Eugene REALTORS® Bylaws

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EUGENE REALTORS®

Approved by Membership on 10/14/2026

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Eugene REALTORS® Bylaws

ARTICLE I - NAME

SECTION 1. NAME

The legal name of this organization is Eugene Association of REALTORS®, DBA Eugene REALTORS®, hereinafter referred to as the "Association" or "ER".

SECTION 2. RESTATEMENT

This is a complete restatement of any and all prior Bylaws of this Association.

ARTICLE II - OBJECTIVES

SECTION 1. OBJECTIVES

The objectives of the Association are:

A. 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.
B. 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®.
C. 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.
D. To further the interests of home, and other real property, ownership.
E. To unite those engaged in the real estate profession in this community with the Oregon REALTORS® and the National Association of REALTORS®, thereby furthering their own objectives throughout the state and the nation and obtaining the benefits and privileges of membership therein.
F. 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.

The territorial jurisdiction of the Association, as a Member of the National Association of REALTORS®, shall include:

> That part of Lane County, Oregon, lying South of that center line extending westward from the east 1/4 corner of Section 28 T 16 S, R3W WM to the west 1/4 corner of Section 30, T 16 S, R7W; east of R8W; north of T 19 S; and west of a line extending southward from the east 1/4 corner of Section 28, T 16 S, R3W along the north/south center line of R3W to its intersection with Highway I-5, then on southward along I-5 to the Willamette River; then southwesterly up the Willamette River to the west line of R2W; then south along the west line of R2W to the north line of T 19 S WM. Together with that part of Lane County in R1W lying south of a diagonal line extending southeasterly from the northwest corner of T 19 S, R2W to the southeast corner of T20 S, R.W WM; also that part lying west of R2W, east of R8W, and south of T 18 S WM; also that part of Douglas County lying north of T 23 S and east of R7W WM.

SECTION 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 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.
The classes of membership shall be as follows:

A. REALTOR® MEMBERS
B. INSTITUTE AFFILIATE MEMBERS
C. AFFILIATE MEMBERS
D. PUBLIC SERVICE MEMBERS

SECTION 2. REALTOR® MEMBERS

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

a. Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the state of Oregon or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto shall qualify for REALTOR® membership only, and each is required to hold REALTOR® membership (except as provided in the following paragraph) in an association of REALTORS® within the state or a state contiguous thereto, unless otherwise qualified for Institute Affiliate membership.

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

b. Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers and are associated with a REALTOR® member and meet the qualifications.

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

d. PRIMARY and SECONDARY REALTOR® MEMBERS. An individual is a primary member if the Association pays State and National dues based on such member. An individual is a secondary member if State and National dues are remitted through another association. One of the principals in a real estate firm must be a Designated REALTOR® member of the Association in order for licensees affiliated with the firm to select the Association as their "primary" association.

e. DESIGNATED REALTOR® MEMBERS. Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® member who shall be responsible for all duties and obligations of membership, including the obligation to arbitrate pursuant to Article 17 of the Code of Ethics and the payment of Association dues. The "Designated REALTOR®" must be a sole proprietor, partner, corporate officer, or branch office manager acting on behalf of the firm's principal(s) and must meet all other qualifications for REALTOR® membership.

SECTION 3. INSTITUTE AFFILIATE MEMBERS

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

SECTION 4. AFFILIATE MEMBERS

Affiliate Membership may be granted to individuals or entities engaged in a profession, business, or service related to or supporting the real estate industry, including, but not limited to, mortgage lending, title and escrow services, appraisal, inspection, photography, staging, insurance, legal, accounting, property maintenance, marketing, technology, and similar fields.

Affiliate Membership may also be granted to an individual or entity who is licensed to engage in real estate or a related profession, provided that the individual's primary business activities do not substantially compete with the residential real estate brokerage services generally provided by REALTOR® members of the Association and who is not associated either as an employee or as an independent contractor with a designated REALTOR® member of the Association or a designated REALTOR® member of another association. Examples may include, but are not limited to, commercial real estate brokerage, commercial leasing, property management, real estate consulting, or other specialized real estate services, as determined by the Board of Directors.

