

**BYLAWS OF THE
THURSTON COUNTY REALTORS® ASSOCIATION, INC.**

ARTICLE I - NAME

Section 1. Name. The name of this organization shall be the Thurston County REALTORS® Association, Inc., hereinafter referred to as the “Association”.

Section 2. REALTORS®. Inclusion and retention of the Registered Collective Membership Mark REALTOR® and REALTORS® in the name of the Association shall be governed by the Constitution and Bylaws of the National Association of REALTORS® as from time to time amended.

ARTICLE II - OBJECTIVES

The objectives of the Association are:

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

Section 2. To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the National Association of REALTORS®.

Section 3. To provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interests may be safeguarded and advanced.

Section 4. To further the interests of home and other real property ownership.

Section 5. To unite those engaged in the real estate profession in this community with the Washington Association of REALTORS® and the National Association of REALTORS® and the objectives throughout the state and nation, and to obtain the benefits and privileges of membership therein.

Section 6. To designate, for the benefit of the public, those individuals authorized to use the term “REALTOR®” and “REALTORS®” as licensed, prescribed and controlled by the National Association of REALTORS®.

ARTICLE III - JURISDICTION

Section 1. The territorial jurisdiction of the Association as a member of the National Association of REALTORS® is:

Thurston County, State of Washington

Section 2. Territorial jurisdiction is defined to mean:

The right and duty to control the use of the term “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 of REALTORS® in the terms.

ARTICLE IV - MEMBERSHIP

Section 1. There shall be ten (10) classes of Members as follows:

REALTOR® Members. REALTOR® Members whether primary or secondary shall be:

(1) Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the State of Washington, or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation who are actively engaged in the real estate profession within the state, or a state contiguous thereto, shall qualify for REALTOR® membership only, and each is required to hold REALTOR® membership (except as provided in the following paragraph) in an Association within the state, or a state contiguous thereto, unless otherwise qualified for the Institute Affiliate Membership as described in Section 6 of Article IV.

In the case of a real estate firm, partnership, or corporation, whose business activity is substantially all commercial, only those principals actively engaged in the real estate business in connection with the same office, or any other offices within the jurisdiction of the board in which one of the firms' principals holds REALTOR® membership unless otherwise qualified for Institute Associate Membership as described in Section 6 of Article IV.

(2) Individuals who are engaged in the real estate profession other than as the sole proprietors, partners, corporate officers, or branch office managers and are associated with a REALTOR® Member and meet qualifications as set out in Article V.

(3) Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions and the Commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the National Association of REALTORS® Constitution and Bylaws. Such individuals shall enjoy all of the rights, privileges and obligations of REALTOR® membership (including compliance with the Code of Ethics) EXCEPT: obligations related to Board mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; the right to hold elective office in the local Association, Washington Association of REALTORS® and National Association of REALTORS®.

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

(5) Designated REALTOR® (Broker) Member. Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® Member who shall be responsible for all duties and obligations of membership including the obligation to arbitrate pursuant to Article 17 of the Code of Ethics and the payment of Association dues as established in Article X of the Bylaws. The "Designated REALTOR®" (Broker) must be a sole proprietor, partner, corporate officer or branch

office manager acting on behalf of the firms principal (s) and must meet all other qualifications for REALTOR® membership established in Article V, Section 2, of the Bylaws.

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

(7) Affiliate Members. Affiliate Members shall be real estate owners and other individuals or firms who, while not engaged in the real estate profession as defined in this Section, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Association.

(8) Public Service Members. Public Service Members shall be individuals who are interested in the real estate profession as salaried employees of educational, public utility, governmental or other similar organizations, but are not engaged in the real estate profession on their own account or in association with an established real estate business.

(9) Honorary Members. Honorary Members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for the Association or for the public.

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

Section 2. Washington Association of REALTORS® President. The president of the Washington Association of REALTORS®, if not otherwise a Member of the Association, shall be a non-dues paying Member of the Thurston County REALTORS® Association during their term of office. The Washington Association of REALTORS® president shall not have the right to vote or hold office in the Association, but shall, when given the authority by the Association, cast the number of votes allowed as the Associations' voting delegate at the Delegate Body meeting of the National Association of REALTORS®.

