

Final Bylaws

Marin Association of REALTORS® Bylaws

**N.A.R. Adopted/Effective September 28, 2020
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**BYLAWS OF THE
Marin Association of REALTORS®, Inc.**

ARTICLE I - NAME

Section 1. Name. The name of this organization shall be the Marin Association of REALTORS®, Inc. (hereinafter referred to as "M.A.R." or the "A.O.R.") The term "Association" is used when referring to any Association of REALTORS®. M.A.R. may register and use any number of fictitious business names at the sole discretion of the M.A.R. Board of Directors (hereafter the "Board of Directors" and sometimes the "Board"), which names include, without limitation, "Marin REALTORS®".

Section 2. REALTOR® Membership Mark in Name of Association. Inclusion and retention of the registered collective membership mark "REALTORS®" in the name of M.A.R. shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® (hereinafter "N.A.R.") as from time to time amended.

ARTICLE II - OBJECTIVES

Section 1. Objectives. The objectives of M.A.R. are:

1.1 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. The "recognized branches of the real estate profession" include buying, selling, exchanging, renting or leasing, managing, counseling, appraising for others for compensation, building, developing or subdividing real estate.

1.2 To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of N.A.R. (hereinafter "Code of Ethics").

1.3 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.

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

1.5 To unite those engaged in the real estate profession in this community with the CALIFORNIA ASSOCIATION OF REALTORS® (hereinafter "C.A.R.") and N.A.R. thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein.

1.6 To designate, for the benefit of the public, those individuals within the state of California authorized to use the terms REALTOR® and REALTORS® as licensed, prescribed, and controlled by N.A.R.

ARTICLE III - NATIONAL AND STATE MEMBERSHIPS

Section 1. State and National Membership. The association shall be a member of the NATIONAL ASSOCIATION OF REALTORS® and the CALIFORNIA ASSOCIATION OF REALTORS®. By reason of the association's membership, each REALTOR® member of the Member Board shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the CALIFORNIA ASSOCIATION OF REALTORS® without further payment of dues. The association shall continue as a member of the State and National Associations, unless by a majority vote of all 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.

The association recognizes the exclusive property rights of the NATIONAL ASSOCIATION OF REALTORS® in the terms REALTOR® and REALTORS®. The association shall discontinue use of the terms in any form in its name, upon ceasing to be a member of the National Association, or upon a determination by the Board of Directors of the National Association that it has violated the conditions imposed upon the terms.

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.

Section 2. Other Association Rules, Regulations & Policies. M.A.R. may adopt any Rules and Regulations or policies not inconsistent with the Constitution, Bylaws, Rules and Regulations, Code of Ethics, and policies of N.A.R. and C.A.R. and these Bylaws. Any inconsistencies between M.A.R.'s Rules and Regulations or policies and the Bylaws of M.A.R. (hereinafter "Bylaws") shall be controlled by the Bylaws.

ARTICLE IV - JURISDICTION

Section 1. Description of Jurisdiction. The territorial jurisdiction of M.A.R. as a member of N.A.R. is Marin County in its entirety, as allocated by the N.A.R. Board of Directors.

Section 2. Jurisdictional Rights. 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 the Bylaws and those of N.A.R., and to protect and safeguard the property rights of N.A.R. in those terms.

ARTICLE V - MEMBERSHIP, QUALIFICATION, APPLICATION AND ACCEPTANCE

Section 1. Classes of Membership. There shall be six (6) classes of membership: (1) REALTOR® Members; (2) Franchise REALTOR® Members; (3) Institute Affiliate Members; (3) Affiliate Members; (4) Public Service Members; (5) Honorary Members; and (6) Student Members.

Section 2. Qualifications for Membership.

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

(a) 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 California 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 of REALTORS® within the state or a state contiguous thereto, unless otherwise qualified for Institute Affiliate membership.

(b) 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 Institute Affiliate membership.

(c) 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.

2.1.1 Primary and Secondary REALTOR® Members. An individual is a primary member if the association pays state and national dues based on such member. An individual is a secondary member if state and national dues are remitted through another association. One of the principals in a real estate firm must be a designated REALTOR® member of the association in order for licensees affiliated with the firm to select the association as their "primary" association.

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

2.1.3 Privileges of REALTOR® Members. REALTOR® members, whether primary or secondary, in good standing whose financial obligations to the association are paid in full shall be entitled to vote and to hold elective office in the association; may use the terms REALTOR® and REALTORS; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the association and the real estate profession.

2.1.4 Obligation of REALTOR® Members. It shall be the duty and responsibility of every REALTOR® member of this association to abide by the Constitution and Bylaws and the rules and regulations of the association, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this association, as from time to time amended.

2.2 Franchise REALTOR® Members. 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's name; and the right to hold elective office in the local association, state association, and National Association.

2.3 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® or REALTOR-ASSOCIATE® membership, subject to payment of applicable dues for such membership.

2.4 Affiliate Members. Affiliate members shall be real estate owners, and other individuals or firms engaged in activities related to the real estate profession, **who do not qualify** for REALTOR® membership **and** (a) have interests requiring information concerning real estate and sympathy with the objectives of M.A.R.; or (b) who are licensed by the State of California Department of Real Estate as salespersons or brokers and who are **not** "engaged actively in the real estate profession." "Engaged actively in the real estate profession" means 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 California or a state contiguous thereto; or (c) any person or entity who is, as of the date of approval of these Bylaws amendments, an Affiliate Member.

2.5 Public Service Members. Public Service members shall be those members who maintain an interest in the real estate profession as employees or affiliates of educational, public utility, governmental or other similar organizations and are not engaged in the real estate profession on their own account or with an established real estate business.

2.6 Honorary Members. Honorary members shall be those persons recognized by the Board of Directors as persons who have performed notable service for the real estate profession, for M.A.R., or for the public though not engaged in the real estate profession.

2.7 Student Members. Student members shall be students enrolled in an undergraduate or graduate degree program at an institution of higher education with a specialization or major in real estate, or who are seeking to obtain a real estate license or appraiser's license but who are not eligible for REALTOR® membership.

Section 3. Membership Application.

3.1 Each applicant for membership shall submit an application in such manner and form as may be prescribed by the Board of Directors and give his or her consent that the Board of Directors, through the M.A.R. Membership staff or otherwise, may obtain information about the applicant from any member, other persons or Associations and that any information furnished to the Board of Directors by any member, person or Association shall not form the basis of any action for slander, libel or defamation of character. The Board of Directors, through its Membership staff or otherwise, may consider the following in determining an applicant's qualifications for membership: (1) all final findings of N.A.R. 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.

3.2 Applicants for membership shall be familiar with and agree to abide by the Bylaws and Rules and Regulations of M.A.R., the Bylaws of C.A.R. and the N.A.R. Constitution, Bylaws and Code of Ethics, to the extent they are applicable, and pass such reasonable and nondiscriminatory written examination thereon as may be required by the Membership staff Applicants must also attend an orientation program as may be required by the Board of Directors, or designee. An individual will be given the opportunity to complete any mandated orientation program remotely. An Applicant will be eligible only for the status of provisional membership (should the Board of Directors allow such status) until any mandatory orientation is timely satisfied and/or until Board of Directors' approval of the application.