The Board of Directors shall have the authority to determine whether an applicant qualifies for Affiliate Membership under this section, and its determination shall be final.

SECTION 5. PUBLIC SERVICE MEMBERS

Public Service Members shall be 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 affiliation with an established real estate business.

SECTION 6.

Institute Affiliate, Affiliate, and Public Service Members shall not have the right to vote or hold elective office in the Association.

SECTION 7.

There shall be no discrimination against any member or applicant for membership by reason of race, creed, religion, color, sex, disability, age, national origin, political affiliation, sexual orientation or gender identity as defined in Oregon Statute.

ARTICLE V - APPLICATION, QUALIFICATION, AND APPROVAL

SECTION 1. APPLICATION

Application for membership shall be submitted in the form and manner prescribed by the Board of Directors. Each applicant shall provide the information necessary to establish eligibility, agree to abide by the governing documents of the Association, the Constitution, Bylaws, and Code of Ethics of the State and National Associations of REALTORS®, and satisfy such application requirements as may be established by the Board consistent with these Bylaws, ER Policies, and NAR policy.

Application for membership shall be submitted in the form and manner prescribed by the Board of Directors and shall be made available upon request. The application shall include the following statements to be executed by the applicant:

A. That applicant consents that the Association, through its Membership Committee or otherwise, 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 the Association 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, or defamation of character.

SECTION 2. QUALIFICATION

A. An applicant for REALTOR® membership shall:
   a. Hold a current, valid real estate broker, principal broker, or appraiser license or certification appropriate to the class of membership sought.

b. Be actively engaged in the real estate business and affiliated with a real estate firm located in Oregon or a contiguous state.
c. Maintain a place of business in Oregon or a contiguous state.
d. Complete the Association's orientation program within the time prescribed by the Board of Directors (unless secondary).
e. Meet all mandatory membership qualification requirements established by the National Association of REALTORS® applicable to local associations, including any restrictions relating to unresolved Code of Ethics discipline or other mandatory membership obligations.

B. The association will also consider the following in determining an applicant's qualifications for REALTOR® membership:
a. All final findings of Code of Ethics violations and violations of other membership duties in this or any other REALTOR® association within the past three (3) years
b. Pending ethics complaints (or hearings)
c. Unsatisfied discipline pending
d. Pending arbitration requests (or hearings)
e. Unpaid arbitration awards or unpaid financial obligations to this or any other REALTOR® association
f. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm

C. "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, 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 (6) 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/she 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 3. APPROVAL

A. The Association Administrator (or authorized designee) shall review each application to determine whether the applicant has applied for the appropriate class of membership and has submitted the information and materials required by these Bylaws and the policies of the Association.
B. Applications determined to satisfy the qualifications for membership may be submitted to the Board of Directors for approval, including by consent agenda or other procedure established by the Board. Upon Board approval, the applicant shall become a member and shall be notified accordingly.
C. If the Association determines that an applicant may not satisfy the qualifications for membership, the application shall not be approved until the applicant has been afforded the notice and opportunity to be heard required by these Bylaws and applicable National Association of REALTORS® policy.
D. If the Board determines that an application should be denied, it shall state the reasons for its decision in the Association's records and shall provide notice to the applicant.

SECTION 4. REQUIRED REALTOR® TRAINING

A. **CODE OF ETHICS TRAINING**

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

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

b. **CONTINUING REALTOR® CODE OF ETHICS TRAINING.** Effective January 1, 2025, through December 31, 2027 and for successive three year periods thereafter, each REALTOR® member of the Association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State Association of REALTORS® or the National Association of REALTORS®, which meets the learning objectives and minimum criteria established by the National Association of REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any three year cycle shall not be required to complete additional ethics training until a new three year cycle commences.

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

B. **FAIR HOUSING TRAINING**

a. **NEW MEMBER FAIR HOUSING ORIENTATION.** Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete Fair Housing training of not less than two (2) hours of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State Association of REALTORS®, the National Association of REALTORS®, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the National Association of REALTORS® from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to gain or maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the National Association of REALTORS® from time to time. This requirement does not apply to applicants for REALTOR® membership who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less.

