

Bylaws of the Warren Area Board of REALTORS®, Inc.

Article I. Name

Section 1. Name The name of this organization shall be the Warren Area Board of REALTORS®, Incorporated, hereinafter referred to as the "Board".

Section 2. REALTORS® Inclusion and retention of the Registered Collective membership Mark REALTORS® in the name of the Board 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 Board are:

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

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

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

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

Section 5. To unite those engaged in the real estate profession in this community with the Ohio 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 Board as a member of the NATIONAL ASSOCIATION OF REALTORS® is:

Trumbull County, except the City of Girard and south of a line that runs from the City of Girard, along the centerline of Churchill Road Route 304, east to the State Route 193 (Formerly Routes 170 and 90). Then east of a line that runs north along the centerline of State Route 193 to the intersection of Crew Hood Road. Then south of a line that runs directly east of that intersection along the centerline of Crew Hood Road to the State of Pennsylvania. This line is also the southern boundary line of Vienna and Brookfield Townships.

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 Board 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 Ohio 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. (Amended 1/01)

Note: REALTOR® members may obtain membership in a secondary Board in another state.
 - (2) Individuals who are engaged in the real estate profession other than as sole proprietors, partners, or corporate officers, or branch 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 shall designate in writing one REALTOR® member who shall be responsible for all the 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 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 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.

"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 Board, 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 Board, or for the public.

(f) Honorary Life members. Honorary Life Members shall be REALTORS® who have been REALTOR® members for many years and have given unselfishly of their time and talents to the betterment of the Board, the real estate profession and their community. These members shall be elected by a majority of the voting members

present at which a quorum is present at a special or regular election and shall hold membership for the balance of their life and pay no dues so long as WABOR is their primary board of choice. They shall receive the state and national publications at no expense to them until they request the discontinuance of the same.

(g) Student members. Student Members shall be individuals who are seeking an undergraduate or graduate degree with a specialization or major in real estate at an institution 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. 11/06

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 he has or has had access to, has carefully reviewed, and if elected a member, will 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 if a REALTOR® 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, as from time to time amended, and (2) that applicant consents that the Board, through its Executive Officer 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 Executive Officer that he is actively engaged in the real estate profession and maintains a current valid Ohio real estate brokers license, or real estate salesperson 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 and shall agree that if elected to membership will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.

Further, if a Board contemplates possible denial of membership based on a finding that the applicant is "not actively engaged in real estate" the Board should refer to the membership Qualification Criteria, and should be guided by the Criteria and their explanations as approved by the Board of the Board of Directors of the National Association.

NOTE: Article IV, Section 2, of the NAR Bylaws prohibits Member Boards from knowingly granting REALTOR® or REALTOR-ASSOCIATE® membership to any applicant who has an unfulfilled sanction pending which was imposed by another Board or Association of REALTORS® for violation of the Code of Ethics. (Adopted 1/01)

- (b) Individuals who are engaged in the real estate profession other than as principals, partners, corporate officers, or branch managers in order to qualify for REALTOR® membership, shall at the time of application hold an active Ohio real estate license, and be associated either as an employee or as an independent contractor with a Designated REALTOR® member of another Board (if secondary) 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 within 90 days of application for membership and shall agree in writing that if elected to membership, will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and by the Constitution, Bylaws, Rules and Regulations of the local Board, the state association, and the National Association.

Section 3. Election

The procedure for election to membership shall be as follows:

- (a) The Membership Committee shall determine whether the applicant is applying for the appropriate class of membership. Written notice shall be given to the REALTOR® members of such application and invite written comment. If one or more REALTOR® members object to the approval of the application, basing such objection on lack of qualification as set forth in these Bylaws, the Membership Committee shall invite any objecting Member to appear and substantiate his objections. Objections, which are not substantiated, shall be totally disregarded. The Membership Committee may not find objections substantiated without (1) informing the applicant in advance, in writing, of the objections and identifying the objecting member, and (2) giving the applicant a full opportunity to appear before the Membership committee to establish his qualifications.

The Membership Committee shall thereafter make a written report of findings. The Membership Committee shall conduct all proceedings with strict attention to the principles of due process and compliance with the Bylaws of the Board.

- (b) Thereafter, within 45 days, the Membership Committee shall report its recommendation to the Board of Directors in writing. If the recommendation is adverse to the approval of the application, the reasons shall be specifically

stated. If any member of the Membership Committee submits a dissenting recommendation, it shall also be reported to the Board of Directors.

