advance, in writing, of any objections and identify the objecting member; and (2) give the applicant an opportunity to appear before the Membership Committee and establish his or her qualifications. The Membership Committee shall thereafter make a written report of its findings. The Membership Committee shall conduct all proceedings with strict attention to the principles of due process and compliance with the Bylaws.

(b) Within twenty (20) days, the Membership Committee shall report its recommendation to the applicant and Board of Directors in writing. If the recommendation is to reject the application, the reasons shall be specifically stated. If any member of the Membership Committee submits a dissenting recommendation, it shall also be reported to the applicant and Board of Directors. The applicant shall also be notified of his or her right to appear before the Board of Directors.

(c) The Board of Directors shall review the qualifications of the applicant and the recommendations of the Membership Committee and then vote on the applicant's eligibility for membership. If the applicant appears, he or she may be represented by counsel, call witnesses on his or her behalf and make such statements as he or she deems relevant. The Board of Directors may also have counsel present. If the applicant receives a majority vote of the Board of Directors, he or she shall be declared accepted as a member and shall be advised by written notice. An application for Institute Affiliate Membership shall be acted upon by the Board of Directors within forty-five (45) days from the date of application for membership.

(d) If the Board of Directors determines that the application shall be rejected, it shall record its reasons. 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 A.O.R. for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.

(e) The Board of Directors, through its Membership Committee or otherwise, may grant “provisional” membership to an applicant in instances where ethics complaints or arbitration requests or hearings are pending in other association or where the applicant for membership has unsatisfied discipline pending in another association, provided all other qualifications for membership have been satisfied. The Board of Directors may reconsider the membership status of provisional members when all pending ethics and arbitration matters and related discipline have been resolved or if such matters are not resolved within six (6) months from the date that provisional membership is approved. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership.

(f) If a member resigns from another association with an ethics complaint or arbitration request pending, the Board of Directors may condition membership on the applicant’s certification that he or she will submit to the pending ethics or arbitration proceeding, in accordance with the procedures of the A.O.R., and will abide by the decision of the hearing panel.

(g) New Member Code of Ethics Orientation. Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics, meeting the minimum criteria established by N.A.R. for new member ethics training. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another Association, provided that REALTOR® membership has been continuous, or that any break in membership is for one year or less. Failure to satisfy this requirement within days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

(h) Continuing Member Code of Ethics Training. Every four year period, starting with the period from January 1, 2001 through December 31, 2004, and for successive four year periods thereafter, each REALTOR® member of the A.O.R. shall be required to complete a course on the Code of Ethics, meeting the minimum criteria established by N.A.R. for quadrennial ethics training. This requirement will be satisfied upon presentation of documentation that the member has completed such course of instruction conducted by this or another Association, C.A.R., N.A.R., or any other recognized educational institution. 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 four year cycle shall

not be required to complete additional ethics training until a new four year period commences. Failure to satisfy this requirement shall be considered a violation of a membership duty for which REALTOR® membership shall be suspended until such time as the training is completed.

Members suspended for failing to meet the requirement for the first four (4) year cycle (2001-2004) will have until December 31, 2005 to meet the requirement. Failure to meet the requirement by that time will result in automatic termination of membership.

Failure to meet the requirement for the second (2005-2008) cycle and subsequent four (4) year cycles will result in suspension of membership for the first two months (January and February) of the year following the end of any four (4) year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated. (Adopted 1/01, revised 6/05).

Section 13. Status Changes.

(a) REALTORS® who change the conditions under which they hold membership shall be required to provide written notification to the A.O.R. within thirty (30) days. A non-principal REALTOR® who becomes a principal in the firm with which he or she has been licensed or, 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 principal REALTOR® members. During the period of transition from one status of membership to another, such members shall be subject to all of the privileges and obligations of a principal REALTOR® member. The Board of Directors, at its discretion, may waive any qualification which the member has already fulfilled in accordance with the Bylaws. If the REALTOR® does not satisfy the requirements established in the Bylaws for the category of membership to which they have transferred within thirty (30) days of the date they advised the A.O.R. of their change in status, their application for change of status will terminate automatically unless otherwise so directed by the Board of Directors.

