

BYLAWS

SOUTHEAST VALLEY REGIONAL ASSOCIATION OF REALTORS®

Effective: January 2019

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**Bylaws of the
SouthEast Valley Regional Association of REALTORS®, Inc.**

(Adopted date: April, 2017)

ARTICLE I – NAME

Section 1. NAME. The name of this organization shall be the SouthEast Valley Regional Association of REALTORS®, Incorporated, and hereinafter be referred to as either the “SouthEast Valley Regional Association of REALTORS®, Inc.,” “SEVRAR,” or 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 interests of real property ownership. (Rev. 12/10)

Section 5. To unite those engaged in the real estate profession in this community with the Arizona 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. (Rev.01-02)

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®.

ARTICLE III - JURISDICTION

Section 1. The territorial jurisdiction of the Association as a member of the NATIONAL ASSOCIATION OF REALTORS® shall be described as:

Beginning at the Southeast junction of the Salt River and the dividing line between Maricopa and Gila Counties, thence Southeasterly along the dividing line between Gila County and Maricopa and Pinal Counties, to the township line separating Township 2 South and Township 3 South, thence West along this line to the section line separating Range 3 East and Range 4 East, thence North along this line to Pecos Road, then West on Pecos Road following the Northern boundary of the Gila River Indian Reservation on the juncture of the extension of 43rd Avenue thence North to the juncture of the Southern boundary of South Mountain Park and the Gila River Indian Reservation at approximately 43rd Avenue; thence East following the Southern boundary of South Mountain Park until it intersects with Range line separating Range 3 and 4 East (40th Street), then straight North to the South bank of the Salt River, thence easterly along the South bank of the Salt River to the point of beginning, except that it shall also include the territory within the city limits of the City of Tempe North of the South bank of the Salt River.

Section 2. Territorial Jurisdiction is defined to mean:

(A) The right and duty to control the use of the terms REALTOR®, 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 right of the NATIONAL ASSOCIATION OF REALTORS® in the terms.

ARTICLE IV - MEMBERSHIP

Section 1. REQUIREMENTS FOR MEMBERSHIP. All members of every class shall first be required to meet the qualifications for membership of that class which are prescribed in these Bylaws, or by the Directors where the Bylaws do not specifically cover the matter and shall then be elected in the manner herein described, and, upon election, shall be required to pay such fees and dues as may be established from time to time in accordance with these Bylaws.

Section 2. MEMBERSHIP PLEDGES. All REALTOR® members of the Association shall be required to take a pledge, which shall be prescribed by the Directors, “to protect the individual right of real estate ownership and to widen the opportunity to enjoy it; to be honorable and honest in all dealings; to seek to better serve my customers and clients by building my knowledge and competence; to act fairly towards all in the spirit of the Golden Rule; to serve well my community, and through it my country; to observe the REALTORS® Code of Ethics and conform my conduct to its lofty ideals, and such other rules and regulations as may from time to time be established by the Association.” (Rev. 01-02)

Section 3. MEMBERSHIP CLASSES. There shall be eleven classes of members as follows:
(Rev. 03/03)

A. **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, leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the State of Arizona 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 of Arizona 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 of Arizona or a state contiguous thereto, unless otherwise qualified for Institute Affiliate Membership as described in Section 3(b) of Article IV. (Rev. 01/02)

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 (Amended 4/13)

Note: REALTOR® members may obtain membership in a "secondary" Association in another state.

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

B. 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) franchisees located within the United States, its insular possessions and the commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR Constitution and Bylaws. Such individuals shall enjoy all the rights, privileges and obligations of REALTOR® membership (including compliance with the Code of Ethics) except: obligations related to Association mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the local Association, State Association and National Association.

C. 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.

D. DESIGNATED REALTOR® MEMBER. Each firm, (or office in the case of a firm 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 and 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.

E. INSTITUTE AFFILIATE MEMBERS. Institute Affiliate Members shall be individuals who hold a professional designation awarded by a qualified Institute, Society or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® membership or REALTOR® Associate membership, subject to payment of applicable dues for such membership. (Amended 1/02)

F. AFFILIATE MEMBERS. Affiliate members shall be individuals who are interested in the real estate profession as employees of lending institutions, title companies and escrow companies, public utilities, educational, governmental or other similar organizations, but are not engaged in real estate activity on their own account or in association with a licensed real estate broker, and who are in sympathy with the objectives of the Association.

G. HONORARY MEMBERS. Honorary Members shall be individuals not engaged (does not hold active Arizona real estate license) in the real estate brokerage who have performed notable service for the real estate profession, for the Association, or for the public.

H. 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.

I. LIFE MEMBERS. Members who have held continuous membership in the Association for twenty-five (25) years or more and obtain sixty-two (62) years of age and be substantially inactive or retired and who have performed notable service to the real estate profession may be elected to Life Membership by the Board of Directors. The Board of Directors has the authority to award life member status under extenuating circumstances, regardless of age and length of membership.