3.3 Applicants for REALTOR® membership shall certify: that they have no record of official sanctions rendered by the courts or other lawful authorities for (i) violations of civil rights laws or real estate license laws within the past three years or (ii) criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted and (2) no more than ten years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date.(3) that they have not been suspended or terminated from an Association the past three years for violations of the N.A.R. Code of Ethics.

3.4 Applicants who are sole proprietors, general partners, corporate officers, or branch office managers (Article V, Section 2) of a real estate firm must disclose: (1) whether they or their firms are subject to any pending bankruptcy proceedings; and (2) whether they or their firms have been adjudged bankrupt within the past three (3) years. If the applicant is party to pending bankruptcy or insolvency proceedings or has been adjudged bankrupt within the past three (3) years, the applicant may be required to pay cash in advance for M.A.R. dues, fees, fines, or other assessments of M.A.R. or any of its affiliated organizations (including C.A.R., N.A.R. and any of their divisions or subsidiaries), and any other financial obligations to M.A.R. (sometimes referred to herein, collectively, as "**fees**" or "**dues**" or "**financial obligations**") for up to one year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy, whichever is later. If the Board of Directors determines that such prepayments will not protect the interests of the A.O.R. or its members, such applications may be rejected.

Section 4. Prior Membership Records. M.A.R. may consider information received from other Associations and/or through C.A.R.'s Ethics Check database or otherwise in determining whether an applicant satisfies M.A.R.'s membership requirements. M.A.R. may request from any Association where the applicant held prior membership, minimum "core" information including:

4.1 All final findings of Code of Ethics violations and violations of other membership duties within the past three (3) years;

4.2 Pending complaints alleging violations of the Code of Ethics or alleging violations of other membership duties;

4.3 Incomplete or (pending) disciplinary measures;

4.4 Pending arbitration requests (or hearings);

4.5 Unpaid arbitration awards or unpaid financial obligations to the Association; and

4.6 Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm.

In determining whether an applicant for membership meets M.A.R.'s membership requirements, M.A.R. will also consider all final findings of Code of Ethics violations and violations of other membership duties in this A.O.R. within the past three (3) years.

NOTE: Article IV, Section 2, of the N.A.R. Bylaws prohibits a Member A.O.R. from knowingly granting REALTOR® membership to any applicant who has an unfulfilled sanction pending which was imposed by another Association for violation of the Code of Ethics, whether learned through C.A.R. Ethics Check or otherwise.

Section 5. Application Review and Acceptance. The procedure for acceptance to REALTOR® membership shall be as follows:

5.1 The Membership Committee shall determine whether the applicant is applying for the appropriate class of membership. If the A.O.R. does not have a standing Membership Committee, the AOR's Executive Officer/staff may act in this capacity. The Membership Committee or A.O.R. staff may request "core" information as defined in Article V, Section 4, from any Association of which the applicant was previously a member. The Membership Committee or A.O.R. staff shall thereafter make a written report of its findings to the Board of Directors. The Membership Committee or A.O.R. staff shall consider the information permitted under Sections 3 and 4 of this Article in its review of an applicant and conduct all proceedings with strict attention to the principles of due process and compliance with the Bylaws.

5.2 If the recommendation is to reject the application, the reasons shall be specifically stated. The applicant shall also be notified of his or her right to appear before the Board of Directors.

5.3 The Board of Directors shall review the qualifications of the applicant and the recommendations of the Membership Committee or A.O.R. staff and then vote on the applicant's eligibility for membership. If the applicant appears, he or she may be represented by counsel, call witnesses on his or her behalf and make such statements as he or she deems relevant. The Board of Directors may also have counsel present. If the applicant receives a majority vote of the Board of Directors, he or she shall be declared accepted as a member. An application for Institute Affiliate Membership shall be acted upon by the Board of Directors within forty-five (45) days from the date of application for membership.

5.4 If the Board of Directors determines that the application should be rejected, it shall record its reasons. If the Board of Directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by M.A.R. for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.

5.5 The Board of Directors, through its Membership Committee or otherwise, may grant "provisional" membership to an applicant in instances where the applicant for membership has not yet satisfied any mandatory orientation and/or has unsatisfied discipline pending in another Association, provided all other qualifications for membership have been satisfied. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. The Board of Directors may reconsider the membership status of provisional members when all mandatory orientation is completed and/or when all unsatisfied discipline has been resolved or if such matters of unresolved discipline are not fully resolved within six (6) months from the date that provisional membership is approved. At the time of reconsideration, if the Board of Directors determines

that the individual has not done his or her part to satisfactorily the unsatisfied discipline, at the discretion of the Board of Directors, membership may be terminated.

Section 6. Code of Ethics: Professional Standards and Training

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

Failure to satisfy this requirement within sixty (60) 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.

6.2 Continuing REALTOR® Code of Ethics Training. Effective January 1, 2019, through December 31, 2021 and for successive three year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State Association of REALTORS® or the NATIONAL ASSOCIATION OF REALTORS®, 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 the required periodic ethics 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.**

6.3 Discipline of REALTOR® Members. Any REALTOR® member of the association may be disciplined by the Board of Directors for violations of the Code of Ethics or other duties of membership, after a hearing as described in the Code of Ethics and Arbitration Manual of the association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the Code of Ethics and Arbitration Manual of the National Association.

6.4 Enforcement of the Code. 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.

6.5 REALTOR® Trademark. Inclusion and retention of the Registered Collective Membership Mark REALTORS® in the name of the association shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® as from time to time amended.

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 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.

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.

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 within the state or a state contiguous thereto are REALTOR® members or Institute Affiliate members.

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.

Institute Affiliate members shall not use the terms REALTOR® or REALTORS®, nor the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

Section 7. Status Changes.

7.1 REALTORS® who change the conditions under which they hold membership shall be required to provide written notification to M.A.R. within thirty (30) days. A non-principal REALTOR® who becomes a principal in the firm with which he or she has been licensed or, 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 principal REALTOR® members. During the period of transition from one status of membership to another, such members shall be subject to all of the privileges and obligations of a principal REALTOR® member. The Board of Directors, at its discretion, may waive any qualification which the member has already fulfilled in accordance with the Bylaws. If the REALTOR® does not satisfy the requirements established in the Bylaws for the category of membership to which they have transferred within thirty (30) days of the date they advised M.A.R. of their change in status, their application for change of status will terminate automatically unless otherwise so directed by the Board of Directors.

7.2 If the licensed status of any member is terminated, his or her membership in M.A.R. shall be subject to immediate termination. If any member ceases to meet any other ongoing qualification of membership, his or her membership may be terminated by the Board of Directors. Each member shall have the affirmative duty to notify M.A.R. of any changes in their licensee status.

7.3 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. Dues shall be prorated from the first day of the month in which the member is notified of acceptance by the Board of Directors of his or her change in status and shall be based on the new membership status for the remainder of the year.

