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## **BYLAWS OF THE DENVER BOARD OF REALTORS®**

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## **BYLAWS OF THE DENVER BOARD OF REALTOR®**

### **ARTICLE I - GENERAL**

#### **Section 1. Name.**

The name of this organization shall be the Denver Board of REALTORS®, hereinafter referred to as the "Association". The terms "Association" and DBR as used herein (interchangeably) refer to the Denver Board of REALTORS®.

#### **Section 2. REALTORS® Membership Mark in Name of Board.**

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® (hereinafter sometimes "NAR") as from time to time amended.

#### **Section 3. Seal.**

The corporate seal is a circular disc with the words "Denver Board of REALTORS®" encircling the word "Seal" in the center.

#### **Section 4. DBR Membership In NAR and CAR.**

The DBR shall be a Member of the National Association of REALTORS® (NAR). 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 Colorado Association of REALTORS® (CAR) without further payment of dues. The Association shall continue as a Member of the State and National Association, 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 5. Adoption & Enforcement of NAR Code of Ethics: Compliance with NAR & CAR Governing Documents & Policies.**

The DBR adopts the NAR Code of Ethics and agrees to enforce the Code of Ethics among its REALTOR® Members. The DBR and all of its members agree to abide by the Constitution, Bylaws, and policies of NAR & CAR.

#### **Section 6. Other Association Policies & Rules.**

The DBR may adopt any rules or policies not inconsistent with the Constitution, Bylaws and, policies of NAR and CAR and these Bylaws.

#### **Section 7. Applicability**

Wherever either the male gender or the female gender is used throughout these Bylaws, such gender designation should be understood as if it is either gender.

#### **Section 8. Equal Opportunity Commitment**

No Member, Director, Officer, employee or applicant for employment will be discriminated against because they are a member of a protected class defined by race, color, religion, sex, national origin, age, [**\*\*sexual orientation\*\***], handicap, veteran or familial status.

**BYLAWS OF THE DENVER BOARD OF REALTORS®**

**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 Colorado 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®.

**Section 7.**

To engage in any and all other lawful objectives and purposes as permitted by the Colorado Revised Nonprofit Corporation Act, as may be amended or revised.

**BYLAWS OF THE DENVER BOARD OF REALTORS®**

**ARTICLE III - JURISDICTION**

**Section 1.**

The territorial jurisdiction of the Association as a Member of the NATIONAL ASSOCIATION OF REALTORS® is:

The City and County of Denver, Colorado, except for that portion annexed by the City and County of Denver May 26, 1988 for Denver International Airport.

**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.

**BYLAWS OF THE DENVER BOARD OF REALTORS®**

**ARTICLE IV - MEMBERSHIP**

**Section 1.** There shall be six classes of Members, as follows:

- (a) REALTOR® Member
- (b) Institute Affiliate Member
- (c) Affiliate Member
- (d) Public Service
- (e) Honorary Member
- (f) Life Member

(a) REALTOR® Members. REALTOR® Members, primary or secondary, shall be:

- (1) Individuals who, as sole proprietors, partners, corporate officers, 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 Colorado, or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation who are actively engaged in the real estate profession within the State, or a state contiguous thereto, shall qualify for REALTOR® Membership only, and each is required to hold REALTOR® Membership (except as provided in the following paragraph) in an association of REALTORS® within the State of Colorado, or a state contiguous thereto, unless otherwise qualified for Institute Affiliate Membership as described in Section, 5(a) 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 Association in which one of the firm’s principals holds REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate Membership as described in Section 1(b) of Article IV.

- (2) Individuals who are engaged in the real estate profession other than as sole proprietors, principals, partners, branch office managers, or corporate officers, or as individuals in positions of management control, and are associated with a REALTOR® Member and meet the qualifications set out in Article V. **Note:** REALTORS® Members may obtain membership in a secondary association in another state.
- (3) Franchise REALTOR® Members. 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 Constitutions and Bylaws. Such individuals shall enjoy all rights, privileges and obligations of REALTOR® membership

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

- (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 offices 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 Association dues as established in Article X of these Bylaws. The "Designated REALTOR®" must be a sole proprietor, partner, corporate officer, 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 these Bylaws.
- (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, and who, if otherwise eligible, may elect to hold REALTOR® membership under Section 1 a (1,2,3,4,5) of this Article, subject to payment of applicable dues for such membership.
- (c) Affiliate Members.  
Affiliate Members shall those individuals representing a firm or acting individually in a business related to the real estate profession, such as but not limited to, title insurance, and lending institutions that have interest requiring information concerning real estate, and is engaged exclusively in a specialty of real estate business other than brokerage of real estate. Affiliate Members shall not be eligible to vote or hold office on the DBR Board of Directors except the Affiliate Council President who shall be a non-voting member of the Board of Directors. Affiliate membership does not include membership in State Association or National Association.
- (d) Public Service Members.  
Public Service Members shall be individuals who are interested in the real estate profession as employees of or affiliated with educational, public utility, governmental or other similar organizations. Such Members shall not be eligible to vote or to hold elective office and shall not be certified to the NATIONAL ASSOCIATION OF

REALTORS® or to the Colorado Association of REALTORS® and shall not be entitled to use of the term "REALTOR."

- (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 DBR, or for the public.
- (f) Life Members.  
Any individual who has been a Member of the Association for 25 years and who has attained the age of 65 years may be elected a Life Member by the Board of Directors. Such a Member may be entitled to use of the term "REALTOR®" as provided in Article VI, Section 6(b) and Article VIII, Section 2.

**Section 2. Good Standing.** A REALTOR® Member in good standing is one whose current dues are paid and who is not under suspension or expulsion and who complies with the provisions of these Bylaws.

**BYLAWS OF THE DENVER BOARD OF REALTORS®**

**ARTICLE V - QUALIFICATION**

**Section 1. Application.**

- (a) An application for membership shall be made in such manner and form as may be prescribed by the DBR Board of Directors and made available to anyone requesting it. Upon completion, the application must be accompanied by payment of application fees and applicable annual dues. 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 himself/herself with the Constitutions, Bylaws and policies of the Association, the State and National Associations, and if 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 in the Colorado Uniform Arbitration Act as may, from time to time, be amended; and, (2) that applicant consents that the Association may invite and receive information and comment about applicant from any REALTOR® 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. By submission of an application for membership the applicant releases the DBR, its Officers, Directors, employees, and members and all individuals and organizations providing information concerning the applicant's qualifications to the fullest extent permitted by law for all acts and omissions performed in good faith and without malice in assisting the Association in evaluating the applicant's qualifications. Further, the applicant will promptly report to the Association any changes in the information submitted in conjunction with the application, which may occur subsequent to its submission. The applicant shall, with the form of application, have access to a copy of the Bylaws, Constitutions, Policies, and Code of Ethics referred to above.

