

BYLAWS

of the

ST. LOUIS ASSOCIATION OF REALTORS[®], Incorporated

Last Updated 1/16/2017

ARTICLE I - NAME

Section 1. Name. The name of this organization shall be the ST. LOUIS ASSOCIATION OF REALTORS[®], Incorporated, d/b/a St. LOUIS REALTORS[®], hereinafter referred to as the "Association."

Section 2. REALTORS[®]. 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.

ARTICLE II - OBJECTIVES

The objectives of the Association are:

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

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

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 Missouri Association of REALTORS[®] and the NATIONAL ASSOCIATION OF REALTORS[®], thereby furthering their own objectives throughout the state and nation and obtaining the benefits and privileges of membership therein.

Section 6. To designate, for the benefit of the public, individuals authorized to use the terms REALTOR[®], REALTORS[®], and REALTOR-ASSOCIATE[®] as licensed, prescribed, and controlled by the NATIONAL ASSOCIATION OF REALTORS[®].

ARTICLE III - JURISDICTION

Section 1. The territorial jurisdiction of the Association as a Member of the NATIONAL ASSOCIATION OF REALTORS[®] is:

The City of St. Louis and the County of St. Louis and such other areas as shall be subsequently approved by the NATIONAL ASSOCIATION OF REALTORS®.

Section 2. Territorial Jurisdiction is defined to mean:

(a) The right and duty to control the use of the terms REALTOR®, REALTORS®, and REALTOR-ASSOCIATE® subject to the conditions set forth in these Bylaws and those of the NATIONAL ASSOCIATION OF REALTORS®, in return for which the Association agrees to protect and safeguard the property rights of the NATIONAL ASSOCIATION OF REALTORS® in the terms.

ARTICLE IV - MEMBERSHIP

Section 1. There shall be seven (7) classes of Members as follows:

(a) **REALTOR® Member.** 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 Missouri 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 as described in Section 1(c) of Article IV.

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

(2) Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers, and are associated with a REALTOR® Member and meet the qualifications set out in Article V, Section 2 (b). Individuals qualified under this section shall not hold elective office in the Association, except for directorships.

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

classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the local association, state association and National Association.

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

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

(b) **REALTOR-ASSOCIATE® Members.** REALTOR-ASSOCIATE® Members shall be individuals who are engaged in the real estate profession other than as principals, partners, corporate officers or branch office managers and do not qualify for or seek REALTOR® Membership as described in Article V, Section 2(b). Sales Associates of a real estate office shall be eligible for REALTOR-ASSOCIATE® Membership if they are employed by, or affiliated as an independent contractor with, a REALTOR® Member as provided in this Article. REALTOR-ASSOCIATE® Members may transfer to REALTOR® Membership by meeting the requirements for such membership set out in Article V.

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

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

(d) **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), (b), or (c), of this Section, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Association.

(e) **Public Service Members.** Public Service Members shall be individuals who are interested in the real estate profession as salaried 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.

(f) **Life Members.** Life Members shall be any current REALTOR[®] or REALTOR-ASSOCIATE[®] member of the Association who holds membership for not less than thirty five (35) years, holds a current real estate license, and has served the Association as a St. Louis Association of REALTORS[®] Director, Committee Chairman or Co-Chairman for a total of at least ten (10) years, has applied for life membership and is elected by two-thirds (2/3) of the Board of Directors at any regular meeting. (The thirty five (35) year requirement may be met through membership in the National Association of Real Estate Brokers [NAREB]). All applicants will be verified through the membership database for eligibility.

(g) **Appraiser-Trainee Members.** Appraiser-Trainee Members shall be individuals seeking licensure or certification as real estate appraisers. Appraiser-Trainee Members shall be under the direct supervision of the state-licensed or certified appraiser who maintains a REALTOR[®] Membership in this Association. Appraiser-Trainee Members may retain this membership designation for a period of two (2) years or until a state appraisers license or certification is obtained, whichever occurs first. Upon obtaining the state appraiser's license or certification, the Appraiser-Trainee Member shall apply to become a REALTOR[®] or REALTOR-ASSOCIATE[®] member.

ARTICLE V - QUALIFICATION AND ELECTION

Section 1. Application.

(a) An application for membership shall be made in such manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that 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, the Code of Fair Housing and Rules and Regulations of this Association and the State and National Associations, and, if elected a Member, will abide by the Constitution, Bylaws, and Rules and Regulations of this Association and the State and National Associations; and, if a REALTOR[®] or REALTOR-ASSOCIATE[®], member will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS[®] including the obligation to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further specified in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS[®], as from time to time amended, and (2) that applicant consents that the Association, through its Board of Directors or its assigned staff or otherwise, may invite and receive information and comment about applicant from any Member or other persons, and that applicant agrees that any information and comment furnished to the Association by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the form of application, have access to a copy of the Bylaws, Constitution, Rules and Regulations, and Code of Ethics referred to above.

Section 2. Qualification.

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

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

(b) Individuals who are actively engaged in the real estate profession other than as sole proprietors, principals, partners, corporate officers or branch office managers, in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of the Association or a Designated REALTOR® Member of another Board or Association (if a secondary member), and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, no record of official sanctions involving unprofessional conduct, shall complete a course of instruction covering the Bylaws and Rules and Regulations of this Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and the Code of Fair Housing and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Committee, and shall agree in writing that if elected to membership he/she will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and by the Constitution, Bylaws, and Rules and Regulations of the local Association, State Association, and the National Association.

