

# Bylaws of the Williston Board of REALTORS®

(Adopted May 15, 2002)

## Article I – Name

### Section 1 – Name

The name of this organization shall be the Williston Board of REALTORS®, 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. **M**

## Article II – Objectives

The objective of the association is to promote and advance the interests of its members, to foster a high standard of conduct in the real estate profession, and to engage in any lawful activities incidental or necessary to accomplish the foregoing.

## Article III – Jurisdiction

### Section 1

The territorial jurisdiction of the association as a member of the NATIONAL ASSOCIATION OF REALTORS® is:

- Divide, McKenzie and Williams Counties, North Dakota (Approved 11/17/1976)

### 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 Board agrees to protect and safeguard the property rights of the National Association terms.

# Article IV – Membership

## Section 1

There shall be six classes of members as follows:

### **1. REALTOR® Members –**

REALTOR® Members, whether primary or secondary shall be:

Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the state of North Dakota 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. **M**

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. **M**

Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers and are associated with a REALTOR® Member and meet the qualifications. **M**

### **2. 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. **M**

### **3. 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. **M**

#### **4. 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. **M**

#### **5. Business Partner Members –**

A Business Partner Members shall be granted by the association to individuals or firms with industry interests, business practices, and/or philanthropic endeavors that support the purpose, mission, and efforts of the association. Business Partners are subject to payment of applicable dues for membership and must adhere to these Bylaws, policies, and governing documents of the association.

#### **6. Honorary Members –**

Honorary Members shall be individuals who are no longer engaged in the real estate profession who have contributed in a notable and lasting manner towards the betterment of the association. Nomination for such membership is made to the Association's Board of Directors by any association member, active, and in good standing.

#### **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. **M**

#### **Section 2 – Other Members**

Other membership categories shall be determined by the Board of Directors and shall be named in the Association's Policy Manual.

### Section 3 – Code of Ethics

#### **New Member Code of Ethics Orientation –**

Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less. **M**

Failure to satisfy this requirement within 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. **M**

#### **Continuing REALTOR® Code of Ethics Training –**

Effective January 1, 2019, through December 31, 2021 and for successive three year periods thereafter, each REALTOR® Member of the association (with the exception of REALTOR® Members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State Association of REALTORS® or the NATIONAL ASSOCIATION OF REALTORS®, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® Members who have completed training as a requirement of membership in another association and REALTOR® Members who have completed the New Member Code of Ethics Orientation during any three year cycle shall not be required to complete additional ethics training until a new three year cycle commences.

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

### Section 4 – Fair Housing

#### **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. **M**

Failure to satisfy this requirement within 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. **M**

### **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.

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# Article V – Privileges and Obligations

## Section 1 – Privileges of REALTOR® Members

REALTOR® members, whether primary or secondary, in good standing are entitled to vote and to hold elected 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. **M**

- Institute Affiliate Members shall have rights and privileges and be subject to obligations consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®
- **Business Partner Members** shall have rights and privileges and be subject to obligations prescribed by the Board of Directors and will be specified in the Association’s Policy Manual.
- **Honorary Members** shall have rights and privileges and be subject to obligations prescribed by the Board of Directors and will be specified in the Association’s Policy Manual.

## Section 2 – Obligations of REALTOR® 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 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. **M**

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 person or property, hateful conduct, or acts of moral turpitude impacting the public shall not be tolerated and may be cause for disciplinary action, up to and including termination of membership. **M**

## Section 3 – Obligations of Business Partner Members

Business Partner Members must adhere to these Bylaws, policies, and governing documents of the association.

## **Article VI – Professional Standards -Discipline and Enforcement-**

### **Discipline of REALTOR® Members –**

Any REALTOR® member of the association may be disciplined by the board of directors for violations of the Code of Ethics or other duties of 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. **M**

### **Enforcement of the Code –**

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

## **Article VII – Use of the terms REALTOR® and REALTORS®**

### **Section 1 – REALTOR® Trademark**

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. **M**

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. **M**

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. **M**

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. **M**

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

## **Article VIII – State and National Memberships**

The association shall be a member of the NATIONAL ASSOCIATION OF REALTORS® and the North Dakota Association of REALTORS®. By reason of the association's membership, each REALTOR® Member of the Member Board shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the North Dakota Association of REALTORS® without further payment of dues. The association shall continue as a member of the State and National Associations, unless by a majority vote of all of its REALTOR® Members, decision is made to withdraw, in which case the State and National Associations shall be notified at least one month in advance of the date designated for the termination of such membership. **M**

