

REALTORS® Association of Northwestern Wisconsin

Proposed Revised Bylaws

ARTICLE I – NAME

Section 1. Name. The name of this organization shall be the REALTORS® Association of Northwestern Wisconsin, Incorporated, hereinafter referred to as the “Association.”

Section 2. REALTORS®. Inclusion and retention of the Registered Collective Membership Mark REALTORS® in the name of the Association shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® as from time to time amended.

ARTICLE II – OBJECTIVES

The objectives of the Association are:

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.
2. To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®.
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.
4. To further the interests of home and other real property ownership.
5. To unite those engaged in the real estate profession in this community with the Wisconsin REALTORS® Association and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein.
6. To designate, for the benefit of the public, individuals authorized to use the terms REALTOR® and REALTORS® as licensed, prescribed, and controlled by the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE III – JURISDICTION

Section 1. Territorial Jurisdiction. The territorial jurisdiction of the Association is as defined by the NATIONAL ASSOCIATION OF REALTORS® and outlined in the policies of the Association.

Section 2. Definition. Territorial jurisdiction is defined to mean the right and duty to control the use of the terms REALTOR® and REALTORS®, subject to the conditions set forth in these Bylaws and those of the NATIONAL ASSOCIATION OF REALTORS®, in return for which the Association agrees to protect and safeguard the property rights of the National Association in the terms.

Article IV – Membership

Section 1. There shall be the following classes of members:

(a) REALTOR® Members. Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the State of Wisconsin or a state contiguous thereto.

(b) Institute Affiliate Members. 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.

(c) Affiliate Members. Real estate owners and other individuals or firms who, while not engaged in the real estate profession as defined above, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Association.

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

(e) Honorary Members. Individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for the Association, or for the public.

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

(g) Local Affiliate Members. Individuals associated with an Affiliate member at the local level. Local Affiliate Members shall consist of the second and subsequent members of a State Affiliate's firm who also desire association with this Association.

(h) Local Supplier Members. __Local companies or organizations without state or national scope who wish to support the Association. Local Supplier Members are not eligible for

other categories of membership and shall have rights and privileges as determined by the Board of Directors.

Article V – Qualification and Election

Section 1. Application. An application for membership shall be made in such manner and form as may be prescribed by the Board of Directors. The application form shall include agreement to abide by the Bylaws, Rules and Regulations of the Association, the Wisconsin REALTORS® Association, and the NATIONAL ASSOCIATION OF REALTORS®, and to comply with the Code of Ethics.

Section 2. Qualification. Applicants for REALTOR® Membership must demonstrate they are actively engaged in the real estate profession, maintain a current valid license, and otherwise meet the requirements established in these Bylaws. Non-principal applicants must be associated with a Designated REALTOR®.

Section 3. Election. Applicants shall be granted provisional membership upon submission of application and dues, subject to review by the Board of Directors. Provisional membership is granted subject to completion of membership requirements and may be terminated if requirements are not satisfied.

Section 4. New Member Code of Ethics Orientation. All applicants and members shall comply with the Code of Ethics orientation and continuing training requirements as established by the NATIONAL ASSOCIATION OF REALTORS®. Enforcement procedures shall be maintained in the Association's Policies & Procedures Manual.

Section 5. Discipline of REALTOR® Members. Any REALTOR® member of the association may be disciplined by the board of directors for violations of the Code of Ethics or other duties of membership, after a hearing as described in the Code of Ethics and Arbitration Manual of the association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the Code of Ethics and Arbitration Manual of the National Association.

Section 6. Enforcement of the Code. The responsibility of the Association and of Association members relating to the enforcement of the Code of Ethics, the disciplining of members, and the arbitration of disputes, and the organization and procedures incident thereto, shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as amended from time to time, which is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with Wisconsin law shall be deleted or amended to comply with Wisconsin law.

Section 7. Status Changes. A REALTOR® who changes the conditions under which membership is held must provide written notification to the Association within 30 days. Transitions from non-principal to principal status must be accompanied by satisfaction of all requirements applicable to principal membership.

Article VI – Privileges and Obligations

Section 1. Privileges and Obligations of REALTOR® Members. REALTOR® members in good standing whose financial obligations are paid in full shall be entitled to vote and hold elective office in the Association, may use the terms REALTOR® and REALTORS®, and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Association and the real estate profession. Notwithstanding any provision in these Bylaws to the contrary, no member of the Association other than REALTOR® members shall have the right to vote in Association affairs.

It shall be the duty and responsibility of every REALTOR® member of this Association to abide by the Articles of Incorporation and Bylaws and the rules and regulations of the Association, the Articles of Incorporation and Bylaws of the Wisconsin REALTORS® Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to 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.