Section 8. Resignation. Resignations of members shall become effective when received in writing by the M.A.R. staff, provided, however, that if any member submitting the resignation is indebted to M.A.R. for dues, fees, fines or other assessments of M.A.R. or any of its services, departments, divisions or subsidiaries, M.A.R. may condition the right of the resigning member to reapply for membership upon payment in full of all such monies owed.

ARTICLE VI - PRIVILEGES AND DUTIES OF MEMBERSHIP

Section 1. Member Compliance with Bylaws, Policies, Rules and Regulations. It shall be the duty of every member of M.A.R. to abide by the Bylaws, Policies and Rules and Regulations of M.A.R. Any member of M.A.R. may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of the Bylaws or the Rules and Regulations of M.A.R. If a hearing is required, it shall be held in accordance with the ***California Code of Ethics and Arbitration Manual***.

Although only REALTOR® members are subject to the Code of Ethics and its enforcement by M.A.R., all members are encouraged to abide by the principles established in the Code of Ethics and conduct their business and professional practices accordingly. Further, any non-REALTOR® member may, upon recommendation of 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, reflects adversely on the real estate industry or the terms REALTOR® or REALTORS® and for conduct that is inconsistent with or adverse to the objectives and purposes of M.A.R., C.A.R. or N.A.R.

Section 2. Member Discipline.

2.1 Any member of M.A.R. may be reprimanded, placed on probation, suspended, or terminated for harassment of an Association or MLS employee, officer or Director after an investigation in accordance with the procedures of M.A.R. Any member of the M.A.R. also may be reprimanded, placed on probation, suspended or expelled for harassment of another member of M.A.R. during a meeting, event or other M.A.R.-sanctioned activity after an investigation in accordance with the procedures of M.A.R. 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, President-Elect and one member of the Board of Directors selected by the highest-ranking officer not named in the complaint, upon consultation with counsel for the M.A.R. Disciplinary action may

include any sanction authorized in the **California Code of Ethics and Arbitration Manual**. If the complaint names the President or President-Elect, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest-ranking officer not named in the complaint.

2.2 Any REALTOR® member of the A.O.R. may be disciplined by the Board of Directors for violations of the Code of Ethics or other duties of membership after a remote hearing by electronic means as described in the California Code of Ethics and Arbitration Manual, provided that the discipline imposed is consistent with N.A.R. policy as set forth in the **California Code of Ethics and Arbitration Manual**.

Section 3. Resignation with Pending Arbitration or Disciplinary Hearing. If a member resigns from M.A.R. or otherwise causes membership to terminate with a disciplinary complaint pending, the complaint shall be processed until the decision of the A.O.R. with respect to disposition of the complaint is final by this A.O.R. (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 Associations to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the Association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethics respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be reported to Ethics Check and held in abeyance until such time as the respondent rejoins an Association of REALTORS®.

If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration continues in effect even after membership lapses or is terminated provided that the dispute arose while the former member was a member.

Section 4. Voting Rights and Eligibility for Elective Office. Only REALTOR® members, whether primary or secondary, in good standing whose financial obligations to M.A.R. are paid in full, shall be entitled to vote and to hold elective office in M.A.R. Proxy voting is not allowed.

Section 5. Privileges and Duties of REALTOR® Members.

5.1 It shall be the duty and responsibility of every REALTOR® member of M.A.R. to abide by the Constitution and Bylaws of C.A.R., the Constitution and Bylaws of N.A.R. and to abide by the Code of Ethics as set forth in Article VI, Section 1 of these Bylaws.

5.2 REALTOR® members have the primary responsibility to safeguard and promote the standards, interests and welfare of M.A.R. and the real estate profession.

5.3 REALTOR® members may use the terms REALTOR® and REALTORS® subject to the provisions of Article VIII.

5.4 If a REALTOR® member who is a sole proprietor, principal in a firm, partner in a partnership, officer of a corporation, or branch office manager is suspended or expelled, his or her firm, partnership or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension or expulsion and the membership of all other principals, partners or corporate officers shall suspend or terminate during the period of suspension or expulsion, unless: (1) the disciplined member severs his or

her connection with the firm, partnership or corporation; or (2) the disciplined member relinquishes management control of the firm.

The membership of REALTORS® who are employed or affiliated as independent contractors **with** the disciplined member shall suspend or terminate during the period of suspension or expulsion unless: (1) the disciplined member severs his or her connection with the firm, partnership or corporation; (2) the disciplined member relinquishes management control of the firm; or (3) the non-principal REALTOR® member elects to sever his or her connection with the disciplined member and affiliates with another REALTOR® member in good standing in M.A.R.. If a REALTOR® member other than a sole proprietor in a firm, partner in a partnership, officer of a corporation or branch office manager is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

Removal of an individual from any form or degree of management control must be communicated in writing to M.A.R. by the disciplined member and by the individual who is assuming management control.

The foregoing is not intended to preclude a suspended or expelled member from functioning as an employee or independent contractor, provided no management control is exercised.

5.5 In any action taken against a principal REALTOR® member for suspension or expulsion, 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 this Article VI, Section 5 shall apply.

Section 6. Privileges and Duties of Institute Affiliate Members. Institute Affiliate members shall have the rights and privileges and be subject to the obligations prescribed by the Board of Directors consistent with the N.A.R. Constitution and Bylaws.

NOTE: Local associations establish the rights and privileges to be conferred on Institute Affiliate Members except that no Institute Affiliate Member may be granted the right to use the term REALTOR®, or the REALTOR® logo; to serve as President of the local association; to serve on the Board of Directors; or to be a Participant in the local association's Multiple Listing Service.

Section 7. Privileges and Duties of Affiliate Members. Affiliate members shall have the rights and privileges and be subject to the obligations prescribed by the Board of Directors.

Section 8. Privileges and Duties of Public Service Members. Public Service members shall have the rights and privileges and be subject to the obligations prescribed by the Board of Directors.

Section 9. Privileges and Duties of Honorary Members. Honorary membership shall confer only the right to attend meetings and participate in discussions. Such honorary membership status is granted to an Honorary Member by the M.A.R. Board of Directors for exemplary service, "Honorary membership" status does not extend to a person to whom only N.A.R. or C.A.R. has bestowed a similar honorary or emeritus title.

Section 10. Privileges and Duties of Student Members. Student members shall have the rights and privileges and be subject to the obligations prescribed by the Board of Directors.

Section 11. Certification by “Designated” REALTOR®. Designated REALTORS® shall certify to M.A.R. during the first month of each fiscal year, on a form provided by M.A.R., a complete listing of all individuals licensed or certified under California law, with the REALTOR® firm(s), and shall designate the primary association, if any, for each individual. These declarations shall be used for purposes of calculating dues and assessments under Article IX, Section 2 of the Bylaws. Designated REALTOR® members shall also notify M.A.R. of any additional individual(s) licensed or certified with the firm(s) and of any individual whose affiliation with the firm was severed within thirty days of the date of affiliation or severance of the individual(s).

ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION

Section 1. Professional Standards and Arbitration. The responsibility of M.A.R. and its members relating to the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the ***California Code of Ethics and Arbitration Manual***, as published and from time to time amended by C.A.R., which by this reference is made a part of these Bylaws.

Section 2. Member Compliance with N.A.R. and C.A.R. Constitution, Bylaws, Policies, Rules, Regulations, and Code of Ethics. It shall be the duty and responsibility of every REALTOR® member of M.A.R. to abide by the Constitution and Bylaws and the Rules and Regulations of M.A.R., the Constitution and Bylaws of C.A.R., the Constitution and Bylaws of N.A.R., and the Code of Ethics, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the N.A.R. Code of Ethics and as further defined and in accordance with the procedures set forth in the ***California Code of Ethics and Arbitration Manual*** as from time to time amended by C.A.R. By becoming and remaining a member, every REALTOR® member agrees that he or she and the corporation or firm for which he or she acts as a partner, officer, principal, or branch office manager, will submit to arbitration through M.A.R. all disputes with any other member or member of the public subject to the conditions set forth in the ***California Code of Ethics and Arbitration Manual***.

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

Section 1. Use and Control of REALTOR® Membership Marks. Use of the terms REALTOR® and REALTORS® by members shall, at all times, be subject to the provisions of the Constitution and Bylaws of N.A.R. and to the Rules and Regulations prescribed by its Board of Directors. M.A.R. shall have the authority to control, jointly and in full cooperation with N.A.R., 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 C.A.R. Code of Ethics and Arbitration Manual.

Section 2. Jurisdictional Limits on Use of REALTOR® Membership Marks. REALTOR® members of M.A.R. shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their places of business within California, 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. Use of REALTOR® Membership Marks Dependent on Status of Firm Principals. A REALTOR® member who is a principal of a real estate firm, partnership or corporation 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 within California, or a state contiguous thereto, are REALTOR® members.

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

Section 4. Institute Affiliate Members Ineligible to Use REALTOR® Membership Marks. Institute Affiliate members shall not use the terms REALTOR® or REALTORS® nor the imprint of the emblem seal of N.A.R.

ARTICLE IX - DUES AND ASSESSMENTS

Section 1. Application Fee. The Board of Directors may adopt an application fee for REALTOR® membership in reasonable amount, not exceeding three (3) times the amount of the annual dues for REALTOR® membership, which shall be required to accompany each application for REALTOR® membership and which shall become the property of the association upon final approval of the application.

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

A REALTOR® member of a Member Board shall be held to be any member who has a place or places of business within the state or a state contiguous thereto and who, as a 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 provided that such licensee is not otherwise included in the computation of dues payable by the principal 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®. 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.

Membership dues shall be prorated for any licensee included on a certification form submitted to the association who during the same calendar year applies for REALTOR® or REALTOR-ASSOCIATE® membership in the association. However, membership dues shall not be prorated if the licensee held REALTOR® or REALTOR-ASSOCIATE® membership during the preceding calendar year.

Section 3. REALTOR® Members' Dues. The annual dues of REALTOR® members other than the designated REALTOR® shall be as established annually by the Board of Directors.

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

Section 5. LFRO Members

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 (a "**Limited Function Referral Office**" or "**LFRO**") 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 the real estate profession as defined in Article V, Section 2.1(a) ("buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate") and are not participants or subscribers in a Multiple Listing Service ("MLS"). The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this Article IX, Section 5 and shall not be included in calculating the annual dues and assessments of the Designated REALTOR®. It shall be considered a violation of a membership duty for a REALTOR® to falsely certify LFRO status. Moreover, the exemption for any licensee included on the certification form for a LFRO shall automatically be revoked upon the individual being engaged in the real estate profession as defined in Article V, Section 2.1(a) other than for referrals, or for being a participant or subscriber of any MLS, and dues and assessments for the entire current fiscal year shall be immediately due and payable in full. Licensee may not reapply for a LFRO exemption until the following fiscal year. The association may establish an administrative fee for processing LFRO members.

Section 6. MLO Members A REALTOR® with a direct or indirect ownership interest in an entity engaged in the real estate business which provides services for which a Mortgage Loan Originators (“MLO”) license endorsement is required may annually file with the association, on a form approved by the association, a list of the MLO licensees and certify that the listed licensees (1) have a MLO license or endorsement, (2) are not engaged in the real estate profession as defined in Article V, Section 2.1(a) (“buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate”) except for licensed activities for which an MLO is required, and (3) are not participants or subscribers in any MLS. The individuals disclosed on such forms shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this Article IX, Section 6 and shall not be included in calculating the annual dues and assessments of the Designated REALTOR®. It shall be considered a violation of a membership duty for a REALTOR® to falsely certify MLO status. Moreover, the exemption for any licensee, included on the certification form for an MLO exemption, shall automatically be revoked upon the individual being engaged in the real estate profession as defined in Article V, Section 2.1(a) other than in those activities for which an MLO license or endorsement is required or upon their joining an MLS, and dues and assessments for the entire current fiscal year shall be immediately due and payable in full. Licensee may not reapply for a MLO exemption until the following fiscal year. The association may establish an administrative fee for processing MLO members.

Section 7. Prorations and Related Matters

7.1 Membership dues and assessments 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. However, membership dues and assessments shall not be prorated if the licensee held REALTOR® membership during the preceding calendar year.

7.2 The annual dues and assessments of REALTOR® members shall not include any allocation for C.A.R., if the member is a member of an Association of C.A.R. and that Association has paid C.A.R. dues and assessments for the member.

7.3 The annual dues and assessments of REALTOR® members shall not include any allocation for N.A.R., if the member is a member of an Association of N.A.R. and that association has paid N.A.R. dues and assessments for the member.

7.4 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 sub-paragraph (b) of this Section) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this Association.

7.5 The annual dues and assessments of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

NOTE: The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate Members (\$75.00). The National Association shall credit \$25.00 to the account of a local association for each Institute Affiliate Member whose office address

is within the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the \$25.00 amount will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the other Board. The National Association shall also credit \$25.00 to the account of state associations for each Institute Affiliate Member whose office address is located within the territorial jurisdiction of the state association. Local and state associations may not establish any additional entrance, initiation fees or dues for Institute Affiliate Members, but may provide service packages to which Institute Affiliate Members may voluntarily subscribe.

Section 8. Dues Payable. Dues for all members shall be payable annually in advance on the first day of January. Dues shall be computed from the first day of the quarter in which a new member is notified of acceptance and shall be prorated for the remainder of the year. Any member who initiates bankruptcy proceedings may be placed on a "cash basis" from the date the bankruptcy petition is filed until one year from the date that the member has been discharged from bankruptcy. All dues, fees, or financial obligations (as defined above) paid to M.A.R. are nonrefundable, except for those dues returned to a terminated provisional member as provided in Article V.

