

BYLAWS OF THE ARLINGTON BOARD OF REALTORS®, INC.

ARTICLE I – NAME

Section 1. Name. The name of this organization shall be the Arlington Board of REALTORS®, Incorporated, hereinafter referred to as the “Board” or “ARBOR”.

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.

Section 3. Chapters

(a) A chapter is a sub-group of the Arlington Board of REALTORS® that designates a geographic area that is not under the National Association of REALTORS® jurisdiction of another local association, where the Arlington Board of REALTORS® members in that area have requested a more formal structure within the Arlington Board of REALTORS®. Chapters exist only upon the approval of the Arlington Board of REALTORS® Board of Directors and must adhere to the rules established by the Board of Directors, that may from time to time be amended. Chapter structure representatives are subject to the approval of the Arlington Board of REALTORS® Board of Directors. The Chief Executive Officer (CEO) of the Arlington Board of REALTORS® or his representative, will review the activities of the Chapter to determine that they are in compliance with the Arlington Board of REALTORS® Bylaws and Policies.

(b) Each Chapter may elect officers, abiding by the Arlington Board of REALTORS® requirements for doing so.

(c) Chapters finances will be maintained by the Arlington Board of REALTORS® through its Treasurer and accounting department. Request for funds will be processed the same as funds for any Board event or activity. Further, money may be raised from time to time for the purpose of community service projects. All monies will be accounted for on the financial ledger of the Arlington Board of REALTORS®. In addition, any designee of the chapter, the President, President-Elect, Treasurer, and the CEO of the Arlington Board of REALTORS® will be signatories of the account(s). The bank statements will be delivered to the Arlington Board of REALTORS® offices by the financial institution for reconciliation.

(d) The purpose of the chapter(s) of the Arlington Board of REALTORS® is to foster a sense of community for those members of the Arlington Board of REALTORS® that are engaged in the real estate profession in a ‘unique’ geographic area.

(e) Meetings of the Chapters shall be held as scheduled, but no less than two (2) times annually.

(f) An Arlington Board of REALTORS® member from each Chapter will be appointed to the Board of Directors by members of that Chapter and serve as a member of the Arlington Board of REALTORS® Board of Directors. This appointment will be per the Arlington Board of REALTORS® merger agreement.

(g) The Board of Directors Representative(s) will regularly attend Arlington Board of Directors meetings and update the chapter members.

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 Texas 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 ASSOCIATION OF REALTORS®, REALTOR®, and REALTORS® as licensed, prescribed, and controlled by the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE III – JURISDICTION

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Section 1. The territorial jurisdiction of the Board as a Member of the NATIONAL ASSOCIATION OF REALTORS® is: ELLIS AND HILL Counties and beginning with the southeast corner of Tarrant County, Texas, thence west along the south county line of Tarrant County, Texas to its intersection with the city limits of the City of Mansfield;

thence northerly and westerly along the meandering of the northeastern boundaries of the City of Mansfield to its intersection with U S I-Highway 287; thence northerly following U S Highway 287 to its intersection with the Kennedale-Sublett (2056) Road which continues westerly to the most easterly city limit line of Kennedale, Texas, thence north and west along the Kennedale city limit lines to its intersection with County Road 2013 (also known as the Little School Road); thence northerly along said Road 2013 to its intersection with County Road 2071 (also known as Collett-Little Road); thence west along said Road 2071 to the western city limit of Arlington, Texas; thence northeasterly along the city limit of Arlington, Texas to its intersection with Interstate Hwy 30 (also known as the old Dallas/Ft Worth Turnpike)- thence easterly along Interstate Hwy 30 to its intersection with the Bedford-Arlington Road to its intersection with the Chicago Rock Island and Pacific Railroad track; thence along said railroad track easterly and northerly to the railroad track's intersection with east county line of Tarrant County, Texas; thence due south along said county line of Tarrant County, Texas, including all territory assigned to the Arlington Board of REALTORS® by the NATIONAL ASSOCIATION OF REALTORS® on November 10, 1963, except the territory lying within the city limits of Grand Prairie, Texas, to the place of beginning.

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

ARTICLE IV – MEMBERSHIP

Section 1. The classes of Members are 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 Texas 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 an association of

REALTORS® within the state or a state contiguous thereto unless otherwise qualified for Institute Affiliate Membership.

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 office 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.

~~(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.

(3) Franchise REALTOR® Members. Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions, and the commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR Constitution and Bylaws. Such individual shall enjoy all the rights privileges and obligations of REALTOR® membership, including compliance with the Code of Ethics (except: obligations related to association mandated education, meeting attendance, or indoctrination classes or other similar requirement); 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 the 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 membership. 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 (or to mediate if required by the association) pursuant to Article 17 of the Code of Ethics and the payment of association dues. 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.

(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

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membership in such Institute, Society or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold a REALTOR®, or REALTOR - ASSOCIATE® membership, subject to payment of applicable dues for such membership.

(c) Privileges of REALTOR® Members.