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. **M**

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. **M**

## **Article IX – 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. **M**

## Section 2 – Dues

### **Designated REALTOR® Members Dues –**

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

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. **M**

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

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. **M**

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. **M**

#### **REALTOR® Members Dues –**

The annual dues of REALTOR® Members other than the Designated REALTOR® shall be as established annually by the Board of Directors. **M**

#### **Institute Affiliate Members Dues –**

The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®. **M**

#### **Business Partner Member Dues –**

The annual dues of each Business Partner shall be determined annually by the Board of Directors and shall be specified in the Association's Policy Manual.

#### **Honorary Members –**

The annual dues of each Honorary Member shall be determined annually by the Board of Directors and shall be specified in the Association's Policy Manual.

#### ***Section 3 – Dues Payable***

Dues for all Members shall be payable annually on or before the 15<sup>th</sup> day of December. Dues for new Members shall begin on the first day of the month in which a Member shall be notified of election and shall be prorated monthly for the year. In the event of nonpayment of dues on or before December 31<sup>st</sup>, the membership of the non-paying member will terminate on January 1<sup>st</sup>. Reinstatement application shall apply as defined in Section 3(a) of this article, to any Member whose dues are not fully paid by December 31<sup>st</sup>.

- a. In the event a sales 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 IX, Section 2) 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 30 days of the notice of termination.

Section 4 – Deposit and Expenditures

All monies received by the Board for any purpose shall be deposited to the credit of the Board in a financial institution or institutions selected by resolution of the Board of Directors. The Board of Directors shall administer the finances of the Board.

## **Article X – Officers and Directors**

Section 1 – Elected Officers

The elected officers of the Board shall be a President, President-Elect, Vice President and Director. They shall be elected for terms of one year. The President-Elect shall automatically become President following the term of the current President. In the absence of the President, the President-Elect shall perform his/her duties. The President-Elect shall automatically become President following the term of the current President. An Account Executive/AE) may be hired at the discretion of the Board of Directors with the position(s) to be nonvoting.

Section 2 – Duties of Officers

The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. It shall be the particular duty of the Association Executive to keep the records of the Board and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the North Dakota Association of 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 of the association, and one (1) elected REALTOR® Member of the association to serve as Director. Director shall be elected to serve for terms of one (1) year.

- a. Term Limits – No Director shall serve for more than two (2) consecutive one (1) year terms.
- b. No more than 2 REALTORS® from the same real estate firm may simultaneously serve on the Board of Directors.

c. Meeting of Directors

The Board of Directors shall hold regular meetings as determined by the President. Absences from three regular or special meetings during an elective year (elective year defined as December 1 to November 30) without an excuse deemed valid by the Board of Directors shall be construed as resignation. A quorum for the transaction of business of the Board of Directors shall be a majority of the Board of Directors, except as may otherwise be required by state law.

#### Section 4 – Qualifications

To be eligible for election, nominees for the position of President, and the President-Elect, must have served on the Board of Directors for a minimum of one year of the previous three (3) years prior to taking office.

#### Section 5 – Election of Officers and Directors

At least two (2) months before the annual election, the Association Executive shall send notice and nomination form for Board position to all members eligible for Board election.

The election of Officers and Directors shall take place at the November meeting. Election shall be by ballot and all votes shall be cast in person or by electronic means. The ballot shall contain the names of all candidates and the offices or which they are nominated. All members qualified to vote shall have the opportunity to vote for all Officers and Directors on the ballot. Elected Officers and Directors shall take office on December 1.

The President, with the approval of the Board of Directors, shall appoint an Election Committee of two (2) REALTOR® Members to conduct the election. In case of a tie vote, the issue shall be determined by lot.

#### Section 6 – Vacancies

If the office of President becomes vacant, the President-Elect shall complete the unexpired portion of the President's term of office. In the event the President-Elect assumes the duties of the President due to a vacancy, such service shall be considered part of the President-Elect's elected office and shall not prevent the individual from subsequently serving their full elected term as President. If the position of President-Elect becomes vacant, it shall remain vacant until the next annual election. Vice President and Director vacancies shall be filled, by a simple majority vote of the Board of Directors until the next election.

