CONSTITUTION AND BYLAWS

ROANOKE VALLEY ASSOCIATION OF REALTORS®

As Approved by the Membership
03/01/2022

CONSTITUTION AND BYLAWS
OF THE
ROANOKE VALLEY ASSOCIATION OF REALTORS®

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ARTICLE I
Name

Section 1. Name. The name of this organization shall be the Roanoke Valley Association of REALTORS®, Inc., hereafter referred to as an Association. It is an all REALTOR® Association.

Section 2. REALTOR®. Inclusion and retention of the term "REALTORS®" in the name of the Association shall be governed by the Constitution and Bylaws of the National Association of REALTORS® as from time to time amended.

ARTICLE II
Objectives

The objectives of the Association are:

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

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

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

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

Section 5. To unite those engaged in the real estate profession in this community with the Virginia Association of REALTORS® and National Association of REALTORS®, thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein.

Section 6. To designate, for the benefit of the public, those individuals authorized to use the term REALTOR® and REALTORS® as licensed, prescribed and controlled by the National Association of REALTORS®.

ARTICLE III
Jurisdiction

Section 1. The territorial jurisdiction of the Association as a Member Association of the National Association of REALTORS® shall include the Cities of Roanoke and Salem, the Town of Vinton and the Counties of Roanoke, Botetourt, Craig and that part of Bedford County lying west of a line drawn from north to south just west of the town of Thaxton in Bedford County; and that part of Franklin County north of a horizontal line running east and west two miles south of the present court house in Rocky Mount, Virginia.

Section 2. Territorial Jurisdiction is defined to mean the right and duty to control the use of the terms REALTOR® and REALTORS® subject to the conditions set forth in these Bylaws and those of the National Association of REALTORS®, in return for which the Association agrees to protect and safeguard the property of the National Association in the terms.

ARTICLE IV
Classifications for Membership

Section 1. There shall be six classifications of membership.

(a) REALTOR® Members. REALTOR® Members, whether primary or secondary, shall be:

(1.) Individuals who, as sole proprietors, partners, corporate officers or branch office managers, are licensed and engaged actively in the real estate profession, including buying, selling, exchanging, renting, leasing, managing or appraising for others for compensation, counseling, or building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the State of Virginia or a state contiguous thereto.

(2.) All persons who are partners in a partnership or all officers in a corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto shall qualify for REALTOR® Membership only and each is required to hold REALTOR® Membership (except as provided in the following paragraph) in an Association of REALTORS® within Virginia or a state contiguous thereto unless otherwise qualified for Institute Affiliate Membership as described in Section 1(b) of Article IV.

In the case of a real estate firm, partnership or corporation whose business activity is substantially all commercial, only those principals actively engaged in the real estate business in connection with the same office, or any other offices within the jurisdiction of the Association in which one of the firm's principals holds REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate Membership as described in Section 1(b) of Article IV.

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

(4.) Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers or branch office managers and as such are associated with a REALTOR® Member and meet the qualifications set out in Article V.

(5.) An individual is a primary member if the Association pays State and National dues based on such member. An individual is a secondary member if State and National dues are remitted through another Association. One of the principals in a real estate firm must be a Designated REALTOR® member of the Association in order for licensees affiliated with the firm to select the Association as their "primary" Association.

(6.) Each firm shall designate in writing one REALTOR® member who shall be responsible for all duties and obligations of membership including the obligation to arbitrate pursuant to Article 17 of the Code of Ethics and the payment of Association dues as established in Article X of the Bylaws. The "Designated REALTOR®" must be a sole proprietor, partner, corporate officer or branch office manager acting on behalf of the firm's principal(s) and must meet all other qualifications for REALTOR® membership established in Article V, Section 2 of the Bylaws.

(7.) The Board of Directors may classify REALTOR® Members according to their respective professional specialties.

(b) Institute Affiliate Members. Institute Affiliate members shall be individuals who hold a professional designation awarded by an Institute, Society or Council affiliated with the National Association of REALTORS® that addresses a specialty area other than residential brokerage or who otherwise hold a class of membership in such Institute, Society or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® membership, subject to payment of applicable dues for such membership.

(c) Affiliate Members. Affiliate Members shall be:

(1.) Real estate owners and other individuals or firms who, while not engaged in the real estate profession as defined in paragraph (1) of this Section, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Association.

(2.) Licensed or certified appraisers who are licensed or certified by an appropriate regulatory agency and are engaged in the appraisal of real property and are interested in the comparable and statistical information of the Association and do not wish to hold REALTOR® membership.

(d) Public Service Members. Public Service Members shall be individuals who are interested in the real estate profession as employees of or affiliated with education, public utility, governmental or other similar organizations, but are not engaged in the real estate profession on their own account or in association with an established real estate office.

(e) Honorary Members. Honorary Members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for the Association or for the public.

(f) Student Members. Student Members shall be individuals who are seeking an undergraduate or graduate degree with a specialization or major in real estate at institutions of higher learning and who have completed two years of college and at least one college level course in real estate, but are not engaged in real estate practice on their own account or not associated with an established real estate office.

ARTICLE V
Qualification and Election to Membership

Section 1. Application.

(a) An application for membership shall be made in such manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant that applicant agrees as a condition to membership to thoroughly familiarize himself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitution, Bylaws, and Rules and Regulations of the Association, the State and National Associations, and if elected a Member, will abide by the Constitution and Bylaws and Rules and Regulations of the Association, State and National Associations, and if a REALTOR®, will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® including the obligations to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further specified in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended. The applicant shall, with the form of application, have access to a copy of the Bylaws, Constitution, Rules and Regulations, and Code of Ethics referred to above.

Section 2. Requirements and Prerequisites for Membership.

(a) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer or branch office manager of a real estate firm shall supply evidence satisfactory to the Association that he is actively engaged in the real estate profession, and maintains a current valid real estate broker's or salesperson's license or is licensed by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the State of Virginia or a state contiguous thereto (unless a secondary member), has no record of pending bankruptcy or has no record of official sanctions involving an unprofessional conduct, agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Committee, and shall agree that if elected to membership, he will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics. *

* NO RECENT OR PENDING BANKRUPTCY is intended to mean that the applicant or any real estate firm in which the applicant is a sole proprietor, general partner, corporate officer or branch office manager is not involved in any pending bankruptcy or insolvency proceedings or, has not been adjudged bankrupt in the past three (3) years. If a bankruptcy proceeding as described above exists, membership may not be rejected unless the Association establishes that its interest and those of its members and the public could not be adequately protected by requiring that the bankrupt applicant pay cash in advance for Association and MLS fees for up to one (1) year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that an existing member initiates bankruptcy proceedings, the member may be placed on a "cash basis" from the date that bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.