ARTICLE V - APPLICATION, QUALIFICATION AND ELECTION

Section 1. Application. Application for membership shall be made in such manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. Each new licensee associated with a Designated REALTOR® (Broker) may make application for membership within fifteen (15) days of licensure, in person, at the Association office, at which time applicant will receive a copy of the Thurston County REALTORS® Association Bylaws. The application form shall contain among the statements to be signed by the applicant during Orientation, (1) that he/she has received for review, and if elected a Member, will abide by the Constitution and Bylaws and Rules and Regulations of the Association, the Constitution and Bylaws of the Washington Association of REALTORS®, the Constitution and the Bylaws of the National Association of REALTORS®, and if a REALTOR® or REALTOR-ASSOCIATE®, will abide by the Code of Ethics of the National Association of

REALTORS®, including the obligation to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further specified in the Code of Ethics and Arbitration Manual of the National Association of REALTORS®, as from time to time amended, and (2) that applicant consents that the Association, through its Membership Committee or otherwise, may invite and receive information and comment about applicant from any Member or other persons, and that applicant agrees that any invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character.

Section 2. Qualification.

(a) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Membership Committee 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 and Rules and Regulations of the Association, the Bylaws of the Washington Association of REALTORS®, 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, will abide by such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics.

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

(b) Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of the Board or a Designated REALTOR® Member of another board (if a secondary Member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engages in the appraisal of real property, shall complete a course of instructions covering the Bylaws and Rules and Regulations of the Board, the Bylaws of the Washington Association of REALTORS®, 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.

(c) The Board/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 any other association within the past three (3) years
2. Pending ethics complaints (or hearings)
3. Unsatisfied discipline pending
4. Pending arbitration requests (or hearings)

5. Unpaid arbitration awards or unpaid financial obligations to any other association or association MLS
6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm.

“Provisional” membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics; See Article V, Section 2(a) NOTE) 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 REALTORS® 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.

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

- (a) The Chief Staff Executive (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership.
- (b) The Board of Directors shall review the qualifications of the applicant and the recommendations of the Chief Staff Executive (or duly authorized designee) and then vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the Board of Directors, he shall be declared elected to membership and shall be advised by written notice.
- (c) The Board of Directors may not reject an application without providing the applicant with advance notice of the findings, an opportunity to appear before the Board of Directors, to call witnesses on his behalf, to be represented by counsel, and to make such statements as he deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.
- (d) If the Board of Directors determines that the application should be rejected, it shall record its reasons with the Chief Staff Executive (or duly authorized designee). If the Board of Directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the Board for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.

Section 4. New Member Code of Ethics Orientation. Applicants for REALTOR® membership and provisional REALTOR® Members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of instructional time. This requirement does not apply to applicants for REALTOR® memberships or provisional Members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one year or less.

Failure to satisfy this requirement within 90 days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership allocation or termination of provisional membership.

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

Section 5. REALTOR® Code of Ethics Training. Effective January 1, 2017, through December 31, 2018, and for successive two-year periods thereafter, each REALTOR® and REALTOR-ASSOCIATE® Member of the association shall be required to complete ethics training of not less than two hours and thirty minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the Member has completed a course of instruction conducted by this or another association, the State Association of REALTORS®, the National Association of REALTORS®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the National Association of Realtors® from time to time. REALTOR® and REALTOR-ASSOCIATE® Members who have completed training as a requirement of membership in another association and REALTOR® and REALTOR-ASSOCIATE® Members who have completed the New Member Code of Ethics Orientation during any two-year cycle shall not be required to complete additional ethics training until a new two-year cycle commences.

Failure to satisfy this requirement shall be considered a violation of a membership duty for which REALTOR® and REALTOR-ASSOCIATE® membership shall be suspended until the training is completed.

Members suspended for failing to meet the requirement for the first four (4) year cycle (2001 through 2004) will have until December 31, 2005 to meet the requirement. Failure to meet the requirement by that time will result in automatic termination of membership.

Failure to meet the requirement in any two year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any two (2) year cycle or until the requirement is met, whichever 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.

Section 6. Status Changes.

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

(b) Any application fee related to a change in membership status shall be reduced by an amount equal to any application fee previously paid by the applicant.

