



---

# OAK PARK AREA ASSOCIATION OF REALTORS®

---

Constitution and Bylaws

FEBRUARY 25, 2025  
1049 Lake Street, Suite 200  
Oak Park, IL 60301

**CONSTITUTION**  
**of the**  
**OAK PARK AREA ASSOCIATION OF REALTORS®**

**ARTICLE I**

The name of the corporation shall be the Oak Park Area Association of REALTORS®, a non-profit corporation incorporated under the laws of the State of Illinois, hereinafter referred to as the Association.

**ARTICLE II**

The objectives of the Association are:

- Section 1. To unite those engaged in the recognized branches of the real estate profession in its community 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 interest of home and other real property ownership and to advance the civic development and economic growth of its community.
- Section 5. To unite those engaged in the real estate profession in its community with the Illinois 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, those individuals authorized to use the term REALTOR®, REALTORS®, as licensed, prescribed and controlled by the National Association of REALTORS®.

**ARTICLE III**

The management of the Association shall be vested in the Board of Directors consisting of eleven (11) members, including the President of the Association, who shall be Chairperson of the Board of Directors.

#### **ARTICLE IV**

The location of said Association office shall be within the territory covered by its jurisdiction which is defined as the Villages of Oak Park, River Forest, Forest Park, Cook County, Illinois.

#### **ARTICLE V**

This Constitution may be amended at any regular membership meeting, or at any special meeting called for the purpose of amending this Constitution, by a two-thirds (2/3) vote of the Active REALTOR® Members in good standing present at such meeting.

Each REALTOR® Member in good standing shall be entitled to one vote. At least one (1) week notice of the time and place of such a meeting shall be delivered to every REALTOR® Member, and the notice of the meeting shall set forth the amendments which are to be considered. No action shall be taken on proposed amendments to this Constitution unless the legal counsel for the Board shall be present at such a meeting, and it shall be the duty of the legal counsel, upon the adoption of any amendment, to insert the amendment so adopted in the proper place in the Constitution so that at all times the original Constitution shall be current.

# **Bylaws of the Oak Park Area Association of REALTORS®**

## **Table of Contents**

|   | <u>Page</u> |
|---|-------------|
| <b>Article I</b> Name                                     | 4           |
| <b>Article II</b> Objectives                              | 5           |
| <b>Article III</b> Jurisdiction                           | 6           |
| <b>Article IV</b> Membership                              | 7           |
| <b>Article V</b> Qualification and Election               | 9           |
| <b>Article VI</b> Privileges and Obligations              | 15          |
| <b>Article VII</b> Professional Standards and Arbitration | 20          |
| <b>Article VIII</b> Use of Terms REALTOR® and REALTORS®   | 21          |
| <b>Article IX</b> State and National Memberships          | 22          |
| <b>Article X</b> Dues and Assessments                     | 23          |
| <b>Article XI</b> Officers and Directors                  | 27          |
| <b>Article XII</b> Meetings                               | 31          |
| <b>Article XIII</b> Committees                            | 33          |
| <b>Article XIV</b> Fiscal and Elective Year               | 34          |
| <b>Article XV</b> Rules of Order                          | 35          |
| <b>Article XVI</b> Amendments                             | 36          |
| <b>Article XVII</b> Dissolution                           | 37          |
| <b>Article XVIII</b> Multiple Listing                     | 38          |

**BYLAWS  
of the  
OAK PARK AREA ASSOCIATION OF REALTORS®**

**ARTICLE I  
NAME**

- Section 1. The name of this organization shall be the Oak Park Area Association of REALTORS®, an Illinois not-for-profit corporation, hereinafter referred to as the “Association.”
- Section 2. Inclusion and retention of the Registered Collective Membership Mark REALTORS® in the name of the Association shall be governed by the Constitution and Bylaws of the National Association of REALTORS® as from time to time amended.

## **ARTICLE 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 Illinois 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, those individuals authorized to use the terms REALTOR® and REALTORS® as licensed, prescribed and controlled by the National Association of REALTORS®.

### **ARTICLE III JURISDICTION**

- Section 1. The territorial jurisdiction of the Association as a Member of the National Association of REALTORS® encompasses the Villages of Oak Park, River Forest, and Forest Park, Illinois.
- 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 of REALTORS® in the terms, REALTOR® and REALTORS®.

