

**Bylaws of the Greater Northwest Indiana Association of  
REALTORS® , Inc.**

*As approved by the GNIAR Board of Directors on July 18, 2019  
and the GNIAR Membership on August 8, 2019*

**TABLE OF CONTENTS**

<b>ARTICLE I: NAME.....</b>	<b>1</b>
<b>ARTICLE II: OBJECTIVES.....</b>	<b>1</b>
<b>ARTICLE III: JURISDICTION .....</b>	<b>1</b>
<b>ARTICLE IV: MEMBERSHIP .....</b>	<b>2</b>
<b>ARTICLE V: QUALIFICATION AND ELECTION .....</b>	<b>4</b>
<b>Section 1: Application.....</b>	<b>4</b>
<b>Section 2: Qualification .....</b>	<b>4</b>
<b>Section 3: Election.....</b>	<b>6</b>
<b>Section 4: New Member Code of Ethics .....</b>	<b>6</b>
<b>Section 5: Continuing Member Code of Ethics.....</b>	<b>7</b>
<b>Section 6: Status Changes .....</b>	<b>7</b>
<b>ARTICLE VI: PRIVILEGES &amp; OBLIGATIONS .....</b>	<b>8</b>
<b>ARTICLE VII: PROFESSIONAL STANDARDS AND ARBITRATION .....</b>	<b>11</b>
<b>ARTICLE VIII: USE OF THE TERMS REALTOR® AND REALTORS® .....</b>	<b>12</b>
<b>ARTICLE IX: STATE AND NATIONAL MEMBERSHIPS .....</b>	<b>12</b>

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**TABLE OF CONTENTS**

<b>ARTICLE X: DUES AND ASSESSMENTS .....</b>	<b>13</b>
<b>Section 1: Application Fee – Non-refundable .....</b>	<b>13</b>
<b>Section 2: Dues .....</b>	<b>13</b>
<b>Section 3: Dues Payable.....</b>	<b>15</b>
<b>Section 4: Financial Obligations.....</b>	<b>15</b>
<b>Section 5: Deposits and Expenditures.....</b>	<b>16</b>
<b>Section 6: Notices of Dues, Fees, Fines, Assessments and     Other Financial Obligations of Members.....</b>	<b>16</b>
<b>ARTICLE XI: OFFICERS AND DIRECTORS.....</b>	<b>16</b>
<b>Section 1: Officers .....</b>	<b>16</b>
<b>Section 2: Duties of Officers.....</b>	<b>16</b>
<b>Section 3: Executive Committee .....</b>	<b>17</b>
<b>Section 4: Board of Directors.....</b>	<b>17</b>
<b>Section 5: Election of Officers and Directors.....</b>	<b>17</b>
<b>Section 6: Vacancies.....</b>	<b>19</b>
<b>Section 7: Removal of Officers and Directors.....</b>	<b>19</b>
<b>ARTICLE XII: MEETINGS.....</b>	<b>19</b>
<b>Section 1: Annual Meetings/Elections.....</b>	<b>19</b>
<b>Section 2: Meetings of Directors.....</b>	<b>20</b>
<b>Section 3: Other Meetings .....</b>	<b>20</b>
<b>Section 4: Notice of Meetings .....</b>	<b>20</b>
<b>Section 5: Quorum .....</b>	<b>20</b>
<b>Section 6: Attendance by Telephone .....</b>	<b>20</b>
<b>Section 7: Electronic Transaction of Business .....</b>	<b>20</b>
<b>ARTICLE XIII: COMMITTEES.....</b>	<b>20</b>
<b>Section 1: Committees .....</b>	<b>20</b>
<b>Section 2: Organization .....</b>	<b>21</b>
<b>Section 3: President.....</b>	<b>21</b>
<b>Section 4: Action without Meeting .....</b>	<b>21</b>

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**TABLE OF CONTENTS**

<b>ARTICLE XIV: FISCAL AND ELECTIVE YEAR .....</b>	<b>21</b>
<b>ARTICLE XV: RULES OF ORDER .....</b>	<b>21</b>
<b>ARTICLE XVI: AMENDMENTS.....</b>	<b>21</b>
<b>ARTICLE XVII: DISSOLUTION .....</b>	<b>22</b>
<b>ARTICLE XVIII: MULTIPLE LISTING SERVICE.....</b>	<b>22</b>
<b>Section 1: Authority .....</b>	<b>22</b>
<b>Section 2: Purpose of the MLS .....</b>	<b>22</b>
<b>Section 3: Governing Documents .....</b>	<b>22</b>
<b>Section 4: Participation .....</b>	<b>22</b>
<b>Section 5: Access to Comparable &amp; Statistical Information ...</b>	<b>23</b>
<b>Section 6: MLS Subscribers.....</b>	<b>23</b>
<b>ARTICLE XIX: DIVISIONS .....</b>	<b>24</b>

# **Bylaws of the Greater Northwest Indiana Association of REALTORS<sup>®</sup>, Inc.**

*As approved by the GNIAR Board of Directors on July 18, 2019  
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## **ARTICLE I: NAME**

**Section 1.** The name of this organization shall be the Greater Northwest Indiana Association of REALTORS<sup>®</sup>, Inc. hereafter referred to as the Association.