- (c) The Board of Directors shall review the qualifications of the applicant and the recommendation of the Membership Committee 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.
- (d) The Board of Directors may not reject an application without providing the applicant with advanced notice of the findings and recommendations of the Membership Committee, an opportunity to appear before the Board of Directors, to call witnesses on his behalf, to be represented by counsel, and to make such statements as he deems relevant. The Board of Directors may have counsel present. The Board of Directors shall require that written minutes be made of any hearings before it, or may electronically or mechanically record the proceedings.
- (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 90 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®.
(Adopted 1/01)

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. (Adopted 1/01)

Members suspended for failing to meet the requirement or 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. 11/06

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 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 not inconsistent 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 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 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. Resignation of Members shall become effective when received in writing by the Board of Directors, provided, however, that if the member submitting the resignation is indebted to the Board for dues, fees, fines, or other assessments of the Board or of 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; REALTOR® Members may use the terms REALTOR® and REALTORS®, which use shall be subject to the provisions of Article VIII; REALTOR® Members 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, 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 discipline Member with the firm, partnership, or corporation is severed, whichever may apply. Further, the membership of REALTORS® other than principals who are employed by or affiliated as independent contractors with the disciplined Member shall suspend or terminate during the period of suspension of the disciplined Member or until readmission of the disciplined Member or until connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR® Member (non-principal) elects to sever his connection with the REALTOR® and affiliate with another REALTOR® Member in good standing with the Board, whichever may apply. If a REALTOR® Member who is other than a principal in a firm, partnership, or 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®.

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

Section 8. Affiliate members. Affiliate members shall have rights and privileges 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 the rights and privileges and shall be subject to obligations prescribed by the Board of Directors.

Section 12. Certification by REALTORS® "Designated" REALTOR® Members of the Board shall certify to the Board by December 1st of each year, on a form provided by the Board, a complete listing of 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 for 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 30 days of the date of affiliation or severance of the individual.

Section 13. 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 a hearing in accordance with the established procedures of the Board. 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, 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 unreasonable interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and President-Elect and or/Vice President and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with counsel for the Board. If the complaint names the President or 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 Board, 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 Board to abide by the Constitution and Bylaws and 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.

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 authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS®, use of the terms within its jurisdiction.

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 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. (Amended 1/01)

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 Board shall be a Member of the NATIONAL ASSOCIATION OF REALTORS® and the Ohio Association of REALTORS®. By reason of the Board's membership, each

REALTOR® Member of the Member Board shall be entitled to Membership in the NATIONAL ASSOCIATION OF REALTORS® and the Ohio Association of REALTORS® without further payment of dues. The Board shall continue as a member of the State and National Associations, unless by a majority vote of all of its REALTOR® Members, decision is made to withdraw, in which case the state and National Associations shall be notified at least one month in advance of the date designated for the termination of such membership.

Section 2. The Board recognizes the exclusive property rights of the NATIONAL ASSOCIATION OF REALTORS® in the terms REALTOR® and REALTORS®. The Board 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 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 Ohio Association of REALTORS®.

Article X. Dues and Assessments

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

Section 2. Dues

- (a) REALTOR® members. The annual dues of each Designated REALTOR® Member shall be in such an amount as established annually by the Board of Directors, plus an additional amount to be established annually by the Board of Directors times the number of real estate salespersons and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® Member, and (2) are not REALTOR® Members of any Board in the state or a state contiguous thereto or Institute Affiliate Members of the Board. In calculating the dues payable to the Board 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 Board in the state or a state contiguous thereto, provided the Designated REALTOR® notifies the Board in writing of the identity of the Board 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 board. * (Amended 1/01)

- (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 (except as provided for in Section 1 (a) (1) hereof) provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner, corporate officer, or branch manager of the entity.

A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, managing, counseling or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this Section and shall not be included in calculating the annual dues of the Designated REALTOR®.

Membership dues shall be prorated for any licensee included on a certification form submitted to the association who during the same calendar year applies for REALTOR® or REALTOR-ASSOCIATE® MEMBERSHIP IN THE ASSOCIATION. However, membership dues shall not be prorated if the licensee held REALTOR® or REALTOR-ASSOCIATE® membership during the preceding calendar year.

