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From: Ralph Holmen
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Message:

Mr. Levin:

Please call if you have any questions about these documents or our request.

Thanks.

Ralph Holmen

Supplement To

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430 N. Michigan Ave., Chicago

1995 Constitution and Bylaws

of the

***NATIONAL ASSOCIATION OF REALTOR®**

**Incorporating Amendments and Interpretations effective
on or before November 7, 1994.**

**The Constitution and Bylaws were adopted at San
Francisco, California, May 31, 1922. Since that
adoption they have from time to time been revised; their
last revision having been made at the Annual Convention
in Anaheim, California in November 7, 1994.**

***Formerly National Association of Real Estate Boards.
Name change authorized at National Convention,
Honolulu, Hawaii, November 15, 1972.**

**NATIONAL ASSOCIATION OF REALTOR®
430 North Michigan Avenue
Chicago, Illinois 60611-4087**

**REALTOR® is a registered collective membership mark
which identifies real estate professionals who are members of the
NATIONAL ASSOCIATION OF REALTORS® and
subscribe to its strict Code of Ethics.**

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1995 Constitution and Bylaws

of the NATIONAL ASSOCIATION OF REALTOR®

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Constitution

ARTICLE I

NAME

The name of the organization shall be NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE II

OBJECTS

The objects of the National Association shall be:

SECTION 1. To provide a facility for education, research and exchange of information for those engaged in the recognized branches of the real estate business, including brokerage, management, mortgage financing, appraising, counseling, land development and building, and education and research in real estate, in the United States of America, its insular possessions and the Commonwealth of Puerto Rico, for the purpose of raising the standards of real estate practice and preserving the right of property ownership in the interest of the public welfare;

SECTION 2. To promote and maintain high standards of conduct in the transaction of the real estate business;

SECTION 3. To formulate and promulgate a Code of Ethics for the members of the National Association;

SECTION 4. To license its members the right to display the emblem seal of the National Association and the right to use the terms REALTOR®, REALTORS®, or REALTOR-ASSOCIATE® which terms are hereby defined as designating a person or persons engaged in the real estate business who is a Board Member or Individual Member of the NATIONAL ASSOCIATION OF REALTORS®.

SECTION 5. To inform the public of the advantages of transacting business with REALTORS®, and to encourage the use by Members of the term REALTOR® and the emblem seal.

ARTICLE III

MEMBERSHIP

SECTION 1. (A) The Members of the National Association shall consist of six classes: (1) Member Boards, (2) Board Members, (3) Individual Members, (4) National Affiliate Members, (5) International Members, and (6) Distinguished Service Award Recipients.

(B) Member Boards shall consist of (1) local real estate boards or associations or Boards or Associations of REALTORS® (hereinafter referred to as local Boards), which shall include city, county, inter-county or inter-state Boards, and also (2) state associations as provided in Section 5 of this Article, all of the REALTOR® Members and REALTOR-ASSOCIATE® Members of which shall hold membership in the National Association through such local board, or state association, as the case may be.

(C) Board Members shall be either REALTOR®, REALTOR-ASSOCIATE® or Institute Affiliate Members in good standing.

1. REALTOR® Members shall be principals of real estate firms, or individuals in position of management control on behalf of principals who are not physically present and engaged in the real estate business in connection with the firm's office located within the jurisdiction of the local Board, or individuals employed by or affiliated as independent contractors with REALTOR® principals of real estate firms, and who are deemed qualified for REALTOR® membership by the local Board, or if there is no local Board having jurisdiction, by the state association having an effective membership agreement with the National Association as provided in Article XV, Section 2. Each sole proprietor, partner or corporate officer actively engaged in the real estate business within its jurisdiction shall be required to become a REALTOR® member if any other principal of such firm, partnership or corporation is a REALTOR® Member.

This paragraph is effective January 1, 1996, and will replace paragraph #1 immediately preceding. However, any state association may elect to implement this paragraph with respect to itself and all member boards within the same any date subsequent to February 5, 1994.

1. REALTOR® Members shall be principals of real estate firms, or individuals in position of management control on behalf of principals who are not physically present and engaged in the real estate business in connection with the firm's office or individuals employed by or affiliated as independent contractors with REALTOR® principals of real estate firms, and who are deemed qualified for REALTOR® membership by the local Board, or if the real estate firm is located outside the jurisdiction of any local board, by the state association having an effective membership agreement with the National Association as provided in Article XV, Section 2. Each sole proprietor, partner or corporate officer of the real estate firm who is actively engaged in the real estate business within the state shall be required to become a REALTOR® member if any other principal of such firm, partnership or corporation is a REALTOR® Member.

2. REALTOR-ASSOCIATE® Members shall be those independent contractors and salesmen who are affiliated with or employed by a REALTOR® Member or a firm, partnership, or corporation of which any REALTOR® Member is a sole proprietor, partner or officer, who are actively engaged in the real estate business and who are deemed qualified for REALTOR-ASSOCIATE® membership by the local board, or if there is no local board having jurisdiction, by the state association having an effective membership agreement with the National Association as provided in Article XV, Section 2.

This paragraph is effective January 1, 1996, and will replace paragraph #2 immediately preceding. However, any state association may elect to implement this paragraph with respect to itself and all member boards within the state any date subsequent to February 5, 1994.

2. REALTOR-ASSOCIATE® Members shall be those independent contractors and salesmen who are affiliated with or employed by a REALTOR® Member or a firm, partnership, or corporation of which any REALTOR® Member is a sole proprietor, partner or officer, who are actively engaged in the real estate business and who are deemed qualified for REALTOR-ASSOCIATE® membership by the local board, or if the real estate firm is located outside the jurisdiction of any local board, by the state association having an effective membership agreement with the National Association as provided in Article XV, Section 2.

As used herein, the term "real estate business" shall include real estate brokerage, management, mortgage financing, appraising, land development or building.

3. Institute Affiliate members shall be individuals who hold a professional designation awarded by a qualified 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 vote or hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® or REALTOR-ASSOCIATE® membership, subject to payment of applicable dues for such membership. Local boards will establish the rights and privileges to be conferred on Institute Affiliate Members except that no Institute Affiliate Member may be granted the rights to use the term REALTOR®, REALTOR-ASSOCIATE, or the REALTOR® logo; to serve as President of the local board; or to be a Participant in the local board's multiple listing service. Local board entrance or initiation fees, if any, shall not exceed annual Institute Affiliate Member dues. Institute Affiliate Member dues may not exceed two and one-half times the amount established pursuant to Article II, Section 1(A) of the National Association's Bylaws for REALTOR® members. State Associations may impose a fee upon local boards in an amount not to exceed forty percent of the amount established pursuant to Article II, Section 1(A) of the National Association's Bylaws times

the number of Institute Affiliate members of the local board.

(D) Individual Members shall be persons who are elected to membership under the provisions of Section 7 of this Article.

(E) International Members shall be persons who are elected to membership under the provisions of Section 8 of this Article.

(F) In addition, those persons who are currently employed in an executive, administrative or management capacity by a Member Board of the National Association, or by an Institute, Society or Council of the National Association, shall be eligible for Individual Membership without payment of dues and shall be entitled to all rights and privileges of Individual Membership except the right to use the term REALTOR®.

SECTION 2. Only one local board in any municipality shall be elected a Member Board of the National Association, except as provided in Sections 3 and 4 of this Article, or otherwise approved by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®.

SECTION 3. If territory is annexed by a municipality in which there is a local board which is a Member Board, such annexation shall not automatically enlarge the jurisdiction of such board if the enlargement would infringe upon the jurisdiction of another such local board; however, the Board of Directors may, in its discretion, provide for the retention or modification of the respective jurisdictions of such boards, in the absence of an agreement between them.

SECTION 4. The Board of Directors may, at its discretion, approve the establishment of Commercial Boards of REALTORS®. The rights and responsibilities of the Boards shall be set forth in this Constitution and the Bylaws of the National Association and in accordance with policies approved by the Board of Directors and as amended from time to time.

SECTION 5. (A) State Associations having membership agreements with the National Association as provided in Article XV, Section 2, of this Constitution may be elected to membership in the National Association in order to integrate more closely the work of local, state and national bodies, to further the purposes contemplated by said Article, and to afford an opportunity for individuals engaged in the real estate

business in areas outside the jurisdiction of a local board to become members of the National Association, subject to its standards, and to be represented therein.

(B) Such state associations shall be elected to membership only upon the following conditions:

1. Only one state association shall be elected from a given state;
2. Such state association so elected may accept for membership individuals whose principal place of business is situated in territory which is not within the jurisdiction of any local board holding membership in both such state association and the National Association;
3. Such state association so electing individuals agrees to be responsible for the enforcement of the Code of Ethics of the National Association with respect to such individuals;
4. Such state association shall have the same right to control the use of the terms REALTOR®, REALTORS®, and REALTOR-ASSOCIATE® in its territory as any local board has within its jurisdiction;
5. Such state association electing individuals to membership agrees to pay dues for them in the same manner as a local board pays dues for its REALTOR® Members and REALTOR-ASSOCIATE® Members.
6. Whenever the term "Member Board" is used in this Constitution and Bylaws, it shall be held to include state associations elected under the terms of this section.

(C) Any state association so elected shall be entitled to one vote as such and to an additional vote for each of its Board Members upon the same basis as local boards for their Board Members under the provisions of Article IX of this Constitution.

SECTION 6. All Member Boards must comply with the minimum service criteria established by the Board of Directors.