(b) If the licensed status of any member is terminated, his or her membership in the A.O.R. shall terminate automatically. If any member ceases to meet any other ongoing qualification of membership, his or her membership may be terminated by the Board of Directors. Each member shall have the affirmative duty to notify the A.O.R. of any changes in their licensee status.

(c) 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. Dues shall be prorated from the first day of the quarter in which the member is notified of acceptance by the Board of Directors of his or her change in status and shall be based on the new membership status for the remainder of the year.

Section 14. Resignation. Resignations of members shall become effective when received in writing by the Board of Directors, provided, however, that if any member submitting the resignation is indebted to the A.O.R. for dues, fees, fines or other assessments of the A.O.R. or any of its services, departments, divisions or subsidiaries, the A.O.R. may condition the right of the resigning member to reapply for membership upon payment in full of all such monies owed.

ARTICLE VI – PRIVILEGES AND DUTIES OF MEMBERSHIP

Section 1. Member Compliance with Bylaws, Policies, Rules and Regulations. It shall be the duty of every member of the A.O.R. to abide by the Bylaws, Policies and Rules and Regulations of the A.O.R. Any member of the A.O.R. may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of the Bylaws or the Rules and Regulations of the A.O.R. If a hearing is required it shall be held in accordance with the *California Code of Ethics and Arbitration Manual*.

Although only REALTOR® members are subject to the Code of Ethics and enforcement by the A.O.R., all members are encouraged to abide by the principles established in the Code of Ethics and conduct their business and professional practices accordingly. Further, any non-REALTOR® member may, upon recommendation of 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, reflects adversely on the real estate industry or the terms REALTOR® or REALTORS® and for conduct that is inconsistent with or adverse to the objectives and purposes of this A.O.R., C.A.R. or N.A.R.

Section 2. Member Discipline

(a) Any member of the A.O.R. may be reprimanded, placed on probation, suspended or expelled for sexual harassment of an Association or MLS employee after an investigation in accordance with the established procedures of the A.O.R. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, President-Elect and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with counsel for the A.O.R. If the complaint names the President or President-Elect, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.

(b) Any REALTOR® member of the A.O.R. 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 *California Code of Ethics and Arbitration Manual*, provided that the discipline imposed is consistent with N.A.R. policy as set forth in the *California Code of Ethics and Arbitration Manual*.

Section 3. Resignation with Pending Arbitration or Disciplinary Hearing. If a member resigns from the A.O.R. or otherwise causes membership to terminate with a disciplinary complaint pending, the Board of Directors may condition the right of the resigning member to reapply for membership upon the applicant's certificate that he or she will submit to the pending disciplinary hearing and comply with any sanction imposed. If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration continues in effect even after membership lapses or is terminated provided that the dispute arose while the former member was a member.

Section 4. Voting Rights and Eligibility for Elective Office. Only REALTOR® members in good standing whose financial obligations to the A.O.R. are paid in full shall be entitled to vote and to hold elective office in the A.O.R. Voting is available by postal mail, and in person at the Association office. The polls shall be open at the Association office, Monday through Wednesday at 12 Noon the week of the Annual meeting. There shall be no write-in candidates and each REALTOR® may cast one vote. The Board of Directors may, from time to time, establish policy for the issuance of absentee ballots for REALTOR® members who are unable to vote per the above.

Section 5. Privileges and Duties of REALTOR® Members.

(a) It shall be the duty and responsibility of every REALTOR® member of this A.O.R. to abide by the Constitution and Bylaws of C.A.R., the Constitution and Bylaws of N.A.R. and to abide by the Code of Ethics as set forth in Article VII, Section 2 of these Bylaws.

(b) REALTOR® members have the primary responsibility to safeguard and promote the standards, interests and welfare of the A.O.R. and the real estate profession.

(c) REALTOR® members may use the term REALTOR® and REALTORS® subject to the provisions of Article VIII.

(d) If a REALTOR® member who is sole proprietor, principal in a firm, partner in a partnership, officer of a corporation, or branch office manager is suspended or expelled, his or her firm, partnership or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension or expulsion and the membership of all other principals, partners or corporate officers shall suspend or terminate during the period of suspension or expulsion, unless: (1) the disciplined member severs his or her connection with the firm, partnership or corporation; or (2) the disciplined member relinquishes management control of the firm.

