

Bylaws  
of the  
Western Wayne Oakland County  
Association of REALTORS®



**Effective Date: November 14, 2008**

**Bylaws of the  
Western Wayne Oakland County Association of REALTORS®**

**ARTICLE I - Name**

**Section 1. Name.** The name of this organization shall be the WESTERN WAYNE OAKLAND COUNTY ASSOCIATION OF REALTORS®, A MICHIGAN CORPORATION, hereafter 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 MICHIGAN 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®.

### **ARTICLE III - Jurisdiction**

**Section 1.** The territorial jurisdiction of the Association as a member of the NATIONAL ASSOCIATION OF REALTORS® shall begin at the Northwest Corner of Highland Township and thence East along the Northern boundary of Highland and White Lake Townships, thence South along the East boundary of White Lake Township, thence East along the Northern two miles of West Bloomfield Township, thence South to Farmington Township line (14 Mile Road) thence East to Inkster Road, thence South to 8 Mile, thence East to include the area of Redford Township, thence South on Inkster to Van Born Road, thence West to Hannah Road, thence South to the Wayne/Monroe County lines, thence West to Wayne/Washtenaw County lines, thence North to 8 Mile, thence West to the Oakland/Livingston County lines, thence North to the point of beginning.

**Section 2.** Territorial Jurisdiction is defined to mean: 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 six 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 are associated with an established real estate office in the state of Michigan 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 a Board 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 board 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, 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) 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 of the rights, privileges and obligations of REALTOR® membership (including compliance with the Code of Ethics) except: obligations related to board 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 board, state association and National Association.
4. Primary and secondary REALTOR® Members. An individual is a primary member if the Board pays state and National dues based on such Member. An individual is a secondary Member if state and National dues are remitted through another Board. One of the principals in a real estate firm must be a Designated REALTOR® member of the Board in order for licensees affiliated with the firm to select the Board as their "primary" Board.
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 pursuant to Article 17 of the Code of Ethics and the payment of Board 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® or REALTOR-ASSOCIATE® membership, subject to payment of applicable dues for such membership.
- C. Affiliate Members. Affiliate Members shall be real estate owners and other individuals or firms who, while not engaged in the real estate profession as defined in paragraphs (a) or (b) of this Section, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Board.
- 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 Board, 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. Affiliate Members. Affiliate members shall be real estate owners and other individuals or firms who, while not engaged in the real estate profession as defined in the policy and procedures manual.

## **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 with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitutions, Bylaws, and Rules and Regulations of the Board, the State and National Associations, and if elected a Member, will abide by the Constitutions and Bylaws and Rules and Regulations of the Board, 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 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 Board, through the its Membership Committee or otherwise, 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 Board 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 Board through its Membership Committee or otherwise that he is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy\*, has no record of official sanctions involving unprofessional conduct\*\*, agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of the Board, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the

Committee, and shall agree that if elected to membership, he will abide by such Constitution, Bylaws, Rules and Regulations, 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 Board or a Designated REALTOR® Member of another Board (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, shall complete a course of instruction covering the Bylaws and Rules and Regulations of the Board, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Membership Committee and shall agree in writing that if elected to membership he will abide by such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics.
- 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.

### **Section 3. Election.**

The procedure for election to membership shall be as follows:

- A. The Chief Staff Executive (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 Chief Staff Executive (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 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 notice of the findings, an opportunity to appear before the Board of Directors, to call witnesses on his behalf, to be represented by counsel, and make such statements as he deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall require that written minutes 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 Chief Staff Executive (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 board for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.
- E. If the Board of Directors determines that the application should be rejected, it shall record its reasons with the Secretary. If the Board of Directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the Board 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 and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one year or less.

Failure to satisfy this requirement within 30 days of the date of application will result in denial of the membership application or termination of membership.

#### **Section 5. Continuing Member Code of Ethics Training.**

Effective January 1, 2001, through December 31, 2004, and for successive four year periods thereafter, each REALTOR® member of the association shall be required to complete quadrennial ethics training of not less than two hours and thirty minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the NATIONAL

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

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

Members suspended for failing to meet the requirement for the first four (4) year cycle (2001 through 2004) will have until December 31, 2005 to meet the requirement. Failure to meet the requirement by that time will result in automatic termination of membership. Failure to meet the requirement for the second (2005 through 2008) cycle and subsequent four (4) year cycles will result in suspension of membership for the first two months (January and February) of the year following the end of any four (4) year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

## **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 Board may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Board Rules and Regulations consistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the Board. Although Members other than REALTORS® are not subject to the Code of Ethics nor its enforcement by the Board, 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 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 Board, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

**Section 3.** Any REALTOR® Member of the Board 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 Board, 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.