Section 2. Discipline. Any Member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Association Rules and Regulations, after a hearing consistent with the Code of Ethics and Arbitration Manual. Although Members other than Realtors® are not subject to the Code of Ethics nor its enforcement by the Association, such Members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, Members other than REALTORS® may, upon recommendation of an appropriate committee of the association 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® as set forth in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. Violation of Code of Ethics. Any REALTOR® Member may be disciplined for violations of the Code of Ethics, after a hearing as provided in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®.

Section 4. Resignation of Members. Resignations of Members shall become effective when received in writing by the Board of Directors, provided financial obligations have been satisfied. Reapplication may be conditioned upon payment of such obligations.

Section 5. Resignation with Ethics Complaint Pending. If a member resigns with an ethics complaint pending, the complaint shall be processed until final disposition. Discipline ratified shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®.

Section 6. REALTOR® Members – Firm Responsibilities. If a REALTOR® Member who is a sole proprietor, partner, or officer is suspended or expelled, the firm shall not use the terms REALTOR® or REALTORS® during the suspension, unless the disciplined Member severs connection or relinquishes management control.

Section 7. Institute Affiliate Members. Institute Affiliate Members shall have rights and obligations consistent with NAR Bylaws.

Section 8. Affiliate Members. Affiliate Members shall have rights and privileges as prescribed by the Board of Directors.

Section 9. Public Service Members. Public Service Members shall have rights and privileges as prescribed by the Board of Directors.

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

Section 11. Student Members. Student Members shall have rights and privileges as prescribed by the Board of Directors.

Section 12. Local Affiliate Members. Local Affiliate Members shall have rights and privileges as prescribed by the Board of Directors.

Section 13. Certification by Designated REALTOR®. Designated REALTOR® Members shall annually certify to the Association a complete listing of all individuals licensed or certified in the REALTOR®'s office(s) and designate a primary Association for each.

Section 14. Harassment. The Association shall maintain and enforce a harassment complaint process as outlined in the Policies & Procedures Manual.

ARTICLE VII – USE OF THE TERMS REALTOR® AND REALTORS®

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

Section 1. Use of the terms REALTOR® and REALTORS® by members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® and to the Rules and Regulations prescribed by its Board of Directors. The Association shall have the authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS®, use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the Association's Code of Ethics and Arbitration Manual.

Section 2. REALTOR® members of the Association shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their places of business within the

state or a state contiguous thereto so long as they remain REALTOR® members in good standing. No other class of members shall have this privilege.

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

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, corporation 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, corporation officer, or branch office manager holds REALTOR® membership, the term REALTOR® or REALTORS® may not be used in any reference to those additional places of business.

Section 4. Institute Affiliate Members shall not use the terms REALTOR® or REALTORS® nor the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE VIII – STATE AND NATIONAL MEMBERSHIPS

Section 1. The Association shall be a Member of the NATIONAL ASSOCIATION OF REALTORS® and the Wisconsin REALTORS® Association. By reason of the Association's membership, each REALTOR® member of the Association shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the Wisconsin REALTORS® Association without further payment of dues. The Association shall continue as a member of the Wisconsin REALTORS® Association and NATIONAL ASSOCIATION OF REALTORS®, unless by a majority vote of all of its REALTOR® members, decision is made to withdraw, in which case the Wisconsin REALTORS® Association and NATIONAL ASSOCIATION OF REALTORS® shall be notified at least one month in advance of the date designated for the termination of such membership.

Section 2. The Association recognizes the exclusive property rights of the NATIONAL ASSOCIATION OF REALTORS® in the terms REALTOR® and REALTORS®. The Association shall discontinue use of the terms in any form in its name, upon ceasing to be a member of the NATIONAL ASSOCIATION OF REALTORS®, or upon a determination by the board of directors of the NATIONAL ASSOCIATION OF REALTORS® that it has violated the conditions imposed upon the terms.

Section 3. The Association adopts the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and agrees to enforce the Code among its REALTOR® members. The Association and all of its members agree to abide by the Constitution, Bylaws, Rules and

Regulations, and policies of the NATIONAL ASSOCIATION OF REALTORS® and the Wisconsin REALTORS® Association.

Article IX – Dues and Assessments

The Board shall establish annual dues and fees for all membership classes. Additional financial policies, including payment schedules, late fees, and refunds, shall be set forth in the Policies & Procedures Manual.

Article X – Deposits and Expenditures

All funds of the Association shall be deposited in financial institutions designated by the Board. Expenditures shall be made in accordance with policies and procedures adopted by the Board.

