



THE BYLAWS OF THE WEST VIRGINIA ASSOCIATION OF REALTORS,[®] Inc.

Revised September, 2023

ARTICLE I - NAME

The name of this non-profit corporation shall be the WEST VIRGINIA ASSOCIATION OF REALTORS,[®] INC., hereinafter referred to as “the Association.”

ARTICLE II - OFFICE

The principal office of the Association shall be located at 2110 Kanawha Blvd., East, Charleston, West Virginia 25311. The Association’s mailing address shall be 2110 Kanawha Blvd., East, Charleston, West Virginia 25311. The Association may have such other offices, either within or without the State of West Virginia, as the Board of Directors may designate or as the business of the Association may require from time to time.

ARTICLE III - PURPOSES

The purposes of this Association are set forth in the Articles of Incorporation and in Appendix A attached hereto.

ARTICLE IV - MEMBERSHIP CLASSES

Section 1. Association members shall be either REALTOR[®], REALTOR-ASSOCIATE[®], or Institute Affiliate members of a Member Board in good standing.

Section 2. A Member Board shall be an association chartered by the National Association of REALTORS[®] within the state of West Virginia. All the REALTOR[®] and REALTOR-ASSOCIATE[®] members who hold primary membership in the association shall hold membership in this association and the NATIONAL ASSOCIATION OF REALTORS[®].

Section 3. A Board Member shall be any Member of a Member Board as previously defined.

Section 4. A REALTOR[®] member shall be any individual engaged in the real estate profession as a principal, partner, corporate officer, or branch office manager acting on behalf of the firm’s

principal(s), and licensed or certified individuals affiliated with said REALTOR® member whose place of business is located in an area outside the jurisdiction of any Member Board who meets the qualifications for REALTOR® membership established in subsection (a) below. Secondary REALTOR® membership shall also be available to individuals who hold primary membership in an association in another state and who desire to obtain direct membership in the state association without holding membership in a local association in the state.

Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers, in order to qualify for REALTOR® membership, shall at the time of application, be 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 (if a secondary member).

Section 5. Honorary Members shall be individuals other than those engaged in the real estate business who have contributed notably to this Association and who are so designated by action of the Board of Directors.

Section 6. A Life Member shall be a Board Member or Individual Member who has contributed notably to this Association and who has been designated a Life Member by action of the Board of Directors. A Life Membership shall last for so long as the Life Member is a member in good standing of a Member Board and the NATIONAL ASSOCIATION OF REALTORS.®

Section 7. Institute Affiliate members shall be individuals who hold a professional designation awarded by an Institute, Society, or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society, or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® or REALTOR-ASSOCIATE® membership, subject to payment of applicable dues for such membership. Code of Ethics: Professional Standards and Training

Section 8. Affiliate Members shall be real estate owners and other individuals or firms that are members of a Local Board who, while not engaged in the real estate business as defined in Section 10 of this Article, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Association.

Section 9. Except in the case of a Life Member or Honorary Member, no member of this Association who is eligible for membership in a Member Board, or who becomes eligible to apply for membership in a Member Board, shall remain a member of this Association unless, upon becoming eligible, he, she or it applies for and is accepted as a member by a Member Board.

Section 10. As used herein, the term "real estate business" shall include real estate brokerage, management, appraising, land development or building and counseling.

ARTICLE V - QUALIFICATION AND ELECTION OF MEMBERS

Section 1. Membership in this Association shall be open to those persons, corporations, partnerships and other entities desiring to devote a portion of their time, resources and efforts to the accomplishment of the purposes of this Association and which meet the qualifications of a membership class as set forth above. Further qualifications for membership may be promulgated by resolution of the Board of Directors from time to time. Application shall be made in such manner and form as may be prescribed by the Board of Directors.

Section 2. An applicant for REALTOR® Membership who is a principal, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Membership Committee that he or she:

- a. is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property;
- b. has a place of business within the state or a state contiguous thereto (unless a secondary member);
- c. has no recent or pending¹ bankruptcy; and
- d. shall, if elected, agree to abide by the Constitution, Bylaws, Rules, Regulations, and Code of Ethics.

An Individual engaged in the real estate business other than as a principal, partner or corporate officer, in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee or independent contractor with a Board Member.