## **ARTICLE IV MEMBERSHIP**

Section 1. There shall be six (6) classes of members as follows:

(a) REALTOR® Members

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

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

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

Individuals who are engaged in the real estate profession other than as sole proprietors, partners, branch office managers, or corporate officers, or as individuals in positions of management control, and are associated with a REALTOR® Member and meet the qualifications set out in Article V.

NOTE: REALTOR® Members may obtain membership in a “secondary” Association in another jurisdiction or State.

(b) Franchise REALTOR® Membership

Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions, and the commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR *Constitution and Bylaws*. Such individuals shall enjoy all of the rights, privileges, and obligations of REALTOR® membership



(including compliance with the Code of Ethics) except: obligations related to association-mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the local association, state association, and National Association.

(c) Primary and secondary REALTOR® Members

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

(d) Designated REALTOR® Members

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

(e) Institute Affiliate Members

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

(f) Affiliate Partner Members

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

## ARTICLE V QUALIFICATION AND ELECTION

### 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 themselves with the Code of Ethics of the National Association of REALTORS®, the Constitutions, Bylaws, and Rules and Regulations of the Association, the State and National Associations, and if accepted as a REALTOR® Member, will abide by the Constitutions and Bylaws and Rules and Regulations of the Association, State and National Associations, and, if accepted as 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 persons, and that applicant agrees that any information and comment furnished to the Association by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the submission of the application form, 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 through its Membership Committee or otherwise that they are actively engaged in the real estate profession and maintain a current, valid real estate managing broker's or broker'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 a 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 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 examination thereon as may be required by the Committee, and shall agree that if elected to membership, they will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.

\*Reference to bankruptcy is intended to include the applicant or any real estate firm in which the applicant is a sole proprietor, general partner, principal shareholder, corporate officer, or branch office manager.

\*\*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 or other lawful authorities.

- (b) Individuals who are actively engaged in the real estate profession other than as principals, partners, branch office managers, or corporate officers, 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 as a Designated REALTOR® Member of another Board/Association (if a secondary member) and must maintain a current, valid real estate managing broker's or broker'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 Board, 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 they will abide by the Constitution, Bylaws, Rules and Regulations and the Code of Ethics.

### Section 3. Election

The procedure for election to membership shall be as follows:

- (a) The Association Executive (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership. If the association has adopted provisional membership, applicants for REALTOR® membership may 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 all the same privileges and obligations of membership. Provisional membership is granted subject to final review of the application by the Board of Directors.

- (b) If the Board of Directors determines that the individual does not meet all of the qualifications for membership as established in the associations Bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of a mandatory orientation program) within the association's timeline, membership may, at the discretion of the Board of Directors, be terminated. The Board of Directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the Board of Directors, they shall be declared elected to membership and shall be advised by written notice.
- (c) The Board of Directors may not reject an application without providing the applicant with advance notice of the findings, and the opportunity to appear before the board of directors, to call witnesses on their behalf, to be represented by counsel, and to make such statements as they deem 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 the application should be rejected, it shall record its reasons with the Association Executive (or duly authorized designee). If the Board of Directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damages by the applicant, it may specify that denial shall become effective upon entry in a suit by the association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.

#### Section 4    New Member Code of Ethics Orientation

Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two 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 90 days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

#### Section 5.   Continuing Member Code of Ethics Training

Effective January 1, 2022, through December 31, 2023, and for successive three-year periods thereafter, each REALTOR® member of the association (with the exception

of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two hours and thirty 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, Illinois REALTORS®, or the National Association of REALTORS®, which meets the learning objectives and minimum criteria established by the National Association of REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any three-year cycle shall not be required to complete additional ethics training until a new three-year cycle commences. Failure to satisfy required periodic ethics training shall be considered a violation of membership duty.

Failure to meet the requirement in any three (3) year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three (3) year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

#### Section 6. New Member Fair Housing Orientation

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

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

#### Section 7 Continuing Fair Housing Training

Effective January 1, 2025, through December 31, 2027, and for successive three-year periods thereafter, each REALTOR® member of the association (with the exception

of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete Fair Housing training of not less than two (2) hours of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed Fair Housing training as a requirement of membership in another association shall not be required to complete additional Fair Housing training until a new three-year cycle commences.

