

# Bylaws for the Wyoming Association of REALTORS®

Draft for proposed changes 2017 membership meeting

~~Deleted Language~~

**New Language**

## ARTICLE I

### **NAME AND OBJECTS**

**Section 1:** The name of the organization shall be: ~~Wyoming Association of REALTORS®~~, **Wyoming REALTORS®**, Incorporated, hereinafter referred to as the Association.

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

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

## ARTICLE II

### **MEMBERSHIP**

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

**Section 2:** A Member Board shall be an association chartered by the National Association of REALTORS® within the state of Wyoming. All the REALTORS® who hold primary membership in the association shall hold membership in this association and the NATIONAL ASSOCIATION OF REALTORS®.

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

**Section 4:** A REALTOR® Member shall be any individual who holds an active real estate license, appraisal license, or appraisal certification, and who is actively engaged in the real estate business as a principal, partner, or officer of a corporation, or branch office manager acting on behalf of the firm’s principal(s) whose place of business is located in an area outside the jurisdiction of any Member Board and who holds REALTOR® Membership in this Association. Secondary REALTOR® membership shall also be available to individuals who hold primary membership in a board/association in another state and who desire to obtain direct membership in the state association without holding membership in a local board/association. The Board of Directors may establish procedures and standards whereby salesmen who hold an active real estate license, or is a licensed or certified appraiser, and who are affiliated with a REALTOR® Member may become REALTOR® Members of the Association.

**Section 5:** Institute Affiliate Members shall be individuals who hold a professional designation awarded by a qualified 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 elective office. Any such individual, if otherwise eligible, may elect to hold REALTOR® membership, subject to payment of applicable dues for such membership.

**Section 6:** Business Affiliate Members shall be real estate owners and other individuals or firms who are Business Affiliate Members of Member Boards.

**Section 7:** Honorary Members shall be individuals other than those engaged in the real estate business who have contributed notably to this Association.

### ARTICLE III

#### PRIVILEGES AND OBLIGATIONS

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

**Section 2:** REALTOR® Members.

(a) Only REALTOR® Members whose financial obligations to their Member Boards are paid in full shall be entitled to vote or hold elective office in this Association.

(b) REALTOR® Members have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Association and the real estate profession.

**Section 3:** Honorary Membership in this Association shall confer no rights except to attend meetings and participate in discussions, and shall impose no obligations.

**Section 4:** Affiliate Membership, including Institute Affiliate Membership and Business Affiliate Membership, in this Association shall confer no rights except to attend meetings and participate in discussions.

**Section 5:** ~~Within three (3) years of the date of election to membership, and every three (3) years thereafter, each At-Large REALTOR® Member of the Association must demonstrate that they have completed a course of instruction in the Code of Ethics or Professional Standards. (Revised 09/06)~~

**Section 6:** 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® 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 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 application or termination of provisional membership.

Note: Orientation programs must meet the learning objectives and minimum criteria established from time to time by the NATIONAL ASSOCIATION OF REALTORS®.

**Section 7:** ~~Effective January 2, 2001, through December 31, 2004, and for successive four year period thereafter, each REALTOR® member of the Association shall be required to complete quadrennial 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 a Local Association of REALTORS®, 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®. 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 four year cycle shall not be required to complete additional ethics training until a new four year cycle commences.~~

~~Failure to satisfy this requirement shall be considered a violation of a membership duty for which REALTOR® membership shall be suspended until such time as 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 for the second (2005 through 2008) cycle and subsequent four (4) year cycles will result in suspension of membership for the first two months (January and February) of the year following the end of any four (4) year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.~~

#### ***Section 7. REALTOR® Code of Ethics Training.***

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

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

***membership of a member who is still suspended as of that date will be automatically terminated. (Adopted 1/01, Amended 11/08, Amended 11/2016)***

## **ARTICLE IV**

### **DUES**

**Section 1:** The annual dues of each Member Board as defined in Article II of these Bylaws shall be (1) in such amount as is established annually by the Board of Directors (Base Amount) times the number of REALTOR® Members of the Board, plus (2) an amount equal to the Based Amount times the number of real estate salespersons, and licensed or certified appraisers, employed by or affiliated as independent contractors with REALTOR® Members of the Board who are not themselves REALTORS® or Institute Affiliate Members of the Association.

