



BYLAWS

Bullhead City/Mohave Valley Association of REALTORS®, Inc

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***Bylaws of the
Bullhead City/Mohave Valley Association of REALTORS®, Inc.***
{Adopted date June 26, 1978} (AMENDED 12/18/2023)

Article I – Name

Section 1. Name. The name of this organization shall be the Bullhead City/Mohave Valley Association of REALTORS®, Incorporated, hereinafter referred to as the "association".

Section 2. The purpose of Bullhead City/Mohave Valley Association of REALTORS is to serve its members by providing and promoting services to enhance members' abilities to conduct their businesses with integrity and competency and to promote the extension and preservation of private property rights. The Bullhead City/Mohave Valley Association of REALTORS® vision is REALTOR®... the best prepared real estate practitioner with the highest standards. (AMENDED 12/18/2023)

Article II – Membership

Section 1. The members of BULLHEAD CITY/MOHAVE VALLEY ASSOCIATION OF REALTORS® shall consist of four (4) classes: **(1)** Board Members, **(2)** Individual Members, **(3)** Affiliate Members and **(4)** Honorary Members.(AMENDED 12/18/2023)

Section 2. Association Members shall be either a REALTOR® or REALTOR-ASSOCIATE®, or affiliate members in good standing.

Section 3. 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 the jurisdiction of the association 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 jurisdiction or state and who desire to obtain direct membership in the state association without holding membership in a local association in the state.

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).

Designated REALTOR® Members. Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® member who shall be responsible for all duties and obligations of membership, including the obligation to arbitrate (or to mediate if required by the association) pursuant to Article 17 of the Code of Ethics and the payment of association dues as established in Article III 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.(AMENDED 12/18/2023)

a. **Membership Applications.** Bullhead City/Mohave Valley Association of Realtors 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 this or any other REALTOR® association or REALTOR® 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; provided all other qualifications for membership have been satisfied. BULLHEAD CITY/MOHAVE VALLEY ASSOCIATION OF REALTORS® 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 (6) 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, BULLHEAD CITY/MOHAVE VALLEY ASSOCIATION OF REALTORS® 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 12/18/2023)

b. **New Member Code of Ethics Orientation** Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less. Failure to satisfy this requirement within 180 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. (AMENDED 12/18/2023)

c. **Continuing REALTOR® Code of Ethics Training** Effective January 1, 2019, through December 31, 2021, and for successive three year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that

the member has completed a course of instruction conducted by this or another 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® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any three (3)-year cycle shall not be required to complete additional ethics training until a new three (3)-year cycle commences. Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty.

Failure to meet the requirement in any three (3)-year cycles will result in suspension of membership for the first two months (January and February) of the year following the end of any three (3)-year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated. (Adopted 1/01, Amended 2/2019)

- d. **Pending Ethics Complaint/Obligation to Arbitrate or Mediate after Membership Termination.** If a member resigns from the Board 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 the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by this association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethics respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®.

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

Section 4. Affiliate Members shall be individuals who do not hold active Arizona real estate licenses and who are actively involved in a real estate-related industry.

Section 5. Honorary Members shall be individuals other than those engaged in real estate business who have contributed notably to BULLHEAD CITY/MOHAVE VALLEY ASSOCIATION OF REALTORS®, as determined by the Board of Directors. Honorary Member shall not have the right to vote, hold elective office or serve as a Director.

Section 6. Application Fee. The board of directors may adopt an application fee for REALTOR® 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. (Amended 1/02)

Article III – Privileges and Obligations

Section 1. The privileges and obligations of members, in addition to those otherwise provided in these Bylaws, shall be specified in association policies and procedures. Members shall have voting rights and privileges and be subject to obligations prescribed by the board of directors. (AMENDED 12/18/2023)

Section 2. REALTOR® Members. REALTOR® members, 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 and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the association and the real estate profession.