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

## Section 8      Status Changes

- (a) A REALTOR® who changes the conditions under which they hold membership shall be required to provide written notification to the Association within thirty (30) days of such change. A REALTOR® (non- principal) who becomes a principal in the firm with which he/she has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) Members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within forty-five (45) days of the date they advised the Association of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

A REALTOR® who is transferring 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. If the transfer is not completed within forty-five (45) days of the date the Board is advised of the

disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the Board of Directors.

- (b) Any application fee related to a change in membership status may be reduced or increased by an amount equal to any application fee paid by the applicant within the past six (6) months.
- (c) Dues shall be prorated from the first day of the quarter 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 specified in this Article.
- Section 2. REALTOR® Members, whether primary or secondary, in good standing are entitled to vote and to hold elective office in the association and may use the term REALTOR®. For purposes of this section, the term “good standing” means the member satisfies the “Obligations of REALTOR® Members,” is current with all financial and disciplinary obligations to the association and MLS, has completed any new member requirements and complies with NARs trademark rules.
- Section 3. Any 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 National Association of REALTORS®. 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 Membership Committee, 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/or 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 4. Any REALTOR® member of the association may be disciplined by the board of directors for violations of the Code of Ethics or other duties of membership, after a hearing as described in the *Code of Ethics and Arbitration Manual* of the association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the *Code of Ethics and Arbitration Manual* of the National Association.
- Section 5. 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 Association or any of its services, departments, divisions, or subsidiaries, the Association may condition the right of the resigning Member to reapply for membership upon payment in full of such monies owed.



Section 6. 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®.

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 7. REALTOR® Members

- (a) REALTOR® members, whether primary or secondary, in good standing are entitled to vote and to hold elective office in the association and may use the term REALTOR®. For purposes of this section, the term "good standing" means the member satisfies the "Obligations of REALTOR® Members," is current with all financial and disciplinary obligations to the association and MLS, has completed any new member requirements, and complies with NAR's trademark rules.
- (b) REALTOR® Members, whether primary or secondary, have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Association and the real estate profession.
- (c) If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership, or an officer in a corporation, and is suspended or expelled, the firm, partnership or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® Membership, or unless connection with the firm, partnership or corporation or trust is severed, or management control is relinquished, whichever may apply. The membership of all other principals, partners or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member, or until readmission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR® who is suspended or expelled removes themselves from any form or degree of management control of the firm for the term of the suspension or until readmission to membership, whichever may apply.

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

If a REALTOR® Member other than a sole proprietor in a firm, partner in a partnership, or an officer of a corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership, or corporation shall not be affected.

- (d) In any action taken against a REALTOR® Member for suspension or expulsion under Section 6(e) 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(e) shall apply.
- (e) In the event a Member is indicted by a Federal or State grand jury and the charge is dismissed, a verdict or judgement of not guilty rendered, or a verdict or judgement of guilty reversed upon appeal, the Professional Standards Committee shall determine, after investigation and hearing as provided in the *Code of Ethics and Arbitration Manual* of the National Association of REALTORS®, whether the conduct of the Member may, nonetheless, have violated the Code of Ethics. After a hearing before the Professional Standards Committee as provided in the *Code of Ethics and Arbitration Manual* of the National Association of REALTORS®, disciplinary action may be taken against any member on the member's being convicted, adjudged, or otherwise recorded as guilty by a final judgement of

any court of competent jurisdiction of (1) a felony or (2) a crime involving moral turpitude, or (3) on a member's being determined by a court of competent jurisdiction, or official of the State of Illinois authorized to make the determination, as having violated a provision of the Illinois real estate law or a regulation of the Illinois Department of Financial and Professional Regulation.

- (f) No membership in the Association may be transferred or assigned. In the event any Member no longer desires to hold a membership in the Association, they shall notify the Association in writing.

#### Section 8. Institute Affiliate Members

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

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-ASSOCIATE®, or the REALTOR® logo; to serve as an officer of the local Association; or to be a participant in the local Association's Multiple Listing Service.

#### Section 9. Affiliate Partner Members

Affiliate Partner Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors, except the right to vote and hold elective office. Affiliate Members may hold appointive office.

#### Section 10. 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 Vice President 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 and/or Vice President, 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.

