

LOUISIANA REALTORS®
Approved 04-30-2010

BYLAWS

ARTICLE I – Name and Purposes

Section 1. The name of this organization shall be Louisiana REALTORS®, hereinafter referred to as the “Association” or the “State Association.”

Section 2. The purposes of the Association are:

- (a) To promote the interest, dignity and character of the real estate business in the State of Louisiana.
- (b) To promote and maintain the highest standards of conduct in the transaction of real estate business as expressed in the Code of Ethics of the National Association of REALTORS®, and to enforce that code among its members in their dealings with one another and with the public.
- (c) To promote the welfare of property owners, tenants, buyers and, in general, the good of the people of the State of Louisiana.
- (d) To unite the members of the Association for the purpose of effectively exhorting a combined influence upon matters affecting real estate interests.
- (e) To provide a facility for education, research and exchange of information for those engaged in the real estate business in Louisiana.

ARTICLE 2 - MEMBERSHIP

Section 1. The members of this association shall consist of six classes: (1) Member Boards, (2) Association members, (3) At-Large REALTOR® members, (4) Institute Affiliate members, (5) Affiliate members, and (6) Honorary members.

Section 2. A Member Board shall be an association chartered by the National Association of REALTORS® within the state of Louisiana. All the REALTOR® and

REALTOR-ASSOCIATE[®] members who hold primary membership in the association shall hold membership in this association and the NATIONAL ASSOCIATION OF REALTORS[®].

Section 3. Association members shall be either REALTOR[®], REALTOR-ASSOCIATE[®], or Institute Affiliate members of a Member Board in good standing.

Section 4. An At-Large REALTOR[®] member shall be any individual engaged in the real estate profession as a principal, partner, corporate officer, or branch office manager acting on behalf of the firm's principal(s), and licensed or certified individuals affiliated with said REALTOR[®] member whose place of business is located in an area outside the jurisdiction of any Member Board who meets the qualifications for At-Large REALTOR[®] membership established in subsection (a) below. Secondary At-Large REALTOR[®] membership shall also be available to individuals who hold primary membership in an association in another state and who desire to obtain direct membership in the state association without holding membership in a local association in the state.

- (a) An applicant for At-Large 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 through its membership committee or otherwise that he/she is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy*, has no record of official sanctions involving unprofessional conduct**, agrees to complete a course of instruction covering 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/she 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 interests 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 record of official sanctions involving unprofessional conduct is intended to mean that the association may only consider:

- A. judgments against the applicant within the past three (3) years of violations of (1) civil rights laws, (2) real estate license laws, and (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.
- B. criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which 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.

NOTE: Article IV, Section 2 of the NAR *Bylaws* prohibits Member Boards from knowingly granting REALTOR® or REALTOR-ASSOCIATE® 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.

- (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 At-Large 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 a secondary member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has no record of official sanctions involving

unprofessional conduct*, shall complete a course of instruction covering 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 membership committee and shall agree in writing that if elected to membership he/she will abide by such *Constitution, Bylaws, Rules and Regulations*, and the Code of Ethics.

*No record of official sanctions involving unprofessional conduct is intended to mean that the association may only consider:

- A. judgments against the applicant within the past three (3) years of violations of (1) civil rights laws, (2) real estate license laws, and (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.
 - B. criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which 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.
- (c) The association will also consider the following in determining an applicant's qualifications for REALTOR® membership:
- 1. All final findings of Code of Ethics violations and violations of other membership duties in this or any other REALTOR® association within the past three (3) years
 - 2. Pending ethics complaints (or hearings)
 - 3. Unsatisfied discipline pending
 - 4. Pending arbitration requests (or hearings)
 - 5. Unpaid arbitration awards or unpaid financial obligations to any other association or association MLS
 - 6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm

"Provisional" membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the

applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics; see Article II, Section 4(a) Note 2) provided all other qualifications for membership have been satisfied. Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six months from the date that provisional membership is approved.

Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration request pending, the association may condition membership on the applicant's certification that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the association to which the applicant has made application) and will abide by the decision of the hearing panel.

- (d) The board of directors (or its appointed designee) shall review and act on all applications for membership. An application may not be rejected without providing the applicant with an opportunity to appear before the board of directors to make such statements as he/she deems relevant. If the board of directors determines that the application should be rejected, it shall record its reasons with the secretary. If the board of directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.
- (e) The board of directors 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.
- (f) Designated REALTOR® members. Each firm (or office in the case of firms with multiple office locations) 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 II 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 II, Section 4 of the Bylaws.

- (g) Any At-Large REALTOR® member of the association may be disciplined by the board of directors for violations of these Bylaws, the Code of Ethics, or other duties of membership, after a hearing as described in the Code of Ethics and Arbitration Manual of the association, 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 and Arbitration Manual* of the National Association.
- (h) If a REALTOR® member is a sole proprietor in a firm, a partner in a partnership or an officer in a 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 other principals, partners, or corporate officers 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, 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 until connection of the disciplined member with the firm, partnership, or corporation is severed, or unless the REALTOR® member (non-principal) elects to sever his/her connection with the REALTOR® 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.
- (i) In any action taken against a REALTOR® member for suspension or expulsion under Section 4(h) 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 the provisions in Article II, Section 4(h) shall apply.

Section 5. Institute Affiliate members shall be individuals who hold a professional designation awarded by an Institute, Society, or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society, or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® or REALTOR-ASSOCIATE® membership, subject to payment of applicable dues for such membership.

Section 6. Affiliate members shall be real estate owners and other individuals or firms who are Affiliate members of Member Boards.

Section 7. Honorary members shall be individuals other than those engaged in the real estate business who have contributed notably to this association.

ARTICLE 3 - MEMBERSHIP DUES

- A. The annual dues of each Member Board, as defined in Section I of these Bylaws, (1) shall equal the amount of Member Dues, to be determined by the Board of Directors on an annual basis, times the number of REALTOR® and REALTOR-ASSOCIATE® Members who hold primary membership in the Board, and (2) shall also equal the amount of Member Dues times the number of real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with REALTOR® Members who are not themselves REALTOR®, REALTOR-ASSOCIATE® or Institute Affiliate Members. In calculating the dues payable by a Member Board, nonmembers, as defined in the preceding sentence, shall not be included in the computation of dues if dues have been paid in another Board in the State, provided the Board notifies the Association in writing of the identity of the Board to which dues have been remitted.
- B. The annual dues of each At-large REALTOR® Member actively engaged in the real estate business from areas not within the jurisdiction of a Member Board shall be (1) an amount, which shall be determined by the Board of Directors on an annual basis, times the number of real estate salespersons 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 At-

large REALTOR[®] Members, and (b) are not themselves REALTORS[®], REALTOR-ASSOCIATES[®], or Institute Affiliate Members provided, however, if two or more REALTORS[®] are principals of the same firm, partnership or corporation, then only that REALTOR[®] designated from time to time in writing by the firm, partnership or corporation shall be required to pay that portion of the dues which is computed on the basis of the real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with such firm, partnership or corporation. The term "Designated REALTOR[®]" shall be as defined by the NATIONAL ASSOCIATION OF REALTORS[®].