**Section 2. Qualification.**

- (a) An applicant for REALTOR® Membership who is a sole proprietor, principal, partner, branch office manager, or corporate officer of a real estate firm shall supply satisfactory evidence that he/she is actively engaged in the real estate profession and holds a valid current real estate 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 of Colorado or state contiguous thereto (unless a Secondary Member), has no record of official sanctions involving unprofessional conduct\*\*, agrees to complete a course of instruction covering the Bylaws and Policies 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 agree that if approved for membership by the DBR Board of Directors, he/she will abide by such Constitution, Bylaws, policies and Code of Ethics.

- (b) Individuals who are actively engaged in the real estate profession other than as sole proprietors, principals, partners, branch office manager or corporate officers, in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as employee or as an independent contractor with a Designed REALTOR® Member of the Association or a Designated REALTOR® Member of another Association (if a secondary member) and must maintain a valid current real estate license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property and shall complete a course of instruction covering the Bylaws and policies of the DBR, the bylaws of the State Association and the Constitution, Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and shall agree in writing that if elected for membership by the DBR Board of Directors, he/she will abide by the Code of Ethics, Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

**\*\* Note Article V, Section 2. (a)** 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.

- (c) The Association will also consider the following in determining an applicant's qualifications for REALTOR® Membership:
- All final findings of Code of Ethics violations and violations of other membership duties in any other Association within the past three (3) years.
  - Pending ethics complaints (or hearings).
  - Unsatisfied discipline pending.
  - Pending arbitration requests (or hearings).
  - Unpaid arbitration awards or unpaid financial obligations to any other Association or association MLS.
  - 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 (provided all other qualifications for membership have been satisfied). Membership status may be reconsidered 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 (6) months from the date that provisional membership is approved. Provisional members shall be considered REALTORS® and shall be subject to the same privileges and obligations of REALTOR® membership.

If a member resigns from another association with an ethics complaint or arbitration request pending naming him/her as a Respondent, DBR 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) Applicants for REALTOR® Membership shall be granted provisional membership immediately upon submission of a completed application form and remittance of applicable Association dues and application fees. 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 completing all the membership requirements. If 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 within 90 days from the Association's receipt of their application, membership may, at the discretion of the DBR Board of Directors, be terminated.
- (b) Dues shall be computed according to Article X, Section 3 from the date of application and shall be non-refundable unless the Association's Board of Directors' terminate the individual's membership in accordance with Section, 3, subsection (a) above. 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. Application fees are nonrefundable.
- (c) Provisional membership may not terminate without providing the provisional member with advance notice, an opportunity to appear before the Board of Directors, to call witnesses on his or her behalf, to be represented by counsel, and to make such statements, as he or she deems relevant. The DBR Board of Directors may also have counsel present. The DBR 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 it is determines that provisional membership should be terminated, the DBR Board of Directors shall record its reasons with the Corporate Secretary of the Association. If the DBR Board of Directors believes that termination of provisional membership may become the basis of litigation and a claim of damage by a provisional member, it may specify that termination 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 termination violates no rights of the individual.

### **Section 4. New Member Code of Ethics / Orientation**

Within 90 days of the date of election to membership, all REALTOR® members of the Association shall be required to complete the New Member Code of Ethics training of not less than two hours and thirty 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, the State Association, 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®.

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 four year cycle shall not be required to complete additional ethics training until a new four year cycle commences.

This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one year or less.

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

This requirement will also be considered satisfied upon presentation of evident that the member has completed an educational program (which includes instruction on the REALTOR® Code of Ethics, its interpretation, meaning and/or procedures related to enforcement) conducted by another Member Association, the State Association of REALTORS®, the National Association of REALTORS® or any of its affiliated Institutes, Societies or Councils, or any other recognized education institution which, in the opinion of the DBR Board of Directors, is an adequate substitute for the training programs conducted by the Association.

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

For successive four-year periods thereafter, each REALTOR® member of the Association shall be required to complete quadrennial Code of Ethics training of not less than two hours and thirty minutes of instructional time. This requirement will also be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another Association, the State Association of REALTORS®, 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. 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 four-year cycle shall not be required to complete additional ethics training until a new four-year cycle commences. This requirement will also be considered satisfied upon presentation of evidence that the member has completed an educational program (which includes instruction on the REALTOR® Code of Ethics, its interpretation, meaning and/or procedures related to enforcement) conducted by another Member Association, 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 DBR Board of Directors, is an adequate substitute for the training programs conducted by the Association.

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

Failure to meet the requirement for quadrennial 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 REALTOR® Member who is still suspended as of that date will be automatically terminated.

## **Section 6. Status Changes.**

- a) A REALTOR® who changes the conditions under which he/she holds membership shall be required to provide written notification of such a change to the Association within 30 days. A REALTOR® (non principal) who becomes a principal in the firm with which he/she has been licensed or, 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 shall, during the period of transition from one status of membership to another, be subject to 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 30 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 DBR 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 90 days of the date the Association is advised of the disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the DBR Board of Directors.

- 1) At its discretion, the DBR Board of Directors may waive any qualification which the applicant has already fulfilled in accordance with the Bylaws.
- 2) Any application fee related to a change in membership status shall be reduced by an amount equal to any application fee previously paid by applicant.
- 3) Dues shall apply from the first date during the current fiscal year the State of Colorado licenses such broker in the office.

**BYLAWS OF THE DENVER BOARD OF REALTORS®****ARTICLE VI - PRIVILEGES AND OBLIGATIONS****Section 1. Specifications of Privileges and Obligations.**

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

**Section 2. Enforcement of Membership Obligations.**

Any Member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the DBR Board of Directors for a violation of these Bylaws and Association Policies not inconsistent with these Bylaws, after a hearing as provided in the *Code of Ethics and Arbitration Manual* of the National Association of REALTORS®. Although Members other than REALTORS® are not subject to the Code of Ethics nor its enforcement by the Association, such Members are encouraged to abide by the principles established in the Code of Ethics of the National Association of REALTORS® and conduct their business and professional practices accordingly. Further, Members other than REALTORS® may, upon recommendation 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 DBR Board of Directors, applied on a non-discriminatory 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. Discipline to be Consistent.**

Any REALTOR® Member of the Association may be disciplined by the DBR 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 National Association of REALTORS®, 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 of REALTORS®.

