
**Bylaws of the
Kitsap County Association of REALTORS®**

Adopted April 6, 2005. Amended March 20, 2024

Article I - Name

Section 1. Name. The name of this organization shall be the Kitsap County Association of REALTORS®, hereinafter referred to as the "Association" or "KCAR."

Section 2. 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.

Section 3. Relationship. If there appears to be a conflict between the Association bylaws and policy manual, the bylaws always prevail.

Article II - Objectives

The objectives of the Association are:

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

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

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

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

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

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

Article III - Jurisdiction

Section 1. The territorial jurisdiction of the Association as a Member of the NATIONAL ASSOCIATION OF REALTORS® is Kitsap County, Washington State.

Section 2. Territorial jurisdiction is defined to mean:

(a) The right and duty to control the use of the terms REALTOR® and REALTORS®, subject to the conditions set forth in these Bylaws and those of the NATIONAL ASSOCIATION OF REALTORS®, in return for which the Association agrees to protect and safeguard the property rights of the National Association in the terms.

Article IV - Membership

Section 1. The members of KCAR shall consist of the following classes:

(a) REALTOR® Members.

REALTOR® Members, whether primary or secondary shall be:

(1) 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 Washington 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 a Board of REALTORS® within the state or a state contiguous thereto unless otherwise qualified for Institute Affiliate Membership as described in Section I(b) of Article IV.

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

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

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

(3) Franchise REALTOR® Membership. Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions, and the commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR Constitution and Bylaws. Such individuals shall enjoy all of the rights, privileges and obligations of REALTOR® membership (including compliance with the Code of Ethics) except: obligations related to 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 board, state association and National Association.

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

(5) Designated REALTOR® Members. Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® Member who shall be responsible for all duties and obligations of Membership including the obligation to

arbitrate pursuant to Article 17 of the Code of Ethics and the payment of Board dues as established in Article X of the Bylaws. The "Designated REALTOR®" must be a sole proprietor, partner, corporate officer, or branch office manager acting on behalf of the firm's principal(s) and must meet all other qualifications for REALTOR® Membership established in Article V, Section 2, of the Bylaws.

(6) Privileges of REALTOR® Members. REALTOR® members, whether primary or secondary, in good standing whose financial obligations to the association are paid in full shall be entitled to vote and to hold elective office in the association; may use the terms REALTOR® and REALTORS; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the association and the real estate profession.

(7) Obligation of REALTOR® Members. It shall be the duty and responsibility of every REALTOR® member of this association to abide by *the Constitution and Bylaws and the rules and regulations of the association, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®*, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this association, as from time to time amended.

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.

(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 paragraphs (a) or (b) of this Section, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Board. Affiliate Membership shall also be granted to individuals licensed or certified to engage in real estate practice who, if otherwise eligible, do not elect to hold REALTOR® membership in the Association, provided the applicant is engaged exclusively in a specialty of the real estate business other than brokerage of real property.

(d) Public Service Members. Public Service Members shall be individuals who are interested in the real estate profession as employees of or affiliated with educational, public utility, governmental 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 Board, 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 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) REALTOR® Emeritus. Members shall be REALTOR® members who have held membership in the State Association as a REALTOR®, REALTOR®-Associate, or both, for a cumulative period of forty (40) years, upon certification by the Board of Directors. Recipients of the NATIONAL ASSOCIATION OF REALTORS® "REALTOR® Emeritus" credential shall be REALTOR® Emeritus Members of the State Association.

Article V - Qualification and Election an

Section 1. Application

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

Section 2. Qualification

(a) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Association through its Membership Committee or otherwise that he is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy*, has no record of official sanctions involving unprofessional conduct**, agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Committee, and shall agree that if elected to membership, he will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.