The membership of REALTORS® who are employed or affiliated as independent contractors with the disciplined member shall suspend or terminate during the period of suspension or expulsion unless: (1) the disciplined member severs his or her connection with the firm, partnership or corporation; (2) the disciplined member relinquishes

management control of the firm; or (3) the non-principal REALTOR® member elects to sever his or her connection with the disciplined member and affiliates with another REALTOR® member in good standing in the Association. If a REALTOR® member other than a sole proprietor in a firm, partner in a partnership, officer of a corporation or branch office manager is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected. Removal of an individual from any form or degree of management control must be certified to the A.O.R. by the disciplined member and by the individual who is assuming management control.

The signatures on such certification must be notarized. The foregoing is not intended to preclude a suspended or expelled member from functioning as an employee or independent contractor, provided no management control is exercised.

(e) In any action taken against a principal REALTOR® member for suspension or expulsion, 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 this Article VI, Section 5 shall apply.

Section 6. Privileges and Duties of Institute Affiliate Members. Institute Affiliate members shall have the rights and privileges and be subject to the obligations prescribed by the Board of Directors consistent with the N.A.R. Constitution and Bylaws.

Note: Local associations establish the right and privileges to be conferred on I.A. Members except that no I.A. may be granted the right to use the term REALTOR®, REALTOR®-Associate, or the REALTOR® logo; to serve as President the local association; or to be a participant in the local associations Multiple Listing Service (Amended 1/02)

Section 7. Privileges and Duties of Affiliate Members. Affiliate members shall have the rights and privileges and be subject to the obligations prescribed by the Board of Directors.

Section 8. Privileges and Duties of Honorary Members. Honorary membership shall confer only the right to attend meetings and participate in discussions.

Section 9. Certification by “Designated” REALTOR®. “Designated” REALTORS® shall certify to the A.O.R. during the first month of the fiscal year on a form provided by the A.O.R., a complete listing of all individuals licensed or certified under California law with the REALTOR® firm(s) and shall designate the primary Association, if any, for each individual. These declarations shall be used for purposes of calculating dues under Article IX, Section 2 of the Bylaws. “Designated” REALTOR® members shall also notify the A.O.R. of any additional individual(s) licensed or certified with the firm(s) and of any individual whose affiliation with the firm was severed within thirty days of the date of affiliation or severance of the individual(s).

ARTICLE VII – PROFESSIONAL STANDARDS AND ARBITRATION

Section 1. Professional Standards and Arbitration. The responsibility of the A.O.R. and its members relating to the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and procedures incident there to shall be governed by the *California Code of Ethics and Arbitration Manual*, as published and from time to time amended by C.A.R., which by this reference is made a part of the Bylaws.

Section 2. Member Compliance with N.A.R. and C.A.R. Constitution, Bylaws, Policies, Rules, Regulations and Code of Ethics. It shall be the duty and responsibility of every REALTOR® member of this A.O.R. to abide by the Constitution, Bylaws, and the Rules and Regulations of this A.O.R., the Constitution and Bylaws of C.A.R., N.A.R. and the Code of Ethics including the duty to 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 *California Code of Ethics and Arbitration Manual* as from time to time amended by C.A.R. By becoming and remaining a member, every REALTOR® member agrees that he or she and the corporation or firm for which he or she acts as a partner, officer, principal, or branch office manager, will submit to arbitration through the A.O.R. all disputes with any other member or member of the public subject to the conditions set forth in the *California Code of Ethics and Arbitration Manual*.

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

Section 1. Use and Control of REALTOR® Membership Marks. Use of the terms REALTOR® and REALTORS® by members shall, at all times, be subject to the provisions of the Constitution and Bylaws of N.A.R. and to the Rules and Regulations prescribed by its Board of Directors. The A.O.R. shall have the authority to control, jointly and in full cooperation with N.A.R., use of the terms within its jurisdiction.

Section 2. Jurisdictional Limits on Use of REALTOR® Membership Marks.

REALTOR® members of the A.O.R shall have the privileges of using the terms REALTOR® and REALTORS® in connection with their places of business within California, or a state contiguous thereto, so long as they remain REALTOR® members in good standing. No other class of members shall have the privileges.

Section 3. Use of REALTOR® Membership Marks Dependent on Status of Firm Principals. A REALTOR® member who is a principal of a real estate firm, partnership or corporation may use the terms REALTOR® and REALTORS® only if all the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within California, or a state contiguous thereto, are REALTOR® members.