**Section 4. Resignations.**

If any Member submitting a resignation is indebted to DBR for dues, fees, fines, or other assessments of DBR 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. Pending Ethics/Arbitration Matters.**

If a Member resigns or otherwise causes membership to terminate from the Association with an ethics complaint pending against him/her, the DBR 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.

(a) If a member 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® Member.

#### **Section 6. REALTOR® Members.**

- (a) 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.
- (b) REALTOR® Members may use the terms REALTOR® and REALTORS®, which use shall be subject to the provisions of Article VIII.
- (c) REALTOR® Members have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Association and the real estate profession.
- (d) If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership, an owner of a limited liability company, or an officer in a corporation and is suspended or expelled, the firm, partnership, limited liability company, 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, limited liability company or corporation is severed, whichever may apply. The membership of all other sole proprietors, principals, partners, owners 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, limited liability company 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, limited liability company, 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, limited liability company or corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership, limited liability company or corporation shall not be affected.
- (e) In any action taken against a REALTOR® Member for suspension or expulsion under Section 6(d) 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(d) shall apply.

#### **Section 7. Affiliate Members.**

Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors. Affiliate Members may serve on committees but shall not be eligible to vote or hold elective office in DBR, other than the Affiliate Council President shall be appointed for a term of one year to serve as a non-voting, Director of the Board of Directors.

**Section 8. Institute Affiliate Members.**

Institute Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, except the right to vote, hold elective office and chair a committee.

**Section 9. Public Service Members.**

Public Service members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors. Such Members shall not be eligible to vote or to hold elective office and shall not be certified to the NATIONAL ASSOCIATION OF REALTORS® or to the Colorado Association of REALTORS® and shall not be entitled to use of the term "REALTOR®".

**Section 10. Honorary Members.**

Honorary Membership shall be those persons recognized by the Board of Directors as persons who have performed notable service for the real estate profession, for DBR, or for the public thought not engaged in the real estate profession. Honorary members have rights and privileges to attend meetings and participate in discussions.

**Section 11. Life Members.**

Life Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors. Such a Member may be entitled to use of the term "REALTOR®" as provided in Article VI and Article VIII.

**Section 12. Certification by Designated REALTORS®.**

"Designated" REALTOR® Members of DBR shall certify on a form provided by the Association, a complete listing of all individuals licensed or certified with the REALTOR®'s firm(s) and shall designate a primary and or secondary Association for each individual. These declarations shall be used for purposes of calculating dues under Article X, Section 2(a) of the Bylaws. "Designated" REALTOR® Members of DBR shall also notify the Association of any additional individual(s) licensed or certified with the firm(s) within 30 days of the date of affiliation or severance of the individual.

**Section 13. Harassment of Person(s) in Protected Class/ Sexual Harassment.**

Any member [regardless of which class of membership listed in Article IV. Section 1 of these Bylaws] of the Association may be reprimanded, placed on probation, suspended or expelled for

sexual harassment or any form of harassment based on any category protected by federal, state or local law (e.g., race, color, religion, sexual orientation, handicap, familial status or national origin.) of a DBR employee after an investigation in accordance with the procedures of the Board of Directors. Disciplinary action may include 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 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, President-Elect, and/or Immediate Past President, and one member of the DBR Board of Directors selected by the highest-ranking officer not named in the complaint, upon consultation with counsel for the Association. If the complaint names the President, President-Elect, or Immediate Past President, they may not participate in the proceedings and shall be replaced by a Past President or, alternatively, by another member of the DBR Board of Directors selected by the highest-ranking officer not named in the complaint.

**BYLAWS OF THE DENVER BOARD OF REALTORS®****ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION****Section 1. NAR Code of Ethics and Arbitration Manual.**

The responsibility of the Association and of Board 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 from time to time amended, which by this reference is made a part of these Bylaws, provided, however, that any provision deemed inconsistent with State law shall be deleted or amended to comply with State law.

**Section 2. REALTOR® Member's Obligations.**

It shall be the duty and responsibility of every REALTOR® Member of this Association to abide by the Constitution and Bylaws and the policies 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 current and complete edition of the *Code of Ethics and Arbitration Manual* of the National Association of REALTORS® as from time to time amended.

In addition to the *Code of Ethics and Arbitration Manual* of the National Association of REALTORS® the Board of Directors may prescribe such additional procedures for binding arbitration as are not in conflict with the *Code of Ethics and Arbitration Manual* of the National Association of REALTORS® which procedures shall be in conformance with Colorado law and practice governing arbitration of disputes including, but not necessarily limited to the Colorado Uniform Arbitration Act. The Board of Directors shall require the Chief Executive Officer to maintain at the Association office, a current and complete edition of the *Code of Ethics and Arbitration Manual* of the NATIONAL ASSOCIATION OF REALTORS® for use in professional standards and arbitration matters, which shall be available for review and copying during regular business hours.

**Section 3. Cooperative Enforcement**

The responsibility of the Association and Board of Directors 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 Board of Directors, which by this reference is made a part of these Bylaws.

#### **Section 4. Mediation**

The Board of Directors authorizes the President and Chief Executive Officer to implement mediation procedures by the appointment of such Mediation Panel and commencement of such other procedures as are set forth in the *Code of Ethics and Arbitration Manual of the National Association of REALTORS®*, Mediation Panel members appointed by the President are REALTOR® Members who do not serve as members of the Board's Grievance Committee and have not previously reviewed the case. Mediation shall not preclude binding arbitration and shall not be a prerequisite to binding arbitration.

**BYLAWS OF THE DENVER BOARD OF REALTORS®****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 *Code of Ethics and Arbitration Manual* of the NATIONAL ASSOCIATION OF REALTORS®

**Section 2.**

REALTOR® Members, and Life 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 state contiguous thereto so long as they remain REALTOR® Members in good standing as set forth in Article X, Section 2 (a), and (f). No other class of Member shall have this privilege.

**Section 3.**

A REALTOR® Member who is a principal of a real estate firm, partnership, limited liability company, or corporation may use the terms REALTOR® and REALTORS® only if all the principals of such firm, partnership, limited liability company, or corporation who are actively engaged in the real estate profession within the State or state contiguous thereto are REALTOR® Members of the Association 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 imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

**BYLAWS OF THE DENVER BOARD OF REALTORS®**

**ARTICLE IX - STATE AND NATIONAL MEMBERSHIPS**

**Section 1.**

The Association shall be a Member of the NATIONAL ASSOCIATION OF REALTORS® and the Colorado Association of 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 Colorado Association of REALTORS® without further payment of dues. The Association shall continue as a Member of the State and National Associations, unless by a majority vote of all of its REALTOR® Members, decision is made to withdraw, in which case the State and National Associations shall be notified at least one month in advance of the date designated for the termination of such membership.