NO UNFULFILLED SANCTION: Article IV, Section 2 of the NAR Bylaws prohibits Member Associations from knowingly granting REALTOR® membership to any applicant who has an unfulfilled sanction pending which was imposed by another Association of REALTORS® for violation of the Code of Ethics.

NO RECORD OF OFFICIAL SANCTION INVOLVING UNPROFESSIONAL CONDUCT is intended to mean that the Association may only consider (a) judgments against the applicant within the past three (3) years or violations of (1) civil rights laws; (2) real estate license laws; (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities and (b) criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law and the applicant was convicted, and (2) no more than ten (10) years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date.

(b) Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers, in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of the Association, or a Designated REALTOR® Member of another Association (if secondary member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed by an appropriate state regulatory agency to engage in the appraisal of real property, shall complete a course of instruction covering the bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Committee, and shall agree in writing that if elected to membership he will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and by the Constitution, Bylaws, and Rules and Regulations of the Association, State Association, and the National Association.

(c) An applicant for Affiliate Membership shall supply to the Association evidence that applicant: is not engaged in the real estate profession; is not associated with a firm engaged in brokerage of real property; if applicable, is a licensed or certified appraiser; and shall agree, if elected to membership, to abide by the Constitution, Bylaws and Rules and Regulations of the Association, the State Association, and the National Association, and further, is encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, but is not subject to disciplinary authority of the Association with regard to conduct inconsistent with the Code of Ethics.

Section 3. Election of new members shall be as follows:

(a) The Chief Executive Officer (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership.

(b) The Board of Directors shall review the qualifications of the applicant and the recommendation of the Chief Executive Officer (or duly authorized designee) and shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the Board of Directors, he shall be declared elected to membership and shall be advised by written notice.

(c) The Board of Directors may not reject an application without first giving the applicant an opportunity to appear before it and to be advised in writing of the findings, to call witnesses in his behalf, to be represented by counsel and to make such statements as he deems relevant. The Board of Directors shall keep written minutes of any hearing before it, or it may electronically or mechanically record the proceedings.

(d) If the Board of Directors determines that an application should be rejected, it shall record its reasons with the Chief Executive Officer (or duly authorized designee). If the Board of Directors believes the applicant may resort to legal action because of the rejection of his application, the Association may specify that rejection shall become effective upon the Association's entry into a suit for a declaratory judgment by a court of competent jurisdiction that the rejection violates no rights of the applicant.

(e) A REALTOR® who changes the conditions under which he holds membership shall be required to provide written notification to the Association within thirty (30) days. A REALTOR® (non-principal) who becomes a principal in the firm with which he has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) Members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within forty-five (45) days of the date they advised the Association of their changes in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

(f) A REALTOR® who is transferring their license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all of the privileges and obligations of membership during the period of transition. If the transfer is not completed within five days of the date the Association is advised of the disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the Board of Directors.

(g) Applicants for REALTOR® membership shall complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership who have completed comparable orientation in another association, provided that the REALTOR® membership has been continuous or that any break in membership is for one (1) year or less. Failure to satisfy this requirement within either six months of the date of application or the first two orientation offerings following date of application will result in denial of the membership application and termination of services.

Section 4. Continuing Member Code of Ethics Training:

(a) Effective January 1, 2019 through December 31, 2021, and for successive three (3) year periods thereafter, each REALTOR® member of the Association shall be

(b) required to complete ethics training of not less than two hours and thirty minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another association, the State Association of REALTORS® or the National Association of REALTORS® which meets the learning objectives and minimum criteria established by the National Association of REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another Association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any three (3) year cycle shall not be required to complete additional ethics training until a new three (3) year cycle commences. Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty.

(c) Failure to meet the requirement in any three (3) year cycle will result in suspension of membership for the first two (2) months (January and February) of the year following the end of any three (3) year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

ARTICLE VI
Privileges and Obligations

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

Section 2. Any member of the Association may be reprimanded, fined, placed on probation, suspended or expelled by the Board of Directors for a violation of these Bylaws, and/or Rules and Regulations which are not inconsistent with these Bylaws, after a hearing as provided in Article VII. Although Members other than REALTORS® are not subject to the Code of Ethics nor its enforcement by the Association, such Members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, Members other than REALTORS® may, upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR® or REALTORS®, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local Association, the State Association and the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. Active Members

(a) REALTOR® Members, whether primary or secondary, in good standing are entitled to vote and hold elective office in the Association; and may use the term REALTOR®. For the purposes of this section, the term "good standing" means the Member satisfied the "Obligations of REALTOR® Members" as stated in subsection (b) below, is current with all financial and disciplinary obligations to the Association and MLS, has completed any new member requirements and complies with NAR's trademark rules.

(b) It shall be the duty and responsibility of every REALTOR® member to safeguard and promote the standards, interests and welfare of the Association and the real estate profession; and to protect against the conduct that may cause a lack of public confidence in the real estate profession or in REALTORS®. REALTOR® members also must abide by the governing documents and policies of the Association, the State Association and the NATIONAL ASSOCIATION OF REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual.

Every REALTOR® member shall maintain a high level of integrity and adhere to the Association's membership criteria. Any violent act or threat of violence to person or property, hateful conduct, or acts of moral turpitude impacting the public shall not be tolerated and may be cause for disciplinary action, up to and including termination of membership.

(c) REALTOR® Members may be disciplined by the Board of Directors for violations of the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, or other duties of membership, after a hearing as provided in Article VII, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the Code of Ethics & Arbitration Manual of the National Association.

(d) In the event a REALTOR® Member is indicted by a federal or state jury, the Professional Standards and Arbitration Committee shall determine, after investigation whether the conduct of the member may, nonetheless, have violated the Code of Ethics. In the event of conviction, plea of guilty or plea of nolo contendere, the membership may, after investigation and proper hearing, be terminated or suspended.