* No recent or pending bankruptcy is intended to mean that the applicant or any real estate firm in which the applicant is a sole proprietor, general partner, corporate officer, or branch office manager, is not involved in any pending bankruptcy or insolvency proceedings or, has not been adjudged bankrupt in the past three (3) years. If a bankruptcy proceeding as described above exists, membership may not be rejected unless the Association establishes that its interests and those of its members and the public could not be adequately protected by requiring that the bankrupt applicant pay

cash in advance for Association fees up to one (1) year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that an existing member initiates bankruptcy proceedings, the member may be placed on a "cash basis" from the date that bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.

** No record of official sanctions involving unprofessional conduct is intended to mean that the Association may only consider judgments within the past three (3) years of violations of (1) civil rights laws; (2) real estate license laws; (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities. Criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted, and (2) no more than ten (10) years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date.

NOTE 1: One or more of the requirements for REALTOR® Membership set forth above in Article V, Section 2(a) may be deleted at the Association's discretion. However, Associations may NOT adopt membership qualifications more rigorous than specified in the Membership Qualification Criteria for REALTOR® Membership approved by the Board of Directors of the National Association.

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

(b) Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of the Association or a Designated REALTOR® Member of another Association (if a secondary member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has no record of official sanctions involving unprofessional conduct*, shall complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Membership Committee and shall agree in writing that if elected to membership he/she/they will abide by such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics.

** No record of official sanctions involving unprofessional conduct is intended to mean that the Association may only consider judgments within the past three (3) years of violations of (1) civil rights laws; (2) real estate license laws; (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities. Criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted, and (2) no more than ten (10) years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date.

(c) The Board of Directors will review the following in determining the applicant's approval for REALTOR® Membership. Staff will check the following criteria:

1. All final findings of Code of Ethics violations and violations of other membership

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duties in any other association within the past three (3) years

2. Pending ethics complaints (or hearings)
3. Unsatisfied discipline pending
4. Pending arbitration requests (or hearings)
5. Unpaid arbitration awards or unpaid financial obligations to any other association or association MLS
6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm.

"Provisional" membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics; See Article V, Section 2 (a) NOTE 2) provided all other qualifications for membership have been satisfied. Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six months from the date that provisional membership is approved. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration request pending, the association may condition membership on the applicant's certification that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the association to which the applicant has made application) and will abide by the decision of the hearing panel.

Section 3. Election

The procedure for election to membership shall be as follows:

(a) The Chief Executive Officer shall determine whether the applicant is applying for the appropriate class of membership. If the association has adopted provisional membership, applicants for REALTOR® membership may be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to final review of the application by the board of directors.

(b) If the board of directors determines that the individual does not meet all of the qualifications for membership as established in the association's Bylaws, or, if the individual does not satisfy all of the requirements of membership ninety (90) days from the association's receipt of their application, membership may, at the discretion of the board of directors, be terminated. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received association services and any application fee. The board of directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the board of directors, he/she shall be declared elected to membership and shall be advised by written notice.

(c) The Board of Directors may not reject an application without providing the applicant with advance notice of the findings, an opportunity to appear before the Board of Directors, to call witnesses on his/her/their behalf, to be represented by counsel, and to make such statements as he/she/they deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall require that written minutes be made of any hearing

before it or may electronically or mechanically record the proceedings.

(d) If the Board of Directors determines that the application should be rejected, it shall record its reasons with the Chief Executive Officer. If the Board of Directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the Association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.

Section 4. New Member Code of Ethics Orientation.

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

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

Section 5. Continuing Member Code of Ethics Training.

Effective January 1, 2019, through December 31, 2021, and for successive three (3) 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 (3) year cycle shall not be required to complete additional ethics training until a new three (3) 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 (3) year cycle will result

in suspension of membership for the first two (2) months (January and February) of the year following the end of any three (3) year cycle or until the requirement is met, whichever occurs sooner. On March 1st of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

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.

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.

REALTOR® Trademark. 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.

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

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

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

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

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

Section 6. Status Changes.

(a) A REALTOR® who changes the conditions under which he/she/they holds membership shall be required to provide written notification to the Association within fourteen 14 days. A REALTOR® (non-principal) who becomes a principal in the firm with which he/she/they has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) Members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within fourteen 14 days of the date they advised the Association of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

A REALTOR® who is transferring their license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all of the privileges and obligations of membership during the period of transition. If the transfer is

not completed within fourteen (14) days of the date the Association is advised of disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the Board of Directors.