Section 4. Institute Affiliate Members Ineligible to Use REALTOR® Membership Marks. Institute Affiliate members shall not use the terms REALTOR® or REALTORS® nor the imprint of the emblem seal of N.A.R.

ARTICLE IX – DUES AND ASSESSMENTS

Section 1. Application Fee. The Board of Directors may adopt a reasonable application fee for membership in the A.O.R. The application fee for REALTOR® membership shall not exceed three (3) times the amount of the annual dues for REALTOR® membership. The application fee shall be required to accompany each application for membership in the A.O.R. and shall become the property of the A.O.R. upon final approval of the application. The Board of Directors may adopt an application fee for Institute Affiliate membership not in excess of the annual dues for Institute Affiliate members.

Section 2. Dues.

(a) The Board of Directors shall determine annually the amount of annual dues to be paid by each class of membership.

(b) The dues of each designated REALTOR® member shall be a base amount plus an amount multiplied by the number of real estate licensees and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed or certified with such REALTOR® member and (2) are not REALTOR® or Institute Affiliate members of the A.O.R., C.A.R. or N.A.R.

(c) The annual dues of REALTOR® members shall not include any allocation for C.A.R., if the member is a member of a board or association of C.A.R. and that board or association has paid C.A.R. dues for the member.

(d) The annual dues of REALTOR® members shall not include any allocation for N.A.R., if the member is a member of a board or association of N.A.R. and that board or association has paid N.A.R. dues for the member.

(e) Dues for Institute Affiliate Members of the A.O.R. may not exceed two and one-half times the amount established pursuant to Article II, Section 1 (a) of N.A.R.'s bylaws.

Section 3. Dues Payable. Dues for all members shall be payable annually in advance on the first day of January. Dues shall be computed from the first day of the quarter in which a member is notified of acceptance and shall be prorated for the remainder of the year. Any member who initiates bankruptcy proceedings may be placed on a “cash basis” from the date the bankruptcy petition is filed until one year from the date that member has been discharged from bankruptcy. All dues or fees paid to the A.O.R. are nonrefundable, except for those dues returned to a terminated provisional member.

Section 4. Nonpayment of Financial Obligations.

(a) If dues, fees, fines, or other assessments including amounts owed to the A.O.R., or its Multiple Listing Service are not paid within one (1) month after the due date, the nonpaying member is subject to suspension. Three (3) months after the due date, membership of the nonpaying member shall automatically terminate unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. Furthermore, no member shall be suspended or expelled until twenty (20) days after notice of a proposed suspension or expulsion and the reason therefore has been mailed by regular first class mail to him or her, which notice may be given before or after the expiration of the one-month limit, two-month limit, or three-month limit.

(b) If within ten (10) days after the mailing of a notice the member requests a hearing, the effective date of the suspension or expulsion shall be deferred until after such hearing. The Board of Directors shall mail by regular first class mail to the member at least (5) days prior to the hearing a notice of the time and place of the hearing. At the hearing the Board of Directors shall receive evidence from any other person on the issue of whether the member was a delinquent in the payment of fees or charges and on the issue of whether it would be in the best interest of the A.O.R. to suspend or expel the member.

(c) If the Board of Directors determines that the member was a delinquent, the Board of Directors may decide, as it deems in the best interest of the A.O.R., to suspend or expel the member, to decline to suspend or expel the member, or to decline to suspend or expel the member on condition that the member pay the delinquency on or before a specified date or pay the delinquency in specified installments on or before specified dates. The member shall be automatically suspended or expelled without further hearing if the member fails to perform such condition.

(d) Any suspension or expulsion occurring after a hearing shall be effective five (5) days after notice thereof is mailed to the member, subject to the right of the Board of Directors to specify that the suspension or expulsion shall become effective upon the entry, in a suit by the A.O.R. for declaratory relief, of final judgment of a Court of competent jurisdiction declaring that the suspension or expulsion violates no rights of the member.

(e) A member who has been expelled may apply for reinstatement in the manner prescribed for new applicants for membership, upon making full payment of all past due accounts, and after complying with all sanctions imposed by a disciplinary panel together with the payment of the application fee required of new applicants.

