



OREGON
ASSOCIATION
OF REALTORS®

OREGON ASSOCIATION OF REALTORS® BYLAWS

Approved by Board of Directors September 19, 2018

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ARTICLE I
NAME AND PURPOSE

Section 1. The name of the organization shall be the Oregon Association of REALTORS[®], hereinafter referred to as the Association.

Section 2. The purpose of the Association is to enhance its members' freedom and ability to conduct their individual real estate related businesses ethically and competently; and, to promote and preserve private property rights.

ARTICLE II
MEMBERSHIP

Section 1. The members of the Association shall consist of eight classes:

- a) Member Boards/Associations
- b) Association Members
- c) REALTOR[®] Members
- d) Institute Affiliate Members
- e) Affiliate Members
- f) Honorary Members
- g) Life Service Members/REALTOR[®] Emeritus Members
- h) Association Executive Members

Section 2. Member Boards/Associations shall be local Boards or Associations of REALTORS[®] within the State of Oregon, all the members of which hold membership in the National Association of REALTORS[®] through membership in such local boards or associations or the Oregon Association of REALTORS[®].

Section 3. Association Members shall be either REALTORS[®], or Institute Affiliate members of a Member Board/Association in good standing.

Section 4. REALTOR[®] Members shall include: (i) any individual engaged in the real estate business as a principal, partner, or officer of a corporation; (ii) licensed or certified appraisers; (iii) any broker affiliated with a REALTOR[®] Member as an employee or independent contractor whose place of business is located in an area outside the jurisdiction of any Member Board/Association who meets the qualifications for REALTOR[®] membership established by the Association; (iv) individuals who are actively engaged in the real estate profession other than as partners, corporate officers, or branch office managers, and as such are considered either as an employee or as an independent contractor with a designated REALTOR[®] member of the

Association and must maintain a currently valid real estate broker's license. Secondary REALTOR® membership shall also be available to individuals who hold primary membership in a Board/Association in another state and who desire to obtain direct membership in the Association without holding membership in a Member Board/Association.

Section 5. 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 hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® membership, subject to payment of applicable dues for such membership. Individuals whose places of business are located in an area outside the jurisdiction of a Member Board/Association shall be eligible to apply for Institute Affiliate Membership in this Association if they meet the requirements as specified above. The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the National Association of REALTORS®.

Section 6. Affiliate Members shall be individuals representing real estate related businesses and other individuals who are affiliate members of Member Boards/Associations, who have interests requiring information concerning real estate, and in accord with the objectives of this Association.

Section 7. Honorary Members shall be individuals not engaged in the real estate business who have contributed notably to this Association and to the real estate profession and are designated by the action of its Board of Directors.

Section 8. REALTOR® Emeritus Members shall be Board/Association Members who have attained forty years of cumulative membership in a Member Board/Association, this Association or the National Association of REALTORS®. Such Membership may be confirmed by the Board of Directors of the Association upon written request from an eligible individual accompanied by adequate certification of forty years of cumulative membership.

Section 9. Life Service Members shall have been REALTORS® of the Oregon Association of REALTORS® for not less than twenty-five (25) cumulative years, be at least sixty-five (65) years of age, or have experienced a permanent health disability, and have performed notable service to Local Boards/Associations and/or the community, and for the Oregon Association of REALTORS®. Life Service Member applicants with above referenced qualifications shall, after review, be approved by the Executive Committee. Life Service Members shall enjoy all the rights and privileges and be subject to all the obligations of REALTOR® members.

Required:

Notable Service to the Oregon Association of REALTORS® for a minimum of 3 years.

Required:

Notable Service on local board/association REALTOR® Committees
AND/OR

Notable Service to your community

- Volunteering with recognized community volunteer programs
- Serving on City or County Board of Directors/Trustees

Section 10. Association Executive Members shall include the Chief Executive Officer of this Association and those persons who are currently employed as executive officers of the Member Boards/Associations.

Section 11. Except as provided in Article V, Section 3, Institute Affiliate, Affiliate, Honorary and Association Executive Members shall not have the right to vote or hold elective office in the Association.

Section 12. There shall be no discrimination against any member or applicant for membership by reason of race, creed, religion, color, sex, disability, age, national origin, political affiliation, or sexual orientation as defined in Oregon Statute.

