RICHMOND ASSOCIATION OF REALTORS® BYLAWS

Revised December 8, 2025

Certified February 23, 2025

ARTICLE I - NAME

Section 1: Name: The name of this organization shall be The Richmond Association of REALTORS ® hereinafter referred to as the Association or RAR.

Section 2: REALTORS®: Inclusion and retention of the Registered Collective Membership Mark REALTORS® in the name of the Association shall be governed by the Constitution and By-Laws 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 Virginia REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the state and nation and obtaining the benefits and privileges of membership therein.

In addition, the Association shall have the power to carry on business of any character whatsoever that is not prohibited by law or required to be stated in the Restated Articles of Incorporation.

Section 6: To designate, for the benefit of the public, individuals authorized to use the terms REALTORS® 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:

- the City of Richmond, the Counties of Hanover, Henrico, Goochland, Powhatan; that part of Chesterfield County North of a line starting at Dutch Gap on the James River and extending in a westerly direction across said county to its western boundary; that part of Charles City County West of State Road 155 from the James River on the South to the Chickahominy River on the North; that part of New Kent County West of State Roads 155 and 608 and a line extending North to the Pamunkey River and that portion of King William County known as the Aquinton and Mangohick Districts;

Section 2: **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.

ARTICLE IV - MEMBERSHIP

Section 1: **Classes of members**

(A) REALTOR® Members. REALTOR® Members, whether primary or secondary shall be: 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 Virginia 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 or Board of REALTORS® within the state or a state contiguous thereto unless otherwise qualified for Institute Affiliate Membership as described in Section 1(b) of Article IV.

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

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

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

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

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

(B) 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.

(C) Affiliate Members. Affiliate Members shall be real estate owners and other individuals or firms who, while not engaged in the real estate profession as defined in paragraphs (A), (B), or (C) of this Section, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Association. Each Affiliate Member shall name one person, a principal, partner, corporate officer or manager acting on behalf of the firm who shall be known as the Primary Affiliate, and who, without payment of additional

dues, shall be entitled to all of the benefits of Affiliate Membership. The Affiliate Member may change its Primary Affiliate at any time upon written notice to the Association. Secondary Affiliates shall be individuals other than the Primary Affiliate who are employed by the Affiliate Member, and shall be entitled to all of the benefits of Affiliate Membership.

(1) Affiliate Membership shall also be granted to individuals licensed or certified to engage in real estate practice who, if otherwise eligible, do not elect to hold REALTOR® membership in the board, provided the applicant is engaged exclusively in a specialty of the real estate business other than brokerage of real property

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

(**E) 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.

(F) 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 the real estate profession on their own account or not associated with an established real estate office.

(G) Real Estate Assistant Members. Real estate assistant Members shall be unlicensed individuals who serve as assistants to REALTOR® member firms either as employees or independent contractors

(H) Appraiser Members. Appraiser members shall be REALTOR® members who are either licensed or certified by the Virginia Appraisal Board and who do not hold an active real estate license or individuals who while not presently licensed or certified as appraisers are actively engaged in real estate appraisal and hold an active appraisal trainee license.

ARTICLE V - QUALIFICATION AND ELECTION

Section 1: Application

(A) An application for membership shall be made in such manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (l) that applicant agrees as a condition of membership to thoroughly familiarize him or herself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitutions, Bylaws, and Rules and Regulations of the Board, the State and National Associations, and if elected a Member, will abide by the Constitutions and Bylaws and Rules and Regulations of the Board, State and National Associations, and if a REALTOR® Member, will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® including the obligation to arbitrate controversies arising out of real estate transactions as specified by Article l7 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 Board, 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 information and comment furnished to the Association by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the form of application, have access to a copy of the Bylaws, Constitution, Rules and Regulations, and Code of Ethics referred to above.

Section 2: Qualification

(A) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Chief Executive Officer that he or she is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of official sanctions involving unprofessional conduct**, agrees to

complete a course of instruction covering the Bylaws and Rules and Regulations of the Board, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and shall agree that if elected to membership, he will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.

*** No record of official sanctions involving unprofessional conduct is intended to mean that the Association may only consider judgments within the past three (3) years of violations of (1) civil rights laws; (2) real estate license laws; (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.*

(B) Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of the Association or a Designated REALTOR® Member of another Association (if a secondary member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, shall complete a course of instruction covering the Bylaws and Rules and Regulations of the Association; the Bylaws of the State Association and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required and shall agree in writing that if elected to membership he or she will abide by such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics.

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

1. All final findings of Code of Ethics violations and violations of other membership duties in 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.

