

**BYLAWS OF THE METROPOLITAN  
INDIANAPOLIS BOARD OF REALTORS® INC.  
"MIBOR"**

Amended April 2009 (NAR Requirements)  
Amended April 2008 (NAR requirements)  
Amended October 2007  
Amended June 2007  
Amended October 2005  
Amended December 2003 (NAR requirements)  
Amended October 2002  
Amended May 2001  
Amended October 1999  
Amended April 1999  
Amended May 1996  
Amended June 1995  
Amended December 1994  
Amended November 1991  
Adopted 1 January 1977

This printing incorporates official revisions and amendments approved by the Membership and the Board of Directors through April 2008.

**ARTICLE 1**

**Name**

Section 1.1: The name of this organization is the METROPOLITAN INDIANAPOLIS BOARD OF REALTORS®, 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 METROPOLITAN INDIANAPOLIS BOARD OF REALTORS®, 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.

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, or financing, 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" company 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.

"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 and meets MIBOR Membership qualifications.

G. "Affiliate Members" shall mean:

1. (Affiliate) Individuals not engaged in the real estate profession who desire information concerning real estate and are in sympathy with the objectives of MIBOR.
2. (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.
3. (Institute Affiliate) Institute Affiliate Members shall be individuals who hold a professional designation awarded by an Institute, Society or Council affiliated with NAR 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.
4. (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.

- H. "Honorary Members" shall mean:
1. (Honorary) Individuals not engaged in the real estate profession who have performed notable service for the real estate profession, the public or MIBOR.
  2. (Student) Individuals seeking a degree with a specialization or major in real estate at an institution of higher learning, who have completed at least two years of college with at least one college level course in real estate and are not engaged in the real estate business on their own account or in association with an established real estate business.
  3. (Retired) Individuals who have held REALTOR®, REALTOR®-ASSOCIATE or Non-resident REALTOR® Membership in MIBOR at least 10 years; are retired from the real estate business; and apply for this classification of membership.
- I. "Broker," "Salesperson" and "Licensee" shall mean any person who is licensed and/or certified by the Indiana Real Estate Commission.
- J. "Principal 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 Principal Broker.
- K. "Designated REALTOR®" shall mean the Principal Broker of a firm whose officers are Members of MIBOR.
- 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. "Recipient" shall mean the person(s) receiving BLC® listing service as a result of and upon association 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.
- 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 united medium for real estate owners and those engaged in the real estate profession whereby their interests may be safe-guarded 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 and Montgomery 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 four major classes of membership: REALTOR®, Affiliate, Franchiser and Honorary.

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, or financing, 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 (b) 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 REALTOR® Member shall hold individual REALTOR® Membership in MIBOR, IAR and NAR.

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 Principal Broker of the firm chooses not to hold REALTOR® Membership in MIBOR, the individual 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: AFFILIATE MEMBERS shall be:

Section 4.1b1: (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 4.1b2: (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 4.1b3: (Institute Affiliate): Institute Affiliate Members shall be individuals who hold a professional designation awarded by an Institute, Society or Council affiliated with NAR 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.

Section 4.1b4: (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 4.1c: FRANCHISOR MEMBERS shall be:

Section 4.1c1: 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 of the rights,

privileges and obligations of REALTOR® Membership (including compliance with the Code of Ethics) EXCEPT: obligations related to Board mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; the right to hold elective office in the local Board, State Association and National Association.

Section 4.1d: HONORARY MEMBERS shall be:

Section 4.1d1: (Honorary): Individuals not engaged in the real estate profession who have performed notable service for the real estate profession, the public or MIBOR.

Section 4.1d2: (Student): Individuals seeking a degree with a specialization or major in real estate at an institution of higher learning, who have completed at least two years of college with at least one college level course in real estate and are not engaged in the real estate business on their own account or in association with an established real estate business.

