

**LOUISIANA REALTORS®**

**Board of Directors Meeting**

**January 15, 2010**

**Hilton Capitol Center**

**Baton Rouge, Louisiana**

**MINUTES**

**MOTIONS**

1. Approved motion to adopt the resolutions for Lois Vivian Van Wyk Draayer and Rubie Guidroz Kilchrist.
2. Approved motion to excuse the absences of the following directors: Roland Hall, Andrea McKey, David McKey, Glenn Kirby, and Diane Ragan.
3. Approved motion to use the following revised language from the Finance Team's proposal to amend the Financial Policies:

Composition of 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. ~~The Finance Team shall have no more than 1/3 of appointees serving concurrently on the Executive Committee.~~ **No more than one-third (1/3) of the members of the Finance Team may serve concurrently on the Executive Committee.**
4. Approved motion to approve the capital expenditures of \$3,000 for the replacement of two desktop computers and \$3,600 for the purchase of two laptop computers.
5. Approved motion to table the motion to utilize the Legal Defense Fund process for analysis of a request, if submitted, for reimbursement of attorney's fees to obtain to the award of the Trapani vs. Mason arbitration.
6. Approved motion to adopt the real estate transfer tax research proposal from Jack Friedman, to utilize the Super Fund for the \$12,500 research fee and for

- staff to negotiate with Mr. Friedman for Louisiana REALTORS® ownership of the data and for a videoconference presentation with the Executive Committee.
7. Approved motion to request the Bylaws Workgroup to consider amending the bylaws to require a 2/3 vote to change the bylaws.
  8. Approved motion to approve Bylaws as amended. (See attached.)
  9. Approved motion for 2008 President Mark O. Rodi to serve as the 2010 *ex officio* member of the Board of Directors and Executive Committee in place of 2009 President Judy Burkett if she is unable to fulfill her position.
  10. Approved motion to revise the 2010 Budget to include funding up to \$8,000 total (\$4,000 per person), in accordance with the Financial Policies, for 2010 NAR Vice Chairs Carole Horn and Danette O'Neal.
  11. Approved motion to authorize an additional \$5,679.20 payment from the Legal Defense Fund to assist with the following expenses of the Mike D. Bono & Company's Legal Defense: \$2,679.20 fee owed to Adams & Reese for the Amicus Brief preparation and filing, and up to \$3,000 to contract Adams & Reese to present an oral defense in court.
  12. Approved motion to plan an LR Leadership reunion event for 2010 to be funded by the participants.
  13. Approved motion to refer the proposal of funding the Sandra K. Lash Scholarship back to the Professional Development team for more detailed information.
  14. Approved motion for the Finance Team give a balance report to the Board of Directors for the end of the year profits.
  15. Approved motion for Finance Team to report to the Board of Directors by submitting a report at each Board of Directors meeting.
  16. Approved motion to grant a bonus in the amount of \$11,000.00 to be paid to CEO and \$22,000.00 to be paid to staff at the discretion of CEO if revenue exceeds expense for 2009.

### **For Information**

1. Board of Directors Orientation was conducted.
2. Region I nominated Matt Ritchie for the position of 2011 Region I Vice President.
3. Region II nominated Tommy Eastman for the position of 2011 Region II Vice President.

**LOUISIANA REALTORS®**  
**Approved 01-15-2010**

**BYLAWS**

**Article Section 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**

- A. The membership of the Association shall consist of **five** classes (1) Member Boards, (2) Board Members, **which may be, in accordance with the Member Boards’ bylaws, REALTORS® Members or REALTOR®-Associate Members as those terms are defined by the National Association of REALTORS®; (3) At Large REALTOR® Members, (4) Institute Affiliate Members and** (5) Affiliate Members.

- B.** An **At-large** REALTOR<sup>®</sup> Member shall be any individual engaged in the real estate profession as a principal, partner or officer of a corporation whose place of business is located in an area outside the jurisdiction of any Member Board and who holds REALTOR<sup>®</sup> Membership in the Association. The Board of Directors may establish procedures and standards whereby salespersons and licensed or certified appraisers affiliated with an **At-large** REALTOR<sup>®</sup> Member may become **At-large** REALTOR<sup>®</sup> Members of the Association. Secondary **At-large** REALTOR<sup>®</sup> 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** in the state.
- C.** 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<sup>®</sup> that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to vote or hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR<sup>®</sup> or REALTOR-ASSOCIATE<sup>®</sup> 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 of REALTORS<sup>®</sup> shall be eligible to apply for Institute Affiliate Membership in the State Association if they meet the requirements as specified above.