**Section 4.** Resignations of Members shall become effective when received in writing by the Board of Directors, provided, however, that if any Member submitting the resignation is indebted to the Board for dues, fees, fines, or other assessments of the Board or any of its services, departments, divisions, or subsidiaries, the Board 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 Board or otherwise causes membership to terminate with an ethics complaint pending, that Board of Directors may condition the right of the resigning Member to reapply for membership upon the applicant's certification that he/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel.

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

**Section 6. REALTOR® Members:** REALTOR® Members, whether primary or secondary, in good standing whose financial obligations to the Board are paid in full shall be entitled to vote and to hold elective office in the Board; 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 Board 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 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 Board 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 terms REALTOR® and REALTORS® in connection with its business during the period of suspension or until the former Member is admitted to membership in the Board. 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 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 disciplined 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 connection with the REALTOR® and affiliate with another REALTOR® Member in good standing in the Board, 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 6(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 6(a) shall apply.

**Section 7. 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 .

**Section 8. Affiliate Members.** Affiliate Members shall have such privileges and obligations as prescribed and be subject to obligations prescribed by the Board of Directors.

**Section 9. Public Service Members.** Public Service Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

**Section 10. Honorary Members.** Honorary Membership shall confer only the right to attend meetings and participate in discussions.

**Section 11. Student Members.** Student Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

**Section 12.** Certification by Designated REALTOR®. "Designated" REALTOR® Members of the Board shall certify to the Board annually on a form provided by the Board, a complete listing of all individuals licensed or certified in the REALTOR ®'s office(s) and shall designate a primary Board 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 Board based on said non-member licensees, the Designated REALTOR® shall identify the Board to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2(a) of the Bylaws. "Designated" REALTOR® Members shall also notify the Board of any additional individual(s) licensed or certified with the firm(s) within thirty days of the date of affiliation or severance of the individual.

**Section 13.** Any member of the association may be reprimanded, placed on probation, suspended or expelled for harassment of an association or MLS employee or association officer or director after a hearing in accordance with the established procedures of the association. Disciplinary action may also consist of any sanction authorized in the association's Code of Ethics and Arbitration Manual. As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, action including strikes, shoves, kicks or similar physical conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be investigatory team comprised of the President, and President Elect and/or Vice President and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the association. If the complaint names the President, President Elect or Vice President, they may not participate in the proceedings and shall be replaced by the Immediate Past President, or alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.

## **ARTICLE VII - Professional Standards and Arbitration**

**Section 1.** The responsibility of the Board and of Board 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 NATIONAL ASSOCIATION OF REALTORS®, as amended from time to time, which is by this reference incorporated into 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 Board to abide by the Constitution and Bylaws and the Rules and Regulations of the Board, 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 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 Board as from time to time amended.

**Section 3.** The responsibility of the Board and Board 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 Board, 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® 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 Board shall have the authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS®, 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 Board shall have the privilege of using the terms REALTOR® and 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 Members shall have this privilege.

**Section 3.** A REALTOR® Member who is a principal of a real estate firm, partnership, or corporation may use the terms REALTOR® and REALTORS® only if all the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto are REALTOR® Members of the Board 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 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 MICHIGAN 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 MICHIGAN 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, a 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, 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 Board and all of its Members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the NATIONAL ASSOCIATION and the MICHIGAN ASSOCIATION OF REALTORS®.

## ARTICLE X - Dues and Assessments

**Section 1. Application Fee.** Application fees shall be as defined in the Policy and Procedures manual.

**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 as prescribed by the Board of Directors. (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 I, 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 soliciting and/or referring clients or customers to the REALTOR® or his firm on a substantially exclusive basis or which is engaged in other aspects of the real estate business provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner, corporate officer, or branch officer manager of the entity.
- B. 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.
- C. Affiliate Members.** The annual dues of each Affiliate Member shall be as prescribed by the Board of Directors.
- D. Public Service Members.** The annual dues of each Public Service Member shall be a prescribed by the Board of Directors.
- E. Honorary Members.** Dues payable, if any, shall be at the discretion of the Board of Directors as prescribed by the Board of Directors.
- F. Student Members.** Dues payable, if any, shall be a prescribed by the Board of Directors.

**Section 3.** Dues Payable. Dues for all Members shall be as described in the Policy and Procedures manual.

**Section 4.** Nonpayment of Financial Obligations. If dues, fees, fines, or other assessments including amounts owed to the Board or the Board's Multiple Listing Service 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 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 Board or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

**Section 5.** Deposit. All monies received by the Board for any purpose shall be deposited to the credit of the Board in a financial institution or institutions selected by resolution of the Board of Directors.