Section 3: Election

The procedure for election to membership shall be as follows:

(A) Applicants for REALTOR® membership shall be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to subsequent review of the application by the Board of Directors. If the Board of Directors determines that the individual does not meet all of the qualifications for membership as established in the association's bylaws, or, if the individual does not satisfy all of the requirements of membership within 6 months of the association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated.

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

(C) The Board of Directors may not terminate any provisional membership without providing the provisional member with advance notice, an opportunity to appear before the Board of Directors, to call witnesses on his or her 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 provisional membership should be terminated, it shall record its

reasons with the Secretary. If the Board of Directors believes that termination of provisional membership may become the basis of litigation and a claim of damage by a provisional member, it may specify that termination shall become effective upon entry in a suit by the Association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the termination violates no rights of the individual. Rev 1/17

Section 4: New Member Orientation.

Applicants for REALTOR® membership shall complete the RAR New Member Orientation program. The New Member Orientation program is a mandatory educational course which shall include a minimum of two hours and thirty minutes of instruction on the NAR Code of Ethics. The Board of Directors may establish additional requirements beyond the two hours and thirty minutes of NAR Code of Ethics instruction. This requirement does not apply to applicants for REALTOR® membership who have completed comparable orientation in another association, provided the REALTOR® membership has been continuous or that any break in membership is for one year or less.

Failure to satisfy this requirement within ninety (90) days of the date of application will result in denial of the membership application or termination of the membership.

Section 5: New Member Fair Housing Orientation

Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete Fair Housing training of not less than two (2) hours 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 REALTOR® association, the State Association of REALTORS®, the

NATIONAL ASSOCIATION OF REALTORS®, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to gain or maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to 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 90 days of the date of application (or, alternatively, the date that provisional membership will result in denial of the membership application or termination of provisional membership.

Section 6: Continuing Member 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 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 Virginia 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 year cycle shall not be required to complete additional ethics training until a new three year cycle commences.

Failure to satisfy this requirement shall be considered a violation of a membership duty. Failure to meet the requirement in any three year cycle 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.

Section 7: Continuing Fair Housing Training
Effective January 1, 2025, through December 31, 2027 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 Fair Housing training of not less than two (2) hours 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 REALTOR® association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed Fair Housing training as a requirement of membership in another association shall not be required to complete additional Fair Housing training until a new three year cycle commences.

Failure to satisfy the required periodic Fair Housing training shall be considered a violation of a membership duty. Failure to meet the requirement in any three year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three 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 8: Status Changes.

(A) A REALTOR® who changes the conditions under which he or she holds membership shall be required to provide written notification to the Association within ten (10) days. A REALTOR® (non-principal) who becomes a principal in the firm with which he or she has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) Members, but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within ninety (90) days of the date they advised the Association of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

A REALTOR® who is transferring their license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all of the privileges and obligations of membership during the period of transition. If the transfer is not completed within fifteen (15) days of the date the Association is advised of the disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the Board of Directors. The Board of Directors, at its discretion, may waive any qualification which the applicant has already fulfilled in accordance with the Bylaws.

(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 from the first day of the quarter in which the member is notified of election by the Board of Directors and shall be based on the new membership status for the remainder of the year.

ARTICLE VI - PRIVILEGES AND OBLIGATIONS

Section 1: The privileges and obligations of Members, in addition to those otherwise provided in these Bylaws shall be specified in this Article.

Section 2: Any Member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Association Rules and Regulations not inconsistent with these Bylaws, after a hearing as provided in the *Code of Ethics and Arbitration Manual* of the Association. Although Members other than REALTORS® are neither 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 3: 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.

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: If a Member resigns from the Association or otherwise causes 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 ethic 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®.

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

Section 6: REALTOR® Members. REALTOR® Members, whether primary or secondary, in good standing are entitled to vote and to hold elective office in the Association; and may use the term REALTOR®. For purposes of this section, the term "good standing" means the Member satisfies the "Obligations of REALTOR® Members", is current with all financial and disciplinary obligations to the Association and MLS, has completed any New Member requirements, and complies with NAR's trademark rules.

(A) If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership or an officer in a corporation, and is suspended or expelled, the firm, partnership or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® membership, or unless connection with the firm, partnership or corporation is severed, or management control is relinquished, whichever may apply. The membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member, or until readmission of the disciplined Member or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR® who is suspended or expelled removes him or herself from any form or degree of management control of the firm for the term of the suspension or until readmission to membership, whichever may apply. Removal of an individual from any form or degree of management control must be certified to the Association by the Member who is being suspended or expelled and by the individual who is assuming management control and the signatures of

such certification must be notarized. In the event the suspended or expelled Member is so certified to have relinquished all form or degree of management control of the firm, the membership of other partners, corporate officers, or other individuals affiliated with the firm shall not be affected, and the firm, partnership or corporation may continue to use the terms REALTOR® and REALTORS® in connection with its business during the period of suspension or until the former Member is admitted to membership in the Association. The foregoing is not intended to preclude a suspended or expelled Member from functioning as an employee or independent contractor, providing no management control is exercised. Further, the membership of REALTORS® other than principals 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 readmission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, or management control is relinquished, or unless the REALTOR® Member (non-principal) elects to sever his connection with the REALTOR® and affiliate with another REALTOR® Member in good standing in the Association, whichever may apply.