- (a) Affiliate members. The annual dues of each Affiliate member shall be as established in Article II of the Bylaws of the National Association of REALTORS®.
- (b) Public Service members. The annual dues of each Public Service member shall be established periodically by the Board of Directors.
- (c) Honorary members. No dues are payable except that portion of local Board dues utilized to fulfill the Board's dues obligation.
- (d) Honorary Life member. No dues are payable by member.
- (e) Student members. Dues payable, if any, shall be at the discretion of the Board of Directors.
- (f) Institute Affiliate. 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 (\$75.00). The National Association shall credit \$25.00 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 \$25.00 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 \$25.00 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.

- (g) The annual dues of each REALTOR® member other than a principal, partner, or corporate officer shall be established periodically by the Board of Directors.

Section 3. Dues Payable. The dues for all members shall be payable annually in advance on the first day of December.

Dues shall be computed from the first day of the quarter in which a member is notified of election and shall be prorated for the remainder of the year.

Dues for new licensees can be charged to the broker beginning on the first day of the month following the license issue date. (See Article VI Section 12 of WABOR Bylaws.)

If a member in good standing returns his/her license to the Division of Real Estate, WABOR membership is terminated. If he/she reactivates his/her license and wishes to return to membership, a formal application is required plus:

- (A) If date membership is requested is in the same calendar year as licenses were placed on deposit with the Division of Real Estate:
 - (1) No additional dues required for that calendar year.
 - (2) No initiation fee required.
 - (3) No orientation required.
- (B) If date membership is requested is after the thirty-first of December of the calendar year the licenses were placed with the Division of Real Estate but before the expiration of one full year from date the licenses were placed on deposit with the Division of Real Estate:
 - (1) No initiation fee required
 - (2) No orientation required.
- (C) If date membership is requested is after one full year from date licenses placed in escrow, applicant must meet all requirements of a new member.

Section 4. Nonpayment of Financial Obligations If dues, fees, fines, or other assessments owed to the Board or the 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. Services will be discontinued to that office according to Policy Manual. 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 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 Board of Directors has confirmed the accuracy of the amount owed. A former member who has had his membership terminated for

nonpayment of dues, fees, fines, of other assessments duly levied in accordance with the provisions of these Bylaws or the provision 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. Deposits All money received by the Board for any purpose shall be deposited to the credit of the Board in financial 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 in excess of \$10,000.00 may not be made unless authorized by a majority of a quorum of the Board members eligible to vote.

Section 7. Notice of Dues, Fees, Fines, Assessments or Other Financial Obligations of members. All dues, fees, fines, assessments, or other financial obligations to the Board or Board Multiple Listing Service shall be sent to the delinquent Board member in writing setting forth the amount owed and due date. Any financial obligation that becomes more than 60 days delinquent, may, at the Board's discretion, be referred to a collection agency.

Section 8. Refunds If a broker holds a license over 30 days the agent is not entitled to a refund. If a licensee requests a refund during the 30 days, due to extenuating circumstances, the request will be seriously considered by the Board of Directors.

If the Board of Directors receives a refund request in January, and the dues were paid with the broker's dues in December, the refund request will be considered by the Board of Directors. The Board of Directors will not consider a request for a refund unless the member has returned the lockbox key to the Board office. No requests for refunds will be considered after February 1. Refunds are made to brokers only.

Section 9. Lockbox Keys When a member requests their license be returned to the Division of Real Estate and Professional Licensing the member is required to return the lockbox key to the Board office within 30 days. If the member does not return the key within 30 days the key deposit is automatically forfeited. After 30 days, the Board of Directors reserves the right to pursue legal action.

Article XI. Officers and Directors

Section 1. Officers The elected officers of the Board shall be: A President, a President-Elect, and a Treasurer. They shall be elected for terms of one year.

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) President- shall be the chief executive of the Board, ex-officio member of all committees, except Nominating Committee, Professional Standards and Grievance, and a member of the Board of Directors. He/She shall preside at all meetings of the Board and all Directors meetings, have general supervision over all matters pertaining to the Board, see that harmony is preserved and the Bylaws enforced.
- (b) President-Elect- shall assist the President to perform his/her duties; officiate for him/her in his/her absence; assume such responsibilities and duties as may be entrusted to him/her by the President of the Board.

