

**Bylaws
of the
Iowa Association of REALTORS®,
INCORPORATED**

Article I – Name and Objects

Section 1. The name of this organization shall be: The Iowa Association of REALTORS®, Incorporated, hereinafter referred to as the association.

Section 2. The objects of this association shall be to unite local associations of REALTORS®, hereinafter referred to as associations*, their members, and REALTOR® and REALTOR-ASSOCIATE® members in the state of Iowa for the purpose of exerting effectively a combined influence upon matters affecting real estate, to elevate the standards of the real estate business throughout the state and the professional conduct of persons engaged therein.

*As used herein, the term “association(s)” refers to boards and associations.

Article II – Membership

Section 1. The members of this association shall consist of six classes: (1) Member Boards, (2) Association members, (3) REALTOR® members, (4) Institute Affiliate members, (5) Affiliate members, and (6) Honorary members (7) Employees.

Section 2. A Member Board shall be an association chartered by the National Association of REALTORS® within the state of Iowa. All the REALTOR® and REALTOR-ASSOCIATE® members who hold primary membership in the association shall hold membership in this association and the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. Association members shall be either REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate members of a Member Board in good standing.

Section 4. A REALTOR® member shall be any individual engaged in the real estate profession as a principal, partner, corporate officer, or branch office manager acting on behalf of the firm’s principal(s), and licensed or certified individuals affiliated with said REALTOR® member whose place of business is located in an area outside the jurisdiction of any Member Board who meets the qualifications for REALTOR® membership established in subsection (a) below. Secondary REALTOR® membership shall also be available to individuals who hold primary membership in an association in another state and who desire to obtain direct membership in the state association without holding membership in a local association in the state.

- (a) An applicant for REALTOR® membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the association through its membership committee 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 recent or pending bankruptcy*, has no record of official sanctions involving unprofessional conduct**, agrees to complete a course of instruction covering 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.

*No recent or pending bankruptcy is intended to mean that the applicant or any real estate firm in which the applicant is a sole proprietor, general partner, corporate officer, or branch office manager, is not involved in any pending bankruptcy or insolvency proceedings or, has not been adjudged bankrupt in the past three (3) years. If a bankruptcy proceeding as described above exists, membership may not be rejected unless the association establishes that its interests and those of its members and the public could not be adequately protected by requiring that the bankrupt applicant pay cash in advance for association and MLS fees for up to one (1) year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that an existing member initiates bankruptcy proceedings, the member may be placed on a "cash basis" from the date that bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.

**No record of official sanctions involving unprofessional conduct is intended to mean that the association may only consider:

- A. judgments against the applicant within the past three (3) years of violations of (1) civil rights laws, (2) real estate license laws, and (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.
 - B. criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted, and (2) no more than ten (10) years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date. (Amended 5/07)
- (b) Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers, in order to qualify for REALTOR® membership, shall at the time of application, be associated either as an employee or as an independent contractor with a designated REALTOR® member of the association or a designated REALTOR® member of another association (if a secondary member) and must maintain a current, valid real estate broker's or salesperson's license or

be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has no record of official sanctions involving unprofessional conduct*, shall complete a course of instruction covering the Bylaws of the State Association, and the *Constitution and Bylaws* and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the membership committee and shall agree in writing that if elected to membership he/she will abide by such *Constitution, Bylaws, Rules and Regulations*, and the Code of Ethics. (Amended 5/07)

*No record of official sanctions involving unprofessional conduct is intended to mean that the association may only consider:

- A. judgments against the applicant within the past three (3) years of violations of (1) civil rights laws, (2) real estate license laws, and (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.
- B. criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted, and (2) no more than ten (10) years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date. (Adopted 5/07)

The following 4(c) IS adopted by the State Association.

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

- 1. All final findings of Code of Ethics violations and violations of other membership duties in 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 II, Section 4(a) Note 2) provided all other qualifications for membership have been satisfied. Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six months from the date that provisional membership is approved.

Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration request pending, the association may 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. (Amended 11/09)

- (d) The board of directors (or its appointed designee) shall review and act on all applications for membership. An application may not be rejected without providing the applicant with an opportunity to appear before the board of directors to make such statements as he/she deems relevant. If the board of directors determines that the application should be rejected, it shall record its reasons with the secretary. If the board of directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.
- (e) The board of directors may adopt an application fee for REALTOR® membership in reasonable amount, not exceeding three times the amount of the annual dues for REALTOR® membership, which shall be required to accompany each application for REALTOR® membership and which shall become the property of the association upon

final approval of the application. The IAR does adopt an new member application fee (currently \$100). Member boards shall transmit the fee with the dues of the new member.

- (f) 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 II 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 II, Section 4 of the Bylaws.
- (g) Any REALTOR® member of the association may be disciplined by the board of directors for violations of these Bylaws, the Code of Ethics, or other duties of membership, after a hearing as described in the Code of Ethics and Arbitration Manual of the association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS®, as set forth in the *Code of Ethics and Arbitration Manual* of the National Association.

Select one of the two following options for Section 4(h).

Option 1 IS ADOPTED:

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

(h) In any action taken against a REALTOR® member for suspension or expulsion under Section 4(h) hereof, notice of such action shall be given to all REALTORS® employed by or affiliated as independent contractors with such REALTOR® member and they shall be advised that the provisions in Article II, Section 4(h) shall apply.

Section 5. 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.

Section 6. Affiliate members shall be real estate owners and other individuals or firms who are Affiliate members of Member Boards.

Section 7. Honorary members shall be individuals other than those engaged in the real estate business who have contributed notably to this association.

Section 8. Those persons who are currently employed in an executive, administrative or management capacity by the Iowa Association of by a member board of the association, or by an Institute, Society or Council of the Iowa Association, shall be eligible for individual membership without payment of dues, and shall be entitled to all rights and privileges, of individual membership except the right to use the term REALTOR® or to vote.

Section 9. Voting members of the Iowa Association of REALTORS® must be Iowa Real Estate licensees or licensed or certified appraisers, who are members in good standing as defined in Article III below.

Article III – Dues and Fees

Section 1. The annual dues of each Member Board shall be (1) an amount as established by the board of directors **\$110** (Note: an additional fees of \$20 issues mobilization and \$10 temporary advertising fee are also mandatory fees) times the number of REALTOR® and REALTOR-ASSOCIATE® members who hold primary membership in the association, plus (2) an amount as established by the board of directors (\$110 dues (plus \$30 as per above)) times the number of real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with REALTOR® members of the association who are not themselves REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate members. In calculating the dues payable by a Member Board, nonmembers, as defined in the preceding sentence, shall not be included in the computation of dues if dues have been paid in another association in the state or a state contiguous thereto, provided the association notifies the State Association in writing of the identity of the association to which dues have been remitted.

Section 2. The annual dues of each designated REALTOR® member actively engaged in the real estate business from areas not within the jurisdiction of a Member Board shall be (1) an amount as established by the board of directors **\$110** (Note: an additional fees of \$20 issues

mobilization and \$10 temporary advertising fee are also mandatory fees) plus (2) an amount as established by the board of directors \$110 (Note: an additional fees of \$20 issues mobilization and \$10 temporary advertising fee are also mandatory fees) times the number of real estate salespersons and licensed or certified appraisers who (a) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® member, and (b) are not REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate members. **An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business (except as provided for in Section 2(a) hereof) provided that the licensee is not otherwise included in the computation of dues payable by the principal, partner, corporate officer, or branch office manager of the entity.**

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

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. (Amended 11/09)

Section 3. The annual dues \$110 (Note: an additional fees of \$20 issues mobilization and \$10 temporary advertising fee are also mandatory fees) of REALTOR® members other than designated REALTORS® shall be as determined annually by the board of directors.