(c) Dues shall be prorated per quarter from the date of real estate licensure in a REALTOR® Member Company.

ARTICLE VI - PRIVILEGES AND OBLIGATIONS

Section 1. Certification of REALTORS®. Each Designated REALTOR® (Broker) Member of the Association shall certify to the Board of Directors during the month of December on a form provided by the Association a complete listing of individuals licensed or certified in the REALTOR®'S office(s) and shall designate a primary board for each individual who holds membership. Designated REALTORS® (Brokers) shall also identify any non-Member licensees in the REALTOR®'S office(s) and if Designated REALTOR® (Broker) dues have been paid to another board based on said non-Member licensees, the Designated REALTOR® (Broker) shall identify the Board to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2(a) of the Bylaws. Throughout the year each Designated REALTOR® (Broker) Members shall also notify the Association of any additional individual(s) new Members, Transfers, or Reinstates licensed or certified with the firm(s) within fifteen (15) days of the date of affiliation or severance of the individual.

Section 2. Action against non-REALTORS® Members. Any Member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Association Rules and Regulations not inconsistent with these Bylaws, after a hearing is provided in the Code of Ethics and Arbitration Manual of the Association. Although Members other than REALTORS® are neither subject to the Code of Ethics nor subject to 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 non-discriminatory 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 Washington Association of REALTORS®, and the National Association of REALTORS®.

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

Section 4. Resignations of Members. 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 of 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. Resignation and Pending Complaints. If a Member resigns from the Association, or otherwise causes his/her Membership to terminate, with an ethics complaint pending, the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by

this association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an 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 6. REALTOR® Members.

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

(b) If a REALTOR® Member is a principle in a firm, a partnership, or corporation and is suspended or expelled, the firm, partnership or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® Membership, or unless connection with the firm, partnership or corporation is severed, whichever may apply. The membership of all other principles, 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 principles who are employed or affiliated as independent contractors with the disciplined Member shall suspend or terminate during the period of suspension of the disciplined Member or until 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, a partner in a partnership or corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

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

Section 7. Institute Affiliate Members. Institute Affiliate Members shall have rights and privileges and be subject to such obligations as are prescribed by the Board of Directors consistent with the Constitution and By-laws of the National Association of REALTORS®.

NOTE: Local association establish the rights and privileges to be conferred on Institute Members except that no Institute Affiliate Member may be granted the right to use the term REALTOR®,

REALTOR-ASSOCIATE®, or the REALTOR® logo; to serve as President of the local association: or to be a participant in the local associations Multiple Listing Service.

Section 8. Affiliate Members. Affiliate Members shall have such privileges and rights and be subject to such obligations as may be prescribed by the Board of Directors.

Section 9. Public Service Members. Public Service Members shall have such privileges and rights and be subject to such obligation as may be prescribed by the Board of Directors.

Section 10. Honorary Members. Honorary Members shall confer no rights except the right to attend meetings and participate in discussions, and shall impose no obligations.

Section 11. Student Members. Student Members shall have such privileges and rights and shall be subject to such obligations as may be prescribed by the Board of Directors.

Section 12. Harassment. Any Member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an Association employee or Association Officer or Director after an investigation in accordance with the established 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, action 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 President-Elect 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 or President- Elect, 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 VII - PROFESSIONAL STANDARDS AND ARBITRATION

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

Section 2. It shall be the duty and responsibility of every REALTOR® Member of this Association to abide by the Constitution and Bylaws and the rules and regulations of the Association, the Constitution and Bylaws of the Washington Association of REALTORS®, the Constitution and Bylaws of the National Association of REALTORS®, and to abide by the Code of Ethics of the National Association of REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this Association as from time to time amended.

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

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

Section 2. REALTOR® Members of the Association shall have the privilege of using the term “REALTOR®” or “REALTORS®” in connection with their place of business within the State, or a state contiguous thereto, so long as they remain REALTOR® Members in good standing. No other class of Members shall have this privilege.

Section 3. A REALTOR® Member who is a principle of a real estate firm, partnership or corporation may use the terms “REALTOR®” or “REALTORS®” only if all the principals of such firm, partnership, corporation or trust who are actively engaged in the real estate profession within the state, or a state contiguous thereto, are REALTOR® Members of the Association or Institute Affiliate Members as described in Section 7 of Article IV.

