

BYLAWS OF THE GREATER EL PASO ASSOCIATION OF REALTORS®, INC.

ARTICLE I—NAME

SECTION 1. NAME. The name of this organization shall be the Greater El Paso Association of REALTORS®, Inc., hereafter referred to as the “Association.”

SECTION 2. REALTORS®. Inclusion and retention of the term REALTORS®, registered collective membership mark, in the name of the Association shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® as from time to time amended.

ARTICLE II—OBJECTIVES

The objectives of the Association are:

SECTION 1. To unite those engaged in the recognized branches of the real estate profession for the purpose of exerting a beneficial influence upon the profession and related interests.

SECTION 2. To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®.

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

SECTION 4. To further the interests of home and other real property ownership.

SECTION 5. To unite those engaged in the real estate profession in this community with the Texas Association of REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein.

SECTION 6. To designate, for the benefit of the public, individuals authorized to use the term REALTOR® or REALTORS® as licensed, prescribed, and controlled by the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE III—JURISDICTION

SECTION 1. The territorial jurisdiction of the Association as a Member of the NATIONAL ASSOCIATION OF REALTORS® shall be El Paso County, Texas as officially approved by the Board of Directors of the National Association.

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

ARTICLE IV—MEMBERSHIP

SECTION 1. There shall be six classes of Members as follows:

- (a) **REALTOR® MEMBERS:** REALTOR® Members, whether primary or secondary shall be:
 - (1) Individuals who, as sole proprietors, partners, corporate officers or branch managers, are engaged actively in the real estate profession including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain, or are associated

with, an established real estate office located within the State of Texas or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation who are actively engaged in the real estate profession within the State of Texas or a state contiguous thereto shall qualify for REALTOR® Membership only, and each is required to hold REALTOR® Membership (except as provided in the following paragraph) in a Board of REALTORS® within the state or a state contiguous thereto unless otherwise qualified for Institute Affiliate Membership as described in Section 1(b) of Article IV. (Amended 1/05)

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

NOTE: REALTOR® Members may obtain membership in a "secondary" Board in another state.

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

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

(4) Primary and secondary REALTOR® Members. An individual is a primary member if the Board pays state and National dues based on such Member. An individual is a secondary Member if state and National dues are remitted through another Board. One of the principals in a real estate firm must be a Designated REALTOR® member of the Board in order for licensees affiliated with the firm to select the Board as their "primary" Board.

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

(b) Institute Affiliate Members. Institute Affiliate members shall be individuals who hold a professional designation awarded by an Institute, Society or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to vote or hold office. Any such

individual, if otherwise eligible, may elect to hold REALTOR® membership, subject to payment of applicable dues for such membership.

(c) Affiliate Members. Affiliate Members shall be real estate owners and other individuals or firms who, while not engaged in the real estate profession as defined in paragraph (a) or (b) of this section, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Association.

(d) Life Members. Life Members will be primary REALTOR® Members selected by the Board of Directors in recognition of outstanding contributions made to the Association, the real estate industry, and the community in general based upon the guidelines approved by the Board of Directors.

(e) Honorary Members. Honorary Members will be approved by the Board of Directors for outstanding contributions made to the Association and the real estate industry in general. Honorary Members shall be individuals not engaged in the real estate industry. The Outstanding Citizen of the Year will always receive an Honorary Membership.

ARTICLE V—QUALIFICATION AND ELECTION TO MEMBERSHIP

SECTION 1. APPLICATION.

(a) An application for membership shall be made in such manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to membership to thoroughly familiarize himself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitutions, Bylaws, and Rules and Regulations of this Association, the State and National Associations, and if elected a Member, will abide by the Constitutions and Bylaws and Rules and Regulations of this Association, State and National Associations, and if a REALTOR® Member will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® including the obligation to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further specified in the *Code of Ethics and Arbitration Manual* of the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended, and (2) that applicant consents that the Association, through its Membership Committee or otherwise, may invite and receive information and comment about applicant from any member or other person, and that applicant agrees that any information and comment furnished to the Association by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, and defamation of character. The applicant shall, with the form of application, have access to a copy of the Bylaws, Constitution, Rules and Regulations, and Code of Ethics referred to above.

SECTION 2. QUALIFICATION.

(a) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Association that he is actively engaged in the real estate profession and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state, or state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy,* has no record of official sanctions involving unprofessional conduct**, agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the Texas Association of REALTORS®, and the Constitution and Bylaws and Code of

Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and non-discriminatory written examination thereon as may be required by the Board of Directors and shall agree that if elected to Membership, he will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.

NOTE: Article IV, Section 2, of the NAR Bylaws prohibits Member Boards from knowingly granting REALTOR® or REALTOR-ASSOCIATE® membership to any applicant who has an unfulfilled sanction pending which was imposed by another Board or Association of REALTORS® for violation of the Code of Ethics.

(*) **NO RECENT OR PENDING BANKRUPTCY** is intended to mean that the applicant or any real estate firm in which the applicant is a sole proprietor, general partner, corporate officer or branch office manager is not involved in any pending bankruptcy or insolvency proceedings or has not been adjudged bankrupt in the past three (3) years. If a bankruptcy proceeding as described above exists, membership may not be rejected unless the Association establishes that its interests and those of its members and the public could not be adequately protected by requiring that the bankrupt applicant pay cash in advance for Association and MLS fees for up to one (1) year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that an existing member initiates bankruptcy proceedings, the member may be placed on a “cash basis” from the date that bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.