(e) If a REALTOR® Member is a principal in a firm, partnership, or corporation and is suspended or expelled, the firm, partnership or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® Membership, or unless connection with the firm, partnership, or corporation is severed, whichever may apply. The membership of all principals, partners, or corporate officers shall suspend or

terminate during the period of suspension of the disciplined Member, until readmission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, whichever may apply. Further, the membership of REALTORS® other than principals who are employed by or affiliated as independent contractors with the disciplined Member shall suspend or terminate during the period of suspension of the disciplined Member or until readmission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR® Member (non-principal) elects to sever his connection with the disciplined Member and affiliate with another REALTOR® Member in good standing in the Association whichever may apply. If a REALTOR® Member who is other than a principal in a firm, partnership, or corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership, or corporation shall not be affected.

(f) In any action taken against a REALTOR® Member for suspension or expulsion under Section 3 (g) hereof, notice of such action shall be given to all REALTORS® employed by or affiliated as independent contractors with such REALTOR® Member and they shall be advised that provisions in Article VI, Section 3 (g) shall apply.

(g) Resignations from the Association shall become effective when received in writing by the Board of Directors, provided, however, that if any Member submitting the resignation is indebted to the Association for dues, fees, fines or other assessments of the Association or any of its services, departments, divisions or subsidiaries, the Association may condition the right of the resigning Member to reapply for membership upon payment in full of all such monies owed.

(h) If a Member resigns from the Association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the Association with respect to disposition of the complaint is final by this Association (if respondent does not hold membership in any other Association) or by any other Association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Associations to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint once filed, shall be processed until the decision of the Association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethics respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an Association of REALTORS®. If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®.

Section 4. Institute Affiliate Members.

Institute Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors consistent with the Constitution and Bylaws of the National Association of REALTORS®. NOTE: Local Associations establish the rights and privileges to be conferred on Institute Affiliate Members except that no Institute Affiliate Member may be granted the right to use the term REALTOR® or the REALTOR® logo; to serve as President of the local Association; or to be a participant in the local Association's Multiple Listing Service.

Section 5. Affiliate Members.

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

Section 6. Public Service Members.

Public Service Members shall have all of the rights and privileges and be subject to all of the obligations of REALTOR® Members, except the right to vote and to hold elective office.

Section 7. Honorary Members.

Honorary membership shall confer no rights except the right to attend meetings and participate in discussions, and shall impose no obligations.

Section 8. Student Members.

Student members shall have such privileges and rights and shall be subject to such obligations as may be prescribed by the Board of Directors.

Section 9. Certification by REALTOR®.

Designated REALTOR® Members of the Association shall certify to the Association during the month of February on a form provided by the Association, a complete listing of all individuals licensed in the REALTORS®' office(s) and shall designate a primary Association for each individual who holds membership. Designated REALTORS® shall also identify any non-member licensees in the REALTOR®'s office(s) and if Designated REALTOR® dues have been paid to another Association based on said non-member licensees, the Designated REALTOR® shall identify the Association to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2(a) of the Bylaws. Designated REALTOR® Members shall also notify the Association of any additional individual(s) licensed with the firm(s) within ten (10) days of the date of affiliation or severance of the individual.

ARTICLE VII

Professional Standards, Arbitration, and Mediation

The responsibility of the Association and of the membership relating to the enforcement of the Code of Ethics, the disciplining of members and the arbitration of disputes and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the National Association of REALTORS®, as amended from time to time, which is by this reference incorporated into these Bylaws, provided however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

Section 1. Duty and Responsibility.

It shall be the duty and responsibility of every REALTOR® member of this Association to abide by the Constitution and Bylaws and the Rules and Regulations of the Association, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this Association as from time to time amended.

Section 2. Qualifications for Tribunal.

(a) No member of the Board of Directors of the Roanoke Valley Association of REALTORS® shall be a member of this Association's Professional Standards and Arbitration Committee.

(b) All members of the Grievance and Professional Standards and Arbitration Committees shall be chosen in accordance with the National Association of REALTORS® Professional Standards and Arbitration procedures as herein provided.

Section 3. Requirements for Tribunals.

All Professional Standards ethics and arbitration hearings are to be conducted in accordance with the National Association of REALTORS® Code of Ethics and Arbitration Manual.

Section 4. Due Process Procedure.

A party to an ethics or arbitration hearing may contest any number of the members of the Professional Standards Committee, upon specified objections, and is not limited to only one member from the tribunal.

Section 5. Arbitration Agreement.

This Arbitration Agreement is a condition precedent to any action in any court of law.

Section 6. Fee for Arbitration.

The fee for Arbitration shall be determined by the Board of Directors of the Roanoke Valley Association of REALTORS®.

Section 7. Mediation.

Mediation is voluntary, and the service must be provided in accordance with the Code of Ethics and Arbitration Manual of the National Association of REALTORS®.

ARTICLE VIII

Use of the Term REALTOR® and REALTORS®

Section 1. Inclusion and retention of the Registered Collective Membership Mark REALTORS® in the name of the Association shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® as from time to time amended. Use of the terms REALTOR® and REALTORS® by Members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® and to the Rules and Regulations prescribed by its Board of Directors. The Association shall have the authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS® use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the Association's Code of Ethics and Arbitration Manual.

Section 2. REALTOR® Members of the Association shall have the privilege of using the terms REALTOR® or REALTORS® in connection with their places of business within the state or a state contiguous thereto so long as they remain REALTOR® Members in good standing. No other classifications of Members shall have this privilege.

Section 3. A REALTOR® principal Member may use the terms REALTOR® and REALTORS® only if all the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto are REALTOR® Members of the Association.

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

Section 4. Institute Affiliate Members shall not use the terms REALTOR® or REALTORS®, nor the imprint of the emblem seal of the National Association of REALTORS®.

Section 5. REALTOR® Members of the Association are urged to identify themselves as REALTORS® and to use the term in accordance with the regulations governing its use in their advertising, correspondence, signs and promotional and educational activities. In advertisements, signs, correspondence and other forms of written matter, the word REALTOR® or REALTORS®, shall always be capitalized.

