

2010 Bylaws

BYLAWS

ARTICLE I

MEMBERSHIP

Section 1.

(A) Local boards shall be enrolled as Member Boards and individuals shall be enrolled as Individual Members when their written applications have been received and presented to the Board of Directors and when the Board of Directors shall find that the applicants have complied with the requirements of the Constitution and Bylaws. An applicant for REALTOR® membership pursuant to Article III, Section 1(C) 1.(b) shall be enrolled as a REALTOR® Member of the local Board designated in their application as their primary Board, and that Member Board shall accept the applicant as such when their written application has been received and presented to the National Association Board of Directors, the Board of Directors has found that the applicant has complied with the requirements of the Constitution and Bylaws, and the applicant has paid their initial dues, and any applicable initiation and processing fees to their primary Board.

(B) The application of any local board for membership in the National Association shall be in such form as may be prescribed by the Board of Directors and shall contain a statement to the effect that it has been approved by a majority of the REALTOR® Members of the applicant board. Effective January 1, 1974.

Section 2. No Member Board, nor any multiple listing service owned by one or more Member Boards, nor any Institute, Society or Council, shall apply any arbitrary numerical or other inequitable limitation on its membership nor adopt any rule, regulation, practice or policy inconsistent with or contrary to any policy adopted by the Board of Directors.

(B) Member Boards and their multiple listing services shall be honest and truthful in their communications and shall present a true picture in their advertising, marketing, and other representations. Member Boards and their multiple listing services shall avoid false, deceptive, or misleading advertising and marketing practices and shall not knowingly or recklessly make false or misleading statements about other Member Boards, or Member Boards' programs, products or services.

Section 3. Unless qualified salesmen and independent contractors employed by or affiliated with a REALTOR® Member are eligible for REALTOR® membership in Member Boards, such salesmen and independent contractors shall be eligible for REALTOR-ASSOCIATE® membership in such Member Boards, and all Member Boards from and after January 1, 1974, shall make provision for such REALTOR-ASSOCIATE® membership.

Section 4. Resignations of local boards shall be considered and acted upon by the Board of Directors of the National Association; provided, however, that any local board tendering its resignation shall not be delinquent in its dues to the National Association, and provided further, that such resignation shall state the reasons therefore and shall verify that at least a majority of all its REALTOR® Members shall have voted in favor of such resignation.

ARTICLE II

ANNUAL DUES

Section 1.

(A) The annual dues of each Member Board (local Board) as defined in Article III, Section 1(B)(1) of the Constitution, shall be in an amount established annually by the Board of Directors at the Midyear Meeting times the sum of the number of REALTOR® and REALTOR-ASSOCIATE® members of the Board and the number of individuals who are licensed with such REALTOR® members of the Board and who are not themselves REALTOR®, REALTOR-ASSOCIATE® or Institute Affiliate members of the Board provided such individuals are not otherwise included in the computation of dues payable by another Member Board.

The annual dues of each Member Board (State Association) as defined in Article III, Section 1(B)(2) of the Constitution, shall be the amount established by the Board of Directors pursuant to Section 1(A) hereof times the sum of the number of REALTOR® and REALTOR-ASSOCIATE® members of the Board whose real estate office is located in a territory within the state which is outside the jurisdiction of any local Board and who are not primary members of any local board and the number of individuals who are licensed with such REALTOR® members of the Board and who are not themselves REALTOR®, REALTOR-ASSOCIATE® or Institute Affiliate members of the Board .

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The annual dues of each Institute, Society or Council of the National Association shall be seventy-five dollars (\$75.00) times the number of individuals who hold a professional designation awarded by that Institute, Society or Council or who hold a class of membership in the Institute, Society or Council which confers the right to hold office and who are not included in the calculation of dues payable by any Member Board or other Institute, Society or Council of the National Association.