- C. Limited Function Referral Office (LFRO): 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 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 salespersons 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[®], REALTOR-ASSOCIATE[®], 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 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, 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® or REALTOR-ASSOCIATE® membership in the Association. However, membership dues shall not be prorated if the licensee held REALTOR® or REALTOR-ASSOCIATE® membership during the preceding calendar year.

- D. Upon payment to the Association of the dues required under A, B and C above, each REALTOR® and REALTOR-ASSOCIATE® Member of Member Boards within the State, and each At-large REALTOR®, At-large REALTOR-ASSOCIATE®, and Institute Affiliate Member from areas not within the jurisdiction of a Member Board within the State, shall be deemed a REALTOR®, REALTOR-ASSOCIATE® or Institute Affiliate Member, as the case may be, in good standing of the Association. Upon payment of dues required herein, the individual making such payment shall be deemed a Member as designated in good standing of the Association.
- E. The annual dues shall be due and payable on the first day of November for the following year.
- F. Dues for initial REALTOR® and REALTOR-ASSOCIATE® membership must be submitted to the Association by the fifteenth (15) of the subsequent month in which the individual became a Board Member. Dues for REALTOR® and REALTOR-ASSOCIATE® Members will be pro-rated monthly from the month in which the individual becomes a Board Member.
- G. Dues not received within thirty (30) days from the date due and payable may subject a Member Board or other Members to suspension by action of the Board of Directors. Dues not received within sixty (60) days from the date due may subject a Member Board or other Members to expulsion by action of the Board of Directors. Dues not received within ninety (90) days from the date due shall result in penalties to that Member Board or other Members. Fifteen (15) days prior to January 31, the Association shall notify those Member Boards or other Members in writing who have not yet submitted dues of the resulting penalties in the event dues are not received by the Association.
- H. Annual dues not received in the Association's offices by January 31, will be considered delinquent and shall result in the assessment of a \$5.00 per member penalty assessed upon reinstatement. The Member Board shall remit all dues that have been received to date to the Association. The Louisiana REALTORS® Association shall notify the Member Board or other Members of the delinquency within fifteen (15) days of the delinquency. Delinquent Member Boards or other

Members will automatically be expelled on the last day of February and may show just cause as to why said delinquent Member Board or other Members should not be dropped from membership at the first regularly scheduled meeting of the Board of Directors of the Association following the January 31 delinquent deadline. In the event said delinquent Member Board or other Members do not show cause, or causes, acceptable to the Board of Directors, the Board of Directors shall drop said Member Board or other Members from membership.

- I. By January 31 of each year, Member Boards shall file with the Association, in such format as shall be determined by the Louisiana REALTORS® a list of its primary REALTOR®, REALTOR-ASSOCIATE® and Institute Affiliate Members and the real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with such REALTOR® Members, certified by the President and Secretary of the Board, and that Member Board shall pay dues for the current year on the basis of such list; provided, however, that adjustments shall be made each month for Members dropped or enrolled by the Member Board during the preceding month. On a monthly basis, the Member Board shall report to the Association the names and addresses of REALTORS®, REALTOR-ASSOCIATES® and Institute Affiliate Members dropped or enrolled during the preceding month, and pay appropriate fees for new members.
- J. The annual dues of each Institute Affiliate member shall be as established in Article II of the *Bylaws of the NATIONAL ASSOCIATION OF REALTORS®*.

NOTE: The Institutes, Societies, and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate members (\$75). The National Association shall credit \$25 to the account of a local association for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the \$25 amount will be credited to the COB, unless the Institute Affiliate member directs that the dues be distributed to the other association. The National Association shall also credit \$25 to the account of state association for each Institute Affiliate member whose office address is located within the territorial jurisdiction of the state association. Local and state associations may not establish any additional entrance, initiation fees, or dues for Institute Affiliate members, but may provide service packages to which Institute Affiliate members may voluntarily subscribe.

ARTICLE 4 - BOARD OF DIRECTORS

A. The affairs of the Association shall be governed by the Board of Directors, composed of not less than 50 REALTORS® and REALTOR-ASSOCIATES® who must meet the following criteria and are chosen as follows:

1. REALTOR® in good standing for two consecutive years.
2. Served on at least two Louisiana REALTORS® workgroups/teams/taskforces or the Louisiana REALTORS® Political Action Committee out of the past four years.

B. The Board of Directors shall be composed of the following:

1. The President, President-elect, Secretary-Treasurer and Regional Vice Presidents elected from each of the regions created by the Board of Directors.
2. The Division Directors as appointed by the President of the Association.
3. The Immediate Past President.
4. Local Association Designated Positions
 - a. Local Association President Or Designee

Each local association shall be entitled to submit the name of the incoming year's president who shall meet the established criteria, or a designee from the local association who shall meet the established criteria, in the event the president chooses or is unable to serve. The term shall be for one year.

- b. Local Association Directors Based On Membership Number Allocations

Based on the membership of the local associations on October 1 of the year preceding the election of the Board of Directors, the

number of local association allocated directors, who will serve two-year terms, will be determined based on the following:

1. Local associations exceeding 200 REALTOR® members are entitled to an additional director, then;
 2. Local associations exceeding 1,000 REALTOR® members are entitled to an additional director, for each additional 1,000 members.
- c. By May 15 of the election year, the Louisiana REALTORS®, based on October 1 membership count of REALTOR® and REALTOR-ASSOCIATES®, shall give final notification to its local associations of the number of director positions available as per the membership count. By July 15, the local associations shall submit applications for the number of positions available.
- d. Local association candidates for the position of state director who meet the established criteria will be elected at the Association's fall meeting.
- e. Local Association and Specialty Director Vacancies

In the event of an elected regional vice president or appointment of a division director within the local association or specialty group, the local association or specialty group will have the ability to name a replacement who shall meet the established criteria.