REALTOR® members, whether primary or secondary, in good standing are entitled to vote and to hold elective office in the association and may use the

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

(d) Obligations of REALTOR® Members.

It shall be the duty and responsibility of every REALTOR® 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®. REALTORS® members also must abide by the governing documents and policies of the association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®, as well as 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 in accordance with the procedures set forth in the Code of Ethics and Arbitration manual.

Alternate Section 2 for associations that require members to mediate otherwise-arbitrable disputes.

It shall be the duty and responsibility of every REALTOR® 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®. REALTORS® members also must abide by the governing documents and policies of the association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®, as well as the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to mediate and arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual.

(e) 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.

(f) 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.

(g) 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.

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

(i) Meritorious Tenure Life-Time Members. Meritorious Tenure Life-Time Members shall be individuals no longer engaged in the real estate business who, having chosen a career in the real estate industry, have so conducted their business that the image reflected by them has been in keeping with the high standards set forth in the Code of Ethics. The recipients shall have been actively engaged in the real estate industry for a minimum of ten years. These Members will be nominated to and approved by the Board of Directors.

(j) The current elected officers of the Texas Association of REALTORS® shall be a member in good standing without further payment of dues. At the direction of ARBOR, one of the current elected officers of the Texas Association of REALTORS® may be the delegate who casts the vote for ARBOR at the Annual Meeting of the National Association of REALTORS®. In accordance with the Texas Association bylaws, the elected officers of the Texas Association are the Chairman of the Board, Chairman Elect and Secretary/Treasurer.

ARTICLE V - QUALIFICATION AND ELECTION

Section 1. Application.

An application for membership shall be made in such manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to membership to thoroughly familiarize himself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitutions, Bylaws, and Rules and Regulations of the Board, the State and National Associations, and if elected a Member, will abide by the Constitutions and Bylaws and Rules and Regulations of the Board, State and National Associations, and if a REALTOR® Member will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® including the obligation to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further

specified in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended, and (2) that applicant consents that the Board may invite and receive information and comment about applicant from any Member or other persons, and that applicant agrees that any information and comment furnished to the Board by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the form of application, have access to a copy of the Bylaws, Constitution, Rules and Regulations, and Code of Ethics referred to above.

Section 2. Qualification.

(a) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Board or otherwise that he is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy*, has no record of official sanctions involving unprofessional conduct**, agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of the Board, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required, and shall agree that if elected to membership, 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 Board 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 Board and MLS 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 Board 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.

(b) Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of the Board or a Designated REALTOR® Member of another Board (if a secondary member) and must maintain a current, valid Texas real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, shall complete a course of instruction covering the Bylaws and Rules and Regulations of the Board, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required 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 Board 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 this or any other REALTOR association within the past the (3) years.
2. Pending ethics complaints or hearings.
3. Unsatisfied discipline pending.
4. Pending arbitration requests (or hearings).
5. Unpaid arbitration awards on unpaid financial obligations to any other REALTOR® association or associations.
6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm.

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

“Note 2: 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.”

Section 3. Election. The procedure for election to membership shall be as follows:

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(a) The CEO (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership. If the association has adopted provisional membership, applicants for REALTOR® membership may be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to final review of the application by the Board of Directors.

(b) If the Board of Directors determines that the individual does not meet all of the qualifications for membership as established in the association's Bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of a mandatory orientation program) within 75 days from the association's receipt of their application, membership may, at the discretion of the board of directors,

be terminated. The board of directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the board of directors, he/she shall be declared elected to membership and shall be advised by written notice.

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

(d) If the Board of Directors determines that the application should be rejected, it shall record its reasons with the chief staff executive (or duly authorized designee). If the Board of Directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant. (Adopted 1/98, Amended 1/05, Amended 1/17)

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 75 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.

Section 5. Continuing REALTOR® Code of Ethics Training.

Effective January 1, 2019, through December 31, 2021 and for successive three year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State Association of REALTORS®, or the NATIONAL ASSOCIATION OF REALTORS®, 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 three year cycle shall not be required to complete additional ethics training until a new three year

cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any 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 or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated. (Adopted 1/01, Amended 11/08, Amended 11/14, Amended 5/16, Amended 1/20)

(a) Discipline of REALTOR®

Any REALTOR® member of the association may be disciplined by the board of directors for violations of the Code of Ethics or other duties of membership, after a hearing as described in the Code of Ethics and Arbitration Manual of the association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the Code of Ethics and Arbitration Manual of the National Association.

(b) Enforcement of the Code

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

Section 6. Status Changes.

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(a) REALTORS® who change the conditions under which they hold membership shall be required to provide written notification to the Board within 30 days. A REALTOR® (non-principal) who becomes a principal in the firm with which he has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) Members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within 60 days of the date they advised the Board of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

A REALTOR® who is transferring their license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all of the privileges and obligations of membership during the period of transition. If the

transfer is not completed within 30 days of the date the Board is advised of the disaffiliation with the current firm, membership will be terminated automatically unless otherwise so directed by the Board of Directors.