Section 3. Secondary members, Affiliate Members, and Honorary Members. in good standing whose financial obligations to the association are paid in full 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®*; and have the responsibility to safeguard and promote the standards, interests, and welfare of the association and the real estate profession. No Affiliate member may hold a board appointed position. (AMENDED 12/18/2023) **NOTE:** Local associations establish the rights and privileges to be conferred on Affiliate members except that no 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 (Amended 1/02)

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. Any member of the association may be reprimanded, fined, placed on probation, suspended, or expelled by the board of directors for a violation of these Bylaws and association rules and regulations consistent with these Bylaws, after a hearing as provided in the *Code of Ethics and Arbitration Manual* of the association. Although members other than REALTORS® are not subject to the Code of Ethics, nor its enforcement by the association, such members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, members other than REALTORS® may, upon recommendation of the membership committee, or upon recommendation by a hearing panel of the professional standards committee, be subject to discipline as described above, for any conduct, which in the opinion of the board of directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR® or REALTORS®, 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 6. Any member of the association may be reprimanded, placed on probation, suspended, or expelled for harassment of an association or MLS employee or association officer or director after an investigation in accordance with the procedures of the association. As used in this section, harassment means any verbal or physical 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. 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. (Amended 5/08)

Article IV – Dues and Assessments

Jurisdiction

(Requires verbatim adoption by associations Boards - Selected Uniform Provision)

The territorial jurisdiction of the association as a Member of the NATIONAL ASSOCIATION OF REALTORS® is: the portions of Townships 16,17, 18, 19, 20, 21, & 22 North lying West of the East Line of Range 20 West GSRM and extending to the Colorado River.

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

Section 1. The annual dues of each association Member shall be (1) an amount as established by the Board of Directors 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 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 Affiliate Members. In calculating the dues payable, 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 shall be in such amount as established annually by the Board of Directors, plus an additional amount to be established annually by the board of directors times the number of real estate salespersons and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® member, and (2) are not REALTOR® members of any association in the 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 association in the state or a state contiguous thereto, provided the designated REALTOR® notifies the association in writing of the identity of the association to which dues have been remitted. In the case of a designated REALTOR® member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this association. (Amended 1/05)

A REALTOR® member of the association shall be held to be any member who has a place or places of business within the state or a state contiguous thereto and who, as a principal, is actively engaged in the real estate profession as defined in Article 111, Section 1 of the Constitution of the NATIONAL ASSOCIATION OF REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity

in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business (except as provided for in Section 2(a)(1) hereof) provided that such licensee is not otherwise included in the computation of dues payable by the principal, of the entity.(AMENDED 12/18/2023)

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®. 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. 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 and 11/14)

Section 3. The annual dues of REALTOR members other than the designated REALTOR® shall be as established by the Board of Directors. (Amended 1/05)

Section 4. Affiliate Member dues shall be determined by the Board of Directors annually (Amended 1/05)

Section 5. The annual dues of each class of membership shall be set by vote of two-thirds ($\frac{2}{3}$) of the Directors present at any regular or special Board of Directors meeting at which a quorum is present. (AMENDED 12/18/2023)

Section 6. Annual dues for renewal of all classifications of membership are due and payable in full on January 1 of each year. (AMENDED 12/18/2023)

Section 7. The Board of Directors may levy a per individual member assessment for specific purposes. Such an assessment shall be set by vote of two-thirds ($\frac{2}{3}$) of the Members present at any regular or special Board of Directors meeting at which a quorum is present. The assessment shall be treated as annual dues as set forth herein. (AMENDED 12/18/2023)

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 shall be noticed to the delinquent association member in writing setting forth the amount owed and due date. (Amended 8/2020)

Section 9. Financial, Deposits and Expenditures. Deposits and expenditures of funds shall be in accordance with policies established by the board of directors. (Amended 1/05) Unbudgeted Expenditures over \$10,000 must be approved by membership.

