

BYLAWS OF THE
REALTORS® ASSOCIATION OF METROPOLITAN PITTSBURGH

Effective Date - January 1 2018

ARTICLE I - NAME

Section 1. Name. The name of this organization shall be the REALTORS® Association of Metropolitan Pittsburgh, hereinafter referred to as the "Association".

Section 2. REALTORS®. Inclusion and retention of the Registered Collective Membership Mark REALTORS® in the name of the Association shall be governed by the *Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®* as from time to time amended.

ARTICLE II - OBJECTIVES

The objectives of the Association are:

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

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

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

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

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

Section 6. To designate, for the benefit of the public, individuals authorized to use the terms REALTOR® and REALTORS® as licensed, prescribed, and controlled by the NATIONAL ASSOCIATION OF REALTORS®.

Section 7. To advise the members that "Open Housing" is the policy of this Association and that we in the brokerage and real estate profession recognize the 1866, the 1968, and the 1988 Federal Statutes, the Americans with Disabilities Act, the Pennsylvania Human Relations Act, and the Pennsylvania Real Estate Licensing and Registration Act as the laws of the land, and go on record as being in full support of the rights of every person to own or rent any real property of their choice within their financial ability to pay.

ARTICLE III - JURISDICTION

Section 1. The territorial jurisdiction of the Association as a Member of the NATIONAL ASSOCIATION OF REALTORS® shall include Allegheny County EXCEPT the township of North Versailles and the Borough of East McKeesport which is "open territory" shared by the REALTORS® Association of Metropolitan Pittsburgh and the Westmoreland West Board of REALTORS®. Also, open territory exists between the REALTORS® Association of Metropolitan Pittsburgh and the Greater Allegheny-Kiski Area Board of REALTORS® in the following boroughs in Allegheny County:

Brackenridge	Springdale
Cheswick	Tarentum

Section 2. Territorial jurisdiction is defined to mean:

(a) The right and duty to control the use of the terms REALTOR® and REALTORS®, subject to the conditions set forth in these Bylaws and those of the NATIONAL ASSOCIATION OF REALTORS®, in return for which the Association agrees to protect and safeguard the property rights of the National Association in the terms.

ARTICLE IV - MEMBERSHIP

Section 1. There shall be eight classes of Members as follows:

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

(1) Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or as associated with an established real estate office in the State of Pennsylvania or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto shall qualify for REALTOR® Membership only, and each is required to hold REALTOR® Membership (except as provided in the following paragraph) in an association of REALTORS® within the state or a state contiguous thereto unless otherwise qualified for Institute Affiliate membership as described in Section 1 (b) of Article IV.

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

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

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

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

(5) 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 or to mediate pursuant to Article 17 of the Code of Ethics and the payment of Association dues as established in Article X of the Bylaws. The "designated REALTOR®" must be a sole proprietor, partner, corporate officer or branch office manager acting on behalf of the firm's principal(s) and must meet all other qualifications for REALTOR® membership established in Article V, Section 2, of the Bylaws.

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

(c) **Affiliate Members.** Affiliate Members shall be real estate owners and other individuals, firms and corporations who, while not engaged in the real estate profession as defined in paragraph (a) or (b) of this section, provide programs, products or services to the Association and its REALTOR® Members; provide non licensed real estate services to the public; are interested in real estate subjects and are in sympathy with the goals, objectives and purposes of the Association.

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

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

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

(g) **Life Members.** Life members shall be individuals who otherwise meet the requirements of Sections 1 (a through [f]) of Article IV, and who have been members of the REALTORS® Association of Metropolitan Pittsburgh for more than 25 years.

(h) **Emeritus Members.** Any person who has held membership in the REALTORS® Association of Metropolitan Pittsburgh as a REALTOR®, REALTOR-ASSOCIATE®, or a combination of both, for a cumulative period of 40 years in one or more Associations of REALTORS® is eligible for REALTOR® Emeritus status with the NATIONAL ASSOCIATION OF REALTORS® according to its criteria.

Beginning with applications filed after January 1, 2015, in addition to meeting the forty (40) years of membership requirement, a REALTOR® Emeritus candidate member must also have completed at least one (1) year of service at the National Association level. However, for applications filed through December 31, 2019, this one (1) year of service requirement may also be met through service at the state or local level.

ARTICLE V - QUALIFICATION AND ELECTION

Section 1. Application.

(a) An application for membership shall be made in such manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to membership to thoroughly familiarize himself/herself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitution, Bylaws, and Rules and Regulations of the Association, the State and National Associations, and if elected a member, will abide by the Constitutions

and Bylaws and Rules and Regulations of the Association, State and National Associations and , if elected a REALTOR® Member will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the obligation to arbitrate or to mediate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further specified in the *Code of Ethics and Arbitration Manual* of the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended, and (2) that applicant consents that the Association, may invite and receive information and comment about applicant from any member or other persons, and that applicant agrees that any information and comment furnished to the Association by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the form of application, have access to a copy of the Bylaws, Constitution, Rules and Regulations, and Code of Ethics referred to above.

Section 2. Qualification.

(a) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Membership Committee that he or she is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license in Pennsylvania 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 Pennsylvania 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 and Rules and Regulations of the Association, the Bylaws of the State Association, and the *Constitution and Bylaws* and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and non-discriminatory written examination thereon as may be required by the Committee, and shall agree if elected to membership, he/she will abide by the *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 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

(b) Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers, in order to qualify for REALTOR® membership, shall at the time of application be associated either as an employee or as an independent contractor with a Designated REALTOR® member of this 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 and Rules and Regulations of the Association, the Bylaws of the State Association, and the *Constitution and Bylaws* and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and non-discriminatory 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 qualifications for all other classes of members shall be determined by the Board of Directors.