**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 Colorado Association of REALTORS®, so long as said documents are not in violation of Federal or State statute or regulations.

## **BYLAWS OF THE DENVER BOARD OF REALTORS®**

### **ARTICLE X - DUES AND ASSESSMENTS**

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

The DBR 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 DBR Board of Directors, plus an additional amount to be established by the DBR 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 other Association in the State or 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 Section 2(a) (1) and (2) of this Article shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on said non-member licensees in another Association in the State or state contiguous thereto, provided the Designated REALTOR® notifies the Association in writing of the identity of the Association to which dues have been remitted. The annual dues of REALTOR® Members other than the Designated REALTOR® shall be an amount determined annually by the DBR Board of Directors. 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 Association shall be held to be any Member who has a place or places of business within the State or state contiguous thereto as a principal, partner, branch office manager or corporate officer of a real estate firm, partnership, limited liability company, or corporation, is actively engaged in the real estate profession as defined in Article III, Section 1, of the Constitution of the NATIONAL ASSOCIATION OF REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or any broker who is

licensed with the REALTOR®, or 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, or corporate officer 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®.

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® membership in the association. However, membership dues shall not be prorated if the licensee held REALTOR® membership during the preceding calendar year.

- (2) Any person employed by or affiliated with a REALTOR® Member required to pay dues by the Board of Directors as provided in Section 2(a) above may petition the Board of Directors, by and through a principal, partner, or corporate officer of the real estate firm, partnership, or corporation in which such employee is employed, for an adjustment of such person who is not actively engaged in the real estate profession as defined by the NATIONAL ASSOCIATION OF REALTORS®. Provision for such adjustment will not reduce the dues payable by the Association to the NATIONAL ASSOCIATION OF REALTORS® or COLORADO ASSOCIATION OF REALTORS® based on the application of the designated REALTOR® dues formula. Such petition shall be made in writing to the Board of Directors and shall describe such person's duties with the real estate firm, partnership, limited liability company, or corporation and the reasons claimed by for such adjustment or abatement of dues. In making its determination concerning the adjustment or abatement of such dues, the Board of Directors may, in their discretion, consider whether such person's duties include purely clerical or research responsibilities, the extent to which such employee has contact with the firm's clients or customers, and whether such person's license is required by the firm as a condition for employment or affiliation. The Board of Directors shall consider all petitions received by it in a timely manner but no later than four weeks after such petition has been received by the Board and all determinations made by the Board of Directors shall be final and not subject to review or appeal.
- (b) Institute Affiliate Members. The annual dues of each Institute Affiliate Member shall be established in Article II of the Bylaws of the National Association of REALTORS®.

- (c) Affiliate Members. The annual dues of each Affiliate Member shall be in such amount as established annually by the DBR Board of Directors.
- (d) Public Service Members. The annual dues of each Public Service Member shall be in an amount as established by the DBR Board of Directors.
- (e) Honorary Members. Honorary Members shall be exempt from payment of dues.
- (f) Life Members. Life Members shall be exempt from payment of dues; but may, with the consent of the DBR Board of Directors, elect to pay the amount of the Association's dues limited to those amounts allocated to the NATIONAL ASSOCIATION OF REALTORS® and the Colorado Association of REALTORS® in order to retain use of the term "REALTOR®".
- (g) REALTOR® Emeriti. The dues of REALTOR® Emeriti Members as recognized by National Association REALTORS®, Past President of the National Association and recipients of NAR Distinguished Service Award shall be as determined by the Board of Directors.
- (h) Past President. The DBR Board of Directors shall annually determine the dues of the DBR REALTOR® Members who are Past Presidents of the Denver Board of REALTORS®.

### **Section 3. Dues Payable.**

Dues for all Members shall be payable annually in advance of the first day of the date to be established by the Board of Directors with notice furnished by the Directorate by such means or methods (including electronically) as the Directorate shall approve. Dues for all Members shall be payable annually in advance from the date of application and granting of provisional membership. Any Member who initiates bankruptcy proceedings may be placed on a "cash basis" from the date of bankruptcy is initiated until one year from the date that the Member has been discharged from bankruptcy.

- (a) In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is dropped for non-payment of Association dues, and the licensee 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 30 days of the notice of termination.

### **Section 4. Nonpayment of Financial Obligations.**

If dues, fees, fines, or other assessments 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, or arrangements acceptable to the Board of Directors have been made. 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/her 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 policies of the Association or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

**Section 5. Deposits.**

The Board of Directors shall govern and the CEO shall administer the day-to-day finances of the Association and monies received by the Association, in accordance with the generally accepted accounting practices and the general standards of conduct for Directors and Officers under Colorado law.

**Section 6. Notice of Dues, Fees, Fines, Assessments, and Financial Obligations.**

All dues, fees, fines, assessments, or other financial obligations to the Association shall be noticed to the delinquent Association Member in writing setting forth the amount owed and due date.

**BYLAWS OF THE DENVER BOARD OF REALTORS®**

**ARTICLE XI - BOARD OF DIRECTORS**

**Section 1. Governance and Terms.**

The governing body of the Association shall be a Board of Directors (or "Directorate") consisting of twelve (12) elected Directors plus the Immediate Past-President, the President and the President-elect. If the persons holding those offices are not otherwise serving as elected Directors; plus an Affiliate member appointed by the Affiliate Council as a non-voting member of the Board for a term of one year. Directors shall be elected to serve for terms of three years.

The President shall annually request an appointed DBR REALTOR® member representative from the National Association of Real Estate Brokers ("NAREB") and the Colorado Association of Hispanic Real Estate Professionals ("CAHREP") to serve as voting members of the Board of Directors for a one-year term. The representatives shall be appointed for no more than three one-year terms.

Four (4) Directors shall be elected annually for a term of three (3) years. If the term of the Immediate Past President as a Director has expired before the year that he or she serves as Immediate Past President, he or she shall nevertheless continue during that year with voting privileges. Thus, the Board of Directors may consist of thirteen (13), fourteen (14), fifteen (15), or sixteen (16) Directors, depending upon the status of the Immediate Past President, the President, and the President-Elect. All Directors must be eligible (as the term eligible is used in Section 6 of this Article XI) Members of the Denver Board of REALTORS® in good standing.