**Section 2:** The annual dues of each REALTOR® Member actively engaged in the real estate business from areas not within the jurisdiction of a Member Board shall be (1) the Base Amount plus an amount equal to (2) the Base Amount times the number of real estate salespersons, and licensed or certified appraisers, who are employed by or affiliated as independent contractors with such REALTOR® Members who are not themselves REALTORS®. If two (2) or more REALTORS® are principals of the same firm, partnership, or corporation, then only the REALTOR® designated from time to time in writing (the "designated" REALTOR®) by the firm, partnership, or corporation shall be required to pay the portion of the dues which is computed on the basis of the real estate salespersons, and licensed or certified appraisers, employed by or affiliated as independent contractors with such firm, partnership, or corporation, and the dues of the remaining REALTORS® who are principals of such firm, partnership, or corporation shall be the Base Amount. Any REALTOR® Member delinquent in payment of dues as of the first day of January shall have their membership revoked.

(a) A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, managing, counseling or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this Section and shall not be included in calculating the annual dues of the Designated REALTOR®. Designated REALTORS® shall notify the association within three (3) days of any change in status of licensees in a referral firm. The exemption for any licensee included on the certification form shall automatically be revoked upon the individual being engaged in real estate licensed activities (listing, selling, leasing, renting, managing, counseling, or appraising real property) other than referrals, and dues for the current fiscal year shall be payable.

(b) Membership dues shall be prorated monthly 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. However, membership dues shall not be prorated if the licensee held REALTOR® membership during the preceding calendar year.

**Section 3:** The annual dues of each Board Member and REALTOR® Member shall be the Base Amount, PROVIDED THAT:

(a) Not less than five percent (5%) of dues shall be set aside by the Association and placed in a separate account, the funds of which shall be used for legislative purposes as the Board of Directors shall determine. PROVIDED FURTHER THAT, at such time as Legislative Fund balance

reaches Twenty-Five Thousand Dollars (\$25,000), the Board of Directors may place any amounts in excess of such minimum balance in an unrestricted reserve account of the Association.

(b) An amount not less than five percent (5%) of dues payment shall be set aside by the Association and placed in a separate account, the funds of which shall be used for legal purposes as the Board of Directors shall determine. PROVIDED FURTHER THAT, at such time as Legal Fund balance reaches Twenty-Five Thousand Dollars (\$25,000), the Board of Directors may place any amounts in excess of such minimum balance in an unrestricted reserve account of the Association.

**Section 4:** Institute Affiliate Members. The annual dues of each Institute Affiliate Member shall be the amount set forth in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

(a) Upon payment of dues to their Local Board, required under Sections 1, 2, 3, and 4 of this Article, each REALTOR® and Institute Affiliate Member of Member Boards within the State, and each REALTOR® and Institute Affiliate Member from areas not within the jurisdiction of a Member Board within the State shall be deemed a REALTOR®, or Institute Affiliate Member, as the case may be, in good standing of the Association.

**Section 5:** The annual dues of each Business Affiliate Member shall be in such amount as is established annually by the Board of Directors.

**Section 6:** In calculating the dues payable to the State Association by a Member Board, nonmembers, as defined in Article IV, Section 1, shall not be included in the computation of dues if the dues have been paid in another Board in the State, provided the Board notifies the State Association in writing of the identity of the Board to which dues have been remitted.

**Section 7:** On a monthly basis, the Member Board shall report to the Association the names and addresses of REALTORS®, and Institute Affiliates Members dropped or enrolled. All Member Boards shall be required to forward new member transmittals to the Association office within fifteen (15) days after such new member is approved for membership and has paid all dues to the Member Board.

**Section 8:** The Executive Committee and the Board of Directors shall have the duty to revise the dues structure of the Association by a majority vote of those members present at a regular meeting of the Board of Directors, but no later than the Annual Meeting.