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

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

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

Article VI - Privileges and Obligations

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

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

Section 3. Any REALTOR® Member of the 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 4. Resignations of Members shall become effective when received in writing by the Board of Directors, provided, however, that if any Member submitting the resignation is indebted to the Association for dues, fees, fines, or other assessments of the Association or any of its services, departments, divisions, or subsidiaries, the Association may condition the right of the resigning Member to reapply for membership upon payment in full of all such monies owed.

Section 5. If a Member resigns from the Association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by this association (if the respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint is final. In any instance where an

ethics hearing is held subsequent to an ethics respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®.

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

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

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

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

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

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

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

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

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

Section 10. Honorary Members. Honorary Membership shall confer only the right to

attend meetings and participate in discussions.

Section 11. Student Members. Student Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 12. Certification by REALTOR®. "Designated" REALTOR® Members of the Association shall certify to the Association during the month of July on a form provided by the Association, a complete listing of all individuals licensed or certified in the REALTOR®'s office(s) and shall designate a primary Association for each individual who holds membership. Designated REALTORS® shall also identify any non-member licensees in the REALTOR®'s office(s) and if Designated REALTOR® dues have been paid to another Association based on said non-member licensees, the Designated REALTOR® shall identify the Association to which dues have been remitted. These declarations shall be used for the purpose of calculating dues under Article X, Section 2(a) of the Bylaws. "Designated" REALTOR® Members shall also notify the Association of any additional individual(s) licensed or certified with the firm(s) within thirty (30) days of the date of affiliation or severance of the individual.

Section 13. Legal Liability Training. Within two (2) years of the date of election to membership, and every two (2) years thereafter, each REALTOR® member of the association shall be required to demonstrate that they have completed a course of instruction on antitrust laws, agency laws, civil rights laws, or the REALTORS® Code of Ethics, its interpretation and meaning and/or the procedures related to its enforcement.

This requirement will be considered satisfied upon presentation of evidence that the member has completed an educational program conducted by another Member Board, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS® or any of its affiliated Institutes, Societies or Councils, or any other recognized educational institution which, in the opinion of the board of directors, is an adequate substitute for the training programs conducted by the association.

Failure to satisfy this requirement biennially will result in membership being suspended from the date it otherwise would be renewed until such time that the member provides evidence of completion of the aforementioned educational requirements.

NOTE: Any education requirement must comply with Interpretation No. 37 of Article I, Section 2, *Bylaws*, NATIONAL ASSOCIATION OF REALTORS®.

Section 14. Membership rights and voting. Members shall have voting rights only as set out in this section pursuant to our recommendation adopted by the Board. Members of any class who are not delinquent with respect to the payment of dues shall have the right to vote to approve or reject a merger, entity conversion, re-domestication, or voluntary dissolution of the Local Association, or any disposition of 50% or more of the Local Association's assets outside of the normal course of business. A vote of the membership may occur at a meeting of the membership or by an electronic or written ballot delivered to all members at their electronic or mailing address as it exists in the records of the Local Association pursuant to the procedures for member voting set out in the Washington Nonprofit Corporate Act.

Section 15. No Discrimination. There shall be no discrimination against any member or applicant for membership by reason of race, ethnicity, color, creed, religion, national origin, sex, disability, age, political affiliation, sexual orientation, or veteran status.

Section 16. Harassment. Any member of the association may be reprimanded, placed on probation, suspended, or expelled for harassment of an association or MLS employee or association officer or director after an investigation in accordance with the procedures of the association. As used in this section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions

including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and President-elect and/or vice president and one member of the board of directors selected by the highest-ranking officer not named in the complaint, upon consultation with legal counsel for the association. Disciplinary action may include any sanction authorized in the association's Code of Ethics and Arbitration Manual. If the complaint names the President, President-elect, or First Vice President, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the board of directors selected by the highest-ranking officer not named in the complaint.