(c) An applicant for REALTOR-ASSOCIATE® Membership shall supply evidence to the Board of Directors or its assigned staff that he/she is actively engaged in the real estate profession and is employed by a REALTOR® or affiliated with a REALTOR® as an independent contractor, must maintain a current valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has no record of official sanctions involving unprofessional conduct, shall complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Committee, and shall

agree in writing that if elected to membership, he/she will abide by such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics.

(d) The Association will also consider the following in determining an applicant's qualifications for REALTOR[®] and REALTOR-ASSOCIATE[®] 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 three (3) years.
2. Pending ethics complaints (or hearings).
3. Unsatisfied discipline pending.
4. Pending arbitration requests (or hearings).
5. Unpaid arbitration awards or unpaid financial obligations to any other association or association MLS.
6. Any misuse of the term REALTOR[®] or REALTORS[®] in the name of the applicant's firm.

"Provisional" membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics; See Article V, Section 2(a) NOTE 2) provided all other qualifications for membership have been satisfied. Associations shall 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 (6) months from the date that provisional membership is approved. Provisional members shall be considered REALTORS[®] or REALTOR-ASSOCIATES[®] and shall be subject to all of the same privileges and obligations of REALTOR[®] or REALTOR-ASSOCIATE[®] membership. If a member resigns from another association with an ethics complaint or arbitration request pending, the association shall condition membership on the applicant's certification that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the association to which the applicant has made application) and will abide by the decision of the hearing panel.

(e) An applicant for Institute Affiliate Membership shall supply to the Board of Directors or its assigned staff evidence that applicant holds 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 who otherwise holds a class of membership in such Institute, Society or Council that confers the right to hold office and shall agree, if elected to membership, to abide by the Constitution, Bylaws and Rules and Regulations of this Association, the State Association, and the National Association.

(f) An applicant for Affiliate Membership shall supply evidence of their qualifications to the Board of Directors or its assigned staff for approval by the Board of Directors.

(g) An applicant for Public Service Membership shall supply evidence of their qualifications to the Board of Directors or its assigned staff for approval by the Board of Directors.

Section 3. Election to Membership.

The procedure for election to membership shall be as follows:

(a) Applicants for REALTOR[®] and REALTOR-ASSOCIATE[®] - membership shall 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[®] or REALTOR-ASSOCIATES[®] and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to subsequent review of the application by the Board of Directors. If the Board of Directors determines that the individual does not meet all of the qualifications for membership as established in the association's bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of a mandatory orientation program) within 60 days from the association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated.

(b) Dues shall be computed from the first day of the month in which the applicant submits their application and shall be non-refundable unless the association's Board of Directors terminates the individual's membership in accordance with subsection (a) above. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received association services and any application fee.

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

Section 4. New Member Orientation and Ethics Orientation

Applicants for REALTOR[®] and REALTOR-ASSOCIATE[®] membership and provisional REALTOR[®] and REALTOR-ASSOCIATE[®] members (where applicable) shall complete New Member Orientation program which includes Code of Ethics of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement does not apply to applicants for REALTOR[®] and REALTOR-ASSOCIATE[®] memberships or provisional members who have completed comparable orientation in another association, provided that REALTOR[®] or REALTOR-ASSOCIATE[®] membership has been continuous, or that any break in membership is for one (1) year or less. Failure to satisfy this requirement within sixty (60) days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

NOTE: Orientation programs must meet the learning objectives and minimum criteria established from time to time by the National Association of REALTORS[®].

Section 5. Continuing Member REALTOR® Code of Ethics Training.

Effective January 1, 2017, through December 31, 2018 and for successive two year periods thereafter, each REALTOR® and REALTOR-ASSOCIATE® member of the association (with the exception of REALTOR® and REALTOR-ASSOCIATE® members granted REALTOR® Emeritus Status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® and REALTOR-ASSOCIATE® members who have completed training as a requirement of membership in another association and REALTOR® and REALTOR-ASSOCIATE® members who have completed training as a requirement of membership in another association and REALTOR® and REALTOR-ASSOCIATE® members who have completed the New Member Code of Ethics Orientation during any two (2)-year cycle shall not be required to complete additional ethics training until a new two (2)-year cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any two (2)-year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any two (2)-year cycle or until the requirement is met, whichever is sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

Section 6. Status Changes.

(a) A REALTOR® or REALTOR-ASSOCIATE® who changes the conditions under which he/she holds membership shall be required to provide written notification to the Association within thirty (30) days. A REALTOR® (non-principal) or REALTOR-ASSOCIATE® who becomes a principal in the firm with which he/she 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) or REALTOR-ASSOCIATE® does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within thirty (30) days of the date they advised the Association of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

A REALTOR® or REALTOR-ASSOCIATE®, who is transferring his/her 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 Association is advised of the disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the Board of Directors.

(b) Dues shall be prorated from the first day of the month in which the Member submits their 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 Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Association Rules and Regulations not inconsistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®. Although Members other than REALTORS® and REALTOR-ASSOCIATES® are not subject to the Code of Ethics or its enforcement by the Association, such Members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, Members other than REALTORS® and REALTOR-ASSOCIATES® may, upon recommendation of the Board of Directors or its assigned staff, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR® or REALTORS®, or REALTOR-ASSOCIATES® and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local Association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. Any REALTOR® or REALTOR-ASSOCIATE® 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 as adopted by this Association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®.