**Section 2. Regular Meetings of the Directorate.**

The Board of Directors shall designate regular time and place of meetings. Each Director shall be notified of the regular meeting. All meetings of the Directorate shall be open to the membership unless the Board of Directors (itself) determines that specified agenda items (e.g., Association property issues, legal issues, pending litigation, personnel matters with legal implications, or professional standards, ethics or arbitration matters, etc.) should, in the interest of the Association or confidentiality of the parties, be handled in an Executive Session.

**Section 3. Special Meetings of the Board of Directors.**

Special meetings may also be called at any time by the President or upon written request of three (3) Directors. In the case of director request for a special meeting, the President shall give notice of such meeting by whatever notice is practicable to accomplish business. If a special meeting is called, a statement of the purpose of the meeting shall accompany it.

**Section 4. Notice of Regular Meetings of the Boards of Directors.**

Notice of regular meetings shall be distributed to each Director by such means or methods (including electronically) as the Directorate shall approve at least seven (7) days before the date of the meeting.

**Section 5. Quorum.**

A majority of the Board of Directors present and voting shall constitute a quorum. A majority is defined as  $\frac{1}{2}$  or  $\frac{1}{2}$  plus one if there is an odd number of Directors.

**Section 6. Absence from Meetings.**

Any Member of the DBR Board of Directors and any Director representatives to the CAR, NAR, and Metrolist Boards of Directors who are absent two consecutive, or three regularly-scheduled meetings of the Board of Directors during the fiscal year shall be deemed to have resigned from the Board of Directors. However, such Director may request a hearing at the next regularly-scheduled meeting of the Board of Directors, which may grant exceptions for mitigating circumstances. Such exceptions shall be determined by a majority vote of the Board of Directors. The request for consideration of mitigating circumstances for absences from the Board of Directors' meetings are to be made to the Board of Directors in writing or in person; the request should include substantive and specific reasons for the absences.

**Section 7. Term Limits.**

No Member shall be eligible to serve as a Director for more than three (3) consecutive years except as provided in Article XI, Section 1; and, except that a Director appointed or elected to fill, all or part of an unexpired term may be elected to succeed himself/herself for a regular term. Directors must vacate the completed three-year term for one year prior to reappointment to an unexpired term and/or re-election to the Board of Directors.

**Section 8. Vacancies.**

Vacancies on the Board of Directors shall be filled by appointment by the Directors from the general membership of Members in good standing at any regular or special meeting. Such appointee or appointees shall serve until a successor to fill the remainder of the unexpired term(s) is elected at the next regular election and installed into office; however, any vacancy occurring within 120 days prior to an election may be left vacant at the discretion of the Board of Directors.

**Section 9. Authority of the Board of Directors.**

Without a vote of approval by the general membership, the Board of Directors shall not incur financial obligations on behalf of the Corporation in excess of the income for the current year, except that the Directors shall be able to authorize spending of up to 25% of reserves for extraordinary or reasonably unanticipated situations. The Board of Directors authorizes the Chief Executive Officer to enter into employment contracts and leases of equipment on behalf

of the corporation for normal business purposes. The Board of Directors may also enter into contracts and agreements, or create other business entities to consolidate or share services with other entities having goals and purposes similar to the Corporation.

**Section 10. Removal of Officers and Directors.**

In the event that an Officer or Director fails to fulfill the expectations and responsibilities as articulated in the Board of Directors' Governing Policies or is alleged 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 and/or the Board of Directors under the following procedure:

- (a) A petition requesting 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 alleged to be disqualified from further service.
- (b) Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the Association shall be held, and the sole business of the meeting shall be to consider the allegations against the Officer or Director, and to render a decision on such petition.
- (c) The special meeting shall be noticed to all voting Members at least seven (7) days prior to the meeting, and the President shall preside unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking officer will preside at the meeting of the hearing by the Members. Provided a quorum is present, a three-fourths vote of voting Members present and voting (by secret written ballot) shall be required for removal from an office and/or Directorship.
- (d) As used in Sections (b) and (c) above, the term "voting" shall be interpreted to mean REALTOR® Members only.
- (e) Nothing herein shall be interpreted to contradict the provisions of Colorado law.

**Section 11. Conflicts of Interest.**

Conflicts of interest or potential conflicts of interest for CAR Directors and Officers, when acting in all circumstances other than on behalf of CAR and who are members of DBR, shall be governed by the provisions of the Association's Conflict of Interest Policy adopted July 28, 1998 and any amendments thereto.

**Section 12. Bond.**

The Board of Directors shall require that any Officer or employee be bonded for the faithful performance of his or her duties, in such amount as the Directors may determine

**Section 13. Fiscal and Elective Year.**

The fiscal and elective year of the Board shall be October 1 to September 30.

**Section 14. Indemnification.**

The Association shall indemnify a Director in connection with any threatened, pending, or completed action, suit, liability, or proceeding to the fullest extent permitted by the Articles of Incorporation and these Bylaws and NAR Professional Liability insurance coverage.

With respect to an Officer, employee, fiduciary or agent, other than a Director of the Board, the Board may, as determined by the Board of Directors of the Association, indemnify such Officer, employee, or fiduciary agent to the extent permitted by and in accordance with applicable Colorado law.

**Section 15. Rules of Order.**

With regard to questions as to parliamentary authority, Robert's Rules of Order, latest edition, may be invoked by the Chair or by Majority vote of the Board of Directors, at meetings of the Association, its Board of Directors, and committees.

**BYLAWS OF THE DENVER BOARD OF REALTORS®**

**ARTICLE XII - ELECTION OF DIRECTORS**

**Section 1. Nominating Committee.**

No later than April 1 of each year, the President, with the approval of the Board of Directors, shall appoint a Nominating Task Force of no less than seven (7) REALTOR® Members. The composition of the nominating committee shall be at least two (2) members of the Board of Directors whose terms do not expire, and two (2) members of which reflect the interest of the diverse members which take into account the diverse membership of the Association. The Nominating Task Force shall identify, seek and select diverse candidates in good standing with a minimum of two years as a REALTOR® member, and a voting member in good standing of the Association for a minimum of one year prior to the election date, reflective of the REALTOR® membership, and shall select at least one REALTOR® Member as nominee for each position to be filled. Slate shall be approved by the Board of Directors no later than the June meeting each year.