(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 date of application 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. Any Member of the Board may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of the 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 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 term REALTOR® or REALTORS® and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and

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purposes of the local Board, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

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

Section 4. Resignations of Members shall become effective when received in writing by the Board of Directors. If any Member submitting the resignation is indebted to the Board for dues, fees, fines, or other assessments of the Board or any of its services, departments, divisions, or subsidiaries, the Board may condition the right of the resigning Member to reapply for membership or receive a Letter of Good Standing 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 Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethic respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®.

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

Section 6. 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 of REALTORS®. Members whether primary or secondary may use the terms REALTOR® and REALTORS®, which use shall be subject to the provisions of Article VIII; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Board and the real estate profession.

(a) If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership, or an officer in a corporation, and is suspended or expelled, the firm, partnership or corporation shall not use the terms REALTOR® or REALTORS® in

connection with its business during the period of suspension, or until readmission to REALTOR® membership, or unless connection with the firm, partnership or corporation is severed, or management control is relinquished, whichever may apply. The membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member, or until readmission of the disciplined Member or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR® who is suspended or expelled removes himself from any form or degree of management control of the firm for the term of the suspension or until readmission to membership, whichever may apply. Removal of an individual from any form or degree of management control must be certified to the Board by the Member who is being suspended or expelled and by the individual who is assuming management control, and the signatures of such certification must be notarized. In the event the suspended or expelled Member is so certified to have relinquished all form or degree of management control of the firm, the membership of other partners, corporate officers, or other individuals affiliated with the firm shall not be affected, and the firm, partnership or corporation may continue to use the terms REALTOR® and REALTORS® in connection with its business during the period of suspension. The foregoing is not intended to preclude a suspended or expelled Member from functioning as an employee or independent contractor, providing

no management control is exercised. Further, the membership of REALTORS® other than principals who are employed or affiliated as independent contractors with the disciplined Member shall suspend or terminate during the period of suspension of the disciplined Member or until readmission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, or management control is relinquished, or unless the REALTOR® Member (non-principal) elects to sever his connection with the REALTOR®, and affiliate with another REALTOR® Member in good standing in the Board, whichever may apply. If a REALTOR® Member other than a sole proprietor in a firm, partner in a partnership, or an officer of a corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

(b) In any action taken against a REALTOR® Member for suspension or expulsion under Section 6 (a) hereof, notice of such action shall be given to all REALTORS® employed by or affiliated as independent contractors with such REALTOR® Member and they shall be advised that the provisions in Article VI, Section 6(a) shall apply.

Section 7. Institute Affiliate Members. Institute Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®. No Institute Affiliate Member may be granted the right to use the term REALTOR®, or the REALTOR® logo; to serve as President of the Board; or to be a Participant in the Multiple Listing Service.

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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. Meritorious Members. Meritorious shall confer only the right to attend meetings and participate in discussions.

Section 12. Student Members. Student Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 13. Certification by REALTOR®. Designated REALTOR® Members of the Board shall certify to the Board during the month of January, a complete listing of all individuals licensed or certified in the REALTORS® 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 REALTORS® office(s) and if Designated REALTOR® dues have been paid to another Board based on said non

member licensees; the Designated REALTOR® shall identify the Board to which dues have been remitted. These declarations shall be used for purpose 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.

ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION

Section 1. The responsibility of the Board and of Board Members relating to the enforcement of the Code of Ethics, the disciplining of Members, and the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as 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 the Rules and Regulations of the Board, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this Board as from time to time amended.

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

ARTICLE VIII - USE OF THE TERMS REALTOR® AND REALTORS®

REALTOR® Trademark – Inclusion and retention of the Registered Collective Membership Mark REALTORS® in the name of the association shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® as from time to time amended.

Section 1. Use of the terms REALTOR® and REALTORS® by Members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® and to the Rules and Regulations prescribed by its Board of Directors. The association shall have the authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS® use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the association's Code of Ethics and Arbitration Manual. (Amended 06/2006)

Section 2. REALTOR® Members of the association shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their places of business within the state or a state contiguous thereto so long as they remain REALTOR® Members in good standing. No other class of Members shall have this privilege.

Section 3. A REALTOR® principal member 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 or Institute Affiliate Members.

(a) In the case of a REALTOR® principal member 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 holds REALTOR® membership. If a firm, partnership, or corporation operates additional places of business in which no principal holds REALTOR® membership, the term REALTOR® or REALTORS® may not be used in any reference to those additional places of business.

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

ARTICLE IX - STATE AND NATIONAL MEMBERSHIPS

Section 1. The association shall be a Member of the NATIONAL ASSOCIATION OF REALTORS® and the Texas 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 Texas Association of REALTORS® without further payment of dues. The association shall continue as a Member of the State and National Associations, unless by a majority vote of all of its REALTOR® members a decision is made to withdraw, in which case the State and National Associations shall be notified at least one month in advance of the date designated for the termination of such membership.