(**) **NO RECORD OF OFFICIAL SANCTIONS INVOLVING UNPROFESSIONAL CONDUCT** is intended to mean that the Association may only consider judgments within the past three (3) years of violations of (1) civil rights laws; (2) real estate license laws; (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts and other lawful authorities; (4) criminal convictions if (a) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted, and (b) no more than ten (10) years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for the conviction, whichever is the later date. (Amended 5/07)

(b) Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of the Board or a Designated REALTOR® Member of another Board (if a secondary member) and must maintain a current, valid real estate broker’s or salesperson’s license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, shall complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Membership Committee and shall agree in writing that if elected to membership he will abide by such Constitution, Bylaws, Rules and Regulations and the Code of Ethics.

(c) The Association will also consider the following in determining an applicant’s qualifications for REALTOR® membership:

1. All final findings of Code of Ethics violations and violations of other membership duties in this or any other REALTOR® association within the past three (3) years.
2. Pending ethics complaints (or hearings)
3. Unsatisfied discipline pending
4. Pending arbitration requests (or hearings)
5. Unpaid arbitration awards or unpaid financial obligations to any other association or association MLS.

6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm.

"Provisional" membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics; See Article V, Section 2(a) NOTE) provided all other qualifications for membership have been satisfied. Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six months from the date that provisional membership is approved.

Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration request pending, the association may condition membership on the applicant's certification that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the association to which the applicant has made application) and will abide by the decision of the hearing panel.

SECTION 3. ELECTION TO MEMBERSHIP.

(a) Applicants for REALTOR® membership shall be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee. Provisional members shall be considered REALTORS® and shall be subject to the same privileges and obligations of membership. Provisional membership is granted subject to subsequent review of the application by the Board of Directors. If the Board of Directors determines that the individual does not meet all of the qualifications for membership as established in the association's bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of a mandatory orientation program within sixty (60) days from the association's receipt of their application). Membership may, at the discretion of the Board of Directors be terminated.

(b) Dues shall be computed from the date of application and shall be non-refundable unless the association's Board of Directors terminates the individual's membership in accordance with subsection (a) above. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual receives association services and any application fee.

(c) The Board of Directors may not terminate any provisional membership without providing the provisional member with advance notice, an opportunity to appear before the Board of Directors, to call witnesses on his behalf, to be represented by counsel and make such statements as he deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.

(d) If the Board of Directors determines that provisional membership should be terminated, it shall record its reasons with the Secretary. If the Board of Directors believe that termination of provisional membership may become the basis of litigation and a claim of damage by a provisional member, it may specify that termination shall become effective upon entry in a suit by the Board for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the termination violates no right of the individual.

SECTION 4. NEW MEMBER CODE OF ETHICS ORIENTATION:

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

Failure to satisfy this requirement within sixty (60) days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

Note: Orientation programs must meet the learning objectives and minimum criteria established from time to time by the NATIONAL ASSOCIATION OF REALTORS®.

SECTION 5. REALTOR® CODE OF ETHICS TRAINING

Effective January 1, 2017 through December 31, 2018 and for successive two year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any two (2) year cycle shall not be required to complete additional ethics training until a new two (2) year cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any two (2) year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any two (2) years cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated. (Adopted 1/01, revised 5/05, Amended 11/2016)

SECTION 6. STATUS CHANGES

(a) A REALTOR® who changes the conditions under which he holds membership shall be required to provide written notification to the Board within thirty (30) days. A REALTOR® (non-principal) who becomes a principal in the firm with which he has been licensed or, alternately, becomes a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) Members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these bylaws for the category of membership to which they have transferred with thirty (30) days of the date they advised the Board of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

A REALTOR® (or REALTOR-ASSOCIATE®, where applicable) who is transferring their license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR®

principals shall be subject to all of the privileges and obligations of membership during the period of transition. Provided, however, that the transferring REALTOR® will not be entitled to services from either the Association or its subsidiary MLS unless and until the former REALTOR principal confirms that all of the transferring REALTOR®'s GEPAR and GEPAR MLS-related financial obligations have been satisfied, and that the transferring REALTOR® has satisfactorily accounted for all lockbox/keysafe products. Such confirmation by the former designated REALTOR® shall not be unreasonably withheld. If the transfer is not completed within fifteen (15) days of the date the board is advised of the disaffiliation with the current firm, membership will transfer to the new sponsoring broker unless otherwise so directed by the Board of Directors. (Amended 10/2/15)

NOTE: The Board of Directors, at its discretion, may waive any qualification which the applicant has already fulfilled in accordance with the Association's Bylaws.

(b) Any application fee related to a change in membership status shall be reduced by an amount equal to any application fee previously paid by the applicant.

(c) Dues shall be prorated from the first day of the month in which the member is notified of election by the Board of Directors and shall be based on the new membership status for the remainder of the year.

ARTICLE VI—PRIVILEGES AND OBLIGATIONS

SECTION 1. The privileges and obligations of Members, in addition to those otherwise provided in these Bylaws, shall be as specified in this Article.