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

Section 5.

(a) If a Member resigns from the Association or otherwise causes membership to terminate with an ethics complaint pending, the Board of Directors may condition the right of the resigning Member to reapply for membership upon the applicant's certification that he/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel.

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

Section 6. REALTOR® Members.

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

(b) If a REALTOR® Member is a principal in a firm, partnership, or corporation and is suspended or expelled, the firm, partnership, or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® Membership, or unless connection with the firm, partnership, or corporation is severed, whichever may apply. The membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member, or until readmission of the disciplined member, or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, whichever may apply.

Further, the membership of REALTORS® other than principals who are employed by or affiliated as independent contractors with the disciplined Member shall suspend or terminate during the period of suspension of the disciplined Member or until readmission of the disciplined Member or until connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR® Member (non-principal) elects to sever his/her connection with the REALTOR® and affiliate with another REALTOR® member in good standing in the Association, whichever may apply.

If a REALTOR® Member who is other than a principal in a firm, partnership, or corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership, or corporation shall not be affected.

(c) In any action taken against a REALTOR® Member for suspension or expulsion under Section 6(b) hereof, notice of such action shall be given to all REALTORS® and/or REALTOR-ASSOCIATES® employed by or affiliated as independent contractors with such REALTOR® Member and they shall be advised that the provisions in Article VI, Section 6(b) and 7(d) shall apply.

Section 7. REALTOR-ASSOCIATE® Members.

(a) REALTOR-ASSOCIATE® Members shall have the right to use the term REALTOR-ASSOCIATE® subject to Article VIII of these Bylaws, and shall have all the rights and privileges of membership in the Association except the right to use the terms REALTOR® and REALTORS®, or to hold elective office in the Association, except for directorships.

(b) REALTOR-ASSOCIATE® Members shall promote the interests and welfare of the Association and the real estate profession.

(c) REALTOR-ASSOCIATE® Members shall maintain and promote the same high standards of ethical conduct in their real estate business as is required of REALTOR® Members.

(d) The membership of a REALTOR-ASSOCIATE[®] Member shall suspend or terminate during the period of suspension or termination of a REALTOR[®] Member (principal) of the firm, partnership, or corporation with which they are associated, or until readmission of the disciplined REALTOR[®] 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-ASSOCIATE[®] Member elects to sever their connection with the REALTOR[®] and affiliate with another REALTOR[®] Member in good standing in the Association, whichever may apply.

(e) REALTOR-ASSOCIATE[®] Members, whether primary or secondary in good standing whose financial obligations to the Association are paid in full, shall have the right to vote in all elections of Officers and Directors of the Association. Each REALTOR-ASSOCIATE[®] vote shall equal one-quarter (1/4) of one REALTOR[®] vote.

Section 8. Appraiser-Trainee Members. Appraiser-Trainee Members shall have the rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 9. Institute Affiliate Members. Institute Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS[®].

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

Section 10. Affiliate Members. Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 11. Public Service Members. Public Service Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 12. Life Members. Life Members shall have all rights and privileges and be subject to all of the obligations of that class of Membership held immediately prior to their election.

Section 13. Certification by REALTOR[®]. "Designated" REALTOR[®] Members of the Association shall certify to the Association during the month of January, on a form provided by the Association, a complete listing of all individuals licensed or certified with the REALTOR[®]'s office(s) (within the state,) and shall designate a primary Association for each individual who holds membership. Designated REALTORS[®] shall also identify any non-member licensees in the REALTOR[®]'s office(s) and if Designated REALTOR[®] dues have been paid to another Association based on said non-member licensees, the Designated REALTOR[®] shall identify the Association to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2 (a) of these Bylaws. "Designated" REALTOR[®] Members shall also notify the Association of any additional individual(s) licensed or certified with the firm(s) within thirty (30) days of the date of affiliation or severance of the individual.

Section 14. Harassment. Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an Association or MLS employee or Association Officer or Director after an investigation in accordance with the procedures of the Association, including the Association's Code of Ethics and Arbitration Manual. As used in this section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, President-Elect and Vice President/Treasurer upon consultation with legal counsel for the Association. Disciplinary action may include any sanction authorized in the Association's Code of Ethics and Arbitration Manual. If the complaint names the President, President-Elect or Vice President/Treasurer, they may not participate in the proceedings and shall be replaced by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.

Section 15. Lockbox System. Every Licensed member of the Association, in good standing, shall be entitled to participate in the Association's common lockbox system. Participating members shall be responsible for the security of the box issued, and shall be required to adhere to the rules and regulations.

ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION

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

Section 2. It shall be the duty and responsibility of every REALTOR® and REALTOR-ASSOCIATE® Member of this Association to abide by the Constitution and Bylaws and the Rules and Regulations of this Association, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to mediate and arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this Association as from time to time amended.

**ARTICLE VIII - USE OF THE TERM REALTOR[®],
REALTORS[®], AND REALTOR-ASSOCIATE[®]**

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

Section 2. REALTOR[®] Members of this 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) A REALTOR[®] Member who is a principal of a real estate firm, partnership, or corporation may use the terms REALTOR[®] and REALTORS[®] only if all the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto are REALTOR[®] Members of the Association or Institute Affiliate Members as described in Section 1(c) of Article IV.