J. MEMBER AFFILIATE MEMBERS. Member Affiliate Members shall be individuals who hold either Designated REALTOR® or REALTOR® membership in the Association and have real estate related business that is in sympathy with the objectives of the Association; such Member Affiliate membership to be held individually for that specific related business. Any REALTOR® member who markets real estate products or services in addition to their real estate business, such as; sign placement service, real estate schools, carpet cleaning, etc. are qualified for membership. Member Affiliate members shall promote the interests and welfare of the Association and the real estate profession. (Rev. 12/10)

K. AFFILIATE APPRAISER MEMBERS. Affiliate Appraiser membership shall be granted to individuals who are engaged actively in appraising for others for compensation, who do not elect to hold REALTOR® membership in the association, provided the applicant is engaged exclusively in this specialty of the real estate business. (Rev. 2/17)

ARTICLE V - MEMBERSHIP APPLICATION, QUALIFICATION AND ELECTION

Section 1. APPLICATION. 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:

A. That the applicant agrees as a condition to membership to thoroughly familiarize himself/herself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitutions, Bylaws, and Policies and Procedures of the Association, the State and National Associations, and if elected a member, will abide by the Constitutions and Bylaws and Policies and Procedures of the Association, State and National Associations, and if a REALTOR® member, will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® including the obligation to arbitrate and 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. (Rev.01/ 02)

B. That applicant consents that the Association, may invite and receive information and comment about the 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 Articles of Incorporation, Bylaws, Policies and Procedures, 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 Board of Directors that they are actively engaged in the real estate profession, and maintain a current, valid real estate broker's or salesperson's license or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, have a place of business within the state or a state contiguous thereto (unless a secondary member) have no record of official sanctions involving unprofessional conduct, (No record of official sanction involving unprofessional conduct is intended to mean that the Association may only consider judgments within the past three (3) years of violations of (1) civil rights laws; (2) real estate license laws; (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities) and agree to complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examination thereon as may be

required by the Association and shall agree in writing that, if elected to membership, will abide by such Constitution, Bylaws, Policies and Procedures and Code of Ethics.

B. Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of the Association or a Designated REALTOR® Member of another Association (if a secondary member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, have 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 the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Association and shall agree in writing that if elected to membership, 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 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 (Adopted 5/07)

C. The Association will also consider the following in determining an applicant's qualifications for REALTOR® membership:

- (1) All 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
- (6) Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm. (Amended 06/2006)

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

has unsatisfied discipline pending in another Association (except for violations of the Code of Ethics) provided all other qualifications for membership have been satisfied. The Association 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 the 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 applicants certification that she/he will submit to the pending ethics and arbitration proceedings (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.(Amended 1/01)

D. Once a Member attains any class of membership, that member must maintain the qualifications for that membership classification or apply within thirty (30) days for the new classification for which the member qualifies.

Section 3. APPLICATION REVIEW AND ACCEPTANCE. The procedure for election to membership shall be as follows:

A. Applicants for REALTOR® provisional membership shall be granted immediately upon submission of a completed application form and remittance of applicable Association dues and any application fee. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to subsequent review of the application by the Board of Directors or its designee. If upon review the Board of Directors determines that the individual does not meet all of the qualifications for membership as established in the Association's Bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of the mandatory orientation program) within 30 days from the Association's receipt of their application, membership may, at the discretion of the Board of Director's, be terminated.
(Rev. 2/12) (Rev. 1-17).

B. Dues shall be computed from the date of application and shall be non-refundable unless the Association's Board of Directors terminates the individual's membership in accordance with subsection (A) above. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received Association services and any application fee.

C. The Board of Directors may not terminate any provisional membership without providing the provisional member with advance notice, an opportunity to appear before the Board of Directors, or an appointed panel of the Board, to call witnesses on their behalf, to be represented by counsel, and to make such statements as they deem relevant. The Board of Directors, or an appointed panel may also have counsel present. The Board of Directors shall require written minutes be made of any hearing before it, or may electronically or mechanically record the proceeding. (Rev. 1-17)

D. If the Board of Directors determines that provisional membership should be terminated, it shall

record its reasons with the Secretary. If the Board of Directors believes that termination of provisional membership may become the basis of litigation and a claim of damage by a provisional member, it may specify that termination 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 termination violates no rights of the individual.

E. An applicant's election to membership shall become effective when the applicant has: (1) Paid the application fee and the pro rata share of the current annual dues pertaining to the applicant's class of membership; (2) signed the pledge required; (3) agreed to complete a course of instruction (orientation) within 30 days of application; and (4) received favorable affirmative vote of the majority of all the Directors. If orientation is not completed within 30 days, the membership will be terminated until completion of orientation, and an additional fee will be assessed to be reinstated. (Rev. 1-17)

F. No member Association shall, without the prior express approval of the Board of Directors of the National Association, (1) endorse, approve or recommend, or (2) award, confer, bestow, or grant any professional designations other than those available through the Institutes, Societies and Councils of the National Association.

Section 4. NEW MEMBER CODE OF ETHICS ORIENTATION. Applicants for REALTOR® membership and provisional REALTOR® members 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 30 days of the date of application will result in denial of the membership application or termination of provisional membership.

Section 5. CONTINUING MEMBER 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 (2)hours and thirty (30) 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 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. (Adopted 1/01, Amended 11/08, Amended 11/2016)

Section 6. STATUS CHANGES.

A. A REALTOR® who changes the conditions under which they hold membership shall be required to provide written notification to the Association within (10) ten days. A REALTOR® (non-principal) who becomes a principal in the firm with which they have 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 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 (10) ten 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 their license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all of the privileges and obligations of membership during the period of transition. If the transfer is not completed within (10) ten 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. (The Board of Directors at its discretion may waive any qualifications which the applicant has already fulfilled in accordance with the Associations Bylaws.)

