



AMENDED AND RESTATED BYLAWS OF THE MIBOR REALTOR® ASSOCIATION

This printing incorporates official revisions and amendments approved by the Membership and/or the Board of Directors through July 2018. These Amended and Restated Bylaws of the MIBOR REALTOR® ASSOCIATION, INC. amend and restate any prior bylaws of MIBOR, in their entirety.

ARTICLE 1

Name

Section 1.1: The name of this organization is MIBOR REALTOR® Association, Inc. hereinafter referred to as "MIBOR."

Section 1.2: Inclusion and retention of the registered collective membership mark REALTORS® in the name of MIBOR shall be governed by the Constitution and Bylaws of NATIONAL ASSOCIATION OF REALTORS® as from time to time amended.

Section 1.3: Definitions:

- A. "MIBOR" shall mean the MIBOR REALTOR® Association, Inc.
- B. "IAR" shall mean the INDIANA ASSOCIATION OF REALTORS®, INC.
- C. "NAR" shall mean the NATIONAL ASSOCIATION OF REALTORS®, INC.
- D. Masculine pronouns shall mean both male and female persons.
- E. "MIBOR Jurisdiction" shall mean Marion County, Hamilton County, Johnson County, Morgan County, Hancock County, Boone County, Hendricks County, Shelby County, Brown County and Montgomery County, Decatur County, and Madison County
- F. "REALTOR® Member" shall mean each proprietor, partner, stockholder, corporate officer or branch office manager actively engaged in the real estate profession including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, building, developing or sub-dividing real estate. "Actively engaged in" is defined as an individual with an active license and/or certification issued by the Indiana Real Estate Commission (IREC), and which said license is not held by a "referral service" as defined by IREC.
 - 1. Primary REALTOR® Members shall include those who pay IAR and NAR dues through MIBOR.

2. Secondary REALTOR® Members shall include those who pay IAR and NAR dues through another board. “One of the principals in a real estate firm must be a designated REALTOR® member of MIBOR in order for licensees affiliated with the firm to select MIBOR as their “primary” association”

"REALTOR® Member" shall also mean an individual who is licensed and/or certified by the Indiana Real Estate Commission and is associated with a REALTOR® Member (including those who meet the NAR definition of REALTOR-ASSOCIATE®) and meets MIBOR Membership qualifications.

- G. "Affiliate Members" shall have the meaning given in Article 4, Section 4.1c.
- H. "Honorary Members" shall have the meaning given in Article 4, Section 4.1e.
- I. "Broker," "Salesperson" and "Licensee" shall mean any person who is licensed and/or certified by the Indiana Real Estate Commission.
- J. "Managing Broker" shall mean the individual broker, including the broker designated as representative of a corporation or partnership, whom the Indiana Real Estate Commission shall hold responsible for the actions of licensees who are assigned to said Managing Broker.
- K. "Designated REALTOR®" as defined in Article 4, Section 4.1a5.
- L. "Association" shall mean local Boards or Associations of REALTORS® other than MIBOR who are affiliated with NAR.
- M. "Divisions" shall mean any real estate specialty or interest group created by the Board of Directors and may include, but will not be limited to, the various societies, institutes and councils of NAR.
- N. "MIBOR Policy Register" shall mean the written policies of the Board of Directors of MIBOR which contain, but are not limited to, the Results and Priorities, Executive Limitations, Governance Process and Board-Staff Relationships.
- O. A Broker Listing Cooperative® (hereinafter “BLC® listing service”) is a means by which authorized participants make blanket unilateral offers of compensation to other participants (buyer agents, or in other agency or nonagency capacities defined by law); by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized participants to prepare appraisals, analyses, and other evaluation of real property for bona fide clients and customers; by which participants engaging in real estate appraisal contribute to common databases;

and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as a procuring cause of the sale (or lease).

- P. "Participant" shall mean the REALTOR® (principal) of a firm or office receiving BLC® listing service.
- Q. "Subscriber" shall mean the person(s) receiving BLC® listing service as a result of and upon affiliation with a Participant.
- R. "Districts" shall mean a geographic segment of the MIBOR territorial jurisdiction that contains at least ten percent (10%) of the total MIBOR membership, as determined by the Board of Directors, from time to time, consistent with Section § 11.2a.
- S. "Open District Director Position" shall mean a District Director position that is not filled. It is to be distinguished from a vacant District Director position to which an individual has been elected but is unable to complete the term.

ARTICLE 2

Objectives

The objectives of MIBOR are:

Section 2.1: To unite those engaged in the recognized branches of the real estate profession for the purpose of exerting a beneficial influence upon the profession and related interests.

Section 2.2: To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of NAR.

Section 2.3: To provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interests may be safeguarded and advanced.

Section 2.4: To further the interest of home and other real property ownership.

Section 2.5: To unite those engaged in the real estate profession in MIBOR's communities with IAR and NAR, thereby furthering their own objectives throughout the state and nation and obtaining the benefits and privileges of membership therein.

Section 2.6: To designate, for the benefit of the public, those individuals authorized to use the term REALTOR® and REALTORS® as licensed, prescribed and controlled by NAR.

ARTICLE 3

Jurisdiction

Section 3.1: The territorial jurisdiction of MIBOR, as a Member of NAR, shall be Marion County, Hamilton County, Johnson County, Morgan County, Boone County, Hancock County, Hendricks County, Shelby County, Brown County, Montgomery County, Decatur County, and Madison County in the state of Indiana.

Section 3.2: Territorial jurisdiction is defined to mean: The right and duty to control the use of the terms REALTOR® and REALTORS®, subject to the conditions set forth in these Bylaws and those of NAR, in return for which MIBOR agrees to protect and safeguard the property rights of NAR in the terms.

ARTICLE 4

Membership

Section 4.1: There shall be six major classes of membership: REALTOR®, Institute Affiliate, Affiliate, Franchiser, Honorary and Student.

Section 4.1a: REALTOR® MEMBERS, whether primary or secondary, shall be:

Section 4.1a1: Individuals who, as sole proprietors, partners, corporate officers or branch managers are actively engaged in the real estate profession including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or sub-dividing real estate and who maintain or are associated with an established real estate office in the State of Indiana or a State contiguous thereto.

Section 4.1a2: 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 a Board of REALTORS® within the state or a state contiguous thereto unless otherwise qualified Institute Affiliate Membership as described in Section 4.1b3 of Article 4.

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

Section 4.1a3: Individuals licensed and/or certified by the Indiana Real Estate Commission, associated with a REALTOR® Member and meeting the qualifications in Article 5.

Section 4.1a4: Each primary REALTOR® Member shall hold individual REALTOR® Membership in MIBOR, IAR and NAR. An individual is a primary member if MIBOR 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.

Section 4.1a5: In those instances in which a sole proprietor, partner or corporate officer is not physically present and actively engaged in the real estate profession in connection with the firm's office and the Managing Broker of the firm chooses not to hold REALTOR® Membership in MIBOR, the MIBOR member exercising management control shall stand in the shoes of the owner(s) and shall be the Designated REALTOR® to whom MIBOR shall look for compliance with all duties and obligations of REALTOR® Membership.

