

Bylaws of the Williamson County Association of REALTORS®

As Adopted on October 23, 2020

ARTICLE 1 - NAME

Section 1. Name.

The name of this organization shall be the Williamson County Association of REALTORS® (WCREALTORS), Incorporated, hereinafter referred to as the "Association".

Section 2. REALTORS®.

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

ARTICLE 2 - OBJECTIVES

The objectives of the Association are:

Section 1. Unite.

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 interest.

Section 2. Promote.

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® .

Section 3. Safeguard.

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

Section 4. Protect.

To further the interests of real property ownership.

Section 5. Community.

To unite those engaged in the real estate profession in Williamson County with the Texas REALTORS® and the National Association of REALTORS® , thereby furthering their own objectives throughout the state and nation and obtaining the benefits and privileges of membership therein.

Section 6. Use of REALTOR®.

To designate, for the benefit of the public, those individuals authorized to use the terms

REALTOR® and REALTORS® as licensed, prescribed, and controlled by the National Association of REALTORS®.

Section 7. Elevate.

To elevate the professional conduct of persons engaged in the real estate business.

ARTICLE 3 - JURISDICTION

Section 1. Territorial Jurisdiction.

The territorial jurisdiction of the Association as a Member of the National Association of REALTORS® is all of Williamson County in the State of Texas.

Section 2. Definition.

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

ARTICLE 4 - MEMBERSHIP

Section 1. REALTOR® Members.

REALTOR® Members, whether primary or secondary shall be:

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 Texas 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. 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.

Section 2. Provisional Members

Any individual or entity seeking membership shall become a Provisional Member upon successful completion of the application for membership and submission of dues and fees until such time that the Board of Directors votes to approve membership. Provisional Members are not entitled to vote or serve as a Director or Officer. Provisional Membership may not last more than 120 calendar days from the date of application and payment of dues and fees.

Section 3. 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.

Section 4. 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.

Section 5. 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. 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 6. 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® or REALTOR-ASSOCIATE® membership, subject to payment of applicable dues for such membership.

Section 7. Affiliate Members.

Affiliate Members are individuals or firms who are not licensed as Brokers or Sales Agents but have interests concerning real estate and private property rights that are in alignment with the objectives of the Association.

Section 8. 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 association with an established real estate business.

Section 9. Honorary Members.

Honorary Members shall be individuals who have performed notable service for the real estate profession, for the Association, or for the public.

Section 10. Student Members.

Student Members shall be individuals who are seeking an undergraduate or graduate degree with a specialization or major in real estate at institutions of higher learning, and who have completed at least two (2) years of college and at least one (1) college level course in real estate, but are not engaged in the real estate profession on their own account or not associated with an established real estate office.

Section 11. Privileges of Members.

REALTOR® members, whether primary or secondary, in good standing whose financial obligations

to the association are paid in full shall be entitled to vote and to hold elective office in the association; may use the terms REALTOR® and REALTORS; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the association and the real estate profession.

Section 12. Obligation of Members.

It shall be the duty and responsibility of every Member of this association to abide by the Constitution and Bylaws and the Policies and Procedures of the Association. It shall be the duty and responsibility of every REALTOR® member to also abide by 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 current Code of Ethics and Arbitration Manual of this association, as from time to time amended.

ARTICLE 5 - CODE OF ETHICS: PROFESSIONAL STANDARDS & TRAINING

Section 1. 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 120 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 2. Continuing REALTOR® 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 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.

Section 3. 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 the membership, after a hearing as described in the Code of Ethics and Arbitration Manual of the National 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 4. 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.

The responsibility of the Board and of Board 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 consistent with the cooperative professional standards

enforcement agreement entered into by the Board, which by this reference is made a part of these Bylaws.

Section 5. Harassment.

Any member of the Association may be reprimanded, placed on probation, suspended, or expelled for harassment of an Association or MLS employee or Association Officer or Director after an investigation in accordance with the procedures of the Association. As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, President-Elect, and one member of the Board of Directors selected by the highest-ranking officer not named in the complaint, upon consultation with legal counsel for the Association. Disciplinary action may include any sanction authorized in the current Code of Ethics and Arbitration Manual. If the complaint names the President or President-Elect, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest- ranking officer not named in the complaint.