Article VII - Professional Standards and Arbitration

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

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

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

Article VIII - Use of the Terms REALTOR® and REALTORS®

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

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

Section 3. A REALTOR® Member who is a principal of a real estate firm, partnership, or corporation may use the 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 as described in Section 1(b) of Article IV.

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

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

Article IX - State and National Memberships

Section 1. The Association shall be a Member of the NATIONAL ASSOCIATION OF REALTORS® and the Washington REALTORS®. By reason of the Association's Membership, each REALTOR® Member of the Member Association shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the Washington 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. The Association recognizes the exclusive property rights of the NATIONAL ASSOCIATION OF REALTORS® in the terms REALTOR® and REALTORS®. The Association shall discontinue use of the terms in any form in its name, upon ceasing to be a Member of the National Association, or upon a determination by the Board of Directors of the National Association that it has violated the conditions imposed upon the terms.

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

Article X - Dues and Assessments

Section 1. Application Fee. The Board of Directors may adopt an application fee for REALTOR® Membership in reasonable amount, not exceeding three times the amount of the annual dues for REALTOR® Membership, which shall be required to accompany each application for REALTOR® Membership and which shall become the property of the Association upon final approval of the application.

Section 2. Dues. The annual dues of Members shall be as follows:

(a) REALTOR® Members. The annual dues of each Designated REALTOR® Member shall be in such amount as established annually by the Board of Directors, plus an 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 Board in the state or a state contiguous thereto, provided the

Designated REALTOR® notifies the Association in writing of the identity of the Association to which dues have been remitted. In the case of a Designated REALTOR® Member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the Designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this Association.

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

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

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

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

(b) Procedure for Setting Dues. The annual dues of REALTOR® Members other than the Designated REALTOR® shall be established annually by the Board of Directors with an affirmative vote of two-thirds of those present and voting, at a regular meeting or special meeting.

(c) Institute Affiliate Members. The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

NOTE: The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate Members (\$105.00). The National Association shall credit (\$35.00) to the account

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

(d) Affiliate Members. The annual dues of each Affiliate Member shall be as established annually by the Board of Directors.

(e) Public Service Members. The annual dues of each Public Service Member shall be as established annually by the Board of Directors.

(f) Honorary Members. Dues payable, if any, shall be at the discretion of the Board of Directors.

(g) Student Members. Dues payable, if any, shall be at the discretion of the Board of Directors.

(h) REALTOR® Emeriti Members (as recognized by the National Association). Dues payable, if any, shall be at the discretion of the Board of Directors.

(i) Past Presidents, Past Treasurers of the National Association of REALTORS® or recipients of the Distinguished Service Award. Dues payable, if any, shall be at the discretion of the Board of Directors.

Note: Honorary Members, Student Members, REALTOR® Emeritus Members, and Distinguished Service Members are exempt from paying WR dues.

Section 3. Dues Payable. Dues for all Members shall be payable annually in advance on the first day of January. Dues for new members shall be computed from the first day of the month in which a Member is notified of election and shall be prorated for the remainder of the year.

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

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

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Section 5. Deposits and Expenditures. Deposits and expenditures of funds shall be in accordance with policies established by the Board of Directors.

Section 6. Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members. All dues, fees, fines, assessments, or other financial obligations to the Association shall be noticed to the Association Member in writing setting forth the amount owed, the due date and delivered electronically or to the mailing address as it exists in the records of Kitsap County Association of REALTORS®.

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

Article XI - GOVERNANCE - Officers and Directors

Section 1. Officers. The elected officers of the Association shall be: A President, a President-elect, a First Vice President, and a Treasurer. They shall be elected for terms of one (1) year.

Section 2. Qualifications. All officers shall be Directors. Only REALTOR® members shall be eligible for Officer positions. Candidates shall be submitted pursuant to procedures adopted by the Board of Directors.

Section 3. Terms of Officer Positions. Officers shall serve terms of one year or until the respective successors are elected to take office, except as may be otherwise adopted procedures by the Board of Directors.