(B) For the purpose of this section, a REALTOR® Member of a Member Board shall be held to be any Member who holds primary membership in the Member Board and who, as a sole proprietor, partner, or officer of a real estate firm or corporation or an individual in a position of management control on behalf of principals who are not physically present and engaged in the real estate business in connection with the firm's office, is actively engaged in real estate business as defined in Article III, Section 1 of the Constitution or who is a REALTOR® member of a Member Board pursuant to Article III, Section 1(C)1.(b) of the Constitution. A REALTOR-ASSOCIATE® Member of a Member Board shall be held to be any Member employed by or affiliated with a REALTOR® Member as a sales employee or independent contractor unless such Member is classified by the member Board as a REALTOR® Member in which case he shall be deemed a REALTOR® Member. An individual licensed in the state within which the board is located or within the state in which the real estate firm of the REALTOR® is located shall be deemed to be licensed with a REALTOR® if the license of the individual is held by a REALTOR® or by any broker who is licensed with the REALTOR®, provided that such licensee is not otherwise included in the computation of dues payable by a sole proprietor, partner, corporate officer or individual in a position of management control of the entity. Upon payment to the National Association of the dues required under Section 1(A) hereof, each REALTOR® and REALTOR-ASSOCIATE® Member in good standing of a Member Board shall be deemed respectively a REALTOR® or REALTOR-ASSOCIATE® Member in good standing of the National Association.

(C) 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 REALTOR®'s primary board on a form approved by the National 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.

The Member Board dues shall be adjusted for any licensee included on a form submitted to a Board who during the same calendar year applies for REALTOR® or REALTOR-ASSOCIATE® membership in a Member Board as provided in Section 2(B) hereof, except that in the case of a new Member who held REALTOR® or REALTOR-ASSOCIATE® membership during the preceding calendar year the adjustment to Member Board dues shall not be prorated. The adjustment to Member Board dues for all new Members under this Section 1(C) shall be due and payable to the National Association by the last day of the month following the month active REALTOR® status is granted as evidenced in the National REALTOR® Database System.

Section 2.

(A) Each year each Member Board shall file with the National Association a list of the names of the REALTOR® and REALTOR-ASSOCIATE® Members of the Board and the numbers of individuals licensed with REALTOR® Members of the Board who are not themselves Board Members, which list and number shall be certified by the President and Secretary of the Board.

At the time such list is filed each Member Board shall pay dues for the current fiscal year based upon such list, which dues shall be adjusted each month to reflect any net increase in the number of individuals licensed with REALTOR® Members of the Board who are not themselves Board Members.

(B) Member Board dues shall also be adjusted for new Members enrolled by the Member Board who were not previously licensed with a REALTOR® Member of the Board during the current fiscal year. Except as provided for in Section 1(C) hereof, adjustments for new Members shall be prorated monthly and be due and payable to the National Association by the last day of the month following the month active REALTOR® status is granted as evidenced in the National REALTOR® Database System.

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(C) In calculating the dues payable to the National Association by a Member Board, no member holding primary membership in another Member Board shall be considered, provided such member has notified the state association, and each local board to which he belongs of the identity of the Member Board where he holds primary membership.

(D) The policies and procedures for the reporting of members and payment of dues by the Institutes, Societies and Councils of the National Association shall be established by the Board of Directors of the National Association.

Section 3.

(A) The annual dues payable by an Individual Member as defined in Article III, Section 1(D) of the Constitution shall be the amount established by the Board of Directors pursuant to Section 1(A) hereof, payable directly to the National Association.

(B) The annual dues payable by International Members as defined in Article III, Section 1(E) of the Constitution shall be established from time to time by the Board of Directors of the National Association with due consideration to the cost of the membership services provided.

