



BYLAWS

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BYLAWS OF THE Southwest Louisiana Association of REALTORS®

ARTICLE I – NAME

SECTION 1. NAME.

The name of this organization shall be The Southwest Louisiana Association of REALTORS®, Incorporated, hereinafter referred to as the "Association".

SECTION 2. USE OF TERM REALTORS®.

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

ARTICLE II- OBJECTIVES/ MISSION/ VALUES

The objectives of the Association shall be organized around the following five strategic pillars:

SECTION 1. PROFESSIONAL DEVELOPMENT:

Supporting excellence, professionalism, and continued growth within the real estate community.

- 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.
- 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 2. ADVOCACY:

Providing a collective voice on matters affecting real estate and property ownership.

- 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 3. COMMUNITY OUTREACH:

Strengthening connections between the Association and the communities it serves.

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

SECTION 4. ASSOCIATION STRENGTH:

Building a strong, connected, and engaged REALTOR® organization.

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

SECTION 5. MEMBER VALUE:

Promoting the identity, recognition, and value of REALTOR® membership.

- To designate, for the benefit of the public, individuals authorized to use the terms REALTOR®, REALTORS®, and REALTOR -ASSOCIATE as licensed, prescribed, and controlled by the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE III- JURISDICTION

SECTION 1. TERRITORIAL JURISDICTION:

The territorial jurisdiction of the Association as a Member of the NATIONAL ASSOCIATION OF REALTORS® are: The Civil Parishes of Calcasieu, Cameron and Jeff Davis, in the State of Louisiana, USA.

SECTION 2. TERRITORIAL JURISDICTION IS DEFINED TO MEAN:

The right and duty to control the use of the terms REALTOR®, REALTORS®, and REALTOR - ASSOCIATE 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 in the terms.

ARTICLE IV- MEMBERSHIP

SECTION 1. 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 a licensee affiliated with the firm to select the association as their "primary" association.

SECTION 2. DESIGNATED REALTOR® MEMBERS.

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

SECTION 3. CLASSES OF MEMBERSHIP

The Association shall have the following classes of membership:

A. REALTOR® MEMBERS.

1. REALTOR® Members, whether primary or secondary should 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 Louisiana or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto shall qualify for REALTOR® membership only, and each is required to hold REALTOR® membership (except as provided in the following paragraph) in an association of REALTORS® within the state or a state contiguous thereto, unless otherwise qualified for Institute Affiliate membership.

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

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

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.

B. INSTITUTE AFFILIATE MEMBERS.

Institute Affiliate members shall be individuals who hold a professional designation awarded by an Institute, Society, or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS®

that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society, or Council that confers the right to 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.

C. AFFILIATE MEMBERS.

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

D. PUBLIC SERVICE MEMBERS.

Public Service Members shall be individuals who are interested in the real estate profession as employees of or affiliated with education, public utility, government or other similar organizations, but are not engaged in the real estate profession on their own account or in association with an established real estate business.

E. HONORARY MEMBERS.

Honorary Members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for the Association, or for the public.

F. STUDENT MEMBERS

Student Members shall be individuals who are seeking an undergraduate or graduate degree with a specialization or major in real estate at institutions of higher learning, and who have completed at least two years of college and at least one 4 college level course in real estate, but are not engaged in the real estate profession on their own account or not associated with an established real estate office

G. OFFICE MANAGER MEMBERS

Office Manager members are administrative professionals working within a real estate brokerage but are not licensed real estate practitioners. This membership is designed for office managers, transaction coordinators, or other administrative personnel who support brokerage operations. Office Manager members do not hold REALTOR® membership, nor are they considered Affiliate members.

- Have **MLS access** in an administrative capacity.
- May **attend Association events and training** sessions.
- Are **eligible to enroll in Association member benefits**.

ARTICLE V-APPLICATION, QUALIFICATION, AND ELECTION TO MEMBERSHIP

SECTION 1. APPLICATION FOR MEMBERSHIP**(A) APPLICATION FORM**

An application for membership shall be submitted in the manner and form prescribed by the Board of Directors and shall be made available to any person requesting an application.

(B) AGREEMENTS AND ACKNOWLEDGMENTS

The application shall contain statements, signed by the applicant, acknowledging and agreeing that, as a condition of membership, the applicant shall:

1. Thoroughly familiarize themselves with:
 - a. The Code of Ethics of the National Association of REALTORS®;
 - b. The Constitution, Bylaws, Rules, and Regulations of the Association;
 - c. The Constitution, Bylaws, Rules, and Regulations of Louisiana REALTORS®; and
 - d. The Constitution, Bylaws, Rules, and Regulations of the National Association of REALTORS®.
2. If elected to membership, abide by the Constitution, Bylaws, Rules, and Regulations of:
 - a. The Association;
 - b. Louisiana REALTORS®; and
 - c. The National Association of REALTORS®.
3. If elected as a REALTOR® Member, 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 the Code of Ethics and Arbitration Manual of the National Association of REALTORS®, as each may be amended from time to time.

4. Consent to the Association, through its Membership Department or otherwise, inviting and receiving information and comments concerning the applicant from any Member or other person.
5. Agree that any information or comments furnished to the Association by any person in response to such an invitation shall be conclusively deemed privileged and shall not form the basis of any action or claim for slander, libel, or defamation of character.

SECTION 2. QUALIFICATIONS FOR REALTOR® MEMBERSHIP

(A) SOLE PROPRIETORS, PARTNERS, CORPORATE OFFICERS, AND BRANCH OFFICE MANAGERS

An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall provide evidence satisfactory to the Membership Department that the applicant:

1. Is actively engaged in the real estate profession;
2. Maintains a current and valid real estate broker's or salesperson's license, or is licensed or certified by the appropriate state regulatory agency to engage in the appraisal of real property;
3. Maintains a place of business within Louisiana or a state contiguous thereto, unless applying as a secondary Member;
4. Has had no judgment rendered against the applicant within the preceding three years by a court or other lawful authority for violation of:
 - a. Civil rights laws;
 - b. Real estate license laws; or
 - c. Other laws prohibiting unprofessional conduct;
5. Agrees to complete a course of instruction covering:
 1. The Bylaws and Rules and Regulations of the Association;
 2. The Bylaws of Louisiana REALTORS®; and
 3. The Constitution, Bylaws, and Code of Ethics of the National Association of REALTORS®; and
6. Agrees that, if elected to membership, the applicant shall abide by such constitutions, bylaws, rules and regulations, and the Code of Ethics.

(B) OTHER REAL ESTATE PROFESSIONALS

An applicant who is actively engaged in the real estate profession other than as a sole proprietor, partner, corporate officer, or branch office manager shall, at the time of application:

1. Be associated, either as an employee or independent contractor, with:
 - a. A Designated REALTOR® Member of the Association; or
 - b. A Designated REALTOR® Member of another Association of REALTORS®, when applying as a secondary Member;
2. Maintain a current and valid real estate broker's or salesperson's license, or be licensed or certified by the appropriate state regulatory agency to engage in the appraisal of real property;
3. Complete a course of instruction covering:
 1. The Bylaws and Rules and Regulations of the Association;

2. The Bylaws of Louisiana REALTORS®; and
3. The Constitution, Bylaws, and Code of Ethics of the National Association of REALTORS®; and
4. Agree in writing that, if elected to membership, the applicant shall abide by such constitutions, bylaws, rules and regulations, and the Code of Ethics.

(C) UNFULFILLED SANCTIONS

The Association shall not knowingly grant REALTOR® Membership to an applicant who has an unfulfilled pending sanction that was imposed by another Board or Association of REALTORS® for a violation of the Code of Ethics.

(D) ADDITIONAL QUALIFICATIONS AND CONSIDERATIONS

In determining an applicant's qualifications for REALTOR® Membership, the Association may also consider:

1. Any final findings of Code of Ethics violations or violations of other membership duties by the applicant in another Association of REALTORS® within the preceding three years;
2. Any pending ethics complaint or hearing;
3. Any pending or unsatisfied discipline;
4. Any pending arbitration request or hearing;
5. Any unpaid arbitration award or other unpaid financial obligation owed to another Association of REALTORS® or Association-owned or operated Multiple Listing Service; and
6. Any misuse of the terms REALTOR® or REALTORS® in the name of the applicant's firm.

(E) PROVISIONAL MEMBERSHIP

Provisional membership may be granted when an applicant has a pending ethics complaint, arbitration request, arbitration hearing, or unsatisfied discipline in another Association of REALTORS®, provided that the applicant otherwise satisfies all qualifications for membership. The Association may reconsider the membership status of a provisional Member:

1. When all pending ethics and arbitration matters, including any related discipline, have been resolved; or
2. When such matters have not been resolved within six months following the date provisional membership was approved.

A provisional Member shall be considered a REALTOR® and shall be entitled to the same privileges and subject to the same duties and obligations as any other REALTOR® Member.