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 quarter in which the application is received.

ARTICLE VI - MEMBERSHIP PRIVILEGES AND OBLIGATIONS

Section 1. The privileges and obligation of membership, in addition to those otherwise provided in these Bylaws, shall be specified in this Article. (Rev. 01/02)

Section 2. REALTOR® WITHDRAWAL. Any REALTOR® Member of this Association who is in good standing and who shall ask for a withdrawal shall be given such withdrawal and be granted the privilege of being reinstated in this Association at any time within a period of three (3) years from the date of withdrawal, provided, however, that during the period of withdrawal, the individual shall not engage in the brokerage of real estate. When applying for reinstatement, the applicant shall pay the current reinstatement fee and, in addition, shall pay the pro rata share of the annual dues to the next following due date. A former REALTOR® member who has been granted a withdrawal shall be eligible for reinstatement to REALTOR® membership only once within a three-year period.

Section 3. 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 Policies and Procedures consistent 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 by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR® or REALTORS® and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local Association, the State Association, and the National Association of REALTORS®.

Section 4. 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 applicable 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 applicable Code of Ethics and Arbitration Manual of the National Association.

Section 5. Resignations of members shall become effective when received in writing by the Association. However, if any Member submitting the resignation is indebted to the Association for dues, fees, fines, or other assessments of the Association, or any of its services, departments, divisions, or subsidiaries, the Association may condition the right of the resigning member to reapply for membership upon payment in full of all such monies owed. (Rev. 4-16)

Section 6. If a member resigns from the association or otherwise causes membership to terminate with an ethics complaint pending, that board of directors may condition the right of the resigning member to reapply for membership upon the applicant's certification that he/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel.

A. If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration and mediation continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®. (Amended 1/00 and 11/11)

Section 7. REALTOR® MEMBERS.

A. REALTOR® members, whether primary or secondary, in good standing whose financial obligations to the Association are paid in full, shall be entitled to one 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.

B. 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 term REALTOR® in connection with its business during the period of suspension, or until readmission to REALTOR® Membership or unless connection with the firm, partnership, or corporation is severed, whichever may apply. The membership of all other principals, partners or

corporate officers shall suspend or terminate during the period of suspension of the disciplined member, or until readmission of the disciplined member, or unless connection of the disciplined member with the firm, partnership, or corporation is severed, whichever may apply. Further, the membership of REALTORS® other than principals who are employed by or affiliated as independent contractors with the disciplined member shall suspend or terminate during the period of suspension of the disciplined member or until readmission of the disciplined member or until the connection of the disciplined member with the firm, partnership, or corporation is severed, or unless the REALTOR® member (non-principal) elects to sever their connection with the REALTOR® and affiliate with another REALTOR® member in good standing in the Association, whichever may apply.

If a REALTOR® member who is other than a principal in the firm, partnership, or corporation is suspended or expelled, the use of the term REALTOR® by the firm, partnership or corporation shall not be affected.

C. In any action taken against a Broker/Designated REALTOR® member for suspension or expulsion under Article VI, Section 7(B) hereof, notice of such action shall be given to all REALTORS® employed by or affiliated as independent contractors with such Broker/Designated REALTOR® member and they shall be advised that the provisions in Article VI, Section 7(B) shall apply.

D. A REALTOR® member in good standing who applies for Designated REALTOR® membership and qualifies under the provisions of Article V shall immediately be granted temporary Designated REALTOR® membership and shall continue to receive all services of the Association available to Designated REALTOR® members, including Multiple Listing Service, (hereinafter referred to as MLS) and the right to submit new listings.

Section 8. INSTITUTE AFFILIATE MEMBERS. Institute Affiliate members shall have all of the rights and privileges and be subject to the obligations as prescribed by the Board of Directors and consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

Note: No Institute Affiliate members may be granted the right to use the terms REALTOR®, or the REALTOR® logo; to serve as President of the local Association; or to be a participant in the Local Association's Multiple Listing Service. (Amended 1-02)

Section 9. AFFILIATE MEMBERS. Affiliate members shall have all of the rights and privileges and be subject to obligations prescribed by the Board of Directors except the right to use the term REALTOR® or REALTORS®.

Section 10. HONORARY MEMBERS. Honorary members shall have only the right to attend meetings and participate in discussions.

Section 11. STUDENT MEMBERS. Student members shall be non-voting members and shall have all rights and privileges and be subject to obligations prescribed by the board of directors, except the right to use the term REALTOR® or REALTORS®.

Section 12. LIFE MEMBERS and AFFILIATE LIFE MEMBERS. Life Members shall have only

the right to attend meetings and participate in discussions and are still entitled to membership benefits.

Section 13. AFFILIATE APPRAISER MEMBERS. Affiliate members shall have all of the rights and privileges and be subject to obligations prescribed by the Board of Directors except the right to use the term REALTOR® or REALTORS®. (Rev. 2/17)

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, mediation, the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the *Code of Ethics and Arbitration Manual* of the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended, which by this reference is made a part of these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

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 and regulations of the Association, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to mediate and arbitrate controversies arising out of the 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.

A. The Association and Association members are also responsible for the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and procedures incident thereto, consistent with the cooperative professional standards enforcement agreement entered into by the Association, which by this reference is made a part of these Bylaws.