(f) In the event the membership of a real estate licensee or certified or licensed appraiser who holds REALTOR® membership is terminated for nonpayment of A.O.R. dues, and the licensee or appraiser remains affiliated with the same firm, the dues obligation of the designated REALTOR®, as set forth in this Article IX, Section 2(b), will be increased to reflect the addition of a non-member licensee or appraiser. Dues shall

be calculated from the first day of the current fiscal year and are payable within thirty (30) days of the notice of termination.

Section 5. Reinstatement After Termination for Nonpayment of Financial Obligations. A former member who has had his or her membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the A.O.R. or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, only after making payment in full of all accounts due as of the date of termination.

Section 6. Deposit. All monies received by the A.O.R. for any purpose shall be deposited to the credit of the A.O.R. in a financial institution or institutions selected by resolution of the Board of Directors.

ARTICLE X – OFFICERS AND DIRECTORS

Section 1. Officers. The elected officers of the A.O.R. shall be: a President, a President-Elect, a Secretary and a Treasurer. The offices of Secretary and Treasurer may be held by the same person, otherwise, no person may hold more than one office at the same time. The President-Elect shall automatically ascend to the presidency at the end of his or her term as President-Elect. The Executive Vice President shall be the Secretary, without the right to vote.

The Officers shall be elected by the Board of Directors and serve for terms of one (1) year beginning on the first day of January or until their successors are elected, whichever shall last occur.

Officers except the Executive Vice President shall be REALTOR® members and shall have been REALTOR® Members in good standing for at least two (2) years prior to serving.

The President Elect shall have served on the Board of Directors for at least one (1) year within the previous three (3) years prior to assuming office, and shall be an elected member of the Board of Directors during their term of office.

Section 2. Powers and Duties of Officers. The powers and duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. It shall be the duty of the Secretary to keep the records of the Board of Directors and to carry on all correspondence with N.A.R. and C.A.R.

Section 3. Board of Directors. The governing body of the A.O.R. shall be a Board of Directors consisting of the elected officers and nine (9) REALTOR® members of the A.O.R. All directors including the elected officers have one vote. Directors shall be elected to serve for terms of three years, except that at organization, one-third of the

elected Directors shall be elected for terms of one, two and three years, respectively, or for lesser terms as may be necessary to complete the first fiscal year. Thereafter, as many Directors shall be elected each year as required to fill vacancies. The ex-officio members shall be the President, Immediate Past President and Chairperson of the Multiple Listing Service. The Executive Officer shall serve, without the right to vote.

Section 4. Powers and Duties of the Board of Directors. Subject to the provisions of the California Nonprofit Corporation and any limitations in the Articles of Incorporation or Bylaws relating to action required to be approved by the members or a majority of all the members, the activities and affairs of the A.O.R. shall be conducted by and all management powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of the A.O.R. to any committee so long as the ultimate direction is provided by the Board of Directors. The Board of Directors shall conduct business of the A.O.R. and make rules and regulations consistent with these Bylaws, Constitution, and Bylaws of the California Association of REALTORS®, Code of Ethics and Constitution and Bylaws of the National Association of REALTORS® and the laws of the State of California.

A Director will cease to be a member of the Board of Directors if they cease to be a REALTOR® member in good standing. After 3 absences of the regularly scheduled F.A.R. Director meetings, the individual would cease to be a member of the Board of Directors. Any extraordinary absence is to be cleared through the Executives Committee.

Provide a surety for each of its officers, Directors and responsible employees.

Section 5. Election of Officers and Directors.

(a) Nomination by the Nominating Committee. The Immediate Past President, at least ninety (90) days prior to the Annual Meeting, shall appoint a nominating committee of five (5) REALTOR® Members including himself/herself as Chairperson and shall immediately notify the Membership of this Committee. The Nominating Committee shall nominate a slate of REALTOR® members at least equal to the number of vacancies that will occur in the next year. The names of the nominees shall be reported to all REALTOR® Members at least sixty (60) days prior to the annual meeting.

(b) Nomination by Petition. In addition to the slate nominated by the Committee, any other qualified REALTOR® member may be nominated by the Membership by submitting a petition to the Executive Vice President signed by ten (10) REALTOR® members.