### **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<sup>®</sup> and REALTOR-ASSOCIATE<sup>®</sup> 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<sup>®</sup> Members who are not themselves REALTOR<sup>®</sup>, REALTOR-ASSOCIATE<sup>®</sup> 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<sup>®</sup> 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<sup>®</sup> Members, and (b) are not themselves REALTORS<sup>®</sup>, REALTOR-ASSOCIATES<sup>®</sup>, or Institute Affiliate Members provided, however, if two or more REALTORS<sup>®</sup> are principals of the same firm, partnership or corporation, then only that REALTOR<sup>®</sup> 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<sup>®</sup>" shall be as defined by the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup>.
- C. Limited Function Referral Office (LFRO): The annual dues of each designated REALTOR<sup>®</sup> 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<sup>®</sup> member, and (b) are not REALTOR<sup>®</sup>, REALTOR-ASSOCIATE<sup>®</sup>, or Institute Affiliate Members. An individual shall be deemed to be licensed with a REALTOR<sup>®</sup> if the license of the individual is held by the REALTOR<sup>®</sup>, or any broker who is licensed with the REALTOR<sup>®</sup>, or by any entity in which the REALTOR<sup>®</sup> 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<sup>®</sup> with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR<sup>®</sup> 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.

#### **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:

- a.1. REALTOR® in good standing for two consecutive years.
- b.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.**

**65. 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.**

~~Candidates meeting the established criteria will be elected by the Board of Directors of the Louisiana REALTORS® at the fall meeting. The candidates shall be listed on a ballot in alphabetical order. Those directors so elected shall have been in ranked order by the number of votes received.~~

7. ~~Vacancies of At Large Directors~~

~~Vacancies created by the appointment of a seated director to the Executive Committee, or Division Director, by absence for any reason from meetings of the Board of Directors shall be filled by the next candidate receiving the highest number of votes for the remainder of the term.~~

**876.** Specialty Directors

a. Association Executive

~~On an annual basis,~~ **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 current seated~~ chairman of LARPAC, if he/she meets the established criteria, shall serve a one-year term on the Board of Directors. If the ~~current seated~~ **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<sup>®</sup>, 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<sup>®</sup>, who meet the established criteria, shall serve on the Board of Directors for the duration of their national term.

9 **h.** Vacancies of Specialty Directors

~~a. Vacancies created by the appointment of a voting seated specialty director to the Executive Committee, or Division Director, by absence from meetings of the Board of Directors for any reason,~~ shall be filled by the specialty group for which the vacancy occurs for the remainder of the term.

**BC.** Board of Director's Candidate Application & Credentials

l. By May 15, following the spring business meeting, the Louisiana REALTORS<sup>®</sup> 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 the Louisiana REALTORS® shall be notified by electronic communication **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 ~~thirty~~ **ten (3-10)** 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 elected **candidates not elected as** at large directors shall be ~~placed in ranking~~ **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 director **candidate** for the remainder of the term.

- d. Local association directors and specialty directors shall be elected by acclamation **at the Fall Meeting**.

~~6. That 'membership', as used in this section shall mean the combined REALTOR® and REALTOR ASSOCIATE® membership as of October 1 August 31 October 1 preceding the election.~~

- 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 of ~~Section 3, G~~ above, **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)**, one of which ~~the Fall~~ meetings must be held in conjunction

with the annual ~~General Membership~~ meeting, 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.
- ~~J. 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.~~
- K. ~~Forty-five (45) percent of the Director membership shall constitute a quorum of the Board of Directors.~~ **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.**

#### **SECTION ARTICLE 4 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 ~~without vote~~ **ex officio**, and the CEO who shall serve ~~as an ex-officio member without vote.~~

- 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 ~~during~~ **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 as ~~Charter, Bylaws, 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.