B. Any change in venue for SEVRAR'S Professional Standards, Grievance or Mediation must be approved by a (2/3) two-thirds vote of the members present at a duly called membership meeting as defined in Article XII, Section 4 and pursuant to Bylaws amendment procedures as defined in Article XVI.

ARTICLE VIII - USE OF COPYRIGHT, REGISTRATIONS AND TRADEMARKS REALTOR® AND REALTORS®

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

State of Arizona. 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. (Amended 06/2006)

Section 2. REALTOR® members of the Association shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their places of business within the State of Arizona, or a state contiguous thereto so long as they remain REALTOR® members in good standing. No other class of members shall have this privilege.
(Rev. 1/96)

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 the principals of such firm, partnership, corporation, or trust who are actively engaged in the real estate profession within the State of Arizona, or a state contiguous thereto, are REALTOR® members of the Association or Institute Affiliate members as described in Section 3(E) of Article IV. (Rev. 7/13)

(a) In the case of a REALTOR® member who is a principal of real estate firm, partnership, or corporation whose business activity is substantially commercial, the right to use the terms REALTOR® or REALTORS® shall be limited to office locations in which a principal, partner, corporate officer, or branch 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 manager holds REALTOR® membership, the term REALTOR® or REALTORS® may not be used in any reference to those additional places of business. (Amended 1/01)

Section 4. Institute Affiliate Members shall not use the terms REALTOR® or REALTORS®, nor the imprint of the emblem of the NATIONAL ASSOCIATION OF REALTORS®.

Section 5. SOUTHEAST VALLEY REGIONAL ASSOCIATION OF REALTORS® AND SOUTHEAST VALLEY REGIONAL ASSOCIATION OF REALTORS® LOGO. The South East Valley Regional Association of REALTORS® logo is trademark work in which the SouthEast Valley Regional Association of REALTORS® retains all rights. Any use of this logo without the express written consent of the Association is prohibited. If the use of any Association logo is permitted by the Association, the person using the logo must clearly indicate that logo is trademarked.

Section 6. Use of any materials that holds a copyright, without expressed written consent of the owner of the copyright, is prohibited.

ARTICLE IX - STATE AND NATIONAL MEMBERSHIPS

Section 1. The Association shall be a member of the NATIONAL ASSOCIATION OF REALTORS® and the Arizona 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 Arizona 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 members, decision is made to withdraw, in which case the State and National Associations shall be notified at least one (1) 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 OF REALTORS® and the Arizona Association of REALTORS®.

ARTICLE X - DUES AND ASSESSMENTS

Section 1. APPLICATION FEE. (7/88) The Board of Directors may adopt an application fee for REALTORS® membership in reasonable amounts, not exceeding three (3) times the amount of annual dues for the Designated REALTOR® or REALTOR® membership respectively, which shall be required to accompany each application for Designated REALTOR® and REALTOR® membership, and which shall become the property of the Association upon final approval of the applicant. The Board of Directors may adopt an application fee for Affiliate, and Member Affiliate members.

Section 2. The annual dues of the 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 licensees or certified or licensed 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 an Association. (Rev. 1/96) In the case of a Designated REALTOR® member in a firm, partnership, or corporation whose business activity is substantially 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. (Amended 1/01)

In calculating the dues payable to the Association by a Designated REALTOR® Member, non-member licensees as defined in Section 2(A)(1) and (2) of this Article shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on said non-member licensee 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.

The annual dues of REALTOR® members other than the Designated REALTOR® shall be an amount determined annually by the Board of Directors.

B. For the purpose of this section a REALTOR® member of a member Association shall be held to be any member who has a place of business within the state or a state contiguous thereto and who, as a principal, partner, or 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®. Designated REALTORS® shall notify the association within three (3) days of any change in status of licensees in a referral firm. (Rev. 4-16)

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® membership in the Association. However, membership dues shall not be prorated if the licensee held REALTOR® membership during the preceding calendar year.

C. INSTITUTE AFFILIATE MEMBERS. The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

D. The annual dues of each REALTOR® member, other than the Designated REALTOR®, Affiliate member, Honorary member, Life member shall be in such amount as established annually by the Board of Directors.

E. The dues of REALTOR® members who are REALTOR® Emeriti (as recognized by the

National Association), past presidents of the National Association or recipients of the Distinguished Service Award shall be as determined by the Board of Directors.

Section 3. DUES PAYABLE. Dues for all members shall be payable annually in advance on the first day of January. Dues for new members shall be computed based on the date of application and granting of Provisional membership and shall be prorated for the remainder of the year. Local dues for SEVRAR's Past Presidents shall be waived for as long as the Past President is a REALTOR® member in good standing. (Rev. 4-16)

Prorated dues from new member applicants shall be submitted with the application fee prior to the Board of Director's consideration of the application.

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 defined 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 30 days.

Section 4. NONPAYMENT OF DUES.

If the annual dues, are not paid by January 15th of each year, the dues shall be declared delinquent. There shall be a late fee as determined by the Board of Directors for payments received after January 15th. On January 30th, REALTOR® membership shall automatically terminate. In the event the membership of a real estate salesperson or licensed or certified appraiser (as described in Article X Dues and Assessments, Section 2(a)) is terminated, a notice shall be sent to the terminated member's Designated REALTOR®, indicating termination of the individual's membership and giving the Designated REALTOR® 15 days to remit the applicable non-member assessment, advising him/her of Article X, Section 2(a) of the SEVRAR Bylaws.