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

b. **CONTINUING FAIR HOUSING TRAINING.** Effective January 1, 2025, through December 31, 2027 and for successive three year periods thereafter, each REALTOR® member of the Association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete Fair Housing training of not less than two (2) hours of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State Association of REALTORS®, the National Association of REALTORS®, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the National Association of REALTORS® from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the National Association of REALTORS® from time to time. REALTOR® members who have completed Fair Housing training as a requirement of membership in another Association shall not be required to complete additional Fair Housing training until a new three year cycle commences.

Failure to satisfy the required periodic Fair Housing training shall be considered a violation of a membership duty. Failure to meet the requirement in any three year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

ARTICLE VI - PRIVILEGES AND OBLIGATIONS

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

SECTION 1. OBLIGATIONS OF REALTOR® MEMBERS

It shall be the duty and responsibility of every REALTOR® member of this Association to safeguard and promote the standards, interests, and welfare of the Association and the real estate profession, and to protect against conduct that may cause a lack of public confidence in the real estate profession or in REALTORS®. REALTOR® members also must abide by the governing documents and policies of the Association, the State Association, and the National Association of REALTORS®, as well as the Code of Ethics of the National Association of REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and in accordance with the procedures set forth in the Code of Ethics and Arbitration manual.

Every REALTOR® member shall maintain a high level of integrity and adhere to the Association's membership criteria. Any violent act or threat of violence to person or property, hateful conduct, or acts of moral turpitude impacting the public shall not be tolerated and may be cause for disciplinary action, up to and including termination of membership.

SECTION 2. 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 3. STATUS CHANGES

A. A REALTOR® who changes the conditions under which they hold membership shall be required to provide written notification to the Association within 30 days. A REALTOR® (non-principal) who becomes a principal in the firm with which they have 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 30 days of the date they advised the association of their change in status, their new membership application will terminate automatically unless otherwise so directed by the board of directors.

   A REALTOR® who is transferring his/her license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all of the privileges and obligations of membership during the period of transition. If the transfer is not completed within 30 days of the date the association is advised of the disaffiliation with the current firm, membership 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 Association's Bylaws.

B. 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.

C. Dues shall be prorated from the first day of the month in which the member is notified of election by the board of directors and shall be based on the new membership status for the remainder of the year.

SECTION 4. PRIVILEGES OF REALTOR® MEMBERS

REALTOR® members, whether primary or secondary, in good standing are entitled to vote and to hold elective office in the Association and may use the term REALTOR®. For purposes of this section, the term "good standing" means the member satisfies the "Obligations of REALTOR® Members", is current with all financial and disciplinary obligations to the Association, has completed any new member requirements, and complies with NAR's trademark rules.

SECTION 5. INSTITUTE AFFILIATE MEMBERS
Institute Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors consistent with the Constitution and Bylaws of the National Association of REALTORS®.

SECTION 6. AFFILIATE MEMBERS
Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the board of directors.

SECTION 7. PUBLIC SERVICE MEMBERS
Public Service Members shall have rights and privileges and be subject to obligations prescribed by the board of directors.

ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION

SECTION 1. ENFORCEMENT OF THE CODE.
The responsibility of the Association and of Association Members relating to the enforcement of the Code of Ethics, the disciplining of Members, and the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the National Association of REALTORS®, as amended from time to time, which is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

SECTION 2.
It shall be the duty and responsibility of every REALTOR® member of this Association to abide by the Constitution and Bylaws and the rules and regulations of the Association, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the National Association of REALTORS®, and to abide by the Code of Ethics of the National Association of REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this Association, as from time to time amended.

ARTICLE VIII - 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.

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

REALTOR® members of the Association shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their places of business within the state or a state contiguous thereto so long as they remain REALTOR® members in good standing. No other class of members shall have this privilege.