Section 3. The Membership Committee shall determine, when deemed appropriate, whether the applicant is qualified for the class of membership for which he, she or it is applying and upon such determination, shall submit such application for election to membership at the next regularly scheduled meeting of the Board of Directors. The applicant shall be considered elected by a majority vote of the Directors present at such meeting.

¹ No recent or pending bankruptcy is intended to mean that the applicant or any real estate firm in which the applicant is a sole proprietor, general partner, corporate officer, or branch office manager, 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 the association establishes that its interests and those of its members and the public could not be adequately protected by requiring that the bankrupt applicant pay cash in advance for association and MLS 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 4. The board of directors (or its appointed designee) shall review and act on all applications for membership, subject to the following provisions:

- a. An application may not be rejected without providing the applicant with an opportunity to appear before the board of directors to make such statements as he/she deems relevant. If the board of directors determines that the application should be rejected, it shall record its reasons with the secretary. If the board of directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.
- b. The board of directors may adopt an application fee for REALTOR® membership in reasonable amount, not exceeding three times the amount of the annual dues for REALTOR® membership, which shall be provision to accompany each application for REALTOR® membership and which shall become the property of the association upon final approval of the application.
- c. Designated REALTOR® members. Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® member who shall be responsible for all duties and obligations of membership, including the obligation to arbitrate (or to mediate if required by the association) pursuant to Article 17 of the Code of Ethics and the payment of association dues as established in Article II of the Bylaws. 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 established in Article II, Section 4 of the Bylaws.
- d. Any REALTOR® member of the association may be disciplined by the board of directors for violations of these Bylaws, 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 5. If a REALTOR® member is a sole proprietor in a firm, a partner in a partnership or an officer in a corporation, and is suspended or expelled, the firm, partnership or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® membership, or unless connection with the firm, partnership or corporation is severed, or management control is relinquished, whichever may apply. The membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined member, or until

readmission of the disciplined member or unless connection of the disciplined member with the firm, partnership, or corporation is severed, or unless the REALTOR® who is suspended or expelled removes himself from any form or degree of management control of the firm for the term of the suspension or until readmission to membership, whichever may apply. Removal of an individual from any form or degree of management control must be certified to the association by the member who is being suspended or expelled and by the individual who is assuming management control, and the signatures of such certification must be notarized. In the event the suspended or expelled member is so certified to have relinquished all form or degree of management control of the firm, the membership of other partners, corporate officers, or other individuals affiliated with the firm shall not be affected, and the firm, partnership or corporation may continue to use the terms REALTOR® and REALTORS® in connection with its business during the period of suspension or until the former member is admitted to membership in the association. The foregoing is not intended to preclude a suspended or expelled member from functioning as an employee or independent contractor, providing no management control is exercised. Further, the membership of REALTORS® other than principals who are employed or affiliated as independent contractors with the disciplined member shall suspend or terminate during the period of suspension of the disciplined member or until readmission of the disciplined member, or unless connection of the disciplined member with the firm, partnership, or corporation is severed, or management control is relinquished, or unless the REALTOR® Member (non-principal) elects to sever his/her connection with the REALTOR® and affiliate with another REALTOR® member in good standing in the association, whichever may apply. If a REALTOR® member other than a sole proprietor in a firm, partner in a partnership, or an officer of a corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

Section 6. In any action taken against a REALTOR® member for suspension or expulsion under Section 4(h) hereof, notice of such action shall be given to all REALTORS® employed by or affiliated as independent contractors with such REALTOR® member and they shall be advised that the provisions in Article II, Section 4(h) shall apply.

Section 7. The Board of Directors may reinstate a former member or a suspended member upon such terms and conditions, as it deems proper.

ARTICLE - VI MEMBERSHIP DUES

Section 1. The annual dues of each Member Board shall be (1) an amount as established by the board of directors times the number of REALTOR® and REALTOR-ASSOCIATE® members who hold primary membership in the association, plus (2) an amount as established by the board of directors times the number of real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with REALTOR® members of the association who are not themselves REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate members. In calculating the dues payable by a Member Board, nonmembers, as defined in the preceding sentence, shall not be included in the computation of dues if dues have been paid in another association in the state or a state contiguous thereto, provided the association

notifies the State Association in writing of the identity of the association to which dues have been remitted.