**Section 9:** Penalties. Member Boards must submit dues for existing Members on or before January 20 and said dues must be hand-delivered to the Association office or postmarked before the close of business on January 20. Any Member Board submitting dues for existing Members after the close of business on January 20 or bearing a postmark after January 20, shall be assessed a penalty of \$10.00 per Board Member. The membership of any Member Board or other member delinquent in payment of such dues on March 1 shall automatically terminate on March 2. Failure by a Member Board to comply with new member transmittal requirements as set forth in Section 8 will result in a late penalty of \$10.00 per new Board Member.

**Section 10:** Dues for all new members shall be computed from the first day of the year in which that new member officially becomes a Board Member.

**Section 11:** Business Affiliates or Institute Affiliates who qualify and elect to upgrade their membership status to REALTOR® Member will have their dues calculated on the following formula. Paid dues will be credited against full-year REALTOR® dues.

## **ARTICLE V**

### **OFFICERS**

**Section 1:** The elective Officers of the Association shall be a President, a President-Elect, and a Vice President/Treasurer each of whom shall have served as a District Vice President or a Result Group Chair, and a Vice President from each of the five (5) districts of the state. *The Immediate Past*

***President shall also be an officer of the Board of Directors and a member of the Executive Committee.***

The Chief Executive Officer shall serve as Secretary ex-officio. In the absence of the President, the President-Elect will perform the duties of President. All Officers shall serve for one (1) year or until their successors are elected and qualified and shall be members of the Board of Directors. The President shall not be eligible to serve a second successive term.

**Section 2:** The duties of the Officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them, respectively, by the Board of Directors from time to time and such as are required by law.

**Section 3:** The District Vice Presidents shall be elected as set forth in Article X, and shall have the responsibility of assisting and coordinating the activities of each Member Board within their respective districts and other duties as assigned by the Board of Directors.

**Section 4:** The Treasurer shall provide a surety bond in such amount as the Board of Directors may determine the cost to be paid by the Association.

**Section 5:** The Wyoming Association of REALTORS® may employ a Senior Staff Officer who shall be the Chief Executive Officer of the Association, subject to the approval of the Executive Committee and who shall perform such other duties as may be delegated by the President, Executive Committee, or Board of Directors. He shall provide a surety bond in such amount as the Board of Directors may determine the cost to be paid by the Association. The Chief Executive Officer may employ such other persons as may be necessary to properly conduct the activities of the Association. The Executive Committee shall set the Chief Executive Officer's compensation.

**Section 6:** The Executive Committee may retain legal and other professional counsel and fix the terms of compensation.

## **ARTICLE VI**

### **REMOVAL OF OFFICER OR DIRECTOR**

**Section 1:** Any officer or director of the Wyoming Association of REALTORS® can be removed from office for good cause with a two-thirds (2/3) vote of the Executive Committee.

(a) In the event circumstances appearing to constitute good cause have arisen or in the event that an officer or director is incapable of fulfilling the duties for which elected, but will not resign voluntarily, the officer or director may be removed following the two-thirds (2/3) vote of the Executive Committee. Prior to voting, the Executive Committee may, to the extent practical under the circumstances, utilize the procedures listed in Section 2 as a guide in removing an officer or director.

(b) Upon removal by a vote of the Executive Committee, the former officer or director no longer holds the designated position which granted that individual a seat on the Wyoming Association of REALTORS® Board of Directors.

#### **Section 2:**

(a) "Good cause" will be determined by the Executive Committee in its sole and absolute discretion. Good cause for removal of an officer or director includes, but is not limited to, activities or conduct by the individual which undermine or interfere with the performance of the duties entailed by his/her position with the Wyoming Association of REALTORS®, behaviors, conduct or activities which are inconsistent with his/her position as a REALTOR®, behavior or conduct which suggests that he/she has not acted consistent with the best interests of the Wyoming Association of REALTORS® and its members, or activities or events demonstrate that he/she cannot continue to serve as an officer or director of the Wyoming Association of REALTORS® in a way which will best serve the interests of the Association and its members. Unexcused absences from Association meetings, as described in Article VII, Section 8, may also constitute good cause.