Section 4. The annual dues of each Institute Affiliate member shall be as established in Article II of the *Bylaws of the NATIONAL ASSOCIATION OF REALTORS®*.

NOTE: The Institutes, Societies, and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate members (\$75). The National Association shall credit \$25 to the account of a local association for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the \$25 amount will be credited to the COB, unless the Institute Affiliate member directs that the dues be distributed to the other association. The National Association shall also credit \$25 to the account of state association for each Institute Affiliate member whose office address is located within the territorial jurisdiction of the state association. Local and state associations may not establish any additional entrance, initiation fees, or dues for Institute Affiliate members, but may provide service packages to which Institute Affiliate members may voluntarily subscribe.

Section 5. The annual dues **\$110** (Note: an additional fees of \$20 issues mobilization and \$10 temporary advertising fee are also mandatory fees) of each Affiliate member shall be as established annually by the board of directors.

Section 6. In **January** of each year, each Member Board shall file with the State Association, in such format as shall be determined by the association, a list of its REALTOR®, REALTOR-ASSOCIATE®, and Institute Affiliate members and the number of real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with such REALTOR® members, certified by the president and secretary of the association. At the time such list is filed, each Member Board shall pay dues for the current fiscal year based on 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 association who are not themselves REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate members. Member Board dues shall also be adjusted for new members enrolled by the association who were not previously licensed with a REALTOR® member of the association during the current fiscal year. Adjustments for new members shall be prorated monthly and be due and payable within **ten** days after the new member's enrollment. Any Member Board or other member delinquent in payment of dues by more than **thirty** days may be dropped from membership in the association by the board of directors.

Section 7. Dues shall be payable January 1 of each year and delinquent as of February 1. New member dues may be pro-rated semi-annually after July 1.

Article IV – Officers

Section 1. The elective officers of the association shall be a president, president-elect, nine (9) regional vice presidents, a secretary and a treasurer. The secretary and treasurer may be the same person. In the absence of the president, the president-elect shall perform his/her duties. All officers shall serve for one (1) year or until their successors are elected and qualified and shall be *ex officio* members of the board of directors. The president shall not be eligible to serve a second successive term. The elective year of the elective officers of the association shall begin the day following the official closing of the Annual National Association of REALTORS®

Convention and end the last day of the Annual National Association of REALTORS®
Convention.

- a. There will be nine regions of the state as decided by the officers. The nominating committee will select nine vice presidents for one year terms. Each region may hold a caucus and pass on to the IAR nominating committee one or more names to serve as an officer as a Regional Vice President. The nominating committee would have the option to consider other candidates for the region.
- b. If a region fails to meet and select a person for consideration by nominating committee, the nominating committee or President will select a person to fill the officer position.

Section 2. The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them respectively by the board of directors from time to time, and such as are required by law.

Section 3. The treasurer shall provide a surety bond in such amount as the board of directors may determine, the cost to be paid by the association.

Section 4. The board of directors may employ an executive vice president (aka CEO) who shall be the chief administrative officer of the association, who may be elected and serve as the elected secretary, subject to the president and the executive committee, and who shall perform such other duties as may be delegated to him by the board of directors. In the event the CEO is named as secretary, the CEO shall not be a voting member of the Board of Directors. The CEO shall provide a surety bond in such amount as the board of directors may determine, the cost to be paid by the association. The executive vice president, with the approval of the board of directors, may employ such other persons as may be necessary to conduct the activities of the association.

Section 5. The board of directors may retain legal and other professional counsel and fix the terms of compensation thereof.

Section 6. Officers and Directors shall be deemed to have submitted a resignation from their elected or appointed positions upon the occurrence of any of the following:

- A. Failure to abide by the Code of Ethics of the National Association of REALTORS®, or by the Constitution, bylaws, and rules and regulations of the local, state and national association, which failure results in a suspension or of expulsion from membership in the association; or
- B. Failure to remain qualified as a REALTOR® member; or
- C. Incapacity by reason of mental or physical condition to the extent that the Officer or Director is unable or unwilling to fulfill the duties of the office for a period of ninety (90) days or more; or
- D. Convicted of a felony.