Section 2. Designated REALTOR® Member Dues. The annual dues of each Designated REALTOR® member shall be in such amount as established annually by the board of directors, plus an additional amount to be established annually by the board of directors times the number of real estate salespersons and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® member, and (2) are not REALTOR® members of any association in the state or a state contiguous thereto or Institute Affiliate members of the association. In calculating the dues payable to the association by a designated REALTOR® member, non-member licensees as defined in (1) and (2) of this paragraph shall not be included in the computation of dues if the designated REALTOR® has paid dues based on said non-member licensees in another association in the state or a state contiguous thereto, provided the designated REALTOR® notifies the association in writing of the identity of the association to which dues have been remitted.

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 (except as provided for in Section 2(a)(1) hereof) provided that such licensee is not otherwise included in the computation of dues payable by the principal of the entity.

A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, renting, managing, counseling, or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this section and shall not be included in calculating the annual dues of the designated REALTOR®. Designated REALTORS® shall notify the association within three (3) days of any change in status of licensees in a referral firm.

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

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

Section 3. REALTOR® Member Dues. The annual dues of REALTOR® members other than the designated REALTOR® shall be as established annually by the board of directors.

Section 4. Institute Affiliate Member 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®.

Note: From the dues paid by the Institutes, Societies and Councils of the National Association in accordance with Article II, Section 1 hereof, the National Association shall credit thirty-five dollars (\$35.00) to the account of the Member Board (Local) for each individual included on the list provided by the Institute, Society or Council whose office address is within the assigned territorial jurisdiction of that Member Board, provided however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board, as provided for in Article III, Section 4 of the National Association's Constitution, the thirty-five dollars (\$35.00) amount will be credited to the Commercial Overlay Board, unless the Institute Affiliate Member directs that the dues be credited to the other board. The National Association shall also credit thirty-five dollars (\$35.00) to the account of the Member Board (State) for each individual included on the list provided by the Institute, Society or Council whose office address is within the assigned territorial jurisdiction of that Member Board (State)

Section 5. The annual dues of each Affiliate Member shall be as established annually by the Board of Directors.

Section 6. By October 15th of each year, each Member Board shall file with the Association, a list or roster of its REALTOR® REALTOR-ASSOCIATE® and Institute Affiliate Members and the number of real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with such REALTOR® Members, certified by the President and Secretary of the Local Board or Association. At the time such list is filed, each Member Board shall pay dues for the current fiscal year based on such list which dues shall be adjusted each month to reflect any net increase in the number of individuals licensed with REALTOR® Members of the Board who are not themselves REALTOR® REALTOR-ASSOCIAT, ® or Institute Affiliate Members. Member Board dues shall also be adjusted for new members enrolled by the Board who were not previously licensed with a REALTOR® Member of the Board during the current fiscal year. Adjustments for new members shall be prorated monthly and be due and payable within 30 days after the new member's enrollment. Any Member Board or other Member delinquent in payment of dues by more than 60 days may be dropped from membership in the Association by the Board of Directors.

Dues for all members, except newly admitted members, shall be payable annually, in advance, on the first day of November of the year preceding the calendar year for which the dues are payable. Dues for a newly admitted member shall be prorated for the year. On a monthly basis each Member Board shall report to the Association the names and addresses of REALTORS® and Institute Affiliate Members who have been dropped, enrolled or have had an address change during the preceding month and any changes in the numbers of real estate salespersons and

licensed or certified appraisers employed by or affiliated as independent contractors with REALTOR® Members.

Section 7. 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.

ARTICLE VII – OFFICERS ELECTIVE AND APPOINTIVE POWERS AND DUTIES

Section 1. The elected officers of the Association shall be President-Elect and Vice President, each of whom shall be elected annually by and from the Board of Directors, except that the President-Elect shall automatically succeed to the Presidency the year following his or her election. All shall serve for one year or until their successors are elected and assume office. Any member wishing to run for President-Elect or Vice President shall have the following minimum qualifications in order to run for office:

- (a) Current service as a State Director; and
- (b) operates and maintains a primary office in West Virginia.