(F) RESIGNATION WITH PENDING PROCEEDINGS

When an applicant resigned from another Association of REALTORS® while an ethics complaint or arbitration request was pending, the Association may condition membership upon the applicant's written certification that the applicant shall:

1. Submit to the pending ethics or arbitration proceeding in accordance with the established procedures of the Association to which the applicant is applying; and
2. Abide by the decision of the hearing panel.

SECTION 3. ELECTION TO MEMBERSHIP

The procedure for election to membership shall be as follows:

(A) CLASSIFICATION OF APPLICATION

Staff shall review each application to determine whether the applicant has applied for the appropriate class of membership.

(B) REVIEW AND RECOMMENDATION

Staff shall review the application and determine whether the applicant satisfies the qualifications established in Section 2 of this Article.

Staff shall submit their recommendations to the Board of Directors at the Board's next regularly scheduled meeting. If the recommendation is averse to the applicant, the reasons for the recommendation shall be specifically stated.

(C) NOTICE OF NEWLY AFFILIATED LICENSEES AND APPRAISERS

The Designated REALTOR® shall notify the Association within sixty days of any licensee or state-certified appraiser who becomes affiliated with the Designated REALTOR®'s firm.

(D) MEMBERSHIP REQUIREMENTS

An applicant shall complete all requirements for membership within sixty days following the date of application. The requirements shall include:

1. Submission of a completed application for membership;
2. Payment of all applicable dues and fees;
3. Submission of a copy of the applicant's current real estate or appraisal license; and
4. Attendance at the Association's required orientation program.

If an applicant fails to satisfy the membership requirements within the prescribed period, or is not approved by the Board of Directors, the Designated REALTOR® shall be notified and the appropriate amounts paid by the applicant shall be refunded. The Association shall retain any applicable processing fee.

The Designated REALTOR® shall thereafter be responsible for the prorated dues attributable to the non-member licensee or state-certified appraiser, calculated from the date shown on the license issued in affiliation with the Designated REALTOR®.

(E) PROVISIONAL REALTOR® MEMBERSHIP

An applicant for provisional REALTOR® Membership may be granted provisional membership upon:

1. Submission and processing of a completed application;
2. Submission of a copy of the applicant's active Louisiana real estate or appraisal license; and
3. Payment of all applicable Association dues and application fees.

A provisional Member shall be entitled to the same privileges and shall be subject to the same duties and obligations as other REALTOR® Members.

Provisional membership shall be subject to subsequent review by the Board of Directors. The Board may terminate the provisional membership if it determines that:

1. The individual does not satisfy all qualifications for membership established by these Bylaws; or

2. The individual fails to complete all membership requirements, including mandatory new-member orientation, by the date of the Association's next regularly scheduled new-member orientation.

(F) HEARING BEFORE TERMINATION OF PROVISIONAL MEMBERSHIP

The Board of Directors shall not terminate a provisional membership without first providing the applicant with:

1. Advance notice of the findings and recommendations of the Membership Department;
2. An opportunity to appear before the Board of Directors;
3. An opportunity to present witnesses on the applicant's behalf;
4. An opportunity to be represented by legal counsel; and
5. An opportunity to make any statement the applicant considers relevant.

The Board of Directors may also be represented by legal counsel during the hearing.

Written minutes shall be prepared for any hearing conducted under this subsection, or the proceedings may be recorded electronically or mechanically.

(G) DENIAL OF MEMBERSHIP

If the Board of Directors determines that an application should be denied, the reasons for the denial shall be recorded with the Secretary.

If the Board of Directors determines that denial of membership may result in litigation or a claim for damages by the applicant, the Board may provide that the denial shall become effective upon the entry of a final judgment by a court of competent jurisdiction in an action for declaratory judgment brought by the Association, declaring that the denial does not violate the applicant's rights.

(H) NONMEMBER LICENSEES AND APPRAISERS

If a newly affiliated licensee or state-certified appraiser does not apply for membership, the Designated REALTOR® shall be responsible for the dues attributable to that non-member licensee or appraiser.

Such dues shall become payable sixty days after the Association receives notice of the license and shall be prorated from the effective date shown on the license issued in affiliation with the Designated REALTOR®.

SECTION 4. NEW MEMBER ORIENTATION AND TRAINING

(A) REQUIRED COMPONENTS

Applicants for REALTOR® membership and provisional REALTOR® Members, where applicable, shall complete the following new-member requirements:

1. Association New Member Orientation;
2. New Member Code of Ethics Orientation;
3. New Member Fair Housing/Anti-Bias Training; and
4. New Member MLS Training.

(B) NEW MEMBER CODE OF ETHICS

Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an in-person Code of Ethics of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another

association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less.

Failure to satisfy this requirement within one hundred eighty (180) days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

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

(C) NEW MEMBER FAIR HOUSING

Applicants for REALTOR® membership 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®, or 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, if REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less.

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

(Adopted 11/2024; effective 01/2025).

(D) ADDITIONAL ASSOCIATION REQUIREMENTS

Applicants and provisional Members shall complete the Association New Member Orientation and New Member MLS Training, when applicable, within one hundred eighty (180) days of the date of application or the date provisional membership was granted.

Failure to satisfy these requirements within the prescribed period shall result in denial of the membership application or termination of provisional membership.

(E) REALTOR® -ASSOCIATE MEMBERS

If the Association maintains a REALTOR® -ASSOCIATE membership class, the requirements of this Section shall also apply to applicants for REALTOR® -ASSOCIATE membership and provisional REALTOR® -ASSOCIATE Members, where applicable.

SECTION 5. CURRENT REALTOR® MEMBERS MANDATORY PERIODIC TRAINING

(A) REALTOR® MEMBER MANDATORY 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.

(Adopted 1/01; Amended 11/08; Amended 11/2016; Amended 11/2019).

(B) REALTOR® MEMBERS MANDATORY FAIR HOUSING TRAINING

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

(Adopted 11/2024; effective 01/2025).

SECTION 7. CHANGES IN MEMBERSHIP STATUS

(A) NOTICE OF STATUS CHANGE

A REALTOR® Member whose membership status or conditions of membership change shall provide written notice to the Association within thirty (10) days following the change.

A REALTOR® Member who is not a principal and who becomes:

1. A principal in the firm with which the Member is currently affiliated; or

2. A principal in a new firm composed of REALTOR® principals,

may be required to satisfy any previously unfulfilled membership requirements applicable to REALTOR® principal Members.

During the transition from one membership status to another, the Member shall be entitled to the privileges and subject to the obligations applicable to a REALTOR® principal Member.

If the Member does not satisfy the requirements applicable to the new membership category within thirty (10) days after notifying the Association of the change in status, the application for the new membership category shall automatically terminate unless otherwise directed by the Board of Directors.

(B) APPLICATION FEE

Any application fee imposed in connection with a change in membership status shall be reduced by an amount equal to any application fee previously paid by the applicant.

(C) PRORATION OF DUES AND NON-MEMBER FEES

Dues or non-member fees resulting from a change in membership or affiliation status shall be prorated beginning on the first day of the month in which the licensee becomes licensed or affiliated with the Designated REALTOR®.

The amount due shall be based on the individual's new membership or non-member status for the remainder of the applicable membership year.

(D) REACTIVATION FOLLOWING A BREAK IN MEMBERSHIP

An individual whose break in membership has been one (1) year or less may apply to reactivate membership, provided that the applicant:

1. Satisfies all current qualifications for the applicable class of membership;

2. Pays all past-due dues, fees, assessments, fines, and other outstanding financial obligations; and

3. Has fully complied with any sanction or other disciplinary action previously imposed by the Association or a Professional Standards Hearing Panel.

The Board of Directors may establish a reasonable membership reactivation fee.

ARTICLE VI – PRIVILEGES AND OBLIGATIONS

SECTION 1. GENERAL

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

SECTION 2. VIOLATIONS OF BYLAWS AND ASSOCIATION RULES

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 or the Association's Rules and Regulations, provided such Rules and Regulations are not inconsistent with these Bylaws.

Disciplines imposed under this Section shall occur only after a hearing conducted in accordance with the applicable procedures of the Code of Ethics and Arbitration Manual of the National Association of REALTORS®.

(A) MEMBERS OTHER THAN REALTORS®

Members other than REALTOR® Members are not subject to the Code of Ethics or its enforcement by the Association. Such Members are nevertheless encouraged to abide by the principles established in the Code of Ethics of the National Association of REALTORS® and to conduct their business and professional activities accordingly.

Upon the recommendation of the Membership Committee or a Hearing Panel of the Professional Standards Committee, the Board of Directors may discipline a Member other than a REALTOR® Member for conduct that, in the Board's judgment and when applied on a nondiscriminatory basis:

1. Reflects adversely upon the terms REALTOR® or REALTORS® or upon the real estate industry; or
2. Is inconsistent with or adverse to the objectives and purposes of the Association, Louisiana REALTORS®, or the National Association of REALTORS®.

SECTION 3. CONDUCT AND INTEGRITY OF REALTOR® MEMBERS

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.