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

Section 3. The ~~Board~~ association adopts the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and agrees to enforce the Code among its REALTOR® Members. The association and all of its members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the NATIONAL ASSOCIATION OF REALTORS®.

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, which 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 shall be as follows:

(a) Designated REALTOR® Members' Dues. The annual dues of each Designated REALTOR® Member shall be in such amount as established annually by the Board of Directors, plus ~~a number~~ 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 state or a state contiguous thereto or Institute Affiliate Members of the association. In calculating the dues payable

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to the association by a Designated REALTOR® Member, non-member licensees as defined in Section 2 (a) (1) and (2) of this paragraph shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on said non member licensees in another association in the state or a state contiguous thereto, provided the Designated REALTOR® notifies the association 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 association.

(1) For purposes 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 1, of the Constitution of the NATIONAL ASSOCIATION OF REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR® or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business (except as provided for in Section 2 (a) (1) hereof provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner, or corporate officer, or branch office manager of the entity.

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, consulting, 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® 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.

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

(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

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Affiliate members \$105 The National Association shall credit \$35 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 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 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. (Amended 11/2013)

(d) Dues for Other Classes of Members. The dues of other classes of membership shall be determined by the Board of Directors.

(e) A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, renting, managing, counseling or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this Section and shall not be included in calculating the annual dues of the Designated REALTOR®. Designated REALTORS® shall notify the Board within three (3) days of any change in status on licensee in a referral firm.

Section 3. Assessments. Should it become necessary to assess the membership due to the legal and financial obligations of the Board, each REALTOR® member shall pay a special assessment, in such amount as established by the Board of Directors and

approved by the general membership. The Designated REALTOR® Member shall be assessed an amount established by the Board of Directors, plus an amount equal to such established special assessment times the number of salespersons employed by or affiliated as independent contractors with the Principal REALTOR®. The designated REALTOR® shall be required to pay that portion of the assessment which is computed on the basis of the real estate salespersons employed by or affiliated as independent contractors with such firm, partnership, sole proprietor, or corporation as determined by the REALTOR® membership.

Section 4. Application Fee for New Office. An application fee may be assessed to the Designated REALTOR® Member of new offices in addition to the regular dues at the time of application. The fee shall be set by the Board of Directors. Any Designated REALTOR® having resigned/terminated from the Board who wishes to reopen an office shall reapply by filing an application for membership and paying the appropriate fees.

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Section 5. Transfer Fee for Salesperson/Independent Contractors. A transfer fee shall be assessed to the new Designated REALTOR® Member of any salesperson/independent contractor transferring from one Designated REALTOR® to another. The transfer fee shall be set by the Board of Directors.

Section 6. Dues Payable. Dues for all Members shall be payable annually in advance on the first day of September. Dues for new members shall be computed from the beginning of the month 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 Board 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 shall be calculated from the first day of the current fiscal year and are payable within 30 days of the notice of termination.

Section 7. Nonpayment of Financial Obligations. If dues, fees, fines, or other assessments including amounts owed to the Board or the Board's Multiple Listing Service are not paid within one (1) month after the due date, the nonpaying Member is subject to suspension at the discretion of the Board of Directors. Two (2) months after the due date, membership of the nonpaying Member may be terminated at the discretion of the Board of Directors. Three (3) months after the due date, membership of the nonpaying Member shall automatically terminate unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former Member who has had his membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Board or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

Section 8. Deposit. All monies received by the Board for any purpose shall be deposited to the credit of the Board in a financial institution or institutions selected by resolution of the Board of Directors.

Section 9. Expenditures. The Board of Directors shall administer the day-to-day finances of the Board. Capital expenditures in excess of ten per cent (10%) of the available cash on hand (cash on hand shall be the sum of all demand and time deposits) must be authorized by a majority vote of the members qualified to vote at any meeting which a quorum is present, as described in Article XII, Section 6, provided the substance of such expenditure(s) is plainly stated in the call for the meeting. Ballots shall be cast in accordance with Article XVI, Section 2. Notice of all meetings at which expenditures are to be considered shall be emailed and/or mailed to every member eligible to vote at least one (1) week prior to the date absentee balloting begins.

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Section 10. Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members. All dues, fees, fines, assessments, or other financial obligations to the Board or Board Multiple Listing Service shall be noticed to the delinquent Board Member in writing setting forth the amount owed and due date.