(b) In the event that information indicating that good cause for removal exists and is brought to the attention of the Executive Committee, the highest ranking officer not involved shall appoint a subcommittee of five (5) current Wyoming Association of REALTORS® members not currently serving on the Executive Committee to investigate such facts. The Association subcommittee shall meet with the Officer or Director, unless he/she refuses to meet with them, and outline the facts which might lead to his/her removal from office, and give him/her an opportunity to present his/her position. In addition, they shall meet with such other individuals and review such other evidence, as they deem necessary. If the subcommittee determines that the Officer or Director should retain his/her position, that recommendation will be submitted to the Executive Committee. If, following such investigation, the subcommittee believes "good cause" exists, it shall report its recommendation to the Executive Committee. At that time, the individual in question may be given an opportunity to again present his/her position to the Executive Committee, if he/she so desires.

(c) The Executive Committee will then vote. Written notice of any action taken shall be forwarded to the individual by first class mail and registered mail, return receipt requested.

(d) As of the date that any Officer or Director is removed by the Executive Committee, that individual shall no longer hold their office and shall no longer serve on the Board of Directors or Executive Committee.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

**Section 1:** The business of the Association shall be managed by the Board of Directors and the Executive Committee as further provided in these Bylaws. Each Director shall serve for a term of one (1) year.

**Section 2:** The following persons shall be voting, non-quota Directors of the Association: 1) all Officers of the Association; 2) Chairman of the Result Groups; 3) Chairman of Local Board Presidents Council; 4) Chairman of Business Affiliates Council; 5) Chairman of Association Executive Council. In the event that one (1) member shall qualify under more than one (1) of the categories described in Section 3 or Section 2 of this Article, that person shall be entitled to only one (1) vote as a Director.

**Section 3:** The Board of Directors shall approve the annual budget and dues, approve withdrawals from the reserve accounts, elect NATIONAL ASSOCIATION OF REALTORS® Directors, approve Executive Committee appointments, and amend the Association Policies. The account of the Association shall be reviewed annually by a certified public accountant.

**Section 4:** The Association shall conduct Directors' Meetings no less than two (2) times annually. Special meetings of the Board of Directors may be called by the President or by any five (5) Directors at any time upon three (3) days written notice.

**Section 5:** A majority of the members of the Board of Directors, shall constitute a quorum of the Board of Directors. If there is a lack of quorum at a second consecutive meeting, the Executive Committee shall be authorized to complete any business required including but not limited to bylaw changes and budget approvals.

**Section 6:** Vacancies among the Officers and Directors shall be filled by the President and the Board of Directors shall ratify the Officer or Director chosen at their next regular meeting.

**Section 7:** Absence from (1) meeting of the Board of Directors or Executive Committee by an Elected Officer or Director without an excuse deemed valid by the Executive Committee or failure to carry out the duties of such office shall be construed as resignation from the office, and the office may be declared vacant by the Executive Committee.

(a) If a Director has not previously served at least one term as a Director and attended a new Director Training session, such Director shall attend a Training session before taking office. Such

training shall include the following subjects: Fiduciary duties of Directors, Incoming officers expectations for Directors, The attendance standard and other policies of the Board of Directors. The failure of such Director to attend a Director training session shall be deemed an automatic resignation for the remainder of the calendar year.

**Section 8:** If the real estate license of any Officer or Director is suspended or revoked by the Wyoming Real Estate Commission, or an Officer or Director is expelled from his Member Board, or his membership therein is suspended, then the office and/or directorship of such individual in the Association shall be automatically vacated. Upon completion of suspension, such individual may petition for reinstatement to serve the remainder of his term. A decision will be rendered by the Executive Committee.

**Section 9:** There shall be an Executive Committee of the Board of Directors consisting of the President, President-Elect, Vice President/Treasurer, Immediate-Past President, and Senior Staff Officer. This Executive Committee shall provide accountability to the Strategic Plan, transact business of an emergency nature or delegated nature and administer the finances and business of the Association between meetings of the Board of Directors and shall report the substance of such actions to the Board of Directors at its next meeting. The Executive Committee has authority to make adjustments to the Association budget up to a cumulative amount of five percent (5%).

