

# BYLAWS

## IOWA ASSOCIATION OF REALTORS®, INCORPORATED-

### ARTICLE I - Names and Objects

#### Section 1

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

#### Section 2

The object of this Association shall be to unite local Boards/Associations of REALTORS® hereinafter referred to as Boards\*, their members, and REALTOR® Members in the State of Iowa, for the purpose of exerting effectively a combined influence upon matters affecting real estate, to evaluate the standards of the real estate business throughout the state and the professional conduct of persons engaged therein. \* As used herein the term "board(s)" refers to Boards and Associations

### ARTICLE II - Membership

#### Section 1

The Members of the Association shall consist of seven classes: (1) Member Boards, (2) Board Members, (3) REALTOR® Members, (4) Institute Affiliate Members, (5) Affiliate Members (6) Honorary Members and (7) Employees.

#### Section 2

A Member Board shall be any Board/Local Association chartered by the National Association of REALTORS® within the State of Iowa. All the REALTOR® and REALTOR-ASSOCIATE® Members who hold primary

membership in the board shall hold membership in this Association and the NATIONAL ASSOCIATION OF REALTORS®.

#### Section 3

A Board Member shall be either REALTOR® REALTOR-ASSOCIATE®, or Institute Affiliate Members of a Member Board in good standing.

#### Section 4

A REALTOR® Member shall be any individual engaged in the real estate profession as a principal, partner, corporate officer, or branch office manager acting on behalf of the firm's principal(s), and licensed or certified individuals affiliated with said REALTOR® Member whose place of business is located in an area outside the jurisdiction of any Member Board who meets the qualifications for REALTOR® membership established in subsection (a) below. Secondary REALTOR® membership shall also be available to individuals who hold primary membership in a board/association in another state and who desire to obtain direct membership in the state association without holding membership in a local board/association in the state.

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

\*\* No record of official sanctions involving unprofessional conduct is intended to mean that the Association may only consider judgments within the past five (5) 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. An individual is deemed to be licensed with a REALTOR® if the license of the individual is held by an ownership interest and which is engaged in soliciting clients or customers.

(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, shall complete a course of instruction covering the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Membership Committee and shall agree in writing that if elected to membership he will abide by such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics.

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

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

"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 II, Section 4 (a)

(d) The Board of Directors (or its appointed designee) shall review and act on all applications for membership. An application may not be rejected without providing the applicant with an opportunity to appear before the Board of Directors to make such statements as he deems relevant. If the Board of Directors determines that the application should be rejected, it shall record its reasons with the Secretary. 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.

(e) 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 Board upon final approval of the application.

(f) 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 II 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 II, Section 4 of the Bylaws.

(g) Any REALTOR® Member of the Association may be disciplined by the Board of Directors for violations of these bylaws, 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.

- (h) 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.

(i) In any action taken against a REALTOR® Member for suspension or expulsion under Section 4 (h) 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 II, Section 4 (h) shall apply.

### **Section 5**

**Institute Affiliate Members.** Institute Affiliate Members shall be individuals who hold a professional designation awarded by a qualified Institute, Society or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to vote or hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® or REALTOR-ASSOCIATE® membership, subject to payment of applicable dues for such membership. Individuals whose places of business are located in an area outside the jurisdiction of a Member Board of REALTORS® shall be eligible to apply for Institute Affiliate Membership in the State Association if they meet the requirements as specified above

### **Section 6**

**Affiliate Members.** Affiliate Members shall be real estate owners and other individuals or firms who are Affiliate Members of Member Boards.

### **Section 7**

**Honorary Members.** Honorary Membership shall confer only the right to attend meetings and participate in discussions. Honorary

Members shall be individuals other than those engaged in the real estate business who have contributed notably to this association.

### **Section 8**

Those persons who are currently employed in an executive, administrative or management capacity by the Iowa Association or by a Member Board of the Iowa Association, or by an Institute, Society or Council of the Iowa Association, shall be eligible for individual Membership without payment of dues and shall be entitled to all rights and privileges of individual Membership except the right to use the term REALTOR® or right to vote.

### **Section 9**

Voting Members of the Iowa Association of REALTORS® must be Iowa Real Estate Licensees or licensed or certified appraisers, who are Members in good standing as defined in Article III below.