Any Member Board that fails to satisfy the minimum service criteria may, after due notice and opportunity for hearing, be expelled by the Board of Directors from membership in the National Association.

Each State Association shall enforce the minimum service criteria for local Boards and Associations within the state. Any State Association which fails to enforce the minimum service criteria may, after due notice and

opportunity for hearing, be expelled by the Board of Directors from membership in the National Association.

SECTION 7. In areas of states where there is no state association having a membership agreement with the National Association, as provided in Section 4 of this Article, and where there is no Member Board, or which areas have not been designated as within the territorial jurisdiction of any Member Board, the Board of Directors may elect any individual engaged in the real estate business as a principal, partner or officer of a corporation as an individual Member. In the case of each application, the nearest Member Board shall be consulted. The rights, privileges and obligations of such Individual Members shall be the same as those of REALTOR® Members, each such Individual Member being a delegate to any meeting of the members of the National Association and entitled to one vote; but in the event of subsequent admission to membership of a local board or state association as a Member Board, such Individual Member shall thereafter be entitled to membership only by virtue of membership in such Member Board.

SECTION 8. (A) International Affiliate Organizations shall be associations in the real estate field outside of the United States, its insular possessions, and the commonwealth of Puerto Rico, with which the National Association enters into International Affiliate Agreements that provide for exchange representation and other mutual benefits, and for the adoption and enforcement by the International Affiliate Organization of a Code of Ethics approved by the National Association.

(B) In any country where the National Association has entered into an International Affiliate Agreement with a real estate organization, only those persons engaged in the real estate business in that country who have obtained membership in such Organization shall be eligible for International REALTOR® Membership in the National Association. Such International REALTOR® members may be licensed to use the term REALTOR® and other marks, but may not vote or hold office in the National Association.

(C) Persons engaged in the real estate business in any country where the National Association has not entered into an International Affiliate Agreement with a real estate organization in said country, or persons who are not eligible for membership in an International Affiliate Organization in any country where the National Association has an agreement with such an organization, shall be eligible for International Subscriber

membership in the National Association. Such International Subscriber members may neither be licensed to use the term REALTOR® or other marks, nor vote or hold office in the National Association.

SECTION 9. Individuals who have received the Distinguished Service Award shall be life members of the National Association and shall not pay National Convention registration fees.

SECTION 10. A REALTOR® Member who has held membership in the National Association as a REALTOR®, REALTOR-ASSOCIATE®, or both, for a cumulative period of fifty (50) years, upon certification by the Board of Directors shall be designated "REALTOR® EMERITUS." An individual who has been affiliated with a firm comprised of REALTOR® members for fifty (50) years or more, but who was ineligible for REALTOR® or REALTOR-ASSOCIATE® membership for any portion of that time on the basis of sex, national origin, marital status or other basis now prohibited by the Bylaws of the National Association shall be eligible for REALTOR® Emeritus status.

SECTION 11. Individuals employed by the national or regional organizational headquarters of a corporation engaged in real estate activities or activities allied with real estate and who may be licensed or unlicensed may be elected to National Affiliate Membership in the National Association, provided the individual does not personally provide real estate services to persons or entities other than the employing company. National Affiliate Members shall have such privileges, duties, and rights of membership, and shall pay such dues as determined by the Board of Directors, but shall not be entitled to vote, hold office or use the terms REALTOR® or REALTOR-ASSOCIATE®. National Affiliate Members shall be entitled to hold membership in the Institutes, Societies and Councils of the National Association, but if they desire to apply for or maintain a designation available through an Institute, Society or Council, they must hold a form of membership in the local board. If membership is not available in the local Board, the individual must hold membership in the State Association. If membership is not available through the State Association, the individual may apply for or maintain a designation from an Institute, Society or Council based on National Affiliate Membership.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. The government of the National Association shall be vested in a Board of Directors composed of Directors at Large and the following ex officio Directors:

(A) The President, President-Elect, First Vice President, the Regional Vice Presidents and Treasurer of the National Association, and any member of the Executive Committee or Finance Committee who has been elected to either of those committees from the membership and whose term as an ex officio Director shall be concurrent with his term as an Executive Committee or Finance Committee member, provided that such member of the Executive or Finance Committee has not resigned a Directorship, the term of which would have coincided in whole or in part with his term on such committee.

(B) The Presidents of the Institutes, Societies and Councils of the National Association;

(C) The former Presidents of the National Association and the recipients of the Distinguished Service Award who continue to be affiliated with their respective local boards;

(D) The Presidents of state associations and of the Washington (D.C.) Association of REALTORS®, the Guam Board of REALTORS®, the Puerto Rico Association of REALTORS®, and the Virgin Islands Territorial Association of REALTORS®;

(E) The Presidents of the International Affiliate Organizations, or their designees, if so provided by reciprocal agreement;

(F) The Vice President and Liaison to Committees, the Committee Liaisons and the Chairman of each Standing Committee who is not a Director at Large or a Director ex officio, provided such Committee Liaison or Chairman has not resigned a Directorship the term of which would have coincided in whole or in part with the term of his chairmanship.

(G) The Vice President and Liaison to Affiliates.

(H) A REALTOR® or REALTOR-ASSOCIATE® who also holds membership in the National Association of Real Estate Brokers, as recommended by the President

of that Association and to be appointed by the President of the NATIONAL ASSOCIATION OF REALTORS®.

SECTION 2. REALTORS® and REALTOR-ASSOCIATE® shall be eligible for election as Directors at Large. The number of and entitlement to Directors at Large shall be determined by geographic area as follows:

(A) Each of the fifty states and District of Columbia, Guam, Puerto Rico and the Virgin Islands shall be entitled to two Directors at Large;

(B) Each geographic area identified in subparagraph (A) hereof shall be entitled to an additional number of Directors at Large determined by multiplying the number of three hundred ninety six (396) by the membership within the geographic area and dividing that result by the membership of the National Association and rounding to the nearest whole number, provided, however,

1. That no previously elected Director at Large shall be prevented from completing the term to which he was elected; and

2. That any reduction in the number of Directors at Large to which a geographic area is entitled shall be effected at a rate not to exceed one per year; and

3. That "membership" as used in this Section 2 shall mean the combined REALTOR® and REALTOR-ASSOCIATE® membership as of the July 31st preceding year of the election.

SECTION 3. Directors at Large shall be elected for terms of three years. In the event of a vacancy occurring, the Board of Directors may elect a Director at Large to fill the unexpired term. Directors at Large so elected shall continue in office until their successors are elected and qualified; provided, however, no Director at Large shall be elected for more than two successive three-year terms; and provided also, that if the term of any Director at Large shall expire while such Director holds an unexpired term of membership on the Executive Committee or the Finance Committee, he shall continue to act as a Director ex officio after the election and qualification of his successor, until the expiration of his term as a member of the Executive Committee or the Finance Committee.

SECTION 4. Suggestions for Directors at Large and the terms which they will serve may be made by Member Boards, state associations and Individual

Members to the Nominating Committee prior to the annual election.

SECTION 5. In order to maintain a balance in the expiration of the terms of Directors at Large within a state, the Nominating Committee may propose one or more such Directors to serve for terms of less than three years.

SECTION 6. One-third of the whole Board of Directors shall constitute a quorum.

SECTION 7. There shall be three regular meetings of the Board of Directors in each year at a time and place fixed by the Board of Directors. Special meetings may be called by the President or by twenty-five members of the Board of Directors representing at least five states or the District of Columbia, upon due notice in writing given to each Director. Directors may unite in a petition to call such meeting or individually address written requests to the National Association. Upon receipt of such petition or written requests from the required Directors, the President shall notify each Director, in writing, of such meeting, fixing the time and place thereof not less than ten nor more than thirty days from the date of said notice.

SECTION 8. Any Director, except the former Presidents of the National Association, who shall be absent from three consecutive regular meetings of the Board of Directors shall automatically forfeit his office unless the Board of Directors, upon receipt of a written explanation for such absence satisfactory to it, shall waive this provision.

SECTION 9. The Board of Directors and the Officers shall from time to time seek the opinions and advice of Member Boards on matters of national import in such manner as may be convenient and shall consider such information in their deliberations.

ARTICLE V

EXECUTIVE COMMITTEE

SECTION 1. (A) There shall be an Executive Committee consisting of the President; the President-Elect; the First Vice President; the Treasurer; the Regional Vice Presidents; the Immediate Past President; the Vice President and Liaison to Committees; the Vice President and Liaison to Affiliates; four other Past Presidents; twelve members

who have not served as President; one Member Board Executive Officer; and one appointee of each of the Institutes, Societies and Councils of the National Association.

(B) The President shall appoint, each year, two Past Presidents to serve two year terms, to succeed those whose terms expire.

(C) At the first meeting of the Board of Directors following the annual election, the President shall submit to the Board of Directors six nominees, at least four of whom are Directors, one of whom may be a member who has previously served as a Director, and one of whom may be a member who has not previously served as a Director, to serve as members of the Executive Committee. The Board of Directors shall elect members of the Executive Committee from such nominations. Directors shall be elected to the Executive Committee for terms of two years, six being elected each year to succeed the Directors whose terms expire. Directors so elected shall continue in office until their successors are elected and qualified. If a vacancy occurs before expiration of a term, the President shall submit to the Board of Directors the nomination of a Director to fill the unexpired term.

(D) The President shall appoint, each year, a Member Board Executive Officer to serve a one year term, to succeed the one whose term expires.