(b) In the case of a REALTOR[®] member who is a principal of a real estate firm, partnership or corporation whose business activity is substantially all commercial, the right to use the term REALTOR[®] or REALTORS[®] shall be limited to office locations in which a principal, partner, corporate officer, or branch office manager of the firm, partnership, or corporation holds REALTOR[®] membership. If a firm, partnership, or corporation operates additional places of business in which no principal, partner, corporate officer, or branch office manager holds REALTOR[®] membership, the term REALTOR[®] or REALTORS[®] may not be used in any reference to those additional places of business.

Section 4. REALTOR-ASSOCIATE[®] Members of the Association shall have the right to use the term REALTOR-ASSOCIATE[®] so long as they remain REALTOR-ASSOCIATE[®] Members in good standing and the REALTOR[®] Member with whom they are associated as independent contractors or by whom they are employed is also a REALTOR[®] Member in good standing.

Section 5. Institute Affiliate Members shall not use the term REALTOR[®], REALTORS[®], or REALTOR-ASSOCIATE[®], or 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 Missouri Association of REALTORS[®]. By reason of the Association's Membership, each REALTOR[®] and REALTOR-ASSOCIATE[®] Member of the Member

Association shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the Missouri 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, 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®, REALTORS®, and REALTOR-ASSOCIATE®. The Association shall discontinue use of the terms in any form in its name, upon ceasing to be a Member of the National Association, or upon a determination by the Board of Directors of the National Association that it has violated the conditions imposed upon the terms.

Section 3. The Association adopts the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and agrees to enforce the Code among its REALTOR® and REALTOR-ASSOCIATE® Members. The Association and all of its Members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the National Association and the Missouri Association of REALTORS®.

ARTICLE X - DUES AND ASSESSMENTS

Section 1. Application and Initiation Fees. The Board of Directors may adopt an application fee for REALTOR® and REALTOR-ASSOCIATE® Membership in reasonable amount, not exceeding three (3) times the amount of the annual dues for REALTOR® Membership, which shall be required to accompany each application for REALTOR® membership and which shall become the property of the Association upon final approval of the application

Section 2. Dues and Assessments. The annual dues and assessments include national, state, and local portions and shall be as follows:

(a) REALTOR® Members. The annual dues and assessments of each Designated REALTOR® Member shall be in such amount as established by the Board of Directors. The local portion shall be increased annually up to 3% based on the previous calendar year's Consumer Price Index, rounded to the nearest dollar, or any other amount as 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® or REALTOR-ASSOCIATE® Members of any Board or Association in the state or a state contiguous thereto or Institute Affiliate Members of the Association. In calculating the dues payable to the Association by a Designated REALTOR® Member, non-member licensees as defined in (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 Board or Association in the state, or a state contiguous thereto, provided the Designated REALTOR® notifies the Association in writing of the identity of the Board or Association to which dues have been remitted. In the case of a Designated REALTOR® Member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the Designated REALTOR® (as

defined in (1) and (2) of this paragraph) in the office where the Designated REALTOR[®] holds membership, and any other offices of the firm located within the jurisdiction of this Association.

For the purposes of this Section, a REALTOR[®] Member of this Association shall be held to be any Member who has a place or places of business within the state or a state contiguous thereto and who, as a principal, partner, corporate officer of a real estate firm 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 soliciting and/or referring clients or customers to the REALTOR[®] or his firm on a substantially exclusive basis or which is engaged in other aspects of the real estate business; 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.

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 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 the purposes of this Section and shall not be included in calculating the annual dues of the Designated REALTOR[®]. Designated REALTORS[®] shall notify the association within three (3) days of any change in status of licensees in a referral firm.

The exemption for any licensee included on the certification form shall automatically be revoked upon the individual being engaged in real estate licensed activities (listing, selling, leasing, renting, managing counseling, or appraising real property) other than referrals, and dues for the current fiscal year shall be payable.

Membership dues shall be prorated for any licensee included on a certification form submitted to the association who during the same calendar year applies for REALTOR[®] 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) The annual dues of REALTOR[®] Members other than the Designated REALTOR[®] shall be increased annually up to 3% based on the previous calendar year's Consumer Price Index, rounded to the nearest dollar, or any other amount established annually by the Board of Directors.

(c) REALTOR-ASSOCIATE[®] Members. The annual dues of each REALTOR-ASSOCIATE[®] Member shall be increased annually up to 3% based on the previous calendar year's Consumer Price Index rounded to the nearest dollar, or any other amount established annually by the Board of Directors.

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

(e) All Other Classes of Members. Dues of all other classes of Members shall be in such amount as established annually by the Board of directors.

Section 3. Commercial Division. Any Member of the Association may elect to be a Member of the Commercial Division. In order to support the programs of the Commercial Division, an additional application fee and annual dues for membership in this Division shall be in such amount as established annually by the Board of Directors. Such application fees and annual dues shall be administered by the Commercial Division of the Association

A Member may choose only to belong to the Commercial Division and pay such application fees and dues as are established annually by the Board of Directors for such membership.

Section 4. Dues Payable. Dues for all members shall be payable annually in advance on the first day of January. Dues for new members shall be computed from the first day of the month in which the applicant submits their application.