**Section 2.** Inclusion and retention of the term REALTORS<sup>®</sup> in the name of the Association shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup> 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 in this community 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<sup>®</sup>.

**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 in the real estate profession in this community with the INDIANA ASSOCIATION OF REALTORS<sup>®</sup> and the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup>, 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<sup>®</sup>, REALTORS<sup>®</sup>, as licensed, prescribed, and controlled by the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup>.

## **ARTICLE III: JURISDICTION**

**Section 1.** The territorial jurisdiction of the Association as a member of the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup> shall include all of Lake, Porter, Starke, Pulaski, Jasper, and Newton counties of Indiana, except the portion of Newton County south of State Road 16 and 900 South.

**Section 2.** Territorial Jurisdiction is defined to mean: The right and duty to control the use of the terms REALTOR® and REALTORS®, are 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.** There shall be seven (7) 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 Indiana 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 Indiana 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 Indiana or a state contiguous thereto unless otherwise qualified for Institute Affiliate Membership as described in section 1(b) of Article IV. REALTOR® Members may obtain membership in a "secondary" Association in another state.

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, or corporate officers, or branch office managers and are associated with a REALTOR® Member and meet the qualifications set out in Article V.
- (3) Franchise REALTOR® Members. 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 Association pays state and national dues based on such Member. An individual is a secondary member if state and national dues are remitted through another Association. One of the principals in a real estate firm must be a Designated REALTOR® member of the Association in order for licensees affiliated with the firm to select the Association as their "primary" Association.
- (5) **Designated REALTOR® Members.** Each office location shall designate in writing one REALTOR® Member (Designated REALTOR®) who shall be responsible for all duties and obligations of Membership including the obligation to arbitrate (or to mediate if required by the association) pursuant to Article 17 of the Code of Ethics and the payment of Association dues as established in Article X of the Bylaws. The Designated REALTOR® must be a sole proprietor, partner, corporate officer or branch office manager acting on behalf of the firm's principal(s) and must meet all other qualifications for REALTOR® Membership established in Article V, Section 2, of the Bylaws.

(b) **Institute Affiliate Member.** Institute Affiliate Members shall be individuals who hold a professional designation 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 that right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® membership, subject to the payment of applicable dues for such membership.

(c) **Affiliate Members.** Affiliate Members shall be individuals or firms who while licensed or certified and not actively engaged in the real estate profession as defined in paragraph (a), (b) of this Section, and who, if otherwise eligible, do not elect to hold REALTOR® Membership in the Association but have interests requiring information concerning real estate, and are in sympathy with the objectives of the Association. Affiliate Membership shall also be granted to individuals licensed or certified to engage in real estate practice who, if otherwise eligible, do not elect to hold REALTOR® membership in the Association, provided the applicant is engaged exclusively in a specialty of the real estate business other than brokerage of real property.

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

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

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

(g) REALTOR®/Emeritus Status. REALTOR® Emeritus Status shall be individuals who have been recognized by the NATIONAL ASSOCIATION OF REALTORS® as REALTOR® EMERITUS.

## **ARTICLE V: QUALIFICATION AND ELECTION**

### **Section 1. Application.**

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

(b) Applicants for secondary association membership (i.e. applicants from Illinois) may join a state association, other than the Indiana Association of REALTORS®. However, primary association members must concurrently hold membership in both the Greater Northwest Indiana Association (primary local association) and the Indiana Association of REALTORS® (primary state association). Dues for primary state association membership shall be collected by the primary local association and submitted to the primary state association.

(c) The term “principal” as used in these Bylaws includes licensed or certified individuals who are sole proprietors, partners in a partnership, officers or majority shareholders of a corporation, or office managers (including branch office managers) acting on behalf of principals of a real estate firm.

### **Section 2. Qualification.**

(a) An applicant for REALTOR® Membership who is a sole proprietor, partner, or corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Association through its Board of Directors or otherwise that he/she is actively engaged in the real estate profession, and maintains a current, valid real estate broker’s or salesperson’s license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state of Indiana 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 including, but not limited to Agency Law, Civil Rights Law and Anti-trust Law and 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® within four (4) months of application, and shall agree that if elected to Membership, he/she 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 proprietor, 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 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, shall complete a course of instruction, within four (4) months of application, which may include, but is not limited to Agency Law, Civil Rights Law and 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 agree in writing that if elected to Membership he/she will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and by the Constitution, Bylaws, and Rules and Regulations of the local Association, State Association and the National Association.