(E) Each Institute, Society and Council shall designate one of its members in good standing, who is not an employee, to serve a two year term, to succeed those whose terms expire.

SECTION 2. The Executive Committee shall conduct the affairs of the National Association in accordance with the policies and instruction of the Board of Directors. The Executive Committee shall meet on the call of the President, the Board of Directors or any eleven of its members. The President shall act as Chairman of the Executive Committee. Seventeen members shall constitute a quorum.

SECTION 3. A Member who has served as a member of the Executive Committee for terms aggregating twenty (20) years shall be a member of the Executive Committee for life unless sooner terminated by resignation from the Committee or the National Association.

ARTICLE VI

ADVISORY BOARD

SECTION 1. There shall be an Advisory Board composed of all former Presidents of the National Association who continue to be affiliated with their local boards.

SECTION 2. The Advisory Board shall act in an advisory capacity to the Officers and Directors of the National Association.

SECTION 3. The Chairman shall be the second immediate Past President who is able to serve.

ARTICLE VII

OFFICERS, ELECTIVE AND APPOINTIVE - POWERS AND DUTIES

SECTION 1. The elective Officers of the National Association shall be a President, a President-Elect, a First Vice President, a Vice President from each of the Regions created by the Board of Directors, a Treasurer, and a corporate Secretary, all of whom shall serve for one year or until their successors are elected and assume office.

The President shall not be eligible for a second or subsequent election.

SECTION 2. (A) The President shall be the chief executive officer of the National Association and shall preside at its meetings and those of the Board of Directors and Executive Committee, between the sessions of which he shall represent the Association and act in its name, subject only to its declared policies. He shall appoint all committees unless otherwise directed by the Board of Directors, shall be an ex officio member of all committees, and shall perform all other duties usual to such office.

(B) The President-Elect shall perform the duties of the President in the event of his absence or disability and shall have such other powers and duties as may be prescribed by the Board of Directors, the Executive Committee or the President. The President-Elect shall succeed to the office of the President. If the office of the President should become vacant between elections, the President-Elect shall fill the vacancy and complete

the unexpired term. The President-Elect who fills a vacancy in the office of the President shall automatically become President for a full term after completion of the unexpired term.

(C) The First Vice President shall have such powers and duties as may be prescribed by the Board of Directors, the Executive Committee or the President. In the absence of unforeseen circumstances, the First Vice President shall succeed to the office of President-Elect. If the office of President-Elect shall become vacant between elections, the First Vice President shall fill the vacancy and complete the unexpired term. The First Vice President who fills a vacancy in the office of President-Elect shall automatically become President-Elect for a full term after completion of the unexpired term.

(D) In the event of the death or disability of the President and the inability or incapacity of the President-Elect or the First Vice President to succeed to such office pursuant to this section, the office of President shall be filled until the next National Convention by a person appointed by the Executive Committee.

SECTION 3. (A) The Regional Vice Presidents shall oversee the work of the National Association in their respective Regions and act as the representative of the President in such matters as may be assigned to them.

(B) In case of a vacancy in the office of any Regional Vice President, it shall be filled by appointment by the President and confirmation by the Board of Directors for the unexpired term. Such appointee shall be from the Region in which the vacancy occurs.

(C) Vacancies not otherwise provided among the Officers or in the Board of Directors shall be filled by the Board of Directors until the next annual election.

SECTION 4. The Treasurer shall be the custodian of the funds and securities, and disbursing officer of the National Association and its Societies, Institutes and Councils.

He shall deposit the funds and securities in such depositories and in such manner as the Board of Directors may designate and direct and shall be relieved of responsibility therefor while they are in the custody of such depository, subject, however, to any liability under his surety bond.

He shall provide a bond in a surety company qualified to do business in the State of Illinois or in the state of his principal depository in such amounts as shall be prescribed by the Board of Directors, covering the funds and securities held by him for the National Association and other funds and securities in his custody as Treasurer. The cost of the bond shall be paid by the National Association.

SECTION 5. The Secretary shall keep the records and seal of the National Association and performs such other duties as are customary to the office, including acting as Secretary for the Board of Directors and Executive Committee.

SECTION 6. The Board of Directors shall retain a General Counsel who shall perform the duties usual to such office.

SECTION 7. The Executive Vice President shall designate a member of the staff who, subject to the approval of the Executive Committee, shall serve as Comptroller and who shall be a Certified Public Accountant and conduct such functions as are usual to the business.

SECTION 8. There shall be an Executive Vice President who shall be appointed by the Board of Directors. He shall be chief administrative officer of the Association, subject to the President, and the head of the staff charged with its selection, subject to the approval of the Executive Committee. He shall have supervision of the entire staff and shall perform such other duties as may be delegated to him by the Board of Directors, the Executive Committee or the President, and all other duties usual to such office.

He shall provide a bond in a surety company qualified to do business in the State of Illinois or such other state as the headquarters of the National Association may be located, and of such amount as may be determined by the Board of Directors. The cost of such bond shall be paid by the National Association.

SECTION 9. The Executive Vice President shall serve as Secretary of the Association, ex officio.

SECTION 10. The Board of Directors may appoint an Administrative Secretary to perform the duties usual to that office and such other duties as may be assigned to him by the Board of Directors, the Executive Committee, the President, or the Executive Vice President.

SECTION 11. Any Administrative Secretary may be elected Assistant Secretary by the Board of Directors.

ARTICLE VIII

FINANCE AND PROFESSIONAL STANDARDS COMMITTEES - ANNUAL AUDIT - APPOINTMENT OF OTHER COMMITTEES

SECTION 1. There shall be a Finance Committee consisting of the Treasurer, who shall be the Chairman, one State Association Executive Officer and one Local Board Executive Officer appointed by the President to serve two year terms, the immediate Past Treasurer to serve a one year term, and twelve other members at least eight of whom were Directors when elected and no more than four of whom were not Directors when elected but have served previously as Directors. Members other than the Executive Officers and the immediate Past Treasurer shall be elected to the Finance Committee for staggered terms of three years, four being elected in each year to succeed those whose terms expire. Members so elected shall continue to serve until their successors are elected. At the first meeting of the Board of Directors following the annual election, the President shall submit to the Board of Directors four or more nominations, not more than one of whom is not currently a Director but has served previously as a Director. The Board of Directors shall elect from such nominations sufficient members to fill existing vacancies. If any member of the Finance Committee fails to attend two consecutive meetings, his membership on the Finance Committee may terminate and his position may be deemed vacant at the discretion of the President. If a vacancy of an elected member occurs before the expiration of a term, the President shall submit to the Board of Directors for approval the nomination of a member to fill the unexpired term. Such member shall be a Director, or if not currently a Director, has previously served as a Director. If a vacancy of an Executive Officer member occurs before the expiration of the term, the President shall appoint an Executive Officer from a local board or state association to correspond with the vacant position to fill the unexpired term.

Each member of the Finance Committee, if not otherwise a member of the Board of Directors, shall serve concurrently as an ex officio member of the Board of Directors during his term on the Finance Committee.

The Finance Committee shall prepare the annual budget for the ensuing fiscal year and submit it to the Executive Committee and Board of Directors for its approval or modification.

SECTION 2. The accounts of the National Association shall be audited annually as of the close of the fiscal year by a Certified Public Account designated by the Board of Directors. There shall be such interim and preaudit reviews and analyses of the accounts as may be directed by the Board of Directors or the Executive Committee.

SECTION 3. There shall be a Professional Standards Committee. It shall be the duty of this Committee to interpret the Code of Ethics, to consider and recommend appropriate action on inquiries of Member Boards and Board Members concerning enforcement thereof, and to recommend amendments thereto as it deems necessary or advisable.

SECTION 4. (A) There shall be an Institute Advisory Committee, which shall consist of the President, President-Elect and Executive Vice President of each Institute, Society or Council and the President, President-Elect, First Vice President, Vice President and Liaison to Affiliates and Executive Vice President of the National Association. The Vice President and Liaison to Affiliates shall serve as the Chairman. The Executive Vice Presidents shall serve without a vote.

(B) The Committee shall consider matters relating to the conduct of the Institutes, Societies and Councils, their relationship with one another and with the National Association and shall report to only the Executive Committee.

SECTION 5. There shall be a Distinguished Service Award Selection Committee consisting of nine members, the members of which shall have been recipients of the Distinguished Service Award. The Committee shall elect its own Chairman and Vice Chairman. No member shall serve for more than two consecutive three-year terms.

The Committee shall determine the recipients in accordance with such guidelines as the Committee shall recommend and the Executive Committee shall approve; and report its selection, if any, to the Board of Directors. The Award shall be presented at the Annual meeting of the Association. The Distinguished Service Award shall not be awarded posthumously, shall not be awarded to Past Presidents of the Association and shall

not be awarded to more than two recipients in each elective year.

SECTION 6. There shall be a Leadership Team consisting of the President; President-Elect; First Vice President; Treasurer; Immediate Past President; Vice President and Liaison to Committees; Vice President and Liaison to Affiliates; First Vice President Nominee; Treasurer Nominee; Vice President and Liaison to Committees Designee; Vice President and Liaison to Affiliates Designee; and Executive Vice President.

Voting members of the Leadership Team shall be the President; President-Elect; First Vice President; Treasurer; Immediate Past President; Vice President and Liaison to Committees; and Vice President and Liaison to Affiliates. In the event of a tie vote, the President shall determine the position to be taken with respect to the particular issue.