- (c) Treasurer- the treasurer shall be responsible for overseeing the financial transactions of the Board, keeping of all financial records of the Board and keeping the Board of Directors informed of all financial transactions. He/She shall perform such duties as are required by the Board of Directors that are compatible with this office.

Section 3. Board of Directors The governing body of the association shall be a Board of Directors consisting of the Officers (which includes the President, the Immediate Past-President, the President-Elect, and the Treasurer), one (1) Affiliate member and (7) REALTOR® members of the association, the majority of which shall hold or have held a broker's license. A Quorum shall be nine (9). The presiding officer has no vote except to break a tie. Directors, except for the Affiliate Director, shall be elected to serve for terms of three years, except that at organization, one-third of the elective Directors shall be elected for terms of one, two and three years, or for such lesser terms as may be necessary to complete the fiscal year. Thereafter as many Directors shall be elected each year as are required to fill vacancies. The Affiliate Director shall be elected annually by the Affiliate members, and will serve a one-year term. An Affiliate member shall not be eligible to serve as an officer of the association. The President shall be the presiding officer of the Directors meeting. All officers shall serve on the Board of Directors, and are required to attend all Directors meetings, and shall have voting rights.

Section 4. Ex-officio Directors Any regularly licensed REALTOR® Member of the Warren Area Board of REALTORS® (not nonresident or dual) who is an officer or chairman or vice-chairman of a committee in the Ohio Association of REALTORS® or an officer, director, chairperson or vice chairperson of a committee of the National Association of REALTORS®, or who holds the District Vice President position with the Ohio Association of REALTORS®, or is a Director on the Centralized Real Estate Information Systems Board of Directors, will automatically become ex-officio members without voting privileges of the Board of Directors in the Warren Area Board of REALTORS® during their term of office. DSA's become ex-officio members of the Warren Area Board of REALTORS®, such, a quorum is not present, DSA's may be asked to vote.

Section 5. Election of Officers and Directors

- (a) The Officers and Directors shall be elected from the REALTOR® members of the Board and shall meet the Criteria adopted by the Board of Directors as may be amended from time to time. (See WABOR Policy.)
- (b) A Nominating Committee of at least seven (7) REALTOR® members shall be appointed by the Executive Committee with the approval of the Board of Directors. The Nominating Committee shall select one candidate for each officer position, and one candidate for each director position, including at least one (1) Affiliate member candidate for the one-year term of Affiliate Director, to be filled on the Board of Directors. The report of the Nominating Committee is to be published and/or announced to each REALTOR® member at least one month preceding the election. Additional candidates for any office may be placed in nomination by a petition signed by a least five REALTOR® members. The petition shall be filed with the Executive Officer within ten days of the Committee report to the membership. Before the election, the Executive Officer shall send notice of such additional nominations to all REALTOR® member offices or by posting in the "Legal News" or by any other means established by the Board of Directors.

- (c) The annual election of Officers and Directors shall be by ballot and shall be cast in person. The ballot shall contain the names of all candidates and the office for which they shall be nominated. The Board of Directors shall designate the time and place of elections. An absentee ballot will be made available upon request as per guidelines established by the Executive Committee and approved by the Board of Directors as stated in the Policy Manual. The Executive Officer or Designee will maintain the integrity of the absentee ballot.
- (d) The President, with the approval of the Board of Directors, shall appoint an election committee of three (3) REALTOR® members to conduct the election. In case of a tie vote, the issue shall be determined by lot. This committee is responsible for disseminating and collecting ballots, counting votes, and insuring the integrity of the election.

Section 6. Vacancies Vacancies among the Officers and the Board of Directors shall be filled by a single majority vote of the Board of Directors until the next annual election.

Section 7. Removal of Officers or 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 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 Board 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 of the Board 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 of 20% of the voting membership is present, a three-fourths vote of members present and voting shall be required for removal from office.

Section 8. Indemnification and Insurance

- (a) Indemnification in Non-Derivative Actions The association shall indemnify or agree to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, other than an action by or in the right of the corporation, by reason of the fact that he/she is or was a trustee (director), officer, employee, or agent of or a volunteer of the association, or is or was serving at the request of the association as a trustee, director, officer, employee, member, manager, or agent of or a volunteer of another domestic or foreign nonprofit corporation or corporation for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and

amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to be the best interests of the Association, and, with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the association, and, with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that his/her conduct was unlawful.