Article XI – Officers and Directors

Section 1. Officers. The officers of the Association shall be: President, President-Elect, Vice-President, and Treasurer. Officer terms shall be as provided in section 3 and article XIII.

Section 2. Board of Directors. The governing body of the Association shall be a Board of Directors consisting of the four Officers, the immediate Past President, one Past President representative elected annually by the Past Presidents, and six (6) elected REALTOR® Members of the Association. The Board may also include up to two (2) non-REALTOR® Directors appointed by the Board to provide expertise and perspective, with full voting rights.

The Board of Directors shall govern the affairs of the Association, discharge their fiduciary duties in good faith, approve budgets and policies, and represent the interests of the membership as a whole.

Section 3. Terms.

Officer Terms.

(a) President-Elect and President.

The President-Elect shall be elected by the membership to a one (1) year term and shall automatically succeed to the office of President upon the completion of the President's term or if the office of President becomes vacant. The President shall serve for one (1) year and is not eligible for immediate re-election to that office.

(b) Vice President.

The Vice President shall be elected by the membership to a one (1) year term and may be reelected for one additional term.

(c) Treasurer.

The Treasurer shall be appointed by vote of the Board of Directors for a one (1) year term. The Treasurer shall be eligible for re-appointment, subject to Board approval.

Vacancies.

In the event of a vacancy in the office of President, the President-Elect shall assume the office of President and serve the unexpired term. Vacancies in other offices shall be filled for the balance of the unexpired term by the Board of Directors.

Director Terms.

Directors shall serve no more than two consecutive three-year terms. Terms will be staggered so that at least two director positions stand for election each year. A one-year break is required after a second consecutive term before a member may be eligible for re-election.

Section 4. Executive Committee. The Executive Committee shall consist of the President, President-Elect, Vice-President, Treasurer, and Immediate Past President, and shall have authority to act for the Association between meetings of the Board, subject to review by the Board.

Section 5. Powers. The Board of Directors shall have full power to govern the Association, to adopt rules and regulations consistent with these Bylaws, and to establish committees and task forces as necessary.

Section 6. Quorum. A majority of the members of the Board of Directors shall constitute a quorum.

Section 7. Duties of Officers. The duties of the officers shall be as follows:

(a) President – Shall be the chief elected officer of the Association, preside at meetings of the membership, Board of Directors, and Executive Committee, and perform other duties usual to the office.

(b) President-Elect – Shall perform the duties of the President in the event of the President's absence or incapacity and shall automatically succeed to the office of President after completion of the President's term.

(c) Vice President – Shall assist the President and President-Elect and perform such duties as may be assigned by the Board.

(d) Treasurer – Shall be responsible for overseeing the financial affairs of the Association, subject to policies established by the Board of Directors. If there is no Chief Staff Executive or Executive Vice President, the Treasurer shall also perform the duties of Secretary, including ensuring accurate records of all meetings and actions are maintained. The Treasurer shall possess demonstrated experience in financial management, accounting, or related fiscal oversight, and be qualified to ensure the sound stewardship, reporting, and safeguarding of the Association's assets.

Section 8. Chief Executive Officer/Association Executive. The Board of Directors shall employ a Chief Staff Executive / Chief Executive Officer (CEO) who shall be the chief staff

officer of the Association, responsible to the Board of Directors. The CEO shall have authority over the hiring, supervision, and termination of staff and shall be responsible for the day-to-day operations of the Association in accordance with policies established by the Board. The CEO shall also serve as the Secretary of the Association.

Section 9. Removal. Any Officer or Director may be removed from office by a two-thirds vote of the Board of Directors for conduct contrary to the best interests of the Association or for failure to perform the duties of office.

Section 10. Ex-Officio Directors

Members of the Association who are currently serving in an elected or appointed position with the Wisconsin REALTORS® Association or the National Association of REALTORS® shall serve as ex-officio, non-voting members of the Board of Directors for the duration of their current term and, if reappointed or reelected, for no more than two consecutive 2 year terms on the RANWW Board.

These ex-officio Directors may attend meetings, participate in discussions, and provide reports or updates, but shall not be counted for quorum purposes or entitled to vote on Board actions.

Article XII – Meetings of Directors and Officers

Section 1. Regular Meetings. The Board of Directors shall meet regularly at such times and places as the Board may determine.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the President or by a majority of the Directors. Notice shall be given to each Director not less than three (3) days prior to such meeting.

Section 3. Quorum. A majority of the voting Directors shall constitute a quorum for the transaction of business.

Section 4. Voting. The vote of a majority of voting Directors present and voting at a meeting at which a quorum is present shall be sufficient to transact the business of the Board.