Section 4. Duties of Officers. The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors and as set forth in the Policy Manual. It shall be the particular duty of the Chief Executive Officer to keep the records of the Association and to carry out all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the Washington REALTORS®.

Section 5. Officer Qualifications. In addition to the qualification set out in this article and that of the Policy Manual of the Association.

- A. Have served either:
- i. on a Local Committee, Special Committee or Advisory Group the year prior to taking office.
 - ii. on a State Committee for a minimum of three (3) of the last five (5) years
Or
 - iii. as a Director of Washington State.
 - iv. have served or be serving in an elective office.
 - v. be actively engaged in real estate business; and

- vi. hold a real estate license from the state of Washington.

Section 6. Qualification for President. No person shall be eligible for the office of President of KCAR who has not first held the office of President-elect.

Section 7. Automatic Succession. The President-elect shall succeed automatically to the office of President. If the office of President should become vacant between elections the President-elect shall fill the vacancy and complete the unexpected term and shall automatically continue to hold the higher office for a full term after completion of the unexpired term. If the office of the President-elect should become vacant between elections the First Vice President shall fill the vacancy and complete the unexpected term until elections.

Section 8. Board-Elected Success of Officers. If the office of the first Vice President or Treasurer should become vacant, the Board of Directors may elect an individual who meets the qualification requirements set out in this article and that of Policy to serve until the next regular election of Officers and Directors. The Executive Committee may nominate individuals to the Board of Directors for election to any of these positions, though the Board of Directors will need to elect a replacement.

Section 9. Authority and Standards of Conduct. The governance of the Association shall be vested in the Board of Directors. ("the Board"). Each director shall exercise the duties of a director in good faith, with the care and ordinary prudent person in a like position, would exercise under similar circumstances, and in a manner that the director believes to be the best interest of the association and its purposes.

Section 10. Duties. The Board shall oversee the finances of the association. In addition to those duties outlined in the policy manual, the Board shall review and approve the operating budget and work plans necessary to implement the strategic plan. The accounts of the association shall be subject to independent audits which shall be directed by the Board annually.

Section 11. Composition of the Board of Directors. The governing body of the Association shall be a Board of Directors consisting of the elected officers, the President, President-elect, First Vice President, Treasurer, and the Immediate Past President, not more than fifteen (15) elected REALTOR® Members of the Association, and all Association members serving as a director of the Washington Association of REALTORS® or the NATIONAL ASSOCIATION OF REALTORS®. Directors shall be elected to serve for terms of one, two, and three years, respectively, or for lesser terms as may be necessary to complete the first fiscal year. Thereafter, as many Directors shall be elected each year as are required to fill vacancies. The Chief Executive Officer and the Affiliate Committee Chairperson shall be a non-voting ex-officio member.

Section 12. Past Presidents. Past Presidents who are members in good standing of the Association shall have the same rights and responsibilities of duly elected board members granted through the governing documents for so long as they continue to attend the required number of meetings of the board of Directors.

Section 13. State Directors. State directors shall be elected by the Board of Directors and named to WR of whom they will represent. In the event that a member association should diminish in size during the term of a state director, the state director shall continue to serve for the remainder of the term.

Section 14. Compensation. Directors shall serve without compensation for their services as Directors, except as may be otherwise provided in the Policy manual of Kitsap County Association of REALTORS®

Section 15. Election of Officers and Directors.

(a) At least two (2) months before the annual election, the Nominating Committee of five (5) REALTOR® Members shall meet. The President-elect, First Vice President, and Immediate Past President, plus at least two members at large. The Immediate Past President shall serve as the Chairperson of the Nominations Committee.

(b) The Nominating Committee shall select at least one (1) candidate for each office and at least one (1) candidate for each position to be filled on the Board of Directors. The Nomination Committee will contact all potential nominees, advise them of the duties of the position they are being considered for and ascertain their willingness to serve. The Nominations Committee will prepare a list of all nominees who are willing to serve and submit those names to the Board of Directors for approval no later than the first week of August.