ARTICLE III DUES

Section 1. The annual dues of each Member Board/Association shall be (1) in an amount established annually by the Board of Directors multiplied by the number of REALTOR® Members who hold primary membership in the Member Board/Association; plus (2) the same amount established annually by the Board of Directors multiplied by the number of real estate brokers and licensed or certified appraisers employed by, or affiliated as independent contractors with, Board/Association Members and who are not themselves Board/Association Members. In calculating the dues payable by a Member Board/Association, nonmembers, as defined in the preceding sentence, shall not be included in the computation of dues if dues have been paid in another Member Board/Association in the State or a state contiguous thereto, provided the Member Board/Association notifies the Association in writing of the identity of the Member Board/Association to which dues have been remitted.

Section 2. The annual dues of each designated REALTOR® Member actively engaged in the real estate business from areas not within the jurisdiction of a Member Board/Association shall be (1) an amount as established by the Board of Directors plus (2) an amount as established by the Board of Directors times the number of real estate brokers and licensed or certified appraisers who (a) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® member, and (b) are not REALTOR®, or Institute Affiliate Members. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business (except as provided

for in Section 2 (a) hereof) provided that the licensee is not otherwise included in the computation of dues payable by the principal, partner, corporate officer, or branch office manager of the entity.

- a) 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 purposes 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 applies for REALTOR® membership in the Association. However, membership dues shall not be prorated if the licensee held REALTOR® membership during the preceding calendar year.

Section 3. The annual dues of each REALTOR® Member holding secondary membership directly in the Association shall be an amount established annually by the Board of Directors.

Section 4. The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the National Association of REALTORS®.

Section 5. The annual dues of each Affiliate Member shall be established annually by the Board of Directors provided, however, that only one Affiliate Member is required to hold Association membership for the same firm or company located within the territorial jurisdiction of each Member Board/Association.

Section 6. Past Presidents, Honorary Members, Life Service Members, and Association Executive Members shall not be required to pay dues.

Section 7. Annual dues for renewal of all classifications of membership in the Association are due and payable in full by January 1st. Any Member who has not had their dues submitted to the state by March 15th of each year shall be dropped from membership. For any Member dropped from membership, reinstatement may occur only after total payment of dues owed plus a late fee per member as determined by the Board of Directors. Partial dues collected, or dues collected on a payment plan will not be accepted until paid in full.

Local Boards/Associations shall transmit to the state within seven (7) days of receipt all dues paid.

Member Associations, Association Members and Individual REALTOR® Members shall be notified no later than November 1, of any change in the state dues schedule to be effective for the subsequent year.

Section 8. REALTOR® Members who are dropped from membership for non-payment of dues as of March 15 of each year and who renew their membership after that date shall be charged dues for the entire year plus a late fee as determined by the Board of Directors.

Section 9. The Association shall fund a dedicated Legal Action Fund. The Legal Action Fund money shall be placed in a separate account with all interest accruing to the Legal Action Fund. If the Legal Action Fund is depleted to \$300,000 or less, two dollars of the annual dues from each Board/Association Member, REALTOR® Member and Affiliate Member shall be allocated within the next budget year to be placed in the Legal Action Fund and said dues allocation shall remain in effect until the Legal Action Fund reaches \$500,000. A minimum of \$150,000 of Legal Action Fund money shall be reserved for legal defense purposes pursuant to procedures approved by the Board of Directors. If at the end of any fiscal year the Legal Action Fund is below \$150,000, no Legal Action Fund money, except that which has already been committed, shall be used for legal action purposes until the Legal Action Fund exceeds the \$150,000 required for legal defense purposes. Nothing in this Article III, Section 9 shall be construed to prohibit the Board of Directors from funding the Legal Action Fund from other potentially available resources.

Section 10. The Association shall fund a dedicated Issues Mobilization Fund. The Issues Mobilization Fund money will be accounted for in a dedicated equity account. If the Issues Mobilization Fund is depleted to \$300,000 or less, two dollars of the annual dues from each Board/Association Member, REALTOR® Member and Affiliate Member shall be allocated within the next budget year to be placed in the Issues Mobilization Fund and said dues allocation shall remain in effect until the Issues Mobilization Fund reaches \$500,000. Nothing in this Article III, Section 10 shall be construed to prohibit the Board of Directors from funding the Issues Mobilization Fund from other potentially available resources.