**Section 2. Nominees/Notice of Nominees/Petitioning.**

The names of said nominees shall be noticed by such means or methods (including electronically) as the Directorate shall authorize to each Member of the Association not less than thirty (30) days before the date set for election. Any other REALTOR® Member of the Association in good standing who meets the requirements of this Article may be nominated by petition signed by no less than twenty (20) REALTOR® Members of the Association who are also in good standing. Such petition and the written consent of the person nominated must be received by the Association office before the election date. Names of the nominees by petition shall be noticed by such means or methods (including electronically) as the Directorate shall authorize to each Member of the Association before the date set for election.

**Section 3. Publication of Nominees.**

The complete list of all nominees shall be noticed by such means or methods (including electronically) as the Directorate shall authorize) to the membership prior to the date of the annual election of Directors.

**Section 4. Election Tellers**

The President shall appoint Election Tellers of no less than three (3) REALTOR® Members, none of whom may be officers, directors or nominees for office; and, the President shall designate the Election Teller Chair thereof. The Election Tellers act as judges of the election, tally all votes, and certify the results of the election to the President and to the CEO.

**Section 5. Annual Election.**

The annual election of Directors shall be a date set annually by the Board of Directors. The election shall be held no later than the end of July. All voting Members shall be notified of the

date of elections, locations and procedures for casting ballots by such means or methods (including electronically) as the Directorate shall authorize. Only REALTOR® Members in good standing shall be eligible to vote in the annual election.

### **Section 6. Ballots.**

The ballot shall contain the names of all candidates and the offices for which they are nominated.

The ballot distribution to all REALTOR shall specify the date by which the ballot must be received by the Association in order to be counted. Such date shall be at least 10 days after the date of distribution of the ballot using the means of distribution authorized by the Directorate. There shall be no proxy voting.

### **Section 7. Absentee Voting.**

An eligible member may request a written absentee ballot from the Association office. Such request must be made in writing stating the applicant's name and office address and that he/she will be unable to cast a ballot on the day of election due to illness, anticipated absence from the jurisdiction of the Association or inability to complete a ballot using the particular means of ballot distribution that has been selected by the Directorate. The Association office will provide each eligible absentee member applicant a written ballot listing all nominees. Completed absentee ballots must be received at the Association office no later than 5:00 pm on the day of election.

### **Section 8. Election.**

The number of candidates for three (3) year terms equal to the number of terms to be filled, i.e., the top four (4) such candidates if there are four (4) such terms, or three (3) such candidates if there are three (3) such terms, receiving the largest number of votes shall be elected to such terms. The candidate for each unexpired term receiving the largest number of votes shall be elected to such terms. Should it be necessary to break a tie vote, the selection shall be made by lot under the direction of the Election Tellers.

### **Section 9. Election Report.**

The Election Tellers shall tally the votes and prepare an official election report indicating the winners (only) of the election and post this report prominently at the Association office, and render a report to the membership via whatever means may be selected by the Directorate. The written report shall be the final determination of the election, and ballots will be destroyed or deleted from electronic communications ten (10) days after the Election Committee distributes its report to the membership.

### **Section 10. Allocation of CAR Directors.**

The Denver Board of REALTORS®, as provided in the Colorado Association of REALTORS®' Bylaws will elect the number of Directors as allocated according to the Association's REALTOR®

Membership as of March 31 each year, to the Colorado Association Board of Directors for the term designated by the CAR Directors, available vacancies, and as provided under the allocation.

**Section 11. Eligibility as CAR Directors.**

Only REALTOR® Members of the Association may be elected to, and serve as CAR Directors.

**Section 12. Nominations of CAR Directors.**

- (a) Nominations shall be made by the Association's Officer Nominating Committee ("ONC") appointed by the President.
- (b) The ONC will each year select a number of candidates not less than the number to be elected to fill the positions allocated to the Association by CAR. Names of such nominees shall be published to the membership within 20 days of the August Board of Director meeting. In addition, qualified Members as provided in Section 2 above, may be nominated by written, signed petitions of at least fifty (50) REALTOR® Members of the Association; provided that such petitions are presented to the Chief Executive Officer of the Association no later than 10 days prior to the August Board of Director meeting. The names submitted by the Association's Officer Nominating Committee, plus those nominated by proper petition shall then become the nominees for CAR Directors for terms as designated.

**Section 13. Election of CAR Directors.**

- (a) Election of Directors to CAR shall be by ballot of the Directors at their regularly scheduled Directorate meeting in August. Notice of the election shall be sent to the Directors of the Association at least seven (7) days prior to the date of election stating time and place. The candidate receiving the largest number of votes for the term for which he/she is nominated shall be elected to such term.
- (b) The Chief Executive Officer shall prepare an official election report indicating only the winner(s) of the election, and shall post this report prominently at the Association's office, and render a copy of the written report to the membership.
- (c) Names of those elected as CAR Directors shall be certified by the Chief Executive Officer and a signed copy of such certified report shall be submitted to the CAR Executive Vice Chair at the CAR offices prior to September 1st of each year.

**Section 14. Resignation of CAR Directors.**

Resignations by Directors of CAR may be filled by appointment by the Directors from the general membership of eligible Members in good standing at any regular or special meeting. Such appointee or appointees shall serve until a successor to fill the remainder of the unexpired term(s) is elected at the next regular election and installed into office.

**Section 15. President as CAR Director.**

In the event an incoming DBR President is serving a term on the CAR Board of Directors, he/she shall resign as Director of CAR during his/her term as President.

**Section 16. Allocation of NAR Directors.**

The Denver Board of REALTORS®, as provided in NATIONAL ASSOCIATION OF REALTORS® Bylaws will elect the number of Directors as allocated according to the Association's REALTOR® Membership as of July 1st each year, to the National Association Board of Directors for the term designated by the NAR Directors, and as provided under the allocation.

**Section 17. Eligibility for NAR Directors.**

Only REALTOR® Members in good standing of the Association may be elected to, and serve as NAR Directors.

**Section 18. Nomination of NAR Directors.**

- (a) Nominations shall be made by the Board of Directors ONC appointed by the President.
- (b) The Board of Director's ONC will each year select a number of candidates not less than the number to be elected to fulfill allocation to the Association by NAR. Names of such nominees shall be published to the membership no later than 20 days prior to the August Board of Directors meeting. In addition, qualified Members as provided in Section 2 above, may be nominated by written, signed petitions of at least fifty (50) REALTOR® Members of the Association; provided that such petitions are presented to the Chief Executive Officer of the Board no later than 10 days prior to the August Board of Directors' meeting. The names submitted by the Board of Director's Officer Nominating Committee, ONC plus those nominated by proper petition shall then become the nominees for NAR Directors for terms as designated.