Section 3. Election.

The procedure for election to membership shall be as follows:

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

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

(c) The Board of Directors may not reject an application without providing the applicant with advance written notice of the findings, an opportunity to appear before the Board of Directors, to call witnesses on his/her behalf, to be represented by counsel, and to make such statements as he/she deems relevant. The Board of Directors may also have counsel present. The board of director shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.

(d) If the Board of Directors determines that the application should be rejected, it shall record its reasons with the Executive Vice President (or duly authorized designee). 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.

Section 4. New Member Code of Ethics Orientation

Applicants for REALTOR® membership shall complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of instructional time. This requirement does not apply to applicants 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 (1) year or less.

Failure to satisfy this requirement within ninety (90) days of the date of application will result in denial of the membership application or termination of provisional membership.

Section 5. REALTOR® Code of Ethics Training

Effective January 1, 2017, through December 31, 2018, and for successive two year periods thereafter, each REALTOR® member of the Association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two hours and thirty minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another association, the State Association of REALTORS®, 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 two (2)-year cycle shall not be required to complete additional ethics training until a new two (2)-year cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any two (2) year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any two (2)-year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

Section 6. Status Changes

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

A REALTOR® who is transferring his/her license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all of the privileges and obligations of membership during the period of transition. If the transfer is not completed within thirty (30) days of the date the Association is advised of the disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the Board of Directors.

(b) Any application fee related to a change in membership status shall be reduced by an amount equal to any application fee previously paid by the applicant.

(c) Dues shall be prorated from the first day of the month in which the member is notified of election by the Board of Directors and shall be based on the new membership status for the remainder of the year.

ARTICLE VI - PRIVILEGES AND OBLIGATIONS

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

Section 2. Any member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Association rules and regulations inconsistent with these Bylaws, after a hearing as provided in the *Code of Ethics and Arbitration Manual* of the Association. Although members other than REALTORS® are not subject to the Code of Ethics nor its enforcement by the Association, such members are encouraged to abide by the principles established in the code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, members other than REALTORS® may, upon recommendation of the membership committee, or upon recommendation by a hearing panel of the professional standards committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, applied on a non-discriminatory basis, reflects adversely on the terms REALTOR® or REALTORS®, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local Association, the PENNSYLVANIA ASSOCIATION OF REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. Any REALTOR® member of the Association may be disciplined by the Board of Directors for violations of 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 OF REALTORS®.

Section 4. Resignations of members shall become effective when received in writing by the Board of Directors, provided, however, that if a member submitting the resignation is indebted to the Association for dues, fees, fines, or other assessments of the Association or of any of its services, departments, divisions, or subsidiaries, the Association may condition the right of the resigning member to reapply for membership upon payment in full of all such monies owed.

Section 5. If a member resigns from the Association or otherwise causes membership to terminate with an ethics complaint pending, the

complaint shall be processed until the decision of the Association with respect to disposition of the complaint is final by this Association (if respondent does not hold membership in any other association) or by any other association in which respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the Association with respect to disposition of the complaint is final, in any instance where an ethics hearing is held subsequent to an ethic respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®.

(a) If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration or to mediation continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®.

Section 6. It shall be the policy of the Association that rates of Commission or other fees for sale, lease or management of real estate shall be negotiated between the Broker and the Client.

Section 7. REALTOR® Members

REALTOR® members, whether primary or secondary, in good standing whose financial obligations to the Association are paid in full shall be entitled to vote and to hold elective office in the Association; may use the terms REALTOR® and REALTORS®, which use shall be subject to the provisions of ARTICLE VIII; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Association and the real estate profession.

(a) 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, or management control is relinquished, 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, or unless the REALTOR® who

is suspended or expelled removes himself/herself from any form or degree of management control of the firm for the term of the suspension or until readmission to membership, whichever may apply. Removal of an individual from any form or degree of management control must be certified to the Association by the member who is being suspended or expelled and by the individual who is assuming management control, and the signatures of such certification must be notarized. In the event the suspended or expelled member is so certified to have relinquished all form or degree of management control of the firm, the membership of other partners, corporate officers, or other individuals affiliated with the firm shall not be affected, and the firm, partnership or corporation may continue to use the term REALTOR® and REALTORS® in connection with its business during the period of suspension or until the former member is admitted to membership in the Association. The foregoing is not intended to preclude a suspended or expelled member from functioning as an employee or independent contractor, providing no management control is exercised. Further, the membership of REALTORS® other than principals who are employed by or affiliated as independent contractors with the disciplined member shall suspend or terminate during the period of suspension of the disciplined member or until readmission of the disciplined member or unless connection of the discipline member with the firm, partnership, or corporation is severed, or management control is relinquished, 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 other than a sole proprietor in a firm, partner in a partnership, or an officer of a corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

(b) In any action taken against a REALTOR® member for suspension or expulsion under Section 7 (a) 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 VI, Section 7 (a) shall apply.

(c) REALTOR® Emeritus Any person who has held membership in the REALTORS® Association of Metropolitan Pittsburgh as a REALTOR®, REALTOR-ASSOCIATE®, or a combination of both, for a cumulative period of 40 years in one or more associations of REALTORS® is eligible for REALTOR® Emeritus status.