Section 4.1b: INSTITUTE AFFILIATE MEMBERS shall be:

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

Section 4.1c: AFFILIATE MEMBERS shall be:

Section 4.1c1: (Affiliate) Individuals not engaged in the real estate profession who desire information concerning real estate and are in sympathy with the objectives of MIBOR.

Section 4.1c2: (Corporate) Companies, firms, corporations or organizations which are related to or have an interest in the real estate industry, but are not engaged in the real estate profession's activities of appraising, buying, selling, counseling, exchanging, renting, leasing or managing real estate for others for compensation.

Section 4.1c4: (Public Service): Individuals who are employees of educational, public utility, governmental or other similar organizations and have an interest in but are not engaged in the real estate profession on their own account or in association with an established real estate business.

Section 4.1d: FRANCHISOR MEMBERS shall be:

Section 4.1d1: Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchises located within the United States, its insular possessions and the Commonwealth of Puerto Rico, elected to membership pursuant to the provision in the NAR Constitution and Bylaws. Such individuals shall enjoy all the rights, privileges and obligations of REALTOR® Membership (including compliance with the Code of Ethics) EXCEPT: obligations related to Board-mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; the right to hold elective office in the local Board, State Association and National Association.

Section 4.1e: HONORARY MEMBERS shall be:

Section 4.1e1: (Honorary): Individuals not engaged in the real estate profession who have performed notable service for the real estate profession, the public or MIBOR.

Section 4.1e2: (Retired): Individuals who have held REALTOR® Membership in MIBOR at least 10 years; are no longer actively engaged in the real estate business; and apply for this classification of membership.

Section 4.1f: STUDENT MEMBERS shall be:

Section 4.1f1: Individuals who are seeking an undergraduate or graduate degree with a specialization or major in real estate at institutions of higher learning, and who have completed at least two years of college and at least one college-level course in real estate, but are not engaged in the real estate profession on their own account or not associated with an established real estate office.

ARTICLE 5

Application, Qualification and Election

Section 5.1 APPLICATION

Section 5.1a: Application for membership shall be made in such manner and form as may be prescribed by the Board of Directors of MIBOR and made available to anyone requesting it. The application form shall contain among various statements to be signed by the applicant (1) that applicant agrees as a condition to membership to become thoroughly familiar with the Code of Ethics of NAR, the Constitutions, Bylaws and rules and regulations of MIBOR, IAR and NAR, and if elected a Member will abide by the Constitutions, Bylaws and rules and

regulations of MIBOR, IAR and NAR, and if a REALTOR® Member, will abide by the Code of Ethics of NAR including the obligation to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the *Code of Ethics and Arbitration Manual* of NAR, as from time to time amended, and (2) that applicant consents that MIBOR may invite and receive information and comment about applicant from any Member or other persons, and that applicant agrees that any information and comment furnished to MIBOR by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, defamation of character, invasion of privacy, or any type of civil cause of action, in law or in equity.

Section 5.1b: Applicants for REALTOR® Membership shall be advised that they will receive a copy of the Code of Ethics and other governing documents of MIBOR in the New Member Orientation Program. At the completion of the New Member Orientation Program, they must sign an agreement to abide by the Code of Ethics and the other applicable governing documents as in Section 5.1a.

Section 5.2: QUALIFICATION

Section 5.2a: An applicant for REALTOR® Membership, who is a proprietor, partner, stockholder, corporate officer or branch office manager actively engaged in the real estate profession, shall supply evidence satisfactory to the Membership Committee that the applicant:

1. Has a current valid real estate license or is licensed or certified by the Indiana Real Estate Commission to engage in the appraisal of real property;
2. Is actively engaged in the real estate business;
3. Has a place of business within the State of Indiana or a State contiguous thereto;
4. Has no record of official sanctions involving unprofessional conduct*;
5. Has no record of recent or pending bankruptcy**;
6. Will complete MIBOR's New Member Orientation Program; and a broker orientation program as prescribed by the Board of Directors; and will complete a course of instruction covering the Bylaws and rules and regulations of MIBOR, the Bylaws of IAR and the Constitution and Bylaws and Code of Ethics of NAR as may be required by the Membership Committee;
7. Will abide by the Code of Ethics and the other governing documents of MIBOR, IAR and NAR.

* NO RECORD OF OFFICIAL SANCTIONS INVOLVING UNPROFESSIONAL CONDUCT is intended to mean that MIBOR may only consider judgments within the past seven (7) years of violations of (1) civil rights laws; (2) real estate license laws; (3) other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.

** NO RECENT OR PENDING BANKRUPTCY is intended to mean that the applicant or any real estate firm in which the applicant is a proprietor, partner, stockholder or corporate officer is not involved in any pending bankruptcy or insolvency proceedings as a debtor. If a bankruptcy proceeding as described above exists, membership may not be rejected unless MIBOR establishes that its interests and those of its Members and the public could not be adequately protected by requiring that the bankrupt applicant pay cash in advance for Association dues and BLC® listing service fees for up to one (1) year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that an existing Member initiates bankruptcy proceedings, the Member may be placed on a "cash basis" from the date that bankruptcy is initiated until one (1) year from the date that the Member has been discharged from bankruptcy.

Section 5.2b: An applicant for REALTOR® Membership, who is not the Managing Broker, shall supply satisfactory evidence that the applicant:

1. Has a current valid real estate license or is licensed or certified by the Indiana Real Estate Commission to engage in the appraisal of real property;
2. Is actively engaged in the real estate business;
3. Is associated with a Designated REALTOR® Member;
4. Will complete MIBOR's New Member Orientation Program and will complete a course of instruction covering the Bylaws and the rules and regulations of MIBOR, the Bylaws of IAR and the Constitution and Bylaws and Code of Ethics of NAR as may be required by the Membership Committee;
5. Will abide by the Code of Ethics and the other governing documents of MIBOR, IAR and NAR.

Section 5.2c: MIBOR will also consider the following in determining an applicant's qualifications for REALTOR® Membership:

1. All final findings of Code of Ethics violations and violations of other membership duties in any other association within the past three (3) years;
2. Pending ethics complaints (or hearings);
3. Unsatisfied discipline pending;
4. Pending arbitration requests (or hearings);
5. Unpaid arbitration awards or unpaid financial obligations to any other Association or Association BLC® listing service.
6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm.

"Provisional" membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (except for

violations of the Code of Ethics; See Article 5, Section 2 (a) NOTE 2) provided all other qualifications for membership have been satisfied. Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six months from the date that provisional membership is approved. Provisional Members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® Membership. If a Member resigns from another association with an ethics complaint or arbitration request pending, the association may condition membership on the applicant's certification that he will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the association to which the applicant has made application) and will abide by the decision of the hearing panel.

Section 5.2d: An applicant for Affiliate Membership shall supply satisfactory evidence that the applicant is qualified for this type of membership as stated in Sections 4.1b1, 4.1b2, 4.1b3 or 4.1b4.