5. At Large Directors

REALTOR® members who meet the established criteria are eligible to place their names in nomination for the at large state director positions to serve two-year staggered terms. There shall be one (1) at large state director equal to the number of local associations in Louisiana, or as many as are necessary to maintain the minimum of 50 directors.

6. Specialty Directors

a. Association Executive

The local association executives of the Louisiana REALTORS® shall appoint an association executive of a local association in Louisiana, who meets the established criteria, to serve on the Board of Directors as a nonvoting member for a 1-year term.

b. LARPAC Representative

The chairman of LARPAC, if he/she meets the established criteria, shall serve a one-year term on the Board of Directors. If the incoming chairman of LARPAC does not meet the established criteria or is unable to serve, the LARPAC Trustees shall appoint a current Trustee, who meets the established criteria, to serve on the Board of Directors for a period of one year.

c. Commercial Representatives

The REALTORS® Commercial Alliance (RCA) shall elect two (2) directors, who meet the established criteria, to serve one-year terms on the Board of Directors.

d. Appraisal Representative

The Appraisal Team shall elect one (1) director, who meets the established criteria, to serve a one-year term on the Board of Directors.

e. Past State President

The Past State President's Team shall elect one (1) director, who meets the established criteria, to serve a one-year term on the Board of Directors.

f. Large Firm

The owner, or designated manager, of a real estate firm domiciled in the State of Louisiana with over 500 members of the Louisiana REALTORS®, who meets the established criteria, will serve a one-year term on the Board of Directors.

g. Louisiana NAR Directors

All Louisiana directors of the National Association of REALTORS[®], who meet the established criteria, shall serve on the Board of Directors for the duration of their national term.

h. Vacancies of Specialty Directors

Vacancies shall be filled by the specialty group for which the vacancy occurs for the remainder of the term.

C. Board of Director's Candidate Application & Credentials

1. By May 15, following the spring business meeting, the Louisiana REALTORS[®] shall notify its local associations of vacancies occurring in local association designated positions for the following year.

By August 1 of the preceding year in which candidates for the position of state director are to be seated, local associations shall submit the names of qualified local association candidates.

2. The members of Louisiana REALTORS[®] shall be notified by electronic mail and the Association's website of available at large positions for the following year.

By August 1 of the preceding year in which candidates for the position of state director are to be seated, REALTOR[®] members, who meet established criteria, shall submit their applications.

3. All candidates for the position of state director must meet the established criteria at the time of application and must complete a "Candidate Recommendation Form" in its entirety.

4. The staff of the Louisiana REALTORS[®] shall review each candidate application to ascertain that the candidates meet the established criteria to serve on the Board of Directors. Any application for a candidate not meeting the established criteria shall be returned to either the local

association or the REALTOR[®] member who submitted the application along with an explanation as to why the candidate does not meet established criteria.

In the event a candidate does not agree with the rejection of his/her application, the candidate may appeal within ten (10) days to the Executive Committee of the Louisiana REALTORS[®].

5. Election of Local Association and At Large Director Positions

- a. The election of the incoming members of the Board of Directors shall be by vote of the Board of Directors at the fall meeting.
 - b. The staff of the Louisiana REALTORS[®] shall prepare the ballot of the at large candidates in alphabetical order.
 - c. The candidates not elected as at large directors shall be listed in order according to the number of votes received. In the event a vacancy occurs, the next ranked director shall be seated as an elected candidate for the remainder of the term.
 - d. Local association directors and specialty directors shall be elected by acclamation at the Fall Meeting.
 - e. The directors so elected shall take office at the beginning of the calendar year following their election.
- D. The Board of Directors shall have general control and supervision over the affairs of the Association, its bureaus, departments, divisions and committees and shall have full power to create such bureaus, departments, divisions and committees as in their judgment and discretion may deem best.
- E. The Board of Directors may approve a bond, if any is required, to be furnished by the person or persons entrusted with the funds of this Association, its bureau, its bureaus, its departments, its divisions and its committees. The Board of Directors shall have full power to borrow money, to issue notes, bonds or certificates of indebtedness as may be deemed necessary to carry out the objectives and purposes of this Corporation.

- F. The Board of Directors shall have the full power to adopt, repeal, alter and amend the Bylaws, and may adjust dues, at pleasure, provided that notice of such proposed changes be communicated to each Director at least ten (10) days prior to the meeting; to enact rules and regulations for the proper conduct of the Association; and to provide penalties for the infractions thereof.

In performing the functions listed the Board of Directors shall be noticed by email and the Association's website. Voting may be by (1) voice; (2) show of hands; (3) standing; (4) written vote; (5) mail vote; or, (6) electronic vote.

- G. The Board of Directors shall meet at least three (3) times each year (Winter, Spring, and Fall), or more often on call, at a place designated by the President.

Special meetings of the Board of Directors may be called at any time by the President or by twenty (20) percent of the Directors upon ten (10) days written notice.

- H. In order to be considered present at a Board of Director's meeting, each Member of the Board of Directors will be required to sign in at the beginning of the meeting.

- I. An unexcused absence from one (1) regular meeting shall be construed as an automatic resignation by an elected Director. Each local association shall be notified of director attendance after each meeting of the Board of Directors and will verify if a director should be removed from his/her position for an unexcused absence. Vacancies created by an elected local association designated director shall be filled for the remainder of the term by the local association, provided the replacement director meets the established criteria for serving as a director.

- K. A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting shall be the acts of the Board of Directors.

ARTICLE 5 - EXECUTIVE COMMITTEE

- A. There shall be an Executive Committee consisting of the President, President-elect, Secretary-Treasurer, a Regional Vice President from each of the regions created by the Board of Directors, Division Directors, the immediate past

President, an Executive Officer of a local association, who shall be appointed by the President and who shall serve *ex officio*, and the CEO who shall serve *ex officio*.