Upon approval for Emeritus status by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®, no further payment of dues is necessary.

Section 8. Institute Affiliate Members.

Institute Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors consistent with the *Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®*.

NOTE: Local associations establish the rights and privileges to be conferred on Institute Affiliate members except that no Institute Affiliate member may be granted the right to use the term REALTOR®, REALTOR-ASSOCIATE®, or the REALTOR® logo; to serve as president of the local association; or to be a participant in the local association's multiple listing service.

Section 9. Affiliate Members Affiliate members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 10. Public Service Members Public Service members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 11. Honorary Members Honorary membership shall confer only the right to attend meetings and participate in discussions.

Section 12. Student Members Student members shall have rights and privileges and shall be subject to obligations prescribed by the Board of Directors.

Section 13. Certification by REALTOR®. "Designated" REALTOR® members of the Association shall certify to the Association during the month of January, on a form provided by the Association, a complete listing of individuals licensed or certified in the REALTOR® office(s) and shall designate a primary association for each individual who holds membership. Designated REALTORS® shall also identify any non-member licensees in the REALTOR®S office(s) and if Designated REALTOR® dues have been paid to another association based on said non-member licensees, the Designated REALTOR® shall identify the association to which dues have been remitted. These declarations shall be used for purposes calculating dues under Article X, Section 2(a) of the Bylaws. "Designated" REALTOR® members shall also notify the Association of any additional individual(s) licensed or certified

with the firm(s) within thirty (30) days of the date of affiliation or severance of the individual.

Section 14. Misconduct

(a) Conduct for which a member may be disciplined. Members of the Association may be disciplined by the Board of Directors for misconduct or conduct detrimental to the Association that shall include, but is not limited to, the following: engaging in a course of conduct or repeatedly committing acts that is/are critically disruptive of the legitimate Association business activity as conducted by the Association Executive Officer, the Association staff, and/or the Association Officers. As used in this Article, "course of conduct" shall mean a pattern of actions composed of more than one act over a period of time, however short, evidencing a continuity of conduct. The term includes lewd, lascivious, threatening, or obscene words, language, drawings, caricatures, or actions that includes strikes, shoves, kicks, or other similar physical contact, or attempts to threaten to do the same, and that serve no legitimate purpose.

(b) Disciplinary procedures. Any complaint alleging conduct of the nature described in the preceding section shall be heard by a tribunal composed of at least five members of the professional standards committee at a special meeting, called by the President or by a majority of the Board of Directors, where an evidentiary hearing shall take place. The procedures for notices, time of notice, and conduct of hearing described for matters before an ethics hearing panel as set forth in the rules of the Professional Standards and Arbitration Committee of RAMP shall apply.

The questions of fact for the tribunal to decide will be whether the person whose conduct is complained of has engaged in such conduct and, if so, whether the conduct was engaged in with a lack of legitimate reason and whether the acts or course of conduct critically interfered with the conduct of legitimate business purposes of the Association. Such must be established by clear and convincing evidence. The tribunal shall determine the appropriate sanction to impose from those authorized in the rules of the Professional Standards and Arbitration Committee of RAMP.

The sanction of termination of membership may only be imposed if approved by a two-thirds vote of those members of the Board of Directors present when the sanction is reviewed. Allowable grounds for appeal will be the same as those established for the appeal of an ethics decision; appeals will follow the established procedures for appealing the decision of an ethics panel.

(c) Other causes. Nothing in this section is intended to preclude discipline of members for other reasons as may be provided for in the bylaws of the Association.

ARTICLE VII **PROFESSIONAL STANDARDS** **AND ARBITRATION**

Section 1. The responsibility of the Association and of Association members relating to the enforcement of the Code of Ethics, the disciplining of members, and the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the Association, as from time to time amended, which by this reference are made a part of these Bylaws.

Section 2. It shall be the duty and responsibility of every REALTOR® member of this Association to abide by the Constitution and Bylaws and the Rules of the Professional Standards and Arbitration Committee, the Constitution and Bylaws of the State Association, the *Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®*, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to mediate and arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this Association, as from time to time amended.

Section 3. The responsibility of this Association and Association members relating to the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and procedures incident thereto, shall be consistent with the cooperative professional standards enforcement agreement entered into by the Association, which by this reference is made a part of these Bylaws.

ARTICLE VIII **USE OF THE TERMS** **REALTOR® AND REALTORS®**

Section 1. Use of the terms REALTOR® or REALTORS® by members shall, at all times, be subject to the provisions of the *Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®* and to the rules and regulations prescribed by its Board of Directors. The Association shall have authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF

REALTORS®, the use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the Association's Code of Ethics and Arbitration Manual.

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

Section 3. A REALTOR® member who is a principal of a real estate firm, partnership, or corporation may use the terms REALTOR® and REALTORS®, only if all of the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto are REALTOR® members or Institute Affiliate members, as described in Section 1(b) of Article IV.

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

Section 4. Institute Affiliate, Affiliate, Honorary, Student, and Public Service members shall not use the terms REALTOR® or REALTORS® nor the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE IX

STATE AND NATIONAL MEMBERSHIPS

Section 1. The Association shall be a member of the NATIONAL ASSOCIATION OF REALTORS® and the PENNSYLVANIA ASSOCIATION OF REALTORS®. By reason of the Association's membership, each REALTOR® member of the Member Association shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the PENNSYLVANIA ASSOCIATION OF REALTORS® without further payment of dues. The Association shall continue as a member of the State and National

Associations, unless by a majority vote of all of its REALTOR® members, decision is made to withdraw, in which case the State and National Associations shall be notified at least one month in advance of the date designated for the termination of such membership.