Except as to actions specifically stated in the Constitution or Bylaws or by law to require approval of or to be taken by the Board of Directors or Executive Committee, the Leadership Team shall have the authority to act on behalf of the Board of Directors and Executive Committee to make policy and operational decisions for the Association between meetings of the Executive Committee and Board of Directors. The Leadership Team shall report its actions, as appropriate, to the Executive Committee and Board of Directors.

The Leadership Team shall meet upon the call of the President or four of the voting members, stating the time and place of the meeting. A majority of the voting members of the Leadership Team, one of whom must be the President, shall constitute a quorum.

The Leadership Team may take any action which it could take at a meeting of the Leadership Team without a meeting if a consent in writing, setting forth the action so taken, is signed by all the voting members of the Leadership Team. Members of the Leadership Team may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting.

SECTION 7. There shall be such other committees as may be designated by the Board of Directors or the Executive Committee, the members of which shall be appointed by the President unless otherwise directed by the Board of Directors or the Executive Committee.

ARTICLE IX

**NATIONAL CONVENTION -
DELEGATES AND VOTING**

SECTION 1. A National Convention shall be held annually at such time and place as may be fixed by the Board of Directors. The annual meeting of the members shall be held at the National Convention. Board Members and Individual Members present at any meeting of the National Association shall be delegates, entitled to participate fully in all discussions and deliberations.

SECTION 2. Voting shall be by Member Boards. The president of a Member Board in good standing or his duly accredited alternative, who shall be a Board Member of the same Board, shall in viva voce or roll call voting cast the vote for his Board, and he shall be entitled to as many votes as his Board has REALTOR® or REALTOR-ASSOCIATE® Members, all of whom must be in good standing according to the records of the National Association. Voting by proxy or division of the vote of a Member Board shall not be permitted.

SECTION 3. Written notice to certify delegates to the National Convention shall be given by the National Association to each Member Board at least 60 days before the convention. A Committee on Credentials shall be appointed by the President each year to pass upon all credentials and report to the National Convention. Written certification of delegates by Member Boards shall be required to be registered and certified no later than twenty-four hours prior to the meeting of the Delegate Body.

SECTION 4. Wherever notice of meetings or of the subjects to be considered at meetings is required or authorized by this Constitution, publication of such notice in an official publication which is mailed to all members of the National Association within the required time limits, shall be deemed to be good and sufficient notice.

SECTION 5. Presidents of Member Boards or their accredited alternatives present at the National Convention shall elect the Directors at Large.

SECTION 6. Presidents of Member Boards or their accredited alternates present at the National Convention shall elect the Directors of the National Association. Directors elected at the National Convention shall assume office on the day following the official closing

of the Annual Convention and shall serve until their successors are elected and assume office.

SECTION 7. Presidents of Member Boards or their accredited alternates present at the National Convention may make recommendations to the Board of Directors as to the general policies of the National Association and as to the actions to be taken upon specific questions.

SECTION 8. Presidents of Member Boards or their accredited alternates from 100 Member Boards shall constitute a quorum.

SECTION 9. Presidents of Member Boards or their accredited alternates shall meet at the National Convention and may meet at the Midwinter Business Meeting or the Midyear Meeting when called to do so in accordance with Article XII, Section 2 of this Constitution.

SECTION 10. An Individual Member who is qualified to vote under Article III, Section 5 of this Constitution and is present at the National Convention, shall have the right to vote in person in any election in which presidents of the Member Boards may vote.

ARTICLE X

ELECTIONS

SECTION 1. The annual election of Directors shall be held at the meeting of the Delegates to the National Convention. The annual election of officers shall be the first order of business at the meeting of the Board of Directors immediately preceding the annual meeting of the delegates. Effective January 1, 1999, the annual election of officers shall be the first order of business at the Midyear meeting of the Board of Directors.

SECTION 2. There shall be a Nominating Committee consisting of:

(A) The Past President twice removed of the National Association or his most recent predecessor who is able and willing to serve;

(B) Two persons appointed by the Advisory Committee from among its members;

(C) One person appointed by the President of the National Association from each Region created pursuant to Article XIV, provided such person has not served on

the Nominating Committee during the year preceding the year of appointment, and has served as a Director of the National Association during at least two of the preceding five years.

(D) The immediate Past President of the National Association shall serve as an ex officio member of the Committee.

The Chairman shall be the Past President twice removed and if he is unable to serve, his most recent and available predecessor shall serve in his stead except that in no case shall a Past President serve as Chairman for two successive years subsequent to the year 1982.

The President shall be advised by the Regions concerning those persons to be appointed by him to the Nominating Committee from the Region. The procedure by which the Regions shall advise the President shall be determined by the Region.

SECTION 3. The Nominating Committee shall nominate a slate of Directors and Officers of the National Association. The membership of the National Association shall be given written notice of the slate of nominees on or before August 15. (This section to be deleted January 1, 1999.)

SECTION 4. Names in addition to those nominated by the Nominating Committee may be placed in nomination by petition if received at the headquarters of the National Association on or before September 30.

(A) Petitions on behalf of candidates for the office of President-Elect, First Vice President or Treasurer, shall be signed by not less than twenty percent of the Directors of which Directors not more than one-fifth shall be from the same State.

(B) Petitions on behalf of candidates for the office of Regional Vice President shall be signed by not less than twenty percent of the Directors of the Region which he will represent of which Directors not more than one-half shall be from the same State.

(C) Petitions on behalf of candidates for the office of Directors shall be signed by five percent of the REALTORS® and REALTOR-ASSOCIATE®s from the State which the Director will represent or 500 of them, whichever number is less.

The Board of Directors shall be advised of petitions properly filed for each office other than Director by notice mailed on or before October 20. Notice of

nominees by petition for the office of Director shall be posted prominently in the Headquarters Hotel of the National Association at least two days prior to the annual meeting of members. (This Section to be deleted January 1, 1999)

SECTION 5. The Nominating Committee shall meet at the Midwinter Business Meeting for the purpose of organizing itself, establishing its procedures, and initiating its deliberations. Incident to the Midyear Meeting of the Board of Directors, the Nominating Committee shall hold hearings at which it will receive recommendations concerning potential nominees for office. The Nominating Committee may hold, on its own motion, such meetings as it may deem necessary to complete its slate of nominees prior to August 15. (This Section to be deleted January 1, 1999)

SECTION 6. (A) Effective January 1, 1999 the Nominating Committee shall nominate a slate of Directors of the National Association. The membership of the National Association shall be given written notice of the slate of nominees for Director on or before August 15.

(B) Names in addition to those nominated by the Nominating Committee for Director may be placed in nomination by petition if received at the headquarters of the National Association on or before September 30.

(C) Petitions on behalf of candidates for the office of Director shall be signed by five percent of the REALTORS® and REALTOR-ASSOCIATE®s from the State which the Director will represent or 500 of them, whichever number is less.

Notice of nominees by petition for the office of Director shall be posted prominently in the Headquarters Hotel of the National Association at least two days prior to the annual meeting of members.

SECTION 7. (A) Effective January 1, 1996, persons intending to be candidates for the National Association offices of President-Elect, First Vice President, and Treasurer in the 1999 election and each election thereafter shall file a notice declaring their intention to be a candidate and the office for which they will be a candidate. This notice declaring their intent shall be filed with the incoming Nominating Committee no sooner than 1st day and no later than the 15th day of October three years prior to the year of the election in which they intend to run for office. The Chairman of the Nominating Committee shall report to the Board of Directors at the annual meeting of the National

Association following the filing of these notices the names of all persons who have filed their intention to seek office and the office for which they will be a candidate.

(B) Following the annual meeting at which the names are reported to the Board of Directors by the Chairman of the Nominating Committee, the Nominating Committee shall review the qualifications of all candidates who have filed notice of their intent to determine their eligibility to serve as an officer of the National Association. This review shall include conducting a financial and legal audit of each candidate, personal interviews with the candidates by Past Presidents, if requested by the Past Presidents, and the receipt of endorsements on behalf of the candidates from Regions, State and Local Associations and National Directors. Each endorsement received by the Nominating Committee must be accompanied by a verification, dated within 120 days of the day the endorsement is submitted to the Nominating Committee and signed by the candidate, stating that the current Directors or other duly authorized body of the party making the endorsement have endorsed the candidate.

(C) The Nominating Committee's review of the qualifications of all declared candidates for the offices of the National Association shall be completed prior to the next annual meeting of the National Association. At that annual meeting of the National Association, the Nominating Committee shall nominate at least one nominee for each of the offices of President-Elect, First Vice President and Treasurer from among the declared candidates and a nominee for Regional Vice President for each of the Regions. Notice of the nominee slate shall be provided to the membership of the National Association prior to January 15th of the next year.

(D) Names may be added to the slate of officers nominated by the Nominating Committee for the offices of President-Elect, First Vice President, Treasurer and Regional Vice President. These names may be placed in nomination by petition if the petition is received at the headquarters of the National Association on or before February 28th of the year following nomination of the slate of officers by the Nominating Committee. Individuals nominated by petition need not have previously declared their intent to be a candidate for office in the National Association.

(1) Petitions on behalf of candidates for the office of President-Elect, First Vice President, and Treasurer shall be signed by not less than twenty percent of the Directors of which

Directors not more than one-fifth shall be from the same State.