Section 5. Virtual Meetings. Meetings of the Board of Directors and Executive Committee may be held through electronic means (e.g., teleconference or videoconference) provided that all participants may communicate with one another simultaneously. The Board may establish policies and procedures governing virtual and electronic meetings.

Article XIII – Election of Officers and Directors

Section 1. Nominating Committee. The President shall appoint, with the approval of the Board of Directors, a Nominating Committee to present a slate of candidates for elective office. The Nominating Committee shall consist of five (5) REALTOR® members in good standing, appointed annually by the President and approved by the Board of Directors. The

President shall designate the Chair. The composition of the Committee shall reflect a broad cross-section of the membership, including geographic diversity, firm size, and specialties.

The Nominating Committee shall be responsible for developing and presenting a slate of qualified candidates for membership-elected Officer and Director positions. The Committee shall ensure that all nominees meet the eligibility criteria set forth in these Bylaws, including good standing, active involvement, and compliance with the Code of Ethics. The Nominating Committee shall announce its report to the membership no later than August 15 each year.

Section 2. Notice to Members. Notice of the slate of candidates and election procedures shall be provided to all members through official Association communications at least thirty (30) days prior to the election.

Section 3. Additional Nominations. Additional candidates may be placed in nomination by petition, in accordance with procedures established by the Board of Directors and consistent with these Bylaws and the Policies & Procedures Manual.

Section 4. Election Timing. Elections shall be conducted during the month of October, with results certified no later than October 31. Newly elected Officers and Directors shall assume office on January 1.

Section 5. Method of Voting. Voting may be conducted by secure electronic ballot or by other methods approved by the Board of Directors, ensuring confidentiality, accuracy, and member access.

Section 6. Election Procedures. Election procedures, shall be established by the Board of Directors prior to the presentation of a slate of candidates by the Nominating Committee.

Article XIV – Committees

Section 1. Standing Committees. The Association shall maintain a Nominating Committee and such standing committees as are required by the National Association of REALTORS®, including Professional Standards and Grievance Committees. Other committees, task forces, or work groups may be established or dissolved by the Board of Directors as needed to meet the strategic and operational needs of the Association.

Section 2. Appointment. Committee members shall be appointed by the President, subject to confirmation by the Board of Directors, unless otherwise required by these Bylaws or the Policies & Procedures Manual.

Section 3. Duties. Committees shall perform the duties assigned by the Bylaws, the Policies & Procedures Manual, or the Board of Directors.

Section 4. Policies Manual. Further details regarding committee operations, responsibilities, and procedures shall be set forth in the Policies & Procedures Manual.

Article XV – Fiscal and Elective Year

Section 1. Fiscal Year. The fiscal year of the Association shall be established by resolution of the Board of Directors, allowing flexibility to align with operational and reporting requirements

Section 2. Elective Year. The elective year of the Association shall begin on January 1 and end on December 31.

Article XVI – Rules of Order

Section 1. Parliamentary Authority. The proceedings of the Association shall be governed by the latest edition of Robert's Rules of Order Newly Revised, in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or Policies & Procedures Manual of the Association.

Article XVII – Amendments

Section 1. Amendment Authority. These Bylaws may be amended by a two-thirds (2/3) vote of the Members present and qualified to vote at any general membership meeting, provided that written notice of the proposed amendment has been given to every Member at least thirty (30) days prior to the meeting.

Section 2. Consistency. These Bylaws may be amended by a two-thirds (2/3) vote of the Members present and qualified to vote at any general membership meeting, provided that written notice of the proposed amendment has been given to every Member at least thirty (30) days prior to the meeting.

ARTICLE XVIII – DISSOLUTION

Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities, distribute the remaining assets of the Association to the NATIONAL ASSOCIATION OF REALTORS® and the WISCONSIN REALTORS® ASSOCIATION. If neither exists, such assets shall be distributed to one or more nonprofit, tax-exempt organizations as determined by the Board of Directors.

ARTICLE XIX – MULTIPLE LISTING SERVICE

Section 1. Authority. The Association shall maintain for the use of its members a MLS which shall be a lawful corporation of the state of Wisconsin, all the stock of which shall be owned by the Association.

Section 2. Governing Documents. The Board of Directors shall cause any MLS established by it pursuant to this Article to conform its Articles of Incorporation, Bylaws, Rules and Regulations, and policies, practices, and procedures at all times to the Constitution, Bylaws, Rules, Regulations, and Policies of the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE XX – ELECTRONIC WRITINGS AND SIGNATURES

Section 1. To the extent not already covered elsewhere in these Bylaws, all references herein to “writing” or “signed” (or similar terms) shall be deemed to including electronic writings and signatures. For example, such electronic writings and signatures may include and/or be given via e-mail, text, fax, etc.