Section 7. Officers and Directors may immediately be removed from their respective office on motion of the Executive Committee any by approval of a two-thirds (2/3) majority of Executive Committee members present to vote. The Officer or Director may

appeal to the Board of Directors who may overturn the removal by a simple majority vote of the Board of Directors present and voting.

Section 8. Voluntary resignations shall become effective when submitted in writing.

Article V – Board of Directors

Section 1. The government of the association shall be vested in a board of directors, elected for terms of **one** year(s), consisting of the following: (1) the president, president-elect, the nine regional vice-presidents, the secretary-treasurer; (2) nine elected directors from the membership at large; (3) up to two members from each of the nine (9) regions, (4) and up to ten past presidents of the association in good standing who continue their membership in the association.

Section 2. Application for at-large Directors to be elected from the REALTOR® membership of the member boards shall be sent to the nominating committee by March 1, in advance of the date of the annual meetings

- A. Each of the nine Regions shall hold a regional caucus to elect two (2) members to serve a one-year term on the Board of Directors. In each region, no more than one delegate can represent a local constituent board, unless in a region there is only one constituent board. The region shall report to the state association prior to June 1 each year the names of regional board of director members. If there are not two members selected in the regional caucus, the regional vice president may designate a member from the region to serve the one year term.

Section 3. The board of directors shall administer the finances of the association and shall have sole authority to appropriate money. The accounts of the association shall be audited annually by a certified public accountant.

Section 4. Vacancies in the board, by resignation or otherwise, shall be filled by the board until the next annual meeting, at which time the membership shall elect persons to fill the vacancies for the unexpired term.

Vacancies in the board of directors by at-large members elected from their regional caucus, by resignation or otherwise, may be filled with an alternate member selected by the regional vice-president of that region, subject to board approval until the next annual meeting, at which time the membership shall elect persons for the unexpired term.

Section 5. The board of directors shall meet at least one time each year at a place to be determined. Special meetings of the board may be called at any time upon 30 days notice by the President or by any thirty directors. Absence from two consecutive regular meetings without an excuse deemed valid as so recorded by the board shall be construed as a resignation.

Section 6. A director is entitled to vote in person, and shall not be allowed to vote by proxy.

Section 7. Twenty members/ directors shall constitute a quorum of the board of directors.

Section 8. An active member of the Iowa Association of REALTORS® who is awarded the National Association of REALTORS® Distinguished Service Award shall annually be an additional member of the IAR board of directors.

Article VI – Meetings

Section 1. The association may hold an annual membership meeting in September, October, or November, the time and place to be designated by the board of directors. The meeting may be held at the time of the annual convention. Association members and REALTOR® and REALTOR-ASSOCIATE® members present at any membership meeting of this association shall be delegates, entitled to participate in all discussions and deliberations.

Section 2. The association convention shall be open to all members upon payment of a registration fee to be determined by the board of directors.

Section 3. The inaugural meeting of the association shall be held in the month of the time and place to be designated by the board of directors.

Section 4. Other meetings may be called by the board of directors. Any call for a meeting shall state the purpose, time and place of the meeting, and shall be issued in writing at least fifteen days in advance.

Section 5. Presidents of **four** Member Boards, or their accredited alternates, shall constitute a quorum at any membership meeting or convention.

Section 6. Electronic Transaction of Business and Notice. To the fullest extent permitted by law, the board of directors or any membership meeting may conduct business by electronic means. Any meetings, notice of meetings, or any other required notices, may be conducted by any mode of reasonable communication, including electronic means, hearing required waived.

Section 7. The IAR president may establish quorums for individual IAR committee meetings.