If the Designated REALTOR®'s membership is terminated for failure to pay the non-member assessment and that individual is also a REALTOR® MLS Participant with the SEVRAR MLS, (ARMLS) they will have 15 days from the date of termination to remit the non-member assessment or make an application as a nonmember MLS Participant if he/she wishes to have their MLS access continue as a nonmember participant.

If the non-member assessment is not received within 15 days of the date of termination of the DR's membership, and no application is received to continue access as a nonmember MLS Participant within 15 days of the date of termination of the DR's membership, notice of termination of MLS Participatory rights will be sent to that individual. If non-member MLS Participant application and fees are not received within 2 days of delivery of the notice to the individual, or if a new MLS Participant is not named, MLS Participatory rights will terminate and MLS access will terminate for individuals affiliated with the former participant.

No action shall be taken to suspend or expel a member for nonpayment of dispute amounts until the accuracy of the amount owed has been confirmed.

Section 5. DEPOSITS AND EXPENDITURES. Deposits and expenditures of funds shall be

in accordance with policies established by the board of directors.

Section 6. REINSTATEMENT. Any member who resigns or is terminated while in "good standing" may be reinstated within twelve (12) months from December 31st in which their dues are paid by payment of dues and fees applicable at the time of reinstatement. A REALTOR® must have withdrawn from the Association within 30 days of termination from the previous employing Broker.

A REALTOR® member in "good standing" must have completed induction, orientation and have their dues paid at the time of termination to qualify for reinstatement.

Section 7. NOTICE OF DUES, FEES, FINES, ASSESSMENTS, AND OTHER FINANCIAL OBLIGATIONS OF MEMBERS. All dues, fees, fines, assessments, or other financial obligations to the association or association multiple listing service shall be noticed to the delinquent association member in writing setting forth the amount owed and due date.

ARTICLE XI - OFFICER, DIRECTORS AND STATE DIRECTORS

Section 1. OFFICERS.

A. ELECTED OFFICERS. The elected officers of the Association shall be: a President, a President-Elect, and a Vice President. In the absence of the President, the President-Elect shall perform the duties of the President. In the absence of both the President and the President-elect, the Vice President shall perform the duties of the President. The President-Elect position is a one-year term of service and shall automatically ascend to the President. All elected officers shall serve for one year or until their successors are elected and qualified. (Rev. 07-13)

B. APPOINTED OFFICERS. The Chief Executive Officer shall serve as Secretary of the Corporation with no voting privileges. With the approval of the Board of Directors, the President shall appoint a Treasurer for a 1-year term. The Treasurer shall be a voting member of the Board of Directors and shall also serve as the Chairman of the Finance Committee. The Treasurer shall be appointed by the President and ratified by the Board of Directors with a majority vote. (Rev. 4/18/95)

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 by them by the Board of Directors. It shall be the particular duty of the Secretary to keep the records of the Association and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the Arizona Association of REALTORS®. All Officers must remain in good standing with the Association including dues, fines and ethical requirements.

Section 3. BOARD OF DIRECTORS. The governing body of the Association shall be a Board of Directors consisting of elected Officers and one (1) appointed Treasurer and one (1) elected Affiliate and eight (8) elected Directors who shall be Designated REALTORS® or REALTOR® members of the Association; four (4) of whom shall be elected during each alternate year for a term of two (2) years, or until their successors have been duly elected or duly qualified to

succeed them. The immediate past president shall also be an ex-officio member of the Board of Directors. A Director shall serve no more than two (2) consecutive terms.

All Directors must remain in good standing with the Association including dues, fines and ethical requirements. Appointments for unfulfilled terms of less than one (1) year will not count toward term limits.

Each year there will be Designated REALTORS®, Broker Managers or Owners elected and REALTORS® elected, and REALTORS® elected, that once the election is complete there are a total of five (5) Designated REALTORS® and five (5) REALTOR® members of the Association (Rev.(3/97, 1/19)

Designated REALTOR®: A licensed Broker responsible for a real estate company who has Broker Associates/REALTORS® operating under his/her license. This person should have responsibility for profit and loss.

Broker Manager: A licensed Broker who is employed by a Designated REALTOR® to operate a branch office of a brokerage company and this person should have profit and loss responsibility.

Owner: A person responsible for hiring a Designated REALTOR® and/or Broker Manager.

Affiliate Directors: An Affiliate member who is a member of the Board of Directors is a voting member with the exception of Professional Standards or Grievance matters. The Affiliate member must be a member of, and in good standing with, the Association and will be elected to serve a two-year term.

Section 4. ELECTION OF OFFICERS AND DIRECTORS

A. All rules and information regarding the election shall be made available to the membership and published by the first (1st) Friday in May.

B. All candidates shall be members in good standing of the SouthEast Valley Regional Association of REALTORS®.

C. A member cannot hold two (2) elected Association positions simultaneously. If a candidate is elected they must vacate their positions on the Grievance and Professional Standards Committees.