ARTICLE IX
State and National Membership

Section 1. The Association shall be a Member of the NATIONAL ASSOCIATION OF REALTORS® and the Virginia Association of REALTORS®. By reason of the Association's Membership, each REALTOR® Member of the Member Association shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the Virginia Association of REALTORS® without further payment of dues. The Association shall continue as a Member of the State and National Associations, unless by a majority vote of all of its REALTOR® Members, decision is made to withdraw, in which case the State and National Associations shall be notified at least one month in advance of the date designated for the termination of such membership.

Section 2. The Association recognizes the exclusive property right of the National Association of REALTORS® in the terms REALTOR® and REALTORS®. The Association shall discontinue use of the terms in any form in its name upon ceasing to be a member of the National Association or upon a determination by the Board of Directors of the National Association that it has violated the conditions imposed upon the terms.

Section 3. The Association adopts the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and agrees to enforce the Code among its REALTOR® Members. The Association and all of its Members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the National Association and the Virginia REALTORS®.

ARTICLE X
Dues, Fees and Finances

Section 1. Application Fee. The Board of Directors may adopt an application fee for REALTOR® Membership in reasonable amount, not exceeding three times the amount of the annual dues for REALTOR® Membership, which shall be required to accompany each application for REALTOR® Membership and which shall become the property of the Association upon final approval of the application.

Section 2. Dues Payable - Manner and Time

(a) REALTOR® Members. The dues of each Designated REALTOR® Member shall be in such amount as established annually by the Board of Directors, plus an additional amount to be established annually by the Board of Directors times the number of real estate salespersons and licensed appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® and (2) are not REALTOR® members of any Association in the state or a state contiguous thereto or Institute Affiliate Members of the Association. In calculating the dues payable to the Association by a Designated REALTOR® Member, non-member licensees as defined in Section 2(a) (1) of this Article shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on said non-member licensees in another Association in the state or a state contiguous thereto, provided the Designated REALTOR® notifies the Association in writing of the identity of the Association to which dues have been remitted. In the case of a Designated REALTOR® Member in a firm, partnership or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the Designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the Designated REALTOR® holds membership and any other offices of the firm located within the jurisdiction of this Association.

(1.) For the purpose of this Section, a REALTOR® Member of a Member Association shall be held to be any Member who has a place or places of business within the state or a state contiguous thereto and who, as a principal is actively engaged in the real estate profession as defined in Article III, Section 1, of the Constitution of the National Association of REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR® or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business provided that such licensee is not otherwise included in the computation of dues payable by the principal of the entity. A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, renting, managing, counseling or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposed of this Section and shall not be included in calculating the annual dues of the Designated REALTOR®. Membership dues shall be prorated for any licensee included on a certification form submitted to the Association who during the same calendar year applied for REALTOR® membership in the Association. However, membership dues shall not be prorated if the licensee held REALTOR® membership during the preceding calendar year.

(b) The annual dues of each REALTOR® member other than the Designated REALTOR® shall be established annually by the Board of Directors.

(c) Institute Affiliate Members. The annual dues of each Institute Affiliate member shall be as established in Article II of the Bylaws of the National Association of REALTORS®.

(d) Affiliate Members and Public Service Members. The annual dues of each Affiliate Member and each Public Service Member shall be determined annually by the Board of Directors.

(e) Honorary Members. No dues are payable, except as may be required to retain membership in the State Association.

(f) Student Members. Dues payable, if any, shall be at the discretion of the Board of Directors.

(g) Any and all dues payable under this Section shall be received by January 12th of each year. Members will receive an early payment discount if dues are received by the first business day in November. The amount of the early payment discount shall be determined each year by the Board of Directors. Any member delinquent after January 12th of each year will be dropped from membership in the Association by the Board of Directors. Once terminated, payment of the annual dues plus a reinstatement fee equal to one-half of the new member application fee shall be required to reinstate membership in the Association, provided reinstatement is made within sixty days following termination. The amount of the new member application fee shall be determined each year by the Board of Directors. After sixty days following termination, application as a new member is required to restore membership in the Association.

(h) Dues for new members shall be computed from the first day of the quarter in which a member applies for membership and shall be prorated for the remainder of the year.

(i) The dues of REALTOR® members who are REALTOR® Emeriti (as recognized by the National Association) Past Presidents and Past Treasurers of the National Association or recipients of the National Association Distinguished Service Award shall be as determined by the Board of Directors.

Section 3. Deposits and Expenditures Deposits and expenditures of funds shall be in accordance with policies established by the Board of Directors.

Section 4. Finances

(a) No Director, Officer or employee of the Roanoke Valley Association of REALTORS®, Inc. shall obligate the Association for any expense or expenditure

nor obligate or authorize an expenditure in excess of the available cash on hand without the approval of the Board of Directors.

(b) A compilation, review, or certified audit of the Association's books should be done annually or at the discretion of the Board of Directors.

Section 5. Nonpayment of Financial Obligations. If dues, fees, fines or other assessments including amounts owed to the Association or the Association's Multiple Listing Service are not paid within one (1) month after the due date, the nonpaying Member is subject to suspension at the discretion of the Board of Directors. Two (2) months after the due date, membership of the nonpaying Member may be terminated at the discretion of the Board of Directors. Three (3) months after the due date, membership of the nonpaying Member shall automatically terminate unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former Member who has had his membership terminated for nonpayment of dues, fees, fines or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Association or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

ARTICLE XI
Officers and Directors

Section 1. Board of Directors. The business of this Association shall be governed by the Board of Directors which consists of the President, President Elect, Vice President, the Immediate Past President and eight (8) Directors. The Chief Executive Officer is a non-voting member of the Board of Directors. All Officers and Directors shall be REALTOR® members of the Association.

(a) One of the eight (8) Directors shall be a Broker appointed by the Broker Council to serve a one (1) year term on the Board of Directors, subject to the same requirements for Directors who are elected to the Board of Directors. The appointed Broker is eligible for one consecutive one (1) year reappointment by the Broker Council.

(b) The Broker appointee will be required to sign a pledge at the time of appointment that if found in violation of the Code of Ethics or a violation against their license due to direct action of the member by the Virginia Real Estate Board, the appointee must report the violation to the Board of Directors and shall be disqualified from service on the Board of Directors.