Section 5.2e: An application for membership shall be accompanied by payment of the first year's dues, pro-rated on a monthly basis. The dues shall be promptly refunded if the application is not approved by the Board of Directors

Section 5.3: ELECTION TO MEMBERSHIP

The procedure for election to membership shall be:

5.3a: The chief staff executive (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership. If the association has adopted provisional membership, applicants for REALTOR® membership may be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to final review of the application by the Board of Directors.

5.3b: If the Board of Directors determines that the individual does not meet all of the qualifications for membership as established in these Bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of a mandatory orientation program) within 90 days from the association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received association services and any application fee. The Board of Directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the Board of Directors, he/she shall be declared elected to membership and shall be advised by written notice.

5.3c: The Board of Directors may not reject an application without providing the applicant with advance notice of the findings, an opportunity to appear before the Board of Directors, to call witnesses on his/her behalf, to be represented by counsel, and to make such statements as he/she deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.

5.3d: If the Board of Directors determines that the application should be rejected, it shall record its reasons with the chief staff executive (or duly authorized designee). If the Board of Directors believes that denial of membership to the applicant may become the basis of litigation and claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.

Section 5.4: NEW MEMBER CODE OF ETHICS ORIENTATION

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

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

Note: Orientation programs must meet the learning objectives and minimum criteria established from time to time by NAR.

Section 5.5: CONTINUING MEMBER CODE OF ETHICS TRAINING

Effective January 1, 2017, through December 31, 2018, and for successive two year (2) periods thereafter, each REALTOR® Member of the association shall be required to complete ethics training of not less than two hours and thirty minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the Member has completed a course of instruction conducted by this or another association, the State Association of REALTORS®, NAR, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by NAR from time to time. REALTOR® Members who have completed training as a requirement of membership in another association and REALTOR® Members who have completed the New Member Code

of Ethics Orientation during any two-year (2) cycle shall not be required to complete additional ethics training until a new two-year (2) cycle commences.

Failure to satisfy this requirement shall be considered a violation of a membership duty for which REALTOR® Membership shall be suspended until such time as the training is completed.

Members suspended for failing to meet the requirement in any two (2) year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any two (2)-year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a Member who is still suspended as of that date will be automatically terminated.

Section 5.6: STATUS CHANGES

Section 5.6a: A REALTOR® who changes the conditions under which membership is held shall be required to provide written notification to MIBOR within 30 (thirty) days. A REALTOR® (non-principal) who becomes a principal in the firm with which the REALTOR® has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) Members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within sixty (60) days of the date they advised the Board of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

NOTE: The Board of Directors, at its discretion, may waive any qualification which the applicant has already fulfilled in accordance with the MIBOR Bylaws.

Section 5.6b: 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.

ARTICLE 6

Privileges and Obligations

Section 6.1: The privileges and obligations of Members, in addition to those otherwise provided in these Bylaws, are specified in this Article.

Section 6.2: Any Member of MIBOR may be reprimanded, fined, placed on probation, suspended or expelled by the Board of Directors for a violation of these Bylaws and the rules and regulations

of MIBOR and its subsidiary MIBOR Service Corporation not inconsistent with these Bylaws, after a hearing as provided in the *Code of Ethics and Arbitration Manual of NAR*. Although Members other than REALTORS® are not subject to the Code of Ethics nor its enforcement by MIBOR, such Members are encouraged to abide by the principles established in the Code of Ethics of NAR and conduct their business and professional practices accordingly. Further, Members other than REALTORS® may, upon recommendation of the Membership Committee, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct which in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR® or REALTORS®, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of MIBOR, the IAR or NAR.

Section 6.3: Any REALTOR® Member of MIBOR 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 NAR*, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of NAR as set forth in the *Code of Ethics and Arbitration Manual of NAR*.

Section 6.4: REALTOR® MEMBERS

Section 6.4a: REALTOR® Members, both primary and secondary, whose financial obligations are paid in full to MIBOR and its Divisions, shall be entitled to vote and to hold elective office in MIBOR. Such Members shall be entitled to receive the full service of MIBOR.

Section 6.4b: Only REALTOR® Members may use the terms REALTOR® or REALTORS®; which use shall be subject to the provisions of Article 8.

Section 6.4c: REALTOR® Members have an affirmative responsibility to safeguard and promote the standards, interests and welfare of MIBOR and the real estate profession.

Section 6.4d: If a REALTOR® Member who is the Managing Broker in a firm, partnership, corporation or trust is suspended or expelled, the firm, partnership, corporation or trust of which the REALTOR® Member is the Managing Broker shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, until the Managing Broker's re-admission to REALTOR® Membership or unless such person's connection with the firm, partnership, corporation or trust is severed, whichever may apply. If a REALTOR® Member who is other than the Managing Broker in a firm, partnership, corporation or trust is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership, corporation or trust shall not be affected.

Section 6.4e: REALTOR® Members who are Managing Brokers shall report to MIBOR, within two (2) business days, all licensees who become associated with or terminate association with them.

Section 6.4f: Resignation of REALTOR® Members becomes effective when accepted by the Board of Directors, provided however, that if any Member submitting the resignation is indebted to MIBOR for dues, fees, fines or other assessments of MIBOR or any of its services, departments, divisions or subsidiaries, MIBOR may condition the right of resigning Member to reapply for membership upon payment in full of such monies owed.

Section 6.4g: If a Member resigns from MIBOR or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of MIBOR with respect to disposition of the complaint is final (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 ethic respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®.

Section 6.4h 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 REALTOR®.

Section 6.5 OTHER CLASSIFICATIONS

Section 6.5a: Except as provided in Section 6.5b, Members other than REALTOR® Members shall not have voting rights or the right to hold elective office. Other membership rights and privileges may be prescribed by the Board of Directors in compliance with state law, these bylaws, and the Constitution and Bylaws of NAR.

Section 6.5b: Affiliate Members shall be eligible to hold the elected Affiliate Director position and Affiliate Members, exclusively, shall have the right to vote for candidates for Affiliate Director so long as the Affiliate Member is a Member of the Affiliate Division and is current in financial obligations to MIBOR and the Affiliate Division.

Section 6.6 HARASSMENT

Any Member of the association may be reprimanded, placed on probation, suspended or expelled for harassment of a MIBOR, MIBOR Service Corporation, or MIBOR Foundation, Inc. d/b/a REALTOR® Foundation, Inc. employee, officer or director after an investigation in accordance with the procedures of MIBOR. 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 appointed by the President and minimally comprised of the President, President-elect and one Member of the Board of Directors selected by the highest ranking officer not names in the complaint, upon consultation with legal counsel for the association. Disciplinary action may include any sanction authorized in the association's Code of Ethics and Arbitration Manual. If the complaint names the President or President-Elect, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another Member of the Board of Directors selected by the highest-ranking officer not named in the complaint.