(2) Petitions on behalf of candidates for the office of Regional Vice President shall be signed by not less than twenty percent of the Directors of the Region which the Regional Vice President will represent of which Directors not more than one-half shall be from the same state.

(E) The Board of Directors shall be advised of petitions properly filed for each office other than Director by notice mailed on or before March 21st.

(F) No member may accept and no Region, State or Local Association or National Director may provide financial support and/or an official endorsement of any candidate any earlier than October 1 of the year in which that member files or would have filed with the Nominating Committee the member's intent to be a candidate for office of President-Elect, First Vice President or Treasurer of the National Association. Provided, however, a member's home Region, State or Local Association may provide financial support and/or an official endorsement of that member after April 1 of the year in which that member files or would have filed with the Nominating Committee the member's intent to be a candidate for the office of President-Elect, First Vice President or Treasurer of the National Association.

SECTION 8. Effective January 1, 1999 the Nominating Committee shall meet at the Midwinter Business Meeting for the purpose of organizing itself, establishing its procedures, and initiating its deliberations. The Nominating Committee may hold, on its own motion, such meetings as it may deem necessary to complete its slate of nominees pursuant to the schedule set forth in this Article.

EFFECTIVE JANUARY 1, 1999, SECTIONS 3, 4, AND 5 ARE DELETED AND THE REMAINING SECTIONS RENUMBERED.

ARTICLE XI

FISCAL AND ELECTIVE YEAR

SECTION 1. The fiscal year of the National Association shall be from January 1 to December 31, inclusive.

SECTION 2. The elective year of the National Association shall begin the day following the official closing of the Annual Convention and the end of the last day of the Annual Convention.

ARTICLE XII

MIDWINTER BUSINESS MEETING, MIDYEAR MEETING, AND SPECIAL MEETINGS

SECTION 1. The Board of Directors, Officers and Committees of the National Association shall hold a Midwinter Business Meeting annually, at a date and place fixed by the Board of Directors. This meeting shall be known as the Midwinter Business Meeting.

SECTION 2. The Board of Directors or the President, upon thirty days notice may issue a call for delegates of Member Boards and Individual Members who are qualified to vote individually to meet at the Midwinter Business Meeting or the Midyear Meeting.

SECTION 3. Special meetings of the National Association shall be called by the Board of Directors or by the President upon petition by at least twenty percent of its Member Boards or upon petition signed by the number of Member Boards and Individual Members who are qualified to vote individually representing at least twenty percent of the total REALTOR® and REALTOR-ASSOCIATE® Members, and such Individual Members.

ARTICLE XIII

INSTITUTES, SOCIETIES AND COUNCILS

SECTION 1. (A) For the purpose of affording those affiliated with Member Boards a greater opportunity for cooperation and discussion of administrative and business problems of the particular phases of the real estate business in which they are individually interested, the Board of Directors may establish Institutes, Societies or Councils of the National Association.

(B) No Institute, Society or Council shall be established or maintained which has less than one hundred Members.

SECTION 2. (A) Institutes, Societies and Councils shall represent major fields of activity, or administrative and business problems in the real estate business. Institutes, Societies and Councils may, with the approval of the Board of Directors, adopt and amend corporate charters, adopt and amend Bylaws, elect governing bodies and officers, prescribe qualifications for membership, and establish and collect dues which shall be segregated in the books of account for their own use.

(B) Councils created for the consideration of administrative and business problems may elect a Chairman and appoint committees but may not levy dues or establish special membership requirements without the expressed approval of the Board of Directors of the National Association.

SECTION 3. Institutes, Societies and Councils shall meet during the National Convention at such times and places as may be allotted by the Convention Committee. Should any Institute, Society or Council determine to meet at a time within seven days of the starting or ending dates of the Midwinter or Midyear Business Meetings of the NATIONAL ASSOCIATION OF REALTORS® and at a place within a radius of fifty miles of the city in which such meetings are held, such Institute, Society or Council shall meet with the National Association and on such dates and in such facilities as may be allotted by the Meeting/Convention Committee. The Executive Vice President and President of each Institute, Society and Council or his designated representative shall attend the National Association's Midwinter and Midyear Meetings.

SECTION 4. Subject to the provisions of Article XX hereof, any action by the Institutes, Societies or Councils shall be subject to the approval of the Board of Directors. The Constitution, Articles of Incorporation and Bylaws of the Institutes, Societies and Councils shall specifically make appropriate provisions for such approval.

SECTION 5. (A) Attendance at any or all meetings of the Institutes, Societies or Councils shall be open to all members of the National Association, provided that the privilege of such attendance at such meetings held in conjunction with the National Convention shall be subject to the payment of the National Convention registration fee.

(B) If Institutes, Societies or Councils have established dues as provided in their Bylaws, only members of such Institutes, Societies or Councils shall be entitled to

participate in their discussions, vote and receive without added cost their publications or other services.

SECTION 6. Members of the Institutes, Societies or Councils who hold a professional designation awarded by the Institute, Society or Council or who hold a class of membership that confers the right to vote or hold office shall hold REALTOR®, REALTOR-ASSOCIATE® or Institute Affiliate Membership in Member Boards of the NATIONAL ASSOCIATION OF REALTORS®, provided, however, that persons engaged in the real estate business outside of the United States, its insular possessions and the Commonwealth of Puerto Rico shall not be obligated to maintain any form of membership in the NATIONAL ASSOCIATION OF REALTORS® as a precondition to membership in any Institute, Society or Council.

ARTICLE XIV

REGIONS

SECTION 1. The Board of Directors may create regions in the United States, and may conduct Regional meetings and conferences in such regions.

ARTICLE XV

STATE ASSOCIATIONS: MEMBERSHIP AGREEMENT

SECTION 1. The National Association may enter into a membership agreement with a state association which shall provide that all of the Member Boards in such state must be and continue to be, as a condition of continued membership in the National Association, Members of the state association. The Board of Directors shall consider such membership agreement only when and if requested by a state association, and a thirty-day written notice of such application shall be sent to all members of the Board of Directors preceding the meeting at which it will be considered. An application for such membership agreement may be granted by the National Association provided that the state association complies with the following standards and conditions:

(A) Such associations shall be organized with local boards as its constituent members, except that it may have individuals as Members in any area where there is no Member Board;

(B) Such association shall adopt the Code of Ethics of the National Association and agree to aid in its enforcement.

(C) Such association shall adopt as minimum requirements for election to membership of any local board or any individual the minimum requirements established by the National Association from time to time;

(D) Such association shall agree that after a specified date all of its Member Boards and Individual Members, as a condition of continued membership, shall hold membership in the National Association;

(E) The application of any such association for a membership agreement shall be endorsed by a number of Member Boards and Individual Members of the National Association in such state representing sixty-six and two-thirds percent of the REALTOR® Members and Individual Members therein;

(F) A state association having a membership agreement with the National Association may terminate such agreement by vote of a number of Member Boards and Individual Members of the National Association in such state representing sixty-six and two-thirds percent of the REALTOR® Members and Individual Members of such association.

SECTION 2. When the National Association shall have entered into a membership agreement with any state association complying with the provisions of this Article, any local board or individual within the territory of such association shall not be elected to membership in the National Association unless such board or individual shall be a member of such state association, and Member Boards and Individual Members of the National Association within the territory of such state association shall, as a condition of continued membership in the National Association, maintain membership in such state association; provided, however, that the National Association shall reserve the right of review on the application of any local board refused membership in a state association and of retaining as a Member Board in the National Association any local board which resigns from a state association or which is expelled from such association for any cause other than the nonpayment of dues on a parity with other Member Boards in such state; and provided further, that any state association may, upon so notifying the National Association, also reserve the right of review on the application of any local board refused

membership in the National Association and of retaining as a Member Board in such state association any local board which resigns from, or is expelled from, the National Association for any cause other than the nonpayment of dues to the National Association on a parity with other Member Boards.

ARTICLE XVI

GIFTS AND BEQUESTS

SECTION 1. The National Association may accept gifts and bequests which shall be administered by the Board of Directors and which shall constitute an endowment; the income derived from investment of such gifts and bequests shall be used to promote the objects of the National Association. The National Association also may accept gifts and bequests for specific purposes, provided such purposes shall have the approval of the Board of Directors, in which case such gifts or bequests shall be used only for the purposes and in the manner specified by the donor.

ARTICLE XVII

NATIONAL ASSOCIATION HEADQUARTERS

SECTION 1. The National Association shall maintain headquarters at Chicago, Illinois, or at such other place or places as may be designated from time to time by the Board of Directors.

SECTION 2. The legal headquarters of the National Association shall be maintained in Chicago, Illinois, the state of incorporation.

ARTICLE XVIII

BYLAWS

SECTION 1. Bylaws may be adopted or amended at any meeting by two-thirds of the Directors present at such meeting, provided that a quorum is present at such meeting, and provided that the substance of the proposed amendments shall have been submitted to the Member Boards at least 30 days in advance of their adoption.

ARTICLE XIX

AMENDMENTS

SECTION 1. This Constitution may be amended by two-thirds of the number of votes cast by the delegates at the National Convention, provided the proposed amendment shall first have been submitted in writing to and been reported upon by the Board of Directors, and provided further, that written notice of the substance of the proposed change has been sent to each Member Board and Individual Member who is qualified to vote individually at least 30 days prior to the meeting at which the amendment is to be considered.