~~The Executive Committee, without approval of the Board of Directors, may approve emergency **unbudgeted** expenditures aggregating no more than \$20,000.00 **annually** with a limit of \$10,000.00 per item not contemplated in the approved budget between Board of Director's meetings. The Board of Directors shall review the expenditures and ratify same at the next Board of Director's meeting.~~

- ~~D. Emergency action by the Executive Committee shall be subject to ratification by the Board of Directors at the next meeting, immediately following such action.~~
- ED.** 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.
- FE.** 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 ~~two~~ **one (1)** meetings of the Executive Committee or Board of Directors without an excused absence shall be removed from the Committee. ~~A vacancy occurring~~

~~by death, resignation or otherwise by an appointed member of the Executive Committee shall be filled for the remaining portion of the term by a REALTOR® or REALTOR-ASSOCIATE® in good standing and selected by a majority of the Executive Committee of the “Association” and approved by the Board of Directors.~~

- GF.** 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 **State** Association shall not constitute an absence, if approved by the Executive Committee.
- HG.** 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 **made given** in writing to the Board of Directors at least ten (10) days before the ~~regular or special~~ meeting at which this vote is to be taken.

#### **SECTION ARTICLE 5 6 - OFFICERS AND REGIONAL VICE PRESIDENTS**

- A. The Corporate Officers of the Louisiana REALTORS® Association shall be a President, President-elect, and Secretary-Treasurer **and Regional Vice Presidents.**
- B. The general administrative officer of the Association shall be the CEO. ~~Such~~ **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 ~~Board Members or REALTOR® or REALTOR-ASSOCIATE®~~ **At-Large REALTOR® or REALTOR-ASSOCIATE® members.**
- ~~D. 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 that position the following year.~~

**ED.** 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, ~~and;~~  
(Eliminates requirement of serving as RVP.)
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 ~~for~~ **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 ~~in~~ **during** the past six years.

~~**FE.** All of the Regional Vice Presidents 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 five years.~~
- ~~2. Actively served on at least two Louisiana REALTORS® workgroups/teams/taskforces or the Louisiana REALTORS® Political Action Committee in the past four years.~~
- ~~3. Served as a director and/or a full term on the Strategic Planning Team at anytime within the past five years.~~

**GF.** Regional Vice Presidents shall be elected **by their respective regions and acclimation** for a one-year term.

**HG.** ~~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 that position the following year.~~

~~\_\_\_\_\_ If a vacancy occurs in the position of President by virtue of death, resignation or otherwise, then the President-elect, at his option, shall assume the role of President for the remainder of the term of office, or, **at his option**, the Executive Committee shall elect a successor.~~

~~**H.** If a vacancy occurs in the position of President-elect by virtue of death, resignation or otherwise, then the Secretary-Treasurer, at his option, shall assume the role of President-elect for the remainder of the term of office, or, **at his option**, the Executive Committee shall elect a successor.~~

~~**J.** 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 of the "Association".~~

~~**KJ.** 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 Executive Committee **respective region** shall elect a successor from the region of the vacating Regional Vice President for the remainder of the unexpired term.~~

~~**LK.** For just cause, any Officer or Regional Vice President may be removed from 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 made in writing to the Board of Directors at least ten (10) days before the regular or special meetings at which this vote is to be taken.~~

**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 perform his/her duties assume the role of president for the**

remainder of the term of office, or, ~~at their option,~~ 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.

#### **SECTION ARTICLE 6 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.

#### **SECTION ARTICLE 7 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. ~~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.~~ **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. ~~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.~~ **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.**

**e 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 ~~so-nominated~~ 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 ~~so-nominated~~ will be by ballot vote of the Board of Directors at the ~~annual~~ **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 ~~so qualified~~ will be elected for a one-year term by ~~a vote of the general membership of the region~~ at its Regional Caucuses held at the ~~annual~~ **fall** meeting.

