

# Constitution & Bylaws of the Greater Harrisburg Association of REALTORS<sup>®</sup>, Inc.

Revised February 2022

## Article I - Name

**Section 1. Name.** The name of this organization shall be the Greater Harrisburg Association of REALTORS<sup>®</sup>, Incorporated, hereinafter referred to as the “Association”.

**Section 2. REALTORS<sup>®</sup>.** Inclusion and retention of the Registered Collective Membership Mark 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 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 interests of home and other real property ownership.

**Section 5.** To unite those engaged in the real estate profession in this community with the Pennsylvania Association of REALTORS<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> and 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> is all of Dauphin, Perry and Cumberland counties in Pennsylvania.

**Section 2.** Territorial jurisdiction is defined to mean: The right and duty to control the use of the terms REALTOR<sup>®</sup> and REALTORS<sup>®</sup>, subject to the conditions set forth in these Bylaws and those of the National Association of REALTORS<sup>®</sup>, in return for which the Association agrees to protect and safeguard the property rights of the National Association in the terms.

## Article IV - Membership

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

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

(1.) Individuals holding a real estate license or appraisal certification from the Commonwealth of Pennsylvania 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 Commonwealth of Pennsylvania or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation who are actively engaged in the real estate profession within the Commonwealth of Pennsylvania or a state contiguous thereto shall qualify for REALTOR® Membership only, and each is required to hold REALTOR® Membership (*except as provided in the following paragraph*) in an Association of REALTORS® within the state or a state contiguous thereto unless otherwise qualified for Institute Affiliate Membership as described in Section 1 (b) of Article IV.

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

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

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

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

(5.) **Designated REALTOR® Members.** Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® Member who shall be

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

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

(c) **Affiliate Members.** Affiliate Members shall be real estate owners and other individuals 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 Association and who do not seek to utilize multiple listing services and access to the statistical information maintained by the multiple listing service. Those Affiliate Members who routinely provide services to owners and/or buyers of properties listed with the association's multiple listing service and who require access to properties in connection therewith may be granted lockbox privileges. The Board of Directors, by resolution, may establish fees, terms of use and prerequisites for the grant of these "key" privileges to Affiliate Members.

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

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

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

(g) **REALTOR® Emeritus Members.** REALTOR® Emeritus members shall be individual REALTOR® Members who have held a membership in the Greater Harrisburg Association of REALTORS® as a REALTOR®, for cumulative period of forty (40) years, upon recognition by the National Association of REALTORS®, shall be designated "REALTOR® Emeritus." REALTOR® Emeritus Members shall be liable to pay only that portion of the annual membership dues which is computed on the basis of the number of non-member sales employees and licensed or certified appraisers who are employed by or affiliated with them.

(h) **The President of the Pennsylvania Association of REALTORS®,** during his/her term of office, shall be a full REALTOR® member of the Greater Harrisburg Association of REALTORS® without payment of dues, with the right to act on behalf of and may serve as a Full Voting Delegate of the Association at meetings of the National Association of REALTORS® at

the request of the President of the Greater Harrisburg Association of REALTORS®.

## **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 Association's Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant:

(1.) that applicant agrees as a condition to membership to thoroughly familiarize himself/herself with the Code of Ethics of the National Association of REALTORS®, the Constitutions, Bylaws, and Rules and Regulations of the Greater Harrisburg Association, and the State and National Associations, and if elected a Member, will abide by the Constitutions and Bylaws and Rules and Regulations of the Greater Harrisburg Association, and State and National Associations, and if a REALTOR® Member, will abide by the Code of Ethics of the National Association of REALTORS® including the obligation to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further specified in *the Code of Ethics and Arbitration Manual* of the National Association of REALTORS®, as from time to time amended, and

(2.) that applicant consents that the Association, through its Executive Committee or otherwise, may invite and receive information and comment about the applicant from any Member or other persons, and that applicant agrees that any information and comment furnished to the Association by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the form of application, have access to a copy of the 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 Committee that (s)he is actively engaged in the real estate profession and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the Commonwealth of Pennsylvania or a state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy\*, has no record of official sanctions involving unprofessional conduct\*\*, agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the National Association of REALTORS®, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Executive Committee, and shall agree that if elected to membership, (s)he will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.