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

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

ARTICLE X - DUES AND ASSESSMENTS

Section 1. Application Fee The Board of Directors may adopt an application fee for REALTOR® membership in reasonable amount, not exceeding three (3) times the amount of the annual dues for REALTOR® membership, which shall be required to accompany each application for REALTOR® membership and which shall become the property of the Association upon final approval of the application.

Section 2. Dues The annual dues of members shall be as follows:

(a) **REALTOR® Members.** The annual dues of each Designated REALTOR® member shall be in such amount as established annually by the Board of Directors, plus an additional amount to be established annually by the Board of Directors times the number of real estate salespersons and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® member, and (2) are not REALTOR® members of any association in the state or a state contiguous thereto or Institute Affiliate members of the Association. In calculating the dues payable to the Association by a Designated REALTOR® member, non-member licensees as defined in (1) and (2) of this paragraph shall not be included in the

computation of dues if the Designated REALTOR® has paid dues based on said non-member licensees in another association in the state, or a state contiguous thereto, provided the Designated REALTOR® notifies the Association in writing of the identity of the association to which dues have been remitted. In the case of a Designated REALTOR® member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the Designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this Association.

(1) For the purpose of this section a REALTOR® member of a Member Board shall be held to be any member who has a place or places of business within the state or a state contiguous thereto and who, as a principal, partner, corporate officer, or branch office manager of a real estate firm, partnership, or corporation, is actively engaged in the real estate profession as defined in Article III, Section 1 of the Constitution of the National Association of REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR® or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business (except as provided for in Section 2(a)(1) hereof) provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner, or 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, renting, managing, counseling or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this section and shall not be included in calculating the annual dues of the Designated REALTOR®.

The exemption for any licensee included on the certification form shall automatically be revoked upon the individual being engaged in real estate licensed

activities (listing, selling, leasing, renting, managing, counseling, or appraising real property) other than referrals, and dues for the current fiscal year shall be payable.

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.

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

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

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 (\$105). The National Association shall credit \$35 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 \$35 amount will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the other board. The National Association shall also credit \$35 to the account of the state associations 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.

(d) Affiliate Members. The annual dues of each Affiliate member shall be as established annually by the Board of Directors.

(e) Public Service Members. The annual dues of each Public Service member shall be as established annually by the Board of Directors.

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

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

(h) Emeritus Members. Upon approval for Emeritus status by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®, no further payment of dues is necessary.

Section 3. Dues Payable Dues for all members shall be payable annually in advance on the first day of January. Dues shall be computed from the first day of the month in which a member is notified of election and shall be prorated for the remainder of the year.

(a) In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is dropped for nonpayment of Association dues, and the individual remains with the Designated REALTOR®'s firm, the dues obligation of the "Designated" REALTOR® (as set forth in Article X, Section 2, [a]) will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from the first day of the current fiscal year and are payable within thirty (30) days of the notice of termination.

Section 4. Non-Payment of Financial Obligations. If dues, fees, fines, or other assessments including amounts owed to the Association are not paid within one (1) month after the due date, the nonpaying Member is subject to suspension at the discretion of the Board of Directors. Two (2) months after the due date, membership of the nonpaying member may be terminated at the discretion of the Board of Directors. Three (3) months after the due date, membership of the nonpaying member shall automatically terminate unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former member who has had his/her membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other rules and regulations of the Association or any of its services, departments, divisions, or subsidiaries may apply for reinstatement in the manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

Section 5. Deposits and Expenditures. Deposits and expenditures of funds shall be in accordance with policies established by the Board of Directors.

Section 6. Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members. All dues, fees, fines, assessments, or other financial obligations to the Association shall be noticed to the delinquent Association member in writing setting forth the amount owed and due date.

Section 7. The dues of REALTOR® members who are REALTOR Emeriti (as recognized by the National Association), past presidents and past treasurers of the National Association or recipients of the Distinguished Service Award shall be as determined by the Board of Directors.

NOTE: A Member Board's dues obligation to the National Association is reduced by an amount equal to the amount which the Association is assessed for a REALTOR member, times the number of REALTOR® Emeriti (as recognized by the National Association), past presidents and past treasurer of the National Association, and recipients of the Distinguished Service Award of the National Association who are REALTOR® members of the Association. The dues obligation of such individuals to the local Association should be reduced to reflect the reduction in the Association's dues obligation to the National Association. The Association may, at its option, choose to have no dues requirement for such individuals except as may be required to meet the Association's obligation to the State Association with respect to such individuals. Member Boards should determine whether the dues payable by the Association to the State Association are reduced with respect to such individuals. It should be noted that this does not affect a "designated" REALTOR®'s dues obligation to the Association with respect to those licensees employed by or affiliated with the "designated" REALTOR® who are not members of the local Association.

Section 8. Assessments.

The Board of Directors shall have the power, in its sole discretion, from time to time, to impose assessments upon any or all of the members as it deems necessary in the interest of the corporation, and the Board of Directors shall have the power to fix the dates when such assessments shall be due and payable.