(c) The Association will also consider the following in determining an applicant's qualifications for REALTOR® membership:

1. All final findings of Code of Ethics violations and violations of other membership duties in 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

“Provisional” membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics: See Article V, Section 2(a) provided all other qualifications for membership have been satisfied. Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six months from the date that provisional membership is approved. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership.

If a member resigns from another association with an ethics complaint or arbitration request pending, the association may condition membership on the applicant's certification that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the association to which the applicant has made application) and will abide by the decision of the hearing panel.



### **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. If the association has adopted provisional membership, applicants for REALTOR® membership may be granted provisional membership 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 final review of the application by the board of directors.

(b) If 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 a mandatory orientation program) within 120 days from the association's receipt of their application, membership may, at the discretion of the board of directors, be terminated. 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. The board of directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the board of directors, he/she shall be declared elected to membership and shall be advised by written notice.

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

(d) If the board of directors determines that the application should be rejected, it shall record its reasons with the 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 association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.

(e) In the event a sales licensee or licensed or certified appraiser who affiliates with a Designated REALTOR® does not make application to the Association within thirty (30) days of their affiliation date, the dues obligation of the Designated REALTOR®, as set forth in Article X, Section 2(a), will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from the first day the licensee affiliates with the Designated REALTOR® to the first day that the licensee makes application to the Association.

### **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 120 days of the date of application (or, alternatively, the date that provisional membership was granted) will result in denial of the membership application or termination of provisional membership.

Note: Orientation programs must meet the learning objectives and minimum criteria established from time to time by the NATIONAL ASSOCIATION OF REALTORS®.

### **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 Member Code of Ethics Orientation during any two (2) year cycle shall not be required to complete additional ethics training until a new two (2) year cycle commences.

Failure to satisfy this requirement 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 member who is still suspended as of that date will be automatically terminated.

### **Section 6. Status Changes.**

(a) A REALTOR® who changes the conditions under which he holds membership shall be required to provide written notification to the Association within ten (10) days. A REALTOR® (non-principal) who becomes a principal in the firm with which he has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) Members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within thirty (30) days of the date they advised the Association of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

A REALTOR® who is transferring 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 thirty (30) days of the date the Association is advised of the disaffiliation with the current firm, membership will terminate automatically unless so directed by the Board of Directors.

(b) The Board of Directors, at its discretion, may waive any qualification which the applicant has already fulfilled in accordance with the Association's Bylaws.

(c) 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.

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

## **ARTICLE VI: PRIVILEGES AND OBLIGATIONS**

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

**Section 2.** Any member of the Association may be reprimanded, fined, placed on probation, suspended or expelled by the Board of Directors for a violation of these Bylaws and Association Rules and Regulations not inconsistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the Association. Although Members other than REALTORS® are not subject to the Code of Ethics nor its enforcement by the Association, such Members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, Members other than REALTORS® may, upon recommendation of the Grievance 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 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 3.** Any REALTOR® Member of the Association may be disciplined by the Board of Directors for violations of the Code of Ethics or other duties of membership, after hearing as described in the Code of Ethics and Arbitration Manual of the Association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®.

**Section 4.** Resignations of Members shall become effective only when received in writing and accepted by the Board of Directors, provided, however, that 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 moneys owed.

**Section 5.** If a Member resigns from the Association or otherwise causes membership to terminate with an ethics complaint the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by this association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethic respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®.

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

**Section 6.** Certification by REALTOR®. Designated REALTOR® Members of the Association shall certify to the Association, no later than January 1, on a form provided by the Association, a complete listing of all individuals licensed or certified in the REALTOR®'s office(s) and shall designate a primary Association for each individual who holds membership. Designated REALTORS® shall also identify any non-member licensees in the REALTOR®'s office(s) and if Designated REALTOR® dues have been paid to another Association based on said non-member licensees, the Designated REALTOR® shall identify the Association to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2(a) of the Bylaws.

**Section 7.** The Designated REALTOR® Member shall also notify the Association within ten (10) days of the date of any individual(s) licensed or certified who becomes associated with a Designated REALTOR® Member or of any individual(s) licensed or certified who becomes disassociated from the Designated REALTOR®.

**Section 8.** REALTOR® Members. REALTOR® Members, whether primary or secondary, in good standing whose financial obligations to the Association are paid in full shall be entitled to vote and to hold elective office in the Association; may use the terms REALTOR® and REALTORS®, which use shall be subject to the provisions of Article VIII; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Association and the real estate profession.