**Section 19. Election.**

- (a) Election of Directors to NAR shall be by ballot of the Directors at their regularly scheduled Board of Directors' meeting in August. Notice of the election shall be sent to the Directors of the Board at least seven (7) days prior to the date of election stating time and place. The candidate receiving the largest number of votes for the term for which he/she is nominated shall be elected to such term.
- (b) The Chief Executive Officer shall prepare an official election report indicating the winner(s) of the election, and shall post this report prominently at the Association office, and render a copy of the written report to the membership.
- (c) Names of those elected as NAR Directors shall be certified by the Chief Executive Officer and a signed copy of such certified report shall be submitted to the NAR Executive Vice President at the NAR offices prior to September 1st of each year.

**Section 20. Resignations of NAR Directors.**

Resignations by Directors of NAR may be filled by appointment by the Directors from the general membership of eligible Members in good standing at any regular or special meeting. Such appointee or appointees shall serve until a successor to fill the remainder of the unexpired term(s) is elected at the next regular election and installed into office.

**BYLAWS OF THE DENVER BOARD OF REALTORS®**

**ARTICLE XIII - OFFICERS AND DUTIES**

**Section 1. Officers.**

The officers to be elected from and by the Directorate shall be a President, and President-Elect. They shall be elected to serve for a term of one (1) year. The President will succeed to the position of Immediate Past President and the President-elect shall automatically succeed to the office of the President or in the event that the President resigns the office or is unable to perform the duties of the office. The terms of the officers shall be for one year, commencing October 1, through September 30.

**Section 2. Officers' Duties**

The duties of the Officers shall be such as their titles, by general and customary usage would define and such additional duties as may be assigned to them by the Directorate.

- (a) The President shall be the presiding officer of the Board and shall preside at all meetings of the Board, and the Directorate.
- (b) The President-elect shall assist the President whenever called upon to do so and fulfill such other duties as may be assigned by the Board of Directors.
- (c) The CEO shall serve as the non-voting Corporate Secretary and Chief Executive Officer, and shall be responsible for the day-to-day operations of the organization and serve as spokesperson for the organization with the media and on Association policy.
- (d) The Immediate Past President shall serve as a voting member of the Directorate and shall assist the Chair whenever called upon to do so.
- (e) All of the above Officers, except the CEO, shall serve as voting members of the Board of Directors.

**Section 3. Successor of President and President-Elect.**

If the President has at least one year remaining of his/her term as an elected director prior to succeeding to the office of President the retiring President shall be held over without election for the remaining term of his or her elected director term.

If the President-elect has at least one year remaining of his/her term as an elected director prior to succeeding to the office of President-elect and the President shall be held over without election for the remaining term of his or her elected director term.

#### **Section 4. Officer Election.**

Not later than ten (10) days following the election of the Directors as established in Article XII, the President shall appoint an Officer Nominating Committee ("ONC") to select candidates for elective and appointive offices of the Association, including the allocated CAR Directors and NAR Director representing the Association. The ONC shall consist of the President, President-elect and four Directors for the ensuing year. The President, Chair of the ONC shall present the slate of the ONC's nominees for elective and appointive offices to the Board of Directors for approval at least seven (7) days before the August Board of Directors' meeting.

Directors for the current year shall elect and appoint Officers for the ensuing year at their regularly scheduled Board meeting in August. At this meeting, additional nominations may be submitted by any Member of the Directorate present at such meeting provided that any additional nominations shall be accompanied by the written consent of the nominee.

Report of the election shall be published to the general membership.

#### **Section 5. Term.**

The elective Officers of the Board shall be a President and President-elect. They shall serve for a term of one (1) or until their successors are elected and enter upon their duties. In case of vacancy, the Board of Directors may appoint a successor to fill the remainder of the term.

Except as provided in, Section 3, above, the President shall succeed to the position of Immediate Past President and the President-elect shall automatically succeed to the office of the President; or in the event that the President resigns the office or is unable to perform the duties of the office.

#### **Section 6. President's Duties.**

The President shall preside at all meetings of the membership of the Association, and at meetings of the Board of Directors; the President shall call special meetings of the membership or the Directors whenever required as provided elsewhere in these Bylaws; the President shall sign all certificates of membership, appoint the chairs of all committees, unless specified otherwise within these Bylaws or in the Board of Directors' current Governing Policies, and shall be an ex-officio member of all committees without vote; the President or designee shall represent the Board at REALTOR® conferences and at civic meetings; the President shall perform all such other duties as are usual to such office; the President, if specifically directed by the Board of Directors, shall be the spokesperson for the Association.

Neither Director members, salaried employees, nor Officers other than the President and Chief Executive Officer, shall have the express, implied, or apparent authority to speak publicly on policy matters on behalf of the Association.

#### **Section 7. President-Elect's Duties.**

The President-Elect shall perform the duties of the President in the event of his or her absence or disability; and, shall perform such other duties as may be enjoined upon him or her by the Board of Directors. In the absence of unforeseen circumstances, he or she shall succeed to the Presidency.

**Section 8. Immediate Past President.**

The Immediate Past President shall serve as a member of the Board of Directors and shall assist the President whenever called upon to do so.

**Section 9. Chief Executive Officer's Duties.**

The Chief Executive Officer shall serve as the corporate secretary of the Corporation, and chief executive officer, and shall be responsible for the day to day of the organization and serve as a spokesperson for the organization on organization policy and operations. Specific duties of the office shall be determined by the Board of Directors. The CEO shall have supervision of the entire staff; and, shall have the authority to employ and discharge staff members.

The Chief Executive Officer shall also act as Secretary of the Corporation. In the capacity as Secretary of the Corporation, the CEO shall collect and deposit all monies due the Corporation, and shall maintain membership records and accounts of all fees, dues and fines.

The Chief Executive Officer shall keep minutes of meetings of Directors and members and other records and information required by Colorado law.

The Chief Executive Officer shall have charge of the Seal, the books and records and other property of the Corporation; and, shall perform such other duties as may be assigned by the Board of Directors.

The Chief Executive Officer shall have no voting privileges on the Board of Directors.

The Chief Executive Officer shall perform all such other duties as are usual and customary to such office, and which are set forth in written governing policies established by the Board of Directors.

**Section 11. Corporate Secretary's Duties.**

The Corporate Secretary shall keep or cause to be kept, minutes of meetings of Directors and members and other records and information required by Colorado law, and may certify official documents on behalf of the Corporation and shall perform such other duties as may be assigned by the Board of Directors.