Section 4.1d3: (Retired): Individuals who have held REALTOR® or REALTOR-ASSOCIATE® Membership in MIBOR at least 10 years; are no longer actively engaged in the real estate business; and apply for this classification of membership.

## **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 pass a reasonable and non-discriminatory written examination 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 three (3) 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 or, has not been adjudged bankrupt in the past three (3) years. 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 Board 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 Principal 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 pass a reasonable and non-discriminatory written examination 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 V, 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 quarterly 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:

Section 5.3a: Upon receipt of an application, notice shall be given to the REALTOR® Members of the applicant's name and written comments invited thereon prior to consideration of the application by the Membership Committee, which Committee shall be composed of the Officers of the Board of Directors.

Section 5.3b: If one or more REALTOR® Members object to the approval of the application, basing such objection on lack of qualifications as set forth in these Bylaws, the objecting Member shall be invited to appear before the Membership Committee and substantiate the objections. Objections which are not substantiated shall be totally disregarded. Objections will not be considered to have been substantiated without (1) informing the applicant in advance, in writing, of the objections and identifying the objecting Member, and (2) giving the applicant an opportunity to appear and establish that the qualifications have been met.

Section 5.3c: MIBOR may require a personal interview with each applicant to clarify the information supplied on the application form and advise the applicant of the New Member Orientation Program, and the need to sign an agreement to abide by the Code of Ethics and other governing documents of MIBOR, IAR and NAR.

Section 5.3d: If the applicant is approved for membership by the Membership Committee, the applicant must complete the New Member Orientation Program one of the next three times it is offered following approval or the approval shall be considered withdrawn.

Section 5.3e: If the Membership Committee does not approve the applicant for membership, a report in writing to the Board of Directors shall be made without delay. If there is any disagreement with the recommendation, this information shall also be transmitted to the Board of Directors.

Section 5.3f: The Board of Directors shall review the qualifications of the unapproved applicant, the recommendation of the Membership Committee, the record of the applicant's understanding of the material covered in the New Member Orientation Program, the applicant's signing of the agreement to abide by the Code of Ethics and the other governing documents of MIBOR, IAR and NAR, and then vote on the applicant's eligibility. If applicant receives a majority vote of the Board of Directors, the applicant shall be declared elected to Membership and shall be so advised in writing.

Section 5.3g: An applicant for Affiliate or Honorary Membership shall be acted upon by the Board of Directors within 45 days from the date of application providing applicant has complied with all requirements for membership.

Section 5.3h: The Board of Directors may not reject an application without first giving the applicant an opportunity to appear before it to be advised, in writing, of the findings and recommendations regarding membership, to call witnesses, to be represented by counsel, and to make such statements as the applicant deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall cause written minutes to be made of any hearing before it or may electronically or mechanically record the proceedings.

Section 5.3i: If the Board of Directors determines that the application should be rejected, it shall record its reasons with the Secretary/Treasurer. If the Board of Directors believes that applicant may resort to legal action because of rejection of the application, it may specify that rejection shall become effective upon entry in a suit by MIBOR for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of 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 one of the next three opportunities it is offered after 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, 2001, through December 31, 2004, and for successive four-year (4) periods thereafter, each REALTOR® Member of the association shall be required to complete quadrennial ethics training of not less than two hours and thirty minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the Member has completed a course of instruction conducted by 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 four-year (4) cycle shall not be required to complete additional ethics training until a new four-year (4) cycle commences.

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

Members suspended for failing to meet the requirement for the first four (4)-year cycle (2001 through 2004) will have until December 31, 2005 to meet the requirement. Failure to meet the requirement by that time will result in automatic termination of membership. Failure to meet the requirement for the second (2005 through 2008) cycle and subsequent four (4)-year cycles will result in suspension of membership for the first two months (January and February) of the year following the end of any four (4)-year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a Member who is still suspended as of that date will be automatically terminated.