**Section 9.** 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 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<sup>®</sup> 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, whichever may apply. Removal of an individual from any form or degree of management control must be certified to the Association by the Member who is being suspended or expelled and by the individual who is assuming management control, and the signatures of such certification must be notarized. In the event the suspended or expelled Member is so certified to have relinquished all form or degree of management control of the firm, the membership of other partners, corporate officers, or other individuals affiliated with the firm shall not be affected, and the firm, partnership or corporation may continue to use the terms REALTOR<sup>®</sup> and REALTORS<sup>®</sup> in connection with its business during the period of suspension or until the former Member is admitted to membership in the Association. The foregoing is not intended to preclude a suspended or expelled Member from functioning as an employee or independent contractor, providing no management control is exercised. Further, the membership of REALTORS<sup>®</sup> 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<sup>®</sup> Member (non-principal) elects to sever his connection with the REALTOR<sup>®</sup> and affiliate with another REALTOR<sup>®</sup> Member in good standing in the Association, whichever may apply.

(a) If a REALTOR<sup>®</sup> 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 term REALTOR<sup>®</sup> or REALTORS<sup>®</sup> by the firm, partnership or corporation shall not be affected.

(b) Notice of any action taken against a REALTOR<sup>®</sup> Member for suspension or expulsion under Article VI, Section 9 hereof, notice of such action shall be given to all REALTORS<sup>®</sup> employed by or affiliated as independent contractors with such REALTOR<sup>®</sup> Member and they shall be advised that the provisions in Article VI, Section 9 shall apply.

**Section 10. Institute Affiliate Members.** Institute Affiliate Members shall have such rights and privileges and be subject to such obligations prescribed by the Board of Directors consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup>.

**NOTE:** Local Associations establish the rights and privileges to be conferred on Institute Affiliate Members except that no Institute Affiliate Member may be granted the right to use the term REALTOR<sup>®</sup> or the REALTOR<sup>®</sup> logo; to serve as President of the local association; or to be a participant in the local association's Multiple Listing Service.

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

**Section 12. Public Service Members.** Public Service Members shall have such privileges and rights and be subject to such obligations as may be prescribed by the Board of Directors.

**Section 13. Honorary Members.** Honorary Membership shall confer no rights except the right to attend meetings and participate in discussions, and shall impose no obligations.

**Section 14. Student Members.** Student Members shall have such privileges and rights and shall be subject to such obligations as may be prescribed by the Board of Directors.

**Section 15. Harassment.** 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 an investigation in accordance with the procedures of the Association. As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and President-elect, Treasurer and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with the General Counsel for the association. Disciplinary action may include any sanction authorized in the Association's Code of Ethics and Arbitration Manual. If the complainant names the President, President-elect, or Treasurer, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.

**Section 16. Membership Requirements Related to Multiple Office Locations.** When considering an applicant for REALTOR® membership who is a principal in a real estate firm, it shall be the obligation of the Association to determine that all of the principals of the real estate firm who are actively engaged in the real estate business in the state or a state contiguous thereto are either applying for or already hold REALTOR® membership (or Institute Affiliate membership, if applicable) in a board or association. It shall be the policy of this Association to ensure compliance with applicable membership policies (i.e. that said licensees hold membership in the REALTOR®'s primary association-or some other association in the state where the firm maintains a Designated REALTOR® presence-or that dues have been paid to an association based on non-member licensees affiliated with the office).

## **ARTICLE VII: PROFESSIONAL STANDARDS AND ARBITRATION**

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

**Section 2.** It shall be the duty and responsibility of every REALTOR® member of this association to abide by the Constitution and Bylaws and the rules 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 real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of

Ethics and Arbitration Manual of this association, as from time to time amended.

**Section 3.** The 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 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 Association 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 Association shall have the privileges of using the terms REALTOR® and REALTORS® in connection with their place of business within the state of Indiana or a state contiguous thereto so long as they remain REALTORS® 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 of Indiana or a state contiguous thereto are REALTOR® Members of the Association 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 imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

## **ARTICLE IX: STATE AND NATIONAL MEMBERSHIPS**

**Section 1.** The Local Association shall be a member of the NATIONAL ASSOCIATION OF REALTORS® and of the INDIANA ASSOCIATION OF REALTORS®. By virtue of such membership, each REALTOR® Member of the Member Association shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the INDIANA

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

**Section 2.** The Association recognizes the exclusive property right 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 Board of Directors of the Greater Northwest Indiana Association of REALTORS® 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 INDIANA ASSOCIATION OF REALTORS®.

## **ARTICLE X: DUES AND ASSESSMENTS**

### **Section 1. Application Fee - Non-refundable.**

The Board of Directors adopts a non-refundable fee for REALTOR® membership in an amount, not exceeding three (3) times the amount of the annual dues for REALTOR® membership, which shall be required to accompany each application for REALTOR® membership, and shall become the property of the Association.