If a REALTOR® Member other than a sole proprietor in a firm, partner in a partnership, or an officer of a corporation is suspended or expelled, the use of the terms REALTOR®, REALTORS®, by the firm, partnership or corporation shall not be affected.

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

Section 7: Institute Affiliate Members. Institute Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

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

Section 9: Public Service Members. Public Service Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 10: Honorary Members. Honorary Membership shall confer only the right to attend meetings and participate in discussions.

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

Section 12: Certification by REALTOR®. The Richmond Association of REALTORS® periodically audits the licensee count of member firms. Upon request the "Designated" REALTOR® Members of the Association shall certify to the Association on a form provided by the Association, a complete listing of all individuals licensed or certified in REALTOR® office(s) and shall designate a primary Association for each individual who holds membership. Designated REALTORS® shall also identify any non-member licensees in the REALTOR® office(s), and if Designated REALTOR® dues have been paid to another Association based on said non-member licensees, the Designated REALTOR® shall identify the Association to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2(a) of the Bylaws. "Designated" REALTOR® Members shall also notify the Association of any additional individual(s) licensed or certified with the firm(s) within ten (10) days of the date of affiliation or severance of the individual. Failure to report to the Association, within ten (10) days, non-member licensees who are employed by or affiliated as independent contractors, or who are otherwise directly licensed with such REALTOR® firm, partnership or corporation shall subject the Designated REALTOR® to a fine per agent in an amount as established by the Board of Directors. Designated REALTORS® will also be assessed, an amount equal to the accumulated monthly fees for the current fiscal year, that would have been due had the agent been reported on the date licensed with said firm.

Section 13: Real Estate Assistant Members. Real Estate Assistant Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 14: Appraiser Members. Appraiser Members shall have such privileges and rights and be subject to such obligations as may be prescribed by the Board of Directors.

Section 15: Harassment and Abusive Conduct. Any Member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment or abusive conduct towards an Association or MLS employee or independent contractor or Association Officer or Director, after an investigation in accordance with the procedures of the Association. As used in this Section, "harassment and abusive conduct" means any verbal, written or electronic communication or material, or any physical conduct, which is threatening, abusive, disruptive or obscene, or creates a hostile, intimidating or offensive work environment, including but not limited to, unwelcome sexual advances, stalking, unwanted touching 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 or with an Association meeting, educational class, presentation or event. If the investigation by the Association reveals a violation of this policy, the findings shall be submitted to an investigatory team comprised of the President, and President-elect and one member of the Board of Directors selected by the highest ranking officer not named in the complaint. The investigatory team shall review the findings and take whatever disciplinary action its deems necessary after consultation with legal counsel or other attorney representing the Association. Discipline for violations of the national Association of REALTORS® Code of Ethics and other membership duties (including violation of the Association's Bylaws) can include an appropriate and reasonable fine not to exceed $5,000. If the complaint names the President, President-Elect or a member of the Board of Directors, then 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.

Section 16: The REALTOR® Members shall have the right to vote for the election of Directors as specified in these Bylaws. Other than the ability to vote for the election of Directors, the REALTOR® Members shall have no voting rights on any matter pertaining to the Association and all voting rights and powers shall be exercised by the Board of Directors. All other classes of Members of the Association (other than the REALTOR® Members) shall have no voting rights on any matter pertaining to the Association.

ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION

Section 1: The responsibility of the Association and of Association Members relating to the enforcement of the Code of Ethics, the 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 amended from time to time, which is by this reference incorporated into 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 safeguard and promote the standards, interests, and welfare of the Association and the real estate profession, and to protect against conduct that may cause a lack of public confidence in the real estate profession or in REALTORS®. REALTOR® Members also must abide by the governing documents and policies of the Association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®, as well as 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 in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual.

Every REALTOR® Member shall maintain a high level of integrity and adhere to the Association's membership criteria. Any violent act or threat of violence to person or property, hateful conduct, or acts of moral turpitude impacting the public shall not be tolerated and may be cause for disciplinary action, up to and including termination of membership.

Section 3: 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 consistent with the cooperative professional standards enforcement agreement entered into by the Association, which by this reference is made a part of these Bylaws.