SECTION 2. Any REALTOR® Member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Association Rules and Regulations consistent with these Bylaws after a hearing as provided in the *Code of Ethics and Arbitration Manual* of the Association. Although Members other than REALTORS® are not subject to the Code of Ethics nor its enforcement by the Association, such Members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices, accordingly. Further, Members other than REALTORS® may upon recommendation of the Board of Directors, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR® or REALTORS®, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local Association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

SECTION 3. Any REALTOR® Member of the Board may be disciplined by the Board of Directors for violations of the Code of Ethics or other duties of membership, after a hearing as described in the *Code of Ethics and Arbitration Manual* of the Board, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the *Code of Ethics and Arbitration Manual* of the National Association.

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

SECTION 5. If a Member resigns from the association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by this association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethic respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®.

(a) If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration (or to mediation if required by the association) continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®.

SECTION 6. REALTOR® Members. REALTOR® Members, whether primary or secondary, in good standing whose financial obligations to the Association are paid in full shall be entitled to vote and to hold elective office in the Association; may use the terms REALTOR® and REALTORS®, which use shall be subject to the provisions of Article VIII; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Association and the real estate profession.

(a) If a REALTOR® Member is a sole proprietor in a firm, partnership, or an officer in a corporation and is suspended or expelled, the firm, partnership, or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® Membership, or unless connection with the firm, partnership, or corporation is severed, whichever may apply. The membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member, or until readmission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, whichever may apply. Further the membership of REALTORS® other than principals who are employed by or affiliated as independent contractors with the disciplined Members shall suspend or terminate during the period of suspension of the disciplined Member or until readmission of the disciplined Member or until connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR® Member (non-principal) elects to sever his connection with the REALTOR® and affiliate with another REALTOR® Member in good standing in the Association, whichever may apply.

If a REALTOR® Member who is other than a principal in a firm, partnership, or corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership, or corporation shall not be affected.

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

SECTION 7. INSTITUTE AFFILIATE MEMBERS. Institute Affiliate Members shall have such rights and privileges and be subject to obligations prescribed by the Board of Directors consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

NOTE: Local associations establish the rights and privileges to be conferred on Institute Affiliate Members except that no Institute Affiliate Member may be granted the right to use the term REALTOR®, REALTOR-REALTOR-ASSOCIATE® or the REALTOR® logo; to serve as President of the local Association; or to be Participant in the local association's Multiple Listing Service.

SECTION 8. AFFILIATE MEMBERS. Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

SECTION 9. LIFE MEMBERS. Life Members will be primary REALTOR® Members selected by the Board of Directors in recognition of outstanding contributions made to the Association, the real estate industry, and the community in general.

SECTION 10. HONORARY MEMBERS. Honorary Members shall confer only the right to attend meetings and participate in discussions.

SECTION 11. CERTIFICATION BY REALTOR®. "Designated" REALTOR® Members of the Association shall certify to the Association during the month of January, on a form provided by the Association, a complete listing of all individuals licensed or certified in the REALTOR's® offices(s) and shall designate a primary Association for each individual who holds membership. Designated REALTORS® shall also identify any non-member licensees in the REALTOR's® and if Designated REALTOR® Dues have been paid to another Association based on said non-member licenses, the Designated REALTOR® shall identify the Board to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2(a) of the Bylaws. Designated REALTOR® Members shall also notify the Association of any additional individual(s) licensed or certified with the firm(s) within thirty (30) days of the date of affiliation or severance of the individual.

SECTION 12. HARASSMENT. "Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an Association or MLS employee or Association Officer or Director after an investigation in accordance with the procedures of the Association. As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and President-Elect and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the Association. Disciplinary action may include any sanction authorized in the association's Code of Ethics and Arbitration Manual. If the complaint names the President, President-Elect, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.

NOTE: Suggested procedures for processing complaints of harassment are available online through <http://www.REALTOR.org>, or from the Member Policy Department. (Amended 5/08)

ARTICLE VII—PROFESSIONAL STANDARDS AND ARBITRATION

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

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

SECTION 3. The responsibility of the Association and of Association members relating to the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and procedures incident thereto, shall be consistent with the cooperative professional standards enforcement agreement entered into by the Association, which by this reference is made a part of these Bylaws.

ARTICLE VIII—USE OF THE TERMS REALTOR® AND REALTORS®

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

SECTION 2. REALTOR® Members of the Association shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their places of business within the state or a state contiguous thereto so long as they remain REALTOR® Members in good standing. No other class of Members shall have this privilege.

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

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

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

ARTICLE IX—STATE AND NATIONAL MEMBERSHIPS

SECTION 1. The Association shall be a Member of the NATIONAL ASSOCIATION OF REALTORS® and of the Texas Association of REALTORS®. By reason of the Association's Membership, each REALTOR® Member of the Association shall be entitled to Membership in the NATIONAL ASSOCIATION OF REALTORS® and the Texas Association of REALTORS without

further payment of dues. The Association shall continue as a Member of the State and National Association, unless by a majority vote of all of its REALTOR® Members, decision is made to withdraw, in which case the State and National Associations shall be notified at least one month in advance of the date designated for the termination of such Membership.