Section 11. Upon payment of dues as required under any Section of this Article, the member making such payment shall be deemed a member, as designated, in good standing of the Association.

Section 12. Special assessments may be levied by an affirmative vote of two-thirds of the votes cast, at any regular or special Board of Directors meeting of the Association, provided explanatory material about any special assessment has been sent to all Board of Director members at least 30 days prior to such regular or special meeting.

ARTICLE IV OFFICERS

Section 1. The elected officers of the Association shall be a President, a President-Elect and six (6) District Vice Presidents as set forth below. In the absence of the President, the President-Elect shall perform the duties of the President. The President and President-elect shall serve for one year or until their successors are elected and qualified and shall be members of the Board of Directors.

The six (6) District Vice Presidents shall be selected by the Presidents of the Boards/Associations in each District, with each President of the Board/Association having one equal vote. In the event one or more of the Presidents is a candidate for District Vice President, the President-Elect for the impacted Board/Association will exercise the vote of the President. If the President and President-elect from any Board/Association in a District are both unable to cast a vote, for any reason, then the vote may be delegated pursuant to local Board/Association bylaws. In the event of a tie in any District, the DVP position shall be determined by lot. The terms of the six (6) District Vice Presidents will be staggered with each District Vice President serving two-year terms as officers of the Association. Except as set forth herein, no District Vice President may serve more than two (2) consecutive two-year terms.

District Vice Presidents in Districts 1, 2 and 5 shall be elected in odd numbered years and take office in even numbered years, pursuant to Article 7, Section 3. District Vice Presidents in Districts 3, 4 and 6 shall be elected in even numbered years and take office in odd numbered years, pursuant to Article 7, Section 3.

The State shall be divided into Districts as established below by the Board of Directors:

- District 1 – Northwest Oregon: Clatsop County, Columbia County, East Metro, Portland Metro
- District 2 – Coast & Valley: Lincoln County, North Willamette, Polk County, Mid Valley, Tillamook County, Willamette, Yamhill County
- District 3 – Lane County: Central Oregon Coast, Eugene, Springfield
- District 4 – Southwest Oregon: Coos County, Curry County, Douglas County, Rogue Valley
- District 5 – High Desert: Central Oregon, Klamath County, Statewide (non-affiliated)
- District 6 – Columbia Gorge & Eastern Oregon: Columbia Basin, Northeast Oregon, Mid-Columbia, Four Rivers, Umatilla County

Section 2. The duties of the officers and District Vice Presidents shall be as outlined in the Governance Guide of the Association or as required by law.

Section 3. If a vacancy occurs in the office of President, the President-Elect shall assume the duties of the President for the remainder of the unexpired term and serve as President for a full term the next year. The President shall not be eligible to serve a second, successive, complete term. Should a vacancy occur in the offices of President and President-Elect during the same elective year, the Immediate Past President shall assume the duties of the President for the

remainder of the unexpired term or until the next regular or special election. Should the office of President-elect become vacant, the office shall remain vacant until the next elective year, or until a special election is held.

Section 4. A special election may be scheduled with the approval of the Executive Committee to fill a vacancy in the office of President-Elect or in the event of a vacancy in both positions of President and President-Elect. Such elections shall be conducted by mail ballot pursuant to ORS 65.222 or any successor statute, provided that a minimum of 60 days is allowed prior to the mail ballot for announcing the position vacancies and to allow for the candidate screening process by the Elections Committee.

In the event a vacancy occurs in any of the six District Vice President positions as described in Section 1, the position shall be filled pursuant to Section 1.

Section 5. The Executive Committee, as set forth in Article V, Section 14, may employ, subject to the approval of the Board of Directors, an Executive Vice President/Chief Executive Officer, who shall be chief administrative officer and Secretary of the Association, and who shall perform such other duties as may be delegated by contract, by the Executive Committee or the Board of Directors. The Chief Executive Officer shall provide a surety bond in such amount as the Executive Committee or the Board of Directors may determine for the position, other employees and elected officers, and the premium therefore shall be paid by the Association.