SECTION 4. 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.

SECTION 5. RESIGNATION AND OUTSTANDING OBLIGATIONS

A Member's resignation shall become effective when received in writing by the Board of Directors.

If the resigning Member is indebted to the Association for dues, fees, fines, assessments, or other financial obligations owed to the Association or any of its services, departments, divisions, subsidiaries, or affiliated entities, the Association may condition the Member's eligibility to reapply for membership upon full payment of all amounts owed.

SECTION 6. PENDING ETHICS COMPLAINTS

If a Member resigns from the Association or otherwise causes membership to terminate while an ethics complaint is pending, the complaint shall continue to be processed until the Association's decision regarding the disposition of the complaint becomes final:

1. By this Association, if the respondent does not hold membership in another Association of REALTORS®; or
2. By another Association of REALTORS® in which the respondent continues to hold membership.

If an ethics respondent resigns or otherwise causes membership in all Associations of REALTORS® to terminate before an ethics complaint is filed alleging that unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the Association's decision regarding the disposition of the complaint becomes final.

When an ethics hearing is conducted after the respondent's resignation or termination of membership, any discipline ratified by the Board of Directors shall be held in abeyance until the respondent subsequently rejoins the Association of REALTORS®.

SECTION 7. CONTINUING DUTY TO ARBITRATE OR MEDIATE

If a Member resigns or otherwise causes membership to terminate, the duty to submit to arbitration, or to mediation when required by the Association, shall continue after membership lapses or terminates, provided that the dispute arose while the former Member was a REALTOR®.

SECTION 8. REALTOR® MEMBERS

(A) PRIVILEGES OF REALTOR® MEMBERS

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) 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.

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.

(C) EFFECT OF SUSPENSION OR EXPULSION OF A REALTOR® PRINCIPAL

If a REALTOR® Member who is a sole proprietor, partner in a partnership, or officer of a corporation 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 the disciplined Member is readmitted to REALTOR® membership, unless:

1. The disciplined Member's connection with the firm, partnership, or corporation is severed; or
2. The disciplined Member relinquishes all forms and degrees of management control.

The membership of all other principals, partners, or corporate officers shall be suspended or terminated during the period of suspension of the disciplined Member or until the disciplined Member is readmitted to membership, unless:

1. The disciplined Member's connection with the firm, partnership, or corporation is severed; or
2. The disciplined Member relinquishes all forms and degrees of management control for the duration of the suspension or until readmission to membership.

The relinquishment of management control shall be certified to the Association by the suspended or expelled Member and by the individual assuming management control. The signatures on the certification shall be notarized.

When the suspended or expelled Member has properly relinquished all forms and degrees of management control:

1. The membership of the other partners, corporate officers, and individuals affiliated with the firm shall not be affected; and
2. 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.

Nothing in this subsection shall prevent a suspended or expelled Member from functioning as an employee or independent contractor, provided the Member exercises no management control.

The membership of REALTOR® Members other than principals who are employed by or affiliated as independent contractors with the disciplined Member shall be suspended or terminated during the period of suspension or until the disciplined Member is readmitted to membership, unless:

1. The disciplined Member's connection with the firm, partnership, or corporation is severed;
2. The disciplined Member relinquishes management control; or
3. The non-principal REALTOR® Member serves their affiliation with the disciplined Member and becomes affiliated with another REALTOR® Member in good standing with the Association.

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

(D) NOTICE OF SUSPENSION OR EXPULSION

When action is taken to suspend or expel a REALTOR® Member under subsection (C), notice of the action shall be provided to all REALTOR® Members employed by or affiliated as

independent contractors with the disciplined Member. The notice shall advise those Members of the application and effect of subsection (C).

SECTION 9. INSTITUTE AFFILIATE MEMBERS

Institute Affiliate Members shall have such rights and privileges and shall be subject to such obligations as may be prescribed by the Board of Directors, consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

Institute Affiliate Members may:

1. Attend Association-sponsored education classes and events at the applicable non-REALTOR® fee; and
2. Participate in the Association's Commercial Investment Division in accordance with the applicable fee schedule.

An Institute Affiliate Member shall not be entitled to:

1. Use the terms REALTOR® or REALTORS® or the REALTOR® logo;
2. Serve as President of the Association; or
3. Participate in the Association's Multiple Listing Service.

SECTION 10. AFFILIATE MEMBERS

Affiliate Members shall have such rights and privileges and shall be subject to such obligations as may be prescribed by the Board of Directors.

Affiliate Members may serve as members of and vote on Association committees, except the Multiple Listing Service Committee. Affiliate Members shall not be eligible to hold elective office in the Association.

SECTION 11. PUBLIC SERVICE MEMBERS

Public Service Members shall have such rights and privileges and shall be subject to such obligations as may be prescribed by the Board of Directors.

Public Service Members may serve as members of and vote on Association committees, except the Multiple Listing Service Committee. Public Service Members shall not be eligible to hold elective office in the Association.

SECTION 12. HONORARY MEMBERS

Honorary Membership may be conferred upon individuals who are not actively engaged in the real estate profession and who have rendered notable service to:

1. The real estate profession;
2. The Association; or
3. The public.

Honorary Members may serve as members of and vote on Association committees, except the Multiple Listing Service Committee. Honorary Members shall not be eligible to hold elective office in the Association.

SECTION 13. STUDENT MEMBERS

Student Members shall have such rights and privileges and shall be subject to such obligations as may be prescribed by the Board of Directors.

Student Members may serve as members of and vote on Association committees, except the Multiple Listing Service Committee. Student Members shall not be eligible to hold elective office in the Association.

SECTION 14. OFFICE MANAGER MEMBERS

Office Manager Members shall be unlicensed administrative professionals employed by or affiliated with a real estate brokerage who support the brokerage's operations. This classification may include office managers, transaction coordinators, and other administrative personnel.

Office Manager Members:

1. Shall not be considered REALTOR® Members or Affiliate Members;
2. May be granted access to the Multiple Listing Service in an administrative capacity, subject to the MLS Rules and Regulations and applicable access requirements;
3. May attend Association events, educational programs, and training sessions; and
4. May participate in Association member-benefit programs, including group-rate health insurance, when available and subject to the eligibility requirements of the applicable program.

Office Manager Members shall have such additional rights, privileges, and obligations as may be prescribed by the Board of Directors. They shall not have voting rights or be eligible to hold elective office unless otherwise expressly provided in these Bylaws.

SECTION 15. ANNUAL CERTIFICATION BY DESIGNATED REALTOR® MEMBERS

During January of each year, each Designated REALTOR® Member shall provide the Association, on a form prescribed by the Association, with a complete list of individuals licensed or certified with the Designated REALTOR® Member's firm or firms within the State of Louisiana.

The Designated REALTOR® Member shall identify the primary Association of REALTORS® for each individual included on the certification. The information provided shall be used to calculate dues in accordance with Article X, Section 2(a) of these Bylaws.

A Designated REALTOR® Member shall notify the Association within thirty days following the affiliation or severance of any additional individual licensed or certified with the Member's firm.

SECTION 16. HARASSMENT

(A) PROHIBITED CONDUCT

A Member may be reprimanded, placed on probation, suspended, or expelled for harassing an Association or Multiple Listing Service employee, officer, or Director, following an investigation conducted in accordance with procedures established by the Association.

(B) DEFINITION

For purposes of this Section, "harassment" means verbal or physical conduct that includes, but is not limited to, threatening or obscene language; unwelcome sexual advances; stalking; striking, shoving, kicking, or other similar physical contact; threatening to engage in physical contact; or any other conduct having the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating, or offensive work environment.

(C) INVESTIGATORY TEAM

A complaint submitted under this Section shall be reviewed by an investigatory team consisting of the President; the President-Elect, the Vice President, or both, as appropriate; and one member of the Board of Directors selected by the highest-ranking officer who is not named in the complaint. The investigatory team shall conduct its review in accordance with procedures established by the Association and in consultation with the Association's legal counsel.

(D) DISCIPLINARY ACTION

The investigatory team shall determine the appropriate disciplinary action, if any. Discipline may include reprimand; probation; suspension; expulsion; or any other sanction authorized by the Association's Code of Ethics and Arbitration Manual.

(E) CONFLICTS AND REPLACEMENTS

The President, President-Elect, Vice President, or any other member of the investigatory team who is named in the complaint shall not participate in the investigation, deliberations, or decision. Any disqualified officer or Director shall be replaced by the Immediate Past President or by another member of the Board of Directors selected by the highest-ranking officer who is not named in the complaint.

ARTICLE VII – PROFESSIONAL STANDARDS AND ARBITRATION

SECTION 1. 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.

SECTION 2. COOPERATIVE PROFESSIONAL STANDARDS ENFORCEMENT

The responsibilities of the Association and its Members relating to the enforcement of the Code of Ethics, the disciplining of Members, the arbitration of disputes, and all procedures incidents thereto shall also be administered in accordance with any cooperative professional standards enforcement agreement entered into by the Association.