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

SECTION 3. The Association adopts the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and agrees to enforce the Code among its REALTOR® Members. The Association and all of its Members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the National Association and the Texas Association of REALTORS®.

ARTICLE X—DUES AND ASSESSMENTS

SECTION 1. APPLICATION FEE. The Board of Directors may adopt a non-refundable application fee for REALTOR® Membership in a reasonable amount, not exceeding three times the amount of the annual dues for REALTOR® Membership, which shall be required to accompany each application for REALTOR® Membership, and which shall become the property of the Association upon final approval of the application.

SECTION 2. DUES. The annual dues of Members shall be as follows:

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

(1) For the purpose of this Section, a REALTOR® Member of a Member Association shall be held to be any member who has a place or places of business within the state or a state contiguous thereto and who, as a principal, partner, corporate officer, or branch office manager of a real estate firm, partnership, or corporation, is actively engaged in the real estate profession as defined in Article III, Section 1, of the Constitution of the NATIONAL ASSOCIATION OF REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business (except as provided for in Section 2(a) (1) hereof) provided that such licensee is not otherwise included in the

computation of dues payable by the principal, partner, corporate officer, or branch office manager of the entity.

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

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

- (a) REALTOR® Members. The annual dues of REALTOR® Members other than the Designated REALTOR® shall be as established by the Board of Directors.
- (b) Institute Affiliate Members. The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the National Association of REALTORS®.

NOTE: The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate Members \$105.00. The National Association shall credit \$35.00 to the account of a local association for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB) the \$35.00 amount will be credited to the COB, unless the Institute Affiliate Members directs that the dues be distributed to the other board. The National Association shall always credit \$35.00 to the account of state associations for each Institute Affiliate Member whose office address is located within the territorial jurisdiction of the state association. Local and state associations may not establish any additional entrance, initiation fees, or dues for Institute Affiliate Members, but may provide service packages to which institute affiliate members subscribe. (Amended 11//2013)

- (c) Affiliate Member. The dues of each Affiliate Member shall be in such amount as established annually by the Board of Directors and will not exceed the dues of a REALTOR® Member.
- (d) Lifetime Member. All REALTOR® Membership dues will be paid for Lifetime Members by this Association.
- (e) Honorary Members. No dues shall be charged to Honorary Members.

SECTION 3. LEGAL FUND. Each REALTOR® shall pay an assessment annually in such amount as shall be established by the Board of Directors in addition to regular dues. The REALTOR® shall pay the assessment amount established by the Board of Directors annually, plus an amount equal to such established assessment times the number of licensees employed by or affiliated with him who are not REALTOR® Members. If two or more REALTOR® Members are principals of the same firm, partnership, or corporation, the "Designated" REALTOR® shall be required to pay that portion of the assessment which is based on the number of licensees and independent contractors affiliated

with such person, firm or corporation. The authority to assess and collect money for this fund must be approved by the Board of Directors. However, all new Members of the Greater El Paso Association of REALTORS® shall pay the amount assessed the year in which they joined.

SECTION 4. DUES PAYABLE. Dues for all members, for the upcoming year shall be payable in advance not later than December 31st. Dues for new members shall be computed from the date of application and granting of provisional membership. *(amended 5/2012)*

(a) In the event a sales licensee, licensed or certified appraiser who holds REALTOR® Membership is dropped for nonpayment of Association dues, and the individual remains with the Designated REALTOR®'S firm, the dues obligation of the Designated REALTOR® (as set forth in Article IX, Section 2(a) will be increased to reflect the addition of a supplemental non-member licensee. Dues shall be calculated from the first day of the current fiscal year and are payable within thirty (30) days of the notice of termination.

SECTION 5. NONPAYMENT OF FINANCIAL OBLIGATIONS. If dues, fees, fines or other assessments including amounts owed to the Association or the Association's Multiple Listing Service are not paid within one (1) month after the due date, the nonpaying Member is subject to suspension at the discretion of the Board of Directors. Two (2) months after due date, membership of the nonpaying Member may be terminated at the discretion of the Board of Directors. Three (3) months after due date, membership of the nonpaying Member shall automatically terminate unless within that time, the amount due is paid. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former Member who has had his membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Association or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for Membership, after making payment in full of all accounts due as of the date of termination. If a terminated Member wants to join the Association, he must pay the application and bring all accounts current and in addition, any funds paid on behalf of attorneys or collection agents.

SECTION 6. INTEREST. When having received any service provided by the Association, including, but not limited to, MLS or any publication of the Association, an Association Member is deemed to have agreed that any charged account for which payment is not received by the Association within one (1) month of the due date shall be charged interest at a rate to be set by the Board of Directors, not to exceed the legal maximum set by law.

SECTION 7. DEPOSIT. All money received by the Association for any purpose shall be deposited to the credit of the Association in a financial institution or institutions selected by resolution of the Board of Directors.

SECTION 8. EXPENDITURES. The Board of Directors shall administer the finances of the Association, but shall not incur any obligation in excess of \$10,000.00 over the available cash on hand without authorization by vote of a majority of REALTOR® Members present and voting, in person or by proxy, at a Membership meeting at which there is a quorum.