- B. The President shall act as Chair of the Executive Committee. In the absence of the President, the President-elect shall preside at such meetings. In addition to regularly scheduled meetings, the Executive Committee shall meet prior to each meeting of the Board of Directors. Other meetings of the Executive Committee may be held at the call of the President upon the request of fifty (50) percent of the Executive Committee's voting members. At any meeting of the Executive Committee, fifty (50) percent of its voting members shall constitute a quorum.
- C. The Executive Committee shall conduct the affairs of the Association in accordance with the Charter, Bylaws, policies and instructions of the Board of Directors; provided, however, that any decision or action required at a time between meetings of the Board on any matter for which the Board of Directors has not established a policy or instructions, that the Executive Committee is authorized to take such action and make such decisions as will carry out the objectives and purposes of the Association as expressed in the Charter and Bylaws.
- D. It shall be the special duty of the Executive Committee, in cooperation with the appropriate Teams of the Association, to develop methods of making the Association and its programs useful and of practical assistance to the members. The Executive Committee shall, from time to time, prepare and submit to the Board of Directors specific plans to such end.
- E. Officers and members of the Executive Committee, elected or appointed, shall be required to attend all meetings of the Executive Committee and the Board of Directors. Officers and members of the Executive Committee who miss one (1) meetings of the Executive Committee or Board of Directors without an excused absence shall be removed from the Committee.
- F. An Officer or a member of the Executive Committee may be entitled to excused absences, which absences shall be approved by the Executive Committee for good and sufficient reason. Absence from meetings because of conflict of attendance at other business-related matters of the Association shall not constitute an absence, if approved by the Executive Committee.

- G. For just cause, any member of the Executive Committee may be removed from said office by a two-thirds (2/3rds) vote of the Board of Directors at a regular or special meeting at which a quorum is present. An investigation of the cause shall be made by the Executive Committee, and their recommendations shall be given in writing to the Board of Directors at least ten (10) days before the meeting at which this vote is to be taken.

ARTICLE 6 - OFFICERS

- A. The Corporate Officers of the Louisiana REALTORS® Association shall be a President, President-elect, Secretary-Treasurer and Regional Vice Presidents.
- B. The general administrative officer of the Association shall be the CEO. The CEO shall be in charge of the Association's headquarters and registered office. The selection, retention or dismissal of the CEO shall be at the sole discretion of the President, President-elect, Secretary-Treasurer and the Regional Vice Presidents.
- C. All of the Officers and Regional Vice Presidents shall be REALTOR® or REALTOR-ASSOCIATE® members.
- D. All of the Officers shall meet the following criteria prior to their election cycle to be considered an officer of the Association:
 - 1. A REALTOR® in good standing for the past six years;
 - 2. Served on Strategic Planning or Finance Team or served as Regional Vice President in the past six years;
 - 3. Actively served on at least two Louisiana REALTORS® workgroups/teams/taskforces or the Louisiana REALTORS® Political Action Committee during the past six years with attendance verified and;
 - 4. Served on Board of Directors for one full term in the past six years;
 - 5. Served in a leadership position in state, local, or community organizations or graduated from a certified leadership-training program during the past six years.

- F. Regional Vice Presidents shall be elected by their respective regions for a one-year term.
- G. In the event that a vacancy occurs in one of the elected offices during the calendar year, the person filling the vacancy is not precluded from filing for election of to that position the following year. In the event an officer is unable to perform his or her duties for a period of more than 30 days, the Executive Committee shall make a determination whether the office has been vacated at its next meeting.

If a vacancy occurs in the position of president by virtue of death, resignation or otherwise, the president-elect shall, at his/her option, either assume the role of president for the remainder of the term of office or remain in the role of president-elect, in which case the Executive Committee shall elect a successor.

If a vacancy occurs in the position of president-elect by virtue of death, resignation or otherwise, then the secretary-treasurer shall assume the role of president-elect for the remainder of the term of office. When the secretary-treasurer assumes the role of president elect because of a vacancy, he or she will not automatically ascend to the position of president in the following year. Instead, an election will be held to fill the position of president in the following year.

If a vacancy occurs in the office of secretary-treasurer from natural ascension to a Higher office, or by vacating the office for other reasons, the position of secretary treasurer, for the remainder of the term of office, shall be filled by an elected regional vice president selected by the Executive Committee.

If a vacancy occurs in the position of one of the regional vice presidents from natural ascension to corporate office, or by vacating the position for other reasons, the directors from that region shall elect a successor for the vacating Regional Vice President for the remainder of the unexpired term.

ARTICLE 7 - DIVISION DIRECTORS

- A. The President shall appoint five (5) Division Directors, who shall be REALTOR® or REALTOR-ASSOCIATE® Members, for the year.

- B. Division Directors shall serve as liaisons to the Teams within their division to provide a communications network among the Board of Directors, the officers and the Executive Committee.
- C. The President-elect shall serve as the Chair of the Operations Division.
- D. Division Directors shall abide by the established job description.

**ARTICLE 8 –NOMINATION OF OFFICERS
AND REGIONAL VICE PRESIDENTS**

- A. Nominations/Elections for Officers and Regional Vice Presidents of the Louisiana REALTORS® (“Association”)
 - I. Nominations
 - a. Qualifications for President-Elect, Secretary Treasurer, and Regional Vice President and a timeline from notice to election will be posted on the Louisiana REALTORS® website.
 - b. During the Fall Business Meeting prior to the election cycle of Regional Vice President, the job description and qualifications for Regional Vice President shall be distributed to the REALTOR® members of the region both electronically and at the beginning of each regional caucus.
 - c. Any REALTOR® member who meets the qualifications for either President-Elect, Secretary Treasurer, or Regional Vice President and wishes to be considered for an office shall submit his/her name to the Louisiana REALTORS® on the appropriate application 45 days prior to the annual election.
 - d. The staff of the Louisiana REALTORS® shall review each officer and regional vice president candidate application to ascertain which candidates meet the established criteria to serve. Any application for a candidate not meeting the established criteria shall be returned to the REALTOR® member along with an explanation as to why the candidate does not meet the established criteria.

In the event the candidate does not agree with the rejection of his/her application, the candidate may appeal within thirty days to the Executive Committee of the Louisiana REALTORS®.

- e. A copy of each application submitted by a qualified candidate for Regional Vice President shall be forwarded to the seated Regional Vice President for that region and to each local association in that region.
- f. Qualified candidates for the office of Regional Vice President will submit materials supporting their candidacy to be published on the Louisiana REALTORS® website.

2. Elections

a. Board of Directors

- 1. The election of the qualified candidates for the Board of Directors shall be by vote of the Board of Directors at the fall meeting of the Association. A majority vote shall rule, except in the election of At-Large Directors. The Directors so elected shall take office at the beginning of the calendar year following their election.
- 2. Failure to elect at the time specified shall not be regarded as a forfeiture of these Bylaws, but the Board of Directors then in office shall continue to hold office until the next Board of Director's meeting at which an election is held.

b. Officers

- 1. The name of each qualified candidate will be placed on a ballot in alphabetical order.
- 2. The general election of qualified candidates for Officers will be by ballot vote of the Board of Directors at the spring meeting. A majority vote shall rule.

c. Regional Vice Presidents

1. The name of each qualified candidate will be placed on a ballot, and each candidate will have an opportunity to address REALTOR® members at the caucus of the Annual meeting.
2. The qualified candidates for the position of Regional Vice President will be elected for a one-year term by the region at its Regional Caucus held at the fall meeting.