(a) In the event a sales licensee or licensed or certified appraiser who holds REALTOR® or REALTOR-ASSOCIATE® membership is dropped for nonpayment of Association dues, and the licensee 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 5. Nonpayment of Financial Obligations. If dues, fees, fines, assessments, or other financial obligations including amounts owed to the Association or the Association's Multiple Listing Service are not paid within one (1) month after the due date, the nonpaying member is subject to suspension at the discretion of the Board of Directors. Two (2) months after the due date, membership of the 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 Executive Committee and the member has been notified by email. A former member who has had his/her membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Association or any of its services, departments, divisions, or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

Section 6. Deposits and Expenditures. Deposits and expenditures of funds shall be in accordance with policies established by the Board of Directors.

Section 7. Segregation of Assessments. The Vice-President/Treasurer or designee shall record separately the assessments collected.

Section 8. Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members. All dues, fees, fines, assessments, or other financial obligations to the Association or Association Multiple Listing Service shall be noticed to the delinquent Association Member in writing setting forth the amount owed and due date.

Section 9. The dues of REALTOR® and REALTOR-ASSOCIATE® Members who are REALTOR® Emeriti (as recognized by the National Association), past presidents and past treasurers of the National Association or recipients of the Distinguished Service Award shall be as determined by the Board of Directors.

ARTICLE XI - OFFICERS AND DIRECTORS

Section 1. Officers. The Officers of the Association are President; President-Elect; Vice President/Treasurer; Secretary; Member at Large; Immediate Past-President and President of the Commercial Division.

(a) Elected Officers: The elected officers of the Association shall be: a President, a President-Elect, and a Vice President/Treasurer: They shall be elected for terms of one (1) year and have the following qualifications: hold REALTOR® Membership in good standing; the President-Elect shall have served at least two (2) years as Director or Officer of the Association and the Vice President/Treasurer shall have served at least two (2) years as Director of the Association. The term of office of the President shall be for one (1) year, commencing January 1. A ceremonial installation may be held at another time at the option of the Board of Directors. The terms of office of the President-Elect, Vice President/Treasurer, and Secretary shall run concurrently with that of the President. The President-Elect shall succeed to the office of the President of the Association unless the Board of Directors determines that such succession would not be in the best interest of the Association.

(b) Secretary: The Secretary must be a REALTOR® or REALTOR® ASSOCIATE member of the Board of Directors and shall be appointed by the President and approved by the Board of Directors, and shall have served at least a one (1) year prior term as a Director. The Secretary shall hold office for such time as elected unless removed by the Board of Directors.

(c) Member at Large: The Member at Large will be appointed by the President from the Board of Directors.

(d) President of the Commercial Division: The President of the Commercial Division shall serve as officer and a Director on the St. Louis Association of REALTORS® Board of Directors.

Section 2. Duties of Officers. The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors, including:

(a) President: The President shall preside at all meetings of the Board of Directors and perform such duties as may be prescribed by the Board of Directors. In the President's absence, the President-Elect shall serve as President Pro-Tempore. The office of the President may not be held successively by the same person for more than one full term. The

President shall be an Ex-Officio Member of all committees of the St. Louis Association of REALTOR®s.

(b) President-Elect: The President-Elect shall discharge such duties as the Board of Directors may assign. These shall include fulfilling the function of the President in the President's absence and such other duties and responsibilities designed to prepare for assumption of the office of President.

(c) Vice President/Treasurer: The Vice President/Treasurer shall discharge such duties as the Board of Directors may assign. The Vice President/Treasurer shall give bonds in such sum, and with such sureties, as the Board of Directors may require. The Vice President/Treasurer shall oversee collection and receipt of monies due the Association and its Divisions and shall oversee all deposits in its name, in such bank, or banks, as may be approved by the Board of Directors, with the assistance of the Association's Senior Vice President of Finance and Member Services. A complete settlement of accounts and books shall be made each year, at the end of the fiscal year or more frequently, if the Board of Directors requires. The Vice President/Treasurer shall participate in planning the budget, be involved in any audits required as well as decisions made regarding investments and shall chair the Finance Committee. The Vice President/Treasurer shall perform all other duties pertaining to the office.

(d) Secretary: The Secretary shall attend all meetings of the Association and keep accurate records of all proceedings thereof. The Secretary shall attend to such correspondence or other duties as may be incident to the office or may be assigned by the President or Board of Directors.

(e) Member at Large: The Member at Large will be appointed by the President from the Board of Directors. The Member at Large shall attend all meetings of the Board of Directors.

(f) Commercial Division President: The Commercial Division President shall serve on the Board of Directors for a one (1) year term.

Section 3. Board of Directors. The governing body of the Association shall be a Board of Directors consisting of Members of the Association, and consisting of:

(a) The President, President Elect, Vice President/Treasurer and the Immediate Past President shall serve as directors of the Association during their term in office.

(b) Twelve (12) REALTOR® Members of the Association shall be elected Directors to serve for terms of three (3) years, commencing January 1, four (4) vacancies occurring each year. REALTOR® Directors may not serve for more than two (2) consecutive terms of three (3) years each. A ceremonial installation may be held at another time at the option of the Board of Directors.

(c) Three (3) REALTOR-ASSOCIATE® Members of the Association shall be elected Directors to serve for terms of three (3) years, commencing January 1, one (1) vacancy occurring each year. REALTOR-ASSOCIATE® Directors may not serve more than two (2) consecutive terms of three (3) years each. A ceremonial installation may be held at another time at the option of the Board of Directors.