SECTION 9. NOTICE OF DUES, FEES, FINES, ASSESSMENTS, AND OTHER FINANCIAL OBLIGATIONS OF THE MEMBERS. All dues, fees, fines, assessments or other financial obligations to the Association or MLS shall be noticed to the delinquent Association member's Designated REALTOR® setting forth the amount owed and due date.

SECTION 10. The dues of REALTOR® Members who are REALTOR® Emeriti (as recognized by the National Association), Past Presidents and past treasurers of the National Association or recipients of the Distinguished Service Award shall be as determined by the Board of Directors. *(Amended 11/2013)*

NOTE: A Member Association's dues obligation to the National Association is reduced by an equal amount which the Association is assessed for a REALTOR® Member times the number of REALTOR® Emeriti (as recognized by the National Association), Past Presidents and past treasurers of the National Association, and recipients of the Distinguished Service Award of the National Association who are REALTOR® Members of the Association. The dues obligation of such individuals to the local Association should be reduced to reflect the reduction in the Association's dues obligation to the National Association. The Association may, at option, choose to have no dues requirement for such individuals except as may be required to meet the Association's obligation to the State Association with respect to such individuals. Member Associations should determine whether the dues payable by the Association to the State Association are reduced with respect to such individuals. It should be noted that this does not affect a "designated" REALTOR®'s dues obligation to the Association with respect to those licensees employed by or affiliated with the "designated" REALTOR® who are not Members of the local Association.

ARTICLE XI—OFFICERS AND DIRECTORS

SECTION 1. BOARD OF DIRECTORS. The governing body of the Association and the management of its affairs shall be vested in a Board of Directors. Officers and regular Directors of the Association who are elected by the general membership, or who have been appointed to fill a vacancy pursuant to Article XI, Section 8 of the bylaws shall be entitled to vote. REALTOR® members who are current NAR and TAR Directors or TAR Regional Vice Presidents, will be Board ex-officio Directors and shall be entitled to vote. (Amended 12/2015)

SECTION 2. OFFICERS. The Officers, who shall be REALTOR® members, shall be a President, President Elect, Secretary/Treasurer, and Immediate Past President. Officers shall be ex officio Directors and shall be entitled to vote. The President shall vote only by written ballot or to break a tie vote.

SECTION 3 AUTHORITY OF OFFICERS AND DIRECTORS. There shall be no distinction between the rights and privileges of regular Directors and the Officers of the Association. The Board of Directors is charged with the general supervision and control of the Association, a Corporation and the formulation of matters of policy. All checks shall be countersigned by the Association Executive and one officer, except when the Association Executive is unavailable, they shall be signed by two officers. No real estate belonging to the Association shall be sold or conveyed, without approval of the Membership eligible to vote except for Community Revitalization Projects. Any proposed and/or attempted move from the land located at 6400 Gateway Blvd. East, El Paso, Texas, shall not be initiated without authorization by vote of a majority of REALTOR® Members of the Association.

SECTION 4. DIRECTORS. There shall be ten (10) Regular Directors who shall be REALTOR® members and who shall hold office for a two-year term or until their successors are elected and qualified. Five (5) Directors shall be elected each year at an election held for such purpose. No elected Director shall be eligible for election to more than two consecutive full terms as a Director. Any regular Director who during his term of office is elected as an Officer of the Association shall be deemed thereby to have resigned his/her office as a regular director and he/she may not be re-elected as a regular director until he/she ceases to hold such office, or in the case of President, until after the expiration of one year from the end of his/her term of office.

SECTION 5. OFFICERS ELECTION AND TERM OF OFFICE. The Officers of the Association shall be elected annually at an election held for such purpose. Terms of all Officers shall be one calendar year beginning on January 1st following the Annual Business Meeting at which officers are elected. No elected Officer shall be eligible for election to more than two consecutive full terms in the same office.

SECTION 6. REMOVAL OF OFFICERS OR DIRECTORS. In the event that an Officer or Director is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Officer or Director may be removed from office under the following procedure.

(a) A petition requiring the removal of an Officer or Director and signed by not less than one-third of the voting membership or a majority of all Directors shall be filed with the President or if the President is the subject of the petition, with the next ranking Officer, and shall specifically set forth the reasons the subject thereof is deemed disqualified from further service.

(b) Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the Association shall be held and the sole business of the meeting shall be to consider the charge against the Officer or Director who is the subject of the petition and to render a decision on such petition.

(c) The special meeting shall be noticed to all voting Members at least ten (10) days prior to the meeting and shall be conducted by the President of the Association, unless the President's continued service in office is being considered at the meeting. In such case, the next ranking Officer will conduct the meeting of the hearing by the Members. Provided a quorum is present, a three-fourths vote of Members present and voting, shall be required for removal from office.

SECTION 7. DUTIES OF OFFICERS.

(a) The President shall be the principal Officer; and, in general, shall perform all duties incidental to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. No person shall be qualified to serve as President of the Association unless and until that person shall have been a REALTOR® Member of this Association for four (4) consecutive calendar years, and served as an elected officer for one (1) full year term, except as otherwise provided in these Bylaws.