B. Nominations/Elections for the Louisiana REALTORS® elected Directors of the National Association of REALTORS® and Regional Vice President of Region 10 (Texas/Louisiana) of the National Association of REALTORS®

I. Nominations

- a. The Association shall notify its Member Boards and REALTOR® Members by electronic mail of the expiring terms of its elected Louisiana directors of the NATIONAL ASSOCIATION OF REALTORS® and regional vice president of Region 10 (Texas/Louisiana) of the NATIONAL ASSOCIATION OF REALTORS® for the subsequent year. Each Member Board and elected members of the Board of Directors will be encouraged to submit the names of candidates for these vacancies. The names of candidates shall be submitted to the Louisiana REALTORS® on a nominating recommendation form.

The Louisiana REALTORS® staff shall review the qualifications of those candidates whose names are submitted to assure that the candidates meet established criteria.

- b. Nominations for Louisiana REALTORS® elected regional vice president of Region 10 (Texas/Louisiana) of the NATIONAL ASSOCIATION OF REALTORS®, must be received by the Louisiana REALTORS® forty-five (45) days prior to the spring meeting and nominations for the Louisiana REALTORS® elected directors of the NATIONAL ASSOCIATION OF REALTORS®

must be received by the Louisiana REALTORS® forty-five (45) days prior to the start of the fall business meeting.

- c. Candidates meeting the criteria for the Louisiana REALTORS® elected directors of the NATIONAL ASSOCIATION OF REALTORS® and the Regional Vice President of Region 10 (TX/LA) of the National Association of REALTORS® shall be listed on the Louisiana REALTORS® website. The qualified candidates shall participate in a “Candidate’s Forum” to be held during the Association’s fall meeting and prior to the election at the fall meeting.
- d. Any REALTOR® member who has served as an Association elected director of the National Association of REALTORS® may not serve more than six (6) years as a NAR director. Service as Region 10 Regional Vice President does not count towards this limitation on service.
- e. The election of the regional vice president of Region 10 (Texas/Louisiana) of the NATIONAL ASSOCIATION OF REALTORS® shall take place at the Louisiana REALTORS® annual meeting and shall be by vote of the Board of Directors, and the election of the Louisiana REALTORS® elected directors of the NATIONAL ASSOCIATION OF REALTORS® shall take place at the fall business meeting and shall be by vote of the Board of Directors.
- f. In order to create a ranking of the nominees for Louisiana REALTORS® elected directors of the NATIONAL ASSOCIATION OF REALTORS® or regional vice president of Region 10 (Texas/Louisiana) of the NATIONAL ASSOCIATION OF REALTORS® in case of resignation, changes in director or RVP allotment, or the like between the date of the election and the expiration of the ultimate term of office, the ranking shall be based upon the votes received by the candidates in the election process. The candidates receiving the highest number votes shall, in ranking order, be considered the nominees for the available slots for the position of director and RVP to be submitted by the Association to the NATIONAL ASSOCIATION OF REALTORS®.

The remaining candidates shall become Alternates based upon their voting totals. Vacancy shall be filled by the alternate candidate with the most votes received during the election.

ARTICLE 9 – ENDORSEMENT OF NATIONAL ASSOCIATION OF REALTORS®, DIRECTORS FOR OFFICE OF PRESIDENT-ELECT AND TREASURER AND APPOINTMENT OF LOUISIANA REALTORS® MEMBERS TO NATIONAL ASSOCIATION OF REALTORS®, COMMITTEES WITH DESIGNATED “STATE” ALLOCATIONS

- A. At either the midyear or annual meetings of the National Association of REALTORS®, the president of the Louisiana REALTORS® shall schedule a meeting with the currently seated Louisiana directors of the National Association of REALTORS® and REALTOR® members from Louisiana to interview all candidates for NAR officer positions. If necessary, these meetings may be held electronically. The president of the Louisiana REALTORS® and the currently seated Louisiana directors of the National Association of REALTORS® shall review the qualifications of candidates seeking NAR officer positions and shall make an endorsement of a candidate or candidates on behalf of the Louisiana REALTORS® at the first available opportunity.

- B. Upon receipt of notice from designated “State” allocations for National Association of REALTORS® Committees, the staff CEO shall review the vacancies and make recommendations to the National Association of REALTORS®. Prior to the recommendations, the staff CEO shall solicit input from the local associations for potential volunteers and all available National Association of REALTORS® slots will be noticed to the membership by way of the Association’s website.

- C. To be eligible for appointment to the NATIONAL ASSOCIATION OF REALTORS® Nominating Committee for Region 10 (Texas/Louisiana) in the year when Louisiana is eligible to submit a recommendation, only those who have served as a Louisiana director of the NATIONAL ASSOCIATION OF REALTORS® for 2 out of the previous 5 years are qualified to serve.

ARTICLE 10 – AWARDS & RECOGNITION TEAM

- A. Composition of Awards & Recognition Team

- I. The Awards & Recognition Team shall consist of:
 - a. The immediate past state president, who shall serve as chair of the Team. In the event the immediate past state president is unable to serve, his/her predecessor shall serve as chair;

The president shall appoint:

- (1). Two (2) past recipients of the REALTOR® of the Year award, recommended by the past REALTOR® of the Year recipients;
 - (2). One (1) past recipient of the Lawrence R. DeMarcay, Jr. Distinguished Service Award;
 - (3). Two (2) past state presidents, recommended by the past state presidents, and;
 - (4). One (1) at large member appointed by the President.
2. Any member of the Awards & Recognition Team, whose name is submitted as a nominee for REALTOR® of the Year and/or the Lawrence R. DeMarcay Jr. Distinguished Service Award, shall not participate during the process for the award or awards for which they have been nominated.
 3. Member Boards and elected members of the Board of Directors may nominate candidates for the REALTOR® of the Year and the Lawrence R. DeMarcay, Jr. Distinguished Service Award.
 4. Sixty (60) days prior to the fall meeting, the Awards & Recognition Team will review all nomination forms for REALTOR® of the Year and the Lawrence R. DeMarcay, Jr. Distinguished Service Award. They will eliminate those nominees who do not qualify or those whose nomination forms do not follow the established guidelines and policies of the Louisiana REALTORS®; and shall then select a qualified nominee for each award.