Article V - Officers

Section 1. Officers. The elected officers of the association, the Executive Board, shall be a president, a president-elect, a vice president, secretary, and a treasurer, and the past president, The president, a president-elect, a vice president, the past president, to each serve one (1) year term. A secretary, and treasurer, to each serve one (1) - 2-year term. Officers Positions of President-Elect, and President, shall be successive positions. (AMENDED 12/18/2023)

Section 2. Duties of Officers. The duties of the officers shall be - be those outlined by the board's roles and responsibilities and as approved by the Board of Directors, and others as assigned by the Board of Directors from time to time. (AMENDED 12/18/2023)

Section 3. Association Executive (AE). There shall be an Association Executive (AE), appointed by the Board of Directors who shall be the chief executive officer of the association, and shall perform such other duties as prescribed by the board of directors. The AE shall have the authority to hire, supervise, evaluate, and terminate other staff. (Adopted 1/05) (Amended 8/2020)

Article VI – Board of Directors/Executive Board

Section 1. Board of Directors. The governing body of the association shall be a board of directors consisting of the Executive Board, and 6 elected REALTOR® members of the association. Directors shall be elected to serve for terms of three (3) years, one-third of the elected directors shall be elected for terms of one (1), two (2), and three (3) years, respectively, or for lesser terms as may be necessary to complete the first fiscal year. Thereafter, as many directors shall be elected each year as are required to fill vacancies. (AMENDED 12/18/2023)

(a) Term Limits. No director shall serve for more than two (2) consecutive terms. (Adopted 8/2022) (AMENDED 12/18/2023)

(b) No more than 3 REALTORS® from the same real estate firm may simultaneously serve on the Board of Directors. (Adopted 11/09)

(c) The Executive Board may only have (2) REALTORS® from the same real estate firm. (Adopted 2020)

Section 2. Removal of Officers and Directors. In the event that an officer or director is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the officer or director may be removed from office under the following procedure. (AMENDED 12/18/2023)

(a) A petition requiring the removal of an officer or director and signed by not less than one-third of the voting membership or a majority of all directors shall be filed with the president, or if the president is the subject of the petition, with the next-ranking officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.

(b) Not less than twenty (20) days nor more than forty-five (45) days after the petition is filed, a special meeting of the voting members of the Board of Directors shall be held, and the sole business of the meeting shall be to consider the charges against the Officer or Director who is the subject of the petition and to render a decision on such petition.

(c) Previous notice by mail of the special meeting shall be given to all voting members of the

Board of Directors at least ten (10) days prior to the meeting and shall be conducted by the President unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking Officer will conduct the meeting. Provided a quorum is present, a two-thirds ($\frac{2}{3}$) vote of Members present and voting by written ballot shall be required for removal from the office.

Article VII – Election of Officers and Directors

Section 1. Election of Officers and Directors.

- (a) The president, with the approval of the board of directors, shall appoint an election committee of between 3 to 5 REALTOR® members to conduct the election. (AMENDED 12/18/2023)
- (b) At least two months before the annual election, an election committee of 3-5 Realtor members (one being the President Elect) shall be appointed by the President with the approval of the Board of Directors. The election committee, via the Association Executive (AE), shall send an email out to all members requesting nominees for all open Director positions, Secretary, Treasurer and Vice President with a description of the duties and deadline for responding. (AMENDED 12/18/2023)
- (c) Positions of President Elect, and President, shall be successive positions. In the event that members for those positions are unable to fulfill the succession obligation, nominees for these positions shall be vetted by the Election Committee and placed on the ballot with other open Board of Directors positions of Vice President, Secretary, Treasurer and Directors, with exception of Immediate Past President, which will remain vacant in the event of their inability to serve. (AMENDED 12/18/2023)
- (d) An election ballot, compiled for electronic voting method the election committee, shall be emailed, where permitted by state law, via the AE, to each member eligible to vote, at least three (3) weeks preceding the election. (AMENDED 12/18/2023)
- (e) In the event there are unfilled positions after the election, President with the Board of Directors approval, shall have the authority to appoint and fill those vacancies. (AMENDED 12/18/2023)
- (f) The report of the election committee shall be emailed where permitted by state law, electronically transmitted to each member eligible to vote at least three (3) weeks preceding the election. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least 75 % of the REALTOR® members eligible to vote. The petition shall be filed with the secretary/Association Executive (AE) at least two (2) weeks before the election. The secretary/Association Executive (AE) shall send notice of such additional nominations to all members eligible to vote before the election. (AMENDED 12/18/2023)
- (g) In case of a tie vote, the issue shall be determined by the election committee. (AMENDED 12/18/2023)