Section 2. Leadership Team. The Leadership Team shall consist of the four Officers of the Association, President, President-elect, Vice President, Immediate Past President and the Chief Executive Officer, who is a non-voting member.

Section 3. Requirements of the Board of Directors. All members of the Board of Directors are subject to the same minimum requirements as applicants, as follows:

(a) Shall not have had any finding of violation against their license due to direct action of the member by the Virginia Real Estate Board within the preceding two (2) years;

(b) Shall not have had any violations of the Code of Ethics within the preceding two (2) years.

Any Board member found in violation of the Code of Ethics or a violation against their license due to direct action of the member by the Virginia Real Estate Board, must report the violation to the Board of Directors and shall be disqualified from service on the Board of Directors.

Section 4. Duties of the Board of Directors. It shall be the duty of the Board of Directors to conduct the affairs of the Association, to be empowered to fill vacancies that may occur in the Board of Directors, to make and enforce any rules deemed necessary and proper, provided they do not conflict with the Constitution and Bylaws of this Association, to enforce the Bylaws of the Association, and to account for all monies entrusted in their care.

Section 5. Duties of the Officers. The duties of the Officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. The President of the Association shall act as Chairman of the Board of Directors. The duties of the Secretary/Treasurer shall be the responsibility of the Chief Executive Officer who shall act as the Corporate Secretary/Treasurer for the Association. It shall be the particular duty of the Chief Executive Officer to keep the records of the Association and to carry on all necessary correspondence with the Virginia Association of REALTORS® and the National Association of REALTORS®.

Section 6. Removal of Officers and Directors. In the event that an officer or director is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the officer or director may be removed from office under the following procedure.

(a) A petition requiring the removal of an officer or director and signed by not less than one-third of the voting membership or a majority of all directors shall be filed with the president, or if the president is the subject of the petition, with the next-ranking officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.

(b) Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the Association shall be held, and the sole business of the meeting shall be to consider the charge against the officer or director, and to render a decision on such a petition.

(c) The special meeting shall be noticed to all voting members at least ten (10) days prior to the meeting, and shall be conducted by the president of the association unless the president's continued service in office is being considered at the meeting. In such case, the next-ranking officer will conduct the meeting of the hearing by the members. Provided a quorum is present, a three-fourths vote of members present and voting shall be required for removal from office.

Section 7. Duties of the Chief Executive Officer.

(a) The Chief Executive Officer shall be the chief administrative officer whose duty it shall be to administer the business of the Association.

(b) The Chief Executive Officer shall employ and discharge all support staff of the Association, shall exercise general supervision over the office and employees, and shall approve all necessary correspondence in the name of the Association.

(c) The Chief Executive Officer shall establish accounts in the name of the Association in federally insured financial institutions approved by the Board of Directors in accordance with approved accounting practices. The Chief Executive Officer or the President shall sign checks for payment of expenses of the Association. The Chief Executive Officer shall collect monies, keep the accounts and books and be the custodian of the Association's records.

(d) The Chief Executive Officer shall designate a recording secretary or provide an approved electrical recording device for all meetings of the membership, Board of Directors, committees and hearing panels.

Section 8. Vacancies. Vacancies by resignation or otherwise in the Board of Directors may be filled by the Board of Directors for the remainder of any unexpired term.

ARTICLE XII
Meetings

Section 1. Annual Membership Meetings. The annual membership meeting of the Association shall be held in the month of December of each year; the date, place and hour to be designated by the Board of Directors.

Section 2. Other Special Membership Meetings. Special meetings of the membership shall be held at such other times the President or the Board of Directors may determine or upon the written request of at least ten percent of the REALTOR® Members.

Section 3. Notice of Membership Meetings. Written notice shall be given to every member entitled to participate in a membership meeting at least ten (10) days preceding all

meetings. If a special membership meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

Section 4. Quorum. A quorum for the transaction of business for any membership meeting, Annual or Special, shall consist of five percent or more of the REALTOR® Members.

Section 5. Meeting of the Board of Directors. The Board of Directors shall meet upon call of the Chairman or upon petition to the Chairman of at least two members of the Board of Directors. A quorum for all Board of Directors meetings shall be at least seven (7) members. Unexcused absences from any three or two consecutive regular meetings shall be construed as a resignation from the Board of Directors. In such an event, the resigned member shall be notified in writing.

Section 6. Emergency Meeting of the Officers and Directors. The President, at his/her discretion may call an emergency meeting of the Officers and Directors on a 24-hour notice.

Section 7. Voting by Proxy. Voting by proxy shall not be allowed at any meeting and only those who are qualified in accordance with the other provisions of the Bylaws and are actually present at any meeting at the time a vote is taken shall have the right to vote.

ARTICLE XIII
Committees

Section 1. Standing Committees. The Standing Committees are:

Broker Council
Budget
Credentials
Education
Financial Oversight
Governmental Affairs
Grievance
Leadership Team
Professional Standards & Arbitration
Strategic Planning

(a) Standing Committees may be changed by amendment to the Bylaws.

(b) The President Elect shall appoint to each Standing Committee by November 1st of the year prior to taking office (1) the chairman and (2) the vice chairman. All new committee assignments will begin January 1 of the subsequent year.

Section 2. Operating Committees. The President Elect may establish any operating committees as necessary by November 1st of the year prior to taking office and appoint (1)

the chairman and (2) the vice chairman. All new Committee assignments will begin January 1 of the subsequent year.

(a) Operating Committees are:
Advertising Advisory
Affiliates
Awards
Community Service
Program & Special Events
Public Relations & Marketing
RPAC
Standard Forms
Technology

Section 3. Special Committees. The President Elect shall establish, as necessary, Special Committees to serve the needs of the Association for a period of one year during the term of office as President.

(a) The President Elect shall appoint to each Special Committee the (1) chairman, (2) the vice chairman, and (3) the members of the Special Committee.

Section 4. Credentials Committee. The Credentials Committee shall consist of a minimum of three (3) members and a maximum of five (5) members. The purpose of the Credentials Committee is to verify that applicants for the Board of Directors meet the minimum requirements as stated herein.