After the initial annual billing, in the event additional real estate licensees or licensed or certified appraisers become affiliated with the Designated REALTOR®, the dues and assessments of the Designated REALTOR® shall be adjusted for each real estate licensee or licensed or certified appraiser employed by or affiliated as independent contractors or otherwise directly or indirectly licensed or certified with such Designated REALTOR® and added to their firm as shown on the DRE or BREB database. Any additional amount owing shall become immediately due and payable upon the date of affiliation even if no invoice is generated (i.e. the date of affiliation is the "due date").

Section 9. Nonpayment of Financial Obligations.

9.1 If dues, fees, fines, or other assessments including amounts owed to M.A.R. are not paid within 2 weeks after the due date, the nonpaying member is subject to suspension. Thirty (30) days after the due date, membership of the nonpaying member shall automatically terminate unless within that time the amount due is paid. Furthermore, no member shall be suspended or terminated until twenty (20) days after notice of a proposed suspension or termination and the reason therefore has been sent by regular first class mail or electronic submission to him or her, which notice may be given before or after the expiration of the above-described two-week or thirty-day limit, as applicable.

9.2 If within ten (10) days after the notice has been sent by regular first class mail or electronic submission to him or her the member requests a hearing, the effective date of the suspension or termination shall be deferred until after such hearing. The Board of Directors shall send by regular first class mail or electronic submission to the member at least five (5) calendar days prior to the hearing a notice of the time and place of the hearing. At the hearing the Board of Directors shall receive evidence from the member and may receive evidence from any other person on the issue of whether the member was delinquent in the payment of dues, fees, fines, charges, or other financial obligations and on the issue of whether it would be in the best interest of the A.O.R. to suspend or terminate the member immediately. In lieu of requesting a hearing, a member may petition the Board of Directors in writing to reconsider the suspension or termination.

9.3 If the Board of Directors determines that the member was delinquent, the Board of Directors may decide, as it deems in the best interest of M.A.R., to suspend or terminate the member, to decline to suspend or terminate the member, or to decline to suspend or terminate the member on condition that the member pay the delinquency on or before a specified date or pay the delinquency in specified installments on or before specified dates. The member shall be automatically suspended or terminated without further hearing if the member fails to perform such condition.

9.4 Any suspension or termination occurring after a hearing shall be effective five (5) days after notice thereof is mailed to the member, subject to the right of the Board of Directors to specify that the suspension or expulsion termination shall become effective upon the entry, in a suit by M.A.R. for declaratory relief, of the final judgment of a Court of competent jurisdiction declaring that the suspension or expulsion termination violates no rights of the member.

9.5 A member who has been terminated may apply for reinstatement in the manner prescribed for new applicants for membership, upon making full payment of all past due accounts, together with interest at the rate of ten (10%) percent per annum on each item comprising the accounts, from its due date until paid, and after complying with all sanctions imposed by a disciplinary panel together with the payment of the application fee required of new applicants.

9.6 In the event the membership of a real estate licensee or certified or licensed appraiser who holds REALTOR® membership is terminated for nonpayment of M.A.R. dues, fees, fines, charges, or other financial obligations and the licensee or appraiser remains affiliated with the same firm, the dues obligation of the designated REALTOR®, as set forth in this Article IX, will be increased to reflect the addition of a non-member licensee or appraiser. Dues shall be calculated from the first day of the current fiscal year and are payable within fifteen (15) days of the notice of termination.

Section 10. Reinstatement After Termination for Nonpayment of Financial Obligations. A former member who has had his or her membership terminated for nonpayment of dues, fees, fines, charges, or other financial obligations duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of M.A.R. or any of its services, departments, divisions or subsidiaries may apply for reinstatement as follows:

10.1 If applying in the same fiscal year as the membership termination became effective, then in the same manner prescribed for new applicants for membership, but only if the applicant has made full payment of all past due obligations, late fees and penalties if applicable, and only if accompanied by proof of compliance with any outstanding sanctions that have been imposed by a disciplinary panel.

10.2 If applying after the end of the fiscal year in which the membership termination became effective, then only if the application is accompanied by proof of compliance with any outstanding sanctions that have been imposed by a disciplinary panel, together with the payment of the application fee required of new applicants.

Section 11. Deposit. All monies received by M.A.R. for any purpose shall be deposited to the credit of M.A.R. in a financial institution or institutions selected by resolution of the Board of Directors.

Section 12. Notice of Delinquent Dues, Fees, Fines, Assessments and Other Financial Obligations of Members. All delinquent dues, fees, fines, assessments or other financial obligations to M.A.R., if applicable, shall be noticed to the delinquent member in writing, including by electronic means, setting forth the amount owed and due date.

ARTICLE X – DIRECTORS and OFFICERS

Section 1. Board of Directors. The governing body of M.A.R. shall be a Board of sixteen (16) Directors, consisting of the four (4) elected officers (President, President-Elect, Secretary, and Treasurer), the Immediate Past President of the Board, and eleven (11) elected REALTOR® members of M.A.R. Each Director shall have one vote with the exception of the President, who may only vote as necessary to break a tie.

1.1 Term. Directors shall be elected to serve for terms of three (3) years. As many Directors shall be elected each year as are required to fill vacancies. No Director shall serve for more than two (2) consecutive elected terms except that any person not having served on the Board of Directors during the previous year may seek election to the Board of Directors. "Elected term", as used in this section, shall refer only to an elected full term of three (3) years, and shall not apply to election to fill another Director's unexpired term or election to serve as an Officer of M.A.R. Each Director shall serve until the end of their term and until a successor has been elected. If an annual meeting is not held, or the Directors are not elected at an annual meeting, the Directors may be elected at any special meeting of members held for that purpose.

1.2 Qualifications. A candidate shall have been an M.A.R. member for not less than two (2) years as of the date of the commencement of their Board term. Each Director must be a voting member in good standing of M.A.R. It is also preferred that potential Board members have served on at least one committee within the last three (3) years of membership in M.A.R.

1.3 Vacancies. Any Director may resign effective on giving written notice to the President or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of the resignation.

If the resignation is to take effect at some future time, a successor may be selected before that time, to take office when the resignation becomes effective.

Vacancies among the Officers and the Board of Directors shall be filled by a simple majority vote of the Board of Directors, and the replacement Officer or Director shall stand for election to a full term at the next annual membership meeting. If an Officer or Director is unable to assume office after first being elected, his or her seat shall be deemed vacant and shall be filled by the vote of a simple majority of the Board of Directors.

Should the office of President become vacant between elections, the President-Elect shall fill the vacancy and complete the unexpired term. The President-Elect who fills a vacancy in the office of President shall automatically become President for a full term after completion of the unexpired term.

In the event of a vacancy of the Immediate Past President, such vacancy shall be filled by the Board of Directors with another Past President if possible.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors is increased.

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or, in the case of a corporation holding assets in charitable trust, has been found by a final order or judgment of any court to have breached any duty arising under the law governing assets in charitable trust (Corp. Code § 7238).

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

1.4 No Compensation. Directors (as such) shall not receive compensation for their services as Directors. Directors may receive reimbursement for expenses as may be fixed or determined by the Board. Directors shall not serve the organization in some other capacity for which compensation is paid.

Section 2. Powers and Duties of the Board of Directors.

Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the Corporations Code of the State of California, all the activities and affairs of the corporation shall be exercised by or under the direction of the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) to select and remove all the agents and employees of the corporation, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation, and in their discretion, require from these agents and employees security for faithful service;

(b) to make disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as are more fully set out in the corporation's Articles of Incorporation, and generally to conduct, manage, and control the activities and affairs of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or with these Bylaws, as they may deem best;

(c) to borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore

(d) to review and approve of the President's appointments of the members of all standing and other committees and task forces, and review and approve, modify, or reject the recommendations, reports, and requests of such committees, with the exception of disciplinary hearing and arbitration panels, in which event the Board's review and other powers shall be in accordance with C.A.R.'s **California Code of Ethics and Arbitration Manual**

(e) to authorize any officer, agent, employee, or committee to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, and except as provided in this Section, no officer, agent, employee, or committee shall have

any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount; and

(f) to review and approve the selection of the President-Elect, and the nominees for C.A.R. Directors for coming year whose names shall be submitted to C.A.R. prior to the July 31st deadline.

Section 3. Officers. The elected officers of M.A.R. shall be: a President, a President-Elect, a Secretary and a Treasurer. The term of each office shall be one year from January through December. In the event that the position of president-elect is not filled, the president could be considered to continue in the position for one additional year. Officers shall hold office until their successors shall have been elected or appointed unless removed for just cause. No person shall hold more than one office at the same time. The President-Elect shall automatically ascend to the presidency at the end of his or her term as President-Elect. The Executive Officer shall be employed by M.A.R. and is the chief staff person of M.A.R. but is not an officer or member of the Board of Directors.

Section 4. Powers and Duties of Officers. The powers and duties of the officers shall be follows:

4.1 President. The President shall, if present, preside at all meetings of the Board of Directors, and exercise and perform other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the Bylaws. The President shall if present preside at all meetings of the Executive Committee, and shall be ex-officio (non-voting) a member of all the other standing committees. Excepting a President who shall resign or shall be removed prior to the expiration of his/her term of office, the President shall, for a period of one (1) year next following the expiration of his/her term of office as President, remain on the Board of Directors as Immediate Past President, with full voting powers, and his or her Board term shall automatically be extended if necessary to accommodate this additional year of service.

4.2 President-Elect. In the absence or disability of the President, the President-Elect shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The President-Elect shall succeed to the office of President at the end of the then-current President's term of office. The President-Elect shall have other powers and perform other duties as from time to time may be prescribed by the Board of Directors or the Bylaws.

4.3 Secretary. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or other place as the Board of Directors may order, of all meetings of the members, the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting given, the names of those present at the members, the Board and committees' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California and the original and a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have other powers and perform other duties as prescribed by the Board.

The Secretary shall keep or cause to be kept, at the principal office of the corporation, a membership register, or a duplicated membership register, showing the names of the members and their addresses.

The Secretary shall also keep, or cause to be kept, a book of minutes at the principal office or other place as the Board may order, of all meetings of the members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting, the names of those present at meetings, and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the members required by these Bylaws.

4.4 Treasurer. The Treasurer shall be the Chief Financial Officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the corporation with depositories as may be designated by the Board of Directors. The Treasurer shall disburse or cause to be disbursed the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and the Directors, or cause to be rendered whenever they request it, an account of all transactions and of the financial condition of the corporation, and shall have other powers and perform other duties as may be prescribed by the Board of Directors.

Section 5. Election of Officers and Directors.

5.1 Delivery of Notices, Reports and Ballots. All notices, reports and ballots in connection with the election or removal of officers and Directors may be accomplished by personal delivery, first class mail, electronic mail or other electronic means as permitted herein.

5.2 Nomination by the Nominating Committee. At least two (2) months before the Annual Election Meeting, a Nominating Committee of at least seven (7) REALTOR® members shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall select one candidate for each office and one candidate for each place to be filled on the Board of Directors. There shall be no more than one member from the same real estate company on the Nominating Committee with the exception of the Immediate Past President should he/she serve as chair. No member of the Nominating Committee may be a candidate for office or the Board of Directors. No person may be nominated for office unless they will meet all of the qualifications for the office at the beginning of the term for which they are a nominee. The candidates selected by the Nominating Committee must be approved individually by the Board of Directors and the Board's proposed slate of Officers and Directors shall be delivered to the members eligible to vote not later than twenty (20) days prior to the Annual Election Meeting.

5.3 Nomination by Petition. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least five (5) percent of the REALTOR® members eligible to vote. The petition shall be filed with the M.A.R. staff at least three (3) weeks before the election including qualifications as stipulated by the nominating process. M.A.R. staff shall deliver notice of such additional nominations to all members eligible to vote at least two (2) weeks before the Annual Election Meeting via personal delivery, first class mail, electronic mail or other electronic means as permitted herein.

5.4 Election Committee. The President, with the approval of the Board of Directors, shall appoint an Election Committee of three (3) REALTOR® members to conduct the election. No member of the Election Committee may be a candidate for office or the Board of Directors.

5.5 Elections. Elections shall be by vote at the Annual Election Meeting, or by ballot delivered to the members via personal delivery, first class mail, electronic mail or other electronic means as permitted herein. Ballots may be submitted via personal delivery, first class mail, electronic mail or other electronic means as permitted herein. The ballot shall contain the names of all candidates and specify the office for which each is nominated. No person may be a candidate for more than one position whether nominated by the Nominating Committee or by petition. Ballots may be submitted by the members in the manner and by the date specified by the Election Committee. There shall be no proxy votes. In case of a tie vote, the issue shall be determined by lot.

Section 6. Vacancies. Vacancies among the officers and the Board of Directors shall be filled until the next Annual Election Meeting by a simple majority vote of the Board of Directors. If an officer or Director is unable to assume office after being elected, his or her seat becomes vacant and shall be filled by the Board of Directors.

Should the office of President become vacant between elections, the President-Elect shall fill the vacancy and complete the unexpired term. The President-Elect who fills a vacancy in the office of President shall automatically become President for a full term after completion of the unexpired term.

In the event of an ex-officio Past President vacancy, such vacancy shall be filled by the Board of Directors with a Past President if possible.

Section 7. Removal of Officers and Directors. In the event that an officer or Director is deemed to be incapable for any reason of fulfilling the duties for which he or she is 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 not less than one-third of the voting membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next ranking officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.

(b) Upon receipt of the petition, and not less than twenty (25) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of M.A.R. shall be held. 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 business of this special meeting may not be conducted by ballot or without a meeting. The notice of this special meeting, including the general nature of the meeting, shall be delivered to all voting members of M.A.R. via personal delivery, first class mail, electronic mail or other electronic means as permitted herein at least ten (10) days prior to the meeting, and the meeting shall be conducted by the President unless the President's continued service in office is being considered at the meeting. In such case, the next available ranking officer will conduct the meeting. Provided a quorum is present, a three-fourths vote of members present and voting shall be required for removal from office.