(b) The President-Elect shall, when necessary, perform the duties of the President, and shall succeed to the Presidency in the event of the death, disability, removal from office or resignation of the President. The President-Elect shall perform such other duties as may be prescribed from time to time by the Board of Directors. No person shall be qualified to serve as President-Elect of the Association unless and until that person shall have been a REALTOR® Member of this Association for four consecutive years, and served as a Director of the Association for two consecutive calendar years. The President-Elect shall accept the nomination to office with the understanding that if elected, assuming the office and duties of the President will occur the following year.

(c) The Secretary/Treasurer shall be the official custodian of Corporate records and of the Seal of the Corporation, shall have general charge of all funds and securities of the Corporation, and shall in general perform all duties incidental to the office or as may be prescribed by the Board of Directors. The Secretary/Treasurer shall serve as Chairman of the Budget and Finance Committee. No person shall be qualified to serve as Secretary/Treasurer of the Association unless and until that person shall have been a REALTOR® Member of this Association for four consecutive years, and served as a Director of the Association for two consecutive calendar years.

(d) It shall be the particular duty of the Chief Staff Executive or designee to keep the records of the Association and to carry on all necessary correspondence with the National Association of REALTORS® and the Texas Association of REALTORS®. The Chief Staff Executive shall be the chief administrative officer of the Association. The Chief Staff Executive

shall have the authority to hire, supervise, evaluate and terminate other staff, if any, and shall perform such other duties as prescribed by the Board of Directors.

SECTION 8. VACANCIES AMONG THE BOARD OF DIRECTORS AND OFFICERS. Vacancies among the Board of Directors and Officers shall be filled by the Board of Directors until the next succeeding election or until their successors are qualified. Any Director or Officer who serves by virtue of appointment to fill a vacancy has the same rights and privileges as an Officer or Director elected by the membership.

SECTION 9. ELECTION OF OFFICERS AND DIRECTORS.

(a) Election of Directors and Officers shall take place the week prior to the Annual Meeting. At least sixty (60) days before the annual meeting, the President, with the approval and participation of the Board of Directors, shall appoint seven (7) REALTOR® Members of the Association to serve as Members of the Nominating Committee which will consist of the following:

Chairman	=	Immediate Past President
Three (3) Members	=	Appointed by President
Three (3) Members	=	Selected by Board of Directors

No member of the Nominating Committee may serve more than two (2) consecutive years as a member of the Committee. If a member of the Nominating Committee is placed on the ballot, he must resign from the Nominating Committee.

The President shall invite the membership to submit REALTOR® Member names for consideration by the Committee to serve as Officers and Directors of the Association. The Committee shall agree on which candidates, from the membership's submission will be interviewed in order to select a slate of Officers and Directors for the election process. The Committee will select one candidate for the President-Elect position and may select more than one candidate for the Secretary-Treasurer position. The committee will then select eight (8) candidates for the five (5) places to be filled on the Board of Directors. A report of the Nominating Committee shall be published in the Association's newsletter at least forty (40) days preceding the Annual Meeting and additional candidates for the offices and places to be filled may be placed in nomination by a petition signed by at least ten (10) percent of the REALTOR® Members. Such petition must be filed with the Association Executive at least seven (7) days before the first day of voting. Any member desiring to remove his/her name from a petition may do so only by delivering a signed, written notice to that effect to the Association Executive at the Association office at least six (6) days before the first day of voting. Staff, including the Association Executive, shall keep the identities of any persons withdrawing their names from a petition confidential, and shall disclose those identities only to the members of the Election Committee. The Association Executive, upon request, shall disclose to a member the numbers of signature withdrawals, if any, received to date. The petition will have the following wording disclosed at the top of each petition:

"We the undersigned, certify that we are REALTOR® Members of the Greater El Paso Association of REALTORS®, Inc. and it is our desire that the following members be placed on the GEPAR Election Ballot."

The petition shall bear the printed name as well as the signature of each member who signs.

(b) The election electronic pre-voting process shall commence at 8:00 a.m. on the Monday eighteen days preceding the Friday prior to the Annual Meeting and continue throughout until 5:00 p.m. on the Friday prior to the Annual Meeting. The printed ballot election process shall commence at 8:00 a.m. on the Monday preceding the Friday prior to the Annual Meeting and

continue throughout that week until 5:00 p.m. on the Friday prior to the Annual Meeting. Election shall be by ballot. The ballot shall contain the names of all candidates and the offices for which they are nominated. Each REALTOR® Member will be allowed to cast their ballot at the Association office and will be required to supply proper identifications prior to obtaining their ballot for the election process. Each member will sign their name on the ballot stub in a legible manner and will also print their name under their signature. They will place their ballot in a ballot box and the ballot stub in a separate box which will be provided. In order for votes cast to be counted, all ballots must be completed at the Association office and there will be no voting accepted after the Friday, 5:00 p.m. deadline. All REALTOR® Members will be required to vote for up to five (5) of the candidates running for the places on the Board of Directors. A REALTOR® Member may also vote electronically or by a signed and dated written proxy, in which event the person voting the proxy will furnish the original proxy for verification purposes, leave a copy of the proxy at the Association office, and print his/her name, and the name of the person on whose behalf the proxy is voted, on the ballot stub. (Amended 10/2/15)

(c) On the following Monday, after the last day of voting held on Friday, the Election Committee shall meet to count votes cast. Officers shall be elected by a majority of votes cast. Regarding the election of candidates for places on the Board of Directors and subject to other provisions of this section (Section 11), the five (5) candidates receiving the most votes of the total votes cast shall be deemed elected to the Board of Directors.