Section 11. The dues of REALTOR® Members who are REALTOR® Emeritus (as recognized by the NATIONAL ASSOCIATION OF REALTORS®), Past Presidents and Past Treasurers of the NATIONAL ASSOCIATION OF REALTORS® or recipients of the Distinguished Service Award shall be as determined by the Board of Directors (Amended 11/2013)

NOTE: A Member Board's dues obligation to the National Association is reduced by an amount equal to the amount which the association is assessed for a REALTOR® member, times the number of REALTOR® Emeriti (as recognized by the National Association), past presidents and past treasurers of the National Association, and recipients of the Distinguished Service Award of the National Association who are REALTOR® members of the association. The dues obligation of such individuals to the local association should be reduced to reflect the reduction in the association's dues obligation to the National Association. The association may, at its option, choose to have no dues requirement for such individuals except as may be required to meet the association's obligation to the State Association with respect to such individuals. Member Boards should determine whether the dues payable by the association to the State Association are reduced with respect to such individuals. It should be noted that this does not affect a "designated" REALTOR®'s dues obligation to the association with respect to those licensees employed by or affiliated with the "designated" REALTOR® who are not members of the local association. (Amended 11/2013)

ARTICLE XI - OFFICERS AND DIRECTORS

Section 1. Officers,

(a) Organization. The organization of Officers in the Board shall be President,

President-Elect, and Secretary/Treasurer. Each shall be elected for a term of one year. All of said Officers shall be members of the Board of Directors for the ensuing year.

(b) Tenure. Each Officer shall hold office until his successor shall have been duly elected or until his death or resignation except that absence from four (4) regularly scheduled Board of Directors meetings during a calendar year shall terminate the Officer's tenure. An incumbent Officer shall not succeed himself except as specifically set forth herein. (Amended 12/20)

(c) Qualifications.

(1) President. He must be a REALTOR® Member in good standing who has served as President-Elect the year immediately preceding his term in office.

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Should the President not complete his tenure for any reason, the President-Elect shall serve the remainder of the tenure.

(2) President-Elect. He must be a REALTOR® Member in good standing for two years immediately preceding his respective term in office and must have previously served a minimum of two (2) years or will complete two (2) years' service prior to taking office, as a voting member of the Board of Directors. The President-Elect shall accept the nomination to office with the understanding that should he be elected; he will assume the office and duties of President the following year. Should the President-Elect be required to serve out a portion of the incumbent President's term, the President-Elect will also fulfill his rightful term as President without petition for that office.

Should the President-Elect not complete his tenure for any reason, other than ascension to President, the Secretary-Treasurer shall serve the remainder of the tenure and shall ascend to the office of President the following year. If the President-Elect, by ascension, does not elect to succeed to President, then the Board of Directors may, by a majority vote of its members appoint the current President to serve a second term. If the Board of Directors does not vote to extend the term of the President, or if the current President does not elect to serve a second term, the Nominating Committee shall present not more than three (3) names of eligible members to the Board of Directors for consideration to fill the vacancy of President, which shall be determined by a majority vote of the Board of Directors.(Amended 12/20)

Should the Secretary/Treasurer ascend to the President-Elect due to the President-Elect becoming President, the Secretary-Treasurer who ascended to President-Elect may be challenged for President-Elect position by petition from the membership.

(3) Secretary-Treasurer. He must be a REALTOR® Member in good standing for two years immediately preceding his term in office and must have previously served, a minimum of two (2) years or will complete two (2) years' service prior to taking office, as a voting member of the Board of Directors. Should the Secretary-Treasurer not complete his tenure for any reason, the President of the Board

shall appoint a replacement subject to Board of Directors approval to complete his tenure.

(d) 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. It shall be the particular duty of the CEO to keep the records of the Board and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the Texas Association of REALTORS®.

Section 2. Board of Directors.

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(a) Organization. The governing body of the Board shall be a Board of Directors consisting of the elected officers, the immediate past President, Texas Association of REALTORS® and NATIONAL ASSOCIATION OF REALTORS® Officers or Directors that are ARBOR Primary Members, ARBOR appointed NTREIS Directors, and 15 REALTOR® Members of the Board all of whom are eligible to vote. Directors shall be elected by place, which shall be represented by assigned numbers. As many directors shall be elected each year as are required to fill vacancies.

(b) Tenure. Directors shall be elected to serve for terms of three fiscal years (as defined in Article XIV). The terms will be staggered so that one-third of the 15 elected positions will rotate off the Board each year. Each Director shall hold office until his successor shall have been duly elected or until his death or resignation, except that absence from four (4) regularly scheduled meetings of the Board of Directors during a calendar year shall terminate the Director's tenure and a new Director shall be appointed by the President of the Board subject to Board of Directors' approval to serve the unexpired term. Any individual shall not succeed themselves on the Board of Directors as a Director, following the expiration of his elected term.