C. 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 ~~annual~~ **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 business 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. ~~or two (2) nonconsecutive three (3) year terms, effective with the currently elected Louisiana Directors of the National Association of REALTORS®.~~ **Service as Region 10 Regional Vice President does not count towards this limitation on service.**
- e. ~~Petitions for regional vice president of Region 10 (Texas/Louisiana) of the NATIONAL ASSOCIATION OF REALTORS®, when from Louisiana, must be submitted to the “Association” fifteen (15) days prior to the Annual Meeting and petitions for the Louisiana REALTORS® elected directors of the NATIONAL ASSOCIATION OF REALTORS® must be submitted to the “Association” fifteen (15) days prior to the fall business meeting and shall be signed by not less than twenty (20) percent of the State Directors. Of the twenty (20) percent, no more than fifty (50) percent can be from the same region. All names of the nominated and petitioned Louisiana REALTORS® elected directors for the NATIONAL ASSOCIATION OF REALTORS® and regional vice president of Region 10 (Texas/Louisiana) of the NATIONAL ASSOCIATION OF REALTORS® shall appear on a ballot in alphabetical order.~~
- f.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.

**g-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 ~~nomination~~ **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.

~~h. A vacancy created, for any reason, by a Louisiana REALTORS® elected director of the NATIONAL ASSOCIATION OF REALTORS® or regional vice president of Region 10 (Texas/Louisiana) of the NATIONAL ASSOCIATION OF REALTORS® shall be filled by recommendation of the current Executive Committee.~~ **Vacancy shall be filled by the alternate candidate with the most votes received during the election.**

**SECTION ARTICLE 8 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. During **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 ~~President, President-elect and 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.

**SECTION ARTICLE 9 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, ~~in consultation with:~~
- (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 ~~annual~~ **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.

**SECTION ~~10~~ ARTICLE 11 – FINANCE TEAM**

A. Composition of Finance Team

- I. The Finance Team shall consist of:
  - a. Three (3) ~~P~~-past **State Association** ~~P~~-presidents, **serving three-year, staggered terms. For each fiscal year, the Past Presidents Team shall select an appointee to serve on the Finance Team. Appointees may not serve concurrently on**

~~the Executive Team.~~ Recommendations shall be submitted and voted upon by the Past Presidents. The terms shall be staggered.

- b. One (1) Local **Member Board Association Executive**, 2-year term, appointed by President ~~(Ex-officio)~~ **servicing 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. Appointees may not serve concurrently on the Executive Team.**
  - c. Three (3) Annual Appointment by President ~~(President, President-Elect & Treasurer shall each appoint a representative in the initial set-up. The terms shall be staggered)~~ **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. Appointees may not serve concurrently on the Executive Team.**
  - d. One (1) Regional Vice President, appointed by President
  - e. **Secretary-Treasurer, serving ex officio**
  - f. **Two (2) Staff Liaisons —CEO and Vice President Finance/Operations (Ex-officio), servicing 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, the member must be a REALTOR® in good standing for 5 years; served or participated on a Team in the previous 3 years; and has had either served in an area of financial expertise on the local, or state **or national** level. **This requirement does not apply to the Member Board association executive appointee.**
3. **If a vacancy occurs in one of the appointee positions on the Finance Team, the current officer 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.**

## **SECTION ARTICLE 12 - OTHER TEAMS**

Other **standing** Teams ~~mandated to be appointed by this~~ **of the** Association ~~on an annual basis, which will be composed of active members,~~ 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 this Association.

**SECTION ARTICLE II 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.

These appointments for the subsequent year shall be made by 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 ~~who are~~ to ~~compose~~ **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.

**SECTION ARTICLE 12 14 – GENERAL MEMBERSHIP MEETINGS**

- A. The annual **general membership** meeting of the Association shall be held ~~between January 1 and June 30 each year; provided, however, that, at the discretion~~ **in conjunction with the Fall business meeting** of the Board of Directors, the date may be changed.
- 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 ~~ten~~ **thirty (+30)** days in advance of said meeting.
- C. ~~Forty (40)~~ **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 ~~in any or all of~~ **on** the Association's communication's media **website.**

**SECTION ARTICLE 13 15 - FISCAL YEAR**

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

**SECTION ARTICLE 14 16 – PROFESSIONAL  
STANDARDS MEMBERSHIP QUALIFICATIONS**

- A. The 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.
- 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. ~~Effective January 1, 2001<sup>9</sup>, through December 31, 2004<sup>12</sup>, and for successive four year periods thereafter~~ **In accordance with the National Association of REALTORS mandated schedule**, each REALTOR® member of the a **A**ssociation 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, ~~the State 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.**