Any such agreement, as amended from time to time, is incorporated by reference into these Bylaws, provided that it remains consistent with applicable law and the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®.

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

SECTION 1. USE OF THE MARK IN THE ASSOCIATION'S NAME

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.

SECTION 2. CONTROL AND USE OF THE TERMS

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 membership duty and may subject members to disciplinary action by the board of directors after a hearing as provided for in the association's Code of Ethics and Arbitration Manual.

SECTION 3. PRIVILEGE OF REALTOR® MEMBERS

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

SECTION 4. REALTOR® PRINCIPAL MEMBERS

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.

SECTION 5. COMMERCIAL FIRMS

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

SECTION 6. INSTITUTE AFFILIATE MEMBERS

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

ARTICLE IX – STATE AND NATIONAL MEMBERSHIP

SECTION 1. MEMBERSHIP IN STATE AND NATIONAL ASSOCIATIONS

The Association shall be a member of the NATIONAL ASSOCIATION OF REALTORS® and LOUISIANA 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 LOUISIANA 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.

SECTION 2. RIGHTS IN THE REALTOR® TERMS

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

SECTION 3. CODE OF ETHICS AND GOVERNING DOCUMENTS

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

ARTICLE 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. ANNUAL DUES

The annual dues of Members shall be established and payable as provided in this Section.

(A) DESIGNATED REALTOR® MEMBER DUES

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

in the office where the designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this association.

A REALTOR® member of a Member Board shall be held to be any member who has a place or places of business within the state or a state contiguous thereto and who, as a principal is actively engaged in the real estate profession as defined in Article III, Section 1 of the Constitution of the NATIONAL ASSOCIATION OF REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business provided that such licensee is not otherwise included in the computation of dues payable by the principal of the entity.

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

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

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

(B) REALTOR® MEMBER DUES

The annual dues of REALTOR® members other than the designated REALTOR® shall be established annually by the board of directors.

(C) INSTITUTE AFFILIATE MEMBER DUES

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

The Institutes, Societies, and Councils of the National Association shall be responsible for collecting and remitting Institute Affiliate Member dues in accordance with the governing documents and policies of the NATIONAL ASSOCIATION OF REALTORS®.

The Association shall not impose additional entrance fees, initiation fees, or dues upon Institute Affiliate Members but may offer optional products, programs, or service packages for which an Institute Affiliate Member may voluntarily subscribe.

(D) AFFILIATE MEMBER DUES

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

(E) PUBLIC SERVICE MEMBER DUES

The annual dues of each Public Service Member shall be established annually by the Board of Directors.

(F) HONORARY MEMBER DUES

Dues payable by Honorary Members, if any, shall be determined by the Board of Directors.

(G) STUDENT MEMBER DUES

Dues payable by Student Members, if any, shall be determined by the Board of Directors.

(H) OFFICE MANAGER MEMBER DUES

The annual dues of each Office Manager Member shall be established annually by the Board of Directors.

SECTION 3. DUES PAYABLE

Dues for all Members shall be payable annually in advance on or before November 1st.

Dues for new Members shall be calculated from the date the application is processed and completed and provisional membership is granted. *(Adopted 1/98; Amended 1/05.)*

SECTION 4. FEES AND CHARGES FOR ASSOCIATION SERVICES

The Board of Directors may establish and revise fees and charges for the Association's products, programs, services, and other benefits.

Such fees and charges may be established or revised without amendment of these Bylaws or compliance with notice requirements applicable to amendments of these Bylaws.

SECTION 5. NONPAYMENT OF FINANCIAL OBLIGATIONS**(A) DELINQUENCY**

If dues, fees, fines, assessments, or other financial obligations owed to the Association or the Association's Multiple Listing Service are not paid within one (1) month after the due date, the nonpaying Member shall be subject to suspension at the discretion of the Board of Directors.

Two (2) months after the due date, the membership of the nonpaying Member may be terminated at the discretion of the Board of Directors.

Three (3) months after the due date, the membership of the nonpaying Member shall automatically terminate unless the full amount due has been paid.

(B) DISPUTED AMOUNTS AND REINSTATEMENT

No action shall be taken to suspend or terminate a Member for nonpayment of a disputed amount until the accuracy of the amount owed has been confirmed by the Board of Directors.

A former Member whose membership was terminated for nonpayment of dues, fees, fines, assessments, or other financial obligations duly imposed under these Bylaws or the rules and regulations of the Association or any of its services, departments, divisions, or subsidiaries may apply for reinstatement in the manner prescribed for new applicants.

Before reinstatement, the former Member shall pay in full all financial obligations due as of the date of termination.

(C) SEPARATELY INCORPORATED MLS

Notwithstanding any other provision of this Article, if the Board of Directors establishes a taxable subsidiary to operate the Multiple Listing Service, the nonpayment of financial obligations related to the Multiple Listing Service shall be governed by the bylaws, rules, regulations, and policies of that subsidiary.

(D) DESIGNATED REALTOR® DUES ADJUSTMENT

If a sales licensee or licensed or certified appraiser holding REALTOR® membership is terminated for nonpayment of Association dues, fees, fines, assessments, or other financial obligations and remains affiliated with the Designated REALTOR®'s firm, the dues obligation of the Designated REALTOR® under Section 2(A) of this Article shall be increased to reflect the addition of a nonmember licensee.

The additional dues shall be calculated from the first day of the current fiscal year and shall be payable within thirty (30) days after the membership termination.

SECTION 6. DEPOSITS AND EXPENDITURES

The deposit and expenditure of Association funds shall be governed by financial policies adopted by the Board of Directors.

(Amended 1/05.)

SECTION 7. NOTICE OF FINANCIAL OBLIGATIONS

Written notice of delinquent dues, fees, fines, assessments, or other financial obligations owed to the Association or the Association's Multiple Listing Service shall be provided to the delinquent Member.

The notice shall state:

1. The nature and amount of the financial obligation;
2. The applicable due date; and
3. Any consequences resulting from continued nonpayment.

SECTION 8. DUES OF REALTOR® EMERITI AND CERTAIN NATIONAL OFFICERS

The dues of REALTOR® Members who have been granted REALTOR® Emeritus status by the NATIONAL ASSOCIATION OF REALTORS®, Past Presidents or Past Treasurers of the National Association, or recipients of the National Association's Distinguished Service Award shall be determined by the Board of Directors.

(Amended 11/13.)

SECTION 9. ASSOCIATION PRODUCTS AND SERVICES

The Board of Directors may establish reasonable fees for products, programs, services, or benefits made available to nonmembers. The purchase or use of any such product or service shall not constitute or imply membership of the Association.

ARTICLE XI – OFFICERS AND DIRECTORS

SECTION 1. OFFICERS AND TERMS

The officers of the Association shall be the President, President-Elect, Vice President, Treasurer, and Immediate Past President.

The President, President-Elect, and Vice President shall each serve for a term of one year or until a successor is duly elected and assumes office. The Treasurer shall serve for a term of two years or until a successor is duly elected and assumes office. The Immediate Past President shall serve during the term of the succeeding President.

Upon completion of their respective terms, the president-elect shall automatically succeed to the office of President except as otherwise provided in these Bylaws.

**If an officer vacates their position they can not return to office for 5 years.*

SECTION 2. GENERAL DUTIES OF OFFICERS

The officers shall perform the duties customarily associated with their respective offices and such other duties as may be prescribed by these Bylaws, assigned by the Board of Directors, or established in the Association's governing policies.

SECTION 3. PRESIDENT

The President shall serve as the highest elected officer of the Association and shall preside at meetings of the membership and the Board of Directors.

The President shall exercise the authority and perform the duties assigned by these Bylaws, the Board of Directors, the Association's governing policies, and the National Association of REALTORS®.

The President shall appoint committee chairs and members, subject to confirmation by the Board of Directors, and shall serve as an ex officio, nonvoting member of all committees unless otherwise provided by these Bylaws or applicable professional standards procedures.

The President shall serve as the Association's representative on the Louisiana REALTORS® Board of Directors. If the President is unable or ineligible to serve in that capacity, the next highest-ranking eligible officer shall serve as the Association's representative.

SECTION 4. PRESIDENT-ELECT

The president-elect shall perform the duties of the President during the President's absence or inability to serve and shall perform such other duties as may be assigned by the President or the Board of Directors.

A candidate for president-elect shall:

1. Hold a current and valid Louisiana real estate license;
 2. Be a member in good standing;
 3. Have previously served as Vice President;
 4. Have served on the Association's Finance Committee;
 5. Be strongly encouraged to have served on other governing, leadership, or strategic committees of the Association;
 6. Be encouraged to support LARPAC through voluntary contributions and participation;
- and

7. Satisfy any additional qualifications or requirements established in the Association's Policies and Procedures.

An appointed president-elect shall not automatically succeed to the office of President unless subsequently elected or otherwise authorized in accordance with these Bylaws.

The President- Elect shall serve as the Association's appointed representative on the Louisiana REALTORS® Board of Directors.