**Section 6.** Expenditures. The Board of Directors shall administer the day-to-day finances of the Board. Capital expenditures shall be as prescribed in the Policy and Procedure manual.

**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 Board or Board Multiple Listing Service shall be noticed to the delinquent Board Member in writing setting forth the amount owed and due date.

**Section 8.** 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.

## ARTICLE XI – Elections and Duties of Leadership

### Section 1. Definition of Elected Leadership

WWOCAR leadership, for the purposes of this Article, shall be defined as:

- o Directors (Section 2)
- o Elective Officers (Section 3)
- o Executive Committee (Section 4)
- o Governors of Realcomp II (Section 5)
- o Nominating Committee (Section 6)
- o Executive Vice President (Section 7)

### Section 2. Directors

**A. Definition:** The governing body of the Association shall be a Board of Directors consisting of fourteen (14) REALTOR® Members elected by the Membership as herein provided, and one (1) Affiliate Director elected as herein provided.

#### **B. Qualifications:**

1. No person shall be elected to the Board of Directors unless, at the time of their election, they are a REALTOR® Member (primary or secondary Member) in good standing of the Association.
2. No REALTOR® Member shall be nominated, elected or appointed to the Board of Directors, the result of which would be more than two (2) Members of the Board of Directors from the same company. “Same company” shall be defined as company offices owned by common ownership.)
3. A change in company affiliation by a Director/Officer in such a way that there would be more than two (2) representatives from any one (1) company on the Board of Directors shall constitute the resignation of that Director /Officer.
4. If a District Director moves that Director’s principal office from the District from which that Director was elected, that Director shall serve only through the end of the calendar. At the next scheduled election, a director shall be elected to serve the unexpired term from that district.
5. If a member of the Board of Directors is no longer a REALTOR® Member of the Western Wayne Oakland County Association of REALTORS®, that Director shall be deemed to have resigned as a Director.

**C. Terms of Office:** District Directors and Directors at Large shall be limited to two (2) consecutive three year terms of office and the Affiliate Director shall be limited to two (2) consecutive two year terms of office.

**D. Duties:** The Board of Directors shall manage and have full charge of the general conduct of the affairs and finances of the Association. The Board of Directors shall adopt such policies and Rules and Regulations for its government and the government of the Association as expedient and necessary, consistent with the Bylaws of the Association.

**E. Quorum:** Eight (8) Directors shall constitute a quorum for the transaction of business.

**F. Vacancies:** The Board of Directors shall have the power to fill vacancies on the Board of Directors provided, however, that the person elected to fill such vacancy shall be a REALTOR Member in good standing of the Association and shall meet the qualifications stated herein for the position to be filled.

If the vacancy to be filled is for more than one (1) year, the person chosen to fill the vacancy shall serve only through the end of the calendar year following the next annual election, and the remainder of the term shall be filled by a REALTOR Member who shall be elected at the next annual election by the REALTOR Members of the District of the Director removed, resigning, or having died.

**G. Removal of Director(s).** In the event that a Director(s) is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Director(s) may be removed from office under the following procedure:

- 1.** A petition requesting the removal of a Director and signed by not less than one-third (1/3) of the voting membership of the district who elected said Director shall be filed with the Executive Vice President and shall specifically set forth the reasons the individual(s) is deemed to be disqualified from further service.

- 2.** Upon receipt of the petition, and not less than twenty (20) days nor more than forty-five (45) days thereafter, a special meeting of the voting membership of the district of the Association electing the Director involved shall be held and the sole business of the meeting shall be to consider the charge against the Director(s), and to render a decision on such petition.

3. The special meeting shall be noticed at least ten (10) days prior to the meeting to all voting Members of the district involved and shall be conducted by the President of the Association unless the President's continued service in office is being considered at the meeting. A quorum shall be Members of the district involved. Provided a quorum is present, a three-fourths (3/4) vote of the Members present and voting shall be required for removal from office.

### **Section 3. Elective Officers.**

- A. Definitions:** The elective officers of the Association shall be a President, a President-Elect, Treasurer, and the two representatives from the Board of Directors.
- B. Qualifications:** In order to qualify to run for an elected Officer position, one must be a member of the current Board of Directors (excepting Directors whose terms of office are expiring) and who have served for at least one (1) year of their elected term (excepting Directors whose terms of office are expiring) within the last five (5) years on the Board of Directors of the WESTERN WAYNE OAKLAND COUNTY ASSOCIATION OF REALTORS®. Said Officers shall be elected at a meeting of the Board of Directors which shall include the incumbent Board of Directors and the newly elected Directors.
- C. Terms of Office:**
1. The President and the President Elect shall serve for a period of two (2) years commencing on January 1 next following their election or until their successors are elected and assume office. The Treasurer and the two representatives from the Board of Directors shall serve for a period of one (1) year commencing on January 1 next following their election or until their successors are elected and assume office.