(c) Qualifications. Each Director, prior to his nomination, shall have been a REALTOR® Member in good standing for two (2) calendar years immediately preceding their term in office and have demonstrated an interest in Board activities through a minimum of two (2) years service on committees or task forces of a REALTOR® Board, one of which must be the Arlington Board of REALTORS®. Service on the Texas Association of REALTOR® Professional Standards Committee or the ARBOR Community Service Foundation is considered service on an Arlington Board of REALTOR® committee. There shall be no more than two (2) Directors from any principal brokerage for Director Place 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 13, or 14. There shall be no more than two "At Large" Directors from any principal brokerage for "At Large" Director Places 11, 12, and 15. (i.e., There will be no more than a total of four directors from any principal brokerage in Places 1 through 15) Places 1,3,5,7,9, and 13, shall be designated for Designated REALTORS® or managers of member firms. Places 2,4,6,8, 10, and 14 may be filled by qualified REALTOR® members of the Board. Places 11, 12, and 15 shall be "At large" places on the Board of Directors. "At Large" places shall be filled by any qualified REALTOR® Member of the Board. No elected or appointed Director shall be required to resign because of transfer or merger. The Texas Association of REALTORS® and NATIONAL ASSOCIATION OF REALTORS® Officers or Directors, and ARBOR appointed NTREIS Directors must be primary members of the

Arlington Board of REALTORS® to have voting rights on the ARBOR Board of Directors.

(d) Duties. The Board of Directors as the governing body of the Board shall have general supervision over its activities and business affairs, provided such general powers shall be exercised to further the objectives of the Board. A quorum of the Board of Directors consists of a simple majority of the Directors. Each member of the Board of Directors shall be notified of all regular and special meetings; and, whenever practicable, be advised in advance of the matters to be considered. The Board of

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Directors shall have the power to censure, place on probation, suspend or expel any Member who fails to observe the Rules and Regulations of the Board; provided, however, that such Members shall first have been given an opportunity for a fair hearing before the Board of Directors or a committee appointed for this purpose. The Board of Directors shall have authority, through its Secretary/Treasurer or CEO Officer, to collect such dues and assessments as are established. An annual budget shall be adopted by the Directors not later than the third regular Directors' meeting of the fiscal year. The expenditures shall, insofar as practicable, be made in accordance therewith. All finances and property of the Board shall be the charge of the Directors, who shall designate a depository for Board funds and may make such investments as are deemed advisable. The Board of Directors may employ an executive officer or officers who shall have such titles as may be assigned and who shall have such duties and powers as the Directors may prescribe. The Directors may also retain legal counsel and employ such other persons as are necessary to the proper conduct of the Board's business. The Board of Directors shall designate an address as the official headquarters and office for the Board. All contracts or other instruments obligating or binding the Board in any manner shall be signed by the CEO and in his absence the President of the Board and attested by the Corporate Secretary after approval thereof by the Board of Directors. No Director or Officer, individually, shall have the authority to bind the Board to debts in any manner, or to make contracts or other obligations, oral or written.

Section 3. Nomination Procedure.

(a) Nominating Committee. Each May, a nominating committee shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall be composed of a chairman which is the most recent immediate Past President of the Board capable of serving, plus nine (9) REALTOR® members. Not more than one REALTOR® Member from any principal brokerage shall serve on the nominating Committee. No member of the Nominating Committee shall be eligible to be placed in nomination for Officer or Director Place.

(b) Nominating Procedure. Upon instruction from the Nominating Committee, the CEO shall solicit written recommendations from the REALTOR® Membership for nominees for the Officer and Director Places, informing the membership of the number necessary and qualifications for election. All recommendations must be in writing and must be received in the Board office not later than July 1st of each year. These recommendations shall be delivered to the membership of the Nominating Committee at its first meeting. The Committee shall deliver its list of nominees to the CEO not later

than July 20th. They shall nominate one (1) Officer and one (1) Director for each vacancy. (Amended 10/03)

(c) Notice. The CEO shall post in the Board office and shall cause a list of said nominees to be published in the ARBOR Newsletter and emailed to each REALTOR® Member, where an email address is available, not later than July 30th.

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(d) Nominations from the Membership. After notification to the REALTOR® Members of the list of nominees, additional nominations for qualified REALTOR® Members may be made to the CEO no later than September 1st of each year. Except that: When the maximum allowable number of director-candidates [as defined in Article XI, Section 2 (c)] is met, as determined by date of receipt of nomination, no more nominations from that Principal Brokerage will be qualified to be placed on the ballot. The President-Elect shall automatically ascend to the office of President, thus requiring no nominations from the REALTOR® Members for the office of President. Nominations from the REALTOR® Members for Officer positions shall be in writing and signed by not less than fifty (50) REALTOR® Members. Each nomination from the REALTOR® Members for Director places shall be in writing and signed by not less than fifty (50) REALTOR® Members. There shall be no nominations except as provided herein. The CEO shall send notice of such additional nominations to all Members eligible to vote before the election.

Section 4. General Election.

(a) Voting Procedure. At the annual meeting of the Board (as defined in Article XII, Section 1) and a quorum (as defined in Article XII, Section 6) being present, each REALTOR® Member eligible to vote shall receive a ballot, which shall specify the nominees for each Office and each Director Place to be filled. Prior to adjournment, the President shall appoint from the REALTOR® Membership an election committee. The Committee shall collect and canvass the ballots and shall tabulate the votes received by each nominee and certify the tabulation as correct over the signature of each Committee Member. The original shall be delivered to the Chairman and the CEO shall file the original for a period of six (6) months. Nominees receiving a majority of the votes shall be declared as elected and shall be promptly notified. A list of the elected Officers and Directors shall be posted in the Board office and the REALTOR® Membership shall be notified.