(c) Upon Board approval the CEO will prepare and electronically transmit the ballots by 3rd party election software to each Member eligible to vote at least three (3) weeks preceding the election. Additional candidates for the offices to be filled may be placed in nomination by petition signed by twenty-five (25) members. The petition shall be filed with the Chief Executive Officer at least fourteen (14) calendar days before the election. The Chief Executive Officer shall send notice of such additional nominations to all Members eligible to vote before the election.

(d) The election of Officers and Directors shall take place at a meeting, or whereas permitted by state law, electronically in accordance with applicable state requirements, through a third-party election software.

Section 16. Uncontested Elections. When there is no more than one nominee for a single officer position, Directors may be elected by a majority vote of the Directors present at a properly called meeting.

Section 17. Contested Elections. Elections of officers, and or Directors, where two or more candidates are nominated for a single position shall be by electronic means or ballots the candidates receiving the majority of the votes cast for the respective positions to be filled, shall be elected.

Section 18. Tie Vote: In case of a tie vote, the Association shall conduct an electronic runoff vote.

Section 19. Vacancies. Vacancies among the Board of Directors shall be filled by a simple majority vote of the Board of Directors until the next annual election.

Section 20. Removal of Officers and Directors. In the event that an Officer or Director is deemed to be incapable of fulfilling the duties for which elected but will not resign from office voluntarily, the Officer or Director may be removed from office under the following procedure:

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

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

(c) The Special meeting shall be noticed to all voting Members of the Board of Directors or

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voting Members of the Association at least ten (10) days prior to the meeting and shall be conducted by the President of the Association unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking officer will conduct the meeting of the hearing by the Members. Provided a quorum is present, a two-thirds majority vote of the Board of Directors or Members present and voting shall be required for removal from office.

Section 21. Automatic Removal. Any Officer or Director becoming inactive in the real estate profession, or no longer holding REALTOR® membership shall automatically be disqualified and replaced.

Section 22. Replacement of a State Director. Kitsap County Association REALTORS® may submit to Washington REALTORS® a formal request to remove a state director at least 30 days prior to a WR board meeting. Any such request shall be accompanied by the name of another individual meeting the qualification requirements set out by Washington REALTORS® who shall fill the vacant position for the remainder of the unexpired term.

Section 23. Chief Executive Officer. The Board may employ a Chief Executive Officer, who shall be the administrative officer of Kitsap County Association of REALTORS®. The chief executive officer shall have the authority to enter into contracts or sign other documents on behalf of the association, and to hire and terminate other employees of the association, and to set their compensation, in all cases subject to the policy manual and all other policy procedures and budgets adopted by the board or the executive committee. The board may remove a chief executive officer only with a vote of 2/3 of the Directors present voting at a regular or special board meeting.

Article XII – Board Voting Procedure

Section 1. Voting procedures. Voting on any matter brought before the Board shall be governed by the procedures outlined in the governing documents. Each director is entitled to one vote and a simple majority rules; Except as set forth regarding any dues increases, Bylaw revisions and the levying of Special Assessments, all of which shall require an affirmative vote of two-thirds of the votes cast at a regular or special meeting of the Board of Directors.

Article XIII - Meetings and Notices

Section 1. Meetings. All meetings are open with the exception of Executive Sessions. The date, time and place for all meetings will be determined and approved by the Board of Directors.

Section 2. Location of Meetings. The Executive Committee may set the location of meetings. The Board shall approve any meetings locating outside the boundaries of the state of Washington before notice of such meetings is delivered to members or Directors. Where the Association makes participation by video conference, conference telephone, or any other communication technology through which participants may simultaneously understand one another available to Directors or Members. Attendance of such means shall constitute attendance in person.

Section 3. Meetings of the Board of Directors. Prior to or at the first board meeting in January the President shall designate a regular date, time, and place for all Board meetings subject to approval by the Board. Absence from 25% of the regular scheduled Board of Directors meetings per year by a Director shall be construed as an automatic resignation.

Section 4. General Membership Meetings. Are held quarterly.