#### Section 11. Obligations of Members

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

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

**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 National Association of REALTORS®, as amended from time to time, which is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.
- Section 2. It shall be the duty and responsibility of every REALTOR® Member of this Association to safeguard and promote the standards, interests, and welfare of the association and the real estate profession, and to protect against conduct that may cause a lack of public confidence in the real estate profession or in REALTORS®. REALTOR® members also must abide by the governing documents and policies of the Association, the State Association, and the National Association of REALTORS®, as well as the Code of Ethics of the National Association of REALTORS®, including the duty to mediate and arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and in accordance with the procedures set forth in the *Code of Ethics and Arbitration Manual*.
- Section 3. The responsibility of the Association and 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®**

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

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

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

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

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

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

## **ARTICLE IX STATE AND NATIONAL MEMBERSHIPS**

The Association shall be a Member of the National Association of REALTORS® and the Illinois REALTORS®. By reason of the Association's Membership, each REALTOR® Member of the Member Association shall be entitled to membership in the National Association of REALTORS® and the Illinois REALTORS®. The Association shall continue as a Member of the State and National Associations, unless by a majority vote of all of its REALTOR® Members, decision is made to withdraw, in which case the State and National Associations shall be notified at least one (1) month in advance of the date designated for the termination of such membership.

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 of REALTORS®, or upon a determination by the Board of Directors of the National Association of REALTORS® that the Association has violated the conditions imposed upon the terms.

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

## **ARTICLE X DUES AND ASSESSMENTS**

### **Section 1.     Application Fee**

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

### **Section 2.     Commencing in September 1995, the annual base dues of each class of membership shall be assessed for the following year by the Association by the Board of Directors of the Oak Park Area Association of REALTORS® by the end of August.**

### **Section 3.     Dues**

The annual dues of Members shall be as follows:

#### **(a) Designated REALTOR® Membership.**

The annual dues of each Designated REALTOR® Member shall be in such amount as established annually by the Board of Directors, plus an additional amount to be established annually by the Board of Directors times the number of real estate brokers, managing brokers, and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors with, or who are otherwise directly or indirectly licensed with such Designated REALTOR® and (2) are not REALTOR® Members of any Association in the state or a state contiguous thereto or Institute Affiliate Members of the Association. In calculating the dues payable to the Association by a Designated REALTOR® Member, non-member licensees as defined in this paragraph shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on said non-member licensees in another Association in the state or a state contiguous thereto, provided the Designated REALTOR® notifies the Association in writing of the identity of the Association to which dues have been remitted. In the case of a Designated REALTOR® member in a firm, partnership, or corporation whose realty 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 are located within the jurisdiction of this Association.

(1) For the purpose of this Section, a REALTOR® member of a Member Board shall be held to be any member who has a place or places of business within the state or a state contiguous thereto, and who, as a principal is actively engaged in the real estate profession as defined in



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

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

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

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

(b) REALTOR® Membership

The annual dues of each REALTOR® Member other than the Designated REALTOR® shall be in such amount as established annually by the Board of Directors.

(c) Institute Affiliate Membership

The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the National Association of REALTORS®.

(d) Affiliate Partner Membership

The annual dues of each Affiliate Member shall be in such amount as established annually by the Board of Directors.

(e) Special Members

The dues of REALTOR® Members who are REALTOR® Emeriti (as recognized by the National Association of REALTORS®), Past Presidents of the National Association of REALTORS® or recipients of the Distinguished Service Award shall be determined by the Board of Directors.

Section 4. Dues Payable

Dues for all Members shall be payable annually in advance on the first day of October for the membership year commencing October 1<sup>st</sup>.

Dues shall be computed from the first day of the quarter in which a Member is notified of election and shall be prorated for the remainder of the year. In the event a Broker licensee or licensed or certified appraiser who holds REALTOR® Membership is dropped for nonpayment of Association dues, and the individual remains with the Designated REALTOR®'s firm, the dues obligation of the "Designated" REALTOR® as set forth in Article X, Section 3(a) will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from the first day of the current fiscal year and are payable within thirty (30) days of the notice of termination.