ARTICLE XI -- OFFICERS AND DIRECTORS

Section 1. Officers The elective Officers of the Association shall be: a President, a President-Elect and a Secretary-Treasurer. The secretary and treasurer may be the same person. They shall be elected for terms of one year. Each elective officer shall be a REALTOR® member in good standing. An elective officer may be, but is not required to be, a

current elective or appointed member of the Board of Directors while serving as an elective officer. However, an elective officer who is not a current member of the Board of Directors must have previously been elected and served on the Board of Directors within the last three (3) year period. Service on the Board of Directors as a representative of the council or division comprised of Affiliate members as defined in Section 3 of this Article shall not be considered for eligibility.

There shall be an Executive Vice President, appointed by the Board of Directors, who shall be the chief administrative officer of the Association. The Executive Vice President shall have the authority to hire, supervise, evaluate and terminate other staff, if any, and shall perform such other duties as prescribed by the Board of Directors.

Section 2. Duties of Officers.

The duties of the Officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. It shall be the particular duty of the Executive Vice President to keep the records of the Association and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the Pennsylvania Association of REALTORS®, and in addition:

(a) The President shall be the chief elected officer of the Association and shall preside at all meetings of the membership and of the Association. The President shall have authority to implement and execute all directives and resolutions of the Board of Directors. The President shall be an ex-officio member of all committees.

(b) The President-Elect shall perform the duties of the President in the absence of the President or in the event of inability or refusal of the President to serve. When so acting, the President-Elect shall have all of the powers of the President and be subject to all of the restrictions thereon. The President-Elect shall perform such other duties as may be assigned from time to time by the President and by the Board of Directors.

(c) The Secretary-Treasurer shall keep a record of the proceedings at meetings of the Executive Committee and the Board of Directors, and shall perform such other duties as are customary to the office. He shall also be the custodian of the funds and securities of the Association and shall render proper written reports to the Officers and Board of Directors. He shall keep proper books of accounts which shall be open to inspection by the Board of Directors at all reasonable times.

Section 3. Board of Directors.

The governing body of the Association shall be a Board of Directors consisting of

- I. The elected Officers.
- II. All past presidents of the Association who have accepted and acknowledged they will serve; this is a year-to-year appointment.

NOTE: Effective 01/01/2019 past president representation on the Board of Directors shall be as follows: *Those past presidents who have accepted and acknowledged they will serve, not to exceed seven (7) or 30% of Board membership, whichever is less, exclusive of the immediate past president, for a term of one (1) year. If more than seven (7) past presidents have accepted and acknowledged they will serve, selection of those who will serve shall be made by secret vote of those past presidents who will serve, in an election to be held at or before the annual election of directors. Each past president shall have three (3) votes. The ballot shall provide three (3) opportunities to vote, but only one (1) vote may be cast for each past president, by each voter.*

- III. Eighteen (18) elected "At Large" REALTOR® members of the Association who may also be elective officers. Such directors shall be elected for terms of three (3) years; terms shall be staggered so that six (6) will begin and six (6) will terminate each year. If one or more of these seats become an elected officer of the Board of Directors, then the Board of Directors shall replace the seat by the Board of Directors.
- IV. If a Designated REALTOR® member shall maintain among his or her licensees at least 10 percent (10%) of the total REALTOR® membership of RAMP, then the Designated REALTOR® member shall have the right to appoint himself or herself or another REALTOR® member of the Association from his or her company a director. The appointee shall serve a one- (1) year term and shall have the right to hold office. The percentage of participation in membership shall be determined as of July 1 of each year. If the seat becomes an elected officer of the Board of Directors, then the Board of Directors may replace the seat by Designated REALTOR®.

V. And four (4) seats on the Board of Directors for Designated REALTOR® members who do not qualify for appointment under paragraph (IV) above. Such four (4) designated REALTOR® members shall be selected by a vote of designated REALTOR® members (no one of which shall be entitled to appoint under (IV) above) at a special election to take place prior to November 30th of each year. Such directors shall be elected for terms of four (4) years; terms shall be staggered so that one term will terminate each year.

VI. The Affiliate Committee Chair for the current calendar year shall be a member of the Board of Directors with the following privileges and obligations:

1. Must be a current paid Affiliate member of RAMP
2. Elected by the Affiliate Committee members as Chair of the Committee for the year when he or she serves on the Board of Directors
3. Term is for one (1) calendar year
4. Cannot use the term REALTOR® or REALTORS®
5. Cannot serve as an Officer of RAMP
6. Subject to the attendance requirement set forth in Article XI, Section 3 (c) I
7. May serve on Association committees on appointment by the President
8. Shall have the right to attend, participate, and vote on issues coming before the Board of Directors except those matters involving REALTOR® membership or its rights or obligations, Professional Standards and Arbitration Committee and REALTOR® ethics, these Bylaws and amendments thereto.

(a) Term Limits. No elected director shall serve for more than two (2) consecutive three (3)-year terms.

NOTE: Independent seats are a four (4) year term.

(b) Eligibility. In order to be eligible to hold a seat on the Board of Directors, (I, II, and III required)

- I. Must be a member in good standing with the Association,
- II. Must have local Association service, and
- III. Must have completed the Board of Directors Orientation Course, if the candidate has not served on the Board of Directors...OR
- IV. Served as a past president.

(c) Attendance Policy. Attendance at all regularly scheduled Board of Directors is expected. However, emergencies may arise from time to time which prevents a Director from attending.