ARTICLE 7

Professional Standards and Arbitration

Section 7.1: The responsibility of MIBOR and of MIBOR 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 NAR, as amended from time to time, and any supplemental policies to the *Code of Ethics and Arbitration Manual* duly adopted by the Board of Directors, which are by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

Section 7.2: It shall be the duty and responsibility of every REALTOR® member of this association to abide by the Constitution and Bylaws and the rules and regulations of MIBOR, the Constitution and Bylaws of IAR, 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 mediate and arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this association, as from time to time amended.

ARTICLE 8

Use of the Terms REALTOR® and REALTORS®

Section 8.1: Use of the terms REALTOR® or REALTORS® by Members shall at all times be subject to the provisions of the Constitution and Bylaws of NAR and to the rules and regulations prescribed by its Board of Directors. MIBOR shall have authority to control, jointly and in full cooperation with NAR, use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the association's Code of Ethics and Arbitration Manual.

Section 8.2: REALTOR® Members of MIBOR shall have the privilege of using the terms REALTOR® or REALTORS® in connection with their places of business within the State of Indiana, 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 8.3: A REALTOR® Member who is the principal of a real estate firm, partnership or corporation may use the terms REALTOR® or REALTORS® only if all of the principals of such firm, partnership or corporation who are actively engaged in the real estate profession within the State of Indiana, or a state contiguous thereto, are REALTOR® Members of MIBOR or Institute Affiliate as described in Section 4.1b3.

Section 8.3a: 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 8.4: Institute Affiliate Members shall not use the terms REALTOR® or REALTORS®, or the imprint of the emblem seal of NAR.

ARTICLE 9

State and National Membership

Section 9.1: MIBOR shall be a Member of IAR and NAR. By virtue of such membership, each REALTOR® Member of MIBOR shall be entitled to membership in IAR and NAR without further payment of dues. MIBOR shall continue as a Member of IAR and NAR, unless by a majority vote of all its REALTOR® Members, a decision is made to withdraw, in which case IAR and NAR shall be notified at least one (1) month in advance of the date designated for the termination of such membership.

Section 9.2: MIBOR recognizes the exclusive property right of NAR in the terms REALTOR® and REALTORS®. MIBOR shall discontinue use of the terms in any form in its name upon ceasing to be a Member of NAR, or upon a determination by the Board of Directors of NAR that it has violated the conditions imposed upon the terms.

Section 9.3: MIBOR adopts the Code of Ethics of NAR and agrees to enforce that Code among its REALTOR® Members. MIBOR and all of its Members agree to abide by the Constitution, Bylaws, rules and regulations, and policies of IAR and NAR.

ARTICLE 10

Fees, Dues and Finances

Section 10.1: APPLICATION FEES

The Board of Directors shall specify the amount of the application fees for the various membership classifications. Such fees are to be based upon the cost of processing the applicant, but may not exceed those permitted by NAR. The fee must be submitted with an application for a classification which has an established fee. The application fee for the various Affiliate Memberships shall not exceed any applicable limits set by NAR.

NOTE: The application fee shall become the property of MIBOR upon approval of the application. Should the applicant not be approved for membership, the total amount of the application fee shall be refunded.

Section 10.2: ANNUAL DUES

The annual dues of each REALTOR® Member shall be determined by the Board of Directors. Where two (2) or more REALTORS® are principals of the same firm, the REALTOR® designated from time to time by said firm shall be required to pay annual dues based on the number of salespersons and licensed or certified appraisers affiliated with such firm who are not themselves REALTOR® Members in the state or a state contiguous thereto or Institute Affiliate Members of the Board. An individual shall be deemed to be licensed with a REALTOR® Member 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, partner or corporate officer of the entity. Dues for Secondary REALTOR® Members shall not include any allocated portions for IAR or NAR.

In calculating the dues payable to the Board by a Designated REALTOR® Member, nonmember licensees as defined in this section shall not be included in the compilation of dues if the Designated REALTOR® has paid dues based on said nonmember licensees in another Board in the state, or a state contiguous thereto, provided the Designated REALTOR® notifies the Board in writing of the identity of the Board to which dues have been remitted.

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 MIBOR on a form approved by MIBOR a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, managing, counseling or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this Section

and shall not be included in calculating the annual dues of the Designated REALTOR®. Designated REALTORS® shall notify the association within three (3) days of any change in status of licensees in a referral firm.

The exemption for any licensee included on the certification form shall automatically be revoked upon the individual being engaged in real estate licensed activities (listing, selling, leasing, renting, managing, counseling, or appraising real property) other than referrals, and dues for the current fiscal year shall be payable.

Membership dues shall be prorated for any licensee included on a certification form submitted to MIBOR 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 10.2a: The annual dues of the designated REALTOR® shall be the sum described in the preceding paragraph, plus an amount equal to the total of applicable REALTOR® Member dues for MIBOR multiplied by the number of salespersons and licensed or certified appraisers who are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® and who are not themselves REALTOR® Members in the state or a state contiguous thereto or Institute Affiliate Members of MIBOR. In calculating the dues payable to MIBOR 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 this paragraph) in the office where the Designated REALTOR® holds membership, and other offices of the firm located within the jurisdiction of MIBOR.

Section 10.2b: The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of NAR.

Section 10.2c: Honorary and NAR Emeritus Members shall not pay dues.

Section 10.2d: Public Service and Student Members' dues payable, if any, shall be at the discretion of the Board of Directors.

Section 10.2e: Dues for all Members shall be payable annually in advance, on the first day of June and, when paid, shall become the property of MIBOR. A Member who discontinues membership following payment of dues in June but prior to January 1 of the following year

will be entitled to a refund of the portion of dues payable to IAR and NAR. Request for said refund must be received by MIBOR by December 31.

Section 10.2e1: The dues billing process shall be as follows:

Members shall receive annual dues billing invoice/statements at least 30 days prior to their stated due date and must be paid in full by the due date, but not later than July 1.

July 2 - If membership dues remain unpaid at this date, a late fee established by the Board of Directors will be added to the dues amount. Also, at that time, the individual Member's services from the MIBOR Service Corporation (including, but not limited to: BLC® listing service, Electronic Lockbox, REALTOR® Store, and Internet) will be terminated until dues payment is received.

August 1 - If membership dues and/or membership dues late fees remain unpaid at this date, the office which holds the unpaid Member's license will have their BLC® listing service terminated until dues and/or membership dues late fee payment is received or the office notifies MIBOR that they are no longer holding the license of the Member.

Section 10.2e2: In the event a licensee who holds REALTOR® membership is dropped for nonpayment of Association dues, and the licensee remains with the designated REALTOR®'s firm, the dues obligation of the "designated" REALTOR® (as set forth in Article 10, Section 10.2a) will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from the first day of July and are payable within 30 days of the notice of termination.

Section 10.2f: Dues for new Members shall be paid in accordance with the schedule adopted by the Board of Directors from the date of application and shall be submitted in full at the time of application; and shall become the property of MIBOR upon final approval.