Section 6. An elected officer may be removed from office in the manner provided by law in the Oregon Non-profit Corporation Act (ORS 65.001, et. seq.), as that law now exists or may hereafter be amended or succeeded.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The governance of the Association shall be vested in the Board of Directors and the Executive Committee as further provided in these Restated and Amended Bylaws. Each Association director, officer or staff member now or hereafter serving, who is a party or is threatened to be made a party, to any proceeding by reason of the fact that he or she is or was a director, officer or staff member of the Association, shall be indemnified by the Association to the fullest extent permitted by the Oregon Nonprofit Corporation Act (ORS 65.001, et. seq.), as that law now exists or may hereafter be amended or succeeded. The Association may purchase and maintain in effect a policy or policies of insurance covering liability of directors, officers, and staff members. Insurance may extend to the potential liability of any covered individual even though the Association has no power of indemnification, pursuant to Oregon law.

Notwithstanding the above paragraph or any other provision of these Restated and Amended Bylaws, the Association shall not be required to indemnify a director, officer or staff member for any expense, liability or loss incurred by him or her in a proceeding brought by the

Association, or by its authorized agents, in which the director, officer or staff member is named as a defendant.

Section 2. The following persons shall be directors of the Association: (1) Directors at large elected or appointed by each Member Board/Association on a quota basis of one director for the first 200 Board/Association Members or fraction thereof, plus an additional director for each 200 additional Board/Association Members or major fraction thereof. Any local Board/Association which merged with another Board/Association after May 17, 2014 and becomes a Chapter of the merged local Board/Association will automatically earn an "At Large" director. The total number of directors of the newly merged Board/Association cannot exceed their combined allotment other than the minimum number of directors being two resulting from the merger; (2) the President and President-elect of the Association; (3) National Association of REALTORS® Directors; (4) past presidents of the Association who hold active membership in the Association; (5) District Vice Presidents as defined in Article IV, Section 1; (6) chairmen of Key Committees; (7) members of the Finance Review Committee; (8) an Affiliate Member Director as described in Section 3 of this Article V. In the event that an individual qualifies under more than one of the categories described in this Section 2 of Article V, that person shall be entitled to only one vote as a Director. The Chief Executive Officer shall advise each Member Board/Association secretary, in writing, the number of directors eligible from each Member Board/Association as determined from the membership rolls of the Association on the first day of September of that year. Terms of office for Member Board/Association Directors at large shall be determined by the Member Board/Association. Whenever a Member Board/Association fails to elect or appoint Director(s) at large, as provided herein, the Association's Elections Committee may recommend Director(s) at large to the Board of Directors for approval. Individuals recommended must come from the membership of the Member Board/Association in question.

Section 3. There shall be one Director representing the Association's Affiliate Members. The Director representing the Association's Affiliate Members shall be nominated and elected by those Affiliate Members for a three (3) year term. Each Affiliate Member shall have one vote to be cast by the designated contact person as shown in the Association's membership files. Nominations for the Affiliate Director position shall be opened by September 1 of the last year of the current Affiliate Director's term and all Affiliate Members contact people shall be so notified. Individuals nominated must be the designated contact person as shown on the Association's membership files. The nomination deadline shall be October 1 of that year. A ballot containing all the names of the individuals nominated shall be mailed to the designated contact person of each Affiliate Member by October 15. Voting shall be by ballot and the voting deadline shall be October 30. Election shall be by a plurality of the votes cast.

Section 4. Each Member Board/Association may elect or appoint a number of alternate Directors at large to serve equal to their allotted number of state Directors, having full voting rights and privileges only when substituting for a Director at large who has an excused absence from the Member Board/Association. These substitutions can be made up to the time the credentials process is closed prior to each Board/Association meeting. Newly appointed

alternate Directors must be declared to the Oregon Association of REALTORS® in writing, at least 7 days prior to a Board of Directors meeting. By January 1 of each year, the Member Board/Association shall advise the Chief Executive Officer of the names of the Directors at large and the alternate Directors elected or appointed by the Member Board/Association for the upcoming year. Member Board/Association alternate Directors shall be authorized to substitute for a Member Board/Association Director at large by written authorization to the Association from the Member Board/Association executive officer, president or elected secretary.

Section 5. The Board of Directors shall meet not less than two (2) times each year at times and places approved by the Executive Committee.

Section 6. Special meetings of the Board of Directors may be called at any time by the President or by ten (10) percent of the directors. Any call for a meeting shall state the purpose, date, time and place of the meeting, and shall be issued in writing at least seven (7) days in advance. Such written notice shall include a copy of the request for the special meeting bearing the signatures and board affiliation of those requesting the special meeting.