ARTICLE 6 - USE OF THE TERMS REALTOR® & REALTORS®

Section 1. REALTOR® Trademark.

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

Section 2.

Use of the terms REALTOR® and REALTORS® by Members shall at all times be subject to the provisions of the Constitution and Bylaws of the National Association of REALTORS® and to the Rules and Regulations prescribed by its Board of Directors. The Association shall have the authority to control, jointly and in full cooperation with the National Association of REALTORS®, use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a

hearing as provided for in the Association's Code of Ethics and Arbitration Manual.

Section 3.

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

Section 4.

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.

Section 5.

Institute Affiliate Members shall not use the terms REALTOR[®] or REALTORS[®], or the imprint of the emblem seal of the National Association of REALTORS[®].

ARTICLE 7 - STATE & NATIONAL MEMBERSHIP

Section 1.

The Association shall be a Member of the National Association of REALTORS[®] and Texas REALTORS[®]. By reason of the Association's Membership, each REALTOR[®] Member of the Member Association shall be entitled to membership in the National Association of REALTORS[®] and Texas 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 (1) month in advance of the date designated for the termination of such

membership.

Section 2.

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

Section 3.

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

ARTICLE 8 - DUES, FEES & FINANCES

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 Board upon final approval of the application.

Section 2. 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® 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®.

Section 5. Other Membership Dues.

The annual dues for all other classes of members shall be set by the Board of Directors

Section 6.

The Directors shall have the power to collect, through its Treasurer, such dues and assessments as are established by the Board of Directors.

ARTICLE 9 - BOARD OF DIRECTORS & OFFICERS

Section 1. Governing Body & Term Limits.

The governing body shall consist of eight (8) REALTOR® Members and five (5) Officers consisting of the President, President Elect, Treasurer, Secretary, and Past President elected by the Active REALTOR® Membership. The (8) REALTOR® Members and (5) Officers are collectively Members of the Board of Directors.

The Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies and supervise the disbursements of its funds. The elected Directors shall serve for a term of three (3) years and may seek reelection for additional terms. No Director shall be re-elected for more than two consecutive terms without being out of office for at least three (3) years.

The Executive Committee of the Association shall consist of the elective officers. The Secretary shall be elected for a term of one year. The Treasurer shall be elected for a one-year term and succeed to the office of President-Elect. President-Elect shall be elected for a one-year term and

succeed to the office of President. President shall be elected for a one-year term and succeed to the office of Past-President.

Section 2. Composition and Limitations.

The Board of Directors shall be composed of certain Members in such numbers from the various categories as follows:

- a. Executive Committee of the Association:
- b. Officers of the Board of Directors.
- c. Directors of the Association:

Eight REALTOR Members elected at large from the REALTOR membership of the association. No more than three members from any brokerage firm shall serve as a Director of the Association.

In the event that a Director of the Association changes brokerage firms after election or appointment to the position, the Director will be allowed to serve until the end of the term even if it creates more than 3 members from any brokerage firm, however, it shall prohibit any additional members from such brokerage firm from being elected or appointed.

A Director's brokerage firm is defined by the affiliation annotated in the Association's Management System.

Section 3. Duties of Officers & Directors.

Duties of Directors.

The quorum of the Board of Directors shall consist of a majority of the Directors. Each Director shall be notified of all regular and special called meetings. Directors shall be advised at least 24 hours in advance by the President or President-Elect of the matters to be considered at any meeting.

The Directors may employ an Association Executive Officer who shall have such duties and powers as the Directors may define. The Directors may also retain legal counsel and may employ such other persons as are necessary to the proper conduct of the Association's business. The Directors shall designate an address as the official headquarters and office of the Association.

No Director, acting by himself/herself, shall have authority to bind the Association to debts in any manner, or to make contracts or other obligations, oral or written.

Duties Specific to the President.

Preside at all meetings of the Association and of the Executive Committee and shall perform all

duties usually pertaining to that office.

The President shall appoint, with the ratification of the Executive Committee, all committees and committee Chairs.

The President may cast the deciding vote in case of a tie.

Duties Specific to the President-Elect.

Preside in case of the President's absence or inability to serve and in such instances shall perform all the duties of the President.

President-Elect shall succeed to the office of President upon completion of the elected year. In the event the President fails to complete the term office for any reason, President-Elect shall fill the unexpired term of the President and in addition, shall then succeed to the office of President for the elected term.

Duties Specific to the Treasurer.

Shall be responsible for monitoring the collection and disbursements of all funds subject to the policies established by the Board of Directors.

Shall succeed to the office of President-Elect upon completion of the elected year.

Duties Specific to the Secretary.

Responsible for all official records, correspondence, and minutes of the Board of Directors meetings.

It shall be the particular duty of the Secretary to keep the records of the Association and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and TEXAS REALTORS®

Section 4. Credentials / Qualifications of Elective Officers & Directors.

Credentials are to be reviewed by the By-Laws & Policy Committee which, by majority vote of the committee, recommends changes to be voted on by the members of the Association without approval of the Board of Directors.

1. Qualifications for Director.

- a. Primary REALTOR® Member of Association for 4 years prior to the beginning of the term and in good standing.
- b. Served on a committee for at least 2 out of the past 3 years.
- c. Closed at least 5 transactions in the past year (OR)

- d. Managed at least \$5M in production in the past year.

2. Qualifications for Secretary.

- a. Primary REALTOR® Member of Association for 4 years prior to the beginning of the term and in good standing.
- b. Served on a committee for at least 2 of the past 3 years.
- c. Closed at least 5 transactions in the past year. (OR)
- d. Managed at least \$5M in production in the past year.
- e. Served at least one year as a Director.

3. Qualifications for Treasurer.

- a. Primary REALTOR® Member of Association for 4 years prior to the beginning of the term and in good standing.
- b. Served on a committee for at least 2 out of the past 3 years.
- c. Closed at least 5 transactions in the past year. (OR)
- d. Managed at least \$5M in production in the past year.
- e. Served at least one year as a Director.
- f. Served at least one full year on Finance Committee in the past 3 years prior to the beginning of the term.
- g. Has demonstrated competency in drafting or overseeing a budget.

4. Qualifications for President-Elect.

- a. Currently serving as Treasurer. (OR) If Treasurer is unfit or unable to serve:
- b. Primary REALTOR® Member of Association for 4 years prior to the beginning of the term and in good standing.
- c. Served at least one full year on the Finance Committee.
- d. Demonstrated competency in drafting or overseeing a budget.
- e. Previously served as an Officer for the Association, and
- f. Served on the Board of Directors for one full year within the past 5 years; OR
- g. Previously served as an Officer for the State or National Association in the past 3 years.

5. Qualifications for President.

- a. Currently serving as President-Elect. (OR) if President-Elect is unfit or unable to serve:
- b. Currently serving as Treasurer. (OR) If Treasurer is unfit or unable to serve:
- c. Served as primary Member of the Association for 4+ years in good standing.
- d. Served at least one full year on the Finance Committee.
- e. Demonstrated competency in drafting or overseeing a budget.
- f. Previously served as an Officer for Association, and
- g. Served on the Board of Directors for one full year within the past 5 years; Or
- h. Previously served as an Officer for the State or National Association in the past 3 years.

6. Qualifications for Past President

- a. Currently serving as President. If President is unable to serve:
- b. President-Elect will appoint a Past-President that has served as President of the Association in the Past 10 years.

Section 5. Election of Officers & Directors.

By August 15th of each year, members shall be notified of the annual election of Director positions and the opportunity to seek election. An eligible member who desires to seek election for a position shall notify the Association in writing on the Board of Directors Candidate Qualification Form for the position category for which the candidate seeks election and must be signed by the candidate's Designated REALTOR®. Such notice must be received by the Association on or before 5:00 p.m. on the last day of August. Each Candidate must complete and submit to Association Staff a Candidate Qualification Form in which staff will provide a copy to the Chairperson of the Candidate Vetting Committee.

The annual election shall commence by electronic ballot on the first Monday in October and conclude at 5:00 p.m. on the second Monday in October. The ballot shall contain the positions by category and the names in alphabetical order by last name, of all candidates in each category. Ballots shall be transmitted either in writing or electronically via the Internet to each Member eligible to vote no later than the end of business day of the first Monday in October prior to the annual election. Members may not write in the name of additional candidates for Director.

The candidate receiving the highest number of votes in each position category shall be declared elected. If there are more Director candidates from the size firm who are elected than are eligible to serve, the elected candidate(s) receiving the most votes among such elected candidate(s) from the same firm shall be elected. In case of a tie in any Director position in the election, the selection shall be made by lottery by the President at the Annual Business Meeting.

Members subject to appear on the Association Ballot is the list of candidates provided to the Board of Directors by the Credentialing Committee and ratified by the Board of Directors.

A member wishing to run from the floor at the annual meeting, may file a nomination by petition that is signed by at least ten (10) percent of the REALTOR® members eligible to vote. The petition shall be filed with the Secretary at least fourteen (14) days before the annual election. The Secretary shall send notice of such additional nominations to all members eligible to vote no later than seven (7) calendar days prior to the election.

The results of the election will be made public at the annual business meeting.

The term of Directors shall begin on January 1st following the annual election.

Section 6. Voting.

Any Primary Member in good standing whose dues have been paid for the current billing cycle may vote in the Director election. The Members shall vote in conformity with such rules and regulations as the Board of Directors may adopt.

Section 7. Vacancies.

Vacancies among the Directors shall be filled by an appointment made by the President. Each appointment must go before the Candidate Vetting Committee to ensure they have met the qualifications set forth in these Bylaws. Only after successful vetting shall the candidate be eligible for approval by a simple majority vote of the Board of Directors. The term of each appointment will run until the next annual election.

Section 8. Reprimand and Removal of Officers and Directors.

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

1. A petition requiring the removal of an Director and signed by not less than one-third of the voting membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next-ranking officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.
2. Upon receipt of the petition, and not less than seven (7) calendar days or more than forty-five (45) calendar days thereafter, a special meeting of the voting membership of the Association shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director, and to render a decision on such petition.
3. The special meeting shall be noticed to all voting Members at least seven (7) calendar days prior to the meeting and shall be conducted by the President of the Association unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking officer will conduct the meeting of the hearing by the Member. Provided a quorum is present, a three-fourths vote of Members present and voting shall be required for removal from office.
4. Any officer or Director of the Association may be expelled by a super majority (one more than majority) vote of the Board of Directors for harassment of an Association Employee, Officer or Director if after an investigation it is concluded the offending party violated the Association's Harassment Policy in Article 5, Section 5.
5. The Executive Committee may place a letter of reprimand on file with the Secretary pertaining to any Officer or Director who willingly violates policies, procedures or bylaws of the association. Such letter should clearly state the violation and may be considered in future special meetings called for the expressed purpose of removing the Officer or Director.

ARTICLE 10 - MEETINGS

Section 1. Annual Meeting.

The annual business meeting of the Association shall be held once a year, the date, place and hour to be designated by the Board of Directors. A quorum for transaction of business shall consist of the REALTOR[®] Members present and eligible to vote.

Section 2. Meeting of Directors.

The Board of Directors shall designate a regular time and place of meetings. Absence from three (3) regular meetings of the Board of Directors shall be construed as a resignation of their Director position.

Section 3. Other Meetings and Voting.

A meeting of the members may be held at such other times as the President or the Directors may determine, or upon the written request of a least fifteen percent (15%) of the REALTOR[®] Members. These meetings may be called only after notification by written notice ten (10) calendar days prior to the calling of such meeting.

Section 4. Notice of Special Meetings.

The President, or any three (3) Directors, may call special business meetings of the Directors by giving a minimum of twelve (12) hours' notice in advance of the time of the meeting. Such notice shall state the purpose of the meeting and subjects to be acted upon, and no other business shall be considered or acted upon. These Special Meetings may take place in electronic format without face-to-face engagement as long as the Board of Directors has established a policy consistent with the Bylaws. Under no circumstance shall an electronic vote be held for the removal of an Officer or Director.

ARTICLE 11 – COMMITTEES

Section 1. Credentials Committee.