SECTION 5. VICE PRESIDENT

The Vice President shall perform such duties as may be assigned by the President, the Board of Directors, or the Association's governing policies.

A candidate for Vice President shall:

1. Hold a current and valid Louisiana real estate license;
2. Be a member in good standing;
3. Have appropriate Association committee and leadership experience; as established in policy.
4. Serve on the Association's Finance Committee during their term as Vice President.
5. Have served on the Board of Directors for at least two years during the preceding ten years.
6. Acknowledge and commit to the responsibilities and expectations of serving as Vice President.

If a vacancy occurs in the office of Vice President, the Board of Directors may appoint a qualified Member to serve for the remainder of the unexpired term.

Service as Vice President shall not create a right or expectation of succession to the office of President-Elect, President, or any other office of the Association.

SECTION 6. TREASURER

The Treasurer shall perform the duties customarily associated with the office and such other duties as may be assigned by the Board of Directors.

A candidate for Treasurer shall:

1. Hold a current and valid Louisiana real estate license;
2. Be a member in good standing;
3. Shall serve as the Finance Chair.
4. Have served on the Board of Directors for at least two years during the preceding ten years; and
5. Possess appropriate experience in finance, accounting, budgeting, or a related field and serve as the Finance chair.

SECTION 7. IMMEDIATE PAST PRESIDENT

The Immediate Past President shall serve as an officer of the Association and shall perform such duties as may be assigned by these Bylaws, the President, or the Board of Directors.

If the Immediate Past President is unable or unwilling to serve, another Past President may be appointed to serve in that capacity upon approval of the Board of Directors.

SECTION 8. BOARD OF DIRECTORS

(A) GOVERNING AUTHORITY

The Board of Directors shall be the governing body of the Association and shall have general supervision, control, and direction of its business, affairs, property, and activities, subject to applicable law, the Articles of Incorporation, these Bylaws, and any authority expressly reserved to the Members.

The Board of Directors may adopt policies, rules, and procedures necessary for the governance and administration of the Association and may delegate appropriate authority to the officers, the Association Executive/Chief Executive Officer, committees, or other authorized representatives.

No individual Director shall have authority to act for or bind the Association unless specifically authorized by the Board of Directors.

(B) COMPOSITION

Voting Members of the Board of Directors shall consist of:

1. The officers of the Association, excluding the President. The President shall be a non-voting member and shall vote only in the event of a tie;
2. The Chair of the MLS Committee;
3. Six elected REALTOR® Members; and
4. Any Directors at Large that are appointed in accordance with this Section.

Past Presidents, other than the Immediate Past President, may serve as ex officio, nonvoting members of the Board of Directors.

No more than 3 REALTORS® from the same real estate firm may simultaneously serve on the Board of Directors.

(C) DIRECTORS AT LARGE

A Director at Large is a voting member of the Board of Directors appointed or elected to provide additional leadership, perspective, and representation in support of the Association's governance and strategic objectives.

(D) QUALIFICATIONS FOR ELECTED DIRECTORS

A candidate for elected Director shall:

1. Hold a current and valid Louisiana real estate license;
2. Have been licensed for at least two years;
3. Be a member in good standing;
4. Have demonstrated service to the Association; and served on at least two committees in the past five years.
5. Satisfy such additional reasonable qualifications as may be established in the Association's election policies.

(E) TERMS

Elected Directors shall serve a staggered term of three years. When necessary to establish or maintain staggered terms, a director may be elected or appointed for a shorter initial term.

**If an officer vacates their position they can not return to office for 5 years.*

SECTION 9. THE ASSOCIATION EXECUTIVE/ CHIEF EXECUTIVE OFFICER

The Board of Directors shall employ an Association Executive (AE)/Chief Executive Officer ("CEO"), who shall serve as the Association's Chief Staff Executive and administrative officer.

(A) APPOINTMENT AND AUTHORITY

The AE/CEO shall be employed under the terms of a written agreement approved by the Board of Directors and shall:

1. Administer the affairs of the Association in accordance with these Bylaws and Board policies;
2. Provide administrative support for professional standards, mediation, grievance, and related functions;
3. Be responsible for the management of the Association's headquarters and day-to-day operations;
4. Be responsible to, and operate under the direction of, the President and the Board of Directors;
5. Conduct necessary correspondence with Louisiana REALTORS® and the National Association of REALTORS®; and
6. Serve as an ex officio, nonvoting member of the Board of Directors.

(B) EMPLOYMENT AND SUPERVISION OF STAFF

The AE/CEO shall have authority to employ, supervise, and manage such personnel as may be necessary to conduct the affairs of the Association, subject to the approved budget, these Bylaws, and policies established by the Board of Directors.

(C) COMPENSATION AND EMPLOYMENT AGREEMENT

The Board of Directors shall establish the compensation, benefits, terms of employment, and contractual conditions of the AE/ CEO.

(D) SELECTION OF THE AE/CEO

The employment of the AE/CEO shall require approval by the Board of Directors upon the recommendation of a Search Committee.

The Search Committee shall:

1. Consist of no fewer than five and no more than seven REALTOR® Members;
2. Be appointed by the President; and
3. Be confirmed by the Board of Directors.

The Search Committee shall conduct the search and recommend one or more qualified candidates to the Board of Directors in accordance with procedures established by the Board.

(E) RESIGNATION OR VACANCY

Upon receipt of the AE/CEO's resignation:

1. All members of the Board of Directors shall be notified by Association leadership by telephone or electronic communication within seventy-two hours; and
2. A special meeting of the Board of Directors shall be called within seven days too:
 - o Consider and formally address the resignation;
 - o Establish any necessary interim administrative arrangements; and
 - o Appoint or confirm a Search Committee, when appropriate.

The Board of Directors may take such additional action as it considers necessary to ensure the orderly and uninterrupted administration of the Association.

SECTION 10. CORPORATE AUTHORITY OF THE BOARD OF DIRECTORS

(A) GENERAL AUTHORITY

Subject to applicable law, the Articles of Incorporation, and these Bylaws, the Board of Directors shall have authority to exercise all powers necessary or appropriate to manage the affairs, protect the assets, and advance the purposes of the Association.

(B) AFFILIATED ORGANIZATIONS

The Board of Directors may authorize the Association to establish, organize, acquire, own, control, support, participate in, reorganize, or dissolve subsidiaries, foundations, corporations, limited liability companies, joint ventures, or other affiliated entities when the Board determines that doing so serves the purposes and best interests of the Association.

The Board may appoint the Association's representatives, directors, managers, trustees, or other governing officials to any such entity, subject to its governing documents and applicable law.

Each affiliated entity shall maintain such separate governance, financial records, operations, and legal identity as may be required by law.

(C) PROPERTY AND FINANCING

By the affirmative vote of two-thirds of the voting members of the Board of Directors then serving, the Board of Directors may, on behalf of the Association:

1. Purchase, acquire, construct, improve, maintain, lease, exchange, sell, or otherwise dispose of real or personal property;
2. Borrow money or enter into financing arrangements;
3. Mortgage, pledge, encumber, or grant a security interest in Association property;
4. Execute contracts, notes, mortgages, leases, deeds, and other instruments necessary to complete an authorized transaction; and
5. Take such related action as the Board determines to be in the best interests of the Association.

The Board of Directors may establish additional financial controls, approval thresholds, and due diligence requirements.

SECTION 11. VACANCIES

Except as otherwise provided in these Bylaws, a vacancy among the officers or Directors shall be filled by appointment of the President, subject to confirmation by a majority vote of the Board of Directors.

The appointed Officer or Director shall serve until the next regular election or until a successor is duly elected and assumes office.

The Board of Directors may adopt procedures governing temporary appointments, special elections, and succession when the normal succession of officers cannot occur.

SECTION 12. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

(A) ANNUAL ELECTION

The election of officers and Directors shall be conducted annually in connection with the Annual Membership Meeting or by electronic means authorized by the Board of Directors and permitted by applicable law.

Voting may be conducted by printed ballot, electronic ballot, or another secure method approved by the Board of Directors. Proxy voting shall not be permitted.

(B) NOMINATIONS

The Association shall provide reasonable notice of the offices and Director positions to be filled, the applicable qualifications, and the nomination and election procedures.

The Nominating Committee shall consist of three REALTORS® of the Year recipients, three past Distinguished Service Award recipients, the current Rising Star Award recipient, and the current Affiliate Member of the Year.

The President may, with the approval of the Board of Directors, appoint no fewer than two (2) and no more than three (3) additional Members to serve on the Nominating Committee.

The Nominating Committee shall review all nominations, determine whether each nominee satisfies the applicable qualifications, and certify the official slate of qualified candidates. The Association Executive shall administer and oversee the review process and provide procedural guidance to the Committee.

Each candidate shall provide written confirmation of their willingness to serve if elected and may accept nomination for only one elected position during the same election.