- (b) Indemnification in Derivative Actions The association shall indemnify or agree to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the association to procure a judgment in its favor by reason of the fact that he/she is a volunteer of the association, or is or was serving at the request of the association as a trustee, director, officer, employee, member, manager, or agent of or a volunteer of another domestic or foreign nonprofit corporation or corporation for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suite, if he acted in good faith and in a manner he reasonably believed to be in or not indemnification shall be made in respect of any of the following:
- (A) Any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his/her duty to the association unless, and only to the extent that, the court of common pleas or the court in which the action or suit was brought determines, upon application, that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court considers proper;
 - (B) Any action or suit in which liability is asserted against a trustee (director) and that liability is asserted only pursuant to section 1702.55 of the Revised Code.
 - (C) Indemnification as a Matter of Right To the extent that a trustee, director, officer, employee, member, manager, agent or volunteer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 and 2 of this Article, or in defense of any claim, issue, or matter in such an action, suit, or proceeding, he shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him/her in connection with the action, suit or proceeding.
 - (D) Determination of Conduct Any indemnification under Sections 1 and 2 of this Article, unless ordered by a court, shall be made by the association only as authorized in the specific case, upon a determination that indemnification of the trustee, director, officer, employee, volunteer or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article.

Such determination shall be made (a) by a majority vote of a quorum consisting of trustees (directors) of the association who were not and are not parties to, or threatened with any such action, suit, or proceeding, or (b) if such a quorum is not obtainable or if a majority vote of disinterested governors so directs, in a written opinion by independent legal counsel, other than an attorney or a firm having associated with it an attorney who has been retained by or who has preformed services for the association or any person to be indemnified within the past five years, or (c) by the members, or (d) by the Court of Common Pleas or the court in which such action, suit, or proceeding was brought. Any determination made by the disinterested trustees (directors) under clause (a) above or by independent legal counsel under clause (b) above shall be promptly communicated to the person who threatened or brought the action or suit, by or in right of the association under Section 2 of this Article, and within 10 days after receipt of such notification, such person shall have the right to petition the Court of Common Pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

- (E) Advance Payment of Expenses Expenses, including attorney's fees, incurred in defending any action, suit, or proceeding referred to in Section 1 and 2 of this Article, may be paid by the association in advance of the final disposition of such action, suit, or proceeding as authorized by the trustees (directors) in the specific case upon receipt of an undertaking by or on behalf of the trustee, director, officer, employee, volunteer or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the association as authorized in this Article.
- (F) Nonexclusivity This indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or these Bylaws, or any agreement, vote of members or disinterested trustees (directors), or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a trustee, director, officer, employee, volunteer or agent and shall insure to the benefit of the heirs, executors, and administrators of such a person.

Article XII. Meetings

Section 1. Annual Meetings The annual meeting and installation of officers of the Board shall be held during the November or December of each year. The Board of Directors will approve the date, place, and hour.

Section 2. Meetings of Directors The Board of Directors shall designate a regular time and place of meetings. Any officer, Board of Directors member, or other appointed or elected position of the Board who is absent from three (3) regular, special Board of Directors meetings or four (4) general membership meetings (a membership meeting consists of a meeting during which business is conducted) within the calendar year relative to the Board or his/her position shall be deemed to have resigned from his/her position and the vacancy shall be filled as herein provided in Article XI, Section 6. General Membership meetings & events in June, July and November do not count as general membership meetings. The option of a leave of absence is provided for leadership in the event that circumstances beyond the individual's control interfere with their ability to attend meetings and handle their responsibilities for an extended period of time. The executive Committee shall review

absences monthly for the purpose of determining whether an absence is excused or unexcused. Failure of notification within 72 hours is an automatic unexcused absence.

The Executive Officer shall keep an attendance sheet of the attendance or absence of each Director at all Board meetings, both regular, special and dinner and said list will be available at meetings.

- (a) Meetings shall be held at least once each month or as determined by the Board of Directors.
- (b) Quorum shall be nine (9) of the voting members.
- (c) Special Meetings of the Directors may be called only upon written notice delivered by mail or facsimile to each Director to be received at least two (2) days prior to the meeting. Notice shall state purpose, time and place of said meeting. The President or any three (3) Directors signing such notice may call meetings.