- I. A Director may have a maximum of two (2) unexcused absences per calendar year. If a Director exceeds this number the Director shall forfeit his or her seat and the Board of Directors will replace the seat in accordance to Article XI, Section 3 (c). Whether an absence is excused is the sole discretion of the Board of Directors.
- II. If a large broker representative has more than two (2) unexcused absences, the representative shall be removed as a Director for the remainder of the calendar year, and the large broker shall appoint another representative for the seat.
- III. Directors who have their seat because they are past presidents are exempt from the attendance policy; however, more than two (2) unexcused absences will result in forfeiture of voting privileges for the remainder of the calendar year.

(d) Rules and Regulations. The Board of Directors shall have authority to make rules and regulations not inconsistent with these Bylaws relating to any of the business and affairs of the Association. The rules and regulations, when adopted by the Board of Directors and notice thereof is given to the members by e-mail or other mail service, shall have the same force and effect as these Bylaws and shall be binding upon all members.

(e) Organization of Association. The Board of Directors may delegate such portions of governance of the business and affairs of the Association to an executive committee and such other committees composed of directors as it shall from time to time determine.

(f) Executive Committee. There shall be an Executive Committee of the Board of Directors which shall be composed of the President, President-Elect, Secretary-Treasurer and chairman of the following committees: REALTOR® Relations, Government Relations, Headquarters/Staffing, and Legal Action, all of whom must be members of the Board of Directors and shall be appointed by the President. The Executive Committee shall have the authority to act on behalf of the Board of Directors between any regular or special meeting of the Association on any matter not prohibited by law unless restricted by a resolution of the Board of Directors. The Executive Committee will review the affairs of the Association and make recommendations to the Board of Directors. A quorum for the transaction of business at all meetings of the Executive Committee shall consist of a majority of the members thereof then in office.

Section 4. Election of Officers and Directors.

(a) Officers. A Nominating Committee for the selection of Officers for the ensuing year shall be appointed by the President at least three (3) months prior to the September meeting of the Board of Directors. The Committee shall consist of the Immediate Past President, who will serve as Chair, and three (3) directors who are not serving on the Executive Committee. No person who serves on the Nominating Committee shall be eligible for nomination by the Committee for the position of officer. The Nominating Committee shall report at least one (1) candidate for an elective office. If several persons are willing to serve for an elective office, the Committee shall report all qualified candidates. The Nominating Committee's report shall be submitted to the directors at the September Board of Directors meeting, prior to the Annual Meeting. The election of officers shall be by the Board of Directors. A person shall only be elected an officer where the person receives at least fifty-one (51%) of the votes of the directors in attendance. A quorum (51%) of the directors must be in session to hold a valid election. In case of multiple candidates, three (3) or more, after vote, the candidate with the least number of votes drops off and a re-vote is taken. If there shall be a tie vote and a deadlock in an election for officers, the deadlock shall be broken by drawing lots to determine the winner.

(b) The Officers, except the President, shall be elected from the Board of Directors by the members of the Board of Directors at the September Board of Directors meeting. The President-Elect, having qualified, shall automatically succeed to the Office of President on January 1, following this election. The President-Elect, if his term as a member of the Board

of Directors is expiring, shall not be required to stand for election to the Board of Directors in order to succeed to the office of the President. Each Officer shall hold office for one (1) year and until such Officer's successor shall have been duly elected and shall have qualified or ceases to be a REALTOR® member in good standing. All Officers must be REALTOR® members.

(c) Directors: A nominating committee of five (5) REALTOR® members shall be appointed by the President with the approval of the Board of Directors no later than three (3) months prior to the month of election. No person who serves on the nominating committee shall be eligible for nomination by the committee for the position of director.

(d) The Nominating Committee for the Board of Directors shall be made up in the following manner:

1. Chairman: The immediate past-president, if available, or most recent past- president.

2. Two (2) members of the Board of Directors.

3. Two (2) members-at-large, not Officers or Directors.

(e) This nominating committee shall select at least eight (8) candidates for the Board of Directors. The nominating committee shall report its candidates to the REALTOR® members no later than July 31st preceding the election. Additional candidates may be placed in nomination by petition signed by at least twenty-(20) REALTOR® members. The petition shall be filed with the secretary-treasurer no later than 5:00 P.M. of the day of business nearest to August 15th preceding the election. The secretary-treasurer shall send notice of such additional nominations to all REALTOR® members before the election.

(f) The president, with the approval of the Board of Directors shall appoint an election committee composed of a judge and one (1) teller, who may be a RAMP staff member.

(g) The election of directors shall take place at the annual election, the last Tuesday of September. The time and place of the election shall be fixed by the Board of Directors. The election of directors shall be held electronically and/or by secret ballot and all votes shall be cast in person, by mail, or by electronic means. If voting by mail, ballots with covering envelopes furnished by the Association, shall be transmitted to each member eligible to vote at least three (3) weeks prior to the date of the election. Each ballot must be enclosed in a securely sealed envelope which shall be numbered by the Association

and signed by the member casting the ballot and shall be mailed or delivered to the Executive Vice President. Only electronic votes and ballots received at the offices of the Association no later than 5:00 p.m. on the date of the election shall be deemed by the Election Committee to be qualified for counting. The mail ballots shall be opened and counted under the supervision of the Election Committee. All ballots shall contain the names of the candidates. Members shall vote for and elect (6) REALTOR® members to the Board of Directors.

Section 5. Vacancies.

(a) Vacancies among officers:

1. A vacancy in the office of president shall be governed by Article XI, Section 2 (b) of these Bylaws;

2. A vacancy in the office of president-elect or treasurer shall be filled by majority vote of the Board of Directors.

(b) A vacancy among the Board of Directors may be filled by the Board of Directors.