Where permitted by state law, and in accordance with applicable state requirements, election of officers may be conducted by electronic means, in accordance with procedures established by the Board of Directors.

2. If the elective term of office of the President expires prior to completing the President's term of office, then the President shall continue to serve on the Board of Directors until his/her term as President expires.

3. If the elective term of office of the President Elect expires prior to completing the President Elect's term of office, then the President Elect shall continue to serve on the Board of Directors until his/her term as President Elect and President expires.

**D. Election of Officers:** At the next scheduled Board of Directors meeting immediately following the annual election, the Board of Directors shall meet and elect, from its own body, Officers for the ensuing year.

1. The President shall serve as Chair and shall preside under rules of procedure approved by a majority of the Directors. No Member of the Board of Directors may vote by proxy.

**E. Duties:** The duties of the elective officers shall be such as their titles, by general usage would indicate, and such as may be assigned to them respectively by the Board of Directors from time to time, and such as are required by law.

**1. President.** The President shall be the chief executive of the Association and shall preside over all meetings of the Board of Directors, the Executive Committee and the Membership. The President shall have general and active management of the business of the Association and shall see that all orders and resolutions of the directors and the membership are carried into effect. The President shall be an ex-officio member of all standing committees.

**2. President-Elect.** The President-Elect shall have such duties as may be assigned by the Directors. The President-Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. Upon the completion of the term as President-Elect, the President-Elect shall automatically succeed to the office of President and shall assume all of the duties assigned to the President of the Association.

3. **Treasurer.** The Treasurer shall have custody of all corporate funds and securities and shall keep, in books belonging to the Association, full and accurate accounts of all receipts and disbursements. The Treasurer shall be responsible for the deposit of all monies, securities and other valuable effects in the name of the Association in such depositories as may be designated for that purpose by the Directors. The Treasurer shall disburse the funds of the Association as may be instructed by the Directors, taking proper vouchers for such disbursement, and shall render to the President and Directors, at the regular meetings of the Directors, a statement of all transactions and the financial condition of the Association. The Treasurer shall serve as Chairperson of the Finance Committee. The Treasurer shall cause an annual audit and or review of the accounts of the Association to be made as authorized by the Board of Directors who shall employ a competent person, persons, or firm to make such audit or audits and to establish the compensation thereof. At the conclusion of the Treasurer's term of office, the Treasurer shall transfer to their successor all funds, records, papers, and other property of the Association in their possession.

#### **F. Vacancies**

1. In the event the President is unable to perform the Presidential duties because of absence or disability, the remaining Officers shall perform said duties in the following order of succession: (1) President-Elect and (2) Treasurer.
2. A vacancy in the office of the President shall be automatically filled by the President-Elect for the un-expired term; provided, however, said President-Elect shall retain the position as President-Elect during said un-expired term of the President.
3. A vacancy in the office of the President-Elect or Treasurer shall be filled by a majority vote of the Board of Directors.

**G. Petition for the removal of Officers or Realcomp II Governor(s):** In the event that an Officer/Realcomp II Governor is deemed to be incapable of fulfilling the duties for which elected but will not resign from office voluntarily, the Officer/Governor may be removed from office under the following procedure:

1. A petition for the removal of the Officer/Realcomp II Governor supported by a majority of the Directors shall be presented to the Executive Vice President, which request shall specifically set forth the reason(s) the individual is deemed to be disqualified from further service.

2. Not less than ten (10) days and no more than thirty, (30) days after receipt of such request, a special meeting of the Board of Directors shall be held and the sole business of such meeting shall be to consider the charge(s) against the Officer/Governor, and to render a decision on the request for removal. The special meeting shall be noticed at least ten (10) days prior to the meeting. A three-fourths (3/4) vote of the Directors shall be required for removal of the Officer/Governor.

#### **Section 4. Executive Committee.**

- A. Definition:** The Executive Committee shall be comprised of the President (who shall be the Chair), President-Elect (who shall be the Vice Chair), the Treasurer, two (2) Directors and the Executive Vice President (who shall be a non-voting member).
- B. Qualification:** The elected Directors shall have served at least one year on the Board of Directors prior to the election of Officers in order to qualify to sit on the Executive Committee.
- C. Term of Office on Executive Committee:** The President and President Elect shall serve their terms of office on the Executive Committee concurrently with their terms of office for the Western Wayne Oakland County Association of REALTORS®. The Treasurer and the two (2) Directors shall serve one year terms. Nothing in these Bylaws shall be construed as to limit the consecutive terms of office on the Executive Committee for the Treasurer and the two (2) Directors.
- D. Duties:** The Executive Committee shall act on behalf of the Directors in matters referred to it, and for the Directors in the interim between Directors' meetings.