Section 2. Vacancies. Vacancies among the officers and the board of directors shall be filled by a simple majority vote of the board of directors until the next annual election.

Article VIII – State and National Memberships

(Requires verbatim adoption by the association - Selected Uniform Provision)

Section 1. The association shall be a member of the NATIONAL ASSOCIATION OF REALTORS® and the Arizona Association of REALTORS®. By reason of the association's membership, each REALTOR® member shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the Arizona 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 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® and REALTORS®. The association shall discontinue use of the terms in any form in its name, upon ceasing to be a member of the National Association, or upon a determination by the board of directors of the National Association that it has violated the conditions imposed upon the terms.

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

Article VIII - Meetings

Section 1. Annual Meetings. The annual meeting of the association shall be held during the 4th quarter of each year, place, and hour to be designated by the board of directors.(AMENDED 12/18/2023)

Section 2. Meetings of Directors. The board of directors shall designate a regular time and place of meetings. Absence from three (3) regular meetings, within one year, without an excuse deemed valid by the board of directors shall be construed a board review. A quorum for the transaction of business shall be a majority of the board of directors, except as may otherwise be required by state law. (AMENDED 12/18/2023)

Section 3. Other Meetings. Meetings of the members may be held at other times as the president or the board of directors may determine, or upon the written request of at least (10%) of the members eligible to vote.

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

Section 5. Quorum for Membership Meetings. A quorum for the transaction of business at general d/or special meetings of the membership shall consist of (10%) of the members eligible to vote, except may otherwise be required by state law. (Amended 05/2013)

Section 6. Electronic Transaction of Business. To the fullest extent permitted by law, the board of directors or membership may conduct business by electronic means. (Adopted 1/05)

Section 7. 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 a 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 the approvals evidencing the consent shall be delivered to the Association Executive 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. (Adopted 1/05) (Amended 8/2020)

Article X - Committees

Section 1. Primary Committees. Primary Committees will function as follows: (1) Determine programs and services to further Bullhead City/Mohave Valley Association of REALTORS vision within the Strategic Plan objectives; and (2) Provide funding for such programs and services within the approved Primary Committee's operating budget. (AMENDED 12/18/2023)

The Primary Committees of Bullhead City/Mohave Valley Association of REALTORS shall be determined by the Board of Directors during the first annual board meeting. Committees will be communicated to the membership within 10 days of the meeting including purpose, size, function, and duties. (AMENDED 12/18/2023)

The Professional Standards Committee shall be governed by the AAR Professional Standards. The Grievance Committee shall be governed by the AAR Professional Standards (AMENDED 12/18/2023)

Section 2. Committee Appointment. The President, with cooperation of the President-elect, for their respective years in office, and with the approval of the Board of Directors, shall appoint the Primary Committee chair and vice chair to serve for one (1) year terms or until their successors are appointed and qualified. : (AMENDED 12/18/2023)
AMENDED 12/18/2023

Section 3. Special Committees. The president shall appoint, subject to confirmation by the board of directors, special committees as deemed necessary.

Section 4. Organization. All committees shall be of such size and shall have duties, functions, and powers as assigned by the president or the board of directors except as otherwise provided in these Bylaws.