ARTICLE II – FINANCE TEAM

A. Composition of Finance Team

- I. The Finance Team shall consist of:
 - a. Three (3) past State Association presidents, serving three-year, staggered terms. For each fiscal year, the Past Presidents Team shall select an appointee to serve on the Finance Team.
 - b. One (1) Member Board association executive, serving a two-year term, *ex officio*. Every other fiscal year, the Association Executives Team shall select a new appointee to serve on the Finance Team.
 - c. Three (3) presidential appointments, serving three-year, staggered terms. For each fiscal year, the incoming President shall select a new appointee to serve on the Finance Team.
 - d. One (1) Regional Vice President, appointed by President
 - e. Secretary-Treasurer, serving *ex officio*
 - f. Two (2) Staff Liaisons, serving *ex officio*. The CEO and Vice President of Finance & Operations shall act as staff liaisons to the Finance Team.
2. In order to serve on the Finance Team, a member must be a REALTOR® in good standing for five (5) years; served or participated on a Team in the previous three (3) years; and served in an area of financial expertise on the local, state or national level. This requirement does not apply to the Member Board association executive appointee. No more than one-third (1/3) of the members of the Finance Team may serve concurrently on the Executive Committee.
3. If a vacancy occurs in one of the appointee positions on the Finance Team, the President or team responsible for making the appointment shall select a new appointee to serve the remainder of the term for the vacated position.

The new Finance Team shall conduct an orientation meeting in December. At this meeting, the team shall elect a chair and vice-chair for the upcoming year.

ARTICLE 12 - OTHER TEAMS

Other standing Teams of the Association shall be as follows:

- A. State Legislative
- B. Federal Legislative
- C. Strategic Planning
- D. Grievance
- E. Professional Standards
- F. REALTOR® Commercial Alliance (RCA)
- G. Risk Management
- H. Housing Opportunities & Cultural Diversity
- I. Marketing & Member Services
- J. Mediation
- K. Awards & Recognition
- L. Appraisal
- M. Past Presidents
- N. Association Executives
- O. Finance
- P. Real Estate Services Team

In addition to the above Teams, the Board of Directors, on an annual basis, may create additional Teams through the approval of the Strategic Plan for the subsequent year. The President may create and appoint additional Teams subject to the approval of the Board of Directors. The President may create and appoint

other task forces, positions or study groups, as he may deem necessary, for the proper administration of the affairs of the Association.

ARTICLE 13 –TEAM STRUCTURE

- A. Selection of Team Chairs/Vice Chairs
1. The incoming President shall appoint the Chairs of Teams for the subsequent year, as set forth in the Association’s approved Strategic Plan for the subsequent year, except for the chair of the Strategic Planning Team, which shall be appointed by the incoming President-elect.
 2. The incoming President-elect of the Association shall appoint Vice Chairs of Teams for the subsequent year, as set forth in the Association’s approved Strategic Plan for the subsequent year.

The appointments for the subsequent year shall be made following the annual meeting.

- B. No later than thirty (30) days prior to the end of the calendar year, the newly elected President shall appoint active members of the Association to serve on the various Teams.
- C. The President shall have the authority to appoint replacements to fill vacancies on Teams.
- D. The President shall be an ex-officio member of all Teams and shall be notified of all meetings.
- E. All members of Teams, unless otherwise specified in the Bylaws, shall be appointed for a term of one (1) year, beginning on January 1, and may be removed at any time by the Executive Committee.
- F. Team reports shall be submitted to the President, at his request, and to the Executive Committee, prior to being forwarded to the BOD.
- G. All actions of Teams shall be subject to the review of the Executive Committee and shall be kept within the approved annual budget. All team recommendations

and reports shall be submitted to the Board of Directors after review by the Executive Committee.

- H. Twenty-five (25) percent of the voting membership of the appointed Teams shall constitute a quorum of the Teams, unless otherwise provided for.

ARTICLE 14 – GENERAL MEMBERSHIP MEETINGS

- A. The annual general membership meeting of the Association shall be held in conjunction with the Fall business meeting of the Board of Directors.
- B. Other general membership meetings may be called by the Board of Directors or by petition of five percent (5%) or more of the members. Any call for a meeting shall state the purpose, time and place of the meeting, and shall be issued at least thirty (30) days in advance of said meeting.
- C. One hundred (100) directors and members shall constitute a quorum at general membership meetings.
- D. Notice of all meetings shall be given by regular or electronic mail and by publication on the Association’s website.

ARTICLE 15 - FISCAL YEAR

- A. The fiscal year of the Association shall be the calendar year.

ARTICLE 16 – PROFESSIONAL STANDARDS MEMBERSHIP QUALIFICATIONS

- A. Louisiana REALTORS® will consider the following in determining an applicant's qualifications for REALTOR® membership:
 - 1. All final findings of Code of Ethics violations and violations of other membership duties in any other association within the past three (3) years.
 - 2. Pending ethics complaints (or hearings).
 - 3. Unsatisfied discipline pending.
 - 4. Pending arbitration requests (or hearings).

5. Unpaid arbitration awards or unpaid financial obligations to any other association or association MLS.
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- B. "Provisional" membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association, provided all other qualifications for membership have been satisfied. Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six months from the date that provisional membership is approved. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration request pending, the association may condition membership on the applicant's certification that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the association to which the applicant has made application) and will abide by the decision of the hearing panel.
 - C. **New Member Code of Ethics Orientation:** Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one year or less. Failure to satisfy this requirement within 180 days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of Provisional membership.

Note: Orientation programs must meet the learning objectives and minimum criteria established from time to time by the NATIONAL ASSOCIATION OF REALTORS®.
 - D. In accordance with the National Association of REALTORS® mandated schedule,

each REALTOR® member of the Association shall be required to complete quadrennial 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, of REALTORS®, 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. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any four year cycle shall not be required to complete additional ethics training until a new four year cycle commences.

Failure to satisfy this requirement shall be considered a violation of a membership duty for which REALTOR® membership shall be suspended until such time as the training is completed. On March 1 of the year after a four-year cycle, the membership of a member who is still suspended for non-compliance will be automatically terminated.

- E. **Obligation to appear before Professional Standards panels:** If a Member resigns from the Board 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.
- 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®.
- F. Under certain circumstances, allegations of ethical violations and controversies concerning REALTORS® and REALTOR-ASSOCIATES® may be submitted to the Louisiana REALTORS® by local associations. These situations shall be processed according to the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS® and all optional provisions of that Manual that the Louisiana REALTORS® has adopted will control. This provision is not designed to relieve the local association of its

primary responsibility in enforcing the Code of Ethics but is designed to provide a due process hearing in cases where unusual circumstances exist.