SECTION 2. The Code of Ethics may be amended by two-thirds of the number of votes cast by the delegates at the National Convention; provided the proposed amendment shall first have been submitted in writing and have been reported upon by the Board of Directors, and provided further, that written notice of the substance of the amendment has been sent to each Member Board and Individual Member who is qualified to vote individually at least 30 days prior to the National Convention at which the amendment is to be considered.

ARTICLE XX

INSTITUTES, SOCIETIES AND COUNCILS, NATIONAL ASSOCIATION OF REALTOR® RIGHTS AND RESPONSIBILITIES

SECTION 1. The following rights and responsibilities are reserved to each of the Institutes, Societies and Councils respectively:

(A) The establishment of qualifications and the establishment and administration of procedures, for admission to candidacy and membership and the awarding of professional designations of the Institute, Society and Council to persons who are members of, or affiliated with, the National Association;

(B) The establishment of membership dues in the Institute, Society or Council and all other fees charged members and candidates for membership and others accredited, or seeking accreditation, by the Institute, Society or Council;

(C) The selection, supervision of and the determination of compensation and duties for all staff and other personnel of each Institute, Society or Council;

(D) The establishment of a Code of Ethics and Standards of Professional Practices for the Institute, Society or Council which are not inconsistent with the Code of Ethics of the National Association as from time to time amended; provided, however, that in order for its members to be eligible for Institute Affiliate Membership pursuant to Article III, such Institute, Society or Council must adopt and enforce the National Association's Code of Ethics or a code of ethics approved by the National Association that addresses the specialty area of that Institute, Society or Council, which code of ethics must apply to all persons who have been awarded a professional designation and those who hold classes of membership that confer the right to vote or hold office;

(E) The establishment and administration of appropriate procedures for the enforcement by each Institute, Society or Council of its Code of Ethics and Standards of Professional Practice;

(F) The determination of the qualification for, enrollment in, fees for, and the content, scheduling, administration, organization and operation of, all Institute, Society or Council education programs, curricula, courses, and seminars dealing with or relating to the phase of the real estate business with which the Institute, Society or Council is concerned;

(G) The preparation, publication, distribution and pricing of Institute, Society or Council educational material dealing with or relating to the phase of the real estate business and other matters with which the Institute, Society or Council is concerned, including the determination of content, viewpoint, and sources;

(H) The establishment, alteration and dissolution of local chapters of each Institute, Society or Council and the control over each such chapter's composition, powers and duties;

(I) Those other items, matters and activities as necessary to carry out those rights and responsibilities reserved to Institutes, Societies and Councils by this Article XX and which are not otherwise inconsistent with this Constitution.

SECTION 2. The National Association shall have the following rights and responsibilities:

(A) The sole responsibility to administer, coordinate, report on and deal with both legislative and executive branches of agencies of federal, state or local governments, including independent regulatory agencies and including, but not limited to, the duty to maintain a Washington office for the purpose of reporting to the membership of the National Association and the Institutes, Societies and Councils all matters concerning the activities or proposed activities of the executive and legislative branches and agencies of the Federal government that relate to real estate. The Committee structure shall provide the opportunity for the Institutes, Societies and Councils to have input into the decision-making process;

The National Association has the responsibility for the various matters enumerated above, but shall encourage the Institutes, Societies and Councils to assume a participatory role with respect to each of such activities.

Notwithstanding the above, the Institutes, Societies and Councils shall be permitted to engage in such activities with respect to issues in which the National Association is not involved or is inactive, so long as no positions are taken with conflict with positions of the National Association and provided further that all such activities undertaken by any Institute, Society or Council shall have the prior approval of the National Association.

(B) General responsibility to plan the National conventions and meetings including, but not limited to, the responsibility for coordinating the meeting schedules of the National Association and the Institutes, Societies and Councils so as to minimize scheduling conflicts;

(C) Responsibility to make available to the Institutes, Societies and Councils appropriate office space, accounting and computer services, mailing services and fringe benefits for staff so that such space, services and benefits will be of high quality at the lowest possible cost;

(D) Responsibility to assist in coordinating scheduling of Institutes, Societies and Councils educational courses and programs with the scheduling of educational courses and programs of other Institutes, Societies and Councils and the National Association so as to avoid whenever possible scheduling conflicts.

Although the National Association has the responsibility for the various matters enumerated above, this shall not be construed to restrict or prevent Institutes, Societies and Councils from assuming a secondary role with

respect to each of such activities which is not inconsistent with the policy of the National Association.

SECTION 3. In the event that a question or controversy arises with respect to the proper interpretation of this Article XX, such question or controversy shall be referred to the Institute Advisory Committee. The Institute Advisory Committee shall make an investigation to determine the relevant facts and circumstances bearing upon the question or controversy, and if appropriate, shall conduct a hearing relating to the matter.

The decision of the Institute Advisory Committee with respect to any such questions or controversy relating to the proper interpretation of this Article XX shall be final unless, after notice as hereinafter specified, such decision is reversed by the affirmative vote of not less than two-thirds of the members of the Executive Committee of the National Association present at a regular or special meeting of such Executive Committee, the decision of the Executive Committee shall be final. The Executive Committee shall not take any action to modify or reverse any such decision of the Institute Advisory Committee unless written notice of the intention to consider such decision, together with the full report of the Institute Advisory Committee, shall be submitted to the members of the Executive Committee not less than twenty-four (24) hours prior to such action.

SECTION 4. The NATIONAL ASSOCIATION OF REALTORS® and each Institute, Society and Council affiliated with the National Association as of January 1, 1993 that is separately incorporated may terminate the affiliation established under Article XIII, Section 1(A) hereof by a two-thirds vote of the respective governing body, with any such disaffiliation to be effective eighteen months from the date of the vote to disaffiliate. Any affiliation established with an Institute, Society or Council subsequent to January 1 of 1993 may be terminated by a majority vote of the National Association's Board of Directors with such disaffiliation to take effect immediately unless otherwise specified by the Board of Directors.

BYLAWS

ARTICLE I

MEMBERSHIP

SECTION 1. (A) Local boards shall be enrolled as Member Boards and individuals shall be enrolled as Individual Members when their written applications have been received and presented to the Board of Directors and when the Board of Directors shall find that the applicants have complied with the requirements of the Constitution and Bylaws.

(B) The application of any local board for membership in the National Association shall be in such form as may be prescribed by the Board of Directors and shall contain a statement to the effect that it has been approved by a majority of the REALTOR® Members of the applicant board. Effective January 1, 1974.

SECTION 2. No Member Board, nor any Institute, Society or Council, shall apply any arbitrary numerical or other inequitable limitation on its membership nor adopt any rule, regulation, practice or policy inconsistent with or contrary to any policy adopted by the Board of Directors.

SECTION 3. Unless qualified salesmen and independent contractors employed by or affiliated with a REALTOR® Member are eligible for REALTOR® membership in Member Boards, such salesmen and independent contractors shall be eligible for REALTOR-ASSOCIATE® membership in such Member Boards, and all Member Boards from and after January 1, 1974, shall make provision for such REALTOR-ASSOCIATE® membership.

SECTION 4. Resignations of local boards shall be considered and acted upon by the Board of Directors of the National Association; provided, however, that any local board tendering its resignation shall not be delinquent in its dues to the National Association, and provided further, that such resignation shall state the reasons therefore and shall verify that at least a majority of all its REALTOR® Members shall have voted in favor of such resignation.

ARTICLE II

ANNUAL DUES¹

SECTION 1. (A) The annual dues of each Member Board (local Board) as defined in Article III, Section 1(B)(1) of the Constitution, shall be in an amount established annually by the Board of Directors at the Midyear Meeting times the sum of the number of REALTOR® and REALTOR-ASSOCIATE® members of the Board and the number of individuals who are licensed with such REALTOR® members of the Board and who are not themselves REALTOR®, REALTOR-ASSOCIATE® or Institute Affiliate members of the Board provided such individuals are not otherwise included in the computation of dues payable by another Member Board. In addition to the foregoing amount, each local board shall pay to the National Association an amount equal to \$25 times the sum of the number of Institute Affiliate Members of the Board.

The annual dues of each Member Board (State Association) as defined in Article III, Section 1(B)(2) of the Constitution, shall be the amount established by the Board of Directors pursuant to Section 1(A) hereof times the sum of the number of REALTOR® and REALTOR-ASSOCIATE® members of the Board who are not eligible for membership in any local board within the state and the number of individuals who are licensed with such REALTOR® members of the Board and who are not themselves REALTOR®, REALTOR-ASSOCIATE® or Institute Affiliate members of the Board. In addition to the foregoing amount, each State Association shall pay to the National Association an amount equal to \$25 times the sum of the number of Institute Affiliate Members of the State Association who are not eligible for membership in any local board within the state.

(B) For the purpose of this section, a REALTOR® Member of a Member Board shall be held to be any Member who has a place of business within the jurisdiction of the Member Board and who, as a sole proprietor, partner, or officer of a real estate firm or corporation, is actively engaged in real estate business as defined in Article III, Section 1 of the Constitution. A REALTOR-ASSOCIATE® Member of a Member

¹ By amendment, approved November 11, 1991, in Las Vegas, NV, this article has been modified to accomplish a specific and beneficial merger in Cook County, IL. The modification is applicable only to those who are parties to this merger. The text of the merger agreement, with its special dues formula, is recorded in the minutes of the Board of Directors Meeting of November 11, 1991. This amendment will be deleted, without vote, when the terms of the merger agreement, pertaining to the special dues formula are fulfilled.