- GNMLS ex-officio director seat appointments and vacancies shall be filled by the Board of Directors.

#### Section 7 – Removal of Officers and Directors

In the event 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 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, 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 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 – Account Executive/Chief Executive Officer

The Board of Directors may employ an Account Executive/CEO who shall be chief administrative officer of the association, and who shall perform such duties as designated to him/her by the Board of Directors.

#### Section 8 – NDAR Representation

Effective 12/01/2021, the association is entitled to two (2) members plus an additional member for each fraction of 15% of the membership to sit on the NDAR Board of Directors. Membership counts to determine the association representation shall be taken July 1 of each year and shall be effective for the following calendar year. Representation shall be as follows:

If 15% or below – 2 Representatives

16% - 30% - 3 Representatives

31% - 45% - 4 Representatives

46% - 60% - 5 Representatives

61% - 75% - 6 Representatives

Representatives shall be determined by the Board of Directors.

#### Section 9 – Great North MLS Representation

The Association is entitled to two (2) representatives (ex-officio directors), each serving staggered three-year terms, on the Great North MLS Board. GNMLS ex-officio director seat appointments and vacancies on the WBOR Board shall be determined by the Board of Directors.

**Ex-officio Directors of the Board** – These individuals do not have the power to vote.

- a. The Association Executive/CEO
- b. The President
- c. The GNMLS Representatives

## **Article XI – Meetings**

### Section 1 – Annual Meetings

The annual meeting of the association shall be held between September 1 and November 30 of each year, the date, place, and hour to be designated by the Board of Directors.

### Section 3 – Other Meetings

Meetings of the Members may be held at other times as the President of the Board of Directors may determine.

### Section 4 – Notice of Meetings

Notice shall be given to every Member entitled to participate in the meeting at least one (1) week preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

### Section 5 – Quorum

A quorum for the transaction of business shall consist of the majority of members present, in person or virtual, who are eligible to vote.

### Section 6 – Electronic Transaction of Business

To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means.

### Section 7 – Action without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board consent in writing to the action. Such written consents shall be filed with the minutes of the proceedings of the Board and shall have the same effect as a unanimous vote at a meeting.

## **Article XII – Committees**

### Section 1 –

The Board of Directors shall appoint such committees necessary to carry out the objectives of the association and shall prescribe the authority of each such committee(s).

### Section 2 –

The President, with the approval of the Board of Directors, may appoint such other committees as he/she deems advisable. The President shall be an *ex-officio* member of all committees.

### Section 3 –

Committees shall have such duties as their titles indicate, and as the Board of Directors may assign. All actions of committees shall be subject to the approval of the Board of Directors.

## **Article XIII – Fiscal and Elective Year**

### Section 1 – Fiscal Year

The fiscal year of the association shall be January 1 to December 31 (the calendar year).

### Section 2 – Elective Year

The elective year of the association shall be December 1 to November 30.

## **Article XIV – Rules of Order**

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

## **Article XV – Amendments**

### Section 1 –

These Bylaws may be amended at any meeting of the membership by the affirmative vote of the Members present and qualified to vote, provided that a quorum is present.

- Mandatory Amendments issued by the NATIONAL ASSOCIATION OF REALTORS®  
When Bylaws amendments are mandated by NAR policy, these Bylaws shall be automatically amended to reflect the mandate as of the effective date of the mandatory policy authorized by the NATIONAL ASSOCIATION OF REALTORS®. The association shall provide notice of such mandatory amendments in a regular or special membership communication.

### Section 2 –

Notice of all meetings at which amendments are to be considered shall be distributed to every member eligible to vote at least one (1) week prior to the meeting.

### Section 3 – Approval

Amendments to these Bylaws affecting the admission or qualifications of REALTOR® and REALTOR® Associate Members and Institute Affiliate Members, the use of the terms

REALTOR®, REALTORS®, or any alteration in the territorial jurisdiction of the association shall become effective upon the approval of the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®.

## **Article XVI – Dissolution**

### Section 1 –

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

## **Document History**

- Adopted by membership vote 05/15/2002
- Amended by membership vote 01/2005
- Amended by membership vote 04/2005
- Amended by membership vote 02/19/2019
- Amended per NAR mandates 11/2021
- Amended by membership vote 02/09/2022
- Amended by membership vote 11/01/2023
- Amended by membership vote 01/15/2026