(d) No one firm (including all firms affiliated with the same franchise) may be entitled to have more than five (5) members serving at any one time as Officers or Directors of the Association.

(e) The President of the Commercial Division shall serve as a Director for a one (1) year term.

(f) The President-Elect of the Commercial Division shall serve as a Director for a one (1) year term.

(g) The Chairperson of the Affiliate Council shall serve on the Board of Directors as a voting Director for a one (1) year term. Affiliate Directors may not succeed themselves in said office.

(h) APPOINTED DIRECTOR: The President may appoint a Director for a term to coincide with the President's term. An appointed Director must be REALTOR[®] or REALTOR-ASSOCIATE[®] member. The President's appointment shall be approved by the Board of Directors.

(i) Directors may vote by proxy subject to such requirements as to form as the Board of Directors may adopt.

(j) The Directors shall have the authority to issue and enforce any Rules and Regulations, which they deem appropriate for the carrying out of their responsibilities. The Directors may dissolve any Divisions of the St. Louis Association of REALTORS[®] if they deem such action to be advisable.

Section 4. Election of Officers and Directors.

(a) No person who has been elected to the office of President, President-Elect or Vice-President/Treasurer, shall be eligible to succeed himself in said office. No person who has held the office of Secretary or Member-at-Large shall be eligible to immediately succeed himself in said office.

(b) No person shall be eligible to be elected as Director of the Association unless, at the time of such election, that person has served as a Director of the Association, or has had at two (2) years cumulative service on a committee, task force, council, ad-hoc committee or advisory group or has served on two (2) or more committees, task forces, councils, ad-hoc committees, or advisory groups of the Association. No person shall be eligible to be elected as an officer of the Association unless, at the time of such election, that person has had at least two (2) years of prior experience as a director of the Association.

(c) No person who has been elected or appointed to the office of Director shall be able to succeed himself in said office beyond one additional three (3) year term. For the purpose of the Bylaws, election or appointment to a one (1) year term shall be construed in the same manner as election or appointment for a longer term insofar as succession in office is concerned. In no instance shall a member hold the position of officer or director for more than 10 consecutive years. Nor may they be elected or appointed to a position, which, if fulfilled would result in more than 10 consecutive years.

(d) Election of the Commercial Division President and the Commercial Division President-

Elect to the Board of Directors shall be by vote of the members of the Commercial Division, on such rules and procedures as the Commercial Division may adapt.

(e) Members of the Commercial Division may also vote for the election of elected officers, the twelve (12) REALTOR® and three (3) REALTOR-ASSOCIATE® Member positions on the Board of Directors which are selected by the membership at large. Nothing herein shall restrict the right of the Commercial Division members to seek election to the Board of Directors or any office of the Association.

(f) No Member may be nominated for more than one office.

(g) No person who is serving as a Director on the Board of another local Association affiliated with the National Association of REALTORS® is eligible to serve as a director of this Association.

(h) Petition placing a nominee in nomination may not be filed with the Association earlier than sixty (60) days prior to the date of the Annual Meeting, and may not be filed after 5:00 p.m. forty-five (45) days preceding the date of the Annual Meeting.

(i) Annually sixty (60) days prior to the Annual Meeting, the CEO shall cause a notice to be transmitted electronically to all Members eligible to vote relating that nominations for the various offices to be filled by election may be filed in accordance with the Bylaws provisions.

(j) Annually twenty (20) days prior to the Annual Meeting, the CEO shall cause a ballot to be transmitted electronically to all Members eligible to vote, which notice shall contain brief information on each candidate and a ballot listing all candidates by office sought in alphabetical order. If the number of candidates filed is equal to or less than the vacant positions to be filled in every category (Officers and Directors), the Board of Directors may declare the candidates elected and no ballot will be transmitted.

(k) The election of Officers and Directors shall be by ballot by electronic vote or in person pursuant to rules and policy established by the Board of Directors, on or before 12:00 Noon the day of the Annual Meeting. Upon request, special accommodations may be arranged.

(l) Ballots will be considered valid even if the member does not submit a vote for every position or for the maximum number of slots available for a given position.

(m) The President, with the approval of the Board of Directors, shall appoint three (3) REALTOR® Member judges, from different firms to oversee and ratify the election results. In the case of a tie vote, the issue shall be determined by lot.

Section 5. Each Officer shall not miss more than one scheduled Executive Committee meeting without an excused absence during the elective year or such office shall be declared vacant at the option of the Board of Directors. An officer who misses one-third (1/3) of the scheduled meetings with or without an excused absence during the elective year may have such office declared vacant at the discretion of the Board of Directors.

Each Director shall not miss more than one scheduled Board of Directors meeting without an excused absence during the elective year or such office shall be declared vacant at the option of the Board of Directors. Any Director who misses one-third (1/3) of the scheduled meetings with

or without an excused absence during the elective year may have such office declared vacant at the discretion of the Board of Directors.

Section 6. NAR Director Policy. Any NAR Director seats assigned to the Association will be assigned first to the President and then to the President-Elect. Any remaining seats will be selected during the annual election process. Additional seats assigned to the Association during the year shall be appointed by the Board of Directors. Qualifications for these elected and appointed positions include the completion of one (1) three-year term as a SLAR Director and one (1) two-year term as a MAR Director.