Section 5. Non-payment of Financial Obligations

If dues, fees, fines, or other assessments including amounts owed to the Association or to the Association's Multiple Listing Service are not paid within one (1) month after the due date, the nonpaying Member is subject to a late fee, as noted in the *Policy Manual*. Two (2) months after the due date, membership of the nonpaying Member may be terminated at the discretion of the Board of Directors. Three (3) months after the due date, membership of the non-paying member shall automatically terminate unless within that time the amount due is paid. Unpaid financial obligations shall become the responsibility of the delinquent member's Designated REALTOR®, under the DR Dues Formula. However, no action shall be taken to suspend or expel a Member for non-payment 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/her membership terminated for non-payment 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.

Section 6. Deposit

All monies received by the Association for any purpose shall be timely deposited to the credit of the Association in a federally insured institution, or by the purchase of federally insured obligations selected by resolution of the Board of Directors.

Section 7. Expenditures

The Board of Directors shall administer the finances of the Association. The Association shall not incur an obligation in excess of 20% over any individually budgeted item (provided that such 20% overage represents 10% or more of the total Budget) without authorization by a majority of REALTOR® Members as permitted by Article XII, Section 5. No new expenditure categories shall be added during the fiscal year without the approval of membership.

Section 8. Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members

All dues, fees, fines, assessments, or other financial obligations to the Association or Multiple Listing Service shall be noticed in writing to the delinquent Association Member at the business address of their Designated REALTOR® setting forth the amount owed and due date.

Section 9. Leave of Absence

Prior to and upon written request, the Board of Directors may grant emergency leave of absence from Association membership for a period not to exceed one (1) year under procedures outlined in the *Policy Manual*.

Section 10. Change of Office Affiliation

Members who change office affiliation shall have a period not to exceed ninety (90) days to re-establish themselves without requiring a new application fee for Association membership.

## **ARTICLE XI OFFICERS AND DIRECTORS**

### **Section 1.     Officers**

The elected officers of the Association shall be a President, a Vice President, Secretary, and Treasurer. The Secretary and Treasurer may be the same person. Officers shall be elected for terms of one (1) year. No officer shall be elected to the same office for more than two (2) consecutive terms.

### **Section 2.     Duties of Officers**

The duties of the officers shall be such as their titles, by general usage, would indicate and as such may be assigned to them by the Board of Directors and as defined in the *Policy Manual*.

It shall be the particular duty of the Executive Officer to keep the records of the Association and to carry on all necessary correspondence with the National Association of REALTORS® and the Illinois REALTORS®.

### **Section 3.     Board of Directors**

The governing body of the Association shall be a Board of Directors consisting of the elected officers, the Immediate Past President and six (6) REALTOR® Members of the Board. The makeup of the Board of Directors shall consist of at least two (2) large firms, but not more than five (5), as defined by MRED being in the top ten of Oak Park Area Association of REALTORS® firms with at least forty (40) agents. No firm shall have more than three (3) representatives on the Board. No Director shall be elected for more than two (2) consecutive full terms. No person shall serve as board president without at least two (2) years as a director or prior board of directors' experience.

### **Section 4.     Election of Officers and Directors**

- (a) The Nominating Taskforce shall consist of three (3) past presidents agreeing to serve, with the immediate past president as chair, a minimum of two (2) or more REALTOR® members selected from a list of five (5) REALTOR® members that have been approved by the current Board of Directors, and any outgoing Board of Director members not seeking further nomination. Not more than two (2) REALTOR® members from any single office shall serve on the Nominating Taskforce. The Board of Directors shall attempt to provide representation on the taskforce from both large and small firms. The Chair of the Nominating Taskforce shall have voting rights limited to breaking a tie. The Nominating Taskforce shall select one (1) candidate for each office and one (1) candidate for each vacancy to be filled on the Board of Directors. The report of the Nominating Taskforce shall be presented at

the spring meeting and shall be sent to each Member eligible to vote at least three (3) weeks preceding the election.

Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least five percent (5%) of the REALTOR® Members eligible to vote. The petition shall be filed with the Executive Officer at least two (2) weeks before the election. The Executive Officer shall send notice of such additional nominations to all Members eligible to vote at least one (1) week prior to the election.

- (b) The election of Officers and Directors shall take place at the summer meeting. All elections shall be by ballot as permitted by Article XII, Section 5. The ballot shall contain the names of all candidates and the offices for which they are nominated. Voting by proxy is expressly prohibited.
- (c) In the event of a contested election, voting shall be done electronically. In case of a tie, the Nominating Taskforce shall determine the winner by lot.