Section 4. Each REALTOR® Member as defined by Article III, Section 1(C) 1.(b) of the Constitution shall pay dues to their primary Board annually in advance in accordance with the Bylaws of the Member's primary Board. Any REALTOR® Member as defined by Article III, Section 1(C) 1.(b) of the Constitution delinquent in payment of dues to the Member's primary Board shall be suspended or terminated automatically if their membership in the Member's primary Board is suspended or terminated by that Board for non-payment of dues, fees, fines or other financial obligations. A REALTOR® Member as defined by Article III, Section 1(C) 1.(b) of the Constitution terminated for non-payment of an amount owed to the Member's primary Board shall not be eligible for reinstatement to membership in the National Association unless such amount shall have been paid to the Board or otherwise satisfied.

Section 5. The dues of each Member Board, Individual Member, International Member and National Affiliate Member shall be paid annually in advance and shall be due to the National Association on January 1 of each year. If annual dues are not paid by April 1, the Association may assess such late charges and administrative fees as may be established by the Board of Directors. Any Member Board,

Individual Member, International Member and National Affiliate Member delinquent in payment of dues by more than 90 days may be required to show cause as to why the Board of Directors, at its discretion, should not revoke the membership and/or charter of such member.

Any member failing to pay an assessment which has been duly approved by the Board of Directors within ninety (90) days of the due date established for payment of that assessment by the Board of Directors may be assessed such late charges and administrative fees as may be established by the Board of Directors. Any member delinquent in payment of an assessment by more than one hundred eighty (180) days from the due date established for payment of that assessment may be required to show cause as to why the Board of Directors, at its discretion, should not revoke the membership and/or charter of such member.

Section 6. Each person attending the National Convention shall pay such registration fee as shall be prescribed by the Board of Directors.

Section 7. Upon giving at least thirty (30) days notice in writing, and subject to the approval of the Board of Directors, any Institute, Society or Council, in accordance with its Bylaws, may:

(A) Increase its annual membership dues;

(B) Establish active, associate, and sustaining forms of membership.

Section 8.

(A) The payment of dues in an Institute, Society or Council shall entitle every member to such rights and privileges as may be provided in its Bylaws, subject to the approval of the Board of Directors of the National Association, except that the exercise of such rights and privileges at any session of an Institute, Society or Council held in conjunction with the National Convention shall be further subject to the payment of the convention registration fee and to conformance with the convention regulations of the National Association.

(B) Any member in good standing of an Institute, Society or Council who holds a professional designation awarded by an Institute, Society or Council affiliated with the National Association that addresses a specialty other than residential brokerage shall be entitled to Institute Affiliate membership in the National Association and in the Member Boards provided for in Section 11 of this Article.

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Section 9. Notwithstanding anything in this Article to the contrary, the dues payable by a Member Board to the National Association shall be reduced by the amount established by the Board of Directors pursuant to Section 1(A) hereof, times the number of REALTOR® Emeriti, Past Presidents of the National Association and recipients of the Distinguished Service Award who are members of the Board.

Section 10. The Board of Directors may assess the members by class, provided that notice of the classes of membership to be assessed, the amount of the assessment for each of the classes to be assessed, the purpose of the assessment and when the assessment shall be due is submitted to the Member Boards at least 30 days in advance of its adoption. For assessments imposed on Member Boards, the amount to be paid by a Member Board shall be the amount of the assessment as stated in the notice times the sum of the number of REALTOR® and REALTOR-ASSOCIATE® members of that Member Board as certified by the President and Secretary of the Member Board pursuant to Section 2(A) hereof. Notwithstanding the foregoing, the amount to be paid by a Member Board shall be reduced by the amount of the assessment as stated in the notice times the number of REALTOR® Emeriti, Past Presidents of the National Association and recipients of the Distinguished Service Award who are members of the Board.

Section 11. From the dues paid by the Institutes, Societies and Councils of the National Association in accordance with Article II, Section 1 hereof, the National Association shall credit twenty-five dollars (\$25.00) to the account of the Member Board (Local) for each individual included on the list provided by the Institute, Society or Council whose office address is within the assigned territorial jurisdiction of that Member Board, provided however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board, as provided for in Article III, Section 4 of the National Association's Constitution, the \$25.00 amount will be credited to the Commercial Overlay Board, unless the Institute Affiliate Member directs that the dues be credited to the other board.