## **ARTICLE VIII**

### **MEETINGS**

**Section 1:** The Association shall hold an Annual Corporate Business Meeting at the time of its Annual Convention.

**Section 2:** The Association shall hold annually a Convention, which shall be open to all members as a member benefit.

**Section 3:** The Annual Inaugural Meeting of the Association shall be held at the time of the Annual Convention, at which time Officers and Directors of the Association will be installed in office.

**Section 4:** Other meetings may be called by the Board of Directors. Any call for a meeting shall state the purpose, time, and place of the meeting, and shall be issued in writing at least three (3) days in advance.

**Section 5:** At any regular or special meeting of the general membership of this Association, not less than one REALTOR® Member from fifty percent (50%) of the Member Boards shall constitute a quorum for the transaction of business.

**Section 6:** Electronic Transaction of Business. To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means. ***In the event of an electronic vote, the majority of all votes received, electronically and manually will determine the results***

## **ARTICLE IX**

### **RESULT GROUPS, COMMITTEES AND COUNCILS**

**Section 1:** Result Groups will function as follows: 1) Determine programs and services to further the Association's vision within assigned Strategic Plan objectives, and 2) Provide funding for such programs and services within approved Result Group operating budget.

**Section 2:** The President, with cooperation of the President-Elect, and with the approval of the Board of Directors, shall appoint Result Group Chairmen to serve a term of (1) year. The Result Groups and Standing Committees of the Association shall be as follows:

#### Professional Development Result Group

- a. Grievance (Standing Committee)
- b. Professional Standards (Standing Committee)



Advocacy & Political Involvement Result Group  
Community Engagement Result Group  
Membership Service & Value Result Group  
a. Forms Committee (Standing Committee)  
State Association Strength Result Group  
a. Finance (Standing Committee)  
WYPAC Trustees (Standing Committee)

Committees, task forces, or work groups of Result Groups may be appointed by the Result Group Chairman. Members of said groups may be selected without limitation unless otherwise provided for in these Bylaws. The President or his designee shall be an ex-officio member of all Result Groups.

**Section 3:** Result Groups shall have such duties and authority as stated in Sections 1 and 2 of this Article and as may be assigned to them by the President, Executive Committee, and/or Board of Directors from time to time.

**Section 4:** The Grievance Committee shall consist of fifteen (15) members. The members shall be appointed by the President, subject to confirmation by the Board of Directors, for a staggered three (3) year term.

**Section 5:** There shall be a Professional Standards Committee of at least forty-five (45) Members, appointed by the President, subject to confirmation by the Board of Directors.

**Section 6:** The WYPAC Trustees shall be an independent, autonomous Committee of the Wyoming Association of REALTORS®, and will be the sole custodian of all funds contributed to WYPAC and to CORPAF.

(a) The Committee will be made up of seven (7) members. One member shall be selected from each District of the WAR. One additional Member shall be selected, and may have board membership in any District. The Chairman of the Public Policy Committee of the Wyoming Association of REALTORS® shall serve as an Ad Hoc Member of the Trustees for the purpose of advising the Trustees on items of interest to the Trustees.

(b) The Trustees shall have general supervision and control over the affairs and funds of the Committee and shall establish and carry out all policies and procedures of the Committee.

(c) Trustees shall serve a three-year term. Incumbent Trustees shall recommend a replacement to the President of the Wyoming Association of REALTORS® whenever a vacancy exists or is about to occur. Two unexcused absences by any Trustee may constitute resignation from the Committee.

**Section 7:** The Executive Committee shall conduct the affairs of the Association in accordance with the policies and instructions of the Board of Directors. The Executive Committee shall meet on the call of the President or the Board of Directors. In addition, the Executive Committee shall meet at other times, to wit:

(a) No later than forty-five (45) days prior to the Annual Convention to receive the report of the Nominating Committee; to receive a report from the incoming President of all Result Group and Committee Chairmen, and those other members whose appointments require the ratification of the Board of Directors; to receive and review proposed Bylaw amendments. The purpose of such meeting is to take such actions as are necessary and to make recommendations to the Board of Directors.