#### Section 5. Vacancies

Vacancies among the Officers and the Board of Directors shall be filled by a simple majority vote of the Board of Directors until the next annual election.

#### Section 6. Removal of Officers and Directors

In the event that an Officer or Director is deemed to be incapable of fulfilling the duties for which they have been 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 (1/3) of the voting membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next-ranking Officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.
- (b) Upon receipt of the petition by the appropriate officer, 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, 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 a case, the next-ranking officer will conduct the meeting of the Members. Provided a quorum is present, a three-

fourths (3/4) vote of Members present, and voting shall be required for removal from office.

## Section 7. Indemnification and Insurance

- (a) The Board shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that they are or have been a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of no lo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in, or not opposed to, the best interests of the Association, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that their conduct was unlawful.

The Association shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgement in its favor by reason of the fact that such person is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Association, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the Association, unless, and only to the extent that the court in which such action or suit was brought shall determine such application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

- (b) To the extent that a Director, Officer, employee, or agent of the Association has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding, or in defense of any claim, issue, or matter therein, such

person may be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.

- (c) Any indemnification (unless ordered by a court) shall be made by the Association only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because they have met the applicable standard of conduct set forth in Article XI, Sections 1 and 2. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by the Members entitled to vote, if any.
- (d) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that they are entitled to be indemnified by the Association as authorized in this Article XI.
- (e) The indemnification provided by this Article XI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.
- (f) The Association may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Board, or who is or was serving at the request of the Association as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article XI.
- (g) In the event of any change of the Illinois statutory provisions applicable to the Association relating to the subject matter of Article XI of these Bylaws, then the indemnification to which any person shall be entitled hereunder shall be determined by such changed provisions if such changed statutory provisions are mandatory. The Board of Directors is authorized to amend this Bylaw to conform to any such changed statutory provisions.

## **ARTICLE XII MEETINGS**

### **Section 1. Annual Meeting**

The annual meeting of the Association shall be held during the Fall of each year, the date, place, and time to be designated by the Board of Directors. Each year the Board of Directors shall furnish a financial report and copies of the proposed budget for informational purposes only to all REALTOR® Members at least one (1) week prior to the annual meeting.

### **Section 2. Meetings of Directors**

- (a) The Board of Directors shall designate a regular time and place of meetings. Absence from three (3) regular meetings within a fiscal year without an excuse deemed valid by the Board of Directors shall be construed as resignation.
- (b) Special meetings of the Board of Directors may be held at such other time as the President may determine, or upon the written request of three (3) of the Directors, providing due notice by registered mail, facsimile or responded e-mail shall be given to the members of the Board of Directors at least two (2) days preceding such special meeting.

### **Section 3. Other Meetings**

Meetings of the Members may be held at other times as the President or the Board of Directors may determine, or upon written request of at least ten percent (10%) of the Members eligible to vote.

### **Section 4. Notice of Meetings**

- (a) Written notice shall be given to every Member entitled to participate in the meeting at least one (1) week preceding all meetings.
- (b) If a special meeting is called, written notice shall be given to every Member entitled to participate in the meeting at least one (1) week prior to the special meeting and shall be accompanied by a statement of purpose of the special meeting.

### **Section 5. Quorum**

The definition of a quorum for the transaction of business shall consist of fifteen percent (15%) of the Members eligible to vote at a membership meeting, of which, five percent (5%) must be physically present at the meeting with the remaining ten percent (10%) or less voting by absentee ballot.



Absentee voting will be electronically or by personal delivery until 5 pm on the day preceding the membership meeting. Once the five percent (5%) physical quorum has been attained, all absentee ballots will be counted.

Six (6) members of the Board of Directors shall constitute a quorum at the Board of Directors meeting.

Section 6.     Voting

Voting shall be in person at any Annual Membership Meeting, or as permitted in section 5 above. No proxy voting shall be permitted.

## **ARTICLE XIII COMMITTEES**

### **Section 1. Standing Committees**

The only standing committees are the Grievance Committee, the Membership Committee, and the Professional Standards Committee.