\* No recent or pending bankruptcy is intended to mean that the applicant or any real estate firm in which the applicant is a sole proprietor, general partner, corporate officer, or branch office manager, is not involved in any pending bankruptcy or insolvency proceedings or, has

not been adjudged bankrupt in the past three (3) years. If a bankruptcy proceeding as described above exists, membership may not be rejected unless the Association establishes that its interests and those of its members and the public could not be adequately protected by requiring that the bankrupt applicant pay cash in advance for Association fees for up to one (1) year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that an existing member initiates bankruptcy proceedings, the member may be placed on a "cash basis" from the date that bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.

\*\* No record of official sanctions involving unprofessional conduct is intended to mean that the Association may only consider judgments within the past three (3) years of violations of (1) civil rights laws; (2) real estate license laws; (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities, including sanctions imposed by another Association of REALTORS® for violation of the Code of Ethics.

(b) Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of the Association or a Designated REALTOR® Member of another Association (if a secondary member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, shall complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the National Association of REALTORS®, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Membership Committee and shall agree in writing that if elected to membership he will abide by such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics.

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

1. All 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
6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm.

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

### **Section 3. Election to Membership**

The procedure for election to membership shall be as follows:

#### **REALTOR® membership:**

(a) Applicants for REALTOR® membership shall be granted provisional membership immediately upon submission of a completed written application form and remittance of applicable Association dues and a non-refundable application fee. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to subsequent review of the application by the Board of Directors. 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 sixty (60) days from the Association's receipt of the application, membership may, at the discretion of the Board of Directors, be terminated.

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

(c) The Board of Directors may not terminate any provisional membership without providing the provisional member with advance notice, an opportunity to appear before the Board of Directors, 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 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 provisional membership should be terminated, it shall record its reasons with the Secretary. If the Board of Directors believes that termination of provisional membership may become the basis of litigation and a claim of damage by a provisional member, it may specify that termination shall become effective upon entry in a suit by the Board for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the termination violates no rights of the individual.

#### **Membership other than REALTOR® membership:**

An applicant for any class of membership other than REALTOR® Member shall submit a written application to the Executive Committee in which the applicant shall provide evidence that applicant qualifies for the class of membership for which application is made rather than qualifying for membership to the Association as a REALTOR® Member.

### **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 sixty (60) days of the date of application or the first two

(2) offerings of new member orientation (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

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

Effective January 1, 2019, through December 31, 2021, and for successive three-year periods thereafter, each REALTOR<sup>®</sup> member of the Association (with the exception of REALTOR<sup>®</sup> members granted REALTOR<sup>®</sup> Emeritus status by the National Association) shall be required to complete ethics training of not less than two hours and thirty minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR<sup>®</sup> Association, the State Association of REALTORS<sup>®</sup>, or the National Association of REALTORS<sup>®</sup> which meets the learning objectives and minimum criteria established by the National Association of REALTORS<sup>®</sup> from time to time.

REALTOR<sup>®</sup> members who have completed training as a requirement of membership in another Association and REALTOR<sup>®</sup> members who have completed the New Member Code of Ethics orientation during any three-year cycle shall not be required to complete additional ethics training until a new three-year cycle commences.

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

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

(a) A REALTOR<sup>®</sup> who changes the conditions under which (s)he holds membership shall be required to provide written notification to the Association within thirty (30) days). A REALTOR<sup>®</sup> (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<sup>®</sup> principals, may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR<sup>®</sup> (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<sup>®</sup> (principal). If the REALTOR<sup>®</sup> (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which (s)he has transferred within ninety (90) days of the date (s)he advised the Association of the change in status, the new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

A REALTOR<sup>®</sup> who is transferring his/her license from one firm comprised of REALTOR<sup>®</sup> principals to another firm comprised of REALTOR<sup>®</sup> 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 sixty (60) days of the date the Association is advised of the disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the Board of Directors.

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

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

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

## **Article VI - Privileges and Obligations**

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

### **Section 2.**

(a) 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 consistent with these Bylaws, after a hearing as provided in the *Code of Ethics and Arbitration Manual* of the Association. Although Members other than REALTORS<sup>®</sup> 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<sup>®</sup> and conduct their business and professional practices accordingly. Further, Members other than REALTORS<sup>®</sup> may, upon recommendation of the Executive Committee, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR<sup>®</sup> or REALTORS<sup>®</sup>, 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<sup>®</sup>.