Section 8. Action without Meeting. Unless specifically prohibited by the Articles of Incorporation, any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if consent, in writing, setting forth the action so taken, shall be signed by all of the directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All approvals evidencing the consent shall be delivered to the secretary/executive vice president (select one) to be filed in the corporate records. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date.

Article VII – Committees

Section 1. The President, subject to the approval of the board of directors, shall appoint the following standing committees, the members of which shall serve for one year, or until their successors are appointed and qualified:

- Executive
- Nominating
- Professional Standards

Section 2. The president, with the approval of the board of directors, may appoint such other committees, forums, task forces and key objective groups as he/she deems advisable or as needed. The president shall be an *ex officio* member (shall be informed of all meetings, and has the right to attend and take part in discussions) of all committees. Committees shall consist of such number of members as the president may determine, except as otherwise stated in these bylaws.

Section 3. Committees shall have such duties as their titles indicate, and as the board of directors may assign. All actions of committees shall be subject to the approval of the board of directors.

Section 4. All committees shall be open to the general membership. A committee may move into executive session at any time during the meeting with a majority vote by committee members present when dealing with such issues as personnel, finance, nominating, political deliberations, and other issues deemed necessary by the committee. Executive session allows only committee members and approved staff to be present.

Section 5. The incoming chairperson and committee members shall begin the day following the official closing of the Annual National Association of REALTORS® Convention and end the last day of the Annual National Association of REALTORS® Convention.

Section 6. Executive Committee. The President by and with the consent of the board of directors shall appoint an executive committee consisting of the President, President-elect, immediate past president, treasurer, and twelve (12) members at-large, such at large members to serve staggered three year terms. Four of these at-large members shall be appointed by the president with the consent of the board of directors. The President of the association shall serve as the chairman of the executive committee. The President of the association shall have only one vote. The executive committee shall make recommendations to the board of directors, and shall transact business of the association if in an emergency nature between meetings of the board of directors, and shall report such actions in full to the board of directors at its next meeting.

Section 7. No person shall serve on any committee including the executive committee and also actively participate with any non REALTOR® board, association or organizations which may be deemed to have a conflict of interest with the Iowa Association of REALTORS®.

Section 8. Action without Meeting. Unless specifically prohibited by the Articles of Incorporation, any action required or permitted to be taken at a committee meeting may be taken without a meeting if consent, in writing, setting forth the action so taken, shall be signed by a super majority of all of the committee members. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All approvals evidencing the consent shall be delivered to the association to be so recorded. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date.

Section 9. Electronic Transaction of Business and Notice. To the fullest extent permitted by law, any committee or membership meeting may conduct business by any electronic means. Any meetings, notice of meetings, or any other required notices, may be conducted by any mode of reasonable communication, including electronic means, hearing required waived. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating has the opportunity to hear each other. Such participation shall be at the discretion of the president and shall constitute presence at the hearing.

Article VIII – Election of Officers

Section 1. The election of officers and directors shall be held at the annual membership meeting of the association, or where permitted and authorized by the board of directors electronically. Newly elected officers and directors shall be installed at the annual meeting of the association.

Section 2. Not less than two months before the annual membership meetings, a nominating committee shall meet. The nominating committee shall consist of five (5) members, the chairman of which shall be the president three years past, the vice chair the president five years past, and the immediate past president of the association. If a past president is unable to serve on the nominating committee, the current association president shall name a replacement from the membership at large. The president will then appoint the other two members, one from the board of directors, and one from the delegate body. The nominating committee shall name one candidate for each office and each vacancy on the board of directors to be filled. The report of the nominating committee shall be announced and conspicuously displayed at least 12 hours before the election is held. The association shall then notify all boards by any reasonable means, including electronic transmittal of the slate nominated. It shall be the duty of individual boards to notify their members. In the event that an individual wishes to have their name placed in nomination for a particular office, a nominating petition accompanied by twenty-five (25) signatures of association members must be received by the association on or before the second Monday in July. In the event that there are other nominees, the association shall notify individual

boards by any reasonable means including electronic, prior to 24 hours before election. Election shall be by ballot and all votes shall be cast in person. The ballot shall contain the names of all candidates and the offices for which they are nominated.