The National Association shall also credit twenty-five dollars (\$25.00) to the account of the Member Board (State) for each individual included on the list provided by the Institute, Society or Council whose

office address is within the assigned territorial jurisdiction of that Member Board (State).

ARTICLE III

TERRITORIAL JURISDICTION

Section 1. Except as provided in Section 2 of this Article, the territory of a Member Board shall be defined by the Board of Directors of the National Association, taking into consideration the ability of the Board to service its members and the public, to enforce the Code of Ethics, and to safeguard the registered marks of the National Association. All Member Boards shall have the same privileges and responsibilities set forth in this Article.

Section 2. Disputes concerning the jurisdiction and/or the name of a Member Board shall be determined by the Membership Policy and Board Jurisdiction Committee at a hearing conducted in accordance with the procedures approved by the Board of Directors. The decision of the hearing panel will be final except that the Board of Directors may require a new hearing before a different panel of the Committee if it determines the procedures failed to provide due process. Mergers, voluntary dissolutions, and uncontested changes of jurisdiction and/or changes of name of member boards may be administratively approved in accordance with the procedures approved by the Board of Directors.

Section 3. Jurisdiction of a Member Board is hereby defined to mean:

(A) The right and duty to control the use of the term REALTOR®, REALTORS®, and REALTOR-ASSOCIATE® jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS® subject to the conditions set forth in these Bylaws, including the duty to promptly report to the NATIONAL ASSOCIATION OF REALTORS® any unauthorized or improper use of such terms and to fully cooperate and coordinate with the NATIONAL ASSOCIATION OF REALTORS® in any and all attempts to halt or prevent any such unauthorized or improper use of these terms, and;

(B) The duty to enforce the Code of Ethics, and;

(C) The authority to accept as a REALTOR®, REALTOR-ASSOCIATE® or Institute Affiliate Member any person engaged in the real estate business, including brokerage, management,

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appraising, land development and building, and other related aspects of the real estate business who maintains an office within the state or within a state whose border is contiguous with that state and who complies with any licensure or other regulatory requirements applicable to his business activities within the state.

Section 4. If the territory of a Member Board has never been approved, the Board of Directors of the National Association shall, upon notice to such Member Board and an opportunity for hearing, define its territory, and such action shall be binding upon the Member Board concerned.

Section 5. Any Member Board within whose territory a provision of this Article is violated by a member of another Member Board may complain of such violation to the Member Board of which the violator is a member, which Board thereupon shall take the necessary steps to enforce such provision. If it fails to do so, the complaining Board shall have the right to submit the matter to the National Association for appropriate action.

Section 6. Any Member Board which shall neglect or refuse to maintain and enforce the provisions of this Article or neglect or refuse to cooperate with the NATIONAL ASSOCIATION OF REALTOR® in the maintenance and enforcement of this Article with respect to its members may, after due notice and opportunity for hearing, be expelled by the Board of Directors from membership in the National Association.

ARTICLE IV

CODE OF ETHICS

Section 1. Each Member Board shall adopt the Code of Ethics of the National Association as a part of its governing regulations for violation of which disciplinary action may be taken.

Adoption of the Code of Ethics includes responsibility for providing applicant/new member Code of Ethics orientation and ongoing member ethics training that satisfies the learning objectives and minimum criteria established by the National Association from time to time.

Section 2. Any Member Board which shall neglect or refuse to maintain and enforce the Code of Ethics

with respect to the business activities of its members may, after due notice and opportunity for hearing, be expelled by the Board of Directors from membership in the National Association. Enforcement of the Code of Ethics also requires Member Boards to share with the state real estate licensing authority final ethics decisions holding REALTORS® in violation of the Code of Ethics in instances where there is reason to believe the public trust may have been violated. The "public trust", as used in this context, refers to demonstrated misappropriation of client or customer funds or property, willful discrimination, or fraud resulting in substantial economic harm. Enforcement of the Code of Ethics also requires Member Boards to provide mediation and arbitration services to members and their clients so that the dispute resolution requirements of Article 17 of the Code of Ethics can be met.