### **Section 2. Special Task Force Committees**

Except for the Nominating Taskforce, the President shall appoint from among the REALTOR® Members, and subject to confirmation by the Board of Directors, the following special task force committees as deemed necessary:

|   |                                    |
|---|------------------------------------|
| Constitution and Bylaws   | Government Affairs                 |
| Finance/Budget  | Public Relations/Consumer Outreach |
| Member Services   | Technology                         |
| (Includes Education, Special Events, Special Programs, Member Outreach) |                                    |

The President shall also appoint, from among the REALTOR® Members and subject to confirmation by the Board of Directors, any additional special task force committees, as necessary.

### **Section 3. Organization**

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

### **Section 4. President**

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

### **Section 5. Quorum**

One more person than fifty percent (50%) of the members of a committee, excluding the President, shall constitute a quorum for any committee, excluding the Nominating Taskforce.

**ARTICLE XIV**  
**FISCAL AND ELECTIVE YEAR**

Section 1.     The fiscal year of the Association shall be October 1<sup>st</sup> to September 30<sup>th</sup>.  
                  The elective year of the Association shall be October 1<sup>st</sup> to September 30<sup>th</sup>.

**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 a 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 National Association of REALTORS® policy.

All other changes to the Bylaws must be approved by a quorum of the general membership eligible to vote at an authorized meeting.

Section 2. Notice of all meetings at which amendments are to be considered shall be sent 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 upon their approval as authorized by the Board of Directors of the National Association of REALTORS®.

**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 Illinois REALTORS® or, within its discretion, to any other non-profit tax-exempt organization.

## **ARTICLE XVIII MULTIPLE LISTING**

### **Section 1. Authority**

The Oak Park Area Association of REALTORS® shall provide access to a Multiple Listing Service for the use of its Members. The Oak Park Area Association of REALTORS® may choose to affiliate with any Multiple Listing Service system which covers the territory of the Oak Park Area Association of REALTORS®, or any larger territory, provided any such larger territory covers the Oak Park Area Association of REALTORS® territory in its entirety.

### **Section 2. Purpose**

A Multiple Listing Service is a means by which authorized Participants make unilateral offers of compensation to other Participants (acting as sub-agents, 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 data bases; 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 a procuring cause of the sale (or lease).

### **Section 3. Participation**

Any REALTOR® Member of this or any other Association who is a principal, partner, or corporate officer, or branch manager acting on behalf of the principal, without further qualification, except as otherwise stipulated by these Bylaws, shall be eligible to participate in Multiple Listing 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 for a fee. Use of information developed by or published by an Association Multiple Listing Service is 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 "membership" or any right of access to information developed by or published by an Association Multiple Listing Service where access to such information is prohibited by law.

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.

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.

#### Section 4. Supervision

The activity of the presently chosen Oak Park Area Association of REALTORS® Multiple Listing Service shall be operated under the supervision of Midwest Real Estate Data LLC, known as MRED, in accordance with the MRED Bylaws and that body's Rules and Regulations.

#### Section 5. Appointment of Committee

##### (a) Nomination of Representative(s)

The Association Executive shall represent the Oak Park Area Association of REALTORS® on the Board of MLSNI. In the absence of the AE, the board president shall represent the association.



(b) Vacancies

Vacancies in unexpired terms shall be filled as in the case of original appointees.

(c) Tenure and Qualification

Tenure and qualification shall be in accordance with the MRED Bylaws.

Section 6. Access to Comparable and Statistical Information

Association Members who are actively engaged in real estate brokerage, management, appraising, land development, or building, but who do not participate in the MLS, are nonetheless entitled to receive, by purchase or lease, all information other than current listing information that is generated wholly or in part by the MLS including “comparable” information, “sold” information, and statistical reports. This information is provided for the exclusive use of Association Members and individuals affiliated with Association Members who are also engaged in the real estate business and may not be transmitted, re-transmitted, or provided in any manner to any unauthorized individual, office, or firm except as otherwise specified in the MLS Rules and Regulations. Association Members who receive such information, either as an Association Service or through the Association’s MLS, are subject to the applicable provisions of the MLS Rules and Regulations whether they participate in the MLS or not.

Section 7. Subscribers

Subscribers (or users) of the MLS include non-principal managing brokers, brokers, and licensed and certified appraisers affiliated with Participants.