Section 5. President. The president shall be an *ex-officio* member of all standing committees and shall be notified of their meetings.

Section 6. Action without Meeting. Any committee may act by unanimous consent in writing without a meeting. 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 of the members of the committee. (Adopted 1/05)

Section 6. Attendance by Telephone. 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 in the meeting can hear each other. Such participation shall be at the discretion of the president and shall constitute presence at the meeting. (Adopted 1/05)

Article XI - Fiscal and Elective Year

Section 1. The fiscal year of the association shall be Calendar Year. (AMENDED 12/18/2023)

Section 2. The elective year of the association shall be Calendar Year. (Adopted 1/05) (AMENDED 12/18/2023)

Article XII – 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, in the future, be deemed to be amended and changed whenever said Code of Ethics is amended or changed by the National Association.(AMENDED 12/18/2023)

Article XIII - Professional Standards and Arbitration

Section 1. Under certain circumstances, allegations of ethical violations and controversies concerning REALTORS® and REALTOR-ASSOCIATES® may be submitted to AAR by the association. These situations shall be processed according to the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®. This provision is not designed to relieve the the association of its primary responsibility in enforcing the Code of Ethics but is designed to provide a due process hearing in cases where unusual circumstances exist. 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.

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 reference is made a part of these Bylaws.

Section 3. The association shall follow AARs guidelines on mediation and arbitration. To mediate otherwise arbitrable disputes shall be pursuant to Article 17 of the Code of Ethics and be bound by any resulting agreement. (AMENDED 12/18/2023)

Article XIII - Use of the Terms REALTOR® and REALTORS®

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 ASSOC/ATION OF REALTORS® as from time to time amended.

Section 1. Use of the terms REALTOR® and REALTORS® by members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOC/ATION 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 AAR association's Code of Ethics and Arbitration Manual. (Amended 5/06)

Section 2. REALTOR® Members of the association shall have the privilege of using the terms REALTOR®, 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. Affiliate members shall not use the terms REALTOR® or REALTORS®, nor the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

Article XV - 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 XVI - Amendments

Section 1. These Bylaws may be amended by the majority vote of the members present and qualified to vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting, except that the board of directors may, at any regular or special meeting of the board of directors at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy.

Section 2. Amendments to these Bylaws affecting the admission or qualification of REALTOR®, the use of the terms REALTOR® and REALTORS®, 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®.(AMENDED 12/18/2023)

Article XVII – Distribution of Assets

Section 1. Upon the dissolution of Bullhead City/Mohave Valley Association of REALTORS, the board of directors, after paying or making provision for the payment of all of the liabilities of Bullhead City/Mohave Valley Association of REALTORS , shall distribute any remaining assets to the Arizona Association of REALTORS® provided, however, that said organization at the time qualifies under Section 501(c)(6) of the Internal Revenue Code, as amended, or, within its discretion, to any other non-profit tax-exempt organization, or organizations that qualify under Section 501(c)(6) or 501(c)(3) of the Internal Revenue Code, as amended . (AMENDED 12/18/2023)

Article XVIII - Multiple Listing

Section 1. Authority. The association of REALTORS® shall maintain for the use of its members a multiple listing service. (AMENDED 12/18/2023)

- (a) The association, for the betterment of its members, elects to participate in the Western Arizona REALTOR®, Inc. which it will participate as a shareholder owning 45% of the issued and outstanding shares. The WARDEX Corporate Charter, Bylaws, Rules and Regulations, Policies, Practices and Procedures shall conform at all time to the Constitution, Bylaws, Rules and Regulations, and Policies of the NATIONAL ASSOCIATION OF REALTORS®.
- (b) The Association President shall appoint, with confirmation by the Board of Directors, such representatives as are required to serve designated terms on the Board of Directors of WARDEX.

AMENDED 12/18/2023