Enforcement of the Code of Ethics also includes responsibility for ensuring that persons primarily responsible for administration of enforcement procedures have successfully completed training that meets the learning objectives and minimum criteria established by the National Association from time to time.

Enforcement of the Code of Ethics also 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.

ARTICLE V

USE OF THE TERMS REALTOR®, REALTORS® AND REALTOR- ASSOCIATE®

Section 1. Upon application of a Member Board, the Board of Directors may license such Board to use the term REALTOR® or REALTORS® as a part of its name under the following conditions:

(A) Such Board shall sign a written agreement with the Board of Directors of the National Association agreeing to eliminate the term REALTOR® or REALTORS® from its name immediately when and if it either shall cease to maintain or shall lose its membership in the National Association.

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(B) The use of the term REALTOR® or REALTORS® in the name of such Board shall be in such manner as may be prescribed by the Board of Directors.

Section 2. Individual Members are hereby licensed to use the term REALTOR®, REALTORS® or REALTOR-ASSOCIATE® in connection with their business, provided the term is used in connection with a place of business which is not within the jurisdiction of a Member Board.

Section 3. REALTOR® Members are hereby licensed to use the term REALTOR®, REALTORS® or REALTOR-ASSOCIATE® in connection with their business, subject to the right of each Member Board to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS® such use within its territory.

Section 4.

(A) A firm, partnership, corporation, or branch office whose principals actively engaged in the real estate business are REALTOR® members of a Member Board, except for the corporations of those REALTOR® members who hold membership pursuant to Article III, Section 1(C) 1.(b) of the Constitution, may use the term REALTOR® or REALTORS® in connection with, but not as a part of, its name thus: "The _____ Real Estate Company, REALTORS®", but this privilege shall cease upon suspension or expulsion of any such principal from membership in the Board, and shall not revive unless or until he is readmitted to membership therein or his suspension expires or he severs his connection with the firm, partnership or corporation.

(B) The right to use the term REALTOR® or REALTORS® in connection with a firm, partnership, corporation or branch office shall be limited to office locations which a principal, partner, corporate officer or branch office manager of the firm, partnership or corporation holds REALTOR® membership. If a firm, partnership or corporation operates additional places of business which no principal, partner, corporate officer, or branch manager holds REALTOR® membership, the term REALTOR® or REALTORS® may not be used in any reference to those additional places of business.

Section 5. Each Member Board is hereby licensed to use the term REALTOR® or REALTORS® in the name of its headquarters building, in the title of its official publication, and of educational or civic

meetings, services, or clinics sponsored by the Board, provided that the affiliation of the undertaking with the Member Board or the National Association is indicated, and that Board Members may participate therein.

Section 6. REALTOR® members are hereby licensed to use the terms REALTOR® or REALTORS® in connection with activities in support of specific candidates in specific elections to public office or nomination for election to public office, provided the definition of the term REALTOR® as a registered collective membership mark which identifies members of the NATIONAL ASSOCIATION OF REALTORS® and the identification of those conducting such activities as members of a member Board(s) is included on all letterhead and other written campaign literature, in all campaign media aids and on other materials unless not reasonably practical. Any such use must cease immediately after the election.

Section 7. Except as specifically otherwise provided in this Article, use of descriptive words or phrases in connection with the term REALTOR®, REALTORS® or REALTOR-ASSOCIATE® is expressly prohibited.

Section 8. Wherever the terms REALTOR®, REALTORS® or REALTOR-ASSOCIATE® are used in these Bylaws, they shall be understood to include the imprint of the emblem seal of the National Association.