~~Membership suspended for failing to meet the requirement for the first four (4) year cycle (2001 through 2004) will have until December 31, 2005 to meet the~~

~~requirement. Failure to meet the requirement by that time will result in automatic termination of membership.~~

~~Failure to meet the requirement for the second (2005-13 through 2008-16) cycle and subsequent four (4) year cycles will result in suspension of membership for the first two months (January and February) of the year following the end of any four (4) year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated. (Adopted 1/01, revised 5/05).~~

- E. ~~Obligation to Arbitrate~~ **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.

### **SECTION ARTICLE 15 17 – CODE OF ETHICS**

- A. ~~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 by NAR and adopted by the Louisiana REALTORS®, and, where applicable, the~~

~~Statewide Professional Standards Enforcement Agreement. By this reference all are made a part of these Bylaws, provided that upon review of the Louisiana REALTORS<sup>®</sup> legal counsel and approval of the Executive Committee, any provision thereof may be deleted or amended to comply with all applicable Louisiana and local laws, rules and regulations.~~

~~B. Any discipline or financial obligation due as a result of an ethics or arbitration proceeding which results in suspension or expulsion of membership shall cause the membership of the affected member to be suspended or terminated at Louisiana REALTORS<sup>®</sup> and at the local association, and/or its MLS, which referred the case and from any other association signatory to the Statewide Professional Standards Enforcement Agreement to which the member belongs as determined by the Louisiana REALTORS<sup>®</sup>.~~

**The Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup> 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<sup>®</sup>.**

#### **SECTION ARTICLE 16 18 - PROFESSIONAL STANDARDS**

A. A local association, prior to referring an ethics complaint or arbitration request for review to the Louisiana REALTORS<sup>®</sup>, shall exhaust all efforts to impanel an impartial tribunal to conduct either the original hearing, ~~or the appeal or~~ procedural review. These efforts may include the appointment of knowledgeable members of the Louisiana REALTORS<sup>®</sup> **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 the Louisiana REALTORS<sup>®</sup> and the Louisiana REALTORS<sup>®</sup> may delegate to another local association ~~or a regional enforcement facility,~~ the authority to hear the case on behalf of the Louisiana REALTORS<sup>®</sup>. No local association ~~or regional enforcement facility,~~ however, may be required to accept this delegation of authority. If no other entity is amenable to conducting the review, the Louisiana REALTORS<sup>®</sup> 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 the 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 ~~M~~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®.

#### **SECTION ARTICLE 17 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, of any misconduct of a fellow member of the Association, which may be within his personal knowledge, or of ~~of~~ **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.

#### **SECTION ARTICLE 18 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 ~~B~~ **board** of ~~D~~ **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** ~~“Association”~~ 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®.

#### **SECTION ARTICLE 19 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 **B**ylaws of the Association.

#### **SECTION ARTICLE 20 22 - PROXIES**

- A. The use of written proxies is not permitted at **any Association** meetings of the ~~Board of Directors or at the annual meeting.~~

#### **SECTION ARTICLE 21 23 - DISSOLUTION**

- ~~A. Upon the dissolution of winding up of the affairs of the Association, the Board of Directors, after providing for payment of all obligations, shall distribute any remaining assets to or, within its discretion, to any other nonprofit, tax-exempt organization.~~

**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.

#### **SECTION ARTICLE 22 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 **hearing investigation** in accordance with the established procedures of the **association**. ~~The decision of the President disciplinary action to be taken shall be made by the investigatory team comprised of the President, President-elect, Secretary-Treasurer and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with counsel for the Louisiana REALTORS®. If the complaint involves the President, President-elect or Secretary-Treasurer, 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.~~

**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, and president-elect and/or vice-president CEO and, when necessary, one member of the board of directors 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 ~~vice-president~~ CEO, 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~~ Executive Committee selected by the highest ranking officer not named in the complaint.

## **SECTION ARTICLE 23 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.**