Board shall be held to be any Member employed by or affiliated with a REALTOR® Member as a sales employee or independent contractor unless such Member is classified by the member Board as a REALTOR® Member in which case he shall be deemed a REALTOR® Member. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by a REALTOR® or by any broker who is licensed with the REALTOR® or by an entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in soliciting and/or referring clients or customers to the REALTOR® for consideration on a substantially exclusive basis, provided that such licensee is not otherwise included in the computation of dues payable by the sole proprietor, partner, or corporate officer of the entity. Upon payment to the National Association of the dues required under Section 1(A) hereof, each REALTOR® and REALTOR-ASSOCIATE® Member in good standing of a Member Board shall be deemed respectively a REALTOR® or REALTOR-ASSOCIATE® Member in good standing of the National Association.

This paragraph is effective January 1, 1996, and will replace paragraph (B) immediately preceding. However, any state association may elect to implement this paragraph with respect to itself and all member boards within the state any time subsequent to February 5, 1996.

(B) For the purpose of this section, a REALTOR® Member of a Member Board shall be held to be any Member who has a place of business within the state and who, as a sole proprietor, partner, or officer of a real estate firm or corporation, is actively engaged in real estate business as defined in Article III, Section 1 of the Constitution. A REALTOR-ASSOCIATE® Member of a Member Board shall be held to be any Member employed by or affiliated with a REALTOR® Member as a sales employee or independent contractor unless such Member is classified by the member Board as a REALTOR® Member in which case he shall be deemed a REALTOR® Member. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by a REALTOR® or by any broker who is licensed with the REALTOR® or by an entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in soliciting and/or referring clients or customers to the REALTOR® for consideration on a substantially exclusive basis, provided that such licensee is not otherwise included in the computation of dues payable by the sole proprietor, partner, or corporate officer of the entity. Upon payment to the National Association of the dues required under Section 1(A) hereof, each REALTOR® and REALTOR-ASSOCIATE® Member in good standing of a Member Board shall be deemed respectively a REALTOR® or REALTOR-ASSOCIATE® Member in good standing of the National Association.

SECTION 2. Each year each Member Board shall file with the National Association a list of the names of the REALTOR®, REALTOR-ASSOCIATE® and Institute Affiliate Members of the Board and the numbers of individuals licensed with REALTOR® Members of the Board who are not themselves Board Members, which list and number shall be certified by the President and Secretary of the Board.

At such time such list is filed each Member Board shall pay dues for the current fiscal year based upon such list, which dues shall be adjusted each quarter to reflect

those new Members enrolled by the Member Board during the preceding quarter who were not previously licensed with a REALTOR® Member of the Board during the current fiscal year and to reflect any net increase in the number of individuals licensed with REALTOR® Members of the Board who are not themselves Board Members.

(B) In calculating the dues payable to the National Association by a Member Board, no member having his principal place of business in the jurisdiction of another Member Board shall be considered, provided such member has notified the state association, and each local board to which he belongs of the location of his principal place of business and the identity of the Member Board having jurisdiction over such location.

This paragraph is effective January 1, 1996, and will replace paragraph (B) immediately preceding. However, any state association may elect to implement this paragraph with respect to itself and all member boards within the state any date subsequent to February 5, 1994.

(B) In calculating the dues payable to the National Association by a Member Board, no member holding primary membership in another Member Board shall be considered, provided such member has notified the state association, and each local board to which he belongs of the identity of the Member Board where he holds primary membership.

SECTION 3.

(A) The annual dues payable by an Individual Member as defined in Article III, Section 1(D) of the Constitution shall be the amount established by the Board of Directors pursuant to Section 1(A) hereof, payable directly to the National Association.

(B) The annual dues payable by International Members as defined in Article III, Section 1(E) of the Constitution shall be established from time to time by the Board of Directors of the National Association with due consideration to the cost of the membership services provided.

SECTION 4. The dues of each Member Board and Individual Member shall be paid annually in advance

and shall be due to the National Association on January 1 of each year. If annual dues are not paid by April 1, the Association may assess such late charges and administrative fees as may be established by the Board of Directors. Any Member Board or Individual Member delinquent in payment of dues by more than 90 days may be required to show cause as to why the Board of Directors, at its discretion, should not revoke the charter of such Member Board or drop such Individual Member from membership.

SECTION 5. Each person attending the National Convention shall pay such registration fee as shall be prescribed by the Board of Directors.

SECTION 6. Upon giving at least thirty (30) days notice in writing, and subject to the approval of the Board of Directors, any Institute, Society or Council, in accordance with its Bylaws, may:

- (A) Increase its annual membership dues;
- (B) Establish active, associate, and sustaining forms of membership.

SECTION 7. The payment of dues in an Institute, Society or Council shall entitle every member to such rights and privileges as may be provided in its Bylaws, subject to the approval of the Board of Directors of the National Association, except that the exercise of such rights and privileges at any session of an Institute, Society or Council held in conjunction with the National Convention shall be further subject to the payment of the convention registration fee and to conformance with the convention regulations of the National Association.

SECTION 8. Notwithstanding anything in this Article to the contrary, the dues payable by a Member Board to the National Association shall be reduced by the amount established by the Board of Directors pursuant to Section 1(A) hereof, times the number of REALTOR® Emeriti, Past Presidents of the National Association and recipients of the Distinguished Service Award who are members of the Board.

ARTICLE III

TERRITORIAL JURISDICTION

SECTION 1. Except as provided in Section 2 of this Article, the territory of a Member Board shall be defined by the Board of Directors of the National Association, taking into consideration the ability of the Board to service its members and the public, to enforce the Code of Ethics, and to safeguard the registered marks of the National Association. All Member Boards shall have the same privileges and responsibilities set forth in this Article.

SECTION 2. Disputes concerning the jurisdiction and/or the name of a Member Board shall be determined by the Membership Policy and Board Jurisdiction Committee at a hearing conducted in accordance with the procedures set forth in the Board Jurisdiction Manual of the National Association. The decision of the hearing panel will be final except that the Board of Directors may require a new hearing before a different panel of the Committee if it determines the procedures failed to provide due process.

SECTION 3. Jurisdiction of a Member Board is hereby defined to mean:

(A) The right and duty to control the use of the term REALTOR®, REALTORS®, and REALTOR-ASSOCIATE® jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS® subject to the conditions set forth in these Bylaws, including the duty to promptly report to the NATIONAL ASSOCIATION OF REALTORS® any unauthorized or improper use of such terms and to fully cooperate and coordinate with the NATIONAL ASSOCIATION OF REALTORS® in any and all attempts to halt or prevent any such unauthorized or improper use of these terms, and;

(B) The duty to enforce the Code of Ethics, and;

(C) The right to have as a REALTOR®, REALTOR-ASSOCIATE® or Institute Affiliate Member any person engaged in any branch of the real estate business, including brokerage, management, mortgage financing, appraising, land development and building, and other related aspects of the real estate business, whose principal place of business is within the jurisdiction of the Board or who is a REALTOR® or REALTOR-ASSOCIATE® Member of another

Member Board within the jurisdiction of which his principal place of business is located.

This paragraph is effective January 1, 1996, and will replace paragraph (C) immediately preceding. However, any state association may elect to implement this paragraph with respect to itself and all member boards within the state any date subsequent to February 5, 1994.

(C) The authority to accept as a REALTOR®, REALTOR-ASSOCIATE® or Institute Affiliate Member any person engaged in any branch of the real estate business, including brokerage, management, mortgage financing, appraising, land development and building, and other related aspects of the real estate business who maintains an office within the state and who complies with any licensure or other regulatory requirements applicable to his business activities within the state.

SECTION 4. If the territory of a Member Board has never been approved, the Board of Directors of the National Association shall, upon notice to such Member Board and an opportunity for hearing, define its territory, and such action shall be binding upon the Member Board concerned.

SECTION 5. A Member Board shall not accept or retain in any form of membership a person who is engaged in any branch of the real estate business, including brokerage, management, mortgage financing, appraising, land development and building, or other related aspects of the real estate business, whose principal place of business is within the territory of another Member Board unless such person is a member of such other Member Board, or unless such other Member Board has consented in writing to such membership. An individual whose principal place of business is located in territory shared by two Member Boards may, but is not required to, hold membership in both Boards. There shall be no restrictions based on office location with respect to membership in a Commercial Board.

SECTION 6. A member shall not use the term REALTOR®, REALTORS® or REALTOR-ASSOCIATE® in connection with a place of business maintained within the territory of a Member Board of which he is not a Board Member without the written consent of such board.

SECTION 7. A Member Board shall not permit the use of the term REALTOR®, REALTORS® or REALTOR-ASSOCIATE® in connection with a place of business maintained within the territory of another Member Board of which such member is not a Board Member without the written consent of such other Member Board.

Sections 5, 6, and 7 are deleted effective January 1, 1996. Furthermore, these sections shall not apply to member boards within any state that has duly adopted the amendments to implement Board of Choice.

SECTION 8. Any Member Board within whose territory a provision of this Article is violated by a member of another Member Board may complain of such violation to the Member Board of which the violator is a member, which Board thereupon shall take the necessary steps to enforce such provision. If it fails to do so, the complaining Board shall have the right to submit the matter to the National Association for appropriate action.

SECTION 9. Any Member Board which shall neglect or refuse to maintain and enforce the provisions of this Article or neglect or refuse to cooperate with the NATIONAL ASSOCIATION OF REALTOR® in the maintenance and enforcement of this Article with respect to its members may, after due notice and opportunity for hearing, be expelled by the Board of Directors from membership in the National Association.