Section 7. A majority of the Board of Directors as defined in this Article shall constitute a quorum for the conduct of business. Voting by proxy shall not be allowed.

Section 8. Directors as defined in this Article are expected to attend all meetings of the Board of Directors. Absence of a Director at large from any meetings without an excuse deemed to be valid by the Director's Member Board/Association may be construed by the Member Board/Association as a resignation from office, and any vacancy in a Director at large position shall be filled by the Member Board/Association within sixty (60) days thereafter. Whenever a Member Board/Association does not fill a vacancy of a Director at large as herein provided, the Association's Board of Directors shall be authorized to fill the vacancy from the membership of the Member Board/Association. All other vacancies will be filled as provided for in ORS 65.334 or as it may be in the future amended, or any successor statute. Past presidents must attend at least one Board of Directors meeting each year in order to maintain their voting rights. In the event voting rights are lost, the Board of Directors may reinstate such rights by majority vote upon written request subject to the terms stated herein.

Section 9. The Board of Directors shall have the authority to adopt and enforce such policies, procedures, rules and regulations and to enter into such contracts and agreements as deemed by it to be beneficial to the general membership.

Section 10. The Board of Directors shall establish policies relative to Association finances and investments. The accounts of the Association shall be audited annually by a certified public accountant.

Section 11. The proposed budget for the next fiscal year shall be submitted to the Board of Directors for their action prior to the start of the next fiscal year. A copy of the proposed

annual budget shall be mailed or otherwise distributed to each voting Director at least 30 days prior to the scheduled date of the Board of Directors meeting at which the annual budget shall be submitted for adoption.

Section 12. The annual budget may be revised at any regular meeting or special meeting of the Board of Directors by a two-thirds vote of the Directors present and voting, a quorum being present, provided thirty (30) days' notice has been given to the Directors of such revision or such revision has had prior review and approval of the Executive Committee. The Executive Committee shall have the authority to authorize expenditure of unbudgeted funds, not to exceed 5% of the approved budget, provided funds are available.

Section 13. A Director, except as provided in Section 8, may be removed from office in the manner provided by law in the Oregon Non-profit Corporation Act (ORS 65.001 et. seg.), as that law now exists or may hereafter be amended or succeeded.

Section 14. There shall be an Executive Committee of the Board of Directors, consisting of the President, the President-elect, the Immediate Past President, six (6) District Vice Presidents as set forth in Article IV, Section 1, together with the four (4) Key Committee chairs. In the event that the number of Key Committees is decreased below four (4) or in the event another vacancy occurs for any reason, the President shall have the authority to make additional one-year appointments to maintain the size of the Executive Committee at thirteen (13) members. The Executive Committee shall transact business and administer the finances of the Association between meetings of the Board of Directors and shall report the substance of any actions to the Board of Directors, at its next meeting. At the discretion of the President, the Executive Committee may conduct official Association business by telephone, or written consent pursuant to ORS 65.337 and ORS 65.341, respectively, or as they may be in the future amended or succeeded. A majority of the members of the Executive Committee shall constitute a quorum.

ARTICLE VI

KEY COMMITTEES, SPECIAL COMMITTEES, TASK FORCES AND OTHER APPOINTMENTS

Section 1. The President, subject to the approval of the Board of Directors, shall have the authority to appoint chairmen, vice chairmen and members of Key Committees to implement the objectives as stated in the Association's Strategic Plan.

Section 2. Key Committees shall have such composition, terms and responsibilities as stated in their respective Statements of Organization and Purpose approved by the Board of Directors. Key Committees shall have the authority to accomplish their assigned duties and responsibilities within the Board of Directors' approved Policy Statements and these Restated and Amended Bylaws. Key Committee leadership shall have the authority to appoint ad hoc committees and work groups. These ad hoc committees and work groups may consist of members and non-members and shall report directly to the Key Committee. The President and President-Elect shall be ex-officio, non-voting members of all Key Committees.

Section 3. Key Committees shall meet at the call of the Chair or the Executive Committee. They shall report their activities at each meeting of the Executive Committee and Board of Directors. A majority of Key Committee members shall constitute a quorum for the conduct of business.