#### **Section 5. Governors of Realcomp II**

- A. Definition:** The Realcomp II Governors shall represent the interests of the Western Wayne Oakland County Association of REALTORS® membership while serving on the Realcomp II Board of Governors as either a Governor or Alternate Governor.
- B. Qualifications:** The Governor must be a primary member in good standing of the Association; have been a REALTOR® the three (3) years just prior to being elected or appointed; have been a "user" of REALCOMP II for the three (3) years just prior to being elected or appointed, and shall not be an Executive Officer or a paid employee of the Association.

If a Realcomp II Governor is no longer a REALTOR® Member of the Western Wayne Oakland County Association of REALTORS®, that Governor shall be deemed to have resigned as a Realcomp II Governor.

**C. Term of Office:** A WWOCAR Governor shall not serve more than three (3) consecutive terms;

**D. Election to Office:** The Board of Directors shall select/elect the Governor from the candidates nominated by the Nominating Committee by a simple majority of the Directors present at the meeting called for the selection/election of the Governor or at a regular meeting of the Directors where the selection/election of the Governor has been placed upon an agenda of the Board of Directors regular meeting published to the Directors, provided, however, said selection/election shall be made so as to comply with the requirements of the Bylaws of REALCOMP II as from time to time adopted for the selection/election of the Board of Governors of REALCOMP II. At a meeting called for the selection/election of a Governor by the Board of Directors, the Directors will vote on candidates as presented and, if on the first ballot, a simple majority of the votes is not cast for a single candidate, then another vote will be taken and the candidate with the lowest vote will be dropped from the ballot, etc., until a candidate receives a majority vote.

**E. Duties:** It shall be the duty of the Realcomp II Governors to keep the Board of Directors apprised of major initiatives, policies and legal issues that arise during the Governors' terms of office, except those initiatives, issues or policies that, if revealed, would compromise the Governor(s) oath and duty to confidentiality to Realcomp II.

**F. Vacancies:** Vacancies of Governors representing the Association caused by the resignation, removal (either by the Association or REALCOMP II pursuant to REALCOMP II Bylaws) or death of a Governor will be filled by the President of the Association within forty-eight (48) hours of the vacancy, and thereafter ratified by the Board of Directors within thirty (30) days. If the President is unavailable to make the appointment (the appointment can be made by telephone), then the appointment will be made by the President-Elect, and if neither the President nor the President-Elect is available, then by the Treasurer. If a Governor is not ratified by a simple majority of the Directors, called for the purpose of ratifying an appointment of a Governor, said Governor shall be replaced by a Governor selected by a simple majority vote of the Board of Directors present at the meeting. If a majority vote cannot be reached for the selection of Governor to replace the Governor appointed by the President, then the appointed Governor shall remain a Governor until the successor is elected. A Governor selected or appointed to fill a vacancy shall complete the term of the Governor for whom they were elected or appointed to replace.

- G. Removal of Realcomp II Governors:** The removal of a WWOCAR Realcomp II Governor shall follow the procedure established for the removal of an Officer of the Association.

## **Section 6. Nominating Committee**

- A.** The Nominating Committee shall consist of ten (10) Members, eight (8) of who shall be elected by the Membership-at-large at an Annual General Membership Meeting; the other two (2) shall be the President who shall serve as Chairperson, and the President-Elect who shall be a non-voting member of the committee.
- B.** The term of office for a member of the Nominating Committee, other than the President or President Elect shall be for two years, with 4 members elected at each Annual General Membership Meeting.

At the General Membership Meeting, votes may be cast for up to four (4) Nominating Committee candidates. If a ballot contains votes for more than four (4), that ballot will be declared void. No proxies shall be allowed for this election. The four (4) candidates receiving the highest number of votes shall be elected to the Nominating Committee. Nominees must be present at the General Membership Meeting to accept their nomination or must provide to the President in writing prior to the election their acceptance of the position if elected.

- C.** Votes may be cast for up to four (4) nominating committee members. If a ballot contains votes for more than four (4), the ballot will be declared void. No proxies shall be allowed. The four (4) candidates receiving the highest number of votes shall be elected to the Nominating Committee. Nominees must be present to accept the nomination.
- D.** In the event a Nominating Committee member shall resign or be unable to serve, the vacancy shall be filled by a majority vote of the remaining members of the Nominating Committee.
- E.** No more than one (1) representative from any one (1) company shall be nominated to, or serve on the Nominating Committee at any one time. Any member of the Nominating Committee is ineligible to run for a Director/Governor position unless that member resigns from the Nominating Committee prior to the interviewing process.