Such minimum qualifications may, if required by the Board of Directors, be confirmed by the Executive Committee.

(Amended September 2021)

Section 2.

- (a) The President presides over meetings called by him/her and those of the Board of Directors, during which he or she shall represent the Association and act in its name, subject only to its Bylaws and declared policies. He or she shall, unless otherwise directed by the Board of Directors, be an ex officio, non-voting member of all committees, and shall perform all other duties usual to such office. The President, subject to the approval of the Board of Directors, shall appoint members to all standing committees. The President shall serve under the direction of the Board of Directors.
- (b) The President-Elect shall be elected annually and shall perform the duties of the President in the event of his or her absence or disability and shall have such other powers and duties as may be prescribed by the Board of Directors. The President-Elect shall succeed to the office of the President. If the office of the President should become vacant between elections, the President-Elect shall fill the vacancy and complete the unexpired term. The President-Elect who fills a vacancy in the office of the President shall automatically become President for a

full term after completion of the unexpired term. The President-Elect, at all times while holding this office, shall also serve as an NAR Director.

- (c) The Vice President shall be elected annually and shall have such powers and duties as may be prescribed by the Board of Directors. If the office of President-Elect shall become vacant between elections, the Vice President shall fill the vacancy and complete the unexpired term. The Vice President shall serve as Assistant Treasurer.
- (d) In the event of the death or disability of the President and the inability or incapacity of the President-Elect or the Vice President to succeed to such office pursuant to this section, the interim President shall be appointed by the Board of Directors.
- (e) If the office of Vice President shall become vacant the Executive Committee shall appoint a replacement subject to the approval of the Board of Directors. The appointee will serve until the next state election.

Section 3. Only Board Members and REALTOR[®] Members shall be eligible to hold office as President, President Elect or Vice President, and no person shall be eligible to hold any such elective office unless that person holds an active license from the West Virginia Real Estate Commission.

Section 4. There shall be a Secretary and Treasurer, each of whom shall be appointed annually by the President subject to confirmation and approval by the Board of Directors. One person may serve as both Secretary and Treasurer. Only Board Members and REALTOR[®] Members shall be eligible to hold office as Secretary, and no person shall be eligible to hold such office unless the person holds an active real estate license from the West Virginia Real Estate Commission. The President shall not serve as Secretary or Treasurer. The Board may authorize an outside accounting firm to serve as treasurer of The Association by majority vote.
(Amended September 2021)

Section 5. The Board of Directors shall provide a vehicle for protection against fraud by the Treasurer, the cost of which shall be paid by the Association.

Section 6. The Board of Directors may appoint a Chief Executive Officer to serve at the will and pleasure of the Board of Directors. The Chief Executive Officer shall be the chief administrative officer and chief spokesperson of the Association, under the direction of the Board of Directors and shall perform such other duties as may be delegated to him or her by the Board of Directors. The Board of Directors shall provide a vehicle for protection against fraud, the cost of which shall be paid by the Association. The Chief Executive Officer need not be a Member of the Association and shall be paid a salary as determined by the Board of Directors. The Chief Executive Officer, with the approval of the Executive Committee, may employ such other persons as may be necessary to conduct the activities of the Association.

Section 7. If deemed to be in the best interest of the Association: a) elected officers may be removed by the Board of Directors; and b) appointed officers may be removed by the President.

Section 8. Any Officer who is absent from two consecutive regular meetings of the Board of Directors shall automatically forfeit his or her office unless the Board of Directors, upon receipt of a written explanation for such absence satisfactory to it, shall waive this provision.

Section 9. Elected Officers must resign from the State Board of Directors and shall not serve as a State Director during their term of office.

Section 10. Executive Committee. There shall be an Executive Committee of the Board of Directors, consisting of the President, the Vice President, the Secretary, the President-Elect, the Immediate Past President and the Chief Executive Officer. Provided that if the Treasurer is a REALTOR® member he or she shall also be a member of The Executive Committee in addition to any matters expressly set forth in these bylaws, the Executive Committee shall have such powers and duties as described in the Policy Manual. (Amended October 2022)

ARTICLE VIII – POLICY MANUAL

The Executive Committee shall create a “Policy Manual,” which shall set forth and establish all policies and procedures for the Association’s business, and directives of the Bylaws, to the extent policies and procedures are not already established in these Bylaws. Upon approval by a simple majority vote at a regularly scheduled meeting of the Board of Directors, the Policy Manual shall become effective and controlling as to all matters addressed therein. The Policy Manual shall be reviewed and amended as deemed advisable by the Board on at least an annual basis and from time-to-time during the year as may be necessary. No amendment shall be effective unless and until ratified by a majority vote of the Board of Directors at a regularly scheduled meeting.