(b) 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 act or course of 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 and/or Vice President and one member of the Board of Directors selected by the highest-ranking officer not named in the complaint, upon consultation with legal counsel for the Association. Disciplinary action may include any sanction authorized in the Association's Code of Ethics and Arbitration Manual. If the complaint names the President, President-Elect or Vice President, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest-ranking officer not named in the complaint.

**Section 3.** Any REALTOR<sup>®</sup> Member of the Association may be disciplined by the Board of Directors for violations of the Code of Ethics or other duties of membership, after a hearing as described in the *Code of Ethics and Arbitration Manual* of the Association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup> as set forth in *the Code of*



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

**Section 5.** If a Member resigns from the Association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by this association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all associations to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR<sup>®</sup>, 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<sup>®</sup>.

(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<sup>®</sup>.

**Section 6. REALTOR<sup>®</sup> Members.** REALTOR<sup>®</sup> 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<sup>®</sup> and REALTORS<sup>®</sup>, 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. For purposes of this section, the term “good standing” means the member satisfies the “Obligations of REALTOR<sup>®</sup> Members”, is current with all financial and disciplinary obligations to the association, has completed any new member requirements, and complies with NAR’s trademark rules.

Obligation of REALTOR<sup>®</sup> Members. It shall be the duty and responsibility of every REALTOR<sup>®</sup> member of this association to safeguard and promote the standards, interests, and welfare of the association and the real estate profession, and to protect against conduct that may cause a lack of public confidence in the real estate profession or in REALTORS<sup>®</sup>. REALTOR<sup>®</sup> members also must abide by the governing documents and policies of the association, the State Association, and the National Association of REALTORS<sup>®</sup>, as well as the Code of Ethics of the National Association of REALTORS<sup>®</sup>, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual.

Every REALTOR<sup>®</sup> member shall maintain a high level of integrity and adhere to the association’s membership criteria. Any violent act or threat of violence to person or property, hateful conduct, or acts of moral turpitude impacting the public shall not be tolerated and may be cause for disciplinary action, up to and including termination of membership.

(a) If a REALTOR<sup>®</sup> 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<sup>®</sup> or REALTORS<sup>®</sup> in connection with its business during the period of suspension, or until readmission to REALTOR<sup>®</sup> membership, or unless connection with the firm, partnership or corporation is severed, or management control is relinquished, whichever may apply. The membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member, or until readmission of the disciplined Member or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR<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 to membership, whichever may apply. Removal of an individual from any form or degree of management control must be certified to the Association by the Member who is being suspended or expelled and by the individual who is assuming management control, and the signatures of such certification must be notarized. In the event the suspended or expelled Member is so certified to have relinquished all form or degree of management control of the firm, the membership of other partners, corporate officers, or other individuals affiliated with the firm shall not be affected, and the firm, partnership or corporation may continue to use the 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.

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 terms REALTOR<sup>®</sup> or REALTORS<sup>®</sup> by the firm, partnership or corporation shall not be affected.

(b) In any action taken against a REALTOR<sup>®</sup> Member for suspension or expulsion under Section 6(a) 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 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<sup>®</sup>.

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

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

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

**Section 11. Student Members.** Student Members shall have rights and privileges and be subject

to obligations prescribed by the Association's Board of Directors.

**Section 12. REALTOR® Emeritus Members.** REALTOR® Emeritus Members shall have all of the rights and privileges and be subject to all of the obligations of the REALTOR® members, except the right to hold elective office.

**Section 13. Certification by REALTOR®.** "Designated" REALTOR® Members of the Association shall certify to the Association during the month of September 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. Designated REALTOR® Members shall also notify the Association of any additional individual(s) licensed or certified with the firm(s) within thirty (30) days of the date of affiliation or severance of the individual.

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

**Section 1.** The responsibility of the Association and of its members relating to the enforcement the Code of Ethics, the disciplining of Members, and the arbitration of disputes, and the organization and procedures incident thereto, shall be governed by the *Code of Ethics and Arbitration Manual* of the NATIONAL ASSOCIATION OF REALTORS®, as amended from time to time, which is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

**Section 2.** It shall be the duty and responsibility of every REALTOR® Member of this 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 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 the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended.