- F.** If a quorum of REALTOR® Members is not present at the General Membership Meeting so that official business cannot be conducted, the Nominating Committee will be appointed by the President and the Board of Directors. The President shall appoint one (1) and the Board of Directors will appoint three (3) members who together with the President and the President Elect shall total ten (10) members of the Nominating Committee.
- G.** Those Members of Nominating Committee to be appointed pursuant to Section 6 (F) shall be appointed no later than January 15 of each year. The initial meeting of the Nominating Committee shall occur no later than the month of April each year. The quorum for all Nominating Committee meetings shall be 5 (five) Committee Members. All members shall be notified in advance of a meeting of the Nominating Committee and requested to submit in person or in writing, names of the candidates for consideration by the Nominating Committee.
- H.** The Nominating Committee shall nominate two (2) or more persons for any position to be filled, without endorsing any one candidate.

The positions to be filled shall be for Directors, Directors At Large, Realcomp II Governors and any other positions as assigned by the Board of Directors.

The report of the Nominating Committee shall be noticed to all Members of the Association.

**Section 7. Executive Vice President:** The Board of Directors may employ a chief operating officer who shall be known as the Executive Vice President, who shall serve at the discretion of and shall be responsible and shall perform such duties as designated by the Board of Directors.

The Executive Vice President may employ such other persons as may be necessary to conduct the activities of the Association within the budget as established by the Board of Directors. The Executive Vice President shall serve as Secretary for the Association and of the Board of Directors without a vote and shall preserve, in books belonging to the Association, true minutes of the proceedings of all meetings of the Board of Directors and Executive Committee. The Executive Vice President shall safely keep in custody the seal of the Association and shall have the authority to affix same to all instruments where its use is required.

The Executive Vice President shall give all notices required by Statute, Bylaws, or Resolution, and shall perform such other duties as may be delegated by the Board of Directors. It shall be the particular duty of the Executive Vice President/Secretary to keep the records of the Association and to carry on all necessary correspondence with the National Association of REALTORS® and the Michigan Association of REALTORS®.

## **Section 8: Indemnification**

Any person made, or threatened to be made, a party to an action or proceeding by reason of the fact that the person was or is a Director or Officer or otherwise acting in an official capacity for the Western Wayne Oakland County Association of REALTORS® may be indemnified by the Western Wayne Oakland County Association of REALTORS® for such expenses, costs, liabilities and damages incurred therein to the extent and in the manner permissible under the laws of the State of Michigan and within the sole discretion of the Board. A person seeking indemnification pursuant to this paragraph shall: (a) notify the Board in writing at the commencement of the action or proceeding; and (b) obtain Board approval of counsel. Use of the Association's counsel is encouraged.

## **Section 9. Election of Directors**

- A. Jurisdiction.** The Association is divided into four (4) districts. The districts are formed by using the roads Haggerty Road and extensions thereof in a straight line running South off of Eight Mile Road; Halsted Road and extensions thereof in a straight line running North off Eight Mile Road.

The northeast quadrant formed by the intersection of said roads shall be designated as District 1, the southeast quadrant District 2, the southwest quadrant District 3, and the northwest quadrant, District 4.

- B. Qualification to Vote:** Each REALTOR® Member of the Association shall be deemed a REALTOR® Member of the Association in the district where their principal office is located. Principal office shall mean the location of the office at which the REALTOR® Member's real estate license issued by the State of Michigan is located. If a Broker or Associate Broker shall have a license at more than one location, they shall designate which office is their principal office and this designation shall remain until they do not maintain a license at said office at which time a designation shall be made by said REALTOR® Member of such other office that their license is located.
- C.** Each REALTOR® Member will be entitled to vote for District Directors in the District in which their principal office is located and no other District. Additionally, each REALTOR® member will be entitled to a number of votes for Directors at Large as there are positions to fill.
- D.** The REALTOR® Members of each district shall elect two (2) Directors who are members of the respective District to serve as District Director for a three (3) year term. A total of eight (8) District Directors, two (2) from each District, shall be so elected.