A REALTOR® principal member may use the terms REALTOR® and REALTORS®, only if all the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto are REALTOR® members or Institute Affiliate members.

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

Institute Affiliate members shall not use the terms REALTOR® or REALTORS®, nor the imprint of the emblem seal of the National Association of REALTORS®.

ARTICLE IX - STATE AND NATIONAL MEMBERSHIPS

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

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

The Association adopts the Code of Ethics of the National Association of REALTORS® and agrees to enforce the Code among its REALTOR® members. The Association and all of its members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the National Association.

ARTICLE X - DUES AND ASSESSMENTS

SECTION 1. APPLICATION FEE

The board of directors may adopt an application fee for REALTOR® membership in reasonable amount, not exceeding three (3) times the amount of the annual dues for REALTOR® membership, which shall be required to accompany each application for REALTOR® membership and which shall become the property of the Association upon final approval of the application.

SECTION 2. DUES

The annual dues of members shall be as follows.

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

   A REALTOR® member of a Member Board shall be held to be any member who has a place or places of business within the state or a state contiguous thereto and who, as a principal is actively engaged in the real estate profession as defined in Article III, Section 1 of the Constitution of the National Association of REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business provided that such licensee is not otherwise included in the computation of dues payable by the principal of the entity.

   A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the Association on a form approved by the Association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, renting, managing, counseling, or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the

form for purposes of this section and shall not be included in calculating the annual dues of the designated REALTOR®. Designated REALTORS® shall notify the Association within three (3) days of any change in status of licensees in a referral firm.

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

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

B. **REALTOR® MEMBERS DUES**. The annual dues of REALTOR® members other than the designated REALTOR® shall be as established annually by the board of directors.

C. **INSTITUTE AFFILIATE MEMBERS DUES.** The annual dues of each Institute Affiliate member shall be as established in Article II of the Bylaws of the National Association of REALTORS®.

D. **AFFILIATE MEMBERS.** The annual dues of each Affiliate Member shall be established annually by the Board of Directors.

E. **PUBLIC SERVICE MEMBERS.** The annual dues of each Public Service member shall be as established annually by the Board of Directors.

SECTION 3. DUES PAYABLE

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

In the event a licensee or licensed or certified appraiser who holds REALTOR® membership is dropped for nonpayment of Association dues, and the individual remains with the Designated REALTOR®'s firm, the dues obligation of the Designated REALTOR® (as set forth in Article X, Section 2 [A]) will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from the first day of the current fiscal year.

SECTION 4. NOTICE AND CONSEQUENCES OF DELINQUENT FINANCIAL OBLIGATIONS

The Association shall provide written notice to any Member who has a delinquent financial obligation. The notice shall state the amount owed and the deadline for payment.

A. If the amount remains unpaid one (1) month after the due date, the Board of Directors may move the Member to provisional status.
B. If the amount remains unpaid two (2) months after the due date, the Board of Directors may terminate the Member's membership.
C. If the amount remains unpaid three (3) months after the due date, the Member's membership shall automatically terminate.

A Member shall not be suspended or terminated for nonpayment of a disputed amount until the Board of Directors has reviewed the matter and confirmed the amount owed.

A former Member whose membership was terminated for nonpayment may apply for membership again through the process required for new applicants. Before membership may be reinstated, the former Member must pay all amounts that were outstanding on the date of termination.

SECTION 5. DEPOSITS AND EXPENDITURES OF DUES, FEES, FINES, AND ASSESSMENTS

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

ARTICLE XI - OFFICERS AND DIRECTORS

SECTION 1. OFFICERS

The elected officers of the Association shall be: a President, a President-Elect, a Treasurer, and the Immediate Past President. The President-Elect shall be elected for a term of one-year and shall serve as the President the following year and Immediate Past President in the third year.

SECTION 2. DUTIES OF OFFICERS AND DIRECTORS

The officers and directors shall perform the duties established in these Bylaws, the Association's Policies and Procedures, and any additional duties assigned by the Board of Directors.

The Association Administrator (or designee) shall maintain the Association's records and manage necessary correspondence with the National Association of REALTORS® and Oregon REALTORS®.