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

## **Article VIII - Use of the Terms REALTOR® and REALTORS®**

**Section 1.** Use of the terms REALTOR® 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<sup>®</sup>, 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<sup>®</sup> Members of the Association shall have the privilege of using the terms REALTOR<sup>®</sup> and REALTORS<sup>®</sup> in connection with their places of business within the state or a state contiguous thereto so long as they remain REALTOR<sup>®</sup> Members in good standing. No other class of Members shall have this privilege.

**Section 3.** A REALTOR<sup>®</sup> Member who is a principal of a real estate firm, partnership, or corporation may use the terms REALTOR<sup>®</sup> and REALTORS<sup>®</sup> 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<sup>®</sup> Members of the Association or Institute Affiliate Members as described in Section 1(b) of Article IV.

(a) In the case of a REALTOR<sup>®</sup> 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<sup>®</sup> or REALTORS<sup>®</sup> 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<sup>®</sup> 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<sup>®</sup> membership, the term REALTOR<sup>®</sup> or REALTORS<sup>®</sup> may not be used in any reference to those additional places of business.

**Section 4.** Institute Affiliate Members shall not use the terms REALTOR<sup>®</sup> or REALTORS<sup>®</sup>, nor the imprint of the emblem seal of the National Association of REALTORS<sup>®</sup>.

## **Article IX - State and National Memberships**

**Section 1.** The Association shall be a Member of the National Association of REALTORS<sup>®</sup> and the Pennsylvania Association of REALTORS<sup>®</sup>. By reason of the Association's Membership, each REALTOR<sup>®</sup> Member of the Association shall be entitled to membership in the National Association of REALTORS<sup>®</sup> and the Pennsylvania Association of REALTORS<sup>®</sup> without further payment of dues. The Association shall continue as a Member of the State and National Associations, unless by a majority vote of all of its REALTOR<sup>®</sup> Members, decision is made to withdraw, in which case the State and National Associations shall be notified at least one month in advance of the date designated for the termination of such membership.

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

**Section 3.** The Association adopts the Code of Ethics of the National Association of REALTORS<sup>®</sup> and agrees to enforce the Code among its REALTOR<sup>®</sup> Members. The Association and all of its Members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the National Association and the Pennsylvania Association of REALTORS<sup>®</sup>.

## Article X - Dues and Assessments

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

**Section 2. Dues.** The annual dues of Members, in an amount to be established annually by the Association's Board of Directors, shall be as follows:

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

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

1) 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 or a state contiguous thereto and who, as a principal, is actively engaged in the real estate profession as defined in Article III, Section 1, of the Constitution of the National Association of REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest which is engaged in other aspects of the real estate business provided that such licensee is not otherwise included in the computation of dues payable by the principal, 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®. 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.

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

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

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 association. 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.

(d) **Other categories of membership:** The dues of each of the other categories of membership shall be in such amount as established annually by the Board of Directors.

**Section 3. Dues Payable.** Dues for all REALTOR® members shall be payable annually by the first day of January. Dues 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® membership is dropped for nonpayment of Association dues, and the individual remains with the Designated REALTOR®'S firm, the dues obligation of the Designated REALTOR® (as set forth in Article X, Section 2 (a)) will be increased to reflect the addition of a non-member licensee. Dues are payable within 15 days of the notice of termination of the sales licensee or licensed or certified appraiser.

**Section 4. Nonpayment of Financial Obligations.** If dues, fees, fines, or other assessments including amounts owed to the Association are not paid within one (1) month after the due date, the nonpaying Member is subject to suspension at the discretion of the Board of Directors. Two (2) months after the due date, membership of the nonpaying Member may be terminated at the discretion of the Board of Directors. Three (3) months after the due date, membership of the nonpaying Member shall automatically terminate unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed

amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former Member who has had his membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Association or any of its services, departments, divisions, or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

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

**Section 6. Expenditures.** The Board of Directors shall administer the day-to-day finances of the Association. Capital expenditures in excess of \$50,000.00 may not be made unless authorized by 75% of the Board of Directors.

**Section 7. Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members.** All dues, fees, fines, assessments, or other financial obligations to the Association shall be noticed to the delinquent Association Member in writing setting forth the amount owed and due date.

**Section 8.** The dues of REALTOR® Members who are REALTOR® Emeriti (as recognized by the National Association), past presidents and past treasurers of the National Association, or recipients of the Distinguished Service Award shall be as determined by the Board of Directors.