Section 5. Other or Special Meetings. Additional meetings, or the frequency of meetings can be increased as the need arises to conduct business at the discretion of the

President, or in response to a written request from a minimum of 10% of the members eligible to vote.

Section 6. Notice of Meetings. Written notice shall be given to every Member entitled to participate in the meeting at least 48 hours preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose for the meeting.

Section 7. Quorum. A quorum for the transaction of business at a Board of Directors meeting shall consist of 50% plus one (1) of those voting members required to be in attendance. A quorum of an Association Meeting shall consist of 25% of the members eligible to vote.

Section 8. Electronic Transaction of Business. To the maximum extent allowed by law, the Board of Directors or membership may conduct business electronically. All association members, committees, and staff are authorized and encouraged to use e-mail to facilitate effective and efficient communication, except to any individual who has delivered to the association a written withdrawal of consent to receive e-mail communications.

Section 9. Action without Meeting. Unless specifically prohibited by the articles of incorporation, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent by electronic vote, setting forth the action to be taken, in which the vote shall be taken by all the directors. The consent shall be evidenced by one or more electronic votes, each of which sets forth the action taken, and bears witness of one or more of the Directors. All the approvals evidencing the consent shall be delivered to the CEO to be filed in the corporate records. The action taken becomes effective when all the directors have approved the consent unless consent specifies a different effective date. The action must be approved at the next board meeting following an electronic vote.

Section 10. No Proxies. No proxy for any director, however appointed or elected, may vote at a meeting of a Board of Directors. Or maybe counted for purposes of determining whether a quorum is present. If a Director is unable to attend a meeting of the board, then the Board member or the Association may send an alternate representative to attend the meeting, but any such alternate representative shall not be eligible to vote or be counted for quorum purposes.

Section 11. Review of Executive Committee Actions. One petition of a minimum of 10% of the board members in office and the action of the Executive Committee may be reviewed by the Board of Directors at the next regular or special meeting.

Article XIV - Committees

Section 1. Board Committees. The Board may designate committees of the Board ("Board Committees") consisting of at least two (2) directors, and delegate to them such authority in the management of the Corporation as the Board deems appropriate. Board Committees may be standing or temporary. No committee of the Board shall have the authority to amend the articles of incorporation or the bylaws of the Association; to elect any officer or director of the association; or to approve or revoke approval of, the dissolution of the Association, the distribution of substantially all of its assets or any plan of merger entity conversion or redomestication. The designation of a Board Committee or the delegate of authority to the committee shall not relieve the Board of any obligation under applicable law.

In managing the internal affairs, Board Committees shall follow all provisions of these Bylaws that apply to meetings and actions of the Board unless the Board expressly instructs otherwise.

Section 2. Advisory Committees. The board, the executive committee, or the president may designate advisory committees which may consist of any combination of directors or non-directors. Advisory committees may be standing or temporary. Advisory committees may be responsible for providing recommendations, advice, reports, and information to the board or the executive committee, but may not independently exercise any of the management authority of the Board.

Section 3. Executive Committee. The Executive Committee shall be a Standing Board Committee. The Board shall designate members of the Executive Committee to serve during the term of a president after the mid-year election prior to the start of the new year and notify such members without delay. The executive committee shall have all power, of the Board of Directors, to the extent permitted by law, between meetings. The Executive Committee shall act in accordance with, budgets, policies and procedures adopted by the Board. The Executive Committee should provide a summary of all of its actions to the Board since the last regular meeting of the Board at each regular meeting of the Board.

The Executive Committee will be comprised of five (5) voting members.

- President
- President-elect
- First Vice President
- Treasurer
- Immediate Past President
- Chief Executive Officer; Non-voting ex officio.

Section 4. Standing Advisory Committees. The following committee shall be designated as advisory committees.