Section 10.2g: Dues for Designated REALTOR® applicants shall be the sum of the dues described in Sections 10.2, 10.2a and 10.1; and shall be submitted in full at the time of application.

Section 10.2h: Members failing to pay dues (excluding those described in Section 10.-2e1), fees, fines and other assessments owed to MIBOR and its subsidiary, MIBOR Service Corporation in full within the due date shall be notified that they are delinquent and that their MIBOR membership and/or MIBOR Service Corporation services (including, but not limited to: BLC® listing service, Electronic Lockbox, REALTOR® Store and Internet) will be terminated if the dues, fees, fines and other assessments are not paid prior to ten days after the due date.

Section 10.2i: Members of a division or group within MIBOR and recipients of MIBOR services who do not pay for such participation or services within the billing time specified by that division or group and approved by the Board of Directors shall be delinquent. The Board of Directors shall

terminate participation and services of delinquent Members, but may defer action on delinquencies in cases of hardship.

Section 10.2j: Terminated Members and Members who resign may apply for re-instatement of membership by submitting a written request for reinstatement and an application as in Article 5 to the Board of Directors, meeting such other provisions of Article 5 as may be required by the Board of Directors and making a payment sufficient to cover (1) any amount due at the time of termination or resignation, (2) pro-rated dues for the balance of the current year and (3) a reinstatement fee as set by the Board of Directors. Previous Members are eligible for reinstatement up to two (2) years from the date of termination or resignation. Previous Members who desire MIBOR membership after two (2) years from the date of termination or resignation must apply as new Members.

Section 10.2k: Members whose MIBOR services have terminated may apply for reinstatement of such MIBOR services by submitting a written request for reinstatement of the services to the Board of Directors, completing necessary forms and making a payment sufficient to cover any amount due at the time of termination and a reinstatement fee set by the Board of Directors. Members are eligible for reinstatement of MIBOR services up to two (2) years from the date of termination. Members who desire MIBOR services after two (2) years from the date of termination must apply as new Members.

Section 10.3: DUES PAYABLE

Dues for all members shall be payable annually in advance on the first day of June. Dues for new members shall be computed from the date of application and granting of provisional membership.

(a) In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is dropped for nonpayment of association dues, and the individual remains with the designated REALTOR®'s firm, the dues obligation of the "designated" REALTOR® (as set forth in Article 10, Section 2) will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from the first day of the current fiscal year and are payable within thirty (30) days of the notice of termination.

Section 10.3: FINANCES

The Board of Directors shall govern the finances of MIBOR.

Section 10.3a: If dues, fees, fines, or other assessments including amounts owed to MIBOR or its subsidiary MIBOR Service Corporation are not paid within one (1) month after the due date, the nonpaying Member is subject to suspension at the discretion of the Board of Directors. Two (2) months after the due date, membership of the nonpaying member may be terminated at the discretion of the Board of Directors. Three (3) months after the due date, membership of the nonpaying Member shall automatically terminate unless within that time the amount due is paid.

However, no action shall be taken to suspend or expel a member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former member who has had his/her membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other rules and regulations of the association or any of its services, departments, divisions, or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

Section 10.3b: Deposits and expenditures of funds shall be in accordance with policies established by the Board of Directors.

Section 10.3c: All dues, fees, fines, assessments, or other financial obligations to MIBOR or its subsidiary MIBOR Service Corporation shall be noticed to the delinquent association member in writing setting forth the amount owed and due date.

Section 10.3d: The dues of REALTOR® members who are REALTOR® Emeriti (as recognized by the National Association), past presidents and past treasurers of the National Association or recipients of the Distinguished Service Award shall be as determined by the Board of Directors. (Amended 11/2013)

Section 10.3e: Authorization for financial obligations exceeding MIBOR's assets shall be recommended by the Board of Directors and approved by a majority of the REALTOR® Members present at any meeting of Members providing the substance of such obligation shall be given in writing as described in Section 17.2 to REALTOR® Members at least fifteen (15) days prior to the date of voting.

Section 10.3f: All Officers and Employees shall be bonded by MIBOR.

ARTICLE 11

Officers and Directors

Section 11.1: The governing body of MIBOR shall be a Board of Directors consisting of the elected Officers and not more than twelve (12) elected REALTOR® Directors, one (1) elected Affiliate Director one (1) appointed Builder Director one (1) appointed Commercial Director and one (1) Director appointed by the President-Elect. The Board shall serve as Trustees on behalf of the owner-membership. The Board of Directors will govern MIBOR with a strategic perspective considering the good of the organization as a whole. The Board of Directors will set forth in written policies the rules and guidelines for its own Governing Process, the Board's relationship with Staff, the mission and goals of MIBOR, and the delegation and monitoring of authority. Directors, except for the Director appointed by the President-Elect, shall be elected or appointed to a three-year (3) term beginning January 1 of the year following the election or appointment.

Section 11.2

Section 11.2a: The elected REALTOR® Directors shall be composed of the following classes:

- i. District Directors - The MIBOR territorial jurisdiction shall be divided into not more than ten (10) geographical Districts, consistent with Article 21. Each District that contains not less than ten percent (10%) of the total MIBOR membership shall be entitled to one Director. A District that contains twenty-five percent (25%) to forty percent (40%) of total membership shall be entitled to an additional Director. A third Director shall be allowed to any District that represents over forty percent (40%) of MIBOR membership.
- ii. Appraiser Directors - The Appraiser Division shall be entitled to one (1) Director.

Section 11.2b: Appointed Builder Director - One (1) Director shall be appointed by the Board of Directors of the Builders Association of Greater Indianapolis (BAGI), subject to the approval of the MIBOR Board of Directors. The appointee must be a MIBOR Member, a BAGI Member, a signatory to the REALTOR®/Builder Pact and have been in business for three (3) years.

Section 11.2c: Appointed Commercial Director – One (1) Director shall be appointed by the Indiana Commercial Board of REALTORS® (ICBR), subject to the approval of the MIBOR Board of Directors. The appointee must meet the following criteria: 1) be a REALTOR® member of MIBOR, 2) be a REALTOR® member of ICBR, and 3) have a seat on the Board of Directors of ICBR.

Section 11.2d: Elected Affiliate Director - The Affiliate Division shall be entitled to one (1) Director.

Section 11.2e: Director Appointed by President-Elect – After the election and/or appointment of the new directors that will serve during the presidential term of the current President-Elect, the President-Elect shall analyze the composition of the Board of Directors that will serve during his term as President. If the President-Elect, in his sole discretion, finds that any group or interest in the Board is under-represented, or if there is a lack of needed expertise on any issue or subject; then the President-Elect may appoint as a Director, any member of the Board that he feels would represent that group or issue, or provide the needed expertise. The appointed Director's term shall only be for the President-Elect's term of office as President. Any member appointed must meet the qualifications for an elected Director as outlined in Section 11.8b and must be ratified by the Board of Directors. The appointment of this Director is not mandatory, and need not be made if the President-Elect, in his sole discretion, finds that the need for the Director does not exist. If the appointed Director is unable or unwilling to complete his term, or is removed pursuant to Section 11.6, the then President shall have the

right to appoint a member to finish the term. The member so appointed must meet the qualifications outlined above and be ratified by the Board of Directors.