- E.** There shall be a total of four (4) Directors at Large, each of whom shall be elected for a three (3) year term. Directors at Large shall be elected by the members of all Districts in the same manner as District Directors.
- F.** The election of all Directors shall be by secret ballot. The annual election of the Board of Directors shall be held each October at a date and time established by the Board of Directors. There shall be one (1) official ballot for each district, which will be sent only to REALTOR members in good standing within their respective districts. The official ballots shall list the names of the candidates in alphabetical order. The ballots, together with such uniform printed instructions as to Members entitled to vote, the manner in which secrecy of the ballot shall be preserved, the manner of counting the ballot, and the final date and time upon which voted ballots must be received to be counted, will be sent to each member of the Association entitled to vote at least ten (10) days prior to the election.
- G.** Each nominee for the Board of Directors of the Western Wayne Oakland County Association of REALTORS® may appoint a representative to be present at the counting of the final vote, who shall function only as an observer and not as a participant in any way with the actual counting of the votes. No candidates shall be present during the counting of the ballots. President and President Elect may be present as observers during the counting of the ballots.
- H.** All ballots must be received at the Association Office on or before 5 p.m. of the election date. No proxies shall be allowed. The candidates receiving the highest number of votes shall be elected to office in the following order – 3-year terms; then vacancy terms according to length of time. The final vote count shall be available for any Member to review.
- I. Petitions:**
- 1.** Additional candidates for positions to be filled by REALTORS® on the Board of Directors may be nominated by petition. Petitions for candidates running for a District Director position must bear the valid signatures of at least fifty (50) REALTOR® Members in good standing and eligible to vote at the time of the filing of the petition of the District from which the candidate will run for election, or in the case of a Director At Large, fifty (50) signatures of members in good standing within any District. All petitions must be received at the office of the Association no later than 5 p.m. on the last business day in August of each year.

2. A petition cannot be accepted where two (2) Directors are already serving a continuing term from the same company or where any combination of Directors serving and candidates nominated by the Nominating Committee would cause more than two (2) Directors from the same company.
  3. If petitions are received that would cause more than two (2) candidates from the same company, the petitioner with the greater number of signatures will become the nominee. However, any number of petitioners from the same company may run if said petitioners are all located within the same district.
- J. The Affiliate Committee shall nominate at least two (2) candidates for Affiliate Director, not later than June 30th of each year that an Affiliate Director is eligible for election.
1. The Affiliate Director shall serve a two-year term and cannot be elected to more than two successive terms. An Affiliate Director must be an active Affiliate Member of WWOCAR.
  2. Affiliate Directors are ineligible to hold elective office as defined by the Executive Committee description or to vote on ratification of Professional Standards decisions.
  3. Vacancies of an Affiliate Director position shall be filled by a majority vote of the Affiliate Committee. Removal of an Affiliate Director shall be a  $\frac{3}{4}$  vote of the Board of Directors based on a recommendation from the Affiliate Committee.
- K. For the purposes of the Bylaws, the term 'ballot' shall be construed as either printed or electronic ballot.
- L. Tie Vote Alternatives** In the event of a tie vote in a general election, the position will be filled by the candidate who prevails in a lottery. The lottery shall take place no later than two (2) weeks after the General Election by a Special Meeting of the Executive Committee called by the President.

## **ARTICLE XII - Meetings**

**Section 1. Meetings of Directors.** The Board of Directors shall designate a regular time and place for monthly meetings. Absence from three (3) regular meetings within any 12-month period shall be construed as resignation there-from. The Directors may, upon a majority vote, reinstate the Director so resigned.

**Section 2. Special Meetings.** The President may, or upon written request by three (3) Directors shall, call special meetings of the Directors upon three (3) calendar-days written notice delivered to the office of the Directors and specifying the subject(s) of the special meetings.

**Section 3. Membership Meetings.** Membership meetings may be held as determined by the Board of Directors to best serve the members' educational, communication and social interests.

Membership meetings for the conduct of specific business matters may be set from time to time by the Board of Directors or upon the written request of at least ten percent (10%) of all members of the Association eligible to vote as of August 1, in the current calendar year.

Written notice shall be given to every member entitled to participate in the meeting at least five (5) days preceding all meetings. If a special meeting is called, it shall be accompanied by a statement for the purpose of the meeting.

**Section 4. Annual Meetings.** There shall be an annual membership business meeting during the fourth quarter of each year. Date and place of said meeting shall be designated by the Board of Directors.

**Section 5. Quorum.** A quorum for the transaction of business at a General Membership Meeting shall consist of fifty, (50) Members eligible to vote.

**Section 6. Approval of Minutes.** The minutes of the General Membership Meeting shall be reviewed and approved by the Board of Directors.

**Section 7. Electronic Transaction of Business.** To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means.

**Section 8. Action Without a 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 consent to such action is in the form of a written proposal which sets forth the action so taken, and shall be signed by a quorum of the directors. Each Director's signature can be on a separate document and can be by electronic means. Such evidence of approval of the proposed action to be conducted shall be delivered to the Executive Vice President and filed in the corporate records. The action to be taken shall commence when a signature of quorum of the directors is received unless a specific date is listed on the proposal.