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

Section 1: Use of the terms REALTOR® or REALTORS® by Members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS and to the

Rules and Regulations prescribed by its Board of Directors. The Association shall have the authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS® use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing, as provided for in the association's Code of Ethics and Arbitration Manual.

Section 2: REALTOR® Members of the Association shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their places of business within the state or a state contiguous thereto so long as they remain REALTOR® Members in good standing. No other class of Members shall have this privilege.

Section 3: A REALTOR® Principal Member may use the terms REALTOR® and REALTORS® only if all the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession are REALTOR® Members of an Association within the state or a state contiguous thereto or Institute Affiliate Members as described in Section 1(b) of Article IV.

(A) In the case of a REALTOR® Principal Member 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 holds REALTOR® membership. If a firm, partnership, or corporation operates additional places of business in which no principal 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, Affiliate, Public Service, Honorary, Student, Appraiser and Real Estate Assistant Members shall not use the terms 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 the Virginia REALTORS®. 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 Virginia REALTORS® without further payment of dues. The Association shall continue as a Member of the State and National Associations, unless by a majority vote of all of its REALTOR® Members, decision is made to withdraw, in which case the State and National Associations shall be notified at least one month in advance of the date designated for the termination of such membership.

Section 2: The Association recognizes the exclusive 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 Virginia REALTORS®.

ARTICLE X - DUES AND ASSESSMENTS

Section 1: **Application Fee**. The Board of Directors may adopt an application fee for all classes of Membership in reasonable amount, not exceeding three times the amount of the annual dues for REALTOR® Membership, which shall be required to accompany each application for REALTOR® Membership and which shall become the property of the Association upon final approval of the application. Credit for said application fees and other subsidiaries or related business participation fees shall remain with the business entity for which the fee was paid and shall not be transferable and shall not be refundable.

Section 2: Dues. The annual dues of Members shall be as follows:

(A) REALTOR® Members. 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. However, if two or more REALTORS® are principals of the same firm, partnership or corporation, then only the chief principal officer or that REALTOR® whom he or she designates from time to time in writing (the Designated" REALTOR®) shall be required to pay that portion of the dues which is computed on the basis of the real estate non-member licensees and licensed or certified appraisers employed by or affiliated as independent contractors or who are otherwise directly licensed with such REALTOR® firm, partnership or corporation.

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. Failure to report to the Association, within ten (10) days of affiliation, non-member licensees who are employed by or affiliated as independent contractors, or who are otherwise directly licensed with such REALTOR® firm, partnership or corporation, shall subject the Designated REALTOR® to a per agent fine in an amount as established by the Board of Directors. Designated REALTORS® will also be assessed an amount equal to the accumulated monthly fees for the current fiscal year that would have been due had the agent been reported on the date licensed with said firm.

(1) For the purpose of this section a REALTOR® Member of a Member 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 III, Section 1 of the Constitution of the NATIONAL ASSOCIATION OF REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in 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, partner, or corporate officer or branch office manager of the entity.

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

The exemption for any licensee included on the certification form shall automatically be revoked upon the individual being engaged in real estate licensed activities (listing, selling, leasing, renting, managing, counseling, or appraising real property) other than referrals, and dues for the current fiscal year shall be payable. Membership dues shall be prorated for any licensee included on a certification form submitted to the association who during the same calendar year applies for REALTOR® membership in the association. Membership dues shall not be prorated, however, if the licensee held REALTOR® membership during the preceding calendar year.

(2) There shall be no annual dues payable for Life Membership status except for REALTOR® Members who elect to retain REALTOR® status by the payment of an amount as from time to time established by the Board of Directors.

(B) REALTOR® Members other than the Designated REALTOR®. The annual dues of REALTOR® Members other than the Designated REALTOR® shall be in such amount as designated by the Board of Directors.

(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®

(D) Affiliate Members. The annual dues of each Affiliate Member shall be in such amount as established from time to time by the Board of Directors.

(E) Public Service Members. The annual dues of each Public Service Member shall be as established annually by the Board of Directors.

(F) Honorary Members. There shall be no dues payable as an Honorary Member.

(G) Student Members. Dues payable, if any, shall be at the discretion of the Board of Directors.

(H) Real Estate Assistant Members. The annual dues of each Real Estate Assistant Member shall be in such amount as established from time to time by the Board of Directors.

(I) Appraiser Members. The annual dues of each Appraiser Member shall be in such amount as established from time to time by the Board of Directors.

Section 3: Dues Payable.
Dues for all members shall be payable annually, in advance, on the first day of October, or such other date as may be determined by the Board of Directors. If such annual dues are not paid for the subsequent year, membership shall terminate at the end of the calendar year. Dues are electronically billed and noticed to all members. New member dues shall be computed from the first day of the month in which a member makes application and shall be pro-rated for the remainder of the current year. Dues are non-refundable.