(b) Ballots. Election shall be by secret ballot and all votes must be cast in person, either at the annual meeting or by absentee ballots which may be cast at the Board office, beginning ten (10) working days (Monday through Friday) prior to and up until 5:00 p.m. on the day prior to the election.

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

(d) Failure to Receive a Majority. Any Officer or Place failing to receive a majority of votes shall be elected by the following procedure: Whenever the Election Committee shall have determined that a majority has not been received by a nominee; they shall determine those two (2) nominees having received the highest number of votes and shall deliver these names to the Chairman. A special election shall be held no later than 10 working days following the annual election where a special election shall be held with absentee balloting beginning 5 working days prior to and up until 5:00 p.m. on the day

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prior to the election. The election procedure shall be the same as set forth in Article XI, Section 4 (a) and (b).

(e) Equal Votes. Whenever the Election Committee shall have determined that two (2) nominees have received the same number of votes, the Chairman shall inform the two (2) nominees and the winner shall be determined by lot between the nominees.

(f) No Contest. In the event there is not a contest for an Officer or Director Place, then following the annual election, the REALTOR® Member nominee shall be declared elected by official acclamation by the REALTOR® Membership.

(g) If for any reason a nominee withdraws or becomes disqualified to serve, their name shall remain on the ballot. The vacancies shall be filled in accordance with Article XI, Section (1) (c) for officers or Article XI, Section 2, (b) for Directors. **Section 5. Vacancies.**

Vacancies among the Officers and the Board of Directors shall be filled by appointment by the President, subject to approval by the Board of Directors until the next annual election.

Section 6. Removal of Officers and Directors.

(a) 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 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 the voting membership of the Board of 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 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) working 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 Members. Provided a

quorum is present, a three-fourths vote of Members present and voting shall be required for removal from office.

Section 7. TAR Directors. TAR Directors shall be appointed by the President, subject to approval by the Board of Directors, for a period of three (3) years. They shall attend

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State meetings. and shall represent the wishes of the Board. They shall attend the meetings of the Arlington Board of REALTORS®'s Directors as voting members.

Section 8. TAR/NAR Officers. ARBOR primary members who have been elected by the Texas Association of REALTORS® or the NATIONAL ASSOCIATION OF REALTORS® to serve as TAR and/or NAR Officers, shall serve as a member of the Board of Directors during their term of office with TAR and/or NAR. TAR/NAR Officers absence(s) from Board of Directors Meetings will be excused when attending TAR and/or NAR meetings/events in their official capacity.

Section 9. Arlington Board of REALTORS® NAR Director. The President of the Board shall serve as ARBOR's NAR Director during his tenure as President.

Section 10. Executive Staff, The Board shall employ a salaried CEO who shall have the title of CEO. He shall manage and direct the activities of the Board subject to the policies of the Board of Directors and through the office of the President. The CEO shall employ and may terminate the employment of the staff necessary to carry on the work of the Board and fix their compensation within the approved budget. The CEO shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Board. He shall maintain all records of the Corporation and administer the budget. He shall be the principal liaison officer with other local real estate Boards, State Association of REALTORS® and NATIONAL ASSOCIATION OF REALTORS®. The CEO shall serve without vote as an ex-officer member of the Executive Committee and Board of Directors. The CEO may serve under written contract provided the contract term does not exceed seven (7) years.

ARTICLE XII – MEETINGS

Section 1. Annual Meetings. The annual Membership meeting of the Board shall be held during October of 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.

Section 3. Other Meetings. Meetings of the Membership may be held at other times as the President of 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. Written or emailed 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.

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Section 5. Meetings by Email. In special cases when “time is of the essence” (Example: Election Endorsements) the Board of Directors may use a fax/email voting for deciding issues. The email must clearly state the issue(s) being voted on and each issue shall be voted separately. Each voting member shall return his response via email by the close of business on the 3rd day after delivery. To approve any motion, a quorum of votes must be received, and the vote must be unanimous.

Section 6. Quorum. A quorum for the transaction of business at any properly called or scheduled meetings of the Executive Committee and Board of Directors shall consist of 51 % of the members eligible to vote. A quorum for standing committees, appointed committees, task forces, and general or special Membership meetings shall consist of a majority of those attending the meeting who are qualified to vote.

ARTICLE XIII – COMMITTEES

Section 1. Committees. The President shall make appointments to Committees or Task Forces from among the REALTOR® Members, Affiliate, Institute, Affiliate, and Public Service Members. (Amended 10/03)

Section 2. 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 provided in these Bylaws. The Chairman of each committee shall be appointed by the President of the Board subject to confirmation by the Board of Directors.

Section 3. Attendance of Meetings. Unexcused absence from four (4) meetings in a calendar year shall be construed as resignation there from. Excused absences will not be allowed on Budget and Finance, Executive, and MLS Committees. Absences from all other committees may be excused by the Committee Chairman.