(C) ELECTION ADMINISTRATION

The President, with the approval of the Board of Directors, shall appoint an Election Committee consisting of at least two REALTOR® Members and one Affiliate Member. No member of the Election Committee may be a candidate in the election, and each committee member shall be affiliated with a different firm.

The Association Executive shall administer and oversee the election process and provide procedural guidance to the Committee.

The Board of Directors may instead authorize legal counsel, a certified public accountant, or another qualified independent party to administer and certify the election.

The Election Committee or authorized independent party shall verify voter eligibility, tabulate valid ballots, certify the results, and maintain the confidentiality and integrity of the election.

(D) ELECTION RESULTS

The candidate receiving the highest number of votes for each office shall be declared elected. Director positions shall be filled by the candidates receiving the highest number of votes in the order necessary to fill the available positions.

In the event of a tie, the result shall be determined by lot under procedures established by the Board of Directors.

Detailed nomination, voting, ballot, campaign, and election procedures may be established by the Board of Directors, provided such procedures are consistent with these Bylaws and applicable laws.

SECTION 13. REMOVAL OF OFFICERS AND DIRECTORS

An elected or appointed Officer or Director who is unable or unwilling to fulfill the duties of office and who does not voluntarily resign may be removed in accordance with this Section.

(A) PETITION

A petition requesting removal must be signed by:

1. A majority of the voting Directors then serving; or

2. At least one percent of the REALTOR® Members eligible to vote. The petition shall identify only one Officer or Director and shall state the specific grounds for removal.

The petition shall be filed with the President or, if the President is the subject of the petition, with the next highest-ranking Officer who is not named in the petition.

(B) MEETING AND NOTICE

The Board of Directors shall hold a special meeting to consider the petition no fewer than twenty and no more than forty-five days after its receipt.

Written notice of the meeting shall be provided to each Director at least ten days before the meeting. The notice shall state that the sole purpose of the meeting is to consider the proposed removal.

(C) PRESIDING OFFICER AND VOTE

The President shall preside unless the President is the subject of the petition. In that event, the next highest-ranking Officer not named in the petition shall preside.

Removal shall require the affirmative vote of three-fourths of the voting Directors then serving. Voting shall be conducted by secret ballot.

ARTICLE XII – MEETINGS

SECTION 1. MEETINGS OF THE BOARD OF DIRECTORS

(A) REGULAR MEETINGS

The Board of Directors shall meet as necessary to conduct the affairs of the Association, but no fewer than six (6) times each year. The time, place, and manner of such meetings shall be determined by the Board of Directors.

(B) ATTENDANCE

Directors are expected to attend all meetings of the Board of Directors. Absence from 25% of the regular scheduled meetings without an excuse accepted by the Board of Directors shall be considered a resignation from office, subject to extenuating circumstances approved by the Board of Directors.

(C) SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President or by at least one-fifth of the voting Board of Directors then serving.

Reasonable written notice shall be provided to each Director and shall state the date, time, place or electronic access **information, and purpose of the meeting. Only matters identified in the notice may be considered at a special meeting.**

(D) QUORUM AND VOTING

A two-thirds (2/3) majority of the voting members of the Board of Directors then serving shall constitute a quorum.

Unless otherwise required by applicable law or these Bylaws, an action of the Board of Directors shall require approval by a majority of the voting members present at a meeting at which a quorum has been established.

Proxy voting shall not be permitted at meetings of the Board of Directors.

(E) MEMBER ATTENDANCE AND EXECUTIVE SESSIONS

Member attendance and participation at meetings of the Board of Directors shall be governed by policies adopted by the Board.

The Board of Directors may enter executive session to consider confidential, privileged, personnel, legal, disciplinary, financial, contractual, or other sensitive matters.

(F) ACTION BY THE BOARD WITHOUT A MEETING

Unless prohibited by applicable law or the Association's Articles of Incorporation, any action permitted or required to be taken by the Board of Directors may be taken without a meeting upon the unanimous written consent of all voting Directors entitled to vote on the matter.

The consent shall describe the action approved and shall be signed or electronically approved by each voting Director. The consent shall be maintained with the Association's official records.

The action shall become effective when all required approvals have been received, unless the consent specifies a different effective date.

An action approved in accordance with this Section shall have the same effect as a unanimous vote taken at a properly called meeting.

(G) WAIVER OF NOTICE

A person entitled to notice of a meeting may waive such notice in writing before or after the meeting.

Attendance at a meeting without objecting to the lack or adequacy of notice at the beginning of the meeting shall constitute a waiver of notice.

SECTION 2. ANNUAL MEMBERSHIP MEETING

The annual membership meeting of the Association shall be held during the fall of each year at a date, time, and place determined by the Board of Directors.

(A) SPECIAL MEMBERSHIP MEETINGS

A special meeting of the membership may be called by the President, the Board of Directors, or upon written petition signed by at least ten percent of the Members eligible to vote.

A petition shall state the purpose of the requested meeting. The meeting shall be held within a reasonable period after receipt of the petition and in accordance with the notice requirements of these Bylaws.

Only matters stated in the meeting notice may be considered at a special membership meeting.

(B) NOTICE OF MEMBERSHIP MEETINGS

Written or electronic notice of the annual membership meeting shall be provided to each Member entitled to participate at least twenty days before the meeting.

Notice of a special membership meeting shall be provided at least ten days before the meeting.

The notice shall state the date, time, place or electronic access information, and purpose of the meeting. Notice shall otherwise comply with applicable law and these Bylaws.

(C) QUORUM AND VOTING AT MEMBERSHIP MEETINGS

1. **QUORUM:** A quorum for the transaction of business at an annual or special membership meeting shall consist of at least 10% ten percent of the Members eligible to vote. Unless otherwise provided by applicable law or these Bylaws, an action of the membership shall require approval by a majority of the votes cast at a meeting at which a quorum is present.

Members represented by valid proxy may be counted toward the quorum when proxy voting is permitted by these Bylaws and applicable laws.

2. **VOTING:** Unless a greater vote is required by applicable law or these Bylaws, an action of the membership shall require approval by a majority of the votes cast at a meeting at which a quorum is established.

Eligibility to vote shall be determined from the Association's membership records as of the record date established by the Board of Directors in accordance with applicable law.

(D) ELECTRONIC MEETINGS AND TRANSACTIONS

To the fullest extent permitted by applicable law, the Board of Directors, committees, and membership may conduct meetings, voting, and other Association business by electronic means.

The Board of Directors may establish procedures reasonably designed to verify participant identity, permit effective communication, determine the presence of a quorum, and preserve an accurate record of actions taken.

Participation through an authorized electronic method shall constitute presence at the meeting.
(Adopted 1/05)

(E) WAIVER OF NOTICE

A person entitled to notice of a meeting may waive such notice in writing before or after the meeting.

Attendance at a meeting without objecting to the lack or adequacy of notice at the beginning of the meeting shall constitute a waiver of notice.

ARTICLE XIV – COMMITTEES

SECTION 1. COMMITTEE APPOINTMENTS AND TERMS

The President shall appoint the chair and members of each committee, subject to confirmation by the Board of Directors, except as otherwise provided in these Bylaws or applicable governing policies.

The President shall serve as an ex officio, nonvoting member of all committees, Task Forces, and advisory groups and shall receive notice of their meetings.

Committee members shall generally be selected from among REALTOR® Members. Members of other membership classifications may serve when authorized by the Board of Directors.

Committee members shall serve for a term of one year or until their successors are appointed. Vacancies shall be filled by the President, subject to confirmation by the Board of Directors.

Association staff may serve as advisors and provide administrative support as determined by the AE/ CEO

SECTION 2. STANDING COMMITTEES

The Association shall maintain such Standing Committees as are necessary to fulfill its governance, financial, professional standards, regulatory, and operational responsibilities.

Standing Committees shall include:

1. Nominating Committee;
2. Bylaws Committee;
3. Cultural Diversity and Fair Housing Committee
4. Finance Committee;
5. Grievance Committee;
6. Professional Standards Committee;
7. Multiple Listing Service Committee (MLS);
8. Strategic Planning Committee;
9. LARPAT Committee;

The Board of Directors may establish additional Standing Committees or modify the duties of existing Standing Committees as necessary, provided that no committee required by law, these Bylaws, or the policies of Louisiana REALTORS® or the National Association of REALTORS® shall be eliminated.

The selection and operation of the LARPAT Committee or its representatives shall be governed by applicable Louisiana REALTORS® policies and Association election procedures.

Appointments to the Grievance and Professional Standards Committees shall comply with the applicable policies and procedures of the National Association of REALTORS®, Louisiana REALTORS®, and the Association's Code of Ethics and Arbitration Manual.

SECTION 3. STRATEGIC COMMITTEES

The Board of Directors may establish Strategic Committees to support the goals, objectives, and initiatives of the Association's Strategic Plan.

The Board of Directors may establish, modify, combine, rename, or dissolve a Strategic Committee as the Association's strategic priorities change.