(A) In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is terminated for nonpayment of Association dues, and the licensee remains with the designated REALTOR®'s firm, the dues obligation of the "designated" REALTOR® (as set forth in Article X, Section 2 (a) will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from the first day of the current fiscal year and are payable within thirty (30) days of the notice of termination.

Section 4. Nonpayment of Financial Obligations.
Financial obligations shall be defined to include dues, fees, fines, and other assessments and amounts owed to the Association and/or its business entities or subsidiaries. Financial obligations shall be considered due and payable on the first of the month in which they are billed. By virtue of a REALTOR® Member's affiliation with or employment by a Designated REALTOR® Member, the Association may release information relating to the financial obligations of a Member to such Member's Designated REALTOR® Member or to any broker authorized by the Designated REALTOR® Member.

(a) If dues, fees, fines, or other assessments including amounts owed to the Association and/or its business entities or subsidiaries are not paid by the end of the month in which they are billed, the membership of the nonpaying member shall automatically terminate without further notice. A former member who has had his or her membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Association or any of its business entities or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership. The Association shall have the right to include all expenses of collection, including but not limited to, reasonable attorney's fees and court costs. Involuntary termination of membership shall not release the member from his financial obligations to the Association.

(b) Any member terminated for failure to satisfy financial obligations will be assessed a fee to rejoin the Association and/or any of its business entities or subsidiaries. The Board of Directors shall establish the fee for failing to satisfy financial obligations.

Section 5: Deposit. All monies received by the Association and its subsidiary for any purpose shall be deposited to the credit of the Association and its subsidiary in a financial institution or institutions.

Section 6: Notice of Dues, Fees, Fines, Assessments or Other Financial Obligations of Members. All dues, fees, fines, assessments or other financial obligations to the Association and its subsidiary shall be electronically noticed to the delinquent Association Member setting forth the amount owed and due date.

Section 7. The dues of REALTOR® members who are REALTOR® Emeriti (as recognized by the National Association), past presidents and past treasurers of the National Association or recipients of the Distinguished Service Award shall be as determined by the board of directors.

ARTICLE XI - OFFICERS AND DIRECTORS

Section 1: Officers. The elected officers of the Board shall be: a Vice-President, President-elect, President and Immediate Past President. They shall serve for terms of one year and shall not succeed themselves. The Vice President will be elected by the Board for a term of one year and shall advance without election to President-elect, then President and then Immediate Past President in subsequent years. The Immediate Past President shall serve in such position as an officer for a term of one year term and then rotate off the Board, unless there is a vacancy in the office of President as defined in Article XI, Section 6. The Chief Executive Officer, who does not have to be a REALTOR® Member, shall function as Secretary of the Corporation and serve at the pleasure of the Board of Directors.

Section 2: Duties of Officers. The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. It shall be the particular duty of the Chief Executive Officers to keep the records of the Association and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the Virginia REALTORS®. The job description for each officer shall be contained in the Policy Manual which is incorporated by reference in these bylaws.

Section 3: **Executive Committee**. The President, President-Elect, Vice President, Immediate Past President and the Chief Executive Officer shall constitute the Executive Committee. At the time of their election to the Executive Committee, no more than two of the volunteer officers shall be affiliated with the same firm. The Chief Executive Officer shall be a voting member of the Executive Committee, but shall not vote on his/her employment contract. The duties of the Executive Committee shall be as defined in the Policy Manual.

(A) When the Board of Directors is not in session, the Executive Committee may act in emergencies and in non-emergency situations and may exercise the powers of the Directors but shall report all actions to the full Board at the next scheduled meeting.

(B) The Executive Committee will serve as the Audit Committee of the Board and will report its findings to the full Board. In the event there are significant audit exceptions, the audit firm will be requested to present the findings to the full Board. A financial review of the Association and affiliated businesses shall be conducted annually.

(C) The Executive Committee will serve as the Personnel Committee. The Personnel Committee shall make recommendations to the full Board to employ or terminate the Chief Executive Officer. The Personnel Committee shall evaluate the performance annually, extend a contract as appropriate, and authorize the amount of annual compensation of the Chief Executive Officer.

Section 4: Board of Directors. The governing body of the Board shall be a Board of Directors consisting of nine (9) Directors as follows: (i) the Vice-President, President-elect, President and Immediate Past President, and (ii) five (5) REALTOR® Members of RAR who shall be elected by the members of RAR. The five (5) elected Directors shall serve terms of three (3) years, which may be staggered. The number of Directors elected each year shall be the requisite number required to fill vacancies on the Board of Directors. A. The five (5) elected Directors will be elected by the membership of RAR through a system approved by the Board of Directors.