ARTICLE IX - BOARD OF DIRECTORS

Section 1. The government of the Association shall be vested in a Board of Directors consisting of the (3) elected officers, any member currently serving as a Director to the National Association of REALTORS,® the immediate past President of the Association and the number of Directors from each Member Board using the following chart:

0 – 100	1 Director
101 – 200	2 Directors
201 – 300	3 Directors
301 – 400	4 Directors
401 – 500	5 Directors
501 – 600	6 Directors
601 – 700	7 Directors
701 – 800	8 Directors
801 – 900	9 Directors

Membership count as of January 1st of the election year shall determine the number of Directors each Member Board will need to be represented by in the upcoming term. -Directors shall serve

for two (2) year terms without a limit to the number of terms that may be served unless otherwise determined by local Member Board Bylaws.

Section 2. The President of the Association shall be Chairperson of the Board of Directors.

Section 3. The Board of Directors shall administer the finances of the Association and shall have sole authority to appropriate money. The Board of Directors shall cause an independent review or audit to be performed on an annual basis

Section 4. The Board of Directors may retain legal and other professional counsel and fix the terms of compensation thereof.

Section 5. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may determine.

Section 6. Special meetings of the Board of Directors may be called at any time and place upon five days' written notice by the President or by any five Directors. Notice of any special meeting shall be delivered personally or sent by e-mail, registered mail to each Director at his or her business address, or by facsimile. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. The presence of any director at a meeting shall constitute a waiver of notice of such meeting as to that Director, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting except that such notice must set forth the nature of the business intended to be transacted if such business is amending the Bylaws or authorizing the sale of all or substantially all of the assets of the Association.

Section 7. A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A Director shall be deemed to be present at a Board of Directors meeting if he is physically present at the meeting or if through any means of communication, he is in direct communication during the meeting with all of the other Directors who are either physically present at the meeting or are present by virtue of a telephone or other telecommunications device, so that all Directors participating may simultaneously hear each other.

Section 8. If a Member Board experiences a vacancy according to the chart set forth in Section 1 of this Article IX, such vacancy may be filled only in the following manner: First, from the pool of members that meet the criteria for membership on the Board of Directors as set forth in the Policy Manual ("the Criteria"), the Member Board may nominate one of its members to fill the vacancy. Second, if the Executive Committee determines that the nominated member meets the Criteria, the member may be appointed by majority vote of the Executive Committee.

If the Executive Committee votes not to appoint a member who meets the Criteria, then upon written request of the Member Board presented to the President or Executive Officer, the matter of appointment shall be submitted to and decided by majority vote of the Board of Directors.

If a Member Board takes issue with a finding by the Executive Committee that a nominated member does not meet the Criteria, then upon written request of the Member Board presented to the President or the Executive Officer, the matter of qualification and appointment shall be submitted to and decided by majority vote of the Board of Directors.

If a Member Board experiencing a vacancy on the Board of Directors does not have any member willing to serve who meets the Criteria, the Member Board may seek a waiver by completing and submitting WVAR's Waiver Request Form. A waiver request may be approved, and the member appointed to the Board by majority vote of the Executive Committee.

If the Executive Committee votes not to appoint a member named in a Waiver Request Form, then upon written request of the Member Board presented to the President or the Executive Officer, the matter of the waiver and appointment shall be submitted to and decided by majority vote of the Board of Directors

Section 9. No person shall be eligible to serve as a Director unless that person holds an active license from the West Virginia Real Estate Commission, and meets such other requirements set forth in the Policy Manual.

Section 10. Any Director who shall be absent from two (2) regular meetings **annually** of the Board of Directors shall automatically forfeit his office unless the Board of Directors, upon receipt of a written explanation for such absence satisfactory to it, shall waive this provision.