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

Section 4. Institute Affiliate Members shall not use the term “REALTOR®” or “REALTORS®” or the imprint of the emblem seal of the National Association of REALTORS®.

ARTICLE IX - STATE AND NATIONAL MEMBERSHIPS

Section 1. The Association shall be a member of the National Association of REALTORS® and of the Washington Association of REALTORS®, Inc. By reason of the Association’s Membership, each REALTOR® Member of the Member Association shall be entitled to membership in the National Association of REALTORS® and the Washington Association of REALTORS®, Inc. 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®, “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 of REALTORS®, or upon a determination by the Board of Directors of the National Association of REALTORS® 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® membership. The Association and all of its Members agrees to abide by the Constitution, Bylaws, Rules and Regulations and policies of the National Association of REALTORS® and the Washington Association of REALTORS®, Inc., except as amended by the local Association.

ARTICLE X - FEES, DUES, FINES AND ASSESSMENTS

Section 1. Application Fee. The Board of Directors may adopt an application fee for REALTOR® Membership and Affiliate Membership in reasonable amounts, not exceeding three times the amount of annual dues for the REALTOR® Membership. The application fee and the payment of dues owed shall accompany each application for REALTOR® Membership or Affiliate Membership. The dues shall become the property of the Association upon final approval for membership.

Section 2. Dues.

(a) The local annual dues of each type of membership shall be as recommended by the Board of Directors and passed by the Membership.

(b) REALTOR® Members. The annual dues of each Designated REALTOR® 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 REALTORS® Members of any Board in the state or a state contiguous thereto or Institute Affiliate Members of the Board. In calculating the dues payable to the Board by a Designated REALTOR® Member, non-Member licensees as defined in (1) and (2) of this paragraph shall not be include in the computation of dues if the Designated REALTOR® has paid dues based on said non-Member licensees in another Board in the state or a state contiguous thereto, provided the Designated REALTOR® notifies the Board in writing the identity of the Board to which dues have been remitted. In the case of a Designated REALTOR® Member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-Member licensees shall be limited to licensees affiliated with the Designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this board.

For the purpose of this Section, a REALTOR® Member of a Member Board shall be held to be any Member who has a place or places of business within the state, or a state contiguous thereto and who, as a principle, partner, or corporate officer, or branch office manager of a real estate firm, partnership, or corporation, is actively engaged in the real estate profession as defined in Article 111, Section 1, of the Constitution of the National Association of REALTORS®. An individual shall be deemed to be licensed with a REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in soliciting and/or referring clients or customers to the REALTOR® or his firm on a substantially exclusive basis or

which is engaged in other aspects of the real estate (except as provided for in Section 2(b)(1) hereof) or branch office manager of the entity.

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

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® membership during the preceding calendar year.

(c) Institute Affiliate Members. The annual dues of each Institute Affiliate member shall be as established in Article II of the Bylaws of the National Association of REALTORS®.

Section 3. Local Dues Increase Limitation.

(a) The local annual dues of each type of membership (see Article IV) shall be as recommended by the Board of Directors and passed by the Membership. The Board of Directors, upon a majority vote of the Board, may increase the amount of annual dues paid to the local Association by the amount of the increase of the current Consumer Price Index (CPI), over the preceding two years, not to exceed a ten percent (10%) increase.

(b) The base for computing the adjustment is the United States Department of Labor, Bureau of Labor Statistics Consumer Price Index for all urban consumers for the United States (Seattle Average on the basis 1982-1984 = 100) which is published for the period nearest the date of the proposed dues increase. If the CPI is discontinued, the Board of Directors may utilize a similar Index.

(c) The Board review shall take place every two (2) years. The first such review shall occur in August 2007 with the next scheduled review to be held in August of 2009, and every two years thereafter. Any dues increase over and above the CPI or the 10% limit, will require the approval of the Association's General Membership pursuant to the requirements of this Article.