(a) The Past President once removed shall be the Chairman. The first immediate Past President shall be the Vice Chairman. If one of the Past Presidents is not able to serve, the President shall appoint the next Past President in order of succession.

(b) The REALTOR® Members At-Large appointed by the President-elect shall be from separate real estate firms, none of whom shall currently serve on the Board of Directors nor shall have been a President of the Association in the previous eight (8) years. Each Member At-Large may serve no more than three (3) consecutive one year terms after which is required a one year absence. All Member At-Large terms are for one (1) year or any portion of a year.

(c) For the 2016 Credentials Committee, the President shall appoint all members of the Committee by August 1, 2016. Thereafter, all members of the Credentials Committee shall be appointed by the President-elect prior to January 1st each year. All appointments shall comply with the provisions of this section.

(d) All vacancies shall be filled as herein provided and shall serve for the term of the current year or any portion thereof. Vacancies during the term of the Credentials Committee shall be appointed by the President. An At-Large Credentials Committee

Member transferee to a firm with an At-Large Credentials Committee member would be required to resign from the Committee.

(e) If a member of the Credentials Committee chooses to apply for a seat on the Board of Directors, that member shall resign from the Committee. The President shall appoint a member to fill the position based on the provisions of this section.

Section 5. Officers and Directors.

(a) Only REALTOR® Members whose names and qualifications are submitted to the Credentials Committee in writing during the period beginning August 1st and ending on October 1st shall be considered as an applicant for an Officer or Director position by the Credentials Committee.

(b) No more than two (2) members from the same firm may serve at the same time on the Board of Directors. The immediate Past President shall be exempt from this requirement. With the exception of the Immediate Past President, a member of the Board of Directors who is either a Director or Officer or both transfers to a firm with two (2) members on the Board of Directors shall resign from the Board of Directors at the time the license is transferred. All officers shall be elected for a term of one year and shall hold office until their successors are elected, and shall be eligible for re-election for one additional term. Directors are elected for a term of two years and are eligible for re-election of one (1) more two year term consecutively. No more than two (2) consecutive terms may be served without a one (1) year absence.

(c) Director applicants must have been a REALTOR® member of the Association for at least two (2) consecutive years immediately preceding the October 1st application deadline ("Application Deadline"). This criterion shall be increased to three (3) years for the office of Vice President and shall be increased to four (4) years for the Office of President-elect. No member can serve as a President who has not been licensed and associated with a REALTOR® Member firm of the Association for at least five (5) years prior to October 1st of the year of election.

(d) All applicants for the Board of Directors shall meet the following minimum requirements as of the Application Deadline:

(*i*) Shall have served as a member in good standing of an Association Committee, Council, Task Force or Work Group within the preceding ten (10) years prior to the Application Deadline;

(ii) Shall not have had any finding of violation against their license due to direct action of the applicant by the Virginia Real Estate Board within the preceding two (2) years prior to the Application Deadline;

(iii) Shall not have had any violations of the Code of Ethics within the preceding two (2) years prior to the Application Deadline.

(e) Applicants for the Office of Vice President or President-elect must have previously served on the Board of Directors.

(f) All applicants for Director or Officer positions will be required to sign a pledge at the time of application that if elected, and if found in violation of the Code of Ethics or a violation against their license due to direct action of the applicant by the Virginia Real Estate Board, they must report the violation to the Board of Directors and shall be disqualified from service on the Board of Directors.

(g) If more than two applicants from the same firm receive sufficient votes to be considered elected to the Board of Directors, only the applicants from that same firm with either the two highest vote totals, or unopposed applicants, or any combination of highest vote totals and unopposed applicants shall be elected to the Board of Directors. In no case can there be more than two members from the same firm serving on the Board of Directors whether a Director or Officer or both.

(h) The elections will be by ballot and/or electronic means, in accordance with procedures established by the Board of Directors, on a designated date prior to November 15th as set by the Board of Directors.

(i) All elected Officers and Directors will be installed at the annual meeting of the Association which shall be held prior to December 31st.

(j) The President Elect shall accede to the office of President at the conclusion of the term of the incumbent President or when the office of President is declared vacant by the Board of Directors for reason of resignation, incapacity or death.

ARTICLE XIV
Legal Action Fund

Section 1. Purpose.

(a) To support and to help defray the expense of legal defense of the Roanoke Valley Association of REALTORS® or its members which may be involved in litigation resulting from actions taken at the direction or in compliance with policies and procedures adopted or recommended by the Roanoke Valley Association of REALTORS®, Virginia Association of REALTORS®, and National Association of REALTORS®.

(b) To support and to help defray the expense of legal defense of either the Roanoke Valley Association of REALTORS® or any of its members which are involved in

litigation in which the interests of the Roanoke Valley Association of REALTORS® and its members are involved.

(c) In very unusual circumstances, to support and to defray or help defray the expense of legal action by the Roanoke Valley Association of REALTORS® or its members acting as plaintiff or plaintiffs in litigation in which principles of overriding importance to Roanoke Valley Association of REALTORS® and its members are involved.

(d) To support and/or file briefs in actions and litigations pending in which the interests of the Association members are involved.

Section 2. Requests. Requests for assistance by a member of the Roanoke Valley Association of REALTORS® shall be made and acted upon as follows:

(a) Any requests for assistance by a member in good standing of the Roanoke Valley Association of REALTORS® shall be transmitted in writing to the Chief Executive Officer of the Roanoke Valley Association of REALTORS®. The Chief Executive Officer shall promptly notify the President.

(b) The President and Chief Executive Officer shall review all requests to determine whether they meet the criteria as set forth in Section 1. Any requests not meeting the stated criteria shall be returned with an explanation.

(c) Any request denied by the President and Chief Executive Officer may be appealed to the Board of Directors within twenty days of notification of the denial. Such appeal must be in writing and state specific reasons for the appeal. The Board of Directors shall hear the appeal at a scheduled meeting or may call a Special Meeting. The appeal before the Board of Directors shall be limited solely to whether the request meets the Legal Action Fund criteria as stated in Section 1. Should the Board of Directors determine that the request does meet the stated criteria, the President shall initiate the process for consideration of the request, as described below.