(b) Prior to regularly scheduled meetings of the Board of Directors, the Executive Committee shall meet and concern itself with matters germane to the cause of the meeting, e.g., legislative matters, leadership training programs.

(c) The President shall serve as Chairman of the Executive Committee.

(d) A quorum shall be a majority of the members of the Committee. An action of the Executive Committee shall require an affirmative vote from a majority of the members of the Executive Committee.

**Section 8:** There shall be a Local Board President's Council consisting of the Presidents of all local boards. The council shall elect a chairman and said chairman will serve as a voting member of the Board of Directors.

(a) A quorum shall be a majority of the members of the Council.

**Section 9:** There shall be an Affiliate Council consisting of the primary contact of each Affiliate office. The council shall elect a chairman and said chairman will serve as a voting member of the Board of Directors.

(a) A quorum shall be a majority of the members of the Council.

**Section 10:** There shall be a Local Board Association Executive Council consisting of all local board Association Executives. The council shall elect a chairman and said chairman will serve as a voting member of the Board of Directors.

(a) A quorum shall be a majority of the members of the Council.

## **ARTICLE X**

### **ELECTION OF OFFICERS**

**Section 1:** The election of Officers and Directors shall be held at the Annual Membership Meeting of the Corporation.

**Section 2:** Nominations of proposed Wyoming Directors of the NATIONAL ASSOCIATION OF REALTORS® for future terms shall be held at the Directors Meeting during the Association Annual Convention. Election shall be by plurality vote.

**Section 3:** A Notice of Request for Applications for Association Officers and National Directors shall be sent to each Member Board and shall be published on the Association's website at least five (5) months prior to the date of elections.

**Section 4:** Applications for elective office may be submitted either by self-nomination or the nomination committee process.

### **Nominating Committee**

The President shall appoint a Nominations Committee. The Committee shall consist of (1) Association member from each district and (1) alternate member. The Immediate Past-President of the Association shall serve as Chairman with the right to vote in the event of a tie.

(a) The Committee shall meet as often as necessary to consider candidates' qualifications and applications submitted either through the committee nomination or self-nomination process.

(b) The Committee shall review each candidate's application to verify candidate's compliance with position qualifications.

### **Self-Nomination**

Any member who meets the qualifications for elective office, as provided for in Section 5 of this Article, may submit application for elective office to the Chairman of the Nominations Committee no later than 60 days prior to the date of the elections.

**Section 5:** The following minimum criteria shall be established for acceptability as nominees for WAR Officers or National Directors:

(a) Any nominee for WAR Officer or NAR Director shall be a REALTOR® Member in good standing, AND

(b) The nominee must display knowledge of the WAR Strategic Plan's issues and objectives, AND

(c) In order to serve as District Vice President, the nominee must have been an elected President OR Chair of his local Board OR MLS Board OR State Chapter, and have served in that capacity for at least one (1) year, OR been a result group chair for a minimum of one (1) year. Each District Vice President will serve a two-year term in his position unless he is moving into another Executive Committee position after the first year.

(d) In order to serve as Vice-President/Treasurer, the nominee must have been a WAR Result Group Chairman or District Vice President and a Local Board or MLS President for a full term.

(e) In order to serve as NAR Director the nominee must have been a District Vice President or Result Group Chairman and have served in that capacity for a minimum of two (2) years, or have two (2) years Executive Committee experience in another capacity.

(f) No nominee will be accepted for the offices of President or President-Elect if the current President-Elect or Vice President-Treasurer, when elected by the Membership, wish to move up to the respective offices.

(g) Any applicant for WAR Officer or National Director shall provide evidence of acceptance and qualifications for the office.

**Section 6:** The Nominating Committee shall nominate a slate of Directors and Officers of the Association. The Committee shall name at least one candidate for each office and directorship to be filled. The report of the nominating committee shall be announced and conspicuously displayed at least 30 days before the election is held. The report can also be mailed or electronically transmitted to each member eligible to vote.