Section 4. Removal of Committee Chairman. In the event that a Committee Chairman is deemed incapable of fulfilling the duties as Committee Chairman, the President of the Board shall have the authority to remove said Committee Chairman from Office, subject to approval of the Board of Directors. The Committee Chairman shall be notified and may appear before said body prior to the vote.

Section 5. Ex-officio Members. The President, President-Elect, Secretary-Treasurer, or Director-designee of the President shall be an ex-officio member of all standing committees, except the Nominating Committee, and shall be notified of their meetings.

ARTICLE XIV - FISCAL AND ELECTIVE YEAR

The fiscal year of the Board shall be the calendar year.
The elective year of the Board shall be the calendar year.

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ARTICLE XV - RULES OF ORDER

Robert's Rules of Order. 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 the majority vote of the 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. Ballots. Ballots must be cast in person, either at the meeting or by absentee ballots, which may be cast at the Board office, beginning ten (10) days, Monday through Friday, prior to the meeting and up to 5:00 p.m. on the day before the meeting.

Section 3. Notice. Notice of all meetings at which amendments are to be considered, shall be mailed or emailed to every member eligible to vote at least one (1) week prior to the date absentee balloting begins.

Section 4. Amendments. 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

Upon the dissolution of this Board, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Texas Association of REALTORS[®] or, at the discretion of the Board of Directors, 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[®], the Rules and Regulations of North Texas Real Estate Information

Systems, Inc., and the Arlington Board of REALTORS® Operations Manual as adopted by ARBOR.

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's agents, or in other agency or non-agency capacities defined by law) by which cooperation among participants is enhanced; 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 Participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as procuring cause of the sale (or lease).

Section 3. Participation. Any REALTOR® Member of this or any other Board who is a principal, partner, or corporate officer, or branch manager acting on behalf of the principal, without further qualification, except as otherwise stipulated in these bylaws, shall be eligible to participate in Multiple Listing upon agreeing in writing to conform to the Rules and Regulations thereof and to pay the costs incidental thereto. However, under no circumstances is any individual or firm, regardless of membership status, entitled to Multiple Listing Service "Membership" or "Participation" unless they hold a current, valid real estate broker's license, is actively engaged in the real estate profession and is capable of offering and OR accepting compensation to and from other Participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by a Board Multiple Listing Service is strictly limited to the activities authorized under a Participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey "Participation" or "Membership" or any right of access to information developed or published by a Board Multiple Listing Service where access to such information is prohibited by law. (Amended 11/08)

Mere possession of a broker's license is not sufficient to qualify for MLS participation.

Rather, the requirement that an individual or firm offers or accepts cooperation and compensation means that the participant actively endeavors during the operation of its real estate business to list real property of the type listed on the MLS and/or to accept offers of cooperation and compensation made by listing brokers or agents in the MLS.

"Actively" means on a continual and ongoing basis during the operation of the participant's real estate business. The "actively" requirement is not intended to preclude MLS participation by a participant or potential participant that operates a real estate business on a part-time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny MLS participation to a participant or potential participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit an MLS to deny participation based on the level of service provided by the participant or potential participant as long as the level of service satisfies state law. (Adopted 11/08)

The key is that the participant or potential participant actively endeavors to make

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

Section 4. Supervision. The activity shall be operated under the supervision of the Multiple Listing Committee, in accordance with the Rules and Regulations, subject to approval of the Board of Directors of the Board of REALTORS®.

Section 5. Access to Comparable and Statistical Information. REALTORS® who are actively engaged in real estate brokerage, management, appraising, land development or building, but who do not participate in the MLS, are nonetheless entitled to receive, by purchase or lease, all information other than current listing information that is generated wholly or in part by the MLS including "comparable" information, "sold" information, and statistical reports. This information is provided for the exclusive use of Members and individuals affiliated with these 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 NTREIS Rules and Regulations. REALTOR® members who receive such information, whether as an Association service or through the Association's MLS, are subject to the applicable provisions of the NTREIS Rules and Regulations whether they participate in the MLS or not.

Section 6. MLS Indoctrination Course Requirement. Any applicant for MLS participation and any licensee (including licensed or certified appraisers) affiliated with an MLS Participant who has access to and use of MLS generated information should complete an orientation program of no more than eight (8) classroom hours devoted to the MLS rules and regulations within seventy-five (75) days after access has been provided. (Amended 10/03)

Section 7. Subscribers. Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with Participants.

Section 8. Governing Documents. The Board of Directors shall cause any Multiple Listing Service established by it pursuant to this Article to conform its Corporate Charter, Constitution, Bylaws, Rules and Regulations, and Policies and Procedures at

Indemnification. The Board shall indemnify Officers, Directors, employees, and other persons participating in the activities of the Board.

ARTICLE XX – GENDER

Gender. The use of the masculine gender in these Bylaws shall be construed to mean both masculine and feminine gender.

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