Section 4. All Key Committee requests for unbudgeted funds or policy changes must be submitted to the Executive Committee prior to seeking approval by the Board of Directors.

Section 5. At the discretion of the Chair of each Key Committee, each Key Committee may conduct its business action by telephone, or written consent pursuant to ORS 65.337 and ORS 65.341, respectively, or as they may be in the future amended or succeeded.

Section 6. The following special committees shall be appointed by the President, subject to the approval of the Board of Directors, and shall have such duties and responsibilities as stated in their Bylaws and/or their Statements of Organization and Purpose.

- Elections
- Oregon REALTORS® Political Action
- REALTOR® of the Year
- Legal Action
- Strategic Planning
- My REALTOR® Party
- Professional Standards
- Finance Review
- Diversity

Section 7. Quorums for special committees shall be a majority of the members. At the discretion of the committee Chair, each Committee may conduct its business by telephone, or written consent pursuant to ORS 65.337 and ORS 65.341, respectively, or as they may be in the future amended or succeeded.

Section 8. The Association's Political Action Committee shall function according to its Bylaws, as they may be amended from time to time by the Committee. The Committee shall exclusively control and determine all contributions and expenditures, only to the extent of and in full compliance with all applicable governmental statutes, ordinances and regulations.

Section 9. The President shall have the authority to appoint task forces at the President's discretion. Any such task force appointed shall report directly to the President and shall terminate with the presidency.

Section 10. The President, subject to the ratification by the Executive Committee, shall have the authority to recommend NAR appointees to Federal District Coordinator and Federal Senate Coordinator positions.

ARTICLE VII

ELECTION OF OFFICERS

Section 1. The election of Association officers shall be held at the Association's first Board of Directors meeting of the year. The election of NAR Directors shall be held at the Association's second Board of Directors meeting of the year.

Section 2. The Chief Executive Officer, not later than January 1 of each year, shall cause notification to be given to all members of the Association of the current position vacancy for the Association President-elect. Not later than January 1 of each year, the Chief Executive Officer shall also cause notification to be given to each Member Board/Association in each District of any position vacancy of the District Vice President position to enable selection on or before March 1 of the new District Vice President pursuant to Article IV, Section 1. The Chief Executive Officer, not later than August 15 of each year, shall cause notification to be given to all members of the Association of the current position vacancies for NAR Directors, not including any NAR Director vacancies for the Portland Metropolitan Association of REALTORS®, for the following elective year.

Section 3. Individuals interested in being considered for the President-elect position for which notice is given not later than January 1 of each year, shall submit their qualifications, as determined by the Board of Directors, and any other information requested by the Elections Committee of the Association not later than 35 days prior to the scheduled Board of Directors meeting. Any individuals interested in being considered for an elected position, for which notice is given after January 1, but not later than August 15 of each year, shall submit their qualifications and any other information requested by the Elections Committee of the Association not later than 35 days prior to the scheduled Board of Directors meeting. Individuals interested in being considered for a District Vice President position for which notice was given not later than January 1, shall submit their qualifications, as determined by the Board of Directors of the Association, and any other information requested by the Elections Committee of the Association, not later than 15 days prior to the selection date established by each District for election pursuant to Article IV, Section 1. District Vice Presidents for Districts 1, 2 and 5 shall be elected prior to the Association's first Board of Directors meeting of odd numbered years and take office the following even numbered year. District Vice Presidents for Districts 3, 4 and 6 shall be elected prior to the Association's first Board of Directors meeting of even numbered years and take office the following odd numbered year. District Vice Presidents are selected by the Presidents of the Board/Associations in each District, with each President of the Board/Association having one equal vote.

Section 4. The Elections Committee shall submit to the Chief Executive Officer the names of all individuals, including those NAR Directors from all local associations that have met the minimum requirements to be entitled to a NAR Director, as set forth by the National Association of REALTORS® (i.e. “large local associations with 2,000 or more members”). The Chief Executive Officer shall send notification of each NAR Director and President-elect candidate to each member of the Board of Directors at least fifteen (15) days prior to the Board of Directors meeting at which the elections shall occur. Those who have been elected as District Vice Presidents by their respective Districts, and who have been certified by the Elections Committee, will be announced to the Board of Directors fifteen (15) days prior to the Board of Directors meeting.