B. Term Limits: Officers shall not be eligible for re-election or reappointment to the same position immediately following their term of office. No Director shall serve more than two (2) consecutive, three (3) year terms.

C. The duties of the Directors shall be stated in the job description contained in the Richmond Association of

REALTORS® Policy Manual and incorporated by reference into these bylaws.

D, The Vice President, President Elect, President and Immediate Past President must meet the criteria set forth in Section 5 (A) of these Bylaws.

Section 5: Election of Officers and Directors

At least two (2) months before the annual election, a Nominating Committee of the Association shall be appointed by the President with the approval of the Board of Directors.

(A) The Nominating Committee shall select, through a Board approved candidate criteria and screening process, one or more candidates for the office of Vice President. To be eligible for election to the office of Vice President, an individual must have completed one (1) full year of service on the Board of Directors or have served on the Board within the past five (5) years. In October of each year, the current Board of Directors will elect the Vice President by secret ballot. The Vice President shall be elected by a majority vote of the Directors present.

(B)The Nominating Committee shall select, using the Board approved criteria and process, at least one (1) but no more than three (3) candidates for each Director position to be filled through the Board-approved membership voting system. The report of the Nominating Committee shall be presented to the Board of Directors for approval. Once the slate is approved, it will be posted on the Association web site, and published in the communications generally distributed to the membership. The report will be available to the members thirty (30) days before the scheduled election date. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least three (3%) percent of the REALTOR® Members eligible to vote. The petition shall be filed with the Chief Executive Officer at least two (2) weeks before the election. The Chief Executive Officer shall send notice of such additional nominations to all Members eligible to vote before the election.

(C) The election of Directors shall take place during the fourth calendar quarter each year with the date, place, and hour to be designated by the Board of Directors. Ballots may be via the Internet using a method as determined by the Board of Directors. Voting members shall not be required to vote for each vacancy. All ballots cast will be counted. Directors shall be elected by a plurality vote. In case of a tie vote, the office will be determined by lot.

(D) Qualifications for service as a Director shall be enumerated in the RAR Policy Manual and Leadership Contract and are hereby incorporated by reference.

Section 6: Vacancies. Vacancies among the Officers and the Board of Directors shall be, after a recommendation from the Executive Committee, filled by a simple majority vote of the Board of Directors. Newly appointed Officers and Directors shall serve from the date of their appointment for the remainder of the Director or Officer's term they are replacing.

(A) In the event a sitting President is unable to fulfill the term of the office, the Board of Directors will determine who will assume the unexpired term of the President. If the Immediate Past President is selected to complete the unexpired term as President, he/she will then serve an additional year as the Immediate Past President.

(B) A vacancy in the office of President-elect will be filled by the ascension of the Vice President who will complete the unexpired term and then serve his/her full term.

(C) A vacancy in the office of Vice President will result in a new election to fill the vacancy.

Section 7: 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:

(A) A petition requiring the removal of an Officer or Director and signed by 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) Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the Board 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 Board Members at least ten (l0) days prior to the meeting, and shall be conducted by the President of the Association unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking officer will conduct the meeting of the Board. Provided a quorum is present, a three-fourths vote of Board Members present and voting shall be required for removal from office

Section 8: Chief Executive Officer. There shall be a Chief Executive Officer, appointed by the Board of Directors, who shall be the chief administrative officer of the Board. The Chief Executive Officer shall have the authority to hire, supervise, evaluate, and terminate other staff, and shall perform such other duties as prescribed by the Board of Directors.

ARTICLE XII- MEETINGS

Section l: Membership Meetings. The membership meetings of the Association shall be held on a date and at a place and hour designated by the Board of Directors. 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 ten percent (10%) of the Members eligible to vote.

Section 2: Notice of Meetings of Membership. Written notice stating the place, day and hour of a Regular Membership meeting and, in the case of a Special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting to each Member entitled to vote at such meeting. Exception to the above-required notice shall be governed by Section 13.1-842 of the Code of Virginia

Section 3: Meetings of Directors. The Board of Directors shall designate a regular time and place of meetings. Absence from two regular or special meetings without an excuse deemed valid by the Board of Directors shall be construed as resignation. The resigned Board Member may be reinstated with a two-thirds majority vote of the Board of Directors.

Section 4: Notice of Meetings of Directors. Notice stating the place, day and hour of an Association meeting and in the case of a Special Association meeting, the purpose or purposes for which the meeting is called, shall be given to each Director at least forty-eight hours prior to the date of the meeting.

Section 5: Quorum.

(A) A quorum for the transaction of business by the Board of Directors, committees, and task forces shall consist of a Majority of the members appointed/elected to the respective Board, committee, or task force.