Section 11.3: The elected Officers of MIBOR shall be a President (who serves as Chair of the Board of Directors), a President-Elect, a Secretary/Treasurer (who serves as Chair of the Finance Committee) and Secretary/Treasurer-Elect. The President-Elect shall succeed to the Presidency. The Secretary/Treasurer-Elect shall succeed to Secretary/Treasurer.

Section 11.4: Any Officer or Director who fails to attend two successive regular or special meetings of the Board of Directors, without excuse acceptable to the President, shall be deemed to have resigned from the Board of Directors and the vacancy shall be filled as provided in Section 11.7.

Section 11.5: The duties of the Officers shall be such as their titles, by general usage, indicate and any duties assigned to them by the Board of Directors in written policies as from time to time amended by the Board of Directors.

Section 11.6: In the event that an Officer or Director is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Officer or Director may be removed from office under the following procedure:

- A. A petition requiring the removal of a Director and signed by not less than one-third (1/3) of the voting Members of the territorial jurisdiction or Division that the Director represents shall be filed with the President, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service. A petition requiring the removal of an Officer must be signed by not less than one-third (1/3) of the membership or a majority of all Directors and filed with the President, or if the President is the subject of the petition, with the next-ranking officer, and shall also specifically set forth the reasons the individual is deemed to be disqualified from further service.
- B. Upon receipt of a petition, and not less than twenty (20) days or more than sixty (60) days thereafter, the Board of Directors, at its next meeting, shall consider the charge against the Officer or Director. Removal of the Officer or Director requires a two-thirds (2/3) vote of the Board of Directors.

Section 11.7: Vacancies among the Officers and Directors shall be filled by the Board of Directors until the next annual election except for the office of President and Secretary/Treasurer. In the event of a vacancy in the office of President, the President-Elect shall automatically become President for the remainder of the term, after which the President-Elect shall serve the presidential term for which elected. In the event of a vacancy in the office of Secretary/Treasurer, the Secretary/Treasurer-Elect shall automatically become Secretary/Treasurer for the remainder of the term, after which the Secretary/Treasurer Elect shall serve the Secretary/Treasurer term for which elected.

Section 11. 8: ELECTION OF DIRECTORS

Section 11.8a: Directors serving a three-year (3) term and a Director completing any vacant, unexpired term shall be elected by the second Thursday of each October or as soon thereafter as possible. They shall begin their term on January 1, following the election.

Section 11.8b: Qualifications for nomination for the Board of Directors shall be:

1. REALTOR® Membership in MIBOR, as qualified in Section 4.1a or 4.1c for at least two (2) years prior to the election.
2. Directors who have served a three-year (3) term may not succeed themselves.
3. A Member who serves as a Member of the Nominating Committee may not be nominated for candidacy, nor resign from the Committee in order to be nominated as a candidate for Director that year.

Section 11.8c: Not later than the April meeting of the Board of Directors, a Nominating Committee of REALTOR® Members shall be appointed by the President with the approval of the Board of Directors.

Section 11.8d: The Nominating Committee shall nominate candidates for each elected Director-position to be filled. The report of the Nominating Committee shall be sent to all REALTOR® Members not later than the first of September.

Section 11.8e: Additional candidates for Directors, as defined in Section 11.2a, may be placed in nomination by a petition signed by at least five percent (5%) of the eligible Members of the respective division/district. Such petitions must be filed with the Secretary/Treasurer not later than September 20. The Secretary/Treasurer shall cause notice of such additional nomination to be sent to all REALTOR® Members without delay.

Section 11.8f: BAGI shall establish its own procedure for nominating its appointed Director, however, such nomination must be filed with the Secretary/Treasurer not later than the October meeting prior to the beginning of the Builder Director's term.

Section 11.9: ANNUAL ELECTION

Section 11.9a: The annual election of Directors shall be completed by the second Thursday of each October, or as soon thereafter as possible, at the time(s) and place(s) designated by the Board of Directors and set forth in Board Policies as from time to time amended by the Board of Directors.

Section 11.9b: The President, with the approval of the Board of Directors, shall appoint a committee of REALTOR® Members to conduct the election, count the votes and report the results to the President who in turn shall cause them to be reported to the membership.

Section 11.9c: Voting for Directors shall occur as follows:

District Director positions will be voted upon only by the eligible voters within the respective districts.

Specialty Directors (section 11.2a(ii) and 11.2c) will be voted upon only by eligible voters from within the Commercial Industrial Division or Appraiser Division. These voters will not be eligible to vote for District Directors, unless they choose to forego the opportunity to vote for Specialty Directors. Affiliate Members may only vote for the Affiliate Director.

Section 11.9d: Voting for Directors shall be done electronically in accordance with the procedures set forth in written policies as from time to time amended by the Board of Directors.

Section 11.9e: The candidates receiving the highest number of votes shall be elected. In case of a tie vote, the issue shall be determined by lot.

Section 11.10: The Officers-elect and the Directors-elect shall attend meetings of the Board of Directors occurring prior to their induction into office.

Section 11.11: If, after having elected a District Director, a District falls below that percentage of total MIBOR membership which entitled it to elect that District Director, such Director shall serve out the remainder of the three-year (3) term.

Section 11.12: ELECTION OF OFFICERS

Section 11.12a: Election of Officers shall be conducted in accordance with written policies which are from time to time amended by the Board of Directors. The Directors-Elect may attend and observe the meeting. The meeting shall be in the MIBOR office within the week following the election of the new Directors. The date for this election may be postponed by the President for cause for a period of not more than 15 days. The President shall preside at this meeting, and the President-Elect shall attend, but neither shall have a vote. No other Officers shall attend. If the President is unable to preside, the order of succession in presiding shall be the President-Elect, the Secretary/Treasurer and the Secretary/Treasurer-Elect.

Section 11.12b: The qualifications for election as officers shall be:

- (1) REALTOR® Membership in MIBOR as specified in Section 4.1a or 4.1c for at least two (2) years prior to the election;
- (2) Officers may not succeed themselves;
- (3) Any and all other qualifications as contained in written policies “**Officer and Director Roles**” and its related appendices as set forth in the written policies as from time to time amended by the Board of Directors.

Section 11.12c: The Directors shall elect by ballot a President-Elect and Secretary/Treasurer-Elect. These Officers shall serve a one-year (1) term beginning January 1st following the election. Candidates receiving the votes of a majority of those in attendance qualified to vote, shall become the new Officers. The Board of Directors may establish additional policies and procedures for the election of officers so long as those policies and procedures are consistent with state law, the articles of incorporation and these bylaws. Such a policy may set forth procedures to be employed in the event a majority vote cannot be achieved.