### **ARTICLE XIII - Committees**

**Section 1 Standing Committees.** The President shall appoint from among the Members, for one (1) year, unless otherwise specified, subject to confirmation by the Board of Directors, the standing committees listed below. The President, for the year in which they will serve; shall appoint from the members, for one (1) year, unless otherwise specified, a Chairperson; and the President-Elect, for the year in which they will serve, shall appoint from among the Members, for one (1) year, unless otherwise specified, a Vice-Chairperson. In the event of the resignation or removal of a committee chairman, the President shall appoint from among the Members a replacement for the remainder of the year. In the event of the resignation or removal of a committee vice-chairman, the President-Elect shall appoint from among the Members a replacement for the remainder of the year. The Board Liaison and Chairperson and Vice-Chairperson of each committee are subject to confirmation by the Board of Directors. The Chairperson must have satisfactorily served on any Committee of the WESTERN WAYNE OAKLAND COUNTY ASSOCIATION OF REALTORS® or any of its subsidiaries for at least one (1) year. The Board Liaison shall be an ex-officio member of the committee and shall have no voting rights.

- Executive Committee
- Bylaws
- Nominating
- Professional Standards
- Financial Planning
- Grievance

The Bylaws provide for Standing Committees of the Association, and further, Committees and or task forces can be created by the Board of Directors or the President, as provided in the Bylaws. Membership of all Committees is subject to approval of the Board of Directors. No committee has the authority to bind the Association to any action without the prior approval of the Board of Directors.

**Section 2. Special Committees.** The President shall appoint, subject to confirmation by the Board of Directors, such special committees as the President may deem necessary.

**Section 3. Quorum.** A quorum for the transaction of business contained in published agenda shall consist of three (3) committee members or a majority of the appointed committee.

**Section 4. President.** The President, President-Elect, and Executive Vice President shall be ex-officio non-voting members of all committees except where provided in the policy and procedures manual and shall be notified of their meetings.

**Section 5. General.** No committee may bind the Association on any matter unless and until the action of the committee thereon has been approved by the Board of Directors.

#### **ARTICLE XIV - Fiscal and Elective Year**

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

**Section 2.** The elective year of the Association shall be the calendar year.

#### **ARTICLE XV- Rules of Order**

**Section 1.** Robert's Rules of Order 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 or altered by the General Membership without action by the Board of Directors at any annual or special meeting of the Association called for that purpose, by vote of two-thirds (2/3) of the Members present and eligible to vote. Proposed changes to these Bylaws shall be published and/or made available to the membership in an official publication of the Association at least ten (10) days before the date of the meeting. Article IX may be amended only by a majority vote of all Members eligible to vote.

**Section 2.** These Bylaws may be amended or altered by a two-thirds (2/3) vote of the members of the Board of Directors. Such amendment or alteration shall only be in force until the next business or annual meeting of the Association, whichever comes first, at which time such action of the Board of Directors shall be approved by the majority of the Members then present and eligible to vote before such alteration shall be passed as a final amendment. The changes as adopted by the Board of Directors shall be published and a copy sent to each Member eligible to vote at least ten (10) days before the date of the meeting.

**Section 3.** Amendments to these Bylaws affecting the admission or qualification of REALTOR® Members 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 by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®.

**Section 4.** Amendments to these Bylaws, as a result of changes to the mandated verbatim articles of the MICHIGAN ASSOCIATION OF REALTORS® and the NATIONAL ASSOCIATION OF REALTORS® shall be automatically adopted without vote of the membership provided said amendments are adopted by the Board of Directors.

#### **ARTICLE XVII - Dissolution**

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

#### **ARTICLE XVIII - Multiple Listing**

**Section 1. Authority.** The Board of REALTORS® shall maintain for the use of its Members a Multiple Listing Service which shall be a lawful corporation of the state of Michigan, all the stock of which shall be owned by the Board of REALTORS®.

**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 and other valuations of real property for bona fide clients and customers; 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).

**Section 3. Governing Documents.** The Board of Directors shall cause any Multiple Listing Service established by it pursuant to this Article 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 Board who is a principal, partner, corporate officer, or branch office manager acting on behalf of the 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 real estate broker's license and are capable of offering and accepting 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 a Board 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 a Board Multiple Listing Service where access to such information is prohibited by law.

**Section 5. Access to Comparable and Statistical Information.** Board Members who are actively engaged in real estate brokerage, management, mortgage financing, 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 the MLS including "comparable" information, "sold" information, and statistical reports. This information is provided for the exclusive use of Board Members and individuals affiliated with Board 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 specified in the MLS rules and regulations. Board members who receive such information, either as a Board service or through the Board'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.

END

Revised November 2008