(d) The President, with the approval of the Board of Directors, shall appoint an Election Committee of five (5) REALTOR® Members to conduct the election. In the event of a tie vote between any two or more candidates for director, or in the event no officer candidate receives a majority, the issue shall be determined on the day of the Annual Meeting by holding a written ballot run-off election and the candidate receiving the most votes will be declared the winner. If no candidate for a particular officer position receives a majority in the initial voting, the run-off election shall be between the two candidates receiving the highest number of votes for that officer position. Any and all questions, disputes, or contests relating to the validity or effectiveness of a petition, ballot, or proxy, or otherwise incidental to the election process, shall be determined by the Election Committee; provided that, in questions involving legal issues, the Election Committee shall consult with Association counsel prior to making its decision. The Board of Directors shall have the authority to adopt specific rules and regulations governing the election process not inconsistent with these bylaws, the Association's Articles of Incorporation and the Texas Non-Profit Corporation Act.

ARTICLE XII—MEETINGS

SECTION 1. MEETINGS OF DIRECTORS.

(a) The Board of Directors shall designate a regular time and place of meetings. Unexcused absence of a Director or Ex-officio Director from more than three (3) regular meetings within a calendar year shall be construed as resignation therefrom. Ex-officio Directors and Directors will be excused only if they are required to attend NAR or TAR functions. Ex-officio Directors will be eligible to come back on the Board in the next applicable service year if he/she has an on-going NAR/TAR Director term. The President shall be Chairman of the Board. The Secretary-Treasurer shall act as Secretary of the Board and keep the minutes of the meeting. (Amended 12/15)

(b) Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors. Notice of Special Meetings of the Board of Directors, which may be given by telephone, shall be given at least twenty-four (24) hours before the meeting, except that in the event of an emergency, a shorter notice period may be provided.

SECTION 2. ANNUAL MEETINGS OF MEMBERSHIP. The Annual Meeting of the Membership shall be held during October of each year or at such other date designated by the Board

of Directors. The date and place and time of the meeting shall be published in the Association newsletter at least ten (10), but not earlier than fifty (50), days prior to the meeting, but no other notice shall be required.

SECTION 3. SPECIAL MEETINGS. Special meetings of the Members shall be held at such times as the President of the Board of Directors may determine, or upon the written request of at least ten percent of the REALTOR® Members.

SECTION 4. NOTICE OF MEETINGS. Written notice of special meetings shall be given to each Member entitled to participate in a special meeting at least ten (10), but not earlier than fifty (50), days prior to the date of the meeting. The notice shall state the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called, and shall be delivered either personally, by electronic transmission or by mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Association, with postage thereon paid.

SECTION 5. QUORUM. A quorum for the transaction of business at a General Membership meeting shall consist of ten percent of the REALTOR® Members of the Association, present in person. A majority of the Board of Directors shall constitute a quorum.

SECTION 6. VOTE. Voting, except as may otherwise be prescribed in these Bylaws, shall be by voice, show of hands, ballot, electronically or, upon request of any REALTOR® Member or Director, written ballot.

SECTION 7. MAJORITY VOTE. Unless otherwise required by the NATIONAL ASSOCIATION OF REALTORS®, or applicable law, all questions shall be decided by a majority vote of those present and voting, in person or by proxy. A quorum being present, the Chairman at a meeting shall not vote except, by written ballot or to break a tie vote.

ARTICLE XIII—COMMITTEES AND DIVISIONS

SECTION 1. STANDING COMMITTEES. Except for the Executive Committee, the President shall appoint, subject to confirmation by the Board of Directors, the following Standing Committees: *(amended 10/2016)*

Budget and Finance	Professional Standards
Community Investment	Property Management
Education	TREPAC
Governmental Affairs	REALTOR®/Builder
Equal Opportunity	YPN

SECTION 2. SPECIAL COMMITTEES. The President shall appoint, subject to confirmation by the Board of Directors, special committees and task forces as deemed necessary.

SECTION 3. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Immediate Past President, the President, the President Elect, the Secretary/Treasurer, and the Chief Staff Executive who shall have such powers to act on behalf of the Board of Directors as the Board may delegate to them.

SECTION 4. The REALTOR® Commercial Alliance (RCA) is a division of the Association and operates under its own governing documents as approved by the Association's Board of Directors.

SECTION 5. PRESIDENT. The President shall be an ex officio Member of all standing committees, and shall be notified of their meetings.

SECTION 6. ACTION WITHOUT MEETING. Any action of a committee may be allowed without a meeting if an acknowledgment in writing delivered by mail or electronically, by one or more written consents setting forth the action so taken, signed by all the members of a committee entitled to vote on the matter.

SECTION 7. ATTENDANCE BY TELEPHONE. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall be at the discretion of the President and shall constitute presence at the meeting.

ARTICLE XIV—FISCAL AND ELECTIVE YEAR

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

ARTICLE XV—RULES OF ORDER

SECTION 1. Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Association, its Board of Directors and committees, in all instances wherein its provisions do not conflict with these Bylaws.