## **Article XI - Officers and Directors**

**Section 1. Officers.** (a) The officers of the Association shall be a President, a Vice President, and Secretary/Treasurer. They shall be elected for terms of one (1) year. Each candidate for an officer position shall be a REALTOR® Member in good standing with membership in the Association and have a minimum of one year experience as a Member of the Board of Directors within the immediate three (3) year period to be eligible to hold that office.

(b) In the event of the absence or disability of the President, the Vice President shall perform the duties of the President. The Vice President shall act as the representative of the President in such matters as may be assigned to him/her.

**Section 2. Duties of Officers and Directors.** The duties of the Officers shall be as follows:

(a) The President shall be the Chief Elected Officer and shall preside at its meetings and those of the Board of Directors; between the sessions of which (s)he shall represent the Association and act in its name, subject only to its declared policies. The President shall serve as advisor to the staff. (S)he shall appoint all committees unless otherwise directed by the Board of Directors, shall be an ex-officio member of all committees, and shall perform all other duties usual to such office.

(b) The Vice President shall perform the duties of the President in the event of his /her absence or disability and shall perform such other duties as may be enjoined upon her/him by the Board of Directors. In the absence of unforeseen events, (s)he shall succeed to the Presidency. (S)he shall be an ex-officio member of all committees and will serve as an advocate for all committees and the membership at large.

(c) The Secretary/Treasurer shall keep the records and seal of the Association and be

responsible for customary secretarial duties of the office for the Board of Directors, including necessary correspondence with the National Association of REALTORS® and the Pennsylvania Association of REALTORS®. (S)he shall also be the custodian of the funds and securities, as well as the disbursing officer of the Association, and serve as a Chair of the Finance Committee. (S)he shall deposit the funds and securities in such depositories and in such manner as the Board of Directors may designate and direct and shall be relieved of responsibility therefore while they are in the custody of such depository, subject, however, to any liability under his/her surety bond.

Additional 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.

**Section 3. Board of Directors.** The governing body of the Association shall be a Board of Directors consisting of the elected officers, the Immediate Past President, and eleven (11) REALTOR® Members of the Association. Directors shall be elected to serve for terms of two (2) years. No Director shall serve for more than two (2) successive terms. Any Director who has been appointed to fill the remainder of a term of more than a year's duration shall be deemed to have served a full term for purposes of term limitations. Each candidate for a Director position shall be a REALTOR® Member in good standing with membership in the Association and have a minimum of two (2) years membership in the Association to be eligible to hold a Director position.

No more than two (2) REALTORS® from the same real estate firm may serve on the Board of Directors at any one time. If election results would otherwise cause this number to be exceeded, the candidates to be installed as Directors from that firm would be determined by the number of votes received by each candidate. In the event a Director transfers from one real estate firm to another so that this limitation is exceeded, the transferring Director shall be removed from the Board of Directors and the resulting vacancy filled pursuant to these Bylaws.

**Section 4. Election of Officers and Directors.**

(a) At least sixty (60) days before the annual election, individuals wishing to run for directorship, the office of Vice President and Secretary/Treasurer shall submit a completed application to the Association on a form supplied by the Association. A Screening Committee consisting of the three (3) next immediate Past Presidents who are still REALTOR® members and available to serve, and two (2) REALTOR® Members appointed by the President with the approval of the Board of Directors and chaired by the Past President whose term was first, shall meet no later than forty-five (45) days prior to the annual election. The Screening Committee shall determine whether the applicants meet the qualifications for Office or Directorship as are set forth in the preceding sections. The list of eligible candidates as determined by the Screening Committee shall be notified to each Member eligible to vote at least three (3) weeks prior to the election.

(b) The election of Officers and Directors shall take place at the annual meeting and by voting at the main business office of the Greater Harrisburg Association of REALTORS Inc. to take place during regular business hours in the five business days immediately preceding the annual meeting. The Vice President, whose term is expiring, shall by acclamation, be elected to the office of President. Election of the Vice President and Secretary/Treasurer, as well as the election of Directors shall be by acclamation unless there is more than one name to be considered for one or more of the said Officer or Director positions. In such circumstances, election shall be by written ballot and all votes shall be cast in person. The Board of Directors shall designate a time period prior to the business portion of the annual meeting when ballots may be cast. The ballot



shall contain the names of all candidates and the offices for which they are nominated.