- Affiliate Committee
- Awards Committee
- Budget and Finance Committee
- Diversity, equity, and inclusion, (DEI) Committee
- Education and Professional Development Committee
- Fair Housing Committee
- Human Resource Committee
- Government Affairs (GA) Committee
- Kitsap County Association of REALTORS® Foundation Committee
- Kitsap Young professional Network (YPN)
- REALTOR® Political Affairs Council, (RPAC), GA's Subcommittee
- Member Engagement Committee
- Nominations Committee
- Professional Standards Committee

Section 5. Additional Advisory Bodies. Additional Advisory Committees, Groups and Task Forces may be designated as specified in the policy manual. Such bodies shall have such duties as may be outlined in the policy manual, or as the Board, the Executive Committee or the President may assign. The President ex officio shall be a member of all advisory Committees, except the Awards Committee, Professional Standards Committee, and the Nominations Committee.

Section 6. Advisory Committee Decisions. Advisory Committees designated in the Policy Manual as "core committees" shall work with the group of officers of the Association designated in the policy manual as having responsibility over the appropriate subject matter area. To implement committee recommendations and advice. Officers responsible for a subject matter area in which a "core committee" works shall work closely with committee leaders and shall give substantial difference to committee recommendations and reports in making decisions within the subject matter area.

Section 7. Special Committees. The President shall recommend, subject to confirmation by the Board of Directors, special committees as deemed necessary.

Section 8. Organization. All committees shall be of such size and shall have duties, functions, and powers as assigned by the President, subject to confirmation by the Board of Directors, except as otherwise provided in these Bylaws.

Section 9. President. The President shall be a (non-voting) ex-officio member of all Advisory Committees. However, the President shall not be a member of Awards, Professional Standards nor the Nominations Committees but shall be notified of all meetings.

Section 10. Attendance by Video Conferencing. Members of a committee may participate in any meeting through the use of an approved video conferencing platform by means of which all persons participating in the meeting can hear each other. Such participation shall be at the recommendations of the President, subject to confirmation by the Board of Directors, and shall constitute presence at the meeting.

Article XV - Fiscal and Elective Year

Section 1. The fiscal year of the Association shall be January through December.

Section 2. The elective year of the Association shall be January through December.

Article XVI - Rules of Order

Section 1. Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Association, its Board of Directors, and committees, in all

Article XVII - Amendments

Section 1. These Bylaws may be amended by the affirmative vote of two-thirds of the directors present at a regular or special Board meeting, provided, however that notice of all meetings at which Bylaw amendments are to be considered shall be communicated electronically to every member eligible to vote and posted, including the amendments on the association's website at least 30 days prior to the meeting

Section 2. When Bylaws amendments are mandated by the State of Washington, these Bylaws may be automatically amended to reflect the mandate as of the effective date of the mandatory policy amendment authorized by the State of Washington. The Association shall provide notice of that change in a regular or special membership communication.

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

Section 4. Insurance and other Security. The Association may maintain insurance, at its expense, to protect itself and any individual who is or was a Director, Officer, Employee, or Agent of the Association, Partnership, Joint Venture, Trust, or other enterprise against any liability asserted against or incurred by the individual in that capacity or arising from his or her Status as an Officer, Director, Agent, or Employee, whether or not the Association would have the power to indemnify such a person against the same liability under law. The Association may enter into contracts with any Director or Officer of the Association in furtherance of the provisions of this section and may create a trust fund, grant a security interest, or use other means, including without limitation a letter of credit, to ensure the payment of such amount as may be necessary to effect indemnification as

provided in this article.

Article XVIII - Dissolution

Section 1. Distribution of Assets. Upon the dissolution of this Association, the Board of Directors, after providing for the payment of all known or anticipated liabilities, shall distribute any remaining assets to the Washington Association of REALTORS® or, one or more charitable, educational, or scientific organization described in Section 501 (c)(3) of the code.

Section 2. Distribution of Charitable Assets. Upon dissolution of this Association, the Board shall distribute all funds or other property held for charitable purposes, as that term is defined in section n 24.03 a.165 of the Revised Code of Washington, to one or more charitable, educational, or scientific organizations described in section 501 (c)(3) of the code.

Adopted April 6, 2005. Amended March 20, 2024