Section 9. Any Member Board which shall neglect or refuse to maintain and enforce the provisions of this Article, or neglect or refuse to cooperate with the NATIONAL ASSOCIATION OF REALTORS® in the maintenance and enforcement of this Article with respect to its members may, after due notice and opportunity for hearing, be expelled by the Board of Directors from membership in the National Association.

Section 10.

(A) No Member Board shall sponsor, endorse, recognize, or award, directly or indirectly, any professional designation or certification that is confusingly similar to those available through the National Association, the Real Estate Buyer's Agent Council, or the Institutes, Societies, and Councils of the National Association.

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(B) In the event a Member Board sponsors, endorses, recognizes or awards, directly or indirectly, any professional designation or certification that is not offered by the National Association, such Member Board shall clearly and affirmatively state in all course materials and related advertising and promotional materials that the professional designation or certification is not affiliated with or endorsed by the National Association of REALTORS®.

ARTICLE VI

COMMITTEES

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

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

ARTICLE VII

AMENDMENTS

Section 1. These Bylaws may be amended at any meeting by two-thirds of the Directors present at such meetings, provided that a quorum is present at such meeting, and provided the substance of the proposed amendments shall have been submitted to the Member Boards at least 30 days in advance of their adoption. The notice may be sent by first-class mail, electronic communication, including e-mail, or any other means permitted by law that has been approved by the Board of Directors for sending such notices.

ARTICLE VIII

RULES FOR MEETINGS

Section 1. Wherever notice of meetings or of the subjects to be considered at meetings is required or authorized by these Bylaws, publication of such notice in an official publication which is mailed to all members of the National Association within the

required time limits, shall be deemed to be good and sufficient notice.

Section 2. The order of business of the National Association and its Institutes, Societies and Councils and committees, except where otherwise provided, shall be:

1. Call to Order
2. Taking of the Roll
3. Applications for Membership
4. Reading of Minutes
5. Reports of Officers
6. Reports of Committees.
7. Reports of Institutes, Societies and Councils
8. Unfinished Business
9. New Business
10. Appointment of Committees
11. Election of Officers

Section 3.

(A) The substance of any resolution to be acted upon at any National Convention or other meeting of delegates shall be submitted in writing to the Member Boards at least 45 days in advance of the convention or meeting.

(B) This provision may be waived by the consent of two-thirds of the delegates present and entitled to vote at such convention or meeting.

(C) This provision shall not apply to any resolution adopted by the affirmative vote of at least two-thirds of the Directors present at any regularly constituted meeting of the Board of Directors.

Section 4. All resolutions and motions must be made in writing, if the presiding officer so requests, or if the request is by majority vote of the delegates present at any convention or meeting.

Section 5. Robert's Rule of Order, Latest Edition, shall be recognized as the authority governing the meetings of the National Association and its Institutes, Societies and Councils, and committees, except where otherwise provided, and when not in conflict with its Constitution and Bylaws.

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ARTICLE IX

DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. In the event of suits or claims in which one or more current or past officers or directors or employees of the Association are named as a result of their status as such or decisions or actions taken in good faith and reasonably understood to be within the scope of their authority or employment during their term as such, the National Association shall, directly or through insurance secured for the benefit of such officers and directors and employees, secure counsel to act on behalf of and provide a defense for such officers, directors and employees; pay reasonable defense expenses incurred in advance of final disposition of such case; and indemnify such officers, directors and employees with respect to any liability assessed or incurred as a result of any such claim, suit or action.

Section 2. The above stated defense and indemnification of officers, directors and employees shall extend to those individuals when serving at the request of the Association as a director, officer or employee of another entity, but only after indemnification and insurance coverage from such other entity has been exhausted.

ARTICLE X

REALTORS® INFORMATION NETWORK

Section 1. The President or, in the event the President is unable or unwilling to act, the President-Elect, shall have the authority and responsibility for voting the shares of stock of the REALTORS® Information Network owned or controlled by the National Association. The President or President-Elect shall always vote those shares in accordance with the instructions of the Board of Directors or, where authorized elsewhere in this Article, the Leadership Team.