### **Section 2. Dues.**

The annual dues of Members shall be as follows:

(a) REALTOR® Members. The annual dues of each Designated REALTOR® Member shall be in such amount as established annually by the Board of Directors, plus an additional amount to be established annually by the Board of Directors times the number of real estate salespersons and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® Member, and (2) are not REALTORS® or Members of any Association in the state of Indiana or a state contiguous thereto or Institute Affiliate Members of the Association, or State Associations. 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 licensees in another Association in the state of Indiana, or state contiguous thereto, provided the Designated REALTOR® notifies the Association in writing, of the Association to which dues have been remitted. In the case of a Designated REALTOR® Member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the Designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this association.

(b) The annual dues of REALTOR® Members other than the Designated REALTOR® shall be



an amount determined annually by the Board of Directors.

- (1) For the purpose of this Section, a REALTOR® Member of a Member Association shall be held to be any Member who has a place or places of business within the state of Indiana 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 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 other aspects of the real estate business (except as provided for in Section 2 (b) (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.
- (2) 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. 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.
- (3) Membership dues shall be prorated for any licensee included on a certification form submitted to the association who during the same calendar year applies for REALTOR® or REALTOR® -ASSOCIATE membership in the association. However, membership dues shall not be prorated if the licensee held REALTOR® or REALTOR® -ASSOCIATE membership during the preceding calendar year.

(c) Affiliate Members. The annual dues of each Affiliate Member shall be such amount as established annually by the Board of Directors.

(d) Institute Affiliate Members. The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

**NOTE:** The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate Members (\$105.00). The National Association shall credit \$35.00 to the account of a local association for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction

of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the \$35.00 amount will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the other board. The National Association shall also credit \$35.00 to the account of state associations for each Institute Affiliate Member whose office address is located within the territorial jurisdiction of the state association. Local and state associations may not establish any additional entrance, initiation fees or dues for Institute Affiliate Members, but may provide service packages to which Institute Affiliate Members may voluntarily subscribe.

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

(f) Honorary Members. The annual dues of each Honorary Member shall be in such amount as established annually by the Board of Directors.

(g) Student Members. The annual dues of each Student Member shall be in such amount as established annually by the Board of Directors.

(h) REALTOR<sup>®</sup>/Emeritus Status. The GNIAR, NATIONAL and INDIANA ASSOCIATIONS OF REALTORS<sup>®</sup> Annual Dues of each REALTOR<sup>®</sup> Emeritus Status shall be waived.

### **Section 3. Dues Payable.**

Dues for all Members shall be payable annually in advance on the first day of December. Dues for new members shall be computed from the date of application and granting of provisional membership.

(a) In the event a sales licensee or licensed or certified appraiser who holds REALTOR<sup>®</sup> membership is dropped for nonpayment of Association dues, and the individual remains with the Designated REALTOR<sup>®</sup>'S firm, the dues obligation of the Designated REALTOR<sup>®</sup>, as set forth in Article X, Section 2 (a), will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from the first day of the current fiscal year and are payable within fifteen (15) days of receipt of such Designated REALTOR<sup>®</sup> billing.

### **Section 4. Financial Obligations.**

If dues, fees, fines or other assessments including the amount owed to the Association or the Association'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 non-paying Member may be terminated at the discretion of the Board of Directors. Three (3) months after due date membership of the nonpaying Member shall be automatically terminated unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former Member who has had his/her membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules & Regulations of the Association or any of its services, departments, divisions or subsidiaries may apply for reinstatement in the manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

(a) Thirty (30) days after the due date, a late charge of 10% will be assessed for nonpayment of annual dues.

**Section 5. Deposits and Expenditures.**

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

**Section 6. Notice of Dues, Fees, Fines, Assessments and Other Financial Obligations of Members.**

All dues, fees, fines, assessments, or other financial obligations to the Association or the Association's Multiple Listing Service shall be noticed to the delinquent Association Member in writing setting forth the amount owed and the due date.

**ARTICLE XI: OFFICERS AND DIRECTORS**

**Section 1. Officers.**

The elective Officers of the Association shall be a President, President-elect, and Treasurer. They shall be elected for terms of one (1) year. An Executive Vice President shall also be employed by the Association Board of Directors.

**Section 2. Duties of Officers.**

The duties of the Officers shall be such as their titles, by general usage would indicate and such as may be assigned to them by the Board of Directors.

(a) The President shall be the presiding officer of the Association and shall preside at all meetings of the Association, the Board of Directors, and the Executive Committee. In consultation with the Board of Directors, the President shall have general charge of the affairs and business of the Association, and shall perform all such duties as are incident to this office.

(b) The President-elect shall assist the President whenever called upon to do so and conduct other duties as assigned by the Board of Directors. The President-elect shall automatically ascend to the presidency of the Association upon completion of the President's term or in the event that the President resigns the office or is unable to perform the duties of the office.

(c) The Treasurer shall serve as chair of the Finance Committee. The Treasurer shall perform such other duties as may be assigned by the Board of Directors.