(c) The President, with the approval of the Board of Directors, shall appoint an Election Committee of five (5) REALTOR® Members to conduct the election. In case of a tie vote, the issue shall be determined by lot.

**Section 5. Vacancies.** In the event of a vacancy in the office of President, the Vice President shall fill the unexpired term and shall continue to serve as President during the year that he/she would have served in said office had no vacancy occurred. In the event of a vacancy in any of the other offices or on the Board of Directors, the Board of Directors shall elect by a simple majority vote an Officer or Director to fill the unexpired term. Directors or Officers so elected shall continue in office until their successors are elected or qualified.

**Section 6. Removal of Officers and Directors.** In the event that an Officer or Director is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Officer or Director may be removed from office under the following procedure:

(a) A petition 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.

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 Association 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 Members present and voting shall be required for removal from office.

**Section 7. Personal Liability of Officers and Directors.**

**General Rule:** A Director of the Association shall not be personally liable for monetary damages for any action taken or any failure to take any action, except to the extent that exemption from liability for monetary damages is not permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect. The provisions of this Section are intended to exempt the Directors of the Association from liability for monetary damages to the maximum extent permitted under the Pennsylvania Directors' Liability Act (42 Pa. C.S. S8361 et seq.) or under any law now or hereafter in effect.

**Specific Rule Under Directors' Liability Act:** Without limitation of General Rule, above, a Director of the Association shall not be personally liable for monetary damages for any action taken or any failure to take any action unless: 1) the Director has breached or failed to perform the duties of his office under Section 8363 of the Directors' Liability Act, and 2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of the preceding sentence shall not exempt a Director from: a) the responsibility or liability of a Director pursuant to any criminal statute; or b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

**Modification or Repeal:** The provisions of this Section may be modified or repealed in accordance with the procedures for amending the Constitution & Bylaws provided, however, that any such modification or repeal shall not have any effect upon the liability of a Director relating to any action taken, any failure to take any action, or events which occurred prior to the effective date of such modification or repeal.

## **Section 8. Indemnification**

**General Rule:** Subject to the provisions of Section below, the Association shall, to the fullest extent permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect, indemnify any person (and his heirs, executors, and administrators) who was or is a party, witness, or other participant, to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including, without limitations, actions by or in the right of the Association), by reason of the fact that he is or was a Director or Officer of another corporation, partnership, joint venture, trust, or other enterprise, and may, to the fullest extent permitted under the law of the Commonwealth of Pennsylvania as now or hereafter in effect, indemnify any person (and his heirs, executors, and administrators) who was or is a party, witness, or other participant, or is threatened to be made a party, witness, or other participant, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (including, without limitation, actions by or in the name of the Association) by reason of the fact that he is or was an employee or agent of the Association, or is or was serving at the request of the Association as an employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against all expenses (including attorney's fees, court costs, transcript costs, fees of experts and witnesses, travel expenses, and all other similar expenses), judgments, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding.

**Standard of Conduct:** Indemnification shall be provided under General Rule, above, only if it is determined that: a) the person seeking indemnification acted in good faith in a manner he reasonably believed to be in or not opposed to the best interests of the Association; and b) the act or failure to act giving rise to the claim for indemnification does not constitute willful misconduct or recklessness. Notwithstanding the foregoing, no person shall be indemnified in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

**Procedures:** Indemnification under General Rule, above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct set forth in Standard of Conduct, above. All such determinations shall be made by the Board of Directors.

**Advance Payment of Expenses:** Subject to such terms, conditions, and limitations, if any, as the Board of Directors may, in its discretion, determine to be appropriate, the Association shall (in the case of a Director or Officer) and may (in the case of an employee or agent) advance all reasonable expenses (including attorney's fees, court costs, transcript costs, fees of experts and witnesses, travel expenses, and all other similar expenses) reasonably incurred in connection with the defense of or other response to any action, suit, or proceeding referred to in General Rule, above, upon receipt of an undertaking by or on behalf of the person seeking the advance to repay all amounts advanced if it shall ultimately be determined upon final disposition of such action, suit, or proceeding that he is not entitled to be indemnified by the Association under the

provisions of this Article. Notwithstanding the provisions of the preceding sentence, the Association shall not be required to make any advance payment of expenses (or to make any further advance if one or more advances shall have been previously made) in the event that a determination is made by the Board of Directors that the making of an advance or further advance would be inappropriate in the circumstances because there is reason to believe that the person seeking the advantage did not meet the applicable standard of conduct set forth in Standard of Conduct, above.