ARTICLE IV

CODE OF ETHICS

SECTION 1. Each Member Board shall adopt the Code of Ethics of the National Association as a part of its governing regulations for violation of which disciplinary action may be taken.

SECTION 2. Any Member Board which shall neglect or refuse to maintain and enforce the Code of Ethics with respect to the business activities of its members may, after due notice and opportunity for hearing, be expelled by the Board of Directors from membership in the National Association.

ARTICLE V

USE OF THE TERMS REALTOR®, REALTORS® AND REALTOR-ASSOCIATE®

SECTION 1. Upon application of a Member Board, the Board of Directors may license such Board to use the term REALTOR® or REALTORS® as a part of its name under the following conditions:

(A) Such Board shall sign a written agreement with the Board of Directors of the National Association agreeing to eliminate the term REALTOR® or REALTORS® from its name immediately when and if it either shall cease to maintain or shall lose its membership in the National Association.

(B) The use of the term REALTOR® or REALTORS® in the name of such Board shall be in such manner as may be prescribed by the Board of Directors.

SECTION 2. Individual Members are hereby licensed to use the term REALTOR®, REALTORS® or REALTOR-ASSOCIATE® in connection with their business, provided the term is used in connection with a place of business which is not within the jurisdiction of a Member Board.

SECTION 3. REALTOR® Members are hereby licensed to use the term REALTOR®, REALTORS® or REALTOR-ASSOCIATE® in connection with their business, subject to the right of each Member Board to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS® such use within its territory.

SECTION 4. Any REALTOR® may use the term REALTOR® or REALTORS® and any REALTOR-ASSOCIATE® may use the term REALTOR-ASSOCIATE® in any area outside the jurisdiction of the Member Board of which he is a member, provided such terms are used in connection with his place of business within the jurisdiction of such Member Board.

Section 4 is deleted effective January 1, 1996. Furthermore, this section shall not apply to member boards within any state that has duly adopted the amendments to implement Board of Choice.

SECTION 5. A firm, partnership, corporation, or branch office whose principals actively engaged in the real estate business are REALTOR® members of a Member Board may use the term REALTOR® or REALTORS® in connection with, but not as a part of, its name thus: "The _____ Real Estate Company, REALTORS®", but this privilege shall cease upon suspension or expulsion of any such principal from membership in the Board, and shall not revive unless or until he is readmitted to membership therein or his suspension expires or he severs his connection with the firm, partnership or corporation.

SECTION 6. Each Member Board is hereby licensed to use the term REALTOR® or REALTORS® in the name of its headquarters building, in the title of its official publication, and of educational or civic meetings, services, or clinics sponsored by the Board, provided that the affiliation of the undertaking with the Member Board or the National Association is indicated, and that Board Members may participate therein.

SECTION 7. REALTOR® members are hereby licensed to use the terms REALTOR® or REALTORS® in connection with activities in support of specific candidates in specific elections to public office or nomination for election to public office, provided the definition of the term REALTOR® as a registered collective membership mark which identifies members of the NATIONAL ASSOCIATION OF REALTORS® and the identification of those conducting such activities as members of a member Board(s) is included on all letterhead and other written campaign literature, in all campaign media aids and on other materials unless not reasonably practical. Any such use must cease immediately after the election.

SECTION 8. Except as specifically otherwise provided in this Article, use of descriptive words or phrases in connection with the term REALTOR®, REALTOR® or REALTOR-ASSOCIATE® is expressly prohibited.

SECTION 9. Wherever the terms REALTOR®, REALTORS® or REALTOR-ASSOCIATE® are used in these Bylaws, they shall be understood to include the imprint of the emblem seal of the National Association.

SECTION 10. Any Member Board which shall neglect or refuse to maintain and enforce the provisions of this Article, or neglect or refuse to cooperate with the NATIONAL ASSOCIATION OF REALTORS® in the maintenance and enforcement of this Article with respect to its members may, after due notice and

opportunity for hearing, be expelled by the Board of Directors from membership in the National Association.

SECTION 11. No Member Board or state association shall sponsor, endorse, recognize, or award, directly or indirectly, any professional designations other than those available through the Institutes, Societies and Councils of the National Association without prior express approval of the Board of Directors of the National Association.

ARTICLE VI

COMMITTEES

SECTION 1. The President shall appoint such standing and special committees as shall be designated from time to time by the Board of Directors and such other special committees as he may deem necessary or appropriate.

SECTION 2. Unless otherwise provided in the NATIONAL ASSOCIATION OF REALTORS® Constitution or in these Bylaws, any action by a committee shall be subject to the approval of the Board of Directors.

ARTICLE VII

AMENDMENTS

SECTION 1. These Bylaws may be amended at any meeting by two-thirds of the Directors present at such meetings, provided that a quorum is present at such meeting, and provided the substance of the proposed amendments shall have been submitted to the Member Boards at least 30 days in advance of their adoption.

ARTICLE VIII

RULES FOR MEETINGS

SECTION 1. Wherever notice of meetings or of the subjects to be considered at meetings is required or authorized by these Bylaws, publication of such notice in an official publication which is mailed to all members of the National Association within the required time limits, shall be deemed to be good and sufficient notice.

SECTION 2. The order of business of the National Association and its Institutes, Societies and Councils and committees, except where otherwise provided, shall be:

1. Call to Order
2. Taking of the Roll
3. Applications for Membership
4. Reading of Minutes
5. Reports of Officers
6. Reports of Committees.
7. Reports of Institutes, Societies and Councils
8. Unfinished Business
9. New Business
10. Appointment of Committees
11. Election of Officers

SECTION 3. (A) The substance of any resolution to be acted upon at any National Convention or other meeting of delegates shall be submitted in writing to the Member Boards at least 45 days in advance of the convention or meeting.

(B) This provision may be waived by the consent of two-thirds of the delegates present and entitled to vote at such convention or meeting.

(C) This provision shall not apply to any resolution adopted by the affirmative vote of at least two-thirds of the Directors present at any regularly constituted meeting of the Board of Directors.

SECTION 4. All resolutions and motions must be made in writing, if the presiding officer so requests, or if the request is by majority vote of the delegates present at any convention or meeting.

SECTION 5. Roberts Rule of Order, Latest Edition, shall be recognized as the authority governing the meetings of the National Association and its Institutes, Societies and Councils, and committees, except where otherwise provided, and when not in conflict with its Constitution and Bylaws.

ARTICLE IX

DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

SECTION 1. In the event of suits or claims in which one or more current or past officers or directors or employees of the Association are named as a result of

their status as such or decisions or actions taken in good faith and reasonably understood to be within the scope of their authority or employment during their term as such, the National Association shall, directly or through insurance secured for the benefit of such of such officers and directors and employees, secure counsel to act on behalf of and provide a defense for such officers, directors and employees; pay reasonable defense expenses incurred in advance of final disposition of such case; and indemnify such officers, directors and employees with respect to any liability assessed or incurred as a result of any such claim, suit or action.

SECTION 2. The above stated defense and indemnification of officers, directors and employees shall extend to those individuals when serving at the request of the Association as a director, officer or employee of another entity, but only after indemnification and insurance coverage from such other entity has been exhausted.

ARTICLE X

REALTORS® Information Network

Section 1. The President or, in the event the President is unable or unwilling to act, the President-Elect, shall have the authority and responsibility for voting the shares of stock of the REALTORS® Information Network owned or controlled by the National Association. The President or President-Elect shall always vote those shares in accordance with the instructions of the Board of Directors or, where authorized elsewhere in this Article, the Leadership Team.

Section 2. Unless a matter to be considered by the stockholder of the REALTORS® Information Network will be voted upon prior to the next meeting of the Board of Directors of the National Association, all such matters shall be submitted to the Board of Directors of the National Association which shall determine how the President or President-Elect shall vote the shares owned or controlled by the National Association. If the vote of the shareholder is without instruction from the Board of Directors, any matter to be considered by the shareholder shall be submitted to the Leadership Team, which shall determine how the President or President-Elect shall vote the shares owned or controlled by the National Association, provided however, that any shareholder vote regarding items set forth in Article II, Section 6 of the bylaws of the REALTORS®

1995 Constitution and Bylaws

Information Network, Inc. must be submitted to the National Association's Board of Directors for a determination of how shares owned or controlled by the National Association shall be voted.

Section 3. Upon receipt by the Secretary of the National Association of either a written statement signed by the President of the National Association or a petition signed by any four Regional Vice Presidents of the National Association, which statement or petition names a Director of the REALTORS® Information Network and requests the removal of that Director from the Board of Directors of the REALTORS® Information Network, the Secretary shall forward the statement or petition to the Executive Committee to make a recommendation to the Board of Directors which shall vote on whether to remove the Director. If the Executive Committee and Board of Directors are not scheduled to meet within thirty days of receipt of the statement or petition, the Secretary shall forward the statement or petition to the Leadership Team for a vote on whether to remove the Director.

In the event the Board of Directors or, where appropriate, the Leadership Team, votes to remove the Director from the Board of Directors of the REALTORS® Information Network, the President or, if the President is unable or unwilling to act, the President-Elect, shall act forthwith to remove that Director, including, if necessary, calling a special meeting of the shareholder and voting the shares owned or controlled by the National Association in accordance with the instructions of the Board of Directors or Leadership Team.