(d) The Executive Vice President shall serve as the corporate secretary and chief administrative officer, and shall be responsible for the day-to-day operations of the organization and serve as spokesperson for the organization with the media and on organization policy. Specific duties of the office shall be determined by the Board of Directors.

(e) The Immediate Past President shall serve as a member of the Executive Committee. The Immediate Past President shall assist the President whenever called upon to do so. The Immediate Past President shall perform such other duties as may be assigned by the Board of Directors.

(f) All the above Officers, except the Executive Vice President, shall serve as voting members of the Board of Directors.

**Section 3. Executive Committee.** The Executive Committee of the Board of Directors shall be composed of the President, President-elect, Treasurer, Immediate Past President, Executive Vice President and current President of the Multiple Listing Service of the Greater Northwest Indiana Association of REALTORS®. This committee shall make recommendations to the Board of Directors.

**Section 4. Board of Directors.** [Note: Effective January 1, 2022] The governing body of the Association shall be one consisting of the (3) three elected officers, eleven (11) REALTOR® members, Immediate Past President, Executive Vice President, and President of the MLS for a total of (17) seventeen members. The Executive Vice President shall serve as an ex-officio, non-voting, member of the Board of Directors. An Affiliate Member may also serve on the Board of Directors. In the event that an Affiliate Member is elected to the Board of Directors, the number of REALTOR® Members would consist of ten (10).

[Note: The reduction in the number of Directors will be phased in over a two (2) year period beginning with Directors whose terms begin January 1, 2021.

Five (5) REALTOR® member Directors terms will expire on December 31, 2020. Only three (3) of these REALTOR® Director positions will be filled, reducing the total number to thirteen (13) effective for terms beginning January 1, 2021. An Affiliate Member may also serve on the Board of Directors. In the event that an Affiliate Member is elected to the Board of Directors, the number of REALTOR® Members would consist of twelve (12).

Five (5) REALTOR® member Directors terms will expire on December 31, 2021. Only three (3) of these REALTOR® Director positions will be filled, reducing the total number to eleven (11) effective for terms beginning January 1, 2022. An Affiliate Member may also serve on the Board of Directors. In the event that an Affiliate Member is elected to the Board of Directors, the number of REALTOR® Members would consist of ten (10).]

(a) The regular terms of office of the eleven (11) REALTOR® members and/or one Affiliate Member shall be for three (3) year terms.

(b) The Immediate Past President of the Greater Northwest Indiana Association of REALTORS® shall be a member of the Board of Directors for a period of one (1) year following their tenure in office.

(c) The current President of the Multiple Listing Service of the Greater Northwest Indiana Association of REALTORS® shall be a member of the Board of Directors for a period of one (1) year during their tenure in office.

(d) The three (3) elected Officers (President, President-elect and Treasurer) of the Association shall be elected to serve a one (1) year term.

(e) No Officer or Director shall be nominated and elected to the same office or director term for more that two (2) consecutive terms.

(f) Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if, prior to that action: (1) a written consent to the action, either executed as a single document or in counterparts, is signed by all members of the Board of Directors; or (2) all members orally consent to the action and subsequently confirm that consent in writing. The written consent or confirmation shall set forth the action under consideration and shall be filed with the minutes of the meetings, which are kept by the Executive Vice President. A written consent or confirmed oral consent shall be treated for all purposes as a unanimous vote of the Board of Directors as though the vote had taken place at the regular meeting of the Board of Directors.

### **Section 5. Election of Officers and Directors.**

(a) At least three (3) months before the annual election, an Elections Committee of seven (7) REALTOR® Members shall be appointed by the President with the approval of the Board of Directors. The Immediate Past President of the association shall serve as the chair of the Elections Committee. The Elections Committee shall solicit from the general membership, candidates for Officers and Directors. Candidates shall be limited to seeking one position per election. At least six (6) weeks prior to the annual election, the Elections Committee shall submit by mail, MLS delivery, telephonic communication or email to the general membership, a list of eligible candidates consisting of at least one (1) candidate for each office and each position to be filled on the Board of Directors. The Board of Directors shall be notified by the Chairman of the Elections Committee, prior to the application deadline, in the event that the Elections Committee is unable to produce candidates for all available positions.

(b) Additional candidates for Officers and Directors may be placed in nomination by petition signed by at least ten (10%) percent of the REALTOR® Members eligible to vote. Candidates by petition must meet the same criteria as candidates nominated by the Elections Committee and which is outlined in Article XII, Section 1 (a). There is only one (1) candidate permitted per petition form. The petition shall be filed with the Executive Vice President at least four (4) weeks prior to the annual election. The Executive Vice President shall send notice of such additional nominations to all REALTOR® Members eligible to vote at least two (2) weeks prior to the annual election. Such notice shall automatically close the nominations.