The nominees shall be authenticated and the nominations be declared closed by the Board of Directors at its regular meeting in the month preceding the Annual Meeting and notice of the list of nominees shall be sent to all REALTOR® members.

(c) Elections. Elections shall be by ballot. Ballots may be submitted by mail or in person. There shall be no proxy votes. The ballot shall contain the names of all candidates and specify the office for which each is nominated. No person may be a candidate for more than one position whether nominated by the Nominating Committee or by petition. In case of a tie vote, the issue shall be determined by lot.

The incoming Board of Directors shall hold a meeting one week following the Annual Meeting for the purpose of electing a President-Elect, Treasurer, and ratifying the appointments of the current President-Elect for the following year. Proxy votes are allowed at this meeting.

Depending on the number of C.A.R. directorships available, the incoming Board of Directors shall appoint the incoming President-Elect, Multiple Listing Service chairperson and the Professional Standards chairman as Directors of the California Association of REALTORS® in that order.

The remaining Director appointments shall be made by the current President-Elect subject to the approval of the incoming Board of Directors.

Section 6. Vacancies. Vacancies among the officers and the Board of Directors shall be filled by a simple majority vote of the Board of Directors. The term of said appointed board member shall coincide with the term of the vacant seat being filled. If an officer or director is unable to assume office after being elected, his or her seat becomes vacant and shall be filled by the Board of Directors.

Section 7. Removal of Officers and Directors. In the event that an officer or director is deemed to be incapable for any reason of fulfilling the duties for which he or she is 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 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 days or more than forty-five days thereafter, a special meeting of the Board of Directors of the A.O.R. shall be held. 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 the Board of Directors at least ten days prior to the meeting, and shall be conducted by the President unless the President's continued service in office is being considered at the meeting. In such case, the next ranking officer will conduct the meeting. Provided a quorum is present, a three-fourths vote of members present and voting shall be required for removal from office.

Section 8. Expenditures. The Board of Directors shall administer the day to day finances of the A.O.R. Adopt and adhere to, when possible, an annual budget. However, the Board of Directors shall not authorize the expenditure of more than ten percent (10%) of the annual budget on any one capital purchase or indebt the Association without having obtained the approval of a majority of the voting Membership, a quorum having been obtained.

ARTICLE XI – MEETINGS

Section 1. Annual Meetings. The Annual meeting of the A.O.R. shall be held during June of each year, the date, place and hour to be designated by the Board of Directors.

Section 2. Meetings of Directors. Regular meetings of the Board of Directors shall be held on the third (3rd) Thursday of each month or on such alternative date as may be approved by the Board of Directors. Notice of all regular meetings of the Board of Directors shall be given at least twenty-four (24) hours prior to the meeting.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or upon written request of at least two (2) other Directors. All Directors shall be given at least twenty-four (24) hours notice of the time, date and location of the meeting. Said notice may be personally delivered or may be placed in the U.S. Mail and addressed to the Director at his place of business in sufficient time to be delivered twenty-four (24) hours prior to the meeting.

Section 4. Other Meetings. Special meetings of the Membership may be called at any time by the President, the Board of Directors or by written petition to the Secretary of at least ten percent (10%) of the REALTOR® members. The President shall choose the date, time and location of the special meeting. If called by the Board of Directors or by petition, the President shall choose a date for the meeting no less than ten (10) days nor more than thirty (30) days from the date of the request. Notice of any special meeting of the Membership shall be given to all of the members no less than ten (10) days prior to the meeting.

Section 5. Quorum. A quorum for the transaction of business by the general membership shall consist of ten percent (10%) of the REALTOR® members but no less than fifty (50) members. A quorum for the transaction of business by the Board of Directors shall consist of a majority of the Directors.

ARTICLE XII – 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 committee chairpersons:

Affordable Housing	Publication	Luncheons
Education	Grievance	Membership
Long Range Planning	Local Governmental	Multiple Listing Service
Budget & Finance	Relations	Professional Standards
		R.A.P.

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

Section 3. Term of Committee Appointments. Committee members shall be appointed to one year terms except that the members of the Grievance, Long Range Planning and Professional Standards committees shall be appointed to staggered three-year terms.

Section 4. Organization. All committees shall be of such size and shall have duties, functions and powers as assigned by the Board of Directors except as otherwise provided in these Bylaws.