Section 6. Removal of Officers and Directors.

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

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

(b) Upon receipt of the petition, a special meeting of the Board of Directors shall be scheduled and held within twenty (20) days thereafter and the sole subject of the meeting shall be to consider the charge against the officer or director, and the Board of Directors shall continue to meet until a majority vote is reached to either grant or deny the petition. Upon a vote to grant the petition the officer or director shall immediately be removed from office.

Section 7. Limitation of Directors Liability and Indemnification of Directors, Officers and other Indemnified Representatives.

(a) Limitation of Directors' Liability. A member of the Board of Directors shall not be personally liable for monetary damages, as such, for any action taken,

or any failure to take any action, unless he or she has both:

(1) breached or failed to perform the duties of his or her office under 42 Pa. C.S.A. 8363 relating to performance of a Director's duties and

(2) such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The foregoing exemption from liability shall be retroactive to the fullest extent permitted by law. This exemption from liability shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, State or Federal law. Any repeal or modification of this subsection shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director existing at the time of such appeal or modification.

(b) Indemnification of Directors, Officers and Other Indemnified Representatives.

(1) Definitions. The following words and phrases, when used in these Bylaws shall have unless the context indicates otherwise, the meanings given to them in this Section.

"Indemnified Capacity." Any and all past, present and future service by an Indemnified Representative in one or more capacities as a director or officer, employee or agent of the Association, or, at the request of the Association, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise.

"Indemnified Representative." Any and all directors and officers of the Association and any other person designated as an indemnified representative by the Board of Directors, (which may, but need not, include any person serving at the request of the Association, as a director, officer, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);

"Liability." Any damage, judgment, amount paid in settlement, fine penalty, punitive damages, excise tax assessed with respect to any employee benefit plan, or cost or expense of any nature (including, without limitation, attorneys' fees and disbursements reasonably incurred).

"Proceeding." Any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Association, a class of its Members or security holders, if any, or otherwise.

(2) Scope of Indemnification. The Association shall indemnify an Indemnified Representative against any Liability incurred in connection with any Proceeding in which the Indemnified Representative may be involved as a party or otherwise, by reason of the fact that such person is or was serving in an Indemnified Capacity, including without limitation error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except where such indemnification is expressly prohibited by applicable law or where the conduct of the indemnified representative has been determined to constitute willful misconduct or recklessness within the meaning of 42 Pa. C.S.A. 365(b) or any superseding provision of law, sufficient in the circumstances to bar indemnification against Liabilities arising from the conduct.

If an Indemnified Representative is entitled to indemnification in respect of a portion, but not all, of any Liabilities to which such person may be subject, the Association shall indemnify such Indemnified Representative to the maximum extent for such portion of the Liabilities.

The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, or itself, create a presumption that the Indemnified Representative is not entitled to indemnification.

(3) Proceedings Initialed by Indemnified Representatives. Notwithstanding any other provision of this Section, the Association shall not indemnify under this Section an Indemnified Representative for any Liability incurred in a Proceeding initiated (which shall not be deemed to include counter-claims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the Proceeding is authorized, either before or after its commencement, by the Board of Directors. This section does not apply to reimbursement of expenses incurred in successfully prosecuting or defending the rights of the Indemnified Representative granted by or pursuant to this Section.

(4) Advancing Expenses. The Association shall pay the expenses (including

attorneys' fees and disbursements) incurred in good faith by an Indemnified Representative in advance of the final disposition of a Proceeding described in this Section of the Bylaws upon receipt of an undertaking by or on behalf of the Indemnified Representative to repay such amount if it shall ultimately be determined by a court that such person is not entitled to be indemnified by the Association pursuant to this Section or otherwise. The financial ability of an Indemnified Representative to repay an advance shall not be a prerequisite to the making of such advance.

(5) Denial of Right to Indemnification. Indemnification under this Section of the Bylaws shall be made by the Association unless a determination is reasonably and promptly made that indemnification of an Indemnified Representative is not proper in the circumstances because of grounds for denying indemnification under this Section or under applicable law. Such determination may be made only the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the Proceeding.

(6) Expenses in Successful Defense. Notwithstanding any other provision of this Section, to the extent that an Indemnified Representative has been successful on the merits or otherwise in defense of any Proceeding referred to in this Section of the Bylaws or in defense of any claim, issuer or matter therein, he or she shall be indemnified against Liabilities actually and reasonably incurred by the Indemnified Representatives in connection therewith. The Association shall also make such other indemnification as shall be required by statute.

(7) Right of Claimant to Bring Suit. If a claim under this Section is not paid in full by the Association within thirty (30) days after a written claim has been received by the Association, the claimant may at any time thereafter bring an action against the Association to recover the unpaid amount of the claim and, if successful in whole or part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any Proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Association) that the claimant has not met the standards of conduct which make it permissible under applicable law for the Association to indemnify the claimant for the amount claimed.

(8) Securing of Indemnification Obligations. To further effect, satisfy or secure

the indemnification obligations provided in this Section or otherwise, the Association may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of the Board of Directors with respect to such amounts, costs, terms and conditions shall be conclusive and shall not be subject to voidability.

(9) Discharge of Duty. An Indemnified representative shall be deemed to have discharged his or her duty to the Association if he or she has relied in good faith on information, advice or an opinion, report or statement prepared by:

(a) one or more officers or employees of the Association with whom such Indemnified Representative reasonably believes to be reliable and competent with respect to the matter presented;

(b) legal counsel, public accountants or other persons as to matters that the Indemnified representative reasonably believes are within the professional or expert competence of such person; or

(c) a committee of the Board of Directors on which he or she does not serve as to matters within its area of designated authority, which committee he or she reasonably believes to merit confidence.