(c) The election of Officers and Directors shall take place on the day of the Annual Meeting, prior to the start of the business meeting. A quorum for the business portion of the meeting is not required for voting to take place at the Annual Meeting. Election shall be by written ballot, however, the GNIAR Board of Directors reserves the right to allow for electronic balloting, as deemed appropriate. Electronic balloting procedures must be approved by the GNIAR Board of Directors prior to use. All votes by written ballot shall be cast in person. Absentee balloting shall take place on two (2) business days at the Association office. This balloting shall be conducted during two different weekdays, 9 am to 5 pm, prior to the date of the annual election. One absentee balloting day will be held on a weekday, two weeks prior to the annual election with the second absentee balloting day to be held on a different weekday during the week prior to the annual election. A picture ID of the eligible voting member must be presented in order to secure a ballot. There shall be no proxy votes.

The ballot shall contain the names of all candidates and the offices for which they are nominated. A biographical profile of all eligible candidates shall be published in the Association's newsletter and/or shall be provided to the members via mail, MLS delivery, telephonic communication or email. Position of candidates' names on the ballot shall be determined by random draw

conducted by at least one (1) member of the Elections Committee and open to observation by the membership.

(d) The President, with the approval of the Board of Directors, shall appoint a Tally Committee of at least three (3) REALTOR<sup>®</sup> Members, in addition to the chair, to tabulate the votes. The candidate(s) receiving a plurality shall be elected. In case of a tie vote, the election shall be determined by lot. Only those officer and Board of Directors positions for which there are more candidates than positions to be filled shall be voted on by ballot as described in Article XI, Section 5.C. At the Annual Meeting, the President may cast the elective ballot for all officers and board positions for which there is only one (1) candidate in place of holding the formal election for these positions as described in Article XI, Section 5 (c).

(e) The results of the election shall be announced at the Annual Meeting and shall be published in the association's newsletter.

### **Section 6. Vacancies.**

Any vacancy occurring in the Board of Directors caused by death, resignation or otherwise, shall be filled by a majority vote of the remaining members of the Board, even though a quorum may not remain, and such Officers or Directors so elected shall hold office for the unexpired portion of the term of the position to be filled.

### **Section 7. Removal of Officers and Directors.**

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

(a) A petition requiring the removal of an Officer or Director and signed by not less than one-third of the voting membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next-ranking Officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.

(b) Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the Association shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director, and to render a decision on such petition.

(c) The special meeting shall be noticed to all voting Members at least ten (10) days prior to the meeting, and shall be conducted by the President, unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking officer will conduct the meeting of the hearing by the Members. Provided a quorum is present, a three-fourths vote of the Members present and voting shall be required for removal from office.

## **ARTICLE XII: MEETINGS**

### **Section 1. Annual Meetings/Elections.**

The date, time and place of the Annual Meeting of the Association shall be determined by the Board of Directors.

(a) REALTOR<sup>®</sup> Members, whether primary or secondary, in good standing with the Greater

Northwest Indiana Association of REALTORS® and the Indiana Real Estate Commission, at the time of candidate application, and whose financial obligations to the Greater Northwest Indiana Association of REALTORS® and the Multiple Listing Service are paid in full shall be entitled to vote and serve on the Board of Directors. Candidates for officer positions on the Board of Directors must have served a minimum of one year on the Board of Directors prior to seeking an officer position (i.e. President, President-elect, and Treasurer).

### **Section 2. Meetings of Directors.**

The Board of Directors shall designate a regular time and place of meeting. Absence from two (2) consecutive meetings without an excuse deemed valid by the Board of Directors, or a total of three (3) meetings, excused or unexcused, in any twelve (12) months period of a Director's term of office shall be construed as resignation therefrom. Director's term of office shall mean the three year period to which the Director has been elected by the membership, OR any portion of an unexpired term to which the Director has been appointed by the Board of Directors. State and national directors attending state and national board meetings will not be penalized for absences that conflict with local Association Board of Directors meetings. An excused absence must be requested prior to the adjournment of a given Board of Directors meeting, otherwise the absence will be considered unexcused.

### **Section 3. Other Meetings.**

Meetings of the Members may be held at such other times as the President of the Board of Directors may determine, or upon the written request of at least ten (10) percent of the REALTOR® Members.

### **Section 4. Notice of Meetings.**

Written notice shall be given to every member entitled to participate in the general membership meeting at least one (1) week preceding all meetings. If a special meeting, it shall be accompanied by a statement of the purpose of the meeting.

### **Section 5. Quorum.**

(a) A quorum for the transaction of business at general and/or special meetings of the membership shall consist of five (5) percent of the REALTOR® members eligible to vote, except as may otherwise be required by state law.

(b) A quorum for the transaction of business of the Board of Directors, a task force, study group and committee meetings shall be a majority of the members, except as may otherwise be required by state law.