Section 5. The Elections Committee shall supervise the election of the President-elect and the NAR Director(s). Elections shall be by secret ballot. In instances when only one individual is seeking a specific office, election shall be by a majority vote on the first ballot. In the event the single candidate does not receive a majority vote on the first ballot, the Elections Committee shall accept nominations from the floor for the vacant office. After receiving and certifying eligibility of any nominated candidate, the election shall proceed as outlined in this Article VII when two or more candidates are running for a vacant office. In the event no nominations are received from the floor or the nominated candidates cannot be certified, the original candidate shall be deemed elected. In instances when two or more individuals are running for the office of President-elect, elections shall be by a majority vote on the first or subsequent ballots. In instances when two or more individuals are running for NAR Director vacancies, elections shall be by plurality on the first ballot. Tie votes for NAR Director positions shall be determined by lot. In cases where staggered, multi-year terms are involved in the same election, the individual(s) with the higher(est) number of votes shall be elected for the longer(est) term(s).

Section 6. All NAR Director Candidates for vacant positions from large local associations, as determined by NAR, shall be placed on the ballot and voted on separately from the Association’s at-large NAR Director candidates. In addition, no more than two of the Association’s at-large NAR Director positions may be held by members of any large local association in a given year.

Section 7. Any Association at-large NAR Director vacancies which occur between regularly scheduled Association elections shall be filled by the Association President with the approval of the Executive Committee or the Board of Directors at the next regularly scheduled meeting. Large local association NAR Director vacancies which occur between regularly scheduled Association elections shall be filled by the large local association where the vacancy has occurred, with the approval of its Executive Committee or Board of Directors.

ARTICLE VIII

FISCAL & ELECTIVE YEAR

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

Section 2. The elective year of the Association shall be from the day after the last day of the National Association of REALTORS® convention through the last day of the National Association of REALTORS® convention the following year.

ARTICLE IX
CODE OF ETHICS

The Code of Ethics of the National Association of REALTORS®, as interpreted from time to time in the Standards of Practice and the compilation of Interpretations of the Code of Ethics prepared by the National Association of REALTORS®, shall be considered a part of the Association's Policy Statements and such Policy Statements of the Association shall, in the future, be deemed to be amended whenever the Code of Ethics of the National Association of REALTORS® is amended by the National Association of REALTORS®.

ARTICLE X
PROFESSIONAL STANDARDS

Section 1. Allegations of ethical violations and contractual disputes and specific non-contractual disputes as defined in Standard of Practice 17-4, between Board/Association Members and Individual Members may be submitted to an Ethics or Arbitration panel at the Association under the following circumstances:

- a) Allegations of unethical conduct by a REALTOR® Member who is directly a member of the Association and not a member of any Member Board/Association;
- b) Allegations of unethical conduct by a Board/Association Member in the instance in which the Member Board/Association because of size or other valid reason determines that it cannot provide a due process hearing of the matter and petitions the Association to conduct a hearing;
- c) Contractual Disputes and specific non-contractual disputes as defined in Standard of Practice 17-4 between Board/Association Members who are not members of the same Member Board/Association where the matter has been referred to the Association by both Member Boards/Associations;
- d) Contractual Disputes and specific non-contractual disputes as defined in Standard of Practice 17-4 between REALTOR® Members who are directly members of the Association and are not members of any Member Board/Association;
- e) Contractual Disputes and specific non-contractual disputes as defined in Standard of Practice 17-4 between a REALTOR® Member who does not hold membership in any Member Board/Association, but is directly a member of the Association, and a Board/Association Member;

- f) Contractual Disputes and specific non-contractual disputes as defined in Standard of Practice 17-4 between Board/Association Members in the same Member Board/Association where the Member Board/Association, with good and sufficient reason, is unable to arbitrate the controversy; and
- g) Contractual Disputes between a customer or a client and a Board/Association member where the Member Board/Association, with good and sufficient reason, is unable to arbitrate the dispute or the REALTOR® is a direct member of the Association.

Section 2. Professional Standards hearings 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 from time to time amended, which by this reference is made a part of these Restated and Amended Bylaws, provided that upon review by the Association's legal counsel and approval of the Board of Directors, any provision thereof may be deleted or amended to comply with all applicable Oregon and local laws, rules and regulations or standards of practice and procedure.