(d) To illustrate the operation of this Section 2(a), the following two examples are provided:

EXAMPLE #1:

Year 1 CPI = 6%

Year 2 CPI = 1%

Total combined increase = 7% for years 1 and 2

7% increase X local dues (\$150.00) = dues increase of \$10.50

EXAMPLE #2:

Year 1 CPI = 6%

Year 2 CPI = 6%

Total combined increase = 12% for years 1 and 2
12% increase reduced to 10% cap on dues increase
10% increase X local dues (\$150.00) = dues increase of \$15.00

(e) For purposes of the first review in August 2007, any dues increase will be limited to the CPI increase over the last twelve (12) month period.

Section 4. Dues Payable.

(a) Dues for all Members shall be payable annually in advance on the first day of January. All dues delinquent thirty (30) days or more shall be assessed a \$50.00 Late Fee.

(b) For new applicants, the dues shall be calculated from the first day of the quarter, in which he/she becomes licensed with a Designated REALTOR® (Broker), and shall be prorated, by quarters, for the remainder of the year. Said dues shall be paid at the time of application (see Article X, Section 1.)

Section 5. Nonpayment of Financial Obligations. If dues, fees, fines or other assessments including amounts owed to the Association are not paid within one (1) month after the due date, the nonpaying Member is subject to suspension at the discretion of the Board of Directors. Two (2) months after due date, membership of the non-paying Member may be terminated at the discretion of the Board of Directors. Three (3) months after due date, membership of the non-paying Member shall automatically terminate unless within that time the amount is paid. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former Member whose membership was terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provision of these Bylaws or the provision of other Rules and Regulations of the Association or any of its services, departments, divisions, or subsidiaries, may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

Section 6. Deposits. All monies received by the Association for any purpose shall be deposited to the credit of the Association in a financial institution or institutions selected by Resolution of the Board of Directors.

Section 7. Expenditures. The Board of Directors shall administer the finances of the Association but shall not incur an expense of \$2,000.00 over budgeted amount without the authorization by vote of a majority of all the REALTOR® Members present at any membership meeting.

Section 8. Notice of Dues, Fees, Fines, Assessment or 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.

ARTICLE XI - OFFICERS AND DIRECTORS

Section 1. Officers. The elective officers of the Association shall be President, President-Elect, a Secretary and a Treasurer and a Treasurer-Elect. The Secretary and Treasurer may be the same person. They shall be elected for terms of one year.

Section 2. Qualification of Election or Appointment. Any Member qualified as a REALTOR® or Affiliate Member in the Association and in good standing, may be nominated to serve on the Board of Directors. Affiliate membership serving on the Board of Directors is limited to two (2) positions, for a two (2) year term, as two (2) additional Local Directors (Affiliates only). Only REALTORS® may be nominated for the position of President-Elect or President.

Appointment or election as a President or President-Elect shall be limited to those REALTOR® members who have served at least twelve (12) months as a Local or State Director at the time of taking office.

Section 3. Duties of Officers. The duties of the Officers shall be as outlined in the Policy Manual of the Thurston County REALTOR® Association.

Section 4. Board of Directors.

(a) The governing body of the Association shall be a Board of Directors. The Board of Directors shall consist of sixteen (16) positions. These sixteen positions shall be numbered 1 through 16 and shall be allocated as follows:

Board Position #1	To the current President of the Association. The term of office for this Board position is one (1) year.
Board Position #2	To the President-Elect of the Association. The term of office for this Board position is one (1) year.
Board Position #3	To the Secretary of the Association. The term of office for this Board position is one (1) year.
Board Position #4	To the Treasurer of the Association. The term of office for this Board position is one (1) year.
Board Position #5	To the Treasurer-Elect of the Association. The term of office for this Board position is one (1) year.
Board Position #6	To the Immediate Past President of the Association. The term of office for this Board position is one (1) year.
Board Position #7	To an Active Member of the Association. The term of office for this Board position is two (2) years.
Board Position #8	To an Active Member of the Association. The term of office for this Board position is two (2) years.
Board Position #9	To an Active Member of the Association. The term of office for this Board position is two (2) years.
Board Position #10	To an Active Member of the Association. The term of office for this Board position is two (2) years.
Board Position #11	To an Affiliate Member of the Association. The term of office for this Board position is two (2) years.
Board Position #12	To an Affiliate Member of the Association. The term of office for this Board position is two (2) years.
Board Position #13	To a Member of the Association who has two (2) years or less experience as a REALTOR®. The 2 years shall be measured from the date the Member completed all steps necessary to become a full-fledged REALTOR® Member of the Association. The term of office for this position shall be (one) 1 year. This position shall be known as the “Rookie” position.