Section 7. Vacancies.

If a vacancy occurs in the position of President, the President-Elect will succeed to fill that position for the remainder of the term. Such appointment will not affect the normal one-year term as President the following year.

A vacancy in the position of President-Elect, Vice President/Treasurer or any other Director position may be appointed by the Board of Directors until December 31 of that year.

Section 8. Removal of Officers and Directors. In the event that an Officer or Director is not fulfilling the duties for which elected (due to death, illness, incapacity, disinterest, or otherwise), but will not resign from office voluntarily, the Officer or Director may be removed from office under the following procedures:

(a) A petition requiring the removal of an Officer or Director and signed by not less than one-third of the voting membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the Immediate Past-President, 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 ten (10) days or more than thirty (30) days thereafter, a special meeting of the Board of Directors shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director, and then render a decision of such petition.

(c) The special meeting shall be noticed to the Board of Directors at least five (5) days prior to the meeting, and shall be conducted by the President of the Association unless the President's continued service in office is being considered at the meeting. In such case, the Immediate Past-President will conduct the meeting of the hearing by the Directors. Provided a quorum is present, a three-fourths (3/4) vote of Directors present and voting shall be required for removal from office.

ARTICLE XII – Chief Executive Officer (CEO)

It shall be lawful for the Board of Directors to employ a CEO and such assistants as may be necessary to properly conduct the activities of the Association upon such terms and for such period of time as the Board of Directors may deem proper.

The Chief Executive Officer/CEO shall have the authority to hire, supervise, evaluate and terminate other staff, if any, and shall perform such duties as may be delegated by the Board of Directors or the President. The Chief Executive Officer/CEO or his designee shall act as Recording Secretary of the Board of Directors, and if so requested by the Directors or the President, as Secretary of any Committee and keep the records of the Association and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the Missouri Association of REALTORS®. The Chief Executive Officer/CEO shall be a non-voting member of all committees of the St. Louis Association of REALTORS®.

ARTICLE XIII MEETINGS AND QUORUM

Section 1. Membership Quorum. A quorum for the transaction of business by the membership shall consist of ten percent (10%) of the members eligible to vote.

Section 2. Annual Meeting. The annual meeting of the Association shall be held the last Wednesday in August of each year, the place and hour to be designated by the Board of Directors.

Section 3. Executive Committee. A quorum for the transaction of business by the Executive Committee shall consist of no less than one-half (1/2) of the whole of the Committee.

Section 4. Directors' Quorum. A quorum for the transaction of business by the Board of Directors shall consist of no less than one-third (1/3) of the whole Board of Directors.

Section 5. Committee Quorum. A quorum for the transaction of business by any committee of the Association shall consist of no less than one-third (1/3) of the whole membership of the committee.

Section 6. Electronic Transaction of Business. To the fullest extent permitted by law, the business of the Association may be conducted by electronic means. An electronic vote satisfies the requirement for a quorum.

ARTICLE XIV - COMMITTEES

Section 1. Executive Committee. The President shall appoint, subject to the confirmation by the Board of Directors, an Executive Committee consisting of the following:

- (a) President, who shall act as Chairman
- (b) President-Elect
- (c) Vice President/Treasurer
- (d) Chief Executive Officer/CEO (a non-voting member)
- (e) Secretary
- (f) Immediate Past President

- (g) A Member-At-Large
- (h) President of the Commercial Division.

The Executive Committee shall be empowered to act at the discretion of the President, for the Board of Directors, during the interim between Directors' meetings. Except as specifically provided in these Bylaws or the Statement of Policy, the Executive Committee may exercise the powers of the Board of Directors between meetings of the Board, except it may not (i) amend or repeal these Bylaws; (ii) amend or repeal the Statement of Policy; (iii) approve the Association's Annual Budget; or (iv) adopt or amend the Association's Strategic Plan. The Executive Committee shall report any action taken to the Board of Directors at its next meeting. A quorum for the transaction of business at meetings of the Executive Committee shall consist of a majority of its Members.

Section 2. Committees. The President shall appoint from among the REALTOR®, REALTOR-ASSOCIATE® and Affiliate Members, subject to confirmation of the Board of Directors, appropriate committees, as necessary, to implement Association policy programs. The committees will include, but are not limited to Professional Standards and Grievance.

ARTICLE XV – FISCAL AND ELECTIVE YEAR

Section 1. The fiscal year of the Association shall commence on January 1st.

Section 2. The elective year of the Association shall commence on January 1st.

ARTICLE XVI – RULES OF ORDER

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

ARTICLE XVII - AMENDMENTS

Section 1. These Bylaws may be amended by a majority vote, electronic and/or paper of the REALTOR® Members present and qualified to vote at any meeting. An electronic forum in which the amendments are presented electronically shall constitute a 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 as to Article IX, 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 policies of the NATIONAL ASSOCIATION OF REALTORS®. Article IX may be amended only by a majority vote of all REALTOR® Members eligible to vote.

Section 2. Notice of all meetings at which amendments are to be considered, shall be provided at least one (1) week prior to the meeting to the appropriate constituency of members eligible to vote on those amendments as set forth in Section 1 of this Article. Notice may be made by mail, electronically transmitted, or by any other means authorized by the Board of

Directors to the appropriate constituency of Members eligible to vote on those amendments as set forth in Section 1 of this Article.