SECTION 4. TASK FORCES AND SPECIAL COMMITTEES

The President, subject to confirmation by the Board of Directors, may establish Task Forces to address specific projects, issues, or matters affecting the Association.

Each Task Force or Special Committee shall have a defined purpose, scope, membership, and duration and shall dissolve upon completion of its assigned responsibilities unless extended by the Board of Directors.

SECTION 5. ORGANIZATION AND AUTHORITY

The size, composition, duties, and authority of each committee, or Task Force, shall be determined by the President or the Board of Directors, except as otherwise provided in these Bylaws.

Committees shall act in an advisory capacity unless expressly granted decision-making authority by these Bylaws or the Board of Directors.

No committee, or Task Force may incur debt, enter into a contract, expand Association funds, or otherwise legally bind the Association without prior authorization from the Board of Directors.

Each committee shall report its activities and recommendations to the Board of Directors in the manner prescribed by the Board.

SECTION 6. MEETINGS AND QUORUM

Committee meetings may be called by the committee chair, the President, or the Board of Directors.

Unless otherwise established by the Board of Directors, a majority of the voting members present shall constitute a quorum. Any action of the committee shall require the affirmative vote of a majority of the voting members present at a meeting at which a quorum is established.

SECTION 7. ACTION WITHOUT A MEETING

A committee, Task Force, or advisory group may take action without a meeting upon the unanimous written or electronic consent of all voting members entitled to vote on the matter.

The consent shall describe the action approved and shall be retained with the official committee records. An action approved by unanimous consent shall have the same effect as an action approved at a properly called meeting.

(Adopted 1/05)

ARTICLE XV – FISCAL AND ELECTIVE YEAR

SECTION 1. FISCAL YEAR

The fiscal year of the Association shall begin on October 1 and end on September 30 of the following year.

SECTION 2. ELECTIVE YEAR

The elective year of the Association shall begin on January 1 and end on December 31st of the following year.

Officers and Directors shall serve until their successors are duly elected or appointed and assume office, unless otherwise provided in these Bylaws.

ARTICLE XVI – GOVERNANCE AND RULES OF ORDER

SECTION 1. GOVERNING AUTHORITY

The Association and its affairs shall be governed by applicable law, the Articles of Incorporation, these Bylaws, and policies properly adopted by the Board of Directors.

In the event of a conflict, the authority having the highest legal priority shall control.

SECTION 2. RULES OF ORDER

The latest edition of *Robert's Rules of Order Newly Revised* shall govern meetings of the membership, the Board of Directors, and committees in all matters not otherwise addressed by applicable law, the Articles of Incorporation, these Bylaws, or duly adopted Association policies.

SECTION 3. TEMPORARY CONTINUITY EXCEPTION

When extraordinary circumstances require continuity of leadership, institutional knowledge, or specialized expertise, the Board of Directors may, by a two-thirds vote of the Board of Directors then serving, authorize a temporary exception to a director or Officers qualification, eligibility requirement, or Board composition requirement.

Before granting an exception, the Board shall determine in good faith that:

1. The exception is necessary to protect the interests of the Association;
2. Immediate replacement of the affected Director or Officer would likely cause material disruption or harm; and
3. The exception is reasonably limited to the circumstances requiring continuity.

The basis for the decision shall be documented in the official minutes of the Board of Directors.

Any exception granted under this Section shall expire upon the earliest of:

1. Completion of the matter giving rise to the exception;
2. Expiration of the affected Directors or Officers elected or appointed term.

Nothing in this Section shall authorize the Board of Directors to permanently waive, disregard, or amend these Bylaws.

ARTICLE XVII – AMENDMENTS

SECTION 1. AMENDMENTS BY THE MEMBERSHIP

These Bylaws may be amended by a majority vote of the Members present and eligible to vote at a meeting at which a quorum is established, provided that the substance of the proposed amendment is clearly stated in the notice of the meeting.

SECTION 2. MANDATORY AMENDMENTS

When an amendment is mandated by the National Association of REALTORS®, these Bylaws may be amended automatically to incorporate the required provision as of the effective date established by the National Association of REALTORS®.

The Association shall notify the membership of any such amendment through regular or special membership communication.

(Adopted 1/05)

SECTION 3. NOTICE OF PROPOSED AMENDMENTS

Notice of a meeting at which an amendment to these Bylaws will be considered shall be provided electronically or by mail to every Member eligible to vote in accordance with the notice requirements of Article XII.

The notice shall state the date, time, and place or electronic access information for the meeting and shall clearly describe the substance of each proposed amendment.

SECTION 4. NATIONAL ASSOCIATION APPROVAL

Any amendment affecting the admission or qualifications of REALTOR® Members or Institute Affiliate Members, the use of the terms REALTOR® or REALTORS®, or the territorial jurisdiction of the Association shall become effective only upon approval by the National Association of REALTORS® when such approval is required by National Association policy.

ARTICLE XVIII – ASSOCIATION RECORDS

SECTION 1. ACCESS TO RECORDS

Members shall be provided access to Association records to the extent required by applicable law and subject to reasonable procedures established by the Board of Directors.

A Member requesting records may be required to submit the request in writing and reimburse the Association for reasonable costs incurred in responding to the request.

SECTION 2. CONFIDENTIAL AND RESTRICTED INFORMATION

Access shall not extend to information that is confidential, privileged, proprietary, or otherwise protected from disclosure by applicable law or Association policy.

Confidential and restricted information may include:

1. Personnel and employment records;
2. Attorney-client communications, attorney work product, and information relating to pending or anticipated litigation;
3. Records relating to ethics complaints, professional standards proceedings, arbitration, mediation, or grievance matters;
4. Personal, financial, or identifying information concerning Members, employees, applicants, vendors, or other individuals;
5. Preliminary or unaudited financial information;
6. Confidential contractual, proprietary, or business information;
7. Records of executive sessions; and
8. Other information whose disclosure could reasonably cause legal, financial, operational, or competitive harm to the Association or its membership.

Nothing in this Article shall limit a Member's right to inspect records when access is required by applicable law.

ARTICLE XIX – DISSOLUTION

SECTION 1. DISTRIBUTION OF ASSETS

Upon dissolution of the Association, the Board of Directors shall provide for the payment or satisfaction of all liabilities and obligations of the Association.

Any remaining assets shall be distributed to Louisiana REALTORS® or, at the discretion of the Board of Directors, to another nonprofit, tax-exempt organization whose purposes are consistent with those of the Association.

The distribution shall be made in accordance with applicable law and the Association's Articles of Incorporation. No remaining assets shall be distributed to any Member, Officer, Director, or other private individual.

(Amended 1/05)

ARTICLE XIX – MULTIPLE LISTING

SECTION 1. AUTHORITY

The association of REALTORS® shall maintain for the use of its members a Multiple Listing Service which shall be subject to the Bylaws of the association of REALTORS® and such rules and regulations as may be hereinafter adopted.

SECTION 2. PURPOSE

A multiple listing service is a means by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which participants engaging in real estate appraisal contribute to common databases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public.

(Amended 8/24)

SECTION 3. PARTICIPATION

(A) REALTOR® PARTICIPATION

Any REALTOR® of this or any other association who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in these Bylaws, shall be eligible to participate in 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 cooperate, or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property.

Cooperation is the obligation to share information on listed property and to make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interests of their clients.

Use of information developed by or published by an association multiple listing service is strictly limited to the activities authorized under a Participant's licensure(s) or certification and unauthorized uses are prohibited.

Further, none of the foregoing is intended to convey participation or 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 cooperate means that the Participant actively endeavors during the operation of its real estate business to:

1. List real property of the type listed on the MLS;
2. Share information on listed property; and
3. Make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interests of their client(s).

"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 cooperate 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 cooperate.

An MLS may evaluate whether a Participant or potential Participant actively endeavors during the operation of its real estate business to cooperate only if the MLS has a reasonable basis to believe that the Participant or potential Participant is in fact not doing so.

Participation requirements shall be applied in a nondiscriminatory manner to all Participants and potential Participants.

(B) NONMEMBER PARTICIPATION – OPEN MLS

The Association shall permit MLS participation by otherwise-qualified individuals who do not hold REALTOR® membership in this or another Association of REALTORS®, subject to the requirements of this Article and the MLS Rules and Regulations.

A non-member applicant for MLS participation must be a principal, partner, corporate officer, or branch office manager acting on behalf of a principal and shall satisfy all applicable eligibility requirements established for MLS participation.

Under no circumstances is any individual or firm entitled to MLS participation unless they hold a current, valid real estate broker’s license and cooperate, or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property.

Cooperation is the obligation to share information on listed property and to make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interests of their clients.

Use of information developed by or published by the Multiple Listing Service is strictly limited to activities authorized under a Participant’s licensure(s) or certification, and unauthorized uses are prohibited.

Participation requirements shall be applied in a reasonable and nondiscriminatory manner to all Participants and potential Participants.