## **ARTICLE III - Dues and Fees**

Section 1. The annual dues of each Member Board shall be (1) an amount as established by the Board of Directors **\$90.00** times the number of REALTOR® and REALTOR-ASSOCIATE® Members who hold primary membership in the Board, plus (2) an amount as established by the Board of Directors **(\$90.00)** times the number of real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with REALTOR® Members of the Board who are not themselves REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate Members. In calculating the dues payable by a member Board, nonmembers, as defined in the preceding

sentence, shall not be included in the computation of dues if dues have been paid in another Board in the state or a state contiguous thereto, provided the Board notifies the State Association in writing of the identity of the Board to which dues have been remitted.

Section 2. The annual dues of each designated REALTOR® Member actively engaged in the real estate business from areas not within the jurisdiction of a Member Board shall be (1) an amount as established by the Board of Directors **(\$90.00)** plus (2) an amount as established by the Board of Directors **(\$90.00)** times the number of real estate salespersons and licensed or certified appraisers who (a) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® member, and (b) are not REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate Members. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or 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) hereof) provided that the 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) A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the association

on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, managing, counseling or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this Section and shall not be included in calculating the annual dues of the Designated REALTOR®.

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

**Section 3.** The annual dues of REALTOR® Members other than designated REALTORS® (**\$90.00**) shall be as determined annually by the Board of Directors.

**Section 4.** The annual dues of each Institute Affiliate Member (**\$75.00**) shall be as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

### **Section 5**

The annual dues of each REALTOR® or REALTOR-ASSOCIATE® member holding secondary membership directly in the state association shall be \$90.00.

### **Section 6**

In January of each year each Member Board shall file with the State Association, in such format as shall be determined by the Association, a list of its REALTOR®, REALTOR-ASSOCIATE® and Institute Affiliate Members and the number of real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with such REALTOR® Members, certified by the President and Secretary of the Board. At the time such list is filed each Member Board shall pay dues for the current fiscal year based on such list, which dues shall be adjusted each month to reflect any net increase in the number of individuals licensed with REALTOR® members of the Board who are not themselves REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate Members. Member Board dues shall also be adjusted for new members enrolled by the Board who were not previously licensed with a REALTOR® Member of the Board during the current fiscal year. Adjustments for new members shall be prorated monthly and be due and payable within 5 days after the new member's enrollment. Any Member Board or other Member delinquent in payment of dues by more than 90 days may be dropped from membership in the Association by the Board of Directors.

### **Section 7**

Dues shall be payable January 1 of each year and delinquent as of February 1. New Member

dues may be pro-rated semi-annually after July 1.

### **Section 8**

Dues may be waived for members honorably serving on active military status.

### **Section 9**

The new Member processing fee for a new REALTOR® Member shall be set by the Board of Directors. Member Boards shall transmit the fee with the dues of the new Member. **Fee amount \$75.00.**

## **ARTICLE IV - Officers**

### **Section 1**

The elective officers of the Association shall be a President, President-Elect, a Treasurer, and 9 Regional Vice Presidents. In the absence of the President, the President-Elect shall perform the duties. All officers shall serve for one year or until their successors are elected and qualified and shall be ex officio members of the Board of Directors. The President shall not be eligible to serve a second successive term.

- A. There will be nine regions made up as closely as possible to the Professional Standards Regions. The Nominating Committee will select the nine Vice Presidents for one year terms. Each region may hold a caucus and pass on to the IAR nominating committee one or more names to serve as Regional Vice Presidents. The Nominating Committee would have the option to consider other candidates for the Region.
- B. If a Region fails to meet and select a person for consideration by the

Nominating Committee, The Nominating Committee will fill the position during the summer meetings.

### **Section 2**

The duties of officers shall be such as their titles by general usage would indicate and such as may be assigned by the Board of Directors from time to time and such as are required by law.

### **Section 3**

The Treasurer shall provide a surety bond in such amount as the Board of Directors may determine, the cost to be paid by the Association.