ARTICLE 17 – CODE OF ETHICS

The Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® is adopted as the Code of Ethics of the Association and shall be considered a part of its Rules and Regulations, and the Code of Ethics and the Rules and Regulations of the association shall, in the future, be deemed to be amended and changed whenever said Code of Ethics is amended or changed by the National Association of REALTORS®.

ARTICLE 18 - PROFESSIONAL STANDARDS

- A. A local association, prior to referring an ethics complaint or arbitration request for review to Louisiana REALTORS®, shall exhaust all efforts to impanel an impartial tribunal to conduct either the original hearing, appeal or procedural review. These efforts may include the appointment of knowledgeable members of the State Association on an *ad hoc* basis to serve either on a Hearing Panel or on behalf of the Executive Committee. If, because of notoriety, etc., the local association cannot impanel an impartial tribunal, the local association may refer the matter to Louisiana REALTORS® and Louisiana REALTORS® may delegate to another local association the authority to hear the case on behalf of Louisiana REALTORS®. No local association, however, may be required to accept this delegation of authority. If no other entity is amenable to conducting the review, the Louisiana REALTORS® shall be responsible for conducting the hearing.
- B. Allegations of unethical conduct and contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® and between REALTORS® and their customers or clients may be submitted to an ethics or arbitration panel at the State Association level under the following circumstances:
1. Allegations of unethical conduct made against a REALTOR® or REALTOR-ASSOCIATE® who is directly a member of Louisiana REALTORS® and not a member of any local association.
 2. Allegations of unethical conduct made against a REALTOR® or REALTOR-ASSOCIATE® in the instance in which the local association, because of size or other valid reason, determines that it cannot provide a

due process hearing of the matter and petitions the Louisiana REALTORS® to conduct a hearing.

3. Contractual disputes (and special non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are not members of the same local association where the matter has been referred to the Louisiana REALTORS® by both local associations.
4. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are directly members of the Louisiana REALTORS® and are not members of any local association.
5. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between a REALTOR® who does not hold membership in any local association, but is directly a member of the Louisiana REALTORS® and a REALTOR® who is a member of a local association.
6. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTOR® Members of the same local association where the local association with good and sufficient reason is unable to arbitrate the dispute. (Explanation: This provision is not designed to relieve a local association of its primary responsibility to resolve differences arising between members of the same local association. The section recognizes that in some local associations with limited membership usual arbitration procedures may be impossible).
7. Contractual disputes between a customer or a client and a REALTOR® where the local association with good and sufficient reason is unable to arbitrate the dispute or the REALTOR® is a direct member of Louisiana REALTORS®.

ARTICLE 19 - FINES/EXPULSIONS

- A. It shall be the duty of every member to call to the attention of the Board of Directors, through its President, any misconduct of a fellow member of the Association, which may be within his personal knowledge, or about which he may be credibly informed.

- B. It shall be the duty of the Board of Directors to make an investigation of the charges so filed and, if the member is found guilty of such misconduct, the Board of Directors shall have the power to fine or expel such member from this Association.

**ARTICLE 20 - USE OF TERMS REALTOR[®], REALTORS[®]
AND REALTOR-ASSOCIATE[®]**

- A. Use the terms REALTOR[®], REALTORS[®], or REALTOR-ASSOCIATE[®] by members shall, at all times, be subject to the provisions of the *Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS[®]* and to the Rules and Regulations prescribed by its board of directors. The State Association shall have authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS[®], use of the terms within those areas of the state of Louisiana not within the jurisdiction of a Member Board. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the board of directors after a hearing as provided for in the association's Code of Ethics and Arbitration Manual.
- B. REALTOR[®] Members of the Association shall have the privilege of using the terms REALTOR[®] and REALTORS[®] in connection with their business so long as they remain REALTOR[®] Members in good standing. No other class of members shall have this privilege.
- C. 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 partners 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 Affiliated Members.
- D. REALTOR-ASSOCIATE[®] Members of the State Association shall have the right to use the term REALTOR-ASSOCIATE[®] so long as they remain REALTOR-ASSOCIATE[®] Members in good standing and the REALTOR[®] Member with whom they associated or by whom they are employed is also a REALTOR[®] Member in good standing.

- E. An Institute Affiliate Member shall not use the terms REALTOR[®], REALTORS[®], or REALTOR-ASSOCIATE[®] and shall not use the imprint of the emblem seal (REALTOR[®] “R”) of the NATIONAL ASSOCIATION OF REALTORS[®].

ARTICLE 21 - RULES OF ORDER

- A. *Robert’s Rule of Order*, latest edition, shall be recognized as the authority governing all members and conferences when not in conflict with the bylaws of the Association.

ARTICLE 22 - PROXIES

- A. The use of written proxies is not permitted at any of the Association meetings.

ARTICLE 23 – DISSOLUTION

The Association may be dissolved or liquidated by a record vote of two-thirds (2/3rds) of its REALTOR[®] or REALTOR-ASSOCIATE[®] members present at a special meeting called for that purpose. At least thirty (30) days notice of this meeting shall be provided to each member using the most recent contact information available to the Association.

Upon the dissolution or winding up of the affairs of the Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the National Association of REALTORS[®] or to the Member Boards, *pro rata*, based upon membership numbers at the time of dissolution. If distribution to these specified organizations is not possible, the remaining assets may be distributed by the Board of Directors to any other non-profit and tax exempt organization or organizations.

ARTICLE 24 – SEXUAL HARASSMENT

- A. Any member of the Association may be reprimanded, placed on probation, suspended or expelled for sexual harassment of an association or MLS 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 CEO and, when necessary, one member of the Executive Committee 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, president-elect or CEO, they may not participate in the proceedings and shall be replaced by the immediate past president or, alternatively, by another member of the Executive Committee selected by the highest ranking officer not named in the complaint.

ARTICLE 25 – DELEGATION OF FINANCIAL AUTHORITY

Board of Directors:

The Board of Directors of Louisiana REALTORS® has general control and supervision over the affairs of the Association. The annual budget and dues level for the subsequent year shall be approved by the Board of Directors each year at the fall meeting.

The Secretary-Treasurer and the Chairman of the Finance Team shall each provide a summary report of all financial activities of Louisiana REALTORS® to the Board of Directors at all regularly scheduled meetings.

President:

The President shall be a signatory on all accounts of Louisiana REALTORS®. The President shall act as the signatory for any major corporate papers or contracts.