**BYLAWS OF THE DENVER BOARD OF REALTORS®**

**ARTICLE XIV - MEETINGS OF THE MEMBERSHIP**

**Section 1. Regular Annual Meeting of Members.** The time and place of the Annual Meeting of the Members of the Association shall be determined by the Board of Directors. The Annual Meeting may be held jointly with the Board of Directors.

**Section 2. Special Meeting of Members. Special meetings** of the Members may be held at other times as the Chair or the Board of Directors may determine, or upon the written request of at least twenty (20) percent of the REALTOR® Members of the Association eligible to vote.

**Section 3. Written Notice.** Written notice shall be given to every REALTOR® Member entitled to participate in the meeting at least ten days preceding all meetings via such means or methods (including electronically) as the Directorate shall approve. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

**Section 4. Quorum.** A quorum for the transaction of business shall be the REALTOR® Members in good standing and in attendance at the membership meeting.

**BYLAWS OF THE DENVER BOARD OF REALTORS®**

**ARTICLE XV – ASSOCIATION COMMITTEES**

**Section 1. Appointment to Grievance and Professional Standards Committees.**

Appointments to the Grievance and Professional Standards Committee Hearing Panels shall be consistent with the NAR Professional Standards Policy Statement and the Enforcement Agreements of the Association

**Section 2. Other Committees.**

The Directorate shall establish such committees as it deems necessary to assist and support its mission. The Directorate's resolution establishing such committees shall state the purpose of each committee. Unless stipulated otherwise within these Bylaws or the Board of Directors' Governing Policies, the President is authorized to appoint a chairperson and membership of each Association Committee.

**Section 3. Task Forces, Advisory, and Working Groups.**

The Directorate shall have the authority to establish and issue a specific "charge" or "charges" to a task force, working group composed of any combination of members, directors and/or Board staff or invited participants. The Directorates' charge(s) shall define the scope of their duties, specific timeline for reporting to the Directorate their recommendations, and any other pertinent guidelines that may be of assistance to the Directorate.

**Section 4. Organization.**

All task forces, advisory, and working groups shall be of such size and shall have duties, functions and powers as assigned by the Board of Directors except as otherwise provided in these Bylaws.

**Section 5. President.**

The President shall be an ex-officio member of all standing committees, working/advisory groups and task forces, shall be notified of their meetings.

**Section 6. President-Elect.**

The President-Elect shall be an ex-officio member of all standing committees, work/advisory groups and task forces shall be notified of their meetings.

**BYLAWS OF THE DENVER BOARD OF REALTORS®**

**ARTICLE XVI - DISSOLUTION**

**Section 1.** Upon the dissolution or winding up of affairs of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Colorado Association of REALTORS® or, within its discretion, to any other non-profit tax exempt organization.

**Section 2.** "Dissolution" as used in Section 1 hereinabove shall not be interpreted to mean a merger or consolidation with another Board or Association of REALTORS®.

**BYLAWS OF THE DENVER BOARD OF REALTORS®**

**ARTICLE XVII - GOVERNING DOCUMENTS & AMENDMENTS**

**Section 1.** Bylaws as Governing Authority

- (a) The Board shall be governed by these Bylaws and Colorado law, including the Colorado Revised Non-Profit Corporation Act.
- (b) The Directorate's Policy Manual may be amended from time to time by approval of the Directors, provided it is not inconsistent with the provisions of these Bylaws (as reasonably interpreted), the Directorate may adopt and amend a policy manual to assist the Members, Directors, Officers and staff in the day-to-day implementation of the Association's business affairs.
- (c) The Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, adopt amendments to the Bylaws. Any amendment mandated by the National Association of REALTORS® shall automatically be incorporated in these Bylaws and notice to the membership of such amendment provisions will be given within 25 days of adoption by the Directorate. With the exception of any amendment mandated by the National Association of REALTORS®, which shall automatically be incorporated in these Bylaws.
- (d) Except as provided in section 1(c) or otherwise expressly provided in the Bylaws, these Bylaws may be amended or repealed, and new Bylaws approved by a (2/3) vote of the Directors present at a regular meeting or special meeting of the Directorate called for that purpose; the Bylaw change shall then be referred to the Association membership for a vote.
- (e) Such proposed amendment(s) shall be distributed to the Association membership via such means or methods (including electronically) as the Board of Directors may authorize not later than two (2) weeks before final action by the Directors to adopt the changes.
- (f) Notice of proposed bylaws changes shall be referred back to the Board of Directors for consideration at any regular or special meeting, and the amendments shall become effective ten (10) days after such final adoption by the Board of Directors.

**Section 2.** Amendments to these Bylaws affecting the admission or qualification of REALTOR® Members, Affiliate Members and Institute Affiliate Members, or the use of the terms REALTOR® or REALTORS® or any alteration in the territorial jurisdiction of the Board, shall become effective upon their approval by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®.

## **BYLAWS OF THE DENVER BOARD OF REALTORS®**

### **ARTICLE XVIII - MULTIPLE LISTING SERVICE**

#### **Section 1. Authority.**

The Denver Board of REALTORS® shall maintain for the use of its members, a multiple listing service which shall be a lawful corporation of the State of Colorado, through its one-sixth ownership of Metrolist, Inc., a regional MLS.

#### **Section 2. Purpose.**

A multiple listing service is a means by which authorized participants make blanket unilateral offers of compensation to other participants (acting as subagents, buyer agents, or in other agency or non-agency capacities defined by law); by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which participants engaging in real estate appraisal contribute to common databases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as a procuring cause of the sale (or lease).

#### **Section 3. Governing Documents.**

The Board of Directors shall cause any multiple listing service established by it through its one-sixth ownership of Metrolist, Inc., a regional MLS, pursuant to this Article to conform its Corporate Charter, Constitution, Bylaws, Rules, Regulations, and Policies, Practices, and Procedures at all times to the Constitution, Bylaws, Rules, Regulations, and Policies of the NATIONAL ASSOCIATION OF REALTORS®.

#### **Section 4. Participation.**

Any REALTOR® of this or any other association who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in these Bylaws, shall be eligible to participate in multiple listing upon agreeing in writing to conform to the rules and regulations thereof and to pay the costs incidental thereto. However, under no circumstances is any individual or firm, regardless of membership status, entitled to multiple listing service "membership" or "participation" unless they hold a current, valid real estate broker's license and offer or accept compensation to and from other participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by