### **Section 6. Attendance by Telephone.**

Members of the Board of Directors or 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

**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

**ARTICLE XIII: COMMITTEES**

**Section 1. Committees.**

The President shall appoint, subject to confirmation by the Board of Directors, such special committees, task forces, forums and study groups as deemed necessary.

**Section 2. Organization.**

All Committees, task forces and study groups shall be of such size and shall have such duties, functions and powers as may be assigned to them by the President or Board of Directors, except as otherwise provided in the Bylaws.

**Section 3. President.**

The President and Executive Vice President shall be an ex-officio, without vote, member of all committees, task forces and study groups and shall be notified of their meetings.

**Section 4. Action without Meeting.**

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

**ARTICLE XIV: FISCAL AND ELECTIVE YEAR**

**Section 1.** The fiscal and the elective year of the Greater Northwest Indiana Association of REALTORS® and its subsidiaries shall be January 1 through December 31.

**ARTICLE XV: RULES OF ORDER**

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

**ARTICLE XVI: AMENDMENTS**

**Section 1.** These Bylaws may be amended by majority vote of the active Members present and qualified to vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting, except that the Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by NATIONAL ASSOCIATION OF REALTORS® policy. Additionally, the President of the Association is authorized to correct article and section designations, punctuation, and cross references and to make such other technical and conforming changes as may be necessary to reflect the intent of the Association in connection with any amendments.

**Section 2.** Notice by mail, MLS delivery, telephonic communication or email of all meetings at



which such amendments are to be considered shall be given to every REALTOR<sup>®</sup> Member at least one (1) week prior to time of meeting.

**Section 3.** Amendments to these Bylaws affecting the admission or qualification of the REALTOR<sup>®</sup> Members and Institute Affiliate Members, the use of the terms REALTOR<sup>®</sup> and REALTORS<sup>®</sup> 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.

## **ARTICLE XVII: DISSOLUTION**

**Section 1.** Upon dissolution or winding up of the affairs of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the INDIANA ASSOCIATION OF REALTORS<sup>®</sup> or, within its discretion, to any other non-profit tax exempt organization.

## **ARTICLE XVIII: MULTIPLE LISTING SERVICE**

### **Subsidiary Multiple Listing Corporation**

#### **Section 1. Authority.**

The Greater Northwest Indiana Association of REALTORS<sup>®</sup> shall maintain for the use of its Members a Multiple Listing Service of the Greater Northwest Indiana Association of REALTORS<sup>®</sup> which shall be a lawful for-profit corporation of the State of Indiana, all stock of which shall be owned by the Greater Northwest Indiana Association of REALTORS<sup>®</sup>.

#### **Section 2. Purpose of the Multiple Listing Service (MLS).**

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 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 a 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 to its Corporate Charter, Constitution, Bylaws, Rules, Regulations, Policies, Practices and Procedures at all times to the Constitution, Bylaws, Rules, Regulations and Policies of the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup>.

#### **Section 4. Participation.**

Any REALTOR<sup>®</sup> Member of this Association or any other Association who is a principal, partner, or corporate officer, or branch office manager acting on behalf of the principal, without further qualification, shall be eligible and is defined as the MLS Participant to participate in Multiple Listing upon agreeing in writing to conform to the Rules & 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 offer or accept cooperation or compensation to and from other Participants and or 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 the Association's 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 the Association's Multiple Listing Service where access to such information is prohibited by law.

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.

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.

#### **Section 5. Access to Comparable & Statistical Information.**

Association 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, 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 the Association Members and individuals affiliated with Association Members who are 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 & 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 & Regulations whether they participate in the MLS or not.

### **Section 6. MLS Subscribers**

Subscribers 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: DIVISIONS**

**Section 1.** The Board of Directors may create "Divisions" for the various specializations and interests in real estate business. Such divisions may adopt Rules and Regulations, which shall be effective when approved by the Board of Directors.

**Section 2.** Divisions may include, but are not limited to, the various societies, institutes and councils of NATIONAL ASSOCIATION OF REALTORS®.

**Section 3.** The name of such divisions shall include one of the terms "society, institute, council or division" followed by "of the Greater Northwest Indiana Association of REALTORS®, Inc."

**Section 4.** The division may cause to be collected from each Member and applicant such funds as are permissible under NATIONAL ASSOCIATION OF REALTORS® regulations as from time to time amended.

**Section 5.** All actions of the divisions which may affect the procedures, policies or Bylaws of the Greater Northwest Indiana Association of REALTORS®, the INDIANA ASSOCIATION OF REALTORS® and the NATIONAL ASSOCIATION OF REALTORS® must be approved by the Board of Directors of the Greater Northwest Indiana Association of REALTORS®, Inc., before becoming effective.

**Section 6.** Membership in the "division" shall be limited to members of the Greater Northwest Indiana Association of REALTORS®, Inc.