**Section 7:** Prior to the Annual Convention, the President shall appoint an Election Committee of three (3) REALTOR® Members, who shall arrange for the preparation of ballots and tabulation of the election results.

**Section 8:** Newly elected Officers and Directors will be installed at the WAR Annual Convention and assume their duties as of the end of the National Annual Convention.

## ARTICLE XI

### VOTING

**Section 1:** Voting procedures for REALTOR® Member. Each Member may choose one (1) of the ~~three (3)~~ two (2) following options:

(a) REALTOR® Members who are present at the Membership Meeting or Convention and who are in good standing with their Local Board and with the Wyoming Association of REALTORS® will vote at this meeting.

(b) *Members in good standing may vote electronically (see Article VIII Section 6) . In the event of an electronic vote, the majority of all votes received, electronically and manually will determine the results.*

~~(b) Proxy voting is permitted. REALTOR® Members who are in good standing with their Local Board and with the Wyoming Association of REALTORS® who are not present at a Membership Meeting or Convention may vote by Proxy. The member representing the Proxy must be in good standing and only represent Proxies from that Local Board or in the case of At-Large Members other At-Large Members. Proxy votes must be presented by 5:00 p.m. on opening date of session.~~

~~(c) Absentee Ballot voting is permitted. REALTOR® Members who are in good standing with their Local Board and with the Wyoming Association of REALTORS® who are not present may vote by Absentee Ballot. The Wyoming Association of REALTORS® will provide Absentee Ballots to all eligible REALTORS® who request a ballot. Absentee Ballot requests will be made available thirty~~

~~(30) days prior to the Membership Meeting or Convention. The Absentee Ballot must be received at the Wyoming Association of REALTORS® office from the REALTOR® Member ten (10) days prior to the opening day of the session. The Absentee Ballot voting will be line item voting.~~

**Section 2:** In the absence of the ability to call a Board of Directors Meeting, an electronic vote can be an acceptable way to make a Board of Directors vote. A quorum of responses must be submitted to establish a passable vote. If any five (5) members of the Board of Directors file an objection to the electronic vote, a special Board of Directors Meeting must be called to take action.

## **ARTICLE XII**

### **FISCAL AND ADMINISTRATIVE YEAR**

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

**Section 2:** The administrative and elective year of the Association shall be from the conclusion of the Annual Convention of the NATIONAL ASSOCIATION OF REALTORS® through the conclusion of the Convention of the NATIONAL ASSOCIATION OF REALTORS®.

## **ARTICLE XIII**

### **CODE OF ETHICS**

**Section 1:** The Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® is adopted as the Code of Ethics of this Association and shall be considered a part of its rules and regulations, and the Code of Ethics and the rules and regulations of this Association shall in the future be deemed to be amended and changed whenever said Code of Ethics is amended or changed by the NATIONAL ASSOCIATION OF REALTORS®.

## **ARTICLE XIV**

### **PROFESSIONAL STANDARDS**

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

(a) Allegations of unethical conduct made against a REALTOR® who is directly a member of WAR and not a member of any Local Board.

(b) Allegations of unethical conduct made against a REALTOR® in the instance in which the Local Board because of size or other valid reason determines that it cannot provide a due process hearing of the matter and petitions WAR to conduct a hearing or where the Local Board voluntarily submits the case for processing under the Statewide Professional Standards Program.

(c) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are not members of the same Board where the matter has been referred to WAR by both Local Boards.

(d) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are directly members of WAR and are not members of any Board.

(e) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between a REALTOR® who does not hold membership in any Board, but is directly a member of WAR and a REALTOR® who is a member of a Board.

(f) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTOR® Members of the same Board where the Board with good and sufficient reason is unable to arbitrate the controversy or voluntarily submits the case for processing under the Statewide Professional Standards Program.

(g) Contractual disputes between a customer or a client and a REALTOR® where the Board with good and sufficient reason is unable to arbitrate the dispute, or voluntarily submits the case for processing under the Statewide Professional Standards Program, or the REALTOR® is a direct member of WAR.