SECTION 4. NON-MEMBER PARTICIPANT OBLIGATIONS

As a condition of participation in the Multiple Listing Service, each non-member Participant shall agree in writing to:

1. Abide by the Bylaws of the Association as applicable to MLS participation;
2. Abide by the MLS Rules and Regulations, policies, procedures, and adopted Standards of Conduct for MLS Participants;
3. Submit disputes subject to mandatory arbitration to the arbitration facilities of the Southwest Louisiana Association of REALTORS® in accordance with the MLS Rules and Regulations and the procedures established by the Association and the National Association of REALTORS®;
4. Participate in mediation when required or otherwise applicable under the Association’s adopted Professional Standards procedures; and

5. Comply with any other obligations established as a condition of MLS participation that are consistent with applicable law and National Association of REALTORS® policy.

Non-member participation in the MLS shall not:

1. Constitute membership in the Southwest Louisiana Association of REALTORS®;
2. Constitute REALTOR® membership;
3. Confer the right to use the terms REALTOR® or REALTORS®;
4. Confer any Association voting, governance, or elective-office rights; or
5. Confer eligibility to serve as a representative, voting member, alternate representative, officer, Chairperson, Vice Chairperson, or other member of the MLS Committee.

Only representatives of eligible participating REALTOR® brokerages may serve on the MLS Committee as provided in this Article.

SECTION 5. SUPERVISION

The activity shall be operated under the supervision of the Multiple Listing Committee, in accordance with the Rules and Regulations, subject to approval of the Board of Directors of the Association of REALTORS®.

SECTION 6. COMPOSITION AND APPOINTMENT OF THE MLS COMMITTEE

The Multiple Listing Service Committee shall be composed of representatives from participating REALTOR® brokerages served by the Multiple Listing Service.

(A) BROKERAGE REPRESENTATION

Each REALTOR® brokerage shall be eligible to designate two (2) representatives to serve on the MLS Committee.

1. Both representatives shall be affiliated with the brokerage they represent.
2. Both representatives shall be Participants or Subscribers of the Multiple Listing Service and shall hold a current and valid real estate license.
3. Each brokerage shall have one (1) voting seat on the MLS Committee, regardless of the number of representatives attending.
4. The second representative shall serve as the brokerage's alternate representative and may participate in meetings and discussions when the first representative is absent
 - They may attend all meetings, but they cannot vote and cannot participate in discussion.

(B) ANNUAL DESIGNATION OF REPRESENTATIVES

The Designated REALTOR® or Broker Participant of each brokerage shall submit the names of its two (2) MLS Committee representatives to the Association no later than November 30 for service during the following calendar year.

The designation shall identify:

1. The brokerage's primary voting representative; and
2. The brokerage's alternate representative.

Representatives shall serve for the calendar year for which they are designated, subject to the attendance requirements of this Article.

(C) OPTIONAL PARTICIPATION

Participation by a brokerage on the MLS Committee shall be voluntary.

A brokerage that elects not to participate shall notify the Association in writing.

Failure of a brokerage to designate its representatives by November 30 may be considered an election not to participate on the MLS Committee for the following year.

(D) VOTING RIGHTS

Each participating brokerage shall be entitled to one (1) vote on matters presented to the MLS Committee.

The brokerage's designated voting representative shall exercise the brokerage's vote.

No brokerage shall exercise more than one (1) vote on any matter before the MLS Committee.

(E) ATTENDANCE

Each brokerage shall be responsible for ensuring representation at meetings of the MLS Committee.

If a brokerage's designated representatives collectively fail to attend three (3) regular or special meetings during the calendar year, the brokerage shall automatically forfeit its representation on the MLS Committee for the remainder of that calendar year.

Upon forfeiture:

1. Both representative seats of the brokerage shall become vacant;
2. The brokerage shall lose its voting rights on the MLS Committee for the remainder of the calendar year; and
3. The brokerage shall not be eligible to designate replacement representatives until the designation period for the following calendar year.

(F) CHAIRPERSON

The Chairperson of the MLS Committee shall be selected annually either by election of the voting representatives of the MLS Committee, subject to approval by the Board of Directors, or by appointment of the Board of Directors from among the eligible voting representatives serving on the Committee.

For the 2027, 2028, and 2029 calendar years, the Chairperson of the MLS Committee shall be appointed annually by the Board of Directors from among the eligible voting representatives serving on the Committee.

To be eligible to serve as Chairperson, an individual shall:

1. Be a current voting representative of a participating brokerage on the MLS Committee;
2. Be a Participant of the Multiple Listing Service;
3. Be a Member in good standing with the Association and the MLS;
4. Have served on the MLS Committee, including service under the Association's prior MLS Committee structure, for no fewer than three (3) years;
5. Have demonstrated knowledge of the MLS Rules and Regulations, policies, procedures, and operations; and
6. Satisfy any additional reasonable qualifications established by the Board of Directors or MLS governing policies.

The Chairperson shall:

1. Preside over meetings of the MLS Committee;
2. Work with Association staff to establish meeting agendas;
3. Facilitate the orderly consideration of matters presented to the Committee;

4. Serve as the MLS Committee's representative to the Board of Directors, when applicable; and
5. Perform such other duties as may be established by these Bylaws, the MLS Rules and Regulations, or the Board of Directors.

SECTION 7. MEETINGS AND GOVERNANCE OF THE MLS COMMITTEE

(A) REGULAR MEETINGS

The MLS Committee shall meet as necessary to conduct the business of the Multiple Listing Service, but no fewer than five (5) times during each calendar year.

The Committee shall establish an annual meeting schedule in the fall.

Meetings may be conducted in person, electronically, or by a combination of both, as authorized by the Association.

(B) SPECIAL MEETINGS

Special meetings of the MLS Committee may be called by:

1. The Chairperson;
2. The Board of Directors; or
3. Upon written request of at least twenty-five percent (25%) of the voting brokerage representatives then serving.

Only matters identified in the notice of a special meeting may be considered at that meeting.

(C) NOTICE OF MEETINGS

Reasonable notice of each regular or special meeting shall be provided to the designated representatives of each participating brokerage.

(D) NEW BROKERAGES

A REALTOR® brokerage that becomes eligible to participate in the MLS Committee after the November 30 annual designation deadline may submit a written request to the Association seeking representation on the Committee for the remainder of the current calendar year.

The request shall be presented to the MLS Committee for consideration.

At a meeting at which a quorum is established, the Committee may, by a majority vote of the voting brokerage representatives present:

1. Approve the brokerage for participation during the remainder of the current calendar year; or
2. Require the brokerage to wait until the next annual designation period to participate.

(E) QUORUM

A quorum shall consist of a majority of the voting representatives present.

Each brokerage shall be counted only once for purposes of determining a quorum, regardless of whether one or both of its representatives are present.

A brokerage shall be considered present for quorum purposes when either its designated voting representative or alternate representative is in attendance.

(F) VOTING

Each participating brokerage shall be entitled to one (1) vote.

Except where a greater vote is required by these Bylaws, the MLS Rules and Regulations, or applicable law, action of the MLS Committee shall require the affirmative vote of a majority of the voting brokerage representatives present at a meeting at which a quorum is established.

(G) ELECTRONIC PARTICIPATION

Meetings of the MLS Committee may be conducted in person, electronically, or through a combination of both, as authorized by the Association.

A representative participating through an authorized electronic method that permits simultaneous communication shall be considered present for purposes of:

1. Attendance;
2. Quorum; and
3. Voting.

(H) PRESIDING OFFICER

The Chairperson shall preside at meetings of the MLS Committee.

The Committee shall elect a Vice Chairperson annually from among its eligible voting representatives.

In the absence of the Chairperson, the Vice Chairperson shall preside.

(I) CONFLICTS OF INTEREST

MLS Committee representatives shall comply with the Association's adopted conflict-of-interest policies and shall disclose and abstain from participation or voting when required by such policies.

(J) MINUTES AND RECORDS

Minutes shall be maintained for all meetings of the MLS Committee and shall constitute part of the official records of the Association.

The content, maintenance, approval, and retention of Committee minutes shall be governed by Association policy.

(K) AUTHORITY OF THE MLS COMMITTEE

The MLS Committee shall exercise only such authority as is granted by these Bylaws, the MLS Rules and Regulations, or the Board of Directors.

The Committee may review and recommend:

1. MLS Rules and Regulations;
2. MLS policies and procedures;
3. MLS products and services;
4. Technology and system enhancements;
5. Participant and Subscriber needs;
6. MLS fees and charges; and
7. Other matters affecting the operation of the Multiple Listing Service.

Unless authority has been expressly delegated by the Board of Directors, recommendations of the MLS Committee shall be subject to approval by the Board of Directors.

SECTION 8. SUBSCRIBERS

Subscribers may include:

1. Licensed real estate professionals affiliated with an MLS Participant;

2. Licensed or certified appraisers affiliated with an MLS Participant;
3. Affiliated unlicensed administrative or clerical staff;
4. Personal assistants; and
5. Individuals seeking licensure or certification as real estate appraisers who are under the direct supervision of an MLS Participant or the Participant's licensed designee.