Section 2. Unless a matter to be considered by the stockholder of the REALTORS® Information Network will be voted upon prior to the next meeting of the Board of Directors of the National Association, all such matters shall be submitted to the Board of Directors of the National Association which shall

determine how the President or President-Elect shall vote the shares owned or controlled by the National Association. If the vote of the shareholder is without instruction from the Board of Directors, any matter to be considered by the shareholder shall be submitted to the Leadership Team, which shall determine how the President or President-Elect shall vote the shares owned or controlled by the National Association, provided however, that any shareholder vote regarding items set forth in Article II, Section 6 of the bylaws of the REALTORS® Information Network, Inc. must be submitted to the National Association's Board of Directors for a determination of how shares owned or controlled by the National Association shall be voted.

Section 3. Upon receipt by the Secretary of the National Association of either a written statement signed by the President of the National Association or a petition signed by any four Regional Vice Presidents of the National Association, which statement or petition names a Director of the REALTORS® Information Network and requests the removal of that Director from the Board of Directors of the REALTORS® Information Network, the Secretary shall forward the statement or petition to the Executive Committee to make a recommendation to the Board of Directors which shall vote on whether to remove the Director. If the Executive Committee and Board of Directors are not scheduled to meet within thirty days of receipt of the statement or petition, the Secretary shall forward the statement or petition to the Leadership Team for a vote on whether to remove the Director.

In the event the Board of Directors or, where appropriate, the Leadership Team, votes to remove the Director from the Board of Directors of the REALTORS® Information Network, the President or, if the President is unable or unwilling to act, the President-Elect, shall act forthwith to remove that Director, including, if necessary, calling a special meeting of the shareholder and voting the shares owned or controlled by the National Association in accordance with the instructions of the Board of Directors or Leadership Team.

ARTICLE XI

MISCONDUCT

Any member or appointed officer of the Association may be reprimanded or removed from a committee or an appointed leadership position for sexual harassment of an Association member or employee. The discipline to be imposed shall be determined by the President, President-Elect, First Vice President, Treasurer and one member of the Board of Directors

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selected by the President after an investigation in accordance with established procedures and after consultation with legal counsel.

Any elected officer of the Association may be reprimanded or removed from office for sexual harassment of an Association member or employee. The discipline to be imposed shall be determined by five members of the Executive Committee selected by the highest ranking officer not named in the complaint after an investigation in accordance with established procedures and after consultation with legal counsel. If the recommendation is to remove the elected officer from office, the officer will be given the opportunity to resign. If he or she refuses to resign, the report from the investigatory team will be provided to the Executive Committee for final determination. The Executive Committee may remove the officer from office by a two-thirds vote.

National Association shall require approval by a majority vote of the Board of Directors.

Expenditures for any other purpose or transfers to other of the National Association's designated funds shall require approval by a two-thirds vote of the Board of Directors.

ARTICLE XII

BUILDING FUND

Section 1. The Treasurer shall maintain in accordance with Generally Accepted Accounting Principles a separate record among the assets of the National Association of all real property owned by the National Association which is, has been or is planned to be used for the offices of the National Association.

Section 2. In the event any asset of the type referred to in Section 1 hereof is sold by the National Association, the proceeds of that sale, less the direct expenses of the sale, shall be held in a Building Fund created by the Treasurer of the National Association.

Section 3. Funds held in the Building Fund shall be deposited in such depositories and in such manner as the Board of Directors may designate and direct or invested in such manner as is consistent with the investment policies for the Building Fund approved by the Board of Directors of the National Association. All or part of the funds held in the Building Fund may be commingled with other funds of the National Association for purposes of their deposit or investment. All interest earned and any gain or loss recognized on the principal of the Building Fund shall be added to or subtracted from the principal of the Building Fund.

Section 4. Expenditures from the Building Fund shall require the approval of the Board of Directors. Expenditures for the purpose of acquiring ownership of real property to be used for the offices of the