(d) Once it is determined that a request falls within the guidelines of the Legal Action Fund, the President shall promptly appoint a Legal Action Task Force, which shall consist of five (5) members, all of whom shall represent different firms. All members shall be principal or managing brokers, or have a broker's license with ownership interest in their firm. The President shall also appoint the Task Force Chairman from one of the five members.

(e) The Legal Action Task Force shall meet and make a recommendation to the Board of Directors.

(f) The President may call a Special or Emergency Meeting of the Board of Directors to

consider such a request at the recommendation of the Legal Action Task Force. A member or representatives of the member requesting assistance from the Legal Action Fund may attend such meeting of the Board of Directors. The decision of the Board of Directors on such request will be made at its meeting and will be transmitted to the Roanoke Valley Association of REALTORS® member requesting assistance and to the Legal Action Task Force.

(g) Upon final action by the Board of Directors, the Legal Action Task Force shall be dissolved. Subsequent requests for assistance, which meet the stated criteria, shall require the appointment of a new Legal Action Task Force.

Section 3. Expenditures. No expenditures from the Legal Action Fund may be made for the purpose of reimbursing REALTORS® of the Roanoke Valley Association of REALTORS® for amounts paid as fines or damages, and the existence of the Legal Action Fund shall not be considered by Roanoke Valley Association of REALTORS® and its members as a substitute for Errors and Omissions Insurance coverage for its members. No expenditures from the Legal Action Fund may be made for the purpose of helping defray the expense of the legal defense of any members where the litigation arose out of a denial, suspension, or expulsion from membership in the Roanoke Valley Association of REALTORS®. No expenditures from the Legal Action Fund may be made in connection with the support or opposition to any type of any level of government.

Section 4. Funds. The Legal Action Fund as appropriated by the Board of Directors shall be deposited by the Chief Executive Officer in federally insured financial institutions, located in Virginia, and approved by the Board of Directors, provided, however, the amount of a deposit in any such financial institution shall not exceed the amount of federal insurance on a single deposit in such institution. Interest on the Legal Action Fund shall accrue to the Fund, up to the cap established by the Board of Directors.

Section 5. Final Recommendations. All recommendations once made by the Legal Action Task Force and acted upon by the Board of Directors of the Roanoke Valley Association of REALTORS® shall be final and there shall be no appeals of any decision pertaining to the use of the Legal Action Fund.

ARTICLE XV
Fiscal Year

The fiscal and elective year of the Association shall be the Calendar year.

ARTICLE XVI
Rules of Order

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

ARTICLE XVII
Amendments

Section 1. These Bylaws may be amended by a 2/3 vote of the REALTOR® members present, at a special meeting called for the specific purpose of amending these Bylaws. A quorum will be established according to Article XII, Section 4. The Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by policy of the National Association of REALTORS®.

Section 2. Notice by electronic means of all meetings at which such amendments are to be considered shall be given to every REALTOR® member at least fifteen (15) days prior to the time of meeting. Such notice must contain the substance of the proposed amendments.

Section 3. Amendments to these Bylaws affecting the admission or qualification of REALTOR® Members, the use of the terms REALTOR® and REALTORS®, or any alteration in the territorial jurisdiction of the Association shall become effective upon their approval by the National Association of REALTORS® or the Virginia Association of REALTORS® as appropriate.

ARTICLE XVIII
Dissolution

Upon the dissolution or winding up of the affairs of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Virginia Association of REALTORS®, or, within its discretion, to any non-profit tax exempt educational or charitable institution.

ARTICLE XIX
Multiple Listing

Section 1. Authority. The Roanoke Valley Association of REALTORS®, Inc. shall maintain for the use of its members a Multiple Listing Service, Inc. which shall be a lawful corporation of the state of Virginia, all the stock of which shall be owned by the Roanoke Valley Association of REALTORS®, Inc.

Section 2. Purpose. A Multiple Listing Service is a means by which authorized Participants make blanket unilateral offers of compensation to other Participants (acting as subagents, buyer agents, or in other agency or non-agency capacities defined by law); by which cooperation among Participants is enhanced; by which information is accumulated and disseminated to enable authorized Participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which Participants engaging in real estate appraisal contribute to common data bases; and is a facility for the

orderly correlation and dissemination of listing information Participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as a procuring cause of the sale (or lease).

Section 3. Participation. Any REALTOR® Member of this or any other Association, who is a principal, partner, or corporate officer or branch manager acting on behalf of the principal, without further qualification, shall be eligible to participate in Multiple Listing upon agreeing in writing to conform to the Rules and Regulations thereof and to pay the costs incidental thereto. However, under no circumstances is any individual or firm, regardless of membership status, entitled to Multiple Listing Service "Membership" or "Participation" unless they hold a current, valid real estate broker's license and offer or accept compensation to and from other Participants or are licensed by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by the MLS is strictly limited to the activities authorized under a Participant's licensure and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey "Participation" or "Membership" or any right of access to information developed or published by the MLS where access to such information is prohibited by law. Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm offers or accepts cooperation and compensation means that the participant actively endeavors during the operation of its real estate business to list real property of the type listed on the MLS and/or to accept offers of cooperation and compensation made by listing brokers or agents in the MLS. "Actively" means on a continual and ongoing basis during the operation of the participant's real estate business. The "actively" requirement is not intended to preclude MLS participation by a participant or potential participant that operates a real estate business on a part-time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny MLS participation to a participant or potential participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit an MLS to deny participation based on the level of service provided by the participant or potential participant as long as the level of service satisfies state law.

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

Section 4. Board of Directors. The business of the Multiple Listing Service shall be governed by the Multiple Listing Board of Directors ("MLS Board") which consists of the President, Vice President, Secretary-Treasurer and four (4) Directors. The Chief Executive Officer of the Roanoke Valley Association of REALTORS® shall serve as a voting member of the MLS Board in the office of Secretary-Treasurer. The members of the MLS Board shall elect the President and Vice President annually.

(a) Only the following are eligible to serve on the MLS Board (with the exception of the Chief Executive Officer): Designated Broker or Owner (provided Owner is an MLS member) or Designated Supervising Broker of real estate firms who are members of the MLS.