(B) A quorum for the transaction of business by the membership at a Regular Membership Meeting shall consist of three (3%) percent of the REALTOR® Members.

Section 7: Electronic Transaction of Business. To the fullest extent permitted by law, the Board of Directors and the membership may conduct meetings and business by electronic means.

Section 8: Action without Meeting. Unless specifically prohibited by the articles of incorporation, any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the Chief Executive Officer to be filed in the corporate records. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date.

ARTICLE XIII - COMMITTEES

Section 1: **Standing Committees.**

The Richmond Association of REALTORS® will have the following standing committees: Executive; Budget and Finance; Nominating and Elections; Strategic Planning; Grievance; Professional Standards; Governmental Affairs; Programs; Communications and Diversity, Equity and Inclusion.

(A)The President-elect, in preparation for his/her year as President, shall appoint from among the REALTOR® Members, subject to confirmation by the Board of Directors, the chair of Grievance; Programs; Communications; Governmental Affairs; and Diversity, Equity and Inclusion. The Immediate Past President will serve as chair of the Professional Standards Committee.

(B) The President-elect, in preparation for his/her year as President, shall appoint from among all Members, subject to confirmation by the Board of Directors, the Members of the following committees, provided that at least 70% of the members of any committee are REALTOR® Members: Government Affairs, Communications, and Programs.

(C) All appointments to committees, task forces, work groups, etc., are subject to confirmation by the Board of Directors.

(D) Members of Professional Standards and Grievance Committees shall be appointed for staggered three (3) year calendar terms. Members serving on all other committees will serve terms of one year.

(E) With the exception of Grievance and Professional Standards, no member of any committee shall serve more than three consecutive years. At the conclusion of three consecutive years of service, a Committee member may volunteer for a different committee; or he/ she may sit out at least one year and seek to return to the Committee on which they served previously.

(F) The size of the Committees shall be no less than ten (10) and no more than twenty-four (24) members. The Professional Standards Committee is an exception and shall have no maximum limit. The Executive Committee is also an exception and may have fewer than ten members.

(G) A committee member who is absent from more than 50% of the scheduled meetings of a Committee shall be deemed to have resigned and will receive notification of such by letter.

(H) The Grievance Committee holds standing monthly meetings. The Grievance Committee Chair shall designate a regular time and place of meetings. Absence from two regular or special meetings without an excuse deemed valid by the Grievance Committee Chair, in advance of the meeting, shall be deemed as resignation from the committee

(I) The President-Elect and staff (when reviewing the pool of volunteer applicants) will take into consideration a full range of demographic and professional characteristics that reflect the entire Association membership and the communities served by RAR when developing the committee rosters for the coming year as well as an appropriate number of both agents and brokers.

(J) Members wanting to serve on a committee must complete an application and submit it to RAR staff.

(K) The President-elect shall chair the Budget and Finance Committee.

(L) The Vice President shall chair the Strategic Planning Committee.

(M) The role of all Committees shall be explained in the Policy Manual, incorporated herein by reference.

Section 2: Task Forces, Work Groups, or Special Committees. The President shall appoint, subject to confirmation by the Board of Directors, such Task Forces as deemed necessary. Said task forces shall be appointed to carry out specific functions or make recommendations to the President. Task Forces shall sunset when the assignment is completed.

Section 3: President. The President shall be an ex-officio member of all standing committees.

Section 4: 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.

Section 5: 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 constitute presence at the meeting.

ARTICLE XIV - FISCAL AND ELECTIVE YEAR

Section 1: The fiscal year of the Association shall be the calendar year.

Section 2: The elective year shall begin immediately subsequent to the installation of Officers and Directors at the Annual Meeting of the Board of Directors to be held in December.

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 a two-thirds majority vote of the Board of Directors 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: Notice of all meetings at which amendments are to be considered shall be mailed or e-mailed to every Director member eligible to vote at least one (1) week prior to the meeting.

Section 3: Amendments to these Bylaws affecting the admission or qualification of REALTOR®, and Institute Affiliate Members, the use of the terms REALTOR®, REALTORS®, and 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®.

Section 4: When Bylaws amendments are mandated by NAR policy, these Bylaws may be automatically amended to reflect the mandate as of the effective date of the mandatory policy authorized by the NATIONAL ASSOCIATION OF REALTORS®. The Board shall provide notice of that change in a regular or special membership communication.

ARTICLE XVII – DISSOLUTION, CONSOLIDATIONS & MERGERS

Section 1: Dissolution: Upon the dissolution or winding up of affairs of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Virginia REALTORS® or, within its discretion, to any other non-profit tax exempt organization.