Section 8. Indemnification. To the fullest extent permitted by law, and subject to the provisions of California Corporations Code § 7237, this corporation shall indemnify its Directors and Officers and employees, and may indemnify other persons described in California Corporations Code § 7237(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in section 7237(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Article of the Bylaws, shall have the same meaning as in section 7237(a) of the Corporations Code.

On written request to the Board of Directors by any person seeking indemnification under Corporations Code § 7237(b) or § 7237(c), the Board of Directors shall promptly decide under Corporations Code § 7237(e) whether the applicable standard of conduct set forth in Corporations Code § 7237(b) or § 7237(c) has been met and, if so, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board of Directors shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code § 7237(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE XI - EMERGENCY PROVISIONS

Section 1. Emergency. The emergency bylaw provisions of this section are adopted in accordance with Corporations Code § 7151(g). Notwithstanding anything to the contrary herein, this section applies solely during an emergency as defined in Corporations Code § 7140, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Article XII (Meetings) of these Bylaws:

For purposes of this subdivision, "emergency" means any of the following events or circumstances as a result of which, and only so long as, a quorum of the corporation's Board of Directors cannot be readily convened for action:

(a) A state of emergency declared for any reason by the Marin County Board of Supervisors, or the Governor of a state in which one or more Directors is a resident, or by the President of the United States.

(b) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion.

(c) An attack on this state or nation by an enemy of the United States of America, or upon receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent.

(d) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions, or population, including, but not limited to, mass evacuations.

Section 2. Emergency Actions. During an emergency, pursuant to Corporations Code §7151(g), the Board may:

(a) Modify lines of succession to accommodate the incapacity of any Director, Officer, employee, or agent resulting from the emergency;

(b) Relocate the principal office or authorize the Officers to do so;

(c) Give notice to a Director or Directors in any practicable manner under the circumstances, including, but not limited to, by publication and radio, when notice of a meeting of the Board cannot be given to that Director or Directors in the manner prescribed by Article XII, Section 6 (quorums for meetings) of these Bylaws; and

(d) Deem that one of more Officers present at a Board meeting is a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

Pursuant to Corporations Code §7151(g)(2), during an emergency the Board may not take any action that is not in the Corporation's ordinary course of business.

Pursuant to Corporations Code §7151(g)(3), all provisions of the regular Bylaws consistent with these emergency Bylaws shall remain effective during the emergency, and these emergency Bylaws shall not be effective after the emergency ends.

Pursuant to Corporations Code §7151(g)(4), corporate action taken in good faith in accordance with these emergency Bylaws binds the Corporation, and may not be used to impose liability on a corporate Director, officer, employee, or agent.

ARTICLE XII - MEETINGS

Section 1. Annual Meetings. The annual meeting of M.A.R. shall be held during March of each year (the "**Annual Meeting**") and the annual election meeting shall be held during the month of September of each year (the "**Annual Election Meeting**"), unless changed by the Board of Directors. The date, hour, manner, place (including without limitation meetings via electronic transmission or electronic video communication) is to be designated by the Board of Directors.

Section 2. Electronic Notices to Directors and Members. Notices of any kind given by electronic transmission by the corporation shall be valid only if:

(1) Delivered by (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on

record with the corporation; (b) posting on an electronic message Board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication;

(2) There is a record of having given the notice that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form, such as saving a PDF copy of the electronic mail containing the notice of meeting that was sent to the Director or Member.

Notwithstanding the foregoing,

(1) An electronic transmission by this corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to

(a) any right of the recipient to have the record provided or made available on paper in nonelectronic form,

(b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and

(c) the procedures the recipient must use to withdraw consent.

(2) Notice shall not be given by electronic transmission by the corporation after either of the following:

(a) the corporation is unable to deliver two consecutive notices to the member by that means or

(b) the inability so to deliver the notices to the member becomes known to the secretary, any assistant secretary, or any other person responsible for the giving of the notice.

Section 3. Meetings of Directors

3.1 Meetings; Attendance; Participation. The Board of Directors shall designate a regular time, manner and place of meetings. Absence from three consecutive regular meetings without an excuse deemed valid by the Board of Directors shall be construed as resignation.

Members of the Board of Directors may participate in any meeting of the Board of Directors through use of electronic transmission by and to the corporation or by electronic video screen communication subject to and in accordance with Sections 3.2 and 3.3 below.

A majority of the Directors present at a meeting of the Board of Directors, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Subject to the provisions of these Bylaws, the Directors may act only at a properly called meeting at which there is a quorum present. Unless otherwise expressly provided in the Articles of Incorporation or the Bylaws, all action shall be by majority vote of those Directors present.

3.2 Authority for Electronic Meeting of Directors. If authorized by the Board in its sole discretion, and subject to the requirements of consent in Corporations Code Sections 20(b) and 7211(a)(6), and guidelines and procedures the Board may adopt, Directors not physically present in person at a meeting may, by electronic transmission by and to the corporation or by electronic video screen communication, participate in a meeting, be deemed present in person, and vote at a meeting whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the corporation or by electronic video screen communication, subject to the requirements of these Bylaws.

3.3 Requirements for Electronic Meetings of Directors. A meeting may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication only if:

(1) Each Director participating in the meeting can communicate concurrently with all other Directors;

(2) Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation;

(3) The corporation implements reasonable measures to provide Directors in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Directors, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and

(4) A record is maintained by the corporation of all votes or other actions taken at the meeting by means of electronic transmission to the corporation or electronic video screen communication.

Any request by the corporation to a member pursuant to Corporations Code Section 20(b) for consent to conduct a meeting of Directors by electronic transmission by and to the corporation shall include a notice stating that, absent consent of the Director pursuant to Corporations Code Section 20(b), the meeting shall be held at a physical location in accordance with the provisions of these bylaws.

3.4 Action Without Meeting. The Board of Directors may take actions without meeting if all Directors shall individually or collectively consent in writing to that action, and if the number of Directors then in office constitutes a quorum. Directors may give their written consent for such actions by email, text message, or facsimile, or such other means of communicating in written form. The consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of proceedings of the Board.

Section 4. Meetings of Members

4.1 Annual Meetings. The Annual Meeting of the members and the Annual Elections Meeting of the members shall be held as described in Section 1, above.

4.2 Other MeetingsError! Bookmark not defined.. 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 twenty (20%) percent of the members eligible to vote.

4.3 Location of Meetings. Meetings of the members shall be held at any place within or outside California designated by the Board in its sole discretion, or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's principal office. The Board may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

4.4 Authority for Electronic Meetings. If authorized by the Board in its sole discretion, and subject to the requirements of consent in Corporations Code §20(b) and such other guidelines and procedures as the Board may adopt, members not physically present in person at a meeting of members may, by electronic transmission by and to the corporation or by electronic video screen communication, participate in a meeting of members, be deemed present in person, and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the corporation or by electronic video screen communication, subject to the requirements of these Bylaws.

4.5 Requirements for Electronic Meetings. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication only if:

(1) The corporation implements reasonable measures to provide members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and

(2) if any member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the corporation.