## Section 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 Board's 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 MIBOR Rules and Regulations 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 the Board 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 Principal 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 Principal Broker shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, until the Principal 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 Principal 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 Principal Brokers shall report to MIBOR, within 48 hours, 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 Board of Directors may condition the right of the resigning Member to reapply for membership upon the applicant's certification that he will submit to the pending ethics proceeding and will abide by the decision of the hearing panel.

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

Members other than REALTORS® shall have such rights and privileges, including holding an office and shall be subject to such obligations as are prescribed by the Board of Directors in compliance with the Constitution and Bylaws of NAR. Only Affiliate Members shall have the right to vote for the 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 an association or BLC® listing service employee or Association Officer or Director after a hearing in accordance with the established procedures of the association. Disciplinary action may also consist of any sanction authorized in the association's Code of Ethics and Arbitration Manual. 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 named in the complaint, upon consultation with legal counsel for the association. 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, which is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

Section 7.2: It shall be the duty and responsibility of every REALTOR® Member of MIBOR to abide by the Constitution and Bylaws and the Rules and Regulations of MIBOR, the Constitution and Bylaws of the IAR, the Constitution and Bylaws of NAR, and to abide by the Code of Ethics of NAR, 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 NAR, 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®.

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 the Board. 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 other offices of the firm located within the jurisdiction of this board.

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: 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 10.2d1: The dues billing process shall be as follows:

May 1 - The Members shall receive their annual dues billing invoice/statement.

June 1 - Annual dues must be received by this date.

July 1 - 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 MSC services (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 10.2d2: In the event a licensee who holds REALTOR® membership is dropped for nonpayment of Board 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 10.2e: 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 10.2f: Dues for Designated REALTOR® applicants shall be the sum of the dues described in Sections 10.2, 10.2a and 10.1a; and shall be submitted in full at the time of application.

Section 10.2g: 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 10.2h: 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 10.2i: Terminated Members and Members who resign may apply for reinstatement 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 10.2j: 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: FINANCES

The Board of Directors shall govern the finances of MIBOR.

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

Section 10.3b: 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 10.3c: 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 and one (1) appointed Builder Director. 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 shall be elected to a three-year (3) term beginning January 1 of the year following the election.

### Section 11.2

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

District Directors - The MIBOR territorial jurisdiction shall be divided into not more than ten (10) geographical Districts. 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.

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 11.3: The elected Officers of MIBOR shall be a President (who serves as Chairman 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 4.1b 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 and 11.2b) 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 4.1b 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 1 following the election. Candidates receiving the votes of a majority of those in attendance qualified to vote, shall become the new Officers.

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.

## **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.

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.

## **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 Chairman 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.

## **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. 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 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 board, 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 shall maintain for the use of REALTORS® a BLC® listing service, which shall be a lawful corporation of the State of Indiana, all stock of which shall be owned by MIBOR.

Section 19.2: Purpose: A BLC® listing service is a means by which a Participant in the BLC® listing service makes blanket unilateral offers of compensation to the other Participants (acting as buyer agents or in other agency or nonagency capacities defined by law); and agrees to embrace the spirit of cooperation among participants by which cooperation among participants is enhanced. It is further a means by which information is accumulated and disseminated to enable Participants to prepare appraisals and other valuations of real property for bona fide clients and customers. It is further a means 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, customers and the public. Entitlement to compensation is determined by the cooperating Broker's performance as procuring cause of the sale or lease.

Section 19.3: Governing Documents: The Board of Directors shall cause any BLC® listing service established by it, pursuant to this Article, to conform to its Corporate Charter, 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® Member of MIBOR or any other Board in Indiana 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 "Membership" or "Participation" unless they hold a current valid real estate broker's license and offer or accept compensation and cooperation through agency 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 MIBOR's 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 MIBOR's BLC® listing service where access to such information is prohibited by law.

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.

## **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 METROPOLITAN INDIANAPOLIS BOARD OF REALTORS®, INC."

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.

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