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

ARTICLE XVIII - DISSOLUTION

Section 1. Upon the dissolution of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets within its discretion, to any other non-profit tax exempt organization.

ARTICLE XIX – MULTIPLE LISTING

Section 1. Authority. The Association of REALTORS[®] shall maintain for the use of its members a Multiple Listing Service which shall be a lawful corporation of the State of Missouri wholly or jointly owned by the St. Louis Association of REALTORS[®].

Section 2. Purpose. A Multiple Listing Service is:

- (a) A facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and customers and the public;
- (b) by which authorized participants make blanket unilateral offers of compensation to other participants (acting as subagents, buyer agents, or in other agency or non-agency capacities defined by law); by which cooperation among participants is enhanced;
- (c) by which information is accumulated and disseminated to enable authorized participants to prepare appraisals, analyses and other valuations of real property for bonafide clients and customers;
- (d) by which participants engaging in real estate appraisal contribute to common data bases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public;
- (e) entitlement to compensation is determined by the cooperating broker's performance as a procuring cause of the sale (or lease).

Section 3. Governing Documents. The Board of Directors shall cause the Multiple Listing Service established by it pursuant to this Article to conform to its Corporate Charter, Constitution, Bylaws, Rules, Regulations, Policies, Practices and Procedures and at all times to the Constitution, Bylaws, Rules, Regulations, and Policies of the NATIONAL ASSOCIATION OF REALTORS[®].

Section 4. Participation. Any REALTOR[®] Member of this or any other Association who is a principal, partner, or corporate officer, or branch office manager acting on behalf of the principal, without further qualification, 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 and offer or accept 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 the Association Multiple Listing Service is strictly limited to the activities authorized under a Participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey "Participation," or "Membership" or any right of access to information developed or published by the Association Multiple Listing Service where access to such information is prohibited by law.

Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm offers or accepts cooperation and compensation means that the participant actively endeavors during the operation of its real estate business to list real property of the type listed on the MLS and/or to accept offers of cooperation and compensation made by listing brokers or agents in the MLS. "Actively" means on a continual and ongoing basis during the operation of the participant's real estate business. The "actively" requirement is not intended to preclude MLS participation by a participant or potential participant that operates a real estate business on a part-time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny MLS participation to a participant or potential participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit an MLS to deny participation based on the level of service provided by the participant or potential participant as long as the level of service satisfies state law.

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

Section 5. Access to Comparable and Statistical Information. Association member who are actively engaged in real estate brokerage, management, mortgage financing, appraising, land development or building, but who do not participate in the MLS, are nonetheless entitled to receive, by purchase or lease, information other than current listing information that is generated wholly or in part by the MLS including "comparable" information, "sold" information, and statistical reports. This information is provided for the exclusive use of Association members and individuals affiliated with Association Members who are also engaged in the real estate business and may not be transmitted, retransmitted, or provided in any manner to any unauthorized individual, office or firm except as otherwise specified in the MLS Rules and Regulations. Association Members who receive such information, either as an Association service or through the Association's MLS, are subject to the applicable provisions of the MLS Rules and Regulations whether they participate in the MLS or not.

ARTICLE XX- COMMERCIAL DIVISION

Section 1. There shall be a separate division of the Association for Commercial Members who elect to join said Division pursuant to Article X, Section 3, of these Bylaws. The Commercial Division shall be operated by separate Offices and Directors, subject to that Division's Bylaws and regulations, and subject to the following conditions and limitations:

- (a) The Commercial Division Board of Directors shall include a director selected by the Board of Directors of the St. Louis Association of REALTORS®;
- (b) The fiscal year and election year of the Commercial Division shall coincide with those of the St. Louis Association of REALTORS®;
- (c) Membership criteria for the Commercial Division shall be under the supervision of the St. Louis Association of REALTORS®;
- (d) All decisions and policies of the Commercial Division shall be subject to approval and ratification by the Board of Directors of the St. Louis Association of REALTORS®.
- (e) At such time as the Commercial Division may decide to form a Commercial Overlay Board under the jurisdiction of the Missouri Association of REALTORS® and the National Association of REALTORS®, this Article will no longer be in effect.

ARTICLE XXI - SEAL

The corporation shall have a seal, which shall be in the custody of the CEO, to be of such design as the Directors may from time to time determine, but which shall bear the legend, "ST. LOUIS ASSOCIATION OF REALTORS®."

ARTICLE XXII- LIMITATION OF LIABILITY

Subject to the provisions of the Code of Ethics and Arbitration Manual of the National Association of REALTORS®, no member of the Association shall pursue or prosecute by action, suit or proceeding civil or criminal, against the Association or any person now or hereafter an Officer, Committee Member, or Director of the Association which claim is based upon any act of said Association or said person relating to the business of the Association, and particularly, any act of said Association or said person in advancing, suspending, expelling or otherwise disciplining a Member.

Each person now or hereafter a Director, Officer, Committee Member, or staff Member of the Association shall be indemnified by the Association against all expenses and losses reasonably incurred or suffered by said person in connection with any action, suit or proceeding, civil or criminal, to which said person may be made a party by reason of his being, or having been, Director, Officer, Committee Member, or staff member of the Association. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law.

No indemnification shall be provided for any person with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of the Association.