Any request by a corporation to a member pursuant to Corporations Code §20(b) for consent to conduct a meeting of members by electronic transmission by and to the corporation shall include a notice that absent consent of the member pursuant to Corporations Code §20(b), the meeting shall be held at a physical location in accordance with the applicable provisions of these bylaws.

4.6. Action without a Meeting. The membership may take actions without a meeting if the association distributes a written or electronic ballot to every member entitled to vote on the matter. Approval by written or electronic ballots shall be valid only when the number of votes cast by ballot within the time period specified by the Board equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve such action at a meeting had the vote been taken in an actual meeting. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted. The Board may, by giving written notice to the members, extend the time permitted for the return of ballots.

4.7 Notice of Meetings. Written notice of annual membership meetings and the annual election meeting shall be delivered personally, by first class mail, or given by

electronic transmission as provided in Section 2 above, to the address shown on the current M.A.R. records of every member entitled to participate in the meeting at least twenty (20), but not more than 90, calendar days preceding all meetings. M.A.R. may also publish notice of membership meetings in any publication regularly sent to all members of M.A.R. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

Section 5. Quorum

5.1 Board of Directors Meetings. A quorum for the transaction of business by the Board of Directors shall consist of a simple majority of the Directors. There shall be no voting by proxy. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting shall be the act of the Board.

5.2 Board Committee Meetings. A quorum for a meeting of any standing committee or other committee or task force of the Board of Directors (each hereafter a "committee") shall consist of One-third (1/3) + 1 of the total number of committee members who have been appointed by the Board. Committee members not physically present in person at a meeting may, by electronic transmission by and to the corporation or by electronic video screen communication, participate in a meeting, be deemed present in person, and vote at a meeting whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the corporation or by electronic video screen communication.

5.3 Membership Meetings. Twenty (20) percent of the total number of REALTOR® members then in good standing shall constitute a quorum of the REALTOR® members for meetings thereof. A quorum is defined as M.A.R. members in good standing who attend a legally noticed and agendaed annual meeting (to elect Officers and Directors and to vote on Bylaws changes or any specially noticed meeting).

5.4 Loss of Quorum; Absence of Quorum. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough Directors or members to leave less than a quorum as long as a majority of the requisite quorum approves of the action taken. In the absence of a quorum, any meeting may be adjourned by the majority of the voting power present.

5.5 Waiver and Consent. The transaction of any meeting of members, however called or noticed, shall be as valid as though conducted at a meeting duly held after regular call and notice, if a quorum be present, and if either before or after the meeting, all of the members not present in person sign a written waiver of notice or a consent to the holding of the meeting, or an approval of the minutes of the meeting.

ARTICLE XIII – CONFLICT OF INTEREST/CONFIDENTIALITY

Section 1. Conflict of Interest/Confidentiality. Some REALTORS® attending M.A.R. committee or Directors' meetings may have competing interests. Committee and Board decisions should be made to best serve M.A.R. members; not to give individuals profit in competing ventures. It is inappropriate for persons attending a committee or Directors' meeting to participate in discussions and/or gain information for their personal financial benefit to the detriment of M.A.R. members. All persons attending any committee or Directors' meeting should not disclose strategic or confidential information regarding the policies of M.A.R. in a manner that is contrary to the best interests of M.A.R. members.

ARTICLE XIV - COMMITTEES

Section 1. Committees. M.A.R. committees research and recommend policy on all areas affecting the business, professional practices, and public policy involvement of M.A.R. REALTORS®. Government Affairs and Budget & Finance are standing committees. The association may establish certain subcommittees and task forces as needed. The incoming President may, with the approval of the Board of Directors who are to serve during the appropriate year, appoint committees as deemed necessary to serve the membership; such as Bylaws, Community Service, Communications & Public Relations, Education, Environmental, Long Range Planning, Marketing/Membership, Multiple Listing Services Management, Professional Standards (Grievance, Professional Standards, Mediation, Arbitration), Technology. These committees will report to the Board of Directors.

Section 2. Special Committees. The President shall appoint from among the REALTOR® members, subject to confirmation by the Board of Directors, special committees as deemed necessary.

Section 3. Term of Committee Appointments. Committee members shall be appointed to one-year terms except that the members of the Grievance, Long Range Planning and Professional Standards committees shall be appointed to staggered three-year terms.

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

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

Section 6. Removal. The President shall have the power, subject to confirmation by the Board of Directors, to remove any member from a committee.

ARTICLE XV - FISCAL AND ELECTIVE YEAR

Section 1. Fiscal Year. The fiscal and elective year of M.A.R. shall be the calendar year beginning January 1 and ending December 31.

ARTICLE XVI - RULES OF ORDER

Section 1. Robert's Rules of Order. Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of M.A.R., its Board of Directors, and committees, in all instances wherein its provisions do not conflict with the California Nonprofit Corporations Code or these Bylaws.

ARTICLE XVII - AMENDMENTS

Section 1. Amendment Upon Majority Vote of Membership. These Bylaws may be amended by: (a) a majority vote of the members present and qualified to vote at any meeting at which a quorum (refer to Article XI, section 6) is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting; or (b) a written ballot. If amendment is sought by written ballot, the ballot must be delivered personally, by facsimile, regular mail, electronic mail or other electronic means to all

members qualified to vote, plainly state the substance of the proposed amendment or amendments, provide an opportunity to specify approval or disapproval, and give at least ten (10) days in which to return the ballot delivered personally, by facsimile, regular mail, electronic mail or other electronic means to M.A.R. Amendment by written ballot will only be effective if the number of votes cast within the time specified equals or exceed 20% of the membership. The Board of Directors has the authority to determine the procedure in which a mail ballot would be conducted.

In addition, 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 N.A.R. policy.

Section 2. Notice. Notice of all meetings at which amendments are to be considered shall be delivered personally, by facsimile, electronic mail, regular mail or other electronic means to every member eligible to vote at least twenty (20) calendar days prior to the meeting and shall plainly state the substance of the proposed amendment or amendments.

Section 3. Certification to N.A.R./Approval of Amendments by N.A.R. Amendments to these Bylaws affecting the admission or qualification of REALTOR® and Institute Affiliate members, the use of the terms REALTOR® and REALTORS®, or any alteration in the territorial jurisdiction of M.A.R., among others required by N.A.R., shall become effective upon their approval as authorized by the Board of Directors and by either the Certification to N.A.R. of compliance with N.A.R.-mandated changes in these Bylaws, or the specific approval by N.A.R. of changes to these Bylaws, to the extent such approval is required.

ARTICLE XVII - DISSOLUTION

Section 1. Dissolution. Upon the dissolution of M.A.R., the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to C.A.R. or, within its discretion, to any other non-profit tax-exempt organization.

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of the Marin Association of REALTORS®, Inc., a California corporation, hereby certify that the above Bylaws consisting of **33** pages were adopted as the Bylaws of this corporation pursuant to the vote of the Members in a regularly called meeting, effective _____, 2020. These Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this corporation.

IN WITNESS WHEREOF, I have set my hand this _____, 2020.

Laurie Schenk
Secretary, Board of Directors