### **Section 4**

The Board of Directors may employ a Chief Executive Officer, or other person who shall be the chief administrative officer of the Association, who may be appointed to serve as elected Secretary, subject to the President, Executive Committee, and Board of Directors and who shall perform such other duties as may be delegated to him by the Board of Directors. In the event the CEO is named as secretary, he/she shall not be a voting member of the Board of Directors. The Chief Executive Officer shall provide a surety bond in such amount as the Board of Directors may determine, the cost to be paid by the Association. The Chief Executive Officer, with the approval of the Board of Directors, may employ such other persons as may become necessary to conduct the activities of the Association.

### **Section 5**

The Board of Directors may retain legal and

other professional counsel and fix the terms of compensation thereof.

## Section 6

Officers and Directors shall be deemed to have submitted a resignation from their elected or appointed positions upon the occurrence of any of the following:

A. Failure to abide by the Code of Ethics of the National Association of REALTORS®, or by the Constitution, Bylaws, and Rules and Regulations of the local, State and National Association, which failure results in a suspension of or expulsion from membership in the Association; or

B. Failure to remain qualified as a REALTOR® member; or

C. Incapacity by reason of mental or physical condition to the extent that the Officer or Director is unable or unwilling to fulfill the duties of the office for a period of ninety (90) days or more; or

D. Convicted of a felony.

## Section 7

Officers and Directors may **immediately** be removed from their respective office on motion of the Executive Committee and by approval of a two-thirds (2/3)-majority vote of members **present and voting of Executive Committee members. The Officer or Director may appeal to the Board of Directors who may overturn the removal by a simple majority vote** of the Board of Directors present and voting, provided there is a quorum.

## Section 8

Voluntary resignations shall become effective when submitted in writing.

## ARTICLE V-- The Board of Directors

### Section 1

The government of the Association shall be vested in a Board of Directors consisting of the following: (1) The President, President-Elect, the nine Regional Vice Presidents, the Secretary-Treasurer; (2) Nine elected Directors from the membership at large to serve for one year terms; (3) Two (2) members from each of the nine (9) Regions to serve a one year term; (4) up to ten (10) Past Presidents of the Association in good standing who continue their membership in the Association

### Section 2

Applications for At-Large Directors to be elected from the REALTOR® Membership of the Member Boards shall be sent to the Nominating Committee by March 1, in advance of the date of the annual meetings.

Each of the nine (9) Regions shall hold a Regional Caucus to elect two (2) members to serve a one-year term on the Board of Directors. In each Region, no more than one delegate can represent a local constituent Board, unless in the Region there is only one constituent Board, then both delegates for the Region may be from the same constituent Board. The Region shall report to the State association prior to June 1 each year the names of Regional Board of Directors members. If there are not two members selected in the Regional Caucus, the Regional

Vice President of the Region may designate a member(s) from the region to serve the one-year term.

### **Section 3**

The Board of Directors shall administer the finances of the Association and shall have sole authority to appropriate money. The accounts of the Association shall be audited annually by a Certified Public Accountant.

### **Section 4**

Vacancies in the Board, by resignation or otherwise, shall be filled by the Board until the next annual meeting only, at which time the membership shall elect persons to fill the vacancies for the unexpired term(s).

Vacancies in the Board of Directors by at-large members elected from their regional caucus, by resignation or otherwise, may be filled with an alternate member selected by the Regional Vice-President of that region, subject to Board approval until the next annual meeting only, at which time the membership shall elect persons to fill the vacancies for the unexpired term(s).

### **Section 5**

The Board shall meet a minimum of three times a year, one of which shall be at the annual meeting. Special meetings of the Board of Directors may be called at any time upon 30 days notice by the President. Absence from two consecutive regular meetings without an excuse deemed valid and so recorded by the Board shall be construed as a resignation. Twenty (20) Members who are authorized to vote at any meeting of the Board shall constitute a quorum.

### **Section 6**

A Director entitled to vote may vote in person.

A Director entitled to vote shall not be allowed to vote by proxy.

### **Section 7**

An active member of the Iowa Association of Realtors who is awarded the National Association of REALTORS® Distinguished Service Award shall annually be an additional at-large member of the Iowa Association Board of Directors.

## **ARTICLE VI - Meetings**

### **Section 1**

The annual meeting of the corporation shall be after September 1 each year and no later than October 31, the time and place to be designated by the Board of Directors.

### **Section 2**

The Association may hold annually a convention which shall be open to all members upon payment of a registration fee.