Section 11. A director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 12. Whenever the vote of the Directors at a meeting thereof is required or permitted to be taken in connection with any corporate action, the meeting and vote of the Directors may be dispensed with if all the Directors agree in writing to the corporate action being taken. The agreement shall have like effect and validity as though the actions were duly taken by the unanimous action of all Directors at a meeting of the Directors duly called and legally held.

Section 13. -If a member holds ownership or interest in the same entity as The Association, they must disclose when:

- a) When WVAR has an ownership interest in an entity and a member has an ownership interest² in that same entity, such member must disclose the existence of his or her ownership interest prior to speaking to a decision-making body on any matter involving that entity.

- b) If a member has personal knowledge that WVAR is considering doing business with an entity in which a member has any financial interest³, or with an entity in which the member serves in a decision-making capacity, then such member must disclose the existence of his or her financial interest or decision-making role prior to speaking to a decision-making body about the entity.
- c) If a member has a financial interest in, or serves in a decision-making capacity for, any entity that the member knows is offering competing products and services as those offered by WVAR, then such member must disclose the existence of his or her financial interest or decision-making role prior to speaking to a decision-making body about an issue involving those competing products and services.

After making the necessary disclosure, a member may participate in the discussion and vote on the matter unless that member has a conflict of interest as defined below.

Section 14. The members of the Association's decision-making bodies should be free from the influence of outside interests or activities that conflict with the goals and objectives of WVAR, present a bona fide question as to a member's loyalty to WVAR, or raise an appearance of impropriety. Accordingly, the Board of Directors shall provide specific policies and procedures with respect to conflicts of interests and publish those policies and procedures in the WVAR Policy Manual, which shall be the controlling authority on the issue.

Section 15. Upon recommendation of the Executive Committee, if deemed to be in the best interest of the Association by a two-thirds vote of the Board of Directors, any member of the Board of Directors may be removed from the Board. All discussion before the vote shall be done in Executive Session.

² Ownership interest is defined as the cumulative holdings of the member, the member's spouse, children, siblings and to any trust, corporation or partnership in which any of the foregoing individuals is an officer or director, or owns, in the aggregate, at least 50% of the (a) beneficial interest (if a trust), (b) stock (if a corporation) or (c) partnership interests (if a partnership).

³ Financial interest means any interest involving money, investments, credit or contractual rights.

ARTICLE X - MEMBERSHIP MEETINGS

Section 1. The Association shall hold a membership meeting during the annual convention.

Section 2. The Board of Directors shall have authority to bind future Boards of Directors as to the time and place of the future annual meeting if deemed advisable to do so. However, if the time and location of the annual meeting is not set by the previous Board of Directors, it shall be the responsibility of the current Board of Directors to do so.

Section 3. The Association shall hold annually a convention, which shall be open to all Members upon payment of a registration fee.

Section 4. Other membership meetings may be called by the President, the Board of Directors, or by forty REALTOR[®] Board Members and REALTOR[®] Members of the Association. Any call for a membership meeting shall state the purpose, time and place of the meeting, and shall be issued in writing at least thirty (30) days in advance and delivered, either personally or by e-mail, facsimile, or mail, to each Member at such Member's address appearing on the corporate records. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

Section 5. Twenty Local Board Members or REALTOR[®] Members in good standing, with no less than one being from each Region, shall constitute a quorum at any membership meetings.

ARTICLE X - COMMITTEES

Section 1. The Board of Directors may create committees as deemed reasonable and necessary to further the Association's interests. Committees shall consist of at least two (2) Directors and may be authorized to exercise all the authority of the Board of Directors. *Provided, however, that no committee shall have such authority with respect to:* (a) electing, appointing, filling a vacancy of, or removing any member of such committee or any Director or Officer of the Association; (b) amending the articles of incorporation, restating articles of incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation; (c) authorizing the sale, lease, exchange or other disposition of all or substantially all of the property of the Association; (d) authorizing the dissolution of the corporation or revoking proceedings thereof; (e) adopting a plan for the distribution of the assets of the corporation; (f) amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee; (g) approving or proposing to Members action that must be approved by the Members under West Virginia law or otherwise, or (h) adopting, amending or repealing these Bylaws.