Article IX – Delegate Body

Section 1. Each REALTOR® member in good standing as defined in these bylaws may vote in person at the association annual membership meeting.

Article X – Fiscal Year

Section 1. The fiscal year of the association shall be the calendar year.

Section 2. The elective year of the association shall be annual meeting to annual meeting.

Article XI – Code of Ethics

Section 1. The Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® is adopted as the Code of Ethics of the association and shall be considered a part of its Rules and Regulations, and the Code of Ethics and the Rules and Regulations of the association shall be deemed to be amended and changed whenever said Code of Ethics is amended or changed by the National Association.

Article XII – Professional Standards

A local association, prior to referring an ethics complaint or arbitration request for review to the State Association, should exhaust all efforts to impanel an impartial tribunal to conduct either the original hearing or the appeal or procedural review. These efforts may include the appointment of knowledgeable members of the association on an ad hoc basis to serve on either a hearing panel or on behalf of the board of directors. If, because of notoriety, etc., the association cannot impanel an impartial tribunal, the association may refer the matter to the State Association, and the State Association may delegate to another association or a regional enforcement facility, the authority to hear the case on behalf of the State Association. No association or regional enforcement facility, however, may be required to accept this delegation of authority. If no other entity is amenable to conducting the review, the State Association shall be responsible for conducting the hearing.

Section 1. Allegations of ethical violations and contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® and between REALTORS® and their customers or clients may be submitted to an ethics or arbitration panel at the State Association level under the following circumstances:

- (a) Allegations of unethical conduct made against a REALTOR® or REALTOR-ASSOCIATE® who is directly a member of the State Association and not a member of any local association.
- (b) Allegations of unethical conduct made against a REALTOR® or REALTOR-ASSOCIATE® in the instance in which the local association, because of size or other valid reason, determines that it cannot provide a due process hearing of the matter and petitions the State Association to conduct a hearing.
- (c) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are not members of the same association where the matter has been referred to the State Association by both local associations.
- (d) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are directly members of the State Association and are not members of any association.
- (e) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between a REALTOR® who does not hold membership in any association, but is directly a member of the State Association, and a REALTOR® who is a member of an association.
- (f) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTOR® members of the same association where the association with good and sufficient reason is unable to arbitrate the controversy. (Explanation: This provision is not designed to relieve a local association of its primary responsibility to resolve differences arising between members of the same association. The section recognizes that in some associations with limited membership, usual arbitration procedures may be impossible.)
- (g) Contractual disputes between a customer or a client and a REALTOR® where the association with good and sufficient reason is unable to arbitrate the dispute or the REALTOR® is a direct member of the State Association.

Section 2. The responsibility of the association and of association members relating to the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the **National** Association of REALTORS®, as from time to time amended, which by this reference is made a part of these Bylaws. (The NAR Code of Ethics and Arbitration manual has been found to be compatible with applicable state law). The fee for professional standards services conducted by the state association shall be the maximum amount permitted under the NAR manual).

Section 3. If a REALTOR® member (as defined in Article II, Section 4, of these Bylaws) resigns from the association or otherwise causes membership to terminate with an ethics complaint pending, that board of directors may condition the right of the resigning member to

reapply for membership upon the applicant's certification that he/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel.

If a REALTOR® member (as defined in Article II, Section 4, of these bylaws) 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 4. New Member Code of Ethics Orientation. Applicants for REALTOR® and REALTOR-ASSOCIATE® membership shall complete an orientation program on the Code of Ethics of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement does not apply to applicants who have completed comparable orientation in another association, provided that membership has been continuous, or that any break in membership is for one year or less.

Failure to satisfy this requirement within one hundred eighty days of the date of application will result in denial of the membership application.