### **Section 9. Other Appointments or Offices**

(a) **State Directors.** The new President shall annually appoint the number of State Directors to which the Association may be entitled. Four of the State Directors shall be the President, the Past President, the Vice President, the Secretary/Treasurer, unless any of these Officers wish to decline the appointment. Any remaining vacancies shall be appointed by the President, with the approval of the Board of Directors, from all REALTORS® who are members of the Greater Harrisburg Association of REALTORS®.

(b) **The Executive Officer.** There may be an Executive Officer who shall be appointed by the Board of Directors. (S)he shall be chief administrative officer of the Association, subject to the President, and the head of the staff and be charged with its selection. (S)he shall have supervision of the entire staff and shall perform such other duties as may be delegated to him/her by the Board of Directors and/or the President, and all other duties usual to such office. (S)he will serve as an ex-officio member of the Board of Directors. (S)he shall provide a bond in a surety company qualified to do business in the Commonwealth of Pennsylvania, and of such amount as may be determined by the Board of Directors. The cost of such bond shall be paid by the Association.

(c) **Counsel.** The Board of Directors may retain, if they deem it advisable, General Counsel, who shall perform the duties usual to such office. (S)he will serve as an ex-officio member of the Board of Directors.

## **Article XII - Meetings**

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

**Section 2. Meetings of Directors.** The Board of Directors shall designate a regular time and place of meetings. Absence from more than two regular or special meetings shall be construed as resignation. A quorum for the transaction of business for the Board of Directors shall be a simple majority.

Those Members appointed to the State Board of Directors who are absent from two consecutive Pennsylvania Association of REALTOR® Meetings shall automatically be removed from office.

**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 ten (10) % of the Members eligible to vote.

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

**Section 5. Quorum.** A quorum for the transaction of business shall consist of ten (10) % of the Members eligible to vote.

**Section 6. Electronic Technology**

(a) One or more Members or Directors may participate in a meeting of the Members, the Board of Directors or a committee of the Board of Directors by means of conference telephone, videoconference, electronic technology, or such other means by which members not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participation in a meeting pursuant to this subsection shall constitute presence in person at the meeting.

(b) The presence or participation, including voting and taking other action, at a meeting of the Members or a meeting of the Board of Directors, by conference telephone or other electronic means, including without limitation the Internet, shall constitute the presence of, or vote or action by, the Member or Director.

## **Article XIII - Committees**

**Section 1. Standing Committees.** The President shall appoint from among the REALTOR® Members, subject to confirmation by the Board of Directors, the following standing committees:

- Executive
- Finance
- Grievance
- Professional Standards

**Section 2. Executive Committee.** There shall be an Executive Committee that shall consist of the elected Officers of the Association and, in addition, the Past President. The Executive Committee shall meet at the call of the President or the Board of Directors. It shall make recommendations to the Board of Directors, shall transact business of an emergency nature between meetings of the Board of Directors, and shall report such actions in full to the Board of Directors at its next meeting.

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

**Section 4. Organization.** All committees shall be of such size and shall have duties, functions, and powers as assigned by the President or the Board of Directors except as otherwise indicated.

**Section 5. Ex-Officio Members.** The President and Vice President shall be ex-officio members of all standing committees and shall be notified of their meetings.

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

**Section 1.** The fiscal and elective year of the Association shall be January to December.

## **Article XV - Rules of Order and Notice Requirements**

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

**Section 2. Notice Requirements** Whenever any notice is required under these Constitution and Bylaws, it shall be deemed to be sufficient if mailed by first class mail to the last known address of the intended recipient or to the last known e-mail address of the member.

## **Article XVI - Amendments**

**Section 1.** These Bylaws may be amended by the majority vote of the REALTOR<sup>®</sup> 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 NAR policy.

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

**Section 3.** Amendments to these Bylaws affecting the admission or qualification of REALTOR<sup>®</sup> 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 as authorized by the Board of Directors of the National Association of REALTORS<sup>®</sup>.

## **Article XVII - Dissolution**

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