(b) The MLS Board seats held by the six (6) REALTOR® members shall be allocated in the following tiers ('Tiers'):
   (i) Two (2) seats representing large firms (50 members or more)
   (ii) Two (2) seats representing medium firms (16-49 members)
   (iii) Two (2) seats representing small firms (15 members or less)

(d) The MLS shall determine the size of all MLS real estate firms as of December 15th annually for the purpose of determining firm representation in each Tier. If the MLS determines that a real estate firm with whom an MLS Board member is licensed changes Tiers from the previous December 15th, the MLS Board member may serve until March 31st of the following year. The MLS Board member may apply during the next application period to represent a different Tier, should a vacancy exist.

(e) All members of the MLS Board are subject to the same minimum requirements as applicants, as follows:
   (i) Shall not have had any finding of violation against their license due to direct action of the member by the Virginia Real Estate Board within the preceding two (2) years;
   (ii) Shall not have had any violation of the Code of Ethics within the preceding two (2) years.

   Any MLS Board member found in violation of the Code of Ethics or a violation against their license due to direct action of the member by the Virginia Real Estate Board, must report the violation to the MLS Board and shall be disqualified from service on the MLS Board.

(f) A member of the MLS Board who transfers to a firm with a member on the Board or to a firm in a different Tier shall resign from the MLS Board at the time of the transfer.

(g) The President and Vice President shall be elected annually by the MLS Board for a one year term. The President and Vice President may serve two consecutive one year terms in the same office.

(h) By January 15, 2020, the Leadership Team shall appoint the members of the MLS Board in accordance with the criteria as stated above. The MLS shall determine the size of all MLS real estate firms as of December 15, 2019 for the purpose of determining firm representation in each Tier.

Section 5. Duties of the MLS Board. It shall be the duty of the MLS Board to conduct the affairs of the MLS, to be empowered to fill vacancies that may occur on the MLS Board, to make and enforce any rules deemed necessary and proper, provided they do not conflict with the Bylaws of this Association, and to account for all monies entrusted in their care.

Any financial decisions impacting the Association finances and/or staffing and any decisions to sell the Multiple Listing Service of the Roanoke Valley, Inc., are subject to final approval of the Association Board of Directors.

Section 6. Meetings of the MLS Board. The MLS Board shall meet at least quarterly or upon call of the President or upon petition to the President of at least two (2) members of the MLS Board. The President, at his/her discretion, may call an emergency meeting of the MLS Board with a 24-hour notice.

(a) A quorum for all MLS Board meetings shall be at least four (4) members.

(b) Unexcused absences from any three or two consecutive regular meetings shall be construed as a resignation from the MLS Board. In such an event, the resigned member shall be notified in writing.

(c) Voting by proxy shall not be allowed at any meeting and only those who are qualified in accordance with the other provisions of the Bylaws and are actually present at any meeting at the time a vote is taken shall have the right to vote.

Section 7. Election of MLS Board.

(a) Beginning in 2021, only REALTOR® members of the MLS whose names are submitted in writing during the period beginning January 15th and ending February 15th ('Application Deadline') shall be considered as an applicant for a seat on the MLS Board.

(b) No more than one (1) member from the same firm may serve at the same time on the MLS Board.

(c) Each year of a term shall commence on April 1st and end on March 31st of the subsequent year.

(d) Members are elected to serve on the MLS Board for a term of two years and are eligible for re-election for one (1) more two year term consecutively. No more than two (2) consecutive terms may be served without a one (1) year absence.

(e) All applicants for the MLS Board shall meet the following minimum requirements as of the Application Deadline:

(i) Shall have been an MLS member in the capacity of Owner, Broker or Designated Supervising Broker for two (2) of the last three (3) years prior to Application Deadline;

(ii) Shall not have had any finding of violation against their license due to direct action of the applicant by the Virginia Real Estate Board within the preceding two (2) years prior to the Application Deadline;

(iii) Shall not have had any violations of the Code of Ethics within the preceding two (2) years prior to the Application Deadline;

(iv) If Applicant is a Designated Supervising Broker, Applicant must have signature of firm's Designated Broker or Owner.

(f) All applicants will be required to sign a pledge at the time of application that if elected, and if found in violation of the Code of Ethics or a violation against their license due to direct action of the member by the Virginia Real Estate Board, they must report the violation to the MLS Board and shall be disqualified from service on the MLS Board.

(g) Beginning in 2021, the election will be by ballot and/or electronic means, in accordance with procedures established by the MLS Board, on a designated date prior to March 15th as set by the MLS Board.

(i) The Designated Broker of each MLS real estate firm may vote in the election, provided the firm is an active member of the MLS at the time of the election.

(j) The newly elected members of the MLS Board shall take office as of April 1st.

Section 8. Vacancies. Vacancies by resignation or otherwise in the MLS Board shall be filled by the MLS Board for the remainder of any unexpired term, provided that any replacement must represent the same size category as the vacancy and meet the same qualifications as stated in Section 4.

Section 9. Access to Comparable and Statistical Information. Association Members who are actively engaged in real estate brokerage, management, mortgage financing, appraising, land development or building, but who do not participate in the MLS, are nonetheless entitled to receive, by purchase or lease, information other than current listing information that is generated wholly or in part by the MLS including "comparable" information, "sold" information, and statistical reports. This information is provided for the exclusive use of Association Members and individuals affiliated with Association Members who are also engaged in the real estate business and may not be transmitted, retransmitted, or provided in any manner to any unauthorized individual, office or firm except as otherwise specified in the MLS Rules and Regulations. Association Members who receive such information, either as an Association service or through the Association's MLS, are subject to the applicable provisions of the MLS Rules and Regulations whether they participate in the MLS or not.

ARTICLE XX
Code of Ethics

Section 1. Adoption. The Code of Ethics of the National Association of REALTORS® shall be the Code of Ethics of this Association.

Section 2. Observance. All REALTOR® members of the Association shall abide by the Association's Constitution and Bylaws, and the National Association REALTORS® Code of Ethics. All REALTOR® Members are hereby irrevocably bound by the decisions of the Board of Directors and the Professional Standards and Arbitration Committee.

Section 3. Summation. These articles of Constitution and Bylaws and Code of Ethics are not to be construed as an act of criterial against any member of this Association for acts or conditions existent prior to the date of adoption and no action shall be taken by this Association, its Directors, Officers, Committees or Members against any member of this Association for said acts or conditions.