Section 11.13: If a District is either created or enlarged so as to be entitled to a District Director or additional District Director, such position shall be filled in accordance with the following:

Section 11.13a: If at the time of the next election, there is an open District Director position, then the newly created and/or additional District Director shall be elected at that election. However, if electing the additional District Director would cause a District to elect two or more Directors in one year (1), then such additional Director shall not be elected until such election in which the District would be electing only one Director.

Section 11.13b: If at the time of the next election, there are no open District Director positions, then the newly created and/or additional Director shall not be elected until the term of the District director position that was eliminated due to the drop in percentage of total MIBOR membership described in Section 11.11 has expired. However, if electing the additional District Director would cause a District to elect two (2) or more Directors in one (1) year, then such additional Director shall not be elected until such election in which the District would be electing only one (1) Director.

Section 11.14: Notwithstanding the provisions of Section 11.1, the terms of certain Board members will be altered for the years 2013 and 2014 in an attempt to maintain consistency on the Board of Directors. In 2013, the terms of the elected appraiser director, the appointed commercial director and the appointed builder director whose terms would have otherwise expired in 2012, shall be extended by one or two years. The elected appraiser director and the appointed commercial director will be elected/appointed in 2014. In 2014, the appointed

builder director will again continue to serve. In 2015, the regular ordering of elections and appointments will begin, including the appointed builder director.

Section 11.15. Chief Staff Executive. There shall be a chief staff executive, appointed by the Board of Directors, who shall be the chief administrative officer of the association. The chief staff executive shall have the authority to hire, supervise, evaluate and terminate other staff, if any, and shall perform such other duties as prescribed by the Board of Directors.

ARTICLE 12

Meetings

Section 12.1: The annual meeting of the membership of MIBOR shall be held within six (6) months after the end of the preceding fiscal year, the date, place and hour to be designated by the Board of Directors.

Section 12.2: The Board of Directors shall designate a time and place for its regular meetings. Absence from three (3) regular meetings without an excuse deemed valid by the Board of Directors shall be construed as resignation. A quorum for the transaction of business shall be a majority of the Board of Directors, except as may otherwise be required by state law.

Section 12.3: Meetings of the general membership may be held at such times as the President or the Board of Directors may determine or upon the written request of at least ten percent (10%) of the REALTOR® Members.

Section 12.4: Members entitled to attend shall be given written notice at least one (1) week prior to meetings. The announcement of a special meeting shall include the purpose of the meeting.

Section 12.5: QUORUMS

Section 12.5a: A quorum, for business at meetings of the membership, shall be 100 REALTOR® Members or ten percent (10%) of the REALTOR® Members in attendance and eligible to vote, whichever is smaller.

Section 12.5b: A quorum, for business at meetings of the Board of Directors, shall be a majority of the Directors.

Section 12.6. Electronic Transaction of Business. To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means.

Section 12.7. Action without Meeting. Unless specifically prohibited by the articles of incorporation, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be

signed by all of the directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the chief staff executive to be filed in the corporate records. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date.

ARTICLE 13

Committees/Task Forces

Section 13.1: The President shall appoint Members of Board of Directors' Committees/Task Forces as deemed necessary and subject to confirmation by the Board of Directors. Standing committees: Professional Standards, Grievance and BLC® listing service Policy will be comprised of REALTOR® Members.

The Chief Executive Officer shall be responsible for the appointment of Members of Staff Committees/Task Forces, when necessary.

Section 13.2: Any committee/task force Member who fails to attend two (2) successive meetings of a committee/task force, without excuse acceptable to the Chair of the committee/task force, shall be deemed to have resigned from the committee/task force and the vacancy shall be filled as herein provided for original appointments.

Section 13.3: All committees/task forces shall be of such size and shall have such duties and powers as outlined in written policies and as assigned to them by the President or the Board of Directors except as otherwise provided in these Bylaws.

Section 13.4: A vacancy shall be filled, for an unexpired term, as in the case of original appointees.

Section 13.5: The President shall be an ex-officio Member of all Board of Directors' committees/task forces except the Nominating Committee, and shall be notified of their meetings.

Section 13.6: Committees/task forces shall consist of two (2) types: Board of Directors and Staff.

Section 13.7: All classes of Members of MIBOR may serve on committees/task forces as permitted by NAR, except BLC® listing service, Grievance and Professional Standards, on which only REALTOR® Members may serve.

Section 13.8 Board of Directors' committees/task forces shall report to the Board of Directors; Staff committees/task forces shall report to the Chief Executive Officer.

Section 13.9: The President shall appoint from among the REALTOR® Members, subject to confirmation by the Board of Directors, the following standing committees: Professional Standards, Grievance and BLC® listing service Policy.

Section 13.10. Any committee may act by unanimous consent in writing without a meeting. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more of the members of the committee.

Section 13.11. Attendance by Telephone. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall be at the discretion of the president and shall constitute presence at the meeting.

Section 13.12. In addition to any committee's duties to the Board of Directors established in this Article, any committee action regarding a service provided by a subsidiary of MIBOR, such as the MIBOR Service Corporation or the MIBOR Foundation, Inc. d/b/a REALTOR® Foundation, Inc., shall require final approval of the appropriate subsidiary.

ARTICLE 14

Fiscal and Elective Year

Section 14.1: The fiscal year of MIBOR shall be determined by the Board of Directors.

ARTICLE 15

Rules of Order

Section 15.1: Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of MIBOR, its Board of Directors, and committees, in all instances wherein its provisions do not conflict with these Bylaws.

ARTICLE 16

Indemnification

Section 16.1: Every past or present Officer, Director, Member, Employee and/or Agent of MIBOR shall be indemnified by MIBOR in accordance with the definitions, procedures and requirements of Indiana Code 23-17-16-1 through 23-17-16-15.

ARTICLE 17

Amendments

Section 17.1: These Bylaws may be amended by either a majority vote of the REALTOR® Members present and qualified to vote at any meeting at which a quorum is present; or by a majority vote of

REALTOR® Members voting in an election of MIBOR Directors at which at least one hundred (100) REALTOR® Members are present and are duly qualified to vote or by a majority of those returning a mailed or electronic proxy; or by a majority voting in an electronic vote of which members are duly notified by mail or electronically and in which at least one hundred (100) members vote by returning a mailed or electronic ballot. The substance of such proposed amendment or amendments shall be plainly stated in the notification to Members. Article 9, Section 9.1 and 9.2 may be amended only by a majority vote of all REALTOR® Members; and Article 9, Section 9.3 may be amended by a majority of all REALTOR® Members voting, except that the Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy or which change MIBOR jurisdiction.

Section 17.2: Notice by e-mail, first class mail, its equivalent or by such delivery method as allowed by Indiana statutes or hand delivery of all proposed amendments to these Bylaws shall be given to every REALTOR® Member at least fifteen (15) days prior to the time(s) of such meetings, elections or proxy tabulation due date.

Section 17.3: Amendments to these Bylaws affecting the admission or qualification of REALTOR® and Institute Affiliate Members, the use of terms "REALTOR®" and "REALTORS®" or any alteration in the territorial jurisdiction of MIBOR shall become effective only upon approval by the Board of Directors of NAR.