Section 5. Executive Committee. The Executive Committee shall consist of five (5) members plus the Executive Vice President who shall be non-voting. The members shall be the President who shall chair the committee, the President-Elect, Immediate Past President, Treasurer and the Chairperson of the Fresno Multiple Listing Service.

Section 6. Budget & Finance Committee. The Budget & Finance Committee shall consist of the Executive Committee, chaired by the Treasurer. The Executive Vice President shall be a non-voting member.

Section 7. President. The President shall be an ex-officio non-voting member of all standing committees and shall be notified of their meetings.

Section 8. Removal. The President shall have the power, subject to confirmation by the Board of Directors, to remove any member from a committee.

ARTICLE XIII – FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the A.O.R. shall be the calendar year beginning January 1 and ending December 31.

ARTICLE XIV – RULES OF ORDER

Section 1. Robert’s Rules of Order. Robert’s Rules of Order, Latest edition, shall be recognized as the authority governing the meetings of the A.O.R., its Board of Directors, and committees, in all instances wherein its provisions do not conflict with the California Nonprofit Corporations Code or these Bylaws.

ARTICLE XV – AMENDMENTS

Section 1. Amendment Upon Majority Vote of Membership. The Board of Directors may amend these Bylaws. However, the Board of Directors shall first obtain a majority vote of a quorum of the REALTOR® members before any amendment may take effect. The membership must be given at least 10 days notice of the vote and the voting procedure shall be in the same manner as the election of Directors. 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 the N.A.R. policy.

Section 2. Approval of Amendments by N.A.R. Amendments to these Bylaws affecting the admission or qualification of REALTORS® and Institute Affiliate members, the use of the terms REALTOR® and REALTORS®, or any alteration in the territorial jurisdiction of the A.O.R. shall become effective upon their approval as authorized by the Board of Directors of N.A.R.

ARTICLE XVI – PLACE OF OFFICE

Section 1. Place of Office. The principal office of the Association shall be in Fresno County, California at a location chosen by the Board of Directors. The address shall be noticed to the Secretary of the State of California annually. Any notice, demand or other service on the Association, its Officers or Directors may be made at this address.

ARTICLE XVII – DISSOLUTION

Section 1. Dissolution. Upon the dissolution or winding up of affairs of this A.O.R., the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to C.A.R., or, within its discretion, to any other non-profit tax exempt organization.

ARTICLE XVIII – MULTIPLE LISTING SERVICE

Section 1. Authority and Governing MLS Rules. The A.O.R. may maintain for the use of licensed real estate brokers and salesperson, and licensed or certified appraisers, a Multiple Listing Service (“MLS”) which shall be subject to the Bylaws of the A.O.R. and the *California Model MLS Rules* as from time to time amended by C.A.R., which are hereby incorporated by reference and such additional local MLS Rules and Regulations as may be herein after adopted by the Board of Directors. In the event of a conflict between the *California Model MLS Rules* and the local MLS Rules and Regulations, the local MLS Rules and Regulations will control.

Section 2. Purpose. A Multiple Listing Service is a means by which authorized MLS broker participants establish legal relationships with other participants by making a blanket unilateral contractual offer of compensation and cooperation to other broker participants, by which information is accumulated and disseminated to enable authorized participants to prepare appraisals and other valuations of real property; by which participants engaging in real estate appraisal contribute to common databases; and is a facility for the orderly correlation and dissemination of listing information among the participants so that they may better serve their clients and the public.

Section 3. MLS Committee. The A.O.R. President shall appoint, subject to the confirmation of the Board of Directors, an MLS Committee of REALTOR® members. All members of the committee shall be MLS participants or subscribers. The President shall select the MLS Committee chair and vice chair from among the MLS Committee members. The actions of the MLS Committee are subject to the approval of the Board of Directors.

Section 4. Access to Comparable and Statistical Information. Providing the MLS generates such publications, A.O.R. 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 A.O.R. members and individuals affiliated with the A.O.R. members who are also engaged in the real estate business. Except as otherwise specified in the MLS Rules and Regulations, this information may not be transmitted, retransmitted or provided in any manner to any unauthorized individual, office or firm. A.O.R. members who receive such information are subject to the applicable provisions of the MLS Rules and Regulations whether they participate in the MLS or not.