D. Each year, there will be one (1) President-Elect and one (1) Vice President elected to serve as Officers, who shall be elected by the seated Board of Directors present and eligible to vote, Open Directors positions shall be elected by the general membership. (Rev: 10-2017)

E. Composition of the Board shall always consist of less than a majority of Officers or Directors from the same brokerage (under the same Broker or having the same principal in the firm with a 20% or greater ownership). An Officer position takes precedence over a Director position for elections only. (REV: 5-22-2014)

F. For the election of Director positions there shall be only one ballot allowed per member. No proxy votes shall be cast by or for anyone. (Rev: 10-2017)

G. Election of Directors may be conducted by electronic means, in accordance with procedures established by the Board of Directors. (Rev: 10-2017)

Section 5. STATE AND NATIONAL DIRECTORS

A. NAR DIRECTORS. SEVRAR's NAR Directors shall be the President, President Elect and the Vice President. The remaining openings are to be selected by an NAR/AAR Selection Committee from a pool of the current and Past Presidents, current or Past Vice Presidents, current or past local Directors, current or past NAR Directors, current or past Committee chairs, past committee chairs at AAR and others who may be suggested by current Board leadership and /or staff. (Rev: 9-18)

B. AAR DIRECTORS. There will be two (2) classes of AAR Directors: Quota Directors and Ex-Officio Non-Quota Directors.

(1) The Quota Directors shall consist of the Vice President and the balance of the AAR Directors will be recommended by the NAR/AAR Selection Committee and approved by the Board of Directors as defined in Article XI, Section 5(A). (Rev. 7/13)

(2) Ex-Officio Non-Quota Directors shall consist of the number of REALTOR® members as prescribed in the Bylaws of the Arizona Association Of Realtors®.

C. An AAR Director shall serve only one (1) Directorship during the same term. Any vacancy shall be filled in accordance with Article XI, Section 6 of the Bylaws.

Section 6. VACANCIES

A. In the event of the vacancy of the President's position, the President-Elect would assume the balance of that president's term and, continue to his/her own term to which he/she was elected. In the event of the vacancy of the President-Elect position, it shall be filled subject to Article XI, Section 4. A vacancy in the position of immediate past president will not be filled. (Rev: 7/13, 9/18)

B. The Board of Directors shall submit names of qualified candidates to fill vacancies among Officers, Local Directors, State and National Directors. Names will be considered from the recent election results and the fulfillment of the vacancies will be approved by a simple majority vote by the Board of Directors. An appointment to an unfulfilled term of less than one year shall not accrue as part of the term limits.

Section 7. REMOVAL OF OFFICERS AND DIRECTORS. In the event that an Officer or Director is deemed to be incapable of and/or ineffective at 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 requesting the removal of an Officer or Director, signed by a simple majority of all Directors, will be filed with the President, or, if the President is the subject of the petition, with the President –Elect, or next highest Officer, and will specifically set forth the reason(s) the individual is deemed to be incapable for further service. (Rev. 7/13, Rev. 4-17)

B. Not less than 20 days after or more than 45 days following receipt of such petition, a special meeting of the Board of Directors will be held for the sole purpose of considering the charge against the Officer or Director, and rendering a decision on such petition. (Rev. 4/17)

C. The affirmative vote of a super majority (2/3) of those Directors present and voting at such a meeting, at which a quorum is present, will be required to remove such Officer or Director from office, and any such removal will become effective immediately upon the adjournment of the special meeting. (Rev. 4/17)

Section 8. CHIEF EXECUTIVE OFFICER. There shall be a Chief Executive Officer, appointed by the Board of Directors, who shall be the chief administrative officer of the association. The Chief Executive Officer 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. The Chief Executive Officer shall not hold an active Arizona real estate license.

ARTICLE XII - MEETINGS

Section 1. ANNUAL MEETINGS. The annual meeting of the Association shall be held between September and October of each year; the date, place and hour to be designated by the Board of Directors.

Section 2. MEETING OF DIRECTORS. The Board of Directors shall designate a regular time and place for meetings. Three absences in a one-year term or four absences in a two-year term will result in the automatic removal of the Director. Re-instatement can be appealed to the Board of Directors in extraordinary circumstances for consideration. (Rev. 1/13)

Section 3. OTHER MEETINGS. Meetings of the members may be held at such other times as the President or the Board of Directors may determine, or upon written request of at least five (5) percent of the members eligible to vote.

Section 4. NOTICE OF MEMBERSHIP MEETINGS. Notice shall be defined as a posting on the SEVRAR website thirty (30) days prior to all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting, including date and time.

Section 5. QUORUM. A quorum for the transaction of business at a membership meeting shall consist of sixty (60) members or one (1) percent of the members eligible to vote; whichever is less. A quorum for the transaction of business at a Board of Directors meeting shall be a majority. At all committee meetings, a quorum shall consist of three (3) or more members except where it conflicts with these Bylaws. (Rev. 7/13)

Section 6. ELECTRONIC TRANSACTION OF BUSINESS. To the fullest extent permitted by

law, the Board of Directors or membership may conduct business by electronic means. (Adopted 1/05)

Section 7. ACTION WITHOUT MEETING. Unless specifically prohibited by the Articles of Incorporation, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. 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 Directors. All the approvals evidencing the consent shall be delivered to the Chief Executive Officer to be filed in the corporate records. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date. (Adopted 1/05)

ARTICLE XIII - COMMITTEES

Section 1. STANDING COMMITTEES. The President shall appoint from among the members, subject to the confirmation by the Board of Directors, the following standing committees and their chairs. (Rev. 12/12, 9/18)

Finance	Leadership Development
Community Outreach	Professional Development
Grievance	Professional Standards
Government Affairs	RAPAC
Information Systems	

Section 2. SPECIAL COMMITTEES. The President shall appoint, subject to confirmation by the Board of Directors, such special committees and their chairs as deemed necessary. (Rev. 10/12)

Section 3. ORGANIZATION. All committees shall be of such size and shall have duties, functions and powers as may be assigned to them by the President or the Board of Directors. All committees serve in an advisory capacity to the Board of Directors.