ARTICLE 18

Dissolution

Section 18.1: Upon the dissolution or winding up of affairs of this association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to IAR or, within its discretion, to any other non-profit organization.

ARTICLE 19

Broker Listing Cooperative®

Section 19.1: Authority: MIBOR is, and shall remain, the sole shareholder of the MIBOR Service Corporation ("MSC") which shall be a lawful corporation of the State of Indiana, the non-exclusive purpose of which shall be to maintain for the use of REALTORS® a BLC® listing service.

Section 19.2: Purpose: A Broker Listing Cooperative® listing service (hereinafter referred to as "Broker Listing Cooperative® listing service") is a means by which authorized participants make blanket unilateral offers of compensation to other participants (acting as a buyer agents or in other agency or non-agency capacities defined by law); and agrees to increase the spirit of cooperation among participants by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized participants to prepare appraisals, analyses,

and other valuations of real property for bona fide clients and customers; by which participants engaging in real estate appraisal contribute to common databases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as a procuring cause of the sale (or lease).

Section 19.3: Governing Documents: The MIBOR Board of Directors, as the sole shareholder of MSC, shall exercise its rights and obligations over MSC and any BLC® listing service established by it, be operated pursuant to this Article, and conform to its Corporate Charter, and the Constitution, Bylaws, Rules, Regulations, Policies, Practices and Procedures at all times to the Constitution, Bylaws, Rules, Regulations and Policies of NAR.

Section 19.4: Participation: Any REALTOR® of this or any other association who is a principal, partner, corporate officer or branch manager acting on behalf of a principal, without further qualification, shall be eligible to participate in such BLC® listing service upon agreeing in writing to conform to the rules and regulations thereof and to pay the costs incidental thereto. However, under no circumstances is any individual or firm, regardless of membership status, entitled to Broker Listing Cooperative® listing service "Membership" or "Participation" unless they hold a current valid real estate broker's license and offer or accept compensation to and from other participants or are licensed or certified by the Indiana Real Estate Commission to engage in the appraisal of real property. Use of the information developed by or published by the BLC® listing service is strictly limited to the activities authorized by the Participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey "Participation," or "Membership" or any right of access to information developed or published by the BLC® listing service where access to such information is prohibited by law.

Mere possession of a broker's license is not sufficient to qualify for BLC® listing service participation. Rather, the requirement that an individual or firm offers or accepts cooperation and compensation means that the participant actively endeavors during the operation of its real estate business to list real property of the type listed on the BLC® listing service and/or to accept offers of cooperation and compensation made by listing brokers or agents in the BLC® listing service. "Actively" means on a continual and ongoing basis during the operation of the participant's real estate business. The "actively" requirement is not intended to preclude BLC® listing service participation by a participant or potential participant that operates a real estate business on a part-time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny BLC® listing service participation to a participant or potential participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit a BLC® listing service to deny participation based on the level of service provided by the participant or potential participant as long as the level of service satisfied state law.

The key is that the participant or potential participant actively endeavors to make or accept offers of cooperation and compensation with respect to properties of the type that are listed on the BLC®

listing service in which participation is sought. This requirement does not permit a BLC® listing service to deny participation to a participant or potential participant that operates a "Virtual Office Website" (VOW) (including a VOW that the participant uses to refer customers to other participants) if the participant or potential participant actively endeavors to make or accept offers of cooperation and compensation. A BLC® listing service may evaluate whether a participant or potential participant actively endeavors during the operation of its real estate business to offer or accept cooperation and compensation only if the BLC® listing service has a reasonable basis to believe that the participant or potential participant is in fact not doing so. The membership requirement shall be applied in a nondiscriminatory manner to all participants and potential participants.

NOTE: MIBOR, when there is more than one principal in a real estate firm, defines the chief principal officer of the firm as the BLC® listing cooperative "Participant." Licensees other than principals are not considered "Participants" in the BLC® listing service but have access to and use of the BLC® listing service through the principal(s) with whom they are affiliated.

Section 19.5: Access to Comparable and Statistical Information: MIBOR Members who are actively engaged in real estate brokerage, management, mortgage financing, appraising, land development or building, but who do not participate in such BLC® listing service, are nonetheless entitled to receive, by purchase or lease, information other than current listing information that is generated wholly or in part by the BLC® listing service including "comparable" information, "sold" information and statistical reports. This information is provided for the exclusive use of MIBOR Members and individuals affiliated with MIBOR Members who are also engaged in the real estate business and may not be transmitted, re-transmitted, or provided in any manner to any unauthorized individual, office or firm except as otherwise specified in the rules and regulations applying to the BLC® listing service. MIBOR Members who receive such information, either as a MIBOR service or through MIBOR's separate corporation, are subject to the applicable provisions of the BLC® listing service rules and regulations whether they participate in the BLC® listing service or not.

Section 19.6: Participants and subscribers may be required, at the discretion of the MSC or its designee, to complete additional training of not more than four (4) classroom hours in any twelve (12) month period when deemed necessary by the MSC or its designee to familiarize participants and subscribers with system changes or enhancement and/or changes to BLC® listing service rules or policies. Participants and subscribers must be given the opportunity to complete any mandated additional training remotely.

ARTICLE 20

Divisions of MIBOR

Section 20.1: The Board of Directors may create "Divisions" for the various specializations and interests in the real estate business. Such Divisions may adopt rules and regulations which shall be effective when approved by the Board of Directors.

Section 20.2: Divisions may include, but not be limited to, the various societies, institutes and councils of NAR.

Section 20.3: The names of such Divisions shall include one of the terms "society, institute, council or division" followed by "of the MIBOR REALTOR® Association.

Section 20.4: The Divisions may cause to be collected from each Member and applicant such funds as are permissible under NAR regulations as from time to time amended.

Section 20.5: All actions of the Divisions which may affect the procedures, policies or Bylaws of MIBOR, IAR and NAR must be approved by MIBOR's Board of Directors before becoming effective.

Section 20.6: Membership in the Divisions shall be limited to Members of MIBOR.

ARTICLE 21

Section 21.1: The MIBOR geographic jurisdiction shall be divided into not more than ten (10) Districts. These geographic Districts shall be defined and outlined in written policies.

Section 21.2: Each real estate office shall have the opportunity to change Districts on an annual basis. However, a real estate office may only select a District that is contiguous to the District into which it was originally placed, or which it originally selected.

Section 21.3: All sales associates with a real estate office will automatically become members of the District assigned to/or selected by that real estate office.

Section 21.4: New geographic Districts may be created by a group of REALTOR® Members when they assemble a minimum of ten percent (10%) REALTOR® Membership.

Section 21.5: The purpose of a District shall be to help ensure geographic representation on the MIBOR Board of Directors, to provide a means for Member input and needs identification, and to be a delivery point for Member services.

MIBOR Bylaws:

approved by BOD, June 12, 2018;

approved by membership July 20, 2018;

review and approval by NAR, pending