### **Section 3**

The inaugural meeting of the Association shall be held at the time of the annual convention.

### **Section 4**

Other meetings may be called by the Board of Directors. Any call for a meeting shall state the purpose, time and place, and shall be issued at least 15 days in advance.

### **Section 5**

Notice. Any meetings, notice of any meeting, and any other required notices, except for the Board of Directors meeting, may be conducted via any mode of reasonable communication, including electronic means, hearing

requirement waived.

### **Section 6**

The IAR President may establish quorums for individual IAR Committees meetings by October 15 of each year.

**Section 7. 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 a consent in writing, setting forth the action so taken, shall be signed by all of the directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors.

All approvals evidencing the consent shall be delivered to the Secretary/Executive Vice President (select one) to be filed in the corporate records. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date.

## **ARTICLE VII- Committees**

### **Section 1**

The President shall appoint all committees. The President shall be informed of all committee meetings and shall have the right to attend their sessions and take part in discussions. Standing committees of the Association shall be Executive, Nominating and Professional Standards. The members of the committee shall serve for one year, or until their successors are appointed and qualified.

### **Section 2**

The President shall appoint additional committees, forums, task forces and Key Objective Groups to accomplish tasks of the Association in areas of Governmental and Political Affairs, Communications and Administrations, Professional Development and Member Services, and Regulatory, Legal and Professional Conduct as needed. The President shall be an ex officio member of all committees, and shall be informed of all committee meetings and shall have the right to attend their sessions and take part in discussions.

### **Section 3**

Committees shall consist of such number of Members as the President may determine, except as otherwise determined by the Board of Directors or as defined by the Bylaws in Article VII, Section 5 and Article VIII, Section 2.

### **Section 4**

All committees may report at least three times annually to the Board of Directors of the Association. All actions of committees shall be subject to the approval of the Board of Directors.

### **Section 5**

The President by and with the consent of the Board of Directors shall appoint an Executive Committee consisting of the President, President-elect, immediate past President, Treasurer, and 12 members at-large, such at-large members to serve staggered three year terms. Four at-large members shall be appointed by the President with the consent of the Board of Directors. The President of the Association shall serve as chairman of the Executive Committee. The President of the

Association shall have only one vote. The Executive Committee shall make recommendations to the Board of Directors, and between meetings of the Board of Directors and shall exercise all functions of the Board of Directors during an emergency nature except promulgation of publication or matters of public policy.

#### **Section 6**

All committees shall be open to the general membership of the Association. A committee may move into executive session at any time during the meeting with a majority vote by the committee members present when dealing with issues such as personnel, finance, nominating, political deliberations, and other issues deemed necessary by the committee. Executive session allows only committee members and approved staff to be present.

#### **Section 7**

The incoming Chairperson and committee members shall assume responsibility at the beginning of the Annual State Convention.

#### **Section 8**

No person shall serve on the Iowa Association Executive Committee and also actively participate with any non REALTOR® board, association or organization which may be deemed to have a conflict of interest with the Iowa Association of REALTORS®.

**Section 9. Electronic Transaction of Business.** To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means.

**Section 10. 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 a consent in writing, setting forth the action so taken, shall be signed by all of the directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors.

All approvals evidencing the consent shall be delivered to the Secretary/Executive Vice President (select one) to be filed in the corporate records. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date.

### **ARTICLE VIII - Election of Officers**

#### **Section 1**

The election of officers and directors shall be at the annual meeting of the Association. Newly elected officers and directors shall be installed at the convention of the Association and assume office on the day immediately after the Annual Meeting.

#### **Section 2**

The nominating committee shall consist of five (5) members, the chairman of which shall be the President three years past, the vice chairman the president five years past and the immediate past president of the Association. If a past President is unable to serve on the Nominating Committee, the current President of the Association shall name a replacement from the membership at large. The President will then appoint the other two members, one from the elected Board of Directors and one from the delegate body. The nominating committee shall name one candidate for each office to be filled. The report of the nominating

committee shall be announced and conspicuously displayed prior to the end of the Summer meeting. The Association shall then notify all Boards by any reasonable means including electronic transmittal, prior to 24 hours before election. It shall be the duty of the individual Boards to notify their members. In the event that an individual wishes to have his/her name placed in nomination for a particular office, that nominating petition accompanied by 25 signatures of members of the Association must be received by the Association on or before the 2nd Monday of July. In the event that there are other nominees, the Association shall notify Individual Boards by any reasonable means including electronic, prior to 24 hours before election. Election shall be by ballot and all votes shall be cast in person. The ballot shall contain the names of all candidates and the offices for which they are nominated.