Section 4. REMOVAL. The President, with the approval of the Directors, shall have the power and authority to remove any member from any committee at any time for any cause or reason which the Directors shall deem to be adequate, and it shall not be necessary to identify such cause or reason in the records of the Association. (Rev. 3/13)

Section 5. PRESIDENT. The President shall be an Ex Officio member of all committees and shall be notified of their meetings. (Rev. 3/13)

Section 6. ACTION WITHOUT A 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. (Adopted 1/05)

Section 7. 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. (Adopted 1/05)

Section 8. EXECUTIVE COMMITTEE.

A. The Officers and Past President (considered Ex Officio of this Committee) of the Board of Directors shall constitute the Executive Committee. (Rev. 3/13)

B. The Executive Committee shall fix the hour and place of meetings, make recommendations to the Board of Directors and shall perform such other duties as determined by the Board of Directors. The Executive Committee shall be subject to the orders of the Board of Directors, and none of its acts shall conflict with the action taken by the Board of Directors.

C. Special meetings of the Executive Committee may be called by the President or shall be called upon the written request of two (2) members of the Executive Committee.

ARTICLE XIV - FISCAL AND ELECTIVE YEAR

The fiscal and elective year of the Association shall be the same as the calendar year. The elective year shall begin on January 1st to become effective 1/1/97. (Rev. 1/96)

ARTICLE XV - RULES OF ORDER

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

ARTICLE XVI - AMENDMENTS

Section 1. Notwithstanding Article XII, Section 5, these Bylaws may be amended by:

A. A two-thirds vote of the Officers and Directors qualified to vote at any meeting when at least 75% of the Board of Directors are present. The Board of Directors must be given a (30) thirty day notice that there will be a change in the Bylaws.

B. A vote of the members at a duly called membership meeting in accordance with Article XII, Section 5.

C. As required by NAR mandates and shall be ratified at the next Board of Directors meeting.

Section 2. Notice to every member eligible to vote at all meetings, when amendments are to be considered, shall be given at least thirty (30) days prior to the time of the meeting. The notice shall be defined as the posting of the proposed amendments on the SEVRAR website. The substance of such proposed amendments shall be stated in the call of the meeting.

Section 3. Amendments to these Bylaws affecting the admission or qualification of Designated

REALTOR®, REALTOR®, Affiliate and Institute Affiliate members, the use of the term 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®.

Section 4. GOVERNING POLICIES. The Board of Directors may periodically adopt such policies they deem necessary in the best interests of the Association. Such policies shall not be in conflict with the Association's Articles of Incorporation or Bylaws. Policies may be adopted during any Directors' meeting without advance notice, and they may be amended during any Directors' meeting without advance notice. (Rev. 2/12)

Section 5. EFFECTIVE DATE OF POLICY CHANGES. All policy changes shall become effective as designated by and upon approval of the Board of Directors except those changes regarding Multi Million Producer awards. Any changes in the Multi Million Producer criteria shall become effective January 1st of the following year after approval of the Board of Directors. Any changes in Leadership Search criteria shall be approved by the Board of Directors and shall become effective if published prior to the election process beginning for the next year's officers and directors. (The first effective date will be 1/1/92) (Rev. 5/91, 4/16)

ARTICLE XVII - DISSOLUTION

Section 1. Upon the dissolution the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Arizona Association of REALTORS® or, within its discretion, to any other non-profit tax exempt organization.

ARTICLE XVIII - MULTIPLE LISTING SERVICE

Section 1. AUTHORITY. The Association of REALTORS® shall cooperate in maintaining for the use of its Members the Arizona Regional Multiple Listing Service, Inc.; hereinafter referred to as ARMLS, which is a lawful corporation in the State of Arizona, and in which the SouthEast Valley Regional Association of REALTORS®, Inc., owns issued and outstanding shares.

Section 2. PURPOSE. A Multiple Listing Service is a means by which authorized participants make blanket unilateral offers of compensation to other participants (acting as subagents, buyer agents, or in other agency or non-agency capacities defined by law): by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized participants to prepare appraisals, analyses and other valuations of real property for bona fide clients and customer; by which participants engaging in real estate appraisal contribute to common data bases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as procuring cause of the sale (or lease). (Rev. 2/97)

Section 3. GOVERNING DOCUMENTS. The Board of Directors shall cooperate with the other shareholders in causing the Arizona Regional Multiple Listing Service, Inc., to conform its Corporate Charter, Constitution, Bylaws, Rules, Regulations and Policies, Practices, and Procedures at all times to the Constitution, Bylaws, Rules, Regulations, and Policies of the

NATIONAL ASSOCIATION OF REALTORS®.