Board Position #14	To a Member of the Association who is both a REALTOR®, and whose professional work as a Realtor® emphasizes the buying, selling, development and/or leasing of commercial property. The term of office for this position shall be two (2) years. This position shall be known as the Commercial Agent position.
Board Position #15	To an Active or Affiliate Member Appointed by the President-Elect of the Association. The term of office for this Board position is one (1) year.
Board Position #16	To a Designated Broker or Owner. The term of office for this Board position is one (1) year.

(b) The following chart is designed to illustrate the above information in graphic form:

BOARD POSITION NUMBER	MEMBER SERVING AS DIRECTOR ON BOARD	TERM ON BOARD
1	President	1 year
2	President-Elect	1 year
3	Secretary	1 year
4	Treasurer	1 year
5	Treasurer-Elect	1 year
6	Immediate Past President	1 year
7	Active Member	2 years
8	Active Member	2 years
9	Active Member	2 years
10	Active Member	2 years
11	Affiliate Member	2 years
12	Affiliate Member	2 years
13	Rookie Member	1 year
14	Commercial Member	2 years
15	Appointed by President-Elect	1 year
16	Designated Broker	1 year

(c) Appointed Director Position

- (1) The 15th Director's position shall be an appointed position. The President-elect shall have sole discretion and authority to appoint a person of his/her choosing to fill this appointed Director's position. The person the President-elect selects to fill this position must be either a REALTOR® Member, or Affiliate Member of the Thurston County REALTORS® Association.
- (2) The President-elect shall make this appointment any time after the Association's September election and no later than December 31 of the same year. The appointed Director shall serve for a one-year term, which shall run concurrently with the President-elect's term of office as President.
- (3) In the event the appointed Director resigns or is removed from office, or fails to take office, the President or President elect shall appoint a replacement appointed

Director as soon as reasonably possible. This replacement appointed Director shall then complete the term of the original appointed Director.

- (4) It is the intention of these provisions to provide the incoming President of the Association the opportunity to appoint a person who may bring some particular skill, quality, or experience to the Board of Directors. The three-month period between the September election and the date the President-elect takes office as President is designed to give the President-elect time to determine the composition of the Board as elected. It should also provide the President-elect time to interview qualified Director candidates, set the Association's agenda for the coming year, and decide what skills; qualities or experience would be helpful to the President in accomplishing those goals. Because each President-elect's agenda or priorities may be different, this appointed Director position lasts only for a one-year term, unless the appointed Director is reappointed.
- (5) In the event the President-elect chooses an Affiliate Member to fill this Director position, than all relevant provisions of Article XI which deal with limitations on the number of affiliate Directors, are hereby deemed waived to the extent necessary to allow the appointed Director to take office.
- (6) The removal of the appointed Director shall be governed under the procedures set forth in Section 7, "Removal of Officers and Directors", below.
- (7) The procedures to appoint the person to fill the 15th Director's position shall be waived during the first year this position is created. The President in office at the time this Bylaw is adopted may appoint such a Director to take office within 30 days of the date this Bylaw takes effect. The appointed Director shall take office immediately upon such appointment, and their term of office will expire at the same time the term of office of the President appointing them does. After this initial appointed Director has taken office, the procedures governing the appointment of future appointed Directors shall be as set forth in Section 4(c)(1)-(6) above.

(d) Rookie Board Position (Board Position #13)

- (1) The Past President shall have the primary responsibility for nominating one or more Association Members who qualify as "Rookie" Members, to serve as the Rookie Member of the Board of Directors. Other Board of Directors members may also provide nominations for this position. Nominations shall be provided to the Board no later than July 31st of each year.
- (2) The Board of Directors will vote on those candidates provided as nominations at the August Board meeting. The candidate receiving the most votes will be the winner of the Board position. In the event of a tie, there shall be a run-off election of the top two (2) candidates.
- (3) The Rookie will be sworn in at the December General Membership meeting along with the other officers and directors elected.
- (4) The intent behind the special procedure for selection of the "Rookie" Member of the Board of Directors is to provide new Members who may not have name recognition to be recognized and to be encouraged to participate in the Association.