Section 3. Other Meetings Meetings of the members may be held at other times as the President or the Board of Directors may determine, or upon the written request of at least 10% of the members eligible to vote.

Section 4. Notice of Meetings Notice shall be given to every member office by posting in the "Legal News" or by other means as may be established by the Board of Directors. If a special meeting, it shall be accompanied by a statement of the purpose of the meeting,

Section 5. Quorum for Meetings of membership A quorum for the transaction of business shall consist of 20% of the REALTOR® members eligible to vote.

Article XIII. Committees

Section 1. The President shall appoint such standing and special committees as shall be designated from time to time by the Board of Directors and such other special committees as he/she may deem necessary or appropriate.

Section 2. Unless otherwise provided in the NATIONAL ASSOCIATION OF REALTORS® Constitution or in these Bylaws, any action by a committee shall be subject to the approval of the Board of Directors.

Article XIV. Fiscal and Elective Year

Section 1. The fiscal and elective year shall be the calendar year.

Article XV. Rules of Order

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

Article XVI. Amendments

Section 1. These Bylaws may be amended by a majority vote of the members present and qualified to vote at any General Membership Meeting at which a quorum is present and provided the substance of the proposed amendment(s) shall have been submitted to the members at least 30 days in advance of their adoption; 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 NAR Policy.

Section 2. Notice by posting in the "Legal News" or by other means as may be established by the Board of Directors, of all meetings at which such amendments are to be considered shall be given to every "Designated" REALTOR® member at least 30 days prior to the time of meeting.

Section 3. Amendments to these Bylaws affecting the admission or qualification of REALTOR® and Institute Affiliate members, the use of the terms REALTOR® and REALTORS®, or any alteration in the territorial jurisdiction of the Board shall become effective upon their approval as authorized by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®.

Article XVII. Dissolution

Section 1. Upon dissolution or winding up of affairs of this Board, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Ohio 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 subject to the Bylaws of the Board of REALTORS® and such rules and regulations as may be herein after adopted.

Section 2. Purpose A Multiple Listing Service is a means by which authorized Participants make blanket unilateral offers of compensation to other Participants (acting as subagents, buyer agents, or in other agency or non-agency capacities defined by law); by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized Participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which Participants engaging in real estate appraisal contribute to common databases; and is a facility for the orderly correlation and dissemination of listing information so they 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). 11/06

Section 3. Governing Documents The Board of Directors shall ensure that any Multiple Listing Service affiliated with it, pursuant to this Article, 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. Supervision The activity shall be operated under the direction and supervision of the Centralized Real Estate Information Services, Inc. Board of Directors, in accordance with the Rules and Regulations of the Warren Area Board of REALTORS®, Inc. and the Constitution and Bylaws and Rules and Regulations of that Multiple Listing Service.

Section 5. Participation Any REALTOR® member of this or any other Board who is a principal, partner, corporate officer, or branch manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in these Bylaws, shall be eligible to participate in Multiple Listing upon agreeing in writing to conform to the Rules and Regulations thereof and to pay the costs incidental thereto. However, under no circumstances is any individual or firm, regardless of membership status, entitled to Multiple

Listing Service "Membership" or "Participation" unless they hold a current, valid Ohio 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 license(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 a Board Multiple Listing Service where access to such information is prohibited by law.

Section 6. 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, 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 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.

Article IX. Whistleblower Policy

This Whistleblower Policy of the Warren Area Board of REALTORS; (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Association; (2) specifies that the Association will protect the person from retaliation; and (3) identifies where such information can be reported.

Section 1. Encouragement of reporting. The Association encourages complaints, reports or inquiries about illegal practices or serious violations of the Association's policies, including illegal or improper conduct by the Association itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which the association has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the Association's human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

Section 2. Protection from retaliation. The Association prohibits retaliation by or on behalf of the Association against staff or volunteers for making good faith complaints, reports or inquiries under this policy for the participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The Association reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

Section 3. Where to report. Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the Executive Committee, however, any member of the Executive Committee implicated in

the complaint, report or inquiry shall be excused from the review or investigation. The Executive Committee will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the Executive Committee may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

Conclusion

The term REALTOR® has come to denote competence, fair dealing and high integrity resulting from adherence to a lofty ideal of moral conduct in business relations. No inducement of profit and no instructions from clients ever can justify departure from this ideal, or from the injunctions of this Code.