SECTION 3. BOARD OF DIRECTORS

The governing body of the Association shall be a board of directors consisting of the elected officers and no less than 6 elected REALTOR® members of the association.

SECTION 4. ELECTION OF OFFICERS AND DIRECTORS

A. A Nominating Committee shall review applicants and recommend a slate of qualified candidates to the Board of Directors in accordance with the Election Policy adopted by the Board of Directors. The Board of Directors shall approve the official slate of candidates for submission to the REALTOR® Members eligible to vote.

B. All candidates must meet the qualifications established in these Bylaws. Only candidates included on the official slate approved by the Board of Directors shall be eligible for election.

C. Officers and Directors shall be elected by the REALTOR® Members eligible to vote at the annual meeting or by written or electronic ballot, as permitted by Oregon law. The election shall be conducted, and the results determined and certified, in accordance with the Election Policy adopted by the Board of Directors.

SECTION 5. VACANCIES.

Vacancies among the members of the Board of Directors shall be filled by appointment of the President, subject to approval by a simple majority vote of the Board of Directors. Any person appointed to fill a vacancy shall serve until the next annual installation.

SECTION 6. REMOVAL OF OFFICERS AND DIRECTORS.

A. **REMOVAL OF A DIRECTOR BY THE BOARD OF DIRECTORS.**

As permitted by ORS 65.324(5), a Director may be removed by the affirmative vote of a majority of all Directors then in office for any of the following reasons, provided the applicable reason for removal was set forth in these Bylaws at the beginning of the Director's term:

a. The Director ceases to meet the eligibility or qualification requirements for service on the Board of Directors;
b. The Director materially violates the Code of Conduct applicable to the Director and in effect at the beginning of the Director's term;
c. The Director materially breaches the fiduciary duties of the position;
d. The Director fails or is unable to fulfill the duties and responsibilities of the position; or
e. The Director engages in conduct materially detrimental to the interests or operations of the Association.
f. The Director fails to satisfy attendance requirements set forth in these Bylaws.

Before a vote is taken, the Director shall receive written notice of the grounds for the proposed removal and a reasonable opportunity to respond. The Director who is the subject of the proposed removal shall not vote on the matter.

B. **REMOVAL BY THE VOTING MEMBERS**

An Officer or Director elected by the voting Members may be removed, with or without cause as permitted by applicable law, at a special meeting of the voting Members called for that purpose. The special meeting may be called by the Board of Directors or upon written demand signed by 10% of voting Members.

A written demand for removal shall be delivered to the President (unless the President is the subject of the proposed removal, then it shall be delivered to the President-Elect) and shall identify the Officer or Director whose removal is proposed. When removal for cause is sought, the demand shall specifically state the grounds for the proposed removal.

The special meeting shall be held not fewer than twenty (20) days and not more than forty-five (45) days after receipt of the written demand. The Officer or Director whose removal is proposed shall receive written notice of the proposed removal and a reasonable opportunity to respond.

Notice of the special meeting shall be provided to all voting Members at least ten (10) days before the meeting and shall state that the purpose, or one of the purposes, of the meeting is to consider removal of the identified Officer or Director.

The meeting shall be conducted by the President unless the President is the subject of the proposed removal. In that event, the next highest-ranking Officer who is not subject to the proposed removal shall conduct the meeting.

Removal shall require the affirmative vote of the majority of voting Members present or participating.

C. **EFFECT OF REMOVAL**.
Administrative procedures for implementing this Section may be further outlined in policies adopted by the Board of Directors, provided those policies are consistent with these Bylaws and applicable law.

SECTION 7. ASSOCIATION ADMINISTRATOR
There shall be an Association Administrator, appointed by the board of directors, who shall be the primary staff member listed in the State and National Associations' databases and shall perform such other duties as prescribed by the board of directors.

ARTICLE XII - MEETINGS

SECTION 1. ANNUAL MEETINGS
The annual meeting of the Association shall be held no less than once each year, the date, place, and hour to be designated by the Board of Directors.