#### **ARTICLE IX - Delegate Body**

##### **Section 1**

Each member in good standing shall be eligible to cast one vote in person at the annual membership meeting of the Association.

#### **ARTICLE X - Fiscal Year**

##### **Section 1**

The fiscal year of the Association shall be the calendar year.

#### **ARTICLE XI - Code of Ethics**

##### **Section 1**

The Code of Ethics of the NAR is adopted as the Code of Ethics of the Association and shall be considered a part of its Rules and Regulations. The Rules and Regulations of the Association shall be deemed to be amended and changed whenever the Code of Ethics is amended, modified, or changed by the National Association.

#### **ARTICLE XII-- Professional Standards**

A local Board, prior to referring an ethics complaint or arbitration request for review to the State Association, should exhaust all efforts to impanel an impartial tribunal to conduct either the original hearing or the appeal or procedural review. These efforts may include the appointment of knowledgeable members of the Board on an ad hoc basis to serve on either a Hearing Panel or on behalf of the Board of Directors. If, because of the notoriety, etc., the Board cannot impanel an impartial tribunal, the Board may refer the matter to the State Association, and the State Association may delegate to another Board or a regional enforcement facility, the authority to hear the case on behalf of the State Association. No Board or regional enforcement facility, however, may be required to accept this delegation of authority. If no other entity is amendable to conducting the review, the State Association shall be responsible for conducting the hearing.

##### **Section 1**

Allegations of ethical violations and contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4)

between REALTORS® and between REALTORS® and their customers or clients may be submitted to an ethics or arbitration panel at the State Association level under the following circumstances:

(a) Allegations of unethical conduct by a REALTOR® or REALTOR-ASSOCIATE® who is directly a member of the State Association and not a member of any local Board.

(b) Allegations of unethical conduct made against a REALTOR® or REALTOR-ASSOCIATE® in the instance in which the local Board, because of size or other valid reason, determines that it cannot provide a due process hearing of the matter and petitions the State Association to conduct a hearing.

(c) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are not Members of the same Board where the matter has been referred to the State Association by both local Boards.

(d) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are directly members of the State Association and are not members of any Board.

(e) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between a REALTOR® who does not hold membership in any Board, but is directly a member of the State Association, and a REALTOR® who is a member of the Board.

(f) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTOR® Members of the same Board where the Board with good and sufficient reason is unable to arbitrate the controversy. (Explanation: This provision is not designed to relieve a local Board of its primary responsibility to resolve differences arising between members of the same Board.

The section recognizes that in some Boards with limited membership, usual arbitration procedures may be impossible.)

(g) Contractual disputes between a customer or a client and a REALTOR® where the Board with good and sufficient reason is unable to arbitrate the dispute or the REALTOR® is a direct member of the State Association.

## **Section 2**

Professional Standards hearings 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 from time to time amended, which by this reference is made a part of these bylaws. (The NAR Code of Ethics and Arbitration manual has been reviewed by IAR legal counsel and found to be compatible with applicable state law). The fee for professional standards services conducted by the State Association shall be the maximum amount permitted under the manual.

**Section 3.** If a REALTOR® Member (as defined in Article II, Section 4, of these bylaws) resigns from the Board or otherwise causes membership to terminate with an ethics complaint pending, that Board of Directors may condition the right of the resigning Member to reapply for membership upon the applicant's certification that he/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel.

If a REALTOR® Member (as defined in Article II, Section 4, of these bylaws) resigns or otherwise causes membership to terminate, the duty to submit to arbitration continues in effect even after membership lapses or is terminated, provided that the

dispute arose while the former member was a REALTOR®.

**Section 4.** New Member Code of Ethics Orientation. Applicants for REALTOR® and REALTOR-ASSOCIATE® membership shall complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of instructional time. This requirement does not apply to applicants who have completed comparable orientation in another association, provided that membership has been continuous, or that any break in membership is for one year or less.