**Section 2:** Professional Standards hearings and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual published by the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended, which by this reference is made a part of these Bylaws.

**Section 3:** If a REALTOR® Member (as defined in Article II, Section 4, of these bylaws) resigns from the Board or otherwise causes membership to terminate with an ethics complaint pending, ~~that Board of Directors may condition the right of the resigning Member to reapply for membership upon the applicant's certification that he/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel.~~ *the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by this association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an 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®.*

If a REALTOR® Member (as defined in Article II, Section 4, of these bylaws) resigns or otherwise causes membership to terminate, the duty to submit to arbitration continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®.

## ARTICLE XV

### DISTRICTS

**Section 1:** For purposes of representation, administration, and selection of members of the Board of Directors, the area of the State of Wyoming shall be divided into five (5) Wyoming Association of REALTORS® Districts, which are bounded as follows:

- (a) Southeastern District - shall consist of counties - Albany, Goshen, Laramie, and Platte.
- (b) Southwestern District - Shall consist of counties - Sublette, Sweetwater, Teton, Uinta, and Lincoln.
- (c) Northwestern District - Shall consist of counties - Fremont, Park, Big Horn, Hot Springs, and Washakie.
- (d) Northeastern District - Shall consist of counties - Campbell, Sheridan, Johnson, Crook, and Weston.
- (e) Central District - Shall consist of counties - Converse, Carbon, Natrona, and Niobrara.

## **ARTICLE XVI**

### **USE OF TERMS REALTOR® AND REALTORS®**

**Section 1:** Use of the terms "REALTOR®" and "REALTORS®," by members shall at all times be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® and the rules and regulations prescribed by its Board of Directors. The Association otherwise shall have the authority to control jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS®, use of the terms within those areas of Wyoming not within the jurisdiction of a Member Board of the National Association. 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®" or "REALTORS®," in connection with their business so long as they remain REALTOR® Members in good standing. Each REALTOR® Member shall receive a certificate from the NATIONAL ASSOCIATION OF REALTORS® licensing use of the term "REALTOR®."

**Section 3:** A REALTOR® Member of a firm, partnership, corporation, or trust may use the term "REALTOR®" or "REALTORS®," only if all of the principals of such firm, partnership, corporation, or trust who are actively engaged in the real estate business are REALTOR® Members or Institute Affiliate Members as described in Section 5, Article II.

**Section 4:** An Institute Affiliate Member or a Business Affiliate Member shall not use the term "REALTOR®" or "REALTORS®," and shall not use the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

## **ARTICLE XVII**

### **RULES OF ORDER**

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

## **ARTICLE XVIII**

### **AMENDMENTS**

**Section 1:** These Bylaws may be amended at any meeting of the membership by the affirmative vote of two-thirds (2/3) of the members present, by proxy, or by absentee ballot, and voting, provided that a quorum is present, and provided further that written notice of the substance of any proposed amendment shall first have been sent to each member thirty (30) days in advance of the meeting, except that the Executive Committee may, at any regular or special meeting of the Executive Committee at which a quorum is present, approve amendments to these Bylaws which are mandated by NAR policy.

**Section 2:** Amendments to these Bylaws affecting the admission or qualifications of REALTOR® Members, Institute Affiliate Members, the use of the terms "REALTOR®" or "REALTORS®," or any alteration in the territorial jurisdiction of a Member Board shall become effective upon the approval of the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®.

## **ARTICLE XIX**

### **DISSOLUTION**

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

## **ARTICLE XX**

### **GENDER**

**Section 1:** As used in these Bylaws, the term "he" shall mean he or she.

## **ARTICLE XXI**

### **HARASSMENT**

**Section 1:** Any member of the association may be reprimanded, placed on probation, suspended or expelled for harassment of an association or MLS employee or association officer or director after an investigation in accordance with the procedures of the association. As used in this section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and President-Elect and/or Vice President and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the Association. Disciplinary action may include any sanction authorized in the Association's *Code of Ethics and Arbitration Manual*. If the complaint names the President, President-Elect or Vice President, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.