(e) It shall be the responsibility of the Executive Committee to prepare and present an annual budget for the Association approved by the Board of Directors, and to provide a copy to the general membership.

The Executive Committee may be given authority by the Board of Directors to handle emergencies and day-to-day functions of the Association within budget constraints. The immediate Past-President is to be a member of the Executive Committee. The Executive Committee shall be responsible for Trademark Protection.

Section 5. Election and Appointment of Officers and Directors.

(a) No later than June prior to the annual election, a Nominating Committee of five (5) REALTOR® Members, and a non-voting chairperson, shall be appointed by the immediate Past President with the approval of the Board of Directors. The Nominating Committee shall submit the name of one candidate for President, if the President-Elect is unable to serve, at least one (1) name for President-Elect and at least two (2) for each of the other Officers and for Board of Director positions #7 to #12, #14, and #16. There will be a call for Nominations at the General Membership meetings prior to the annual election.

The report of the Nominating committee shall be distributed to each Member, who is eligible to vote, at least two weeks preceding the election in the monthly REALTOR® newsletter published the month of the annual meeting. Additionally, candidates for the offices to be filled may be placed in nomination by petition signed by at least 20 percent of the Members eligible to vote before the election. The nominations committee shall present the list of nominations to the Board for the Boards general information at the regularly scheduled August Board Meeting.

(b) The election of Officers and Directors after the annual meeting held in September. Ballots may be cast at the Association office or any location designated by the Board of Directors all ballots must be received by September 30th, counted and the results announced no later than the first business day following September 30th. Election shall be by electronic ballot or, if not available, paper ballots will be accepted and all votes shall be cast one vote per Member per ballot. The ballot shall contain the names of all candidates and the offices for which they are nominated.

(c) The President, with the approval of the Board of Directors, shall appoint an election committee of no fewer than three (3) REALTOR® Members to conduct the election. In case of a tie vote, the issue shall be determined by lot.

(d) The Appointment of the 15th Director's position shall be governed by the procedure set forth in Section 4 (c) above.

Section 6. Vacancies. Vacancies among the Officers and Directors of the Board of Directors shall be filled by simple majority vote of the Board of Directors for the remainder of the unexpired term of the vacant position. Any vacancy in the 15th Director's position shall be filled utilizing the procedure set forth in Section 4(c) above.

Section 7. Removal of Officers and Directors. In the event that an Officer or Director is deemed incapable of fulfilling the duties for which elected, but will not resign from office under the following procedures:

(a) A petition requiring the removal of an Officer or Director and signed by not less than one-third of the voting membership or 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 disqualified from further service.

(b) Upon receipt of the petition, and not less than twenty days (20) or more than forty-five (45) days thereafter, a special meeting of the voting membership of the Association shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director and to render a decision on such petition.

(c) The special meeting shall be noticed to all voting Members at least ten (10) days prior to the meeting, and shall be conducted by the President of the Association unless the President's continued service in office is being considered at the meeting of the hearing by the Members. Provided a quorum is present, a three-fourths vote of Members present and voting shall be required for removal from office.

Section 8. State and National Directors. The Association shall conduct during the annual election an advisory ballot for the General Membership to vote for state directors representing the Association to the Washington REALTORS® as allocated by the state formula and consistent with the State Bylaws, and for staggered terms. After the election, the results shall be submitted, by the President, and with the approval of the Board of Directors, to the Washington REALTORS®. The President, with the approval of the Board of Directors, shall appoint Alternate Directors from the Association to Washington REALTORS®, as may be required. In the event the Association is allocated any National Directors, such shall be appointed by the President, with the approval of the Board of Directors, for a term of three Association years, or otherwise for such term(s) and by such appointment or election procedures as mandated by the National Association of REALTORS®. State and National Directors shall be ex-officio members of the Board of Director but are to perform without a vote.

ARTICLE XII - MEETINGS

Section 1. Annual Meetings. The annual meeting of the Association shall be held in September of each year. The date, place and hour to be designated by the Board of Directors.