Neither the creation of any committee, nor the delegation of authority to a committee, shall relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

Section 2. The Board of Directors, shall appoint the following standing committees, the members of which shall serve for three years or until their successors are appointed and qualified.

Bylaws/Membership Policy	Convention
Finance	Strategic Planning
Government Affairs	Professional Standards
Education	WVRPAC
Public Relations	

Section 3. Committees shall have such duties as their titles indicate, and as the Board of Directors may assign. All actions of committees shall be subject to the approval of the Board of Directors, except as otherwise provided in these Bylaws.

Section 4. The absence of a committee member from two duly called meetings per year of the committee of which that person is a member without an excuse deemed valid by the Board of Directors shall be construed as resignation therefrom.

ARTICLE XI

ELECTION OF OFFICERS, DIRECTORS AND NAR DIRECTORS

Section 1. Officers shall be elected annually at the third-quarter meeting by the Board of Directors. The term of office of elected Officers and State Directors shall begin December 1 of the year of the formal installation.

Section 2. All persons desiring to run for an elected office shall complete and submit to the Association an application approved by the Board of Directors by June 1 of the year of the election.

Section 3. The Executive Committee shall qualify candidates for each Officer to be elected. The Executive Committee shall formulate its recommendations and forward them to the Board of Directors at least seventy-five (75) days prior to the election.

Section 4. The candidate receiving the greatest number of votes for a position of Officer shall be elected for a one-year term. Candidates for office will be notified of election results at the completion of the tabulation of votes.

Section 5. The Executive Committee shall also, when necessary, make recommendations to the Board of Directors of individuals for nomination to serve as National Association of

REALTORS® Director (“NAR Director”). Candidates for NAR Director must: (a) be a current State Director; or (b) have served as a State Director or as President of the Association.

Section 6. The Regional Vice President, in years when such office is to be filled by the Association, shall be elected along with the other elected Officers and the election procedures set forth in these Bylaws shall be followed. Candidates for NAR Regional Vice President must have served as State President of the Association.

Section 7. A second NAR Director, in years when such office is to be filled by the Association, shall be the President-Elect.

Section 8. Directors shall be selected by their Member Boards in a manner determined by said board. Once selected, the names of those directors shall be submitted to the Association fifteen (15) days prior to the annual meeting at which the directors will be installed.

ARTICLE XII - VOTING

The only members entitled to vote at a membership meeting of the Association shall be the Board Members and REALTOR® Members who are in good standing and are in attendance.

ARTICLE XIII - FISCAL YEAR

The fiscal year of the Association shall be the calendar year. All days are calendar days.

ARTICLE XIV - CODE OF ETHICS

Section 1. The Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® is adopted as the Code of Ethics of the association and shall be considered a part of its Rules and Regulations, and the Code of Ethics and the Rules and Regulations of the association shall, in the future, be deemed to be amended and changed whenever said Code of Ethics is amended or changed by the National Association. REALTOR® Trademark.

Section 2. The Association shall require 2.5 hours of qualified training of the Code of Ethics of the National Association of REALTORS® for all its members every four years.

Section 3. 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.

Section 4. Continuing Member Code of Ethics Training. Effective January 1, 2019, through December 31, 2021 and for successive three year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTORS® 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.

Section 5. 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, 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 from time to time amended, which by this reference is made a part of these Bylaws.

ARTICLE XV - USE OF THE TERMS REALTOR®, REALTORS®, AND REALTOR ASSOCIATE®

Section 1. Use the terms REALTOR®, REALTORS®, or REALTOR-ASSOCIATE® 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 State Association shall have authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS®, use of the terms within those areas of the state of not within the jurisdiction of a Member Board. 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 State Association shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their business 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® or 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® or Institute Affiliate members.

Section 4. REALTOR-ASSOCIATE® members of the State Association shall have the right to use the term REALTOR-ASSOCIATE® so long as they remain REALTOR-ASSOCIATE® members in good standing and the REALTOR® member with whom they are associated or by whom they are employed is also a REALTOR® member in good standing.