Section 4. PARTICIPATION. Any REALTOR® member of this or any other Association who is a principal, partner, corporate officer, branch office manager, or designated staff member(s) acting on behalf of a principal, without further qualification, except as otherwise stipulated in these Bylaws, shall be eligible to participate in Multiple Listing upon agreeing in writing to conform to the Rules and Regulations thereof and to pay the costs incidental thereto. However, under no circumstances is any individual or firm, regardless of membership status, entitled to Multiple Listing Service "Membership" or "Participation" unless they hold a current, valid Arizona Real Estate Broker's license and offer or accept compensation to and from other participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by an association multiple listing service is strictly limited to the activities authorized under a participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey "participation," or "membership" or any right of access to information developed or published by an association multiple listing service where access to such information is prohibited by law. (Rev. 11/08)

A nonmember applicant for MLS participation who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, shall supply evidence satisfactory to the membership committee that he/she has no record of recent or pending bankruptcy; has no record of official sanctions involving unprofessional conduct; agrees to complete a course of instruction (if any) covering the MLS Rules and Regulations and computer training related to MLS information entry and retrieval, and shall pass such reasonable and non-discriminatory written examination thereon as may be required by the MLS; and shall agree that if elected as a participant, he/she will abide by such rules and regulations and pay the MLS fees and dues, including the nonmember differential (if any), as from time to time established. Under no circumstances is any individual or firm entitled to MLS participation or membership unless they hold a current, valid real estate broker's license and offer or accept compensation to and from other participants, or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by an association multiple listing service is strictly limited to the activities authorized under a participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey participation or membership or any right of access to information developed by or published by an association multiple listing service where access to such information is prohibited by law. (Amended 11/08)

Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm offers or accepts cooperation and compensation means that the participant actively endeavors during the operation of its real estate business to list real property of the type listed on the MLS and/or to accept offers of cooperation and compensation made by listing brokers or agents in the MLS. "Actively" means on a continual and ongoing basis during the operation of the participant's real estate business. The "actively" requirement is not intended to preclude MLS participation by a participant or potential participant that operates a real estate business on a part-time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative inactivity occasioned by

market conditions. Similarly, the requirement is not intended to deny MLS participation to a participant or potential participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit an MLS to deny participation based on the level of service provided by the participant or potential participant as long as the level of service satisfies state law. (Adopted 11/08)

The key is that the participant or potential participant actively endeavors to make or accept offers of cooperation and compensation with respect to properties of the type that are listed on the MLS in which participation is sought. This requirement does not permit an MLS to deny participation to a participant or potential participant that operates a "Virtual Office Website" (VOW) (including a VOW that the participant uses to refer customers to other participants) if the participant or potential participant actively endeavors to make or accept offers of cooperation and compensation. An MLS may evaluate whether a participant or potential participant actively endeavors during the operation of its real estate business to offer or accept cooperation and compensation only if the MLS has a reasonable basis to believe that the participant or potential participant is in fact not doing so. The membership requirement shall be applied in a nondiscriminatory manner to all participants and potential participants. (Adopted 11/08)

Section 5. ACCESS TO COMPARABLE AND STATISTICAL INFORMATION. Association members who are actively engaged in real estate brokerage, management, appraising, land development, or building, but who do not participate in the MLS, are nonetheless entitled to receive, by purchase or lease, all information other than current listing information that is generated wholly or in part by ARMLS including "comparable" information, "sold" information and statistical reports. This information is provided for the exclusive use of Association members and individuals affiliated with Association members who are also engaged in the real estate business and may not be transmitted, retransmitted or provided in any manner to any unauthorized individual, office or firm except as otherwise provided in these rules and regulations. Association members who receive such information, either as an Association service or through the Association's MLS, are subject to the applicable provisions of the MLS rules and regulations whether they participate in the MLS or not.

Section 6. SUBSCRIBERS. Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with participants. Subscribers also include affiliated unlicensed administrative and clerical staff, personal assistants, and individuals seeking licensure or certification as real estate appraisers who are under the direct supervision of an MLS participant or the participant's licensed designee.

ARTICLE XIX - FINANCES

Section 1. PROPERTY OF THE ASSOCIATION. Any and all payments and contributions made to the Association by members or by applicants for such membership and any other receipts or income shall be the sole property of the Association and no member shall have any interest therein.

Section 2. ADMINISTRATION OF FUNDS. The governing policies adopted by the Board of

Directors shall set standards for the management of the finances of the Association, including delegation of authority to the CEO and/or other Officers as the Board of Directors deems appropriate. The Board of Directors shall have oversight procedures and processes in place to ensure that such standards established in governing policies are adhered to. (Rev. 7/12)

ARTICLE XX - INDEMNIFICATION

Section 1. OCCASION FOR INDEMNIFICATION. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigation, by reason of the fact that the individual is or was an Officer, Director, Committee Chair or Committee Member. Any person who is threatened or is named as a defendant in a lawsuit because of his or her capacity as a SEVRAR Officer, Director, Committee Chair or Committee Member or Employee is to tender immediate notice of service of process to the SEVRAR Board. Until such time as the notice is given and the Board of Directors approves the Counsel retained, there will be no retroactive reimbursement of expenses.”

Section 2. DERIVATIVE ACTIVITIES. The indemnification specified in Section Article XX, Section 1 above, in the case of an action or suit by or in the right of the Corporation, shall extend to expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense and/or settlement of such action or suit if such person acted in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of the Corporation, provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. OTHER ACTIONS. The indemnification specified in Article XX, Section 1 above, in the case of any and all actions, suits and proceedings other than those specified in Section 2 above, shall extend to expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if the individual acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of no lo contend ere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believes to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.