Section 2. Meetings Of Directors. The Board of Directors shall designate a regular time and place of meeting. Absence from three regular meetings without an excuse deemed valid by the Board of Directors shall be construed as resignation there from.

Section 3. Other Meetings. Meetings of the Members may be held at such times as the President or the Board of Directors may determine, or upon written request of at least ten (10) percent of the active Members eligible to vote.

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

Section 5. Quorum. A quorum for the transaction of business at a regular General Membership meeting shall consist of a majority of those Members eligible to vote and are present at any meeting which proper notification has been given to Membership. A quorum for the transaction of business at the Annual General Membership meeting or a special membership meeting shall consist of not to be less than 5% of the REALTOR® Members then eligible to vote. A quorum for the transaction of business at a Board of Directors meeting shall be 50% of eligible voting Officers and Directors.

ARTICLE XIII - COMMITTEES

Section 1. Standing Committees. The President shall appoint from among the REALTOR® and/or REALTOR ASSOCIATE® members, subject to confirmation by the Board of Directors, the following standing committees:

- Professional Standards
- Education
- Budget and Finance
- Governmental Affairs (Legislative, Political Affairs, and Land Use)
- RPAC (REALTORS® Political Action Committee)
- Diversity
- Membership
- Communication (Newsletter, Website, Public Relations)
- Bylaws and Policy Manual
- Grievance
- Strategic Planning
- Nominations
- Awards

Standing committees shall be constituted as of December 15th of the preceding year. The duties of each committee and its chair shall be outlined in the Policy Manual of the Thurston County REALTORS® Association.

Section 2. Special Committees. The president shall appoint, subject to confirmation by the Board of Directors, such special committees, as he/she may deem necessary.

Section 3. Organization. All committees shall be of such size and shall have duties, functions and powers as assigned by the President or Board of Directors, except as otherwise provided in these Bylaws.

Section 4. President. The President and President-Elect shall be ex-officio member of all standing committees and shall be notified of their meetings.

Section 5. Executive Committee.

(a) The Executive Committee shall consist of the president, president-elect, treasurer, treasurer-elect, secretary and immediate past president. The Chief Staff Executive of the Association shall participate in the Executive Committee and Board of Director's meetings, but is to perform without a vote.

(b) Meetings of the Executive Committee shall be at the call of the president or by petition of two (2) of the members of the Executive Committee.

(c) The Executive Committee shall have and exercise powers and duties of the Board of Directors in the management of the affairs of the Association specifically authorized by the Board of Directors. All members of the Executive Committee shall have voting rights within the Executive Committee unless otherwise noted. The President shall act as presiding officer of the Executive Committee. The Secretary shall record minutes of all meetings of the Executive Committee.

Article XIV – FISCAL AND ELECTIVE YEAR

The fiscal and elective year of the Association shall be on and from January 1 through December 31.

ARTICLE XV - RULES OF ORDER

Section 1. Use of Roberts Rules of Order. Roberts 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.

Section 2. Association Policies. The policies of the Association shall be specifically outlined in the Policy Manual of the Thurston County REALTORS® Association. The Policy Manual may be modified only by the majority vote of the Board of Directors.

ARTICLE XVI - AMENDMENTS

Section 1. Bylaw Amendments. These Bylaws may be amended by a 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 National Association of REALTORS® policy.

Section 2. Meeting Notice. Notice of all meetings at which such amendments are to be considered, shall be given to every REALTOR® Member at least one (1) week prior to the time of the meeting.

Section 3. Amendments Approved by NAR. Amendments to these Bylaws affecting the admission or qualification of REALTOR®, Institute Affiliate Members, and/or REALTOR_ASSOCIATE® the use of the term “REALTOR®” and “REALTORS®”, REALTORS® and/or REALTOR_ASSOCIATE® or an alteration in the territory jurisdiction of the Association shall become effective upon the approval of, as authorized by the Board of Directors of the National Association of REALTORS®.

ARTICLE XVII - DISSOLUTION

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

These amended Thurston County REALTORS® Association Bylaws are effective March 13, 2015.

ADOPTED by approval of the REALTOR® Members of the Corporation on March 13, 2015.