Section 5. An Institute Affiliate member shall not use the terms REALTOR®, REALTORS®, or REALTOR-ASSOCIATE® and shall not use the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE XVI - PROFESSIONAL STANDARDS

Section 1. Allegations of ethical violations and contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® and between REALTORS® and their customers or clients may be submitted to an ethics or arbitration panel at the State Association level under the following circumstances:

- a. Allegations of unethical conduct made against a REALTOR® or REALTOR ASSOCIATE® who is directly a Member of the Association and not a Member of any local Board.
- b. Allegations of unethical conduct made against a REALTOR® or REALTOR ASSOCIATE® in the instance in which the local Board, because of size or other valid reason, determines that it cannot provide a due process hearing of the matter and petitions the Association to conduct a hearing.
- c. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are not Members of the same Board where the matter has been referred to the Association by both local Boards.
- d. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are directly Members of the Association and are not Members of any Board.

- e. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between a REALTOR[®] who does not hold membership in any Board, but is directly a Member of the Association, and a REALTOR[®] who is a Member of a Board.
- f. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTOR[®] Members of the same Board where the Board with good and sufficient reason is unable to arbitrate the controversy. (Explanation: This provision is not designed to relieve a local Board of its primary responsibility to resolve differences arising between members of the same Board. The section recognizes that in some Boards with limited membership, usual arbitration procedures may be impossible.)
- g. Contractual disputes between a customer or a client and a REALTOR[®] where the Board with good and sufficient reason is unable to arbitrate the dispute or the REALTOR[®] is a direct Member of the State Association.
- h. If a REALTOR[®] Member, defined in Article IV, Section 4 of these bylaws, resigns from the Board 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 2. If a REALTOR[®] Member (as defined in Article IV, Section 4, of these bylaws) resigns from the Board or otherwise causes membership to terminate with an ethics complaint pending, that Board of Directors may condition the right of the resigning Member to reapply for membership upon the applicant's certification that he/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel.

Section 3. Professional Standards Hearings 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 from time to time amended, which by this reference is made a part of these Bylaws.

ARTICLE XVII - RULES OF ORDER

Robert's Rules of Order, Latest Edition, shall be recognized as the authority governing all meetings and conferences when not in conflict with the Bylaws of the Association or West Virginia law.

ARTICLE XVIII DISCRIMINATION AND HARASSMENT

The Association shall remain an equal employment opportunity employer, and shall not tolerate discrimination or harassment. To this end, the Policy Manual shall provide specific policies, and procedures (applicable employees, officers, board members, and members) to insure that the Association's offices and activity shall be free of discrimination and harassment based on age, color, race, religion, national origin, sex, sexual orientation, disability, or veteran status. Likewise, the Policy Manual shall provide procedures for enforcing such policies and for the filing and investigation of complaints alleging a violation of these policies.

ARTICLE XIX - DISSOLUTION

Upon the dissolution or winding up of the affairs of this Association:

- (a) All liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions shall be made therefore.
- (b) Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- (c) Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the dissolving corporation, pursuant to a plan of distribution adopted as provided by law.
- (d) Any remaining assets may be distributed to such persons, societies, organizations or domestic or foreign corporations, whether stock or non-stock and whether or not organized for profit, as may be specified in a plan of distribution adopted as provided by law.

ARTICLE XX-CONTRACTS, LOANS AND CHECKS

Section 1. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution approved by a vote of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE XXI - INDEMNITY

Through the purchase of insurance or to the extent of funds available therefore, directors and officers of the corporation shall be indemnified to the extent permitted under *West Virginia Code* § 31E-8-850-858.

ARTICLE XXII - SEAL

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state and year of incorporation, and the words "Corporate Seal," but the Board may adopt a different seal from time to time.

ARTICLE XXIII - WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of law, a waiver thereof in writing, signed by the Member or Director entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XXIV - AMENDMENTS

Section 1. These Bylaws may be amended at any meeting of the Membership by affirmative vote of the majority of the voting Members present and voting, provided that a quorum is present, and provided further that written notice of the substance of any proposed amendments shall first have been sent to each Member at least thirty days in advance of the meeting.

Section 2. Amendments to these Bylaws affecting the admission or qualifications of REALTOR[®] and Institute Affiliate Members, the use of the terms REALTOR[®] and REALTORS[®] or any alteration in the territorial jurisdiction of a Member Board shall become effective upon the approval of the Board of Directors of the National Association.