Section 2: **Consolidation or Merger:** The RAR Board of Directors, after a period of due diligence, may vote to consolidate or merge all or any portion of the services and operations with another association. Two-thirds of the Board members casting a vote must vote in the affirmative to affect a consolidation or merger.

ARTICLE XVIII - MULTIPLE LISTING

Section 1: Authority. The Richmond Association of REALTORS® may maintain for the use of its Members a multiple listing service through a subsidiary company known as the Central Virginia Regional MLS, LLC , whose membership interest shall be owned ninety percent (90%) by RAR and ten percent (10%) by the Southside Virginia Association of REALTORS®.

Section 2: Purpose. A Multiple Listing Service is a means by which authorized Participants accumulate and disseminate information to enable authorized Participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which Participants engaging in real estate appraisal contribute to common databases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public.

Section 3: Governing Documents. The Board of Directors shall cause any Multiple Listing Service

established by it pursuant to this Article to conform its Corporate Charter, Constitution, Bylaws, Rules, Regulations and Policies, Practices, and Policies of the NATIONAL ASSOCIATION OF REALTORS® subject to all requirements of federal and state law, including governing administrative regulations and court orders.

Section 4: Participation. Any REALTOR® member of the Richmond Association of REALTORS®, Inc., the Southside Virginia Association of REALTORS® or any other association who is a principal, partner, corporate officer or branch manager acting on behalf of a principal, without further qualification, except as otherwise stipulated herein, shall be eligible to participate in the MLS upon agreeing in writing to conform to the CVR MLS Rules and Regulations thereof and to pay costs incidental thereto. However, under no circumstances is any individual or firm, regardless of membership status, entitled to Multiple Listing Service "membership" or "participation" unless they hold a current, valid Virginia real estate broker's license or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by the MLS is strictly limited to the activities authorized under a Participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey "participation" or "membership" or any right of access to information developed by or published by the MLS where access to such information is prohibited by applicable law. Any person who qualifies for participation in the MLS shall be a Participant.

Mere possession of a broker's license is not sufficient to qualify for MLS participation. An individual Participant must actively endeavor during the operation of their real estate business to list real property of the type listed on the MLS. "Actively" means on a continual and on-going basis during the operation of the Participant's real estate business. The "actively" requirement is not intended to preclude MLS participation by a Participant or potential Participant that operates a real estate business on a part time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny MLS participation to a Participant or potential Participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit an MLS to deny participation based on the level of service provided by the Participant or potential Participant as long as the level of service satisfies state law.

The key is that the Participant or potential Participant actively and consistently endeavors to list properties of the type that are listed on the MLS in which participation is sought. This requirement does not permit an MLS to deny participation to a Participant or potential Participant that operates a Virtual Office Website ("VOW"). The membership requirement shall be applied on a nondiscriminatory manner to all Participants and potential Participants.

Participants and subscribers may be required, at the discretion of the MLS, to complete additional training when deemed necessary by the MLS to familiarize participants and subscribers with system changes or enhancement and/or changes to MLS rules or policies. Participants and subscribers must be given the opportunity to complete any mandated additional training remotely

Section 5: Subscribers. Subscribers (or users) of the MLS include non-principal brokers, sales associates affiliated with Participants and licensed appraisers and appraiser trainees.

ARTICLE XIX: INDEMNITY OF OFFICERS AND DIRECTORS

Section 1: Limitation on Liability. To the full extent that the Virginia Non-Stock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers, a director or officer of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages unless such director or officer shall have been found to have engaged in willful misconduct, a knowing violation of criminal law or a knowing violation of state or federal securities laws. Any amendment to or repeal of this Article XIX shall not adversely affect any right or protection of a director or officer of the

Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

Section 2: Indemnification. To the full extent permitted and in the manner prescribed by the Virginia Non-Stock Corporation Act and any other applicable law, the Association shall indemnify any director or officer of the Association who is or was a party to any proceeding by reason of the fact that he is or was such a director or officer or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify any Director or officer.

Section 3: Contracts of Indemnity. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested Directors, to cause the Association to indemnify or contract in advance to indemnify any person not specified in Section 2 of this Article XIX who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Association, or is or was serving at the request of the Association as an employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if such person were specified as one whom indemnification is granted in Section 2.

Section 4: Insurance. The Association may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by any such person in any such capacity or arising from his status as such, whether or not the Association would have power to indemnify him against such liability under the provisions of this Article.

Section 5: Special Legal Counsel. In the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, expenses with respect to any claim for indemnification made pursuant to Section 1 of this Article XIX shall be made by the special legal counsel agreed upon by the Board of Directors and the proposed indemnitee. If the Board of Directors and the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

Section 6: Application. The provisions of this Article XIX shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

Section 7: References. Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.