SECTION 2. MEETING OF DIRECTORS
The Board of Directors shall designate a regular time and place of meetings. Absence from three (3) regular meetings shall subject Director to removal per ORS 65.324(5) as described in Article XI, Section 6[A]f. of these Bylaws. A quorum for the transaction of business shall be a majority of the board of directors, except as may otherwise be required by state law. In the case of an OR Director, regular meetings include OR Board of Directors Meetings.

SECTION 3. OTHER MEETINGS
Meetings of the members may be held at other times as the president or the board of directors may determine, or upon the written request of at least 51% of the members eligible to vote.

SECTION 4. NOTICE OF MEETINGS
Written notice shall be given to every Member entitled to participate in the meeting at least one (1) week preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

SECTION 5. QUORUM FOR MEMBERSHIP MEETINGS
A quorum for the transaction of business at any regular or special meeting of the membership shall consist of at least fifty-one percent (51%) of the Members who are eligible to vote under these Bylaws and who are participating in the meeting.

SECTION 6. ELECTRONIC TRANSACTION OF BUSINESS
To the fullest extent permitted by law, the board of directors or membership may conduct business by electronic means.

SECTION 7. ACTION BY ELECTRONIC MEANS
Unless the Articles of Incorporation or these Bylaws require a meeting, the Board of Directors may take action without a meeting by electronic mail or other electronic means in accordance with applicable law.

The Association Administrator, President, or other person authorized by the Board shall provide each Director with notice of the matter to be considered and the deadline for voting. The voting period shall be at least 48 hours unless a longer period is required by law or these Bylaws.

An affirmative vote of a majority of the Directors then in office shall constitute an act of the Board, unless the Articles of Incorporation or these Bylaws require a greater vote. A Director may vote in favor, against, or abstain, and may change the Director's vote before the voting deadline.

The electronic announcement and a record of all votes received shall be retained with the Association's corporate records and reported in the minutes of the next Board meeting. An action taken by electronic means shall be effective at the expiration of the voting period unless the electronic notice specifies a different effective date.

Electronic voting shall not be used when applicable law, the Articles of Incorporation, or these Bylaws require the matter to be considered at a meeting of the Board.

ARTICLE XIII - COMMITTEES

The Board of Directors may establish or dissolve standing and special committees as it determines necessary. The appointment, composition, leadership, terms, duties, procedures, and operation of committees shall be as outlined in policies adopted by the Board of Directors.

ARTICLE XIV - FISCAL AND ELECTIVE YEAR

SECTION 1. The fiscal year of the Association shall be the calendar year.

SECTION 2. The elective year of the Association shall be the calendar year.

ARTICLE XV - RULES OF ORDER

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

ARTICLE XVI - AMENDMENTS

SECTION 1.
These Bylaws may be amended by majority vote of the voting Members at any meeting, provided the substance of such proposed amendment(s) shall be plainly stated in the call for the meeting.

SECTION 2.
Notice of all meetings at which such amendments are to be considered shall be given by means of established method of dissemination of information to every active member at least one week prior to the meeting.

SECTION 3. NAR-MANDATED AMENDMENTS
When an amendment to these Bylaws is mandated by the National Association of REALTORS®, these Bylaws shall be deemed automatically amended as of the effective date established by the National Association of REALTORS®, without further action by the membership or Board of Directors.

SECTION 4. CLERICAL CORRECTIONS
The Board of Directors may, by majority vote, approve non-substantive clerical corrections to these Bylaws, including corrections to spelling, grammar, punctuation, formatting, numbering, headings, internal references, and citations, provided such corrections do not change the intent, meaning, legal effect, rights, duties, or operation of any provision. All such corrections shall be recorded in the minutes of the meeting at which they are approved. Any change that alters the substance or effect of these Bylaws shall constitute an amendment and shall be adopted only in accordance with the amendment procedures contained in these Bylaws.

ARTICLE XVII - DISSOLUTION

Upon the dissolution of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Oregon REALTORS® or, within its discretion, to any other non-profit tax-exempt organization.