The President shall have a discretionary fund of \$1,500 per year to be spent on activities that benefit the Association. For reimbursement of these expenses, appropriate receipts shall accompany the Request for Reimbursement form and shall be submitted within 30 days after the expense is incurred.

President-Elect:

The President-Elect shall be a signatory on all accounts of Louisiana REALTORS®. The President-Elect, along with the Secretary-Treasurer, shall negotiate the CEO's employment agreement and compensation package for the next contract period.

Secretary-Treasurer:

The Secretary-Treasurer shall serve as a signatory on all accounts of Louisiana REALTORS®. The Secretary-Treasurer, along with the President-Elect, shall negotiate the CEO's employment agreement and compensation package for the next contract period.

Executive Committee:

The Executive Committee, at each meeting, shall review financial statements presented by the Secretary-Treasurer as well as a report from the Finance Team.

The Executive Committee shall have the authority to approve unbudgeted expenditures aggregating no more than \$25,000 on an annual basis with a limit of \$10,000 per item between Board of Director's meetings. "Unbudgeted Expenditures" shall include both items not included in the annual budget and budget line items for which actual expenses exceed projected expenses. In approving an Unbudgeted Expenditure, the Executive Committee shall identify the proposed funding source for the expense. If the Reserve Fund is designated as a funding source, the Finance Team shall be notified and shall prepare an assessment of the impact of the proposed withdrawal on the Reserve Fund.

The Board of Directors shall be informed of the expenditure, its funding source and the Finance Team's assessment, if any, at the next meeting. The Board of Directors will have the option to direct an alternate funding source for the expenditure. Additionally, the Board of Directors may replenish the funding authority of the Executive Committee for the remainder of the fiscal year.

The selection, retention or dismissal of the CEO and termination of the associated employment agreement and compensation package shall be at the sole discretion of the current President, President-Elect, Secretary-Treasurer and Regional Vice-Presidents. In the event of the resignation or termination of the current CEO, the Executive Committee shall be empowered to develop criteria for, interview and hire the new CEO.

The Executive Committee shall place CEO and Staff bonuses as a line item in the annual budget. At its final meeting of the year, the Executive Committee shall review the most

recent cash flow evaluation from the Finance Team prior to determining whether or not the bonuses shall be expensed based on performance. This determination does not apply to any staff incentive program provided for in the budget, which may be disbursed at any time at the sole discretion of the CEO.

The CEO has the authority to divide bonuses to be distributed to eligible employed staff determined by merit. The bonus amount for the CEO shall not be included in this authority.

If, based on a review of the Association's cash flow, overall expenses are projected to exceed revenue for the year, the Finance Team shall recommend to the Executive Committee the amount needed to sustain operations. The Executive Committee may approve up to \$25,000 to sustain operations, to be funded from the Reserve Fund. Any such funding shall be reported to the Board of Directors at its next meeting. If the projected shortfall exceeds \$25,000, the Board of Directors must authorize any amount above \$25,000 prior to funding from the Reserve Fund. Upon being notified of Executive Committee use of Reserve Funds to sustain operations, the Board of Directors may replenish the funding authority of the Executive Committee for the remainder of the fiscal year.

It shall be the duty of the Executive Committee and Finance Team to review the annual audit report which will be presented by a representative of the contracted CPA firm of Louisiana REALTORS® prior to the Board of Directors meeting held at the spring meeting.

The Finance Team, in conjunction with the CEO, shall establish criteria for the interview, employment and review procedures for the Certified Public Accounting firm and will make recommendations to the Board of Directors.

Corporate Secretary:

The designated corporate secretary shall be the Secretary-Treasurer.

CEO:

The CEO shall serve as an *ex-officio* member of the Association's Executive Committee and Finance Team. The CEO shall be one of the signatories on all Louisiana REALTORS® accounts and one of two signatories on any accounts requiring two signatures. The CEO shall provide the Executive Committee with the proper reports for review of the financial status of the Association. The CEO shall prepare the necessary documentation required by the auditor for timely preparation of the Annual Audit.

The CEO shall review, annually, all employed staff and submit budget request for salary expenses to the Finance Team for incorporation into the Annual Budget.

The CEO shall have the authority to approve unbudgeted administrative or operational expenditures exceeding no more than \$15,000 on an annual basis. The Finance Team and the Executive committee shall be immediately notified of the expenditure. The expenditures shall be funded from the Reserve Fund.

The Board of Directors shall be informed of any such expenditure at the next meeting. The Board of Directors may direct an alternate funding source for the expenditure.

If surplus funds remain from a completed program package or budget line item, the CEO may allocate those surplus funds to areas of overhead or other program packages up to a 10% increase in the budgeted expense.

Finance Team:

The Finance Team of Louisiana REALTORS® shall have general oversight, control and supervision over all of the financial affairs of the Association.

The Finance Team shall review cash flow for all revenue and expenses for the operating and reserve accounts of Louisiana REALTORS® to ensure budget projections remain accurate and to confirm adherence to financial policies. A report shall be provided by the Finance Team Chairman to the Executive Committee at all regularly scheduled meetings. The Finance Team has the responsibility to report to the Board of Directors on the financial condition of the Association at every regular Board of Directors meeting and on an as-needed basis.

In order to properly monitor the activities of the Association's finances, the Finance Team shall meet a minimum of six (6) times a year.

The Finance Team, in conjunction with the CEO, shall establish criteria for the interview, employment and review procedures for the Certified Public Accounting firm and will make recommendations to the Board of Directors.

The Finance Team shall serve as liaison, along with the CEO and CFO, to the contracted investment firm in the direction of investment activities of all Louisiana REALTORS® funds consistent with the Louisiana REALTORS® investment policy.

Investment decisions not specifically covered in this policy may be recommended by the Finance Team consistent with the general intent of the investment policy. The Finance Team is authorized to delegate certain responsibilities to professional experts in various fields where the Finance Team has determined that the matters so delegated are within the professional or expert competence of such experts with the final approval of the Executive Committee. The CEO and Finance Team shall receive the completed audit and management letter, and the Finance Team shall recommend revisions to the Financial Policy to the Board of Directors based upon the CPA's recommendations.

The Finance Team shall develop, review and revise when necessary all Financial Policies & Procedures of Louisiana REALTORS® for approval by the Board of Directors.

The Finance Team shall act as a liaison to the CEO, CFO, Division Directors and Staff Directors in the development of the annual budget.

ARTICLE 26 – AMENDMENT TO BYLAWS

Section I. These Bylaws may be amended by a two-third (2/3) vote of the Board of Directors present and qualified to vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting.