

# **CABOR BYLAWS**

**Cleveland Area Board of REALTORS®<sup>®</sup>, Incorporated**  
**June 16, 2009 REVISION**

# **CABOR BYLAWS**

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J. Williams, PRP  
6/16/ 2009

1 **BYLAWS OF THE CLEVELAND AREA BOARD REALTORS<sup>®</sup>,**  
2 **INCORPORATED**  
3 **Revised June 16, 2009**  
4  
5

6 **ARTICLE I – NAME**  
7

8 **Section 1: Name** The name of this organization shall be the Cleveland Area Board of  
9 REALTORS<sup>®</sup>, Incorporated, hereinafter referred to as "CABOR".  
10

11 **Section 2: REALTORS** Inclusion and retention of the Registered Collective  
12 Membership Mark REALTORS<sup>®</sup> in the name of CABOR shall be governed by the  
13 Constitution and Bylaws of the National Association of REALTORS<sup>®</sup> as from time to time  
14 amended.  
15

16 **ARTICLE II – OBJECTIVE**  
17

18 The objectives of CABOR are:

19 **Section 1.** To unite those engaged in the recognized branches of the real estate  
20 profession for the purpose of exerting a beneficial influence upon the profession and  
21 related interests.  
22

23 **Section 2.** To promote and maintain high standards of conduct in the real estate  
24 profession as expressed in the Code of Ethics of the National Association of  
25 REALTORS<sup>®</sup>.  
26

27 **Section 3.** To provide a unified medium for real estate owners and those engaged in the  
28 real estate profession whereby their interests may be safeguarded and advanced.  
29

30 **Section 4.** To further the interests of home and other real property ownership.  
31

32 **Section 5.** To unite those engaged in the real estate profession in this community with the Ohio  
33 Association of REALTORS<sup>®</sup> and the National Association of REALTORS<sup>®</sup>, thereby furthering  
34 their own objectives throughout the state and nation, and obtaining the benefits and privileges of  
35 membership therein.  
36

37 **Section 6.** To designate, for the benefit of the public, individuals authorized to use the terms  
38 REALTOR<sup>®</sup> and REALTORS<sup>®</sup> as licensed, prescribed, and controlled by the National  
39 Association of REALTORS<sup>®</sup>.  
40

41 **ARTICLE III – JURISDICTION**  
42

43 **Section 1: Jurisdiction** The territorial jurisdiction of CABOR as a Member of the National  
44 Association of REALTORS<sup>®</sup> is all of Cuyahoga County.  
45

46 **Section 2: Territorial Jurisdiction Defined** Territorial jurisdiction is defined to mean: the right  
47 and duty to control the use of the terms REALTOR<sup>®</sup> and REALTORS<sup>®</sup>, subject to the conditions  
48 set forth in these Bylaws and those of the National Association of REALTORS<sup>®</sup>, in return for

1 which CABOR agrees to protect and safeguard the property rights of the National Association in  
2 the terms.

3  
4 **ARTICLE IV - MEMBERSHIP**

5 CABOR shall have seven classes of membership:

6 **Section 1: REALTOR® Members.** In order to use the term REALTOR or REALTORS, a  
7 licensee must be a REALTOR member of a local Board of REALTORS. A licensee can become  
8 a REALTOR member of CABOR if he or she meets any of the following specifications.

9  
10 (1) Individuals who, as sole proprietors, partners, corporate officers, or branch office managers,  
11 are engaged actively in the real estate profession, including buying, selling, exchanging, renting  
12 or leasing, managing, appraising for others for compensation, counseling, building, developing  
13 or subdividing real estate, and who maintain or are associated with an established real estate  
14 office in the state of Ohio or a state contiguous thereto. All persons who are partners in a  
15 partnership, or all officers in a corporation who are actively engaged in the real estate  
16 profession within the state or a state contiguous thereto shall qualify for REALTOR®  
17 membership only, and each is required to hold REALTOR® membership (except as provided in  
18 the following paragraph) in an association of REALTORS® within the state or a state contiguous  
19 thereto, unless otherwise qualified for Institute Affiliate membership, as described in Section  
20 1(b) of Article IV.

21 In the case of a real estate firm, partnership, or corporation, whose business activity is  
22 substantially all commercial, only those principals actively engaged in the real estate business in  
23 connection with the same office, or any other offices within the jurisdiction of the association in  
24 which one of the firm's principals holds REALTOR® membership, shall be required to hold  
25 REALTOR® membership unless otherwise qualified for Institute Affiliate membership, as  
26 described in Section 1(b) of Article IV. (Amended 1/05)

27  
28 **NOTE:** REALTOR® members may obtain membership in a "secondary" association in another  
29 state.

30  
31 (2) Individuals who are engaged in the real estate profession other than as sole proprietors,  
32 partners, corporate officers, or branch office managers and are associated with a REALTOR®  
33 member and meet the qualifications set out in Article V.

34  
35 (3) Franchise REALTOR® Membership. Corporate officers (who may be licensed or unlicensed)  
36 of a real estate brokerage franchise organization with at least one hundred fifty (150)  
37 franchisees located within the United States, its insular possessions and the commonwealth of  
38 Puerto Rico, elected to membership pursuant to the provisions in the NAR *Constitution and*  
39 *Bylaws*. Such individuals shall enjoy all of the rights, privileges, and obligations of REALTOR®  
40 membership (including compliance with the Code of Ethics) except: obligations related to  
41 association-mandated education, meeting attendance, or indoctrination classes or other similar  
42 requirements; the right to use the term REALTOR® in connection with their franchise  
43 organization's name; and the right to hold elective office in the local association, state  
44 association, and National Association. (Adopted 1/96)

45  
46 (4) Primary and Secondary REALTOR® Members. An individual is a primary member if the  
47 association pays state and National dues based on such member. An individual is a secondary  
48 member if state and National dues are remitted through another association. One of the  
49 principals in a real estate firm must be a designated REALTOR® member of the association in  
50 order for licensees affiliated with the firm to select the association as their "primary" association.  
51

1 (5) Designated REALTOR® Members. Each firm (or office in the case of firms with multiple  
2 office locations) shall designate in writing one REALTOR® member who shall be responsible for  
3 all duties and obligations of membership, including the obligation to arbitrate pursuant to Article  
4 17 of the Code of Ethics and the payment of association dues as established in Article X of the  
5 Bylaws. The "Designated REALTOR®" must be a sole proprietor, partner, corporate officer, or  
6 branch office manager acting on behalf of the firm's principal(s), and must meet all other  
7 qualifications for REALTOR® membership established in Article V, Section 2 of the Bylaws.  
8

9 **Section 2: Institute Affiliate Members:** Institute Affiliate members shall be individuals who  
10 hold professional designation awarded by an Institute, Society, or Council affiliated with the  
11 National Association of REALTORS that addresses a specialty area other than residential  
12 brokerage or individuals who otherwise hold a class of membership in such Institute, Society or  
13 Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect  
14 to hold REALTOR membership subject to payment of applicable dues for such membership  
15

16 **Section 3: Associate Member (NAR AFFILIATE Member):** Associate Members shall be real  
17 estate owners and other individuals or firm representatives who, while not engaged in the real  
18 estate profession as defined in Sections 1 and 2 of this Article, have involvements in the real  
19 estate industry that require the information that membership in CABOR can provide and are in  
20 sympathy with the objectives of CABOR.  
21

22 **Section 4: Public Service members.** Public Service Members shall be individuals who are  
23 interested in the real estate profession as employees of or affiliated with educational, public  
24 utility, governmental or other similar organizations, but are not engaged in the real estate  
25 profession on their own account or in association with an established real estate business.  
26

27 **Section 5: Honorary Members.** Honorary members shall be individuals not engaged in the  
28 real estate profession who have performed notable service for the real estate profession, for  
29 CABOR, or for the public. Honorary membership shall be for a period of one year or as  
30 determined by the Board of Directors.  
31

32 **Section 6: Honorary Life Members.** Honorary Life Members shall be REALTORS® who have  
33 been actively engaged in the practice of real estate for a minimum of twenty-five (25) years and  
34 have held active REALTOR® membership in CABOR and who have performed notable service  
35 for the real estate profession, for CABOR, or for the public. A unanimous vote of the directors  
36 present at a meeting shall be required for election to Honorary Life Membership.  
37

38 **Section 7: Student Members.** Student Members shall be individuals who are seeking an  
39 undergraduate or graduate degree with a specialization or major in real estate at institutions of  
40 higher learning, and who have completed at least two years of college and at least one college  
41 level course in real estate, but are not engaged in the real estate profession on their own  
42 account or not associated with an established real estate office.  
43

44 **Section 8: Rights of members:** All members shall have the right to receive those publications  
45 of CABOR as authorized by the Board of Directors and the right to attend CABOR events at the  
46 membership rate, and participate in discussion subject to provisions in the CABOR Rules and  
47 Regulations. The right to propose motions, vote, and hold elected or appointed office shall be  
48 granted only to REALTOR members and Associate members.  
49

## 50 **ARTICLE V - QUALIFICATION AND ELECTION TO MEMBERSHIP**

1  
2 **Section 1. Application.** An application for membership shall be made in such a manner and  
3 form as may be prescribed by the Board of Directors and made available to anyone requesting  
4 it. The application form shall contain the following statements to be signed by the applicant:  
5

6 A That the applicant agrees as a condition of membership to thoroughly familiarize himself  
7 or herself with the Code of Ethics of the National Association of REALTORS<sup>®</sup>, the Constitutions,  
8 Bylaws, and Rules and Regulations of CABOR, the State, and the National Associations; and if  
9 elected a Member, will abide by the Constitutions and Bylaws and Rules and Regulations of  
10 CABOR, the State, and the National Association; and if a REALTOR<sup>®</sup> Member, will abide by the  
11 Code of Ethics of the National Association of REALTORS<sup>®</sup> including the obligation to arbitrate  
12 controversies arising out of real estate transactions as specified by Article 17 of the Code of  
13 Ethics, and as further specified in the *Code of Ethics and Arbitration Manual* of the National  
14 Association of REALTORS<sup>®</sup>, as from time to time amended, and  
15

16 B. That the applicant consents that CABOR, through its Board of Directors or otherwise,  
17 may invite and receive information and comment about the applicant from any member or other  
18 persons, and that the applicant agrees that any information and comment furnished to CABOR  
19 by any person in response to the invitation shall be conclusively deemed to be privileged and  
20 not form the basis of any action for slander, libel, or defamation of character. The applicant  
21 shall, with the form of application, have access to a copy of the Bylaws, Constitution, Rules and  
22 Regulations and Code of Ethics referred to above.  
23

24 **Section 2. Qualification.**  
25

26 A. An applicant for REALTOR<sup>®</sup> Membership who is a sole proprietor, partner, corporate  
27 officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the  
28 Board of Directors that he or she is actively engaged in the real estate profession, and  
29 maintains a current, valid real estate broker's or salesperson's license or is licensed or certified  
30 by an appropriate state regulatory agency to engage in the appraisal of real property, has a  
31 place of business within the state or a state contiguous thereto (unless a secondary member),  
32 has no record of recent or pending bankruptcy, has no record of official sanctions involving  
33 unprofessional conduct, agrees to certify that he or she has read the Bylaws and Rules and  
34 Regulations of CABOR, the Bylaws of the State Association, and the Constitution and Bylaws  
35 and Code of Ethics of the National Association of REALTORS<sup>®</sup>, and shall agree that if elected  
36 to membership, he or she will abide by such Constitution, Bylaws, Rules and Regulations and  
37 Code of Ethics. NOTE: Article 4, Section 2 of the NAR Bylaws prohibits Member Boards from  
38 knowingly granting REALTOR<sup>®</sup> membership to any applicant who has an unfulfilled sanction  
39 pending which was imposed by another Board or Association of REALTORS<sup>®</sup> for violation of the  
40 Code of Ethics.  
41

42 B. Individuals who are actively engaged in the real estate profession other than as sole  
43 proprietors, partners, corporate officers, or branch office managers in order to qualify for  
44 REALTOR<sup>®</sup> Membership, shall at the time of application, be associated either as an employee  
45 or as an independent contractor with a Designated REALTOR<sup>®</sup> Member of the CABOR or a  
46 Designated REALTOR<sup>®</sup> Member of another Board (if a secondary member) and must maintain  
47 a current, valid real estate broker's or salesperson's license or be licensed or certified by an  
48 appropriate state regulatory agency to engage in the appraisal of real property, shall certify that  
49 he or she has read the Bylaws and Rules and Regulations of the Board, the Bylaws of the State  
50 Association, and the Constitution and Bylaws and Code of Ethics of the National Association of

1 REALTORS<sup>®</sup>, and shall agree in writing that if elected to membership he or she will abide by  
2 such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics.

3  
4 C. CABOR will also consider the following in determining an applicant's qualifications for  
5 REALTOR<sup>®</sup> membership:

- 6 1. All final findings of Code of Ethics violations and violations of other membership duties in  
7 any other association within the past three (3) years.
- 8 2. Pending ethics complaints or hearings.
- 9 3. Unsatisfied discipline pending.
- 10 4. Pending arbitration requests or hearings.
- 11 5. Unpaid arbitration awards or unpaid financial obligations to any other association or  
12 association MLS.
- 13 6. Any misuse of the term REALTOR or REALTORS in the name of the applicant's firm.

14  
15 D. Interim Conditional ("Provisional") REALTOR membership may be granted in instances  
16 where ethics complaints or arbitration requests (or hearings) are pending in other associations  
17 or where the applicant for membership has unsatisfied discipline pending in another association  
18 (except for violations of the Code of Ethics; See Article V, Section 2A) provided all other  
19 qualifications for membership have been satisfied. CABOR shall review and reconsider the  
20 membership status of such individuals when all pending ethics and arbitration matters (and  
21 related discipline) have been resolved or within six months from the date that Interim  
22 Conditional (provisional) membership is approved if such matters are not resolved by that time.  
23 Interim Conditional (provisional) members shall be considered REALTORS<sup>®</sup> and shall be  
24 subject to all of the same privileges and obligations of REALTOR<sup>®</sup> membership. If a member  
25 resigns from another association with an ethics complaint or arbitration request pending,  
26 CABOR shall condition membership on the applicant's certification that he/she shall submit to  
27 the pending ethics or arbitration proceeding and will abide by the decision of the hearing panel.

28  
29 E. For all other classes of CABOR membership, the qualifications shall be as specified in  
30 the CABOR Bylaws and in the Rules and Regulations and/or as dictated by the Board of  
31 Directors. The minimum qualification shall be that the applicant shall agree to be familiar with  
32 and abide by the Constitution, Bylaws, Rules and Regulations, and Code of Ethics of CABOR,  
33 OAR, and NAR

34  
35 **Section 3: Election.** The procedure for election to membership shall be as follows:

36  
37 A. The Chief Executive Officer or duly authorized designee shall determine whether the  
38 applicant is applying for the appropriate class of membership. Applicants for membership which  
39 do not meet the requirements for membership shall have their applications forwarded to the  
40 Board of Directors with a recommendation that the application be rejected.

41  
42 B. Applications for membership along with the recommendation of the Chief Executive  
43 Officer shall be reviewed by the Board of Directors and action shall be taken by majority vote to  
44 accept or reject the application at a regular or special meeting, providing that a quorum is  
45 present.

46  
47 C. If the Board of Directors votes to reject an application for membership, the rejected  
48 applicant shall be provided with a written statement of the reasons for rejection. A rejected  
49 applicant may appeal the rejection in writing to the Board of Directors setting forth the reason  
50 why applicant believes the rejection is improper. Such an appeal shall be accompanied by

1 payment of an administrative fee designated by the Board of Directors not to exceed one-half  
2 the initial application fee. The applicant shall be given an opportunity to personally appear  
3 before the Board of Directors, to give testimony in support of the application, to call witnesses to  
4 give testimony in support of the application and to be represented by legal counsel. The Board  
5 of Directors may also have legal counsel present. The Board of Directors shall require that  
6 written minutes be made of any hearing before it or may electronically or mechanically record  
7 the proceedings.  
8

9 D. If the Board of Directors determines that the appeal should be rejected, it shall record its  
10 reasons in its minutes and a statement of the reasons shall be given to the Chief Executive  
11 Officer. If the Board of Directors believes that denial of Applicant's membership may become  
12 the basis of litigation and a claim of damage by the Applicant, it may specify that the denial shall  
13 become effective upon entry of a final judgment by a court of competent jurisdiction in a suit by  
14 the Board of a declaratory judgment declaring that the denial violates no rights of the Applicant.  
15

#### 16 **Section 4. Status Change.**

17  
18 A. A REALTOR® who changes the conditions under which he or she holds membership  
19 shall be required to provide written notification to CABOR within 30 days. A REALTOR® (non-  
20 principal) who becomes a principal in the firm with which he has been licensed or, alternatively,  
21 becomes a principal in a new firm which will be comprised of REALTOR® principals may be  
22 required to satisfy any previously unsatisfied membership requirements applicable to  
23 REALTOR® (principal) Members but shall, during the period of transition from one status of  
24 membership to another, be subject to all of the privileges and obligations of a REALTOR®  
25 (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in  
26 these Bylaws for the category of membership to which the REALTOR has transferred within 30  
27 days of the date the REALTOR has advised CABOR of the changes in status, the new  
28 membership application will terminate automatically unless otherwise so directed by the Board  
29 of Directors. A REALTOR® who is transferring license from one firm comprised of REALTOR®  
30 principals to another firm comprised of REALTOR® principals shall be subject to all of the  
31 privileges and obligations of membership during the term of transition. If the transfer is not  
32 completed within 30 days of the date CABOR is advised of the disaffiliation with the current firm,  
33 membership will terminate automatically unless otherwise so directed by the Board of Directors.  
34

35 B. Any application fee related to a change in membership status shall be reduced by an  
36 amount equal to any application fee previously paid by the applicant.  
37

38 C. Dues shall be prorated from the first day of the month in which the member is notified of  
39 election by the Board of Directors and shall be based on the new membership status for the  
40 remainder of the year.  
41

#### 42 **Section 5: New Member Code of Ethics Orientation**

43  
44 A. Applicants for REALTOR® membership and Interim Conditional (provisional) REALTOR®  
45 members (where applicable) shall complete an orientation program on the Code of Ethics of not  
46 less than two hours and thirty minutes of instructional time. This requirement does not apply to  
47 applicants for REALTOR® membership or Interim Conditional (provisional) members who have  
48 completed comparable orientation in another association, provided that REALTOR®  
49 membership has been continuous, or that any break in membership is for one year or less.

1 B. Failure to satisfy this requirement within 45 days of the date of application (or,  
2 alternatively, the date that Interim Conditional [provisional] membership was granted), will  
3 resulted in denial of the membership application or termination of Interim Conditional  
4 (provisional) membership.

5  
6 **Section 6: Continuing Member Code of Ethics Training**  
7

8 A. Each REALTOR® member of CABOR shall be required to complete quadrennial ethics  
9 training of not less than two hours and thirty minutes of instructional time. This requirement will  
10 be satisfied upon presentation of documentation that the member has completed a course of  
11 instruction conducted by CABOR or another association, the State Association of REALTORS®,  
12 the National Association of REALTORS® or any other recognized educational institution or  
13 provider which meets the learning objectives and minimum criteria established by the National  
14 Association of REALTORS® from time to time. REALTOR® members who have completed  
15 training as a requirement of membership in another association and REALTOR® members who  
16 have completed the New Member Code of Ethics Orientation during any four-year cycle shall  
17 not be required to complete additional ethics training until a new four-year cycle commences.  
18

19 B. Failure to satisfy this requirement shall be considered a violation of membership duty for  
20 which REALTOR® membership shall be suspended until such time as the training is completed.  
21

22 C. *Members suspended for failing to meet the requirement for the first four (4)-year cycle*  
23 *(2001 through 2004) will have until December 31, 2005 to meet the requirement. Failure to*  
24 *meet the requirement by that time will result in automatic termination of membership. Failure to*  
25 *meet the requirement for the second (2005 through 2008) cycle and subsequent four (4)-year*  
26 *cycles will result in suspension of membership for the first two months (January and February)*  
27 *of the year following the end of any four (4)-year cycle or until the requirement is met, whichever*  
28 *occurs sooner. On March 1 of that year, the membership of a member who is still suspended*  
29 *as of that date will be automatically terminated.*  
30

31 **ARTICLE VI - PRIVILEGES AND OBLIGATIONS**  
32

33 **Section 1: General** The privileges and obligations of Members, in addition to those otherwise  
34 provided in these Bylaws, shall be specified in this Article.  
35

36 **Section 2: Disciplinary Action** Any Member of CABOR may be reprimanded, fined, placed  
37 on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws  
38 and CABOR Rules and Regulations consistent with these Bylaws, after a hearing as provided in  
39 the *Code of Ethics and Arbitration Manual* of CABOR. Although Members other than  
40 REALTORS® are neither subject to the Code of Ethics nor its enforcement by CABOR, such  
41 Members are encouraged to abide by the principles established in the Code of Ethics of the  
42 National Association of REALTORS® and conduct their business and professional practices  
43 accordingly. Further, Members other than REALTORS® may, upon recommendation of the  
44 Board of Directors, or upon recommendation by a hearing panel of the Professional Standards  
45 Committee, be subject to discipline as described above, for any conduct, which in the opinion of  
46 the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the terms  
47 REALTOR® or REALTORS®, and the real estate industry, or for conduct that is inconsistent with  
48 or adverse to the objectives and purposes of CABOR, the State Association, and the National  
49 Association of REALTORS®.  
50

1 **Section 3: Hearing** Any REALTOR<sup>®</sup> Member of CABOR may be disciplined by the Board of  
2 Directors for violations of the Code of Ethics or other duties of membership, after a hearing as  
3 described in the *Code of Ethics and Arbitration Manual* of CABOR, provided that the discipline  
4 imposed is consistent with the discipline authorized by the Professional Standards Committee of  
5 the National Association of REALTORS<sup>®</sup> as set forth in the *Code of Ethics and Arbitration*  
6 *Manual* of the National Association. Any hearing shall be conducted in a manner consistent  
7 with the procedures described in *Robert's Rules of Order Newly Revised*.  
8

9 **Section 4: Resignation of Members.** Resignations of Members shall become effective when  
10 received in writing by the Board of Directors, provided, however, that if any Member submitting  
11 the resignation is indebted to CABOR for dues, fees, fines, or other assessments of CABOR or  
12 any of its services, departments, divisions, or subsidiaries, CABOR may condition the right of  
13 the resigning Member to reapply for membership upon payment in full of all such monies owed.  
14

15 **Section 5: Membership Termination with Ethics Complaint** If a Member resigned from  
16 CABOR or otherwise causes membership to terminate with an ethics complaint pending, the  
17 Board of Directors may condition the right of the resigned member to reapply for membership  
18 upon the applicant's certification that the applicant will submit to the pending ethics proceeding  
19 and will abide by the decision of the hearing panel. If a Member resigned or otherwise causes  
20 membership to terminate, the duty to submit to arbitration continues in effect even after  
21 membership lapses or is terminated, provided that the dispute arose while the former member  
22 was a REALTOR.  
23

24 **Section 6: REALTOR MEMBERS RIGHTS.** REALTOR<sup>®</sup> Members, whether primary or  
25 secondary, in good standing whose financial obligations to CABOR are paid in full shall be  
26 entitled to vote and to hold elective office in the Board; may use the terms REALTOR<sup>®</sup> and  
27 REALTORS<sup>®</sup>, which use shall be subject to the provisions of Article VIII; and have the primary  
28 responsibility to safeguard and promote the standards, interests, and welfare of CABOR and the  
29 real estate profession.  
30

31 A. If a REALTOR<sup>®</sup> Member is a sole proprietor in a firm, a partner in a partnership or an  
32 officer in a corporation and is suspended or expelled, the firm, partnership, or corporation shall  
33 not use the terms REALTOR<sup>®</sup> or REALTORS<sup>®</sup> in connection with its business during the period  
34 of suspension, or until readmission to REALTOR<sup>®</sup> Membership, or unless connection with the  
35 firm, partnership, or corporation is severed, whichever may apply. The membership of all other  
36 principals, partners, or corporate officers shall suspend or terminate during the period of  
37 suspension of the disciplined Member, or until readmission of the disciplined Member, or unless  
38 connection of the disciplined Member with the firm, partnership, or corporation is severed,  
39 whichever may apply. Further, the membership of REALTORS<sup>®</sup> other than principals who are  
40 employed by or affiliated as independent contractors with the disciplined Member shall suspend  
41 or terminate during the period of suspension of the disciplined Member or until readmission of  
42 the disciplined Member or until connection of the disciplined Member with the firm, partnership,  
43 or corporation is severed, or unless the REALTOR<sup>®</sup> Member (non-principal) elects to sever his  
44 or her connection with the REALTOR<sup>®</sup> and affiliate with another REALTOR<sup>®</sup> Member in good  
45 standing in CABOR, whichever may apply. If a REALTOR<sup>®</sup> Member who is other than a  
46 principal in a firm, partnership, or corporation is suspended or expelled, the use of the terms  
47 REALTOR<sup>®</sup> or REALTORS<sup>®</sup> by the firm, partnership, or corporation shall not be affected.  
48

49 B. In any action taken against a REALTOR<sup>®</sup> Member for suspension or expulsion under  
50 Article VI, Section 6A hereof, notice of such action shall be given to all REALTORS<sup>®</sup> employed

1 by or affiliated as independent contractors with such REALTOR® Member and they shall be  
2 advised that the provisions in Article VI, Section 6A shall apply.  
3

4 **Section 7: Institute Affiliate Members.** Institute Affiliate Members shall have rights and  
5 privileges and be subject to obligations prescribed by the Board of Directors and consistent with  
6 the Constitution and Bylaws of the National Association of REALTORS®. *No Institute Affiliate  
7 Member may be granted the right to use the term REALTOR, REALTOR –ASSOCIATE, or the  
8 REALTOR logo; to serve as President of CABOR, or be a participant in CABOR’s Multiple  
9 Listing Service.*

10  
11 **Section 8: Associate (NAR Affiliate) Members.** Associate (NAR Affiliate) Members shall  
12 have rights and privileges and be subject to obligations prescribed by the Board of Directors and  
13 the CABOR Rules and Regulations.  
14

15 **Section 9: Public Service Members.** Public Service Members shall have rights and privileges  
16 and be subject to obligations prescribed by the Board of Directors.  
17

18 **Section 10: Honorary Members.** Honorary Membership shall confer only the right to attend  
19 meetings and participate in discussions.  
20

21 **Section 11: Honorary Life Members.** Honorary Life Members shall have such privileges and  
22 rights and shall be subject to such obligations as may be prescribed by the Board of Directors  
23 except the right to vote and hold elective office.  
24

25 **Section 12: Student Members.** Student Members shall have rights and privileges and be  
26 subject to obligations prescribed by the Board of Directors.  
27

28 **Section 13: Designated REALTOR MEMBERS.** “Designated” REALTOR Members of  
29 CABOR shall certify to the Board during the month designated by the Board of Directors  
30 and as from time to time amended on a form provided by CABOR, a complete listing of all  
31 individuals licensed or certified in the REALTOR® office(s) and shall designate a  
32 primary Board for each individual who holds membership. Designated REALTORS® shall also  
33 identify any non-member licensees in the REALTOR® office(s) and if Designated REALTOR®  
34 dues have been paid to another Board based on said non-member licensees, the Designated  
35 REALTOR® shall identify the Board to which dues have been remitted. These declarations shall  
36 be used for purposes of calculating dues under Article X, Section 2A of the Bylaws.  
37 “Designated” REALTOR® Members shall also notify CABOR of any additional individual(s)  
38 licensed or certified with the firm(s) within 30 days of the date of affiliation or severance of the  
39 individual.  
40

41 **Section 14: Harassment.** Any member of CABOR may be reprimanded, placed on  
42 probation, suspended or expelled for harassment of a CABOR employee or CABOR  
43 Officer or Director after an investigation in accordance with the procedures of CABOR. As used  
44 in this Section, harassment means any verbal or physical conduct including threatening or  
45 obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves,  
46 kicks, or other similar physical contact, or threats to do the same, or any other conduct with the  
47 purpose of effect of unreasonably interfering with an individual’s work performance by creating a  
48 hostile, intimidating or offensive work environment. Harassment shall also include repetitive  
49 electronic mailing or faxing with the intent to annoy an individual or to interrupt, or disable  
50 normal personal or business operations. Unauthorized interception of electronic or mail

1 communications and wire taping shall be grounds for discipline under the harassment  
2 provisions. The decision of the appropriate disciplinary action to be taken shall be made by the  
3 investigatory team comprised of the Chief Executive Officer, the Chairman of CABOR, and the  
4 Chairman-elect and one member of the Board of Directors selected by the highest ranking  
5 officer not named in the complaint, upon consultation with legal counsel for CABOR.  
6 Disciplinary action may include any sanction authorized in the association's Code of Ethics and  
7 Arbitration Manual. If the complaint names the Chairman or Chairman-Elect, they may not  
8 participate in the proceedings and shall be replaced by the Immediate Past Chairman or,  
9 alternatively, by another member of the Board of Directors selected by the highest ranking  
10 officer not named in the complaint.

11  
12 **Section 15. Non-discrimination.** CABOR adheres to the fair housing policies and laws as  
13 established by all appropriate laws. It is illegal, pursuant to the Ohio Fair Housing Law, division  
14 (H) of Section 4112.02 of the Revised Code and the Federal Fair Housing Law, 42 U.S.C.A.  
15 3601, to refuse to sell, transfer, assign, rent, lease, sublease or finance housing  
16 accommodations, refuse to negotiate for the sale or rental of housing accommodations, or  
17 otherwise deny or make unavailable housing accommodations because of race, color, religion,  
18 sex, familial status as defined in Section 4112.01 of the Revised Code, ancestry, military status  
19 as defined in that section, disability as defined in that section, or national origin or to so  
20 discriminate in advertising the sale or rental of housing, in the financing of housing, or in the  
21 provision of real estate brokerage services. It is also illegal, for profit, to induce or attempt to  
22 induce a person to sell or rent a dwelling by representations regarding the entry into the  
23 neighborhood of a person or persons belonging to one of the protected classes.

## 24 25 26 **ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION**

27  
28 **Section 1: Responsibility of CABOR and Members.** The responsibility of CABOR and its  
29 Members relating to the enforcement of the Code of Ethics, the disciplining of Members, the  
30 arbitration of disputes, and the organization and procedures incident thereto shall be governed  
31 by the *Code of Ethics and Arbitration Manual* of the National Association of REALTORS®, as  
32 amended from time to time, and as adapted to be consistent with applicable state law.

33  
34 **Section 2: Compliance with the Ohio Revised Code.** Arbitration, as described in the  
35 Manual, shall be conducted in a manner consistent with Chapter 2711 of the Ohio Revised  
36 Code.

37  
38 **Section 3: Mediation Service.** CABOR adopts the Mediation Service as described in the  
39 Manual.

40  
41 **Section 4: Grievance Committee.** The Grievance Committee shall review disputes submitted  
42 to it to determine if they are arbitrable.

43  
44 **Section 5: REALTOR MEMBERS RESPONSIBILITY.** It shall be the duty and responsibility of  
45 every REALTOR® Member of CABOR to abide by the Bylaws and the Rules and Regulations of  
46 CABOR, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of  
47 the National Association of REALTORS®, and to abide by the Code of Ethics of the National  
48 Association of REALTORS®, including the duty to arbitrate controversies arising out of real  
49 estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and

1 in accordance with the procedures set forth in the *Code of Ethics and Arbitration Manual* of this  
2 Board as from time to time amended.

3  
4 **Section 6: NORMLS.** Qualifying CABOR Members (denominated participants in the governing  
5 documents of NORMLS), are entitled to participate in the Northern Ohio Regional Multiple  
6 Listing Service (NORMLS) pursuant to an agreement between CABOR and NORMLS and in  
7 accordance with the Code of Regulations and Rules and Regulations of NORMLS. In the event  
8 that a CABOR member is found by the NORMLS Board of Governors to be in violation of the  
9 NORMLS Code of Regulations and/or Rules and Regulations, the CABOR Member shall have  
10 the right to appeal the finding to the Board of which the person is a member. The appeal shall  
11 be conducted by the Board in accordance with the *Code of Ethics and the Arbitration Manual*  
12 except for the following:

- 13  
14 A. Appeals shall proceed directly to the Professional Standards Committee for Hearing and  
15 there need be no preliminary review by the Grievance Committee  
16  
17  
18 B. The standard of review for appeals from decisions from the NORMLS Board of  
19 Governors shall be the same as set forth in the *Code of Ethics and Arbitration Manual*.

## 20 21 22 **ARTICLE VIII - USE OF THE TERMS REALTOR<sup>®</sup> AND REALTORS<sup>®</sup>**

23  
24 **Section 1: Use of the Terms by Members.** Use of the terms REALTOR<sup>®</sup> and REALTORS<sup>®</sup>  
25 by Members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the  
26 National Association of REALTORS<sup>®</sup> and to the Rules and Regulations prescribed by its Board  
27 of Directors. CABOR shall have the authority to control, jointly and in full cooperation with the  
28 National Association of REALTORS<sup>®</sup>, use of the terms within its jurisdiction. Any misuse of the  
29 terms by members is a violation of a membership duty and may subject members to disciplinary  
30 action by the Board of Directors after a hearing as provided for in the association's Code of  
31 Ethics and Arbitration Manual.

32  
33 **Section 2: Privileges of REALTOR MEMBERS.** REALTOR<sup>®</sup> Members of CABOR shall have  
34 the privilege of using the terms REALTOR<sup>®</sup> and REALTORS<sup>®</sup> in connection with their places of  
35 business within the state or a state contiguous thereto so long as they remain REALTOR<sup>®</sup>  
36 Members in good standing. No other class of Members shall have this privilege.

### 37 38 **Section 3: REALTOR MEMBERS WHO ARE PRINCIPALS.**

39 A. A REALTOR<sup>®</sup> Member who is a principal of a real estate firm, partnership, or corporation  
40 may use the terms REALTOR<sup>®</sup> and REALTORS<sup>®</sup> only if all the principals of such firm,  
41 partnership, or corporation who are actively engaged in the real estate profession within the  
42 state or a state contiguous thereto are REALTOR<sup>®</sup> Members of CABOR or Institute Affiliate  
43 Members as described in Section 2 of Article IV.

44  
45 B. In the case of REALTOR<sup>®</sup> member who is a principal of a real estate firm,  
46 partnership, or corporation whose business activity is substantially all commercial,  
47 the right to use the term REALTOR<sup>®</sup> or REALTORS<sup>®</sup> shall be limited to office locations in  
48 which a principal, partner, corporate officer, or branch office manager of the firm,  
49 partnership or corporation holds REALTOR<sup>®</sup> membership. If a firm, partnership, or  
50 corporation operates additional places of business in which no principal, partner,

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

4  
5 **Section 4: Institute Affiliate Members.** Institute Affiliate Members shall not use the terms  
6 REALTOR® or REALTORS®, or the imprint of the emblem seal of the National Association of  
7 REALTORS®.

## 8 9 **ARTICLE IX - STATE AND NATIONAL MEMBERSHIPS**

10  
11 **Section 1: CABOR Member of NAR and OAR.** CABOR shall be a Member of the  
12 National Association of REALTORS® and the Ohio Association of REALTORS®. By  
13 reason of the CABOR's Membership, each REALTOR® Member of CABOR shall be  
14 entitled to membership in the National Association of REALTORS® without further  
15 payment of dues. CABOR shall continue as a Member of the State and National Associations,  
16 unless by a two-thirds vote of all of its REALTOR® Members casting a ballot on the issue a  
17 decision is made to withdraw, in which case the State and National Associations shall be  
18 notified at least one month in advance of the date designated for the termination of such  
19 membership.

20  
21 **Section 2: Property Rights.** CABOR recognizes the exclusive property rights of the National  
22 Association of REALTORS® in the terms REALTOR® and REALTORS®. CABOR shall  
23 discontinue use of the terms in any form in its name, upon ceasing to be a Member of the  
24 National Association, or upon a determination by the Board of Directors of the National  
25 Association that it has violated the conditions imposed upon the terms.

26  
27 **Section 3: Adopts Code of Ethics.** CABOR adopts the Code of Ethics of the National  
28 Association of REALTORS® and agrees to enforce the Code among its REALTOR® Members.  
29 CABOR and all of its Members agree to abide by the Constitution, Bylaws, Rules and  
30 Regulations, and policies of the National Association and the Ohio Association of REALTORS®.

## 31 32 **ARTICLE X - DUES AND ASSESSMENTS**

33  
34 **Section 1: Application Fee.** The Board of Directors may adopt an application fee for  
35 REALTOR® Membership in a reasonable amount, not to exceed three times the amount of the  
36 annual dues for REALTOR® Membership, which shall be required to accompany each  
37 application for REALTOR® Membership and which shall become the property of CABOR upon  
38 final approval of the application.

39  
40 **Section 2: Annual Dues** The annual dues of Members shall be as follows:

41  
42 A. **Designated REALTOR® Members.** The annual dues of each Designated REALTOR®  
43 Member shall be in such amount as established annually by the Board of Directors plus an  
44 additional amount to be established annually by the Board of Directors times the number of real  
45 estate salespersons and licensed or certified appraisers who (1) are directly or indirectly  
46 employed by or affiliated as independent contractors, or who are otherwise directly or indirectly  
47 licensed with such REALTOR® Member, and (2) are not REALTOR® Members of any Board in  
48 the state or a state contiguous thereto or Institute Affiliate Members of CABOR. In calculating  
49 the dues payable to CABOR by a Designated REALTOR® Member, non-member licensees as  
50 defined in (1) and (2) of this paragraph shall not be included in the computation of dues if the

1 Designated REALTOR® has paid dues based on said non-member licensees in another Board  
2 in the state or a state contiguous thereto, provided the Designated REALTOR® notifies CABOR  
3 in writing of the identity of the Board to which dues have been remitted. In the case of a  
4 Designated REALTOR® Member in a firm, partnership, or corporation whose business activity  
5 is substantially all commercial any assessments for non-member licensees shall be limited to  
6 licensees affiliated with the Designated REALTOR® (as defined in (1) and (2) of this paragraph)  
7 in the office where the Designated REALTOR® holds membership, and any other offices of the  
8 firm located within the jurisdiction of CABOR.  
9

10  
11 1. For the purpose of this Section, a REALTOR® Member of CABOR shall be held to be  
12 any Member who has a place or places of business within the state or a state contiguous  
13 thereto and who, as a principal, partner, corporate officer, or branch office manager of a  
14 real estate firm, partnership, or corporation, is actively engaged in the real estate  
15 profession as defined in Article 3, Section 1, of the Constitution of the National  
16 Association of REALTORS®. An individual shall be deemed to be licensed with a  
17 REALTOR® if the license of the individual is held by the REALTOR®, or by any broker  
18 who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a  
19 direct or indirect ownership interest and which is engaged in other aspects of the real  
20 estate business (except as provided for in Section 2 (1) hereof) provided that such  
21 licensee is not otherwise included in the computation of dues payable by the principal,  
22 partner, or corporate officer of the entity.  
23

24 2. A REALTOR® with a direct or indirect ownership interest in an entity engaged  
25 exclusively in soliciting and/or referring clients and customers to the REALTOR® for  
26 consideration on a substantially exclusive basis shall annually file with CABOR on a form  
27 approved by CABOR a list of the licensees affiliated with that entity and shall certify that  
28 all of the licensees affiliated with the entity are solely engaged in referring clients and  
29 customers and are not engaged in listing, selling, leasing, managing, counseling or  
30 appraising real property. The individuals disclosed on such form shall not be deemed to  
31 be licensed with the REALTOR® filing the form for purposes of this Section and shall not  
32 be included in calculating the annual dues of the Designated REALTOR®.  
33

34 3. Membership dues shall be prorated for any licensee included on a certification form  
35 submitted to CABOR who during the same calendar year applies for REALTOR®  
36 membership in CABOR. However, membership dues shall not be prorated if the  
37 licensee held REALTOR® membership during the preceding year.  
38

39 B. REALTOR® Members. Dues for all REALTOR members shall be payable annually in  
40 advance on the date as specified from time to time by action of the Board of Directors. Dues for  
41 new members shall become payable on the day of the month in which a member shall be  
42 notified of election and shall be prorated for the year. The annual dues of REALTOR®  
43 members other than the designated REALTOR® shall be in an amount established by the  
44 Board of Directors.  
45

46 C. Institute Affiliate Members. *The annual dues for each Institute Affiliate Members of*  
47 *CABOR as established in of the National Association's Bylaws of REALTORS®.*  
48 *The Institutes, Societies, and Councils of the National Association shall be responsible for*  
49 *collecting and remitting dues to the National Association for Institute Affiliate Members (\$75.00).*  
50 *The National Association shall credit \$25.00 to the account of CABOR for each Institute Affiliate*

1 Member whose office address is within the assigned territorial jurisdiction of CABOR, provided,  
2 however, if the office location is also within the territorial jurisdiction of a Commercial Overlay  
3 Board (COB), the \$25.00 amount will be credited to the COB, unless the Institute Affiliate  
4 Member directs that the dues be distributed to the other board. The National Association shall  
5 also credit \$25.00 to the account of state associations for each Institute Affiliate Member whose  
6 office address is located within the territorial jurisdiction of the state association. Local and state  
7 associations may not establish any additional entrance, initiation fees or dues for Institute  
8 Affiliate Members, but may provide service packages to which Institute Affiliate Members may  
9 voluntarily subscribe.

10  
11 D. Associate (NAR Affiliate) Members. Dues for Associate (NAR Affiliate) Members of  
12 CABOR may not exceed two and one-half times the amount established pursuant to Article 2,  
13 Section 1(a) of the National Association's Bylaws for REALTORS® Members and shall be as  
14 established by the Board of Directors.

15  
16 E. All other classes of membership. The annual dues, if any, for all other classes of  
17 membership shall be as established by the Board of Directors.

18  
19 **Section 3: Dues Payable.** Dues for all Members shall be payable annually in advance on the  
20 date specified by the Board of Directors as from time to time amended. Dues shall be  
21 computed from the first day of the month in which a Member is notified of election and shall be  
22 prorated for the remainder of the year.

23  
24 **Section 4: Nonpayment of Financial Obligations.** If dues, fees, fines, or other assessments  
25 including amounts owed to the CABOR or the CABOR's Multiple Listing Service are not paid  
26 within one (1) month after the due date, the nonpaying Member is subject to suspension at the  
27 discretion of the Board of Directors. Two (2) months after the due date, membership of the  
28 nonpaying Member may be terminated at the discretion of the Board of Directors. Three (3)  
29 months after the due date, membership of the nonpaying Member shall automatically terminate  
30 unless within that time the amount due is paid. However, no action shall be taken to suspend or  
31 expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed  
32 has been confirmed by the Board of Directors. A former Member who has had his or her  
33 membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied  
34 in accordance with the provisions of these Bylaws or the provisions of other Rules and  
35 Regulations of CABOR or any of its services, departments, divisions or subsidiaries may apply  
36 for reinstatement in a manner prescribed for new applicants for membership, after making  
37 payment in full of all accounts dues as of the date of termination.

38  
39 **Section 5: Deposits and Expenditures.** All monies received by CABOR for any purpose  
40 shall be deposited to the credit of CABOR in a financial institution selected by resolution of the  
41 Board of Directors.

42  
43 **Section 6: Notice.** All dues, fees, fines, assessments, or other financial obligations to CABOR  
44 or CABOR's Multiple Listing Service shall be noticed to the delinquent CABOR Member in  
45 writing setting forth the amount owed and due date.

46  
47 **Section 7: Dues for Former NAR Officers.** The dues of REALTOR® Members who are  
48 REALTOR® Emeriti (as recognized by the National Association), Past Presidents of the National  
49 Association or recipients of the Distinguished Service Award shall be as determined by the  
50 Board of Directors.

1  
2 **ARTICLE XI – OFFICERS OF THE CORPORATION**

3  
4 **Section 1: Officers.**

5  
6 A. Elected Officers: The elected officers of the corporation and the Board of Directors  
7 shall be a chairman, a chairman-elect, and a treasurer.

8  
9 B. Non-elected Officers: The Chief Executive Officer and the Immediate Past Chairman  
10 shall serve as non-elected officers of the corporation and the Board of Directors. These non-  
11 elected officers shall not have a vote and shall not be counted in the quorum.

12  
13 **Section 2: Qualifications for Office.**

14  
15 A. To run for and to hold the offices of treasurer and chairman-elect, a person must be an  
16 elected director of the Board of Directors.

17  
18 B. To hold the office of chairman, a person must have served as an elected director during  
19 the previous calendar year and be an elected director at the time of the election but a person  
20 who is elected Chairman-Elect in the third year of his three-year term as director may serve as  
21 Chairman the following year as a non-director Chairman without vote (see also Article XIII,  
22 Section 4C) and a thirteenth director shall be elected.

23  
24 C. To hold the office of immediate past chairman, the person must have served as  
25 chairman during the previous calendar year.

26  
27 D. The Chief Executive Officer is an employee of the corporation hired and supervised by  
28 the Board of Directors. The Chief Executive Officer shall serve as Secretary and be responsible  
29 for the records of the corporation.

30  
31 **Section 3: Term of Office.**

32  
33 A. Officers shall serve for a term of one year or until their successors are elected. The  
34 Chief Executive Officer shall serve for the term of his or her contract. The elected and non-  
35 elected officers shall assume office on January 1.

36  
37 B. No member is eligible to serve more than one term as Chairman of the Board or  
38 Chairman-Elect except as follows. If a director is elected to fill the unexpired term of the  
39 Chairman-Elect, he shall succeed to the office of Chairman at the conclusion of his term. If a  
40 Chairman-Elect automatically succeeds to the office of chairman in order to fill the unexpired  
41 term of Chairman, he shall serve his regular term as Chairman providing that his service in the  
42 unexpired term was less than six months or one-half of the term. If the Chairman serving his  
43 full-term does so after his three-year term as director has expired, so that the Chairman is no  
44 longer an elected-director, the Chairman shall serve without vote and a thirteenth director shall  
45 be elected.

46  
47 **Section 4: Vacancies.**

1 A. Vacancies in any office except that of the chairman and the immediate past chairman  
2 shall be filled by the Board of Directors. A majority vote shall elect. (Refer also to Article XI,  
3 Section 3B above.)  
4

5 B. In the event of a vacancy in the office of chairman, the chairman-elect shall automatically  
6 succeed to that office providing that there is no conflict with Article XI, Section 3B above.  
7

8 C. A vacancy in the office of immediate past chairman shall not be filled.  
9

#### 10 **Section 5. Nomination and Election of Officers**

11 A. Nominations:

12 1. A Nominating Committee of three directors shall be appointed by the CABOR Chairman  
13 with the approval of the Board of Directors at a regular meeting held during the second  
14 quarter of the calendar year.

15 2. The duty of this committee shall be to consider the qualifications of candidates for  
16 elected officers of the Board of Directors and to submit at least one name for each position  
17 to be filled at the November meeting of the Board of Directors.

18 3. Following the report of the Nominating Committee, additional nominations may be made  
19 from the floor. No name shall be placed in nomination without the consent of the nominee.  
20  
21

22 B. Election:

23 1. Officers shall be Board of Director members and shall be elected by ballot at the regular  
24 meeting of the Board of Directors held in November. There shall be no proxy voting; all  
25 ballots shall be cast in person.

26 2. A majority vote shall elect.  
27

#### 28 **Section 6: Removal from Office.**

29 A. In the event an Officer is deemed incapable of fulfilling the duties for which elected, but  
30 will not resign from office voluntarily, the Officer may be removed from office under the  
31 following procedure:  
32

33 1. A committee of three Directors shall be elected by the Board of Directors to investigate  
34 the alleged offenses of the accused. If the committee determines that action is needed, it  
35 shall draft a petition setting forth the charges and specifications for which removal is  
36 warranted,

37 2. At a meeting of the Board of Directors, in executive session, the petition requesting the  
38 removal of the Officer shall be presented and discussed by the Directors. When the  
39 executive session has ended, if a majority of all Directors agree to sign the petition, it shall  
40 be filed with the Chairman of the Board, or if the Chairman of the Board is the subject of the  
41 petition, with the next-ranking Officer and shall specifically set forth the reasons the individual  
42 is deemed to be disqualified from further service (charge and specifications) and set the  
43 date for a trial.

44 3. The date of the trial shall be not less than thirty (30) days nor more than forty-five (45)  
45 days thereafter. The trial shall be at a special meeting of the Board of Directors and the sole  
46 business of the meeting shall be to consider the charge against the Officer and to render a  
47 decision on guilt and penalty. The accused Officer shall be given a copy of the signed  
48 petition at least thirty (30) days prior to the date of the trial.

49 4. The special meeting shall be noticed to all voting Directors at least ten (10) days prior to  
50 the meeting, and shall be conducted by the Chairman of the Board unless the Chairman's

1 continued service in office is being considered at the meeting. In such case, the next-  
2 ranking officer shall conduct the hearing by the Directors. Provided a quorum is present, a  
3 two-thirds vote of Directors present and voting shall be required for removal from office.  
4 The provisions in Robert's Rules of Order Newly Revised shall govern the operation of the  
5 trial.  
6

7 **Section 7: Personnel Committee.** The Chairman, the Chairman-Elect, the Treasurer and the  
8 Immediate Past Chairman shall serve as a Personnel Committee to review the annual  
9 evaluation of the Chief Executive Officer conducted by the Board of Directors. The Personnel  
10 Committee is authorized to make adjustments to the compensation and benefits of the Chief  
11 Executive Officer based on the compensation language in the CEO's contract. When it has  
12 completed its review with the Chief Executive Officer, the Personnel Committee shall report to  
13 the Board of Directors that the annual review has been completed but shall not report the details  
14 of the action taken.  
15

## 16 **ARTICLE XII - DUTIES AND POWERS OF OFFICERS**

### 17 **Section 1; Chairman**

18  
19  
20 A. The Chairman shall preside at all meetings of the corporation and the Board of Directors  
21 and shall have general supervision of the interests of the corporation and the Board of Directors.  
22

23 B. The Chairman shall make an annual report of the activities of the corporation and the  
24 Board of Directors and shall bring before the membership the recommendations of the Board of  
25 Directors.  
26

27 C. The Chairman shall carry out all duties and responsibilities of his office as specified in  
28 these bylaws, the Rules and Regulations, and the parliamentary authority of the corporation,  
29 Robert's Rules of Order newly Revised current edition, or any other such duties assigned to him  
30 by the Board of Directors or the corporate membership.  
31

### 32 **Section 2: Chairman-Elect.**

33  
34 A. In the absence of the Chairman, the Chairman-Elect shall perform the duties of the  
35 Chairman.  
36

37 B. A chairman pro tem shall be elected to conduct the meeting should both the Chairman  
38 and the Chairman-Elect be absent or incapacitated.  
39

40 C. The Chairman-Elect shall automatically succeed to the office of Chairman during the  
41 term following his term as Chairman-Elect.  
42

43 D. In the event of the resignation or removal of the Chairman, the Chairman-Elect shall  
44 automatically succeed to the office of Chairman for the unexpired term. If the Chairman-Elect  
45 serves less than six months in the unexpired term, he shall be eligible to automatically succeed  
46 to his normal full term as Chairman and a new Chairman-Elect shall be elected. See also Article  
47 XI, Section 3B.  
48

49 E. The Chairman-Elect shall carry out all duties and responsibilities of his office as  
50 specified in these bylaws, the Rules and Regulations, and the parliamentary authority of the

1 corporation, Robert's Rules of Order Newly Revised current edition, or any other such duties  
2 assigned to him by the Board of Directors or the corporate membership.

3  
4 **Section 3: Treasurer.**

5  
6 A. The Treasurer shall countersign all checks for amounts over \$2000. If the Treasurer is  
7 not available, another officer-signor can countersign checks.

8  
9 B. The Treasurer shall carry out all duties and responsibilities of his office as specified in  
10 these bylaws, the Rules and Regulations, and the parliamentary authority of the corporation,  
11 Robert's Rules of Order Newly Revised current edition, or any other such duties assigned to him  
12 by the Board of Directors or the corporate membership.

13  
14 **Section 4: Chief Executive Officer.**

15  
16 A. The Chief Executive Officer shall keep the minutes of the meetings of CABOR and  
17 Board of Directors and shall cause the publication of all notices as directed by the Chairman or  
18 the Directors.

19  
20 B. The Chief Executive Officer shall conduct the correspondence of the Board and shall  
21 have the custody of the corporate seal.

22  
23 C. The Chief Executive Officer shall employ, supervise, and discharge all staff.

24  
25 D. The Chief Executive Officer shall make a monthly financial report to the Board of  
26 Directors and at other such times as requested by the Board of Directors. The Chief Executive  
27 Officer shall cause an annual audit to be conducted and shall report this audit to the Board of  
28 Directors.

29  
30 E. The Chief Executive Officer shall be evaluated annually by the Board of Directors and  
31 these evaluations shall be reviewed by the Personnel Committee. The Personnel Committee is  
32 authorized to make any adjustments in the compensation and benefits of the Chief Executive  
33 Officer based on the compensation language in the CEO's contract.

34  
35 F. In the event that a Chief Executive Officer is to be hired, an Executive Search  
36 Committee shall be formed to be composed of the Personnel Committee and additional  
37 members elected by the Board of Directors. This Committee shall conduct the search for and  
38 shall interview candidates for the position of Chief Executive Officer. Based on its interviews,  
39 this committee shall make recommendations to the Board of Directors and shall provide the  
40 necessary documentation. The Board of Directors shall by motion and an affirmative vote have  
41 the sole authority to hire, terminate, amend, or extend the contract of the Chief Executive  
42 Officer, except that the Personnel Committee may annually make adjustment in the  
43 compensation and benefits of the Chief Executive Officer.

44  
45 G. The Chief Executive Officer shall carry out all duties and responsibilities of his office as  
46 specified in his contract, these bylaws, the Rules and regulations, and the parliamentary  
47 authority of the corporation, Robert's Rules of Order Newly Revised current edition, or any other  
48 such duties assigned to him by the Board of Directors or the corporate membership.

49  
50 **Section 5: Immediate Past Chairman.**

1  
2 A. The Immediate Past Chairman shall serve as an advisor to the Board of Directors. He  
3 may participate in the debate at meetings but shall have no vote.  
4

5 B. The Immediate Past Chairman shall carry out all duties and responsibilities of his office  
6 as specified in these bylaws, the Rules and Regulations, and the parliamentary authority of the  
7 corporation, Robert's Rules of Order Newly Revised current edition, or any other such duties  
8 assigned to him by the Board of Directors or the corporate membership.  
9

## 10 11 12 **ARTICLE XIII – BOARD OF DIRECTORS**

### 13 **Section 1: Composition.**

14  
15  
16 A. The Governing Body of CABOR shall be the Board of Directors and shall be composed  
17 of thirteen directors elected by ballot and announced at the Annual Meeting of CABOR.  
18

19 B. Twelve of the Directors shall be REALTOR Members and one shall be an Associate  
20 (NAR Affiliate) Member.  
21

22 C. The Chief Executive Office and the Immediate Past Chairman shall serve as non-elected  
23 and non-voting members of the Board of Directors.  
24

### 25 **Section 2: Power and Authority.**

26  
27 A. The Board of Directors shall have the complete authority to govern and operate CABOR  
28 subject only to these bylaws, the Articles of Incorporation, and the Rules and Regulations, and  
29 applicable state and federal statutes.  
30

31 B. The Chairman, the Chairman-Elect, the Treasurer and the Immediate Past Chairman  
32 shall serve as a Personnel Committee to review the annual evaluation of the Chief Executive  
33 Officer conducted by the Board of Directors. The Personnel Committee is authorized to make  
34 adjustments to the compensation and benefits of the Chief Executive Officer based on the  
35 compensation language in the CEO's contract. This committee shall report to the Board of  
36 Directors that it has completed its review with the Chief Executive Officer.  
37

### 38 **Section 3: Duties**

39  
40 A. Approve the amount of dues for each class of membership.  
41

42 B. Approve applications for membership.  
43

44 C. Authorize the awarding of Honorary and Honorary Life Memberships.  
45

46 D. Adopt an annual budget.  
47

48 E. Approve the report of the auditor.  
49

50 F. Act as the appeal panel for appeals of arbitration disputes.

- 1  
2 G. Observe confidentiality of information regulations, rules, and bylaw provisions.  
3  
4 H. Approve the appointment of committee and task force chairmen and members.  
5  
6 I. Approve the appointment of the CABOR directors on the CALLME Board of Directors.  
7  
8 J. Approve the CABOR Chairman's appointment of the CABOR directors and alternates on  
9 the Ohio Association of REALTORS Board of Trustees.  
10  
11 K. Adopt positions on OAR related issues, invoke the unit rule to require its directors on the  
12 OAR Board of Trustees to vote for or against issues, and endorse candidates for OAR offices  
13 and positions.  
14  
15 L. Set the time, date, and location for meetings of the membership and the Board of  
16 Directors.  
17  
18 M. Fill vacancies in elected and appointed position,  
19  
20 N. Employ a Chief Executive Officer.  
21  
22 O. Have other duties as prescribed for the Board of Directors in these bylaws, the corporate  
23 charter, state and federal statutes, the CABOR Rules and Regulations, and the adopted  
24 parliamentary authority.  
25

26 **Section 4: Voting.**  
27

- 28 A. Each Director at a meeting of the Board of Directors shall be entitled to one vote.  
29  
30 B. There shall be no voting by proxy.  
31  
32 C. The chairman, if he is an elected director, shall exercise his vote only during ballot voting  
33 and only when the board members present are equally divided on a question. If the chairman is  
34 not an elected director, he shall have no vote and a tie vote shall be retaken until a majority  
35 decides the question.  
36

37 **Section 5: Qualifications of Directors.**  
38

- 39 A. At least twelve directors shall be REALTOR Members and one shall be an Associate  
40 (NAR Affiliate) Member.  
41  
42 B. To be eligible to run for and hold the position of director, a person must be a member in  
43 good standing, i.e., paid all current dues and assessments, has no ethics complaint or  
44 arbitration request or hearing pending, agrees to abide by the Code of Ethics and Arbitration,  
45 has no conflicts of interest that would impair the ability to serve and shall not currently hold an  
46 office, governorship, or position in NORMLS.  
47  
48 C. No more than two of the elected-directors may be from the same company.  
49

1 D. Elected Directors shall maintain throughout their term of service the membership class  
2 he or she held at the time of election.

3  
4 E. No person shall be nominated either by the Nominating Committee or by petition unless  
5 he or she signs a statement granting permission to be nominated and agrees to serve if elected.  
6

7  
8 **Section 6: Term of Service.**  
9

10 A. Directors elected from REALTOR Membership shall serve for three years or until the  
11 successors are elected.

12  
13 B. Directors elected from the Associate (NAR Affiliate) Membership shall serve for three  
14 years or until their successors are elected.

15  
16 C. Staggered terms shall be use so that each year one-third of the directors' positions are  
17 open for election. The Rules and Regulations shall contain a procedure for implementing the  
18 staggered terms.  
19

20 **Section 7: Nominations and Elections.**  
21

22 A. Nomination Committee

23 1. No later than January 30, a Nominating Committee of five (5) REALTOR® members and one  
24 Associate (NAR Affiliate) Member shall be appointed by the Chairman of CABOR with the  
25 approval of the Board of Directors.

26 2. The Nominating Committee shall review the qualifications of prospective candidates for the  
27 position of Director and select at least one candidate for each position to be filled on the  
28 Board of Directors.

29 3. In July, the recommendations of the Nominating Committee shall be mailed or electronically  
30 transferred to CABOR members eligible to vote.

31 4. Additional candidates for the position of REALTOR Director may be placed in nomination by  
32 petition signed by at least 400 of the REALTOR Members eligible to vote. Petitions for the  
33 Associate (NAR Affiliate) Director position shall have at least 50 signatures of Associate  
34 (NAR Affiliate) members eligible to vote. The petition shall be filed with the Chief Executive  
35 Officer at least 45 days prior to the election.

36 5. No person shall be nominated either by the Nominating Committee or by petition unless he  
37 or she signs a statement granting permission to be nominated and agrees to serve if  
38 elected.

39 6. The Chief Executive Officer shall send notice of all candidates nominated to all members  
40 eligible to vote at least fifteen days before the election.  
41

42 B. Election

43 1. The Chairman of CABOR, with the approval of the Board of Directors, shall appoint an  
44 Elections Committee to serve as Tellers for the election of the directors.

45 2. The election of Directors shall be held prior to the Annual Meeting at a time and place to be  
46 determined by the Board of Directors.

47 3. The election shall be by ballot and a majority shall elect.

48 4. The election results shall be announced at the Annual Meeting of CABOR in October and  
49 the directors shall take office on January 1.  
50

1 **Section 8: Removal of a Director.**  
2

3 A. A Director who believes that he is incapable of fulfilling the duties of the office for which  
4 he was elected may resign from that office voluntarily.  
5

6 B. In the event a Director is deemed incapable of fulfilling the duties for which elected, but  
7 will not resign from office voluntarily, the Director may be removed from office under the  
8 following procedure:

9 1. A committee of Directors shall be elected by the Board of Directors to investigate the  
10 alleged offenses of the accused. If the committee determines that action is needed, it shall

11 draft a petition setting forth the charges and specifications for which removal is warranted,  
12 2. At a meeting of the Board of Directors, in executive session, the petition requesting the

13 removal of the Director shall be presented and discussed by the Directors. When the  
14 executive session has ended, if a majority of all Directors agree to sign the petition, it shall  
15 be filed with the Chairman of the Board, or if the Chairman of the Board is the subject of the  
16 petition, with the next-ranking Officer and shall specifically set forth the reasons the individual  
17 is deemed to be disqualified from further service (charge and specifications) and set the  
18 date for a trial.

19 3. The date of the trial shall be not less than thirty (30) days or more than forty-five (45)  
20 days thereafter. The trial shall be at a special meeting of the Board of Directors and the sole  
21 business of the meeting shall be to consider the charge against the Director and to render a  
22 decision on guilt and penalty. The accused Director shall be given a copy of the signed  
23 petition at least thirty (30) days prior to the date of the trial.

24 4. The special meeting shall be noticed to all voting Directors at least ten (10) days prior to  
25 the meeting, and shall be conducted by the Chairman of the Board unless the Chairman's  
26 continued service in office is being considered at the meeting. In such case, the next-  
27 ranking officer will conduct the hearing by the Directors. Provided a quorum is present, a  
28 two-thirds vote of Directors present and voting shall be required for removal from office.

29 The provisions in Robert's Rules of Order Newly Revised shall govern the operation of the  
30 trial.  
31

32 **Section 9: Vacancies.**  
33

34 A. There shall be thirteen directors on the Board of Directors. Vacancies in the position of  
35 directors on the Board of Directors shall be filled by the Board of Directors. A majority vote  
36 shall elect to fill a vacancy.  
37

38 B. Persons elected to fill an unexpired term of a director, shall be eligible to run for another  
39 term if service in the unexpired term was less than one half of the term.  
40

41 **ARTICLE XIV - MEETINGS**  
42

43 **Section 1: CABOR Annual Meeting.** The annual meeting of CABOR shall be held in October  
44 of each year; the Board of Directors shall designate the date, place, and hour. Annual Reports  
45 shall be given and such other business that is appropriate and necessary shall be conducted.  
46

47 **Section 2: Meetings of the Board of Directors.** The Board of Directors shall designate a  
48 regular time and place for their meetings. The Annual Meeting of the Board of Directors shall be  
49 in November. Absence from two regular meetings without an excuse deemed valid by the  
50 Board of Directors shall be construed as resignation. Should the director refuse to resign, the

1 Board of Directors by a two-thirds vote can remove the director. When a vacancy is created by  
2 a resignation or removal, the Board of Directors shall be free to fill the vacancy in the manner  
3 described in Article XIII, Section 9, Vacancies.  
4

5  
6 **Section 3: Special Meetings.**  
7

8 A. Special meetings of CABOR voting members shall be called by the Board of Directors or  
9 by a petition signed by 400 voting members. Notice of the special meeting shall be given to all  
10 voting members not later than 15 days prior to the meeting. The agenda for the meeting shall  
11 be given in the notice and no other business shall be permitted except that which is in the  
12 notice. The quorum for special meetings shall be the same as for regular meetings.  
13

14 B. Special Meetings of the Board of Directors shall be called by the Chairman or by a  
15 petition of six directors with notice given to the directors at least five business days in advance  
16 of the special meeting. The agenda for the special meeting shall be given in the notice and no  
17 other business shall be permitted except that which is in the notice. The quorum for special  
18 meetings of the Board of Directors shall be the same as for regular meetings.  
19

20 **Section 4: Quorum** A quorum for the conduct of business  
21

22 A. Board of Directors Meetings: shall be a majority of the current number of directors.  
23

24 B. CABOR Annual Meeting and other meetings of the membership: shall be seventy-five  
25 voting members.  
26

27 **Section 5: Electronic Work Session.**

28 The Board of Directors is authorized to conduct research, discussion, and fact finding work  
29 through electronic means. No official business may be conducted or binding vote taken during  
30 such sessions.  
31

32 **Section 6: Action Without A Meeting:**  
33

34 A. In an emergency the Board of Directors is authorized to meet by telephone conference  
35 so long as all Directors have been notified, a quorum is involved, and the members participating  
36 can simultaneously hear each other and participate in the debate during the meeting. Any  
37 decisions made during such a meeting shall be reported for ratification at the next regular  
38 meeting of the Board of Director.  
39

40 B. Emergency or urgent decision making may also be done between meetings of the Board  
41 of Directors by mail, fax, or e-mail ballot, providing that every director is given an opportunity to  
42 participate and that any decision made by mail, fax, or e-mail ballot shall be reported for  
43 ratification at the next regular meeting of the Board of Directors.  
44

45 **Section 7: Notice.** Notice shall be given to every member entitled to attend the meeting  
46 because of his or her election or appointment to the body meeting. Notice shall be given in the  
47 manner specified in the Rules and Regulations.  
48

49  
50 **ARTICLE XV - COMMITTEES**

1  
2 **Section 1: Standing Committees.** The Chairman of the Board shall appoint from among the  
3 REALTOR® Members, subject to confirmation by the Board of Directors, the chairmen and  
4 members of the following standing committees:

5 Professional Standards                      Governmental Affairs   Personnel  
6 Cultural Diversity                            Membership                      Equal Opportunity Housing  
7 Professional Development                Grievance                        REALTOR of the Year  
8 Honorary Life Membership Review      Nominating for Directors  
9 Nominating for Officers

10  
11 **Section 2: Special Committees and Task Forces.** The Chairman of CABOR may appoint,  
12 subject to confirmation by the Board of Directors, such special committees and task forces as  
13 deemed necessary to carry on the work of CABOR.

14  
15 **Section 3: Meetings of Committees.** The committees and task forces shall meet as specified  
16 in the Rules and Regulations. The quorum shall be specified in the Rules and Regulations.

17  
18 **Section 4: Organization of Committees.**

19 All committees shall be of such size and shall have duties, functions, and powers as assigned  
20 by the Chairman of the CABOR or by the Board of Directors except as otherwise provided in  
21 these Bylaws or the Rules and Regulations.

22  
23 **Section 5: Ex Officio** The Chairman of CABOR shall be ex officio a member of all committees  
24 and task forces, except the Nominating Committee and the REALTOR of the Year Selection  
25 Task Force. Other individuals who shall be ex officio members of committees or task forces  
26 shall be described in the Rules and Regulations.

27  
28 **Section 6: Terms of Office.**

- 29 1. A chairman of a standing committee, except the Professional Standards Committee, shall  
30 not be eligible to succeed himself in a chairmanship but may again be appointed a chairman  
31 if at least one year has expired.  
32 2. The Rules and Regulations shall give the terms for committee members.

33  
34 **Section 7: Work by Electronic Means.** Committees and task forces are authorized to  
35 conduct research, discussion, and fact finding work through electronic means. No official  
36 business may be conducted or binding vote taken during such sessions.

37  
38 **Section 8: Action Without a Meeting.** Any committee or task force may act by unanimous  
39 consent in writing without a meeting providing that there is a legitimate reason for doing so and  
40 that the consent shall be evidenced by one or more written approvals, each of which sets forth  
41 the action taken and that the action is discussed and ratified at the next in-person meeting.

42  
43 **ARTICLE XVI - FISCAL AND ELECTIVE YEAR**

44  
45 **Section 1: Fiscal Year.** The fiscal year of the CABOR shall be the calendar year.

46  
47 **Section 2: Elective Year.** The elective year of CABOR shall be the calendar year.  
48

1 **Section 3: Administrative Policy.** Procedures for Document retention and destruction  
2 policy, Joint Venture policy, Whistleblower Policy, Conflict of Interest policy, Personnel  
3 Committee and Form 990 Compliance are detailed in the Rules and Regulations.  
4

## 5 **ARTICLE XVII - DISSOLUTION**

6

7 Upon the dissolution of this CABOR, the Board of Directors, after providing for the payment of  
8 all obligations, shall distribute any remaining assets to the Ohio Association of REALTORS® or,  
9 within its discretion, to any other non-profit tax exempt organization.  
10

## 11 **ARTICLE XVIII - MULTIPLE LISTING**

12

13 **Section 1: Authority.** The Cleveland Area Board of REALTORS® shall maintain for the use of  
14 its Members a Multiple Listing Service which shall be a lawful corporation of the State of Ohio,  
15 all the stock of which shall be owned by one or more Boards of REALTORS®.  
16

17 **Section 2: Purpose.** A Multiple Listing Service is a means by which authorized Participants  
18 make blanket unilateral offers of compensation to other Participants (acting as subagents, buyer  
19 agents, or in other agency or non-agency capacities defined by law); by which cooperation  
20 among participants is enhanced; by which information is accumulated and disseminated to  
21 enable authorized Participants to prepare appraisals, analyses, and other valuations of real  
22 property for bona fide clients and customers; by which Participants engaging in real estate  
23 appraisal contribute to common data bases; and is a facility for the orderly correlation and  
24 dissemination of listing information so that they may better serve their clients and the public.  
25 Entitlement to compensation is determined by the cooperating broker's performance as  
26 procuring cause of the sale (or lease).  
27

28 **Section 3: Governing Documents.** The Board of Directors shall cause any Multiple Listing  
29 Service established by it pursuant to this Article to conform its corporate charter, constitution,  
30 bylaws, rules, regulations, and policies, practices, and procedures at all times to the  
31 Constitution, Bylaws, Rules, Regulations, and Policies of the National Association of  
32 REALTORS®.  
33

34 **Section 4: Participation.** Any REALTOR® of this or any other Board who is a principal,  
35 partner, corporate officer, or branch office manager acting on behalf of the principal, without  
36 further qualification, shall be eligible to participate in Multiple Listing upon agreeing in writing to  
37 conform to the rules and regulations thereof and to pay the costs incidental thereto. However,  
38 under no circumstances is any individual or firm, regardless of membership status, entitled to  
39 Multiple Listing Service "membership" or "participation" unless they hold a current, valid real  
40 estate broker's license and offer or accept compensation to and from other Participants or are  
41 licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real  
42 property. Use of information developed by or published by a Board Multiple Listing Service is  
43 strictly limited to the activities authorized under a Participant's licensure or certification and  
44 unauthorized uses are prohibited. Further, none of the foregoing is intended to convey  
45 "participation" or "membership" or any right of access to information developed by or published  
46 by a Board Multiple Listing Service where access to such information is prohibited by law.  
47

48 Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather,  
49 the requirement that an individual or firm offers or accepts cooperation and compensation  
50 means that the participant actively endeavors during the operation of its real estate business to

1 list real property of the type listed on the MLS and/or to accept offers of cooperation and  
2 compensation made by listing brokers or agents in the MLS. "Actively" means on a continual  
3 and ongoing basis during the operation of the participant's real estate business. The "actively"  
4 requirement is not intended to preclude MLS participation by a participant or potential participant  
5 that operates a real estate business on a part-time, season, or similarly time-limited basis or that  
6 has its business interrupted by periods of relative inactivity occasioned by market conditions.  
7 Similarly, the requirement is not intended to deny MLS participation to a participant or potential  
8 participant who has not achieved a minimum number of transactions despite good faith efforts.  
9 Nor is it intended to permit an MLS to deny participation based on the level of service provided  
10 by the participant or potential participant as long as the level of service satisfies state law.  
11 (adopted 11/08)

12  
13 The key is that participant or potential participant actively endeavors to make or accept offers of  
14 cooperation and compensation with respect to properties of the type that are listed on the MLS  
15 in which participation is sought. This requirement does not permit an MLS to deny participation  
16 to a participant or potential participant that operates a "Virtual Office Website" (VOW) (including  
17 a VOW that the participant uses to refer customers to other participants) if the participant or  
18 potential participant actively endeavors to make or accept offers of cooperation and  
19 compensation. An MLS may evaluate whether a participant or potential participant actively  
20 endeavors during the operation of its real estate business to offer or accept cooperation and  
21 compensation only if the MLS has a reasonable basis to believe that the participant or potential  
22 participant is in fact not doing so. The membership requirement shall be applied in a  
23 nondiscriminatory manner to all participants and potential participants. (adopted 11/08)

24  
25 **Section 5: Access to Comparable and Statistical Information.** CABOR Members who are  
26 actively engaged in real estate brokerage, management, mortgage financing, appraising, land  
27 development, or building, but who do not participate in the MLS, are nonetheless entitled to  
28 receive, by purchase or lease, all information other than current listing information that is  
29 generated wholly or in part by the MLS including "comparable" information, "sold" information,  
30 and statistical reports. This information is provided for the exclusive use of CABOR Members  
31 and individuals affiliated with CABOR Members who are also engaged in the real estate  
32 business and may not be transmitted, retransmitted, or provided in any manner to any  
33 unauthorized individual, office, or firm except as otherwise specified in the MLS rules and  
34 regulations. CABOR members who receive such information, either as a CABOR service or  
35 through the CABOR's MLS, are subject to the applicable provisions of the MLS rules and  
36 regulations whether they participate in the MLS or not.

37  
38 **Section 6: Subscribers.** Subscribers (or users) of the MLS include non-principal; brokers,  
39 sales associates, and licensed and certified appraisers affiliated with Participants.

40  
41 **ARTICLE XIX OAR DIRECTORS**

42  
43 **Section 1: Appointment.**  
44 The CABOR Chairman with the approval of the Board of Directors shall appoint from among the  
45 REALTOR Members of the Cleveland Area Board of REALTORS the directors on the Ohio  
46 Association of REALTORS® Board of Trustees in such numbers as are authorized by the Ohio  
47 Association of REALTORS® for such purpose to serve one-year terms, together with a number  
48 of alternate Directors equivalent to one-fourth the number of primary Directors appointed..  
49

1 **Section 2: Cleveland Caucus:** The Chairman of CABOR shall serve as one such Director and  
2 shall be the chairman of the Cleveland Caucus, directing its activities while in attendance at  
3 meetings of the Ohio Association of REALTORS®.  
4

## 5 **ARTICLE XX - INDEMNIFICATION AND INSURANCE OF OFFICERS AND DIRECTORS**

6

### 7 **Section 1: Who shall be Indemnified?**

8 CABOR shall indemnify any person who was or is a party or is threatened to be made a party,  
9 to any action, suit, or proceeding whether civil, criminal, administrative, or investigative by  
10 reason of the fact that the person is or was a director, officer, employee, agent or volunteer of  
11 CABOR against expenses. Including attorneys' fees, judgments, fines, and amounts paid in  
12 settlement actually and reasonably incurred by the person in connection with such action, suit,  
13 or proceeding if the person acted in good faith and in a manner the person reasonably believed  
14 to be in or not opposed to the best interests of CABOR, and with respect to any criminal action  
15 or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The  
16 termination of any action, suit, or proceeding, had no reasonable cause to believe the person's  
17 conduct was unlawful. The termination of any action, suit, or proceeding or its equivalent, shall  
18 not, of itself, create a presumption that the person did not act in good faith and in a manner  
19 which the person reasonably believed to be in or not opposed to the best interests of CABOR,  
20 and with respect to any criminal action or proceeding, had no reasonable cause to believe that  
21 the person's conduct was unlawful. To the extent that a director, officer, employee, agent or  
22 volunteer has been successful on the merits or otherwise in defense of any action, suit or  
23 proceedings referred to in the preceding paragraph the person shall be indemnified against  
24 expense, including attorneys' fees, actually and reasonably incurred by the person in connection  
25 therewith.  
26

### 27 **Section 2: Authorization to Indemnify.**

28 Any indemnification under these provisions, unless ordered by a court, shall be made by  
29 CABOR only as authorized in the specific case upon a determination that indemnification of the  
30 director, officer, employee, agent or volunteer is proper in the circumstances because the  
31 person has met the applicable standard of conduct set forth in the first paragraph above. Such  
32 determinations shall be made (a) by a majority vote of a quorum consisting of directors of the  
33 CABOR who were not and are not parties to or threatened with any such action, suit, or  
34 proceeding, of (b) if such a quorum is not obtainable or if a majority vote of quorum of  
35 disinterested directors so directs, in a written opinion by independent legal counsel, other than  
36 an attorney or a firm having been associated with any attorney who has been retained by or  
37 who has performed services for CABOR or any person to be indemnified within the past five (5)  
38 years, or CABOR or any person to be indemnified with the past five (5) years, or  by the Court  
39 of Common Pleas or the court in which such action, suit, or proceeding was brought.  
40

### 41 **Section 3: Expenses**

42 Expenses, including attorneys' fees, incurred in defending any action, suit, or proceeding  
43 referred to in the foregoing provisions may be paid by CABOR in advance of the final disposition  
44 of such action, suit, or proceeding as authorized by the directors in the specific case, but only  
45 upon receipt of an undertaking by or on behalf of the director, officer, employee, agent or  
46 volunteer to repay such amount, unless it shall ultimately be determined that the person is  
47 entitled to be indemnified by CABOR under these provisions.  
48

### 49 **Section 4: Insurance**

1 CABOR may purchase and maintain insurance on behalf of any person who is or was a director,  
2 officer, employee, agent or volunteer of CABOR against any liability asserted against, and  
3 incurred by the person in any such capacity, or arising out of the person's status as such,  
4 whether or not CABOR would have the power to indemnify the person against such liability  
5 under the foregoing provisions.  
6

## 7 **ARTICLE XXI – PARLIAMENTARY AUTHORITY**

8

9 **Rules of Order:** *Robert's Rules of Order Newly Revised*, latest edition, shall be recognized as  
10 the authority governing the meetings of CABOR, its Board of Directors and committees, in all  
11 instances wherein its provisions do not conflict with these Bylaws, any special rules adopted,  
12 and any statutes applicable to this corporation.  
13

## 14 **ARTICLE XXII - AMENDMENTS**

15

16 **Section 1: Proposal.** Proposals to amend or make a revision of the Bylaws shall be submitted  
17 either by a vote of the Board of Directors or by a petition of the CABOR Members eligible to  
18 vote. If submitted by a petition, the petition shall contain the proposed amendments or the  
19 revision and shall be signed by at least 400 of the voting members in good standing. CABOR  
20 may require signing Members to include their Ohio Division of Real Estate file number on the  
21 petition. All proposals shall be filed with the Chief Executive Officer at the office of the CABOR.  
22 Upon receipt of the proposed amendments or a revision from the Board of Directors or by  
23 petition, the Chief Executive Officer shall determine that the proposed amendments or the  
24 revision are properly numbered and do not conflict with other provisions of the Bylaws. The  
25 CABOR legal counsel and the Parliamentarian shall review the proposed amendments or the  
26 revision and report their recommendations to the Chief Executive Officer. The Chief Executive  
27 Officer shall draft a final copy based upon the recommendations from the Board of Directors,  
28 legal counsel and the parliamentarian. The CABOR Board of Directors shall then review the  
29 final draft submitted by the Chief Executive Officer and make such further amendments as  
30 needed.  
31

32 **Section 2: Method of Amending.** These Bylaws may be amended either by a two-thirds vote  
33 of the Board of Directors or by a majority vote of the Members by mail or electronic ballot. The  
34 ballot shall include present language and proposed changes.  
35

36 A. The Board of Directors shall have the power to amend or revise these Bylaws by a two-thirds  
37 vote or to submit the proposed amendments or revision for approval by a majority vote of the  
38 membership by mail or electronic ballot. If the Board of Directors exercises its authority to  
39 amend or revise the Bylaws, it may amend or revise all Articles except those affecting the  
40 admission or qualification of REALTOR and Institute Affiliate Members, the use of the terms  
41 REALTOR and REALTORS or any alteration in the territorial jurisdiction of CABOR which shall  
42 be submitted to the CABOR membership for a majority vote and which shall become effective  
43 upon their approval by the Board of Directors of the National Association of REALTORS.  
44

45 B. If the Board of Directors submits the amendments or revision to the membership, the Chief  
46 Executive Officer shall send notice of the proposed bylaw amendments or a revision to the  
47 voting membership at least 30 days prior to the date on which the mail or electronic ballot shall  
48 be sent to the members. The notice may be sent in a regular or special membership  
49 communication or by electronic means, including e-mail. The Chief Executive Officer shall then  
50 prepare a ballot to be mailed or electronically sent to all eligible REALTOR members.

1  
2 C. A Bylaw Revision shall be presented as a single document on the ballot and the current  
3 bylaws do not need to be provided with the ballot, but shall be available upon request. A  
4 Member shall vote for or against the amendments or the revision as submitted. A statement  
5 setting forth the reason(s) for the proposed change shall be printed with the ballot  
6

7 **Section 3: Vote Needed** Amendments or revision of the Bylaws by the Board of Directors  
8 shall require a two-thirds vote of the entire current membership of the Board. Amendment or  
9 revision of the Bylaws by the membership shall require an affirmative vote of a majority of the  
10 total ballots cast shall be necessary to carry such amendments or a revision, provided any  
11 amendments of Article IX, State and National Membership, shall require a two-thirds vote of the  
12 total ballots cast by REALTOR® members and the approval by the state and national  
13 associations. The Board of Directors shall amend or revise the Bylaws providing that written  
14 notice has been sent to all REALTOR members for comment for at least 60 days and the Board  
15 of Directors has had an opportunity to review and act upon the comments submitted. A notice  
16 of the proposed amendments or revision shall be given to all Board members at least 30 days in  
17 advance of the meeting at which the Board will consider the proposed amendments or revision.  
18

19 **Section 4: NAR MANDATED AMENDMENTS.** Amendments to these Bylaws mandated by  
20 legislation of the National Association of REALTORS shall be automatically adopted by a  
21 majority vote of the Board of Directors without vote of the membership. CABOR shall provide  
22 notice of these changes in a regular or special membership communication.  
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25 Adopted: June 16, 2009  
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