Section 3, In instance where ethical violations and controversies are submitted to the Association pursuant to Sections 1 and 2 above, Grievance Committees and Hearing Panels will be appointed by the Association President, as needed, from members of Member Board/Association Grievance and Professional Standards Committees.

Section 4. If a REALTOR® Member (as defined in Article II, Section 4, of these Bylaws) resigns from the Board/Association or otherwise causes membership to terminate with an ethics complaint pending, that Board of Directors may condition the right of the resigning Member to reapply for membership upon the applicant's certification that he/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel.

- a) If a REALTOR® Member (as defined in Article II, Section 4, of these Bylaws) 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 5. New Member Code of Ethics Orientation. Applicants for REALTOR® membership shall complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of instructional time. This requirement does not apply to applicants who have completed comparable orientation in another association, provided that membership has been continuous, or that any break in membership is for one year or less.

Failure to satisfy this requirement within 90 days of the date of application will result in denial of the membership application.

Note: This orientation program must meet the learning objectives and minimum criteria established from time to time by the National Association of REALTORS®.

Section 6. Continuing Member Code of Ethics Training. Each REALTOR® member of the Association shall be required to complete bi-annual 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, or the National Association of REALTORS®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the National Association of REALTORS® from time to time. Members who have completed training as a requirement of membership in another association and members who have completed the New Member Code of Ethics Orientation during any two-year cycle shall not be required to complete additional ethics training until a new two-year cycle commences.

Failure to satisfy this shall be considered a violation of a membership duty for which membership shall be suspended until such time as the training is completed.

Failure to meet the requirement will result in suspension of membership for the first two months (January and February) of the year following the end of any two (2) year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated. (Adopted 1/01, revised 5/05 and 10/08)

ARTICLE XI

USE OF THE TERM REALTOR® AND REALTORS®

Section 1. Use of the terms REALTOR® or 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 authority to control, jointly and in full cooperation with the **National Association of REALTORS®**, use of the terms within those areas of the state of Oregon not within the jurisdiction of a Member Board/Association. 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. Board/Association Members and REALTOR® Members of the Association shall have the privilege of using the terms REALTOR® or REALTORS® in connection with their business so long as they remain members in good standing. No other class of members shall have this privilege.

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

Section 4. Institute Affiliate Members, Affiliate Members, and Honorary Members shall not use the terms REALTOR® or REALTORS® and shall not use the imprint of the emblem seal of the National Association of REALTORS®.

ARTICLE XII
RULES OF ORDER

Section 1. Robert's Rules of Order, latest edition, shall be recognized as the authority governing all meetings and conferences when not in conflict with the Restated and Amended Bylaws of the Association.

ARTICLE XIII
AMENDMENTS

Section 1. These Restated and Amended Bylaws may be amended at any meeting of the Board of Directors, regular or special, by the affirmative vote of two-thirds of the Directors present and voting, provided that a quorum is present, and provided further that written notice of the substance of any proposed amendment first shall have been sent to each director, at least thirty (30) days in advance of the meeting.

Section 2. Amendments to these Restated and Amended Bylaws affecting the admission or qualifications of Board/Association Members, Individual Members, Institute Affiliate Members, the use of the terms REALTOR®, REALTORS®, or any alteration in the territorial jurisdiction of a Member Board/Association shall become effective upon the approval of the Board of Directors of the National Association of REALTORS®.

Section 3. Upon a two-thirds (2/3) vote of Directors present and voting provided that a quorum is present, the \$2.00 annual payment to the Legal Action Fund, as set out in Article III, Section 9 of these Restated and Amended Bylaws, may be suspended for a period not to exceed one year.

ARTICLE XIV
DISSOLUTION

Section 1. Upon the dissolution of this Association, the Board of Directors, after providing for the payments of all obligations, shall distribute any remaining assets to Member Boards/Associations or, within its discretion, to any other nonprofit, tax-exempt organization.

ARTICLE XV
HARASSMENT

Section 1. Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an Association employee or Association Officer or Director after an investigation in accordance with the procedures of the Association. As used in

this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, President-elect and one member of the Board of Directors selected by the highest-ranking officer not named in the complaint, upon consultation with legal counsel for the Association. Disciplinary action may include any sanction authorized in the Association's Code of Ethics and Arbitration Manual. If the complaint names the President or President-elect they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest-ranking officer not named in the complaint.