ARTICLE XVI—AMENDMENTS

SECTION 1. These Bylaws may be amended by the majority vote of the Members present and qualified to vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting, except that the Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy.

SECTION 2. Notice of all meetings at which amendments are to be considered shall be mailed or sent by electronic transmission to every member eligible to vote at least one (1) week prior to the meeting.

SECTION 3. Amendments to these Bylaws affecting the admission or qualification of REALTOR® and Institute Affiliate Members, the use of the terms REALTOR® and REALTORS® or any alteration in the territorial jurisdiction of the Association shall become effective only upon their approval as authorized by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®.

SECTION 4. Amendments to these Bylaws shall be proposed for vote by resolution of the GEPAR Board of Directors or by the written petition of at least one-third (1/3) of all REALTOR® Members, addressed to the Board of Directors, requesting that a stated amendment be submitted for vote.

ARTICLE XVII- DISSOLUTION

SECTION 1. Upon the dissolution or winding up of the affairs of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Texas Association of REALTORS® or, within its discretion, to any other non-profit tax-exempt organization.

ARTICLE XVIII—SUBSIDIARY MULTIPLE LISTING CORPORATION

(Multiple Listing Service Operated as a Separate Corporation Wholly-Owned by the Association)

SECTION 1. AUTHORITY. The Association shall maintain for the use of its Members a Multiple Listing Service, which shall be a lawful non-profit corporation of the State of Texas, the only “member” of which shall be this Association of REALTORS®.

SECTION 2. PURPOSE. A Multiple Listing Service is a means by which authorized Participants make blanket unilateral offers of compensation to other Participants (acting either as subagents, buyer agents, or in other agency or non-agency capacities defined by law); by which cooperation among participants is enhanced: by which information is accumulated and disseminated to enable authorized participants to prepare appraisals, analyses and other valuations of real property for bona fide clients and customers; by which Participants engaging in real estate appraisal contribute to common databases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker’s performance as procuring cause of the sale (or lease). (Amended 11/04)

SECTION 3. GOVERNING DOCUMENTS. The Board of Directors shall cause any Multiple Listing Service established by it pursuant to this Article to conform its corporate Articles of Incorporation, Bylaws, Rules, Regulations, Policies, Practices, and Procedures at all times to the Constitution, Bylaws, Rules, Regulations, and Policies of the NATIONAL ASSOCIATION OF REALTORS®.

SECTION 4. PARTICIPATION. Any REALTOR® of this or any other Board who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in these Bylaws, shall be eligible to participate in the Multiple Listing Service upon agreeing in writing to conform to the Rules and Regulations thereof and to pay the costs incidental thereto. However, under no circumstances is any individual or firm, regardless of membership status, entitled to Multiple Listing Service “membership” or “participation” unless they hold a current, valid real estate broker’s license and offer or accept compensation to and from other participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by the Multiple Listing Service is strictly limited to the activities authorized under a Participant’s licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey “Participation” or any right of access to information developed by or published by the Multiple Listing Service where access to such information is prohibited by law. (Amended 11/08)

Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm offers or accepts cooperation and compensation means that the participant actively endeavors during the operation of its real estate business to list real property of the type listed on the MLS and/or to accept offers of cooperation and compensation made by listing brokers or agents in the MLS. “Actively” means on a continual and ongoing basis during the operation of the participant's real estate business. The “actively” requirement is not intended to preclude MLS participation by a participant or potential participant that operates a real estate business on a part-time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny MLS participation to a participant or potential participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit an MLS to deny participation based on the level of service provided by the participant or potential participant as long as the level of service satisfies state law. (Adopted 11/08)

The key is that the participant or potential participant actively endeavors to make or accept offers of cooperation and compensation with respect to properties of the type that are listed on the MLS in which participation is sought. This requirement does not permit an MLS to deny participation to a participant or potential participant that operates a “Virtual Office Website” (VOW) (including a VOW that the participant uses to refer customers to other participants) if the participant or potential

participant actively endeavors to make or accept offers of cooperation and compensation. An MLS may evaluate whether a participant or potential participant actively endeavors during the operation of its real estate business to offer or accept cooperation and compensation only if the MLS has a reasonable basis to believe that the participant or potential participant is in fact not doing so. The membership requirement shall be applied in a nondiscriminatory manner to all participants and potential participants. (Adopted 11/08)

SECTION 5. SUBSCRIBERS. Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with “Participants.”

SECTION 6. KEYSAFES. The keysafe system, owned and operated by the Association, for services to the REALTOR® Members will be operated in accordance with a contract between the Association and the REALTOR® Members containing all the rules and regulations. REALTOR® Members must be MLS Participants or MLS Subscribers in order to have access to the keysafe system. (Amended 10/3/2014)

SECTION 7. MAJORITY VOTE. Unless otherwise required by the NATIONAL ASSOCIATION OF REALTORS®, the Bylaws, the Articles of Incorporation of the Greater El Paso Association of REALTORS® Multiple Listing Service, Inc., or applicable law, all questions shall be decided by a majority vote of those present and voting, in person or by proxy. A quorum being present, the Chairman at a meeting shall not vote except to change the result of the vote.