Failure to satisfy this requirement within 120 days of the date of application will result in denial of the membership application.

**Section 5.** Continuing Member Code of Ethics Training. Effective January 1, 2001, through December 31, 2004, and for successive four year periods thereafter, each REALTOR® and REALTOR-ASSOCIATE® member of the association shall be required to complete quadrennial ethics training of not less than two hours and thirty minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another association, or the NATIONAL ASSOCIATION OF REALTORS®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. Members who have completed training as a requirement of membership in another association and

members who have completed the New Member Code of Ethics Orientation during any four year cycle shall not be required to complete additional ethics training until a new four year cycle commences.

Failure to satisfy this requirement shall be considered a violation of a membership duty for which membership shall be suspended until such time as the training is completed.

Failure to meet the requirement for the second (2005 through 2008) cycle and subsequent four (4) year cycles will result in suspension of membership for the first two months (January and February) of the year following the end of any four (4) 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, revised 5/05)

## **ARTICLE XIII-- Use of Term REALTOR®, and REALTORS®**

### **Section 1**

Use of the terms REALTOR® 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 State Association shall have authority to control, jointly and in full cooperation with NAR, use of the terms within those areas of Iowa not within the jurisdiction of a Member Board.

### **Section 2**

REALTOR® Members of the State Association

shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their business 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® or REALTORS® only if all principles of such firm, partnership or corporation who are actively engaged in the real estate profession within that state or a state contiguous thereto are REALTOR® or Institute Affiliate Members.

### **Section 4. REALTOR-ASSOCIATE®**

Members of the State Association shall have the right to use the term REALTOR-ASSOCIATE® so long as they remain REALTOR-ASSOCIATE® Members in good standing and the REALTOR® Member with whom they are associated or by whom they are employed is also a REALTOR® Member in good standing.

### **Section 5**

An Institute Affiliate Member shall not use the terms REALTOR® or REALTORS® and shall not use the imprint of the emblem seal of the NATIONAL Association OF REALTORS®.

## **ARTICLE XIV - Rules of Order**

### **Section 1**

Robert's Rules of Order, latest edition, shall be recognized as the authority governing all meetings and conferences when not in conflict with the bylaws of the Association.

## **ARTICLE XV - Amendments**

### **Section 1**

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

### **Section 2**

Amendments to these bylaws, affecting the admission or qualification of Active Members, Associate Members and Institute Affiliate Members, the use of the term REALTOR® or REALTORS®, or any alteration in the territorial jurisdiction of a Member Board shall become effective upon the approval of the Board of Directors of the National Association of REALTORS®.

## **ARTICLE XVI - Harassment**

### **Section 1**

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 a hearing in accordance with the established procedures of the Association. Disciplinary action may

consist of any sanction authorized in the Association's Code of Ethics and Arbitration Manual. 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 contacts, 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. **Protected classes of persons may be found in the Iowa Civil Rights Act- Chapter 216 of the Iowa Code.**

The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, 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. If the complaint involves the President, President-Elect or Vice President, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.

### **Section 2**

Any member or appointed officer of the Association may be reprimanded or removed from a committee or an appointed leadership position for harassment of an Association member or employee. The discipline imposed shall be determined by the President, President-Elect, Treasurer and two member of the Board of Directors selected by the President after an investigation in accordance

with the established procedures and after consultation with legal counsel.

### **Section 3**

Any elected officer of the Association may be reprimanded or removed from office for harassment of an Association member or employee. The discipline to be imposed shall be determined by five members of the Executive Committee selected by the highest ranking officer not named in the complaint after an investigation in accordance with established procedures and after consultation with legal counsel. If the recommendation is to remove the elected officer from office, the officer will be given the opportunity to resign. If he or she refuses to resign, the report from the investigatory team will be provided to the Executive Committee. The Executive Committee may remove the officer from office by a two-thirds vote.

## **Article XVII - Dissolution**

### **Section 1**

Upon the dissolution of the Association, the Board of Directors, after providing the payment of all obligations, shall distribute any remaining assets to the IAR Foundation, or within its discretion, to any other nonprofit and tax exempt organization.

**Revised September, 2008** (convention – first changes since 2005)( cash, 5 year background, immediate officer suspension,

new member fee, may hold a convention, and  
complete classes of civil rights.)