NOTE: This orientation program must meet the learning objectives and minimum criteria, established from time to time by the NATIONAL ASSOCIATION OF REALTORS®.

Section 5. Continuing Member Code of Ethics Training. Effective January 1, 2001 through December 31, 2004, and for successive four (4)-year periods thereafter, each REALTOR® and REALTOR-ASSOCIATE® member of the association shall be required to complete quadrennial 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, or 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. Members who have completed training as a requirement of membership in another association and members who have completed the New Member Code of Ethics Orientation during any four (4)-year cycle shall not be required to complete additional ethics training until a new four (4)-year cycle commences.

Failure to satisfy this requirement shall be considered a violation of a membership duty. Failure to meet the requirement for the second (2005 through 2008) cycle and subsequent four (4)-year cycles may result in suspension of membership for the first two (2) months (January and February) of the year following the end of any four (4)-year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date may be automatically terminated. (Adopted 1/01, revised 5/05)

Article XIII – Use of the Terms REALTOR®, REALTORS® and REALTOR-ASSOCIATE®

Section 1. Use the terms REALTOR®, REALTORS®, or 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 State Association shall have authority to control, jointly and in full cooperation with the *NATIONAL ASSOCIATION OF REALTORS®*, use of the terms within those areas of the state of **Iowa or states contiguous to Iowa** not within the jurisdiction of a Member Board. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the board of directors after a hearing as provided for in the association's Code of Ethics and Arbitration Manual. (Amended 5/06)

Section 2. REALTOR® members of the State Association shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their business so long as they remain REALTOR® Members in good standing. No other class of members shall have this privilege.

Section 3. A REALTOR® member who is a principal of a real estate firm, partnership or corporation may use the terms REALTOR® or 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® or Institute Affiliate members.

Section 4. REALTOR-ASSOCIATE® members of the State 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 or by whom they are employed is also a REALTOR® member in good standing.

Section 5. An Institute Affiliate member shall not use the terms REALTOR®, REALTORS®, or REALTOR-ASSOCIATE® and shall not use the imprint of the emblem seal of the *NATIONAL ASSOCIATION OF REALTORS®*.

Article XIV – Districts

Section 1. The board of directors shall, for administrative purposes, divide the state into districts. A vice president shall be elected from each of the districts.

Article XV – Rules of Order

Section 1. *Robert's Rules of Order*, latest edition, shall be recognized as the authority governing all meetings and conferences when not in conflict with the bylaws of the association.

Article XVI – Amendments

Section 1. When Bylaws amendments are mandated by NAR policy, these Bylaws may be automatically amended to reflect the mandate as of the effective date of the mandatory policy authorized by the *NATIONAL ASSOCIATION OF REALTORS®*. The associations shall provide notice of that change in a regular or special membership communication.

Section 2. Amendments to these Bylaws affecting the admission or qualifications of REALTOR®, REALTOR-ASSOCIATE®, and Institute Affiliate members, the use of the terms

REALTOR®, REALTORS®, or REALTOR-ASSOCIATE® or any alteration in the territorial jurisdiction of an association shall become effective upon the approval of the board of directors of the National Association.

Article XVII – Harassment

Section 1. 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. Protected classes of persons may also be found in the Iowa Civil Rights Act – chapter 216 of the Iowa Code. 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, and president-elect and/or vice president and one member of the board of directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the association. Disciplinary action may include any sanction authorized in the association's Code of Ethics and Arbitration Manual. If the complaint names the president, president-elect or vice president, they may not participate in the proceedings and shall be replaced by the immediate past president or, alternatively, by another member of the board of directors selected by the highest ranking officer not named in the complaint.

Article XVIII – Dissolution

Section 1. Upon the dissolution of the association, the board of directors, after providing for payment of all obligations, shall distribute any remaining assets to the REALTOR Foundation of Iowa, or within its discretion, to any other nonprofit, tax-exempt organization.

(Adopted NAR model June 2010 – Approved September 2010)

IAR February 2011 document.