(10) Contract Rights Amendment or Repeal. All rights to indemnification under this Section shall be deemed a contract between the Association and the Indemnified Representative pursuant to which the Association and each Indemnified representative intend to be legally bound. Any repeal, amendment or modification of this Section shall be prospective only and shall not affect any rights or obligations then existing.

(11) Scope of Section. The indemnification of Indemnified Representatives, as authorized by this Section, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement, vote of members or disinterested director or otherwise, both as to action in an official capacity and as to action in any other capacity. The indemnification and advancement of expenses to a person who has ceased to be an Indemnified representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors,

administrators and personal representatives of such a person.

(12) Reliance on Provisions. Each person who shall act as an Indemnified Representative of the Association shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Section.

(13) Interpretation. The provisions of this Section have been approved and ratified by the members of the Association and are intended to constitute Bylaws authorized by 15 Pa. C.S.A. 365.

ARTICLE XII -- MEETINGS

Section 1. Annual Meetings. The annual membership meeting of the Association shall be held each year, at a date, place and hour to be designated by the Board of Directors.

Section 2. Meetings of Directors. The Board of Directors shall designate a regular time and place of meetings. Absence from three (3) regular meetings without an excuse deemed valid by the Board of Directors shall be construed as resignation. A quorum for the transaction of business shall be a majority of the Board of Directors, except as may otherwise be required by state law.

Section 3. Membership Meetings. Meetings of members may be held at such other times as the President or the Board of Directors may determine, or upon the written request of at least (25) twenty-five REALTOR® members.

Section 4. Notice of Meetings. Written or electronic notice shall be given to every member entitled to participate in the meeting at least one (1) week preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

Section 5. Quorum. A quorum for the transaction of business at:

(a) A membership meeting shall consist of twenty-five (25) REALTOR® Members.

(b) A Board of Directors meeting shall consist of nine (9) REALTOR® director members of the Association, except in the case of the election of officers which requires 51% of REALTOR® directors to be in attendance, not including past presidents in the number count for directors. (see Section XI, 4[a])

(c) Committee meetings shall consist of five (5) committee members unless the committee consists of

eight (8) or less members whereupon a majority shall constitute a quorum.

ARTICLE XIII -- COMMITTEES

Section 1. Standing Committees. The President shall appoint from among the REALTOR® members, subject to confirmation by the Board of Directors, chairmen for the following standing committees except for those committees with separate rules and regulations providing for election of their chairmen:

Budget-Finance/Asset Management
Bylaws
Executive
Government Relations
Grievance
Headquarters/Staffing
Legal Action
Nominations
Past Presidents
Professional Standards and Arbitration
REALTOR Relations
Strategic Planning

Section 2. Institutes, Societies, Divisions. The Board of Directors from time to time may authorize the existence of separate institutes, societies and divisions which will have such powers and authority as the Board of Directors may fix by rule.

Section 3. Special Committees. The President shall appoint, subject to confirmation by the Board of Directors, such special committees as deemed necessary.

Each year the RAMP president, president-elect, and treasurer shall automatically be appointed to one of the RAMP PAR director vacancies. All remaining positions will be solicited by the president-elect for consideration following the third meeting of the PAR directors (usually held in September of each year).

Section 4. Organization. All committees shall be of such size and shall have such duties, functions and powers as may be assigned by the President or the Board of Directors, except as otherwise provided in these Bylaws.

Section 5. President. The President shall be an *ex-officio* member of all Standing Committees and shall be notified of their meetings.

Section 6. Multiple-Listing Committee. The Association may maintain for the use of its members a multiple listing service which shall be subject to these Bylaws and such rules and regulations as the Board of Directors may hereinafter adopt. Such

multiple listing service shall be operated by a multiple listing committee elected by the participants of the multiple listing service from the participants therein.

Section 7. Action without Meeting. Any committee may act by unanimous consent in writing without a meeting. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more of the members of the committee.

Section 8. Attendance by Telephone. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall be at the discretion of the President and shall constitute presence at the meeting.

ARTICLE XIV -- FISCAL AND ELECTIVE YEAR

Section 1. The fiscal year of the Association shall be January 1 to December 31.

Section 2. The elective year of the Association shall be January 1 to December 31.

ARTICLE XV -- RULES OF ORDER

Section 1. *Robert's Rules of Order*, latest edition, shall be recognized as the authority governing the meetings of the Association, its Board of Directors, and committees, in all instances wherein its provisions do not conflict with these Bylaws.

ARTICLE XVI -- AMENDMENTS

Section 1. These Bylaws may be amended by a majority of the REALTOR® members present and qualified to vote at any meeting of the Board of Directors 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.

Section 2. Notice of all meetings at which amendments are to be considered shall be mailed to every member eligible to vote at least one (1) week prior to the meeting.

Section 3. Amendments to these Bylaws affecting the admission or qualification of REALTOR®, and Institute Affiliate Members, the use of the terms REALTOR® and REALTORS®, or any alteration in the territorial jurisdiction of the

Association shall become effective upon their approval as authorized by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE XVII -- DISSOLUTION

Section 1. Upon the dissolution or winding up of affairs of the Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Pennsylvania Association of REALTORS® or, within RAMP's discretion, to any other non-profit tax exempt organization.