The Credentials Committee is a sub-committee of the Bylaws and Policy Committee. The Bylaws and Policy Committee has been granted, and reserves, sole-authority to recommend changes to Article 9 directly to the membership for adoption at the annual business meeting.

Section 2. Candidate Vetting Committee.

- a. The Candidate Vetting Committee's sole purpose is to ensure each candidate meets the minimum criteria set forth in these Bylaws for the petition and/or election for the Director and/or Officer position they are seeking.
- b. The Candidate Vetting Committee shall meet and conduct its business in the month of September.
- c. The Candidate Vetting Committee shall consist of a Chairperson; two (2) Board members who are not eligible for nomination; and six (6) REALTOR[®] members who are not currently serving on the Board. The President shall appoint a Past President not currently serving in this role as the Chairperson. The Candidate Vetting Committee members are subject to approval by the Board of Directors.
- d. The Candidate Vetting Committee shall provide a report to the Board of Directors prior to the

end of September containing a list of those Members that have submitted applications to run for Officer and/or Director positions eligible to serve based on the Credentials and Qualifications set forth in these Bylaws for the positions they are seeking.

Section 3. Standing Committees.

There shall be the following standing committees of the Association, each of which shall consist of no less than six (6) members who shall serve a one (1)-year term, however; at least two (2) members shall be replaced each year. All committee chairpersons shall be primary members of the Association.

- a. Bylaws and Policy
- b. Candidate Vetting Committee
- c. Credentials Committee.
- d. Finance
- e. Governmental Affairs
- f. Membership
- g. MLS
- h. Professional Development
- i. TREPAC

Section 4. Special Committees and Task Forces.

The President shall appoint, subject to confirmation by the Board of Directors, special committees and task forces as deemed necessary.

Section 5. Organization.

All committees shall be of such size and shall have duties, functions, and powers as assigned by the President or the Board of Directors except as otherwise provided in the Bylaws.

Section 6. President.

The President shall be an ex-officio member of all standing committees and shall be notified of their meetings.

ARTICLE 12 - FISCAL AND ELECTIVE YEAR

Both the fiscal and elective year shall be the calendar year.

ARTICLE 13 - 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 14 - AMENDMENTS

Section 1.

These Bylaws may be amended by a majority vote of the members present or by the majority vote via electronic means sent to members qualified to vote at any meeting. The substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting or e-mail. The Board of Directors may, at any regular or special meeting of the Board of Directors, approve amendments to the Bylaws which are mandated by NAR policy.

Section 2.

Notice of all meetings at which amendments are to be considered shall be emailed to every member eligible to vote at least ten (10) calendar days prior to the meeting.

Section 3.

Amendments to these Bylaws affecting the admission or qualification of REALTOR[®] or Institute Affiliate Members, the use of the terms REALTOR[®] and REALTORS[®], or any alteration in the territorial jurisdiction of the Association shall become effective upon their approval as authorized by the Board of Directors of the National Association of REALTORS[®].

ARTICLE 15 - DEFENSE & INDEMNIFICATION OF OFFICERS, DIRECTORS & EMPLOYEES.

In the event of suits or claims in which one or more current or past Officers, Directors or employees of the Association are named as a result of their status as such or decisions or actions taken in good faith and reasonably understood to be within the scope of their authority or employment during their term as such, the Association shall, directly or through insurance secured for the benefit of such Officers, Directors or employees, secure counsel to act on behalf of and provide a defense for such Officers, Directors or employees; pay reasonable defense expenses incurred in advance of final disposition of such case; and indemnify such Officers, Directors or employees with respect to any liability assessed or incurred as a result of any such claim, suit or action.

ARTICLE 16 - DISSOLUTION

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

ARTICLE 17 - MULTIPLE LISTING SERVICE

The Association is a Shareholder of the Central Texas Multiple Listing Service, Inc.

ARTICLE 18 - SPECIAL AMMENDMENT June 26, 2020

In light of the current environment caused by the COVID-19 pandemic, the membership of Williamson County Association of REALTORS® hereby extends the current positions and terms of all officers and directors by one calendar year. This amendment to the Bylaws (1) forgoes the election cycle for the 2021 year, (2) applies to all officers and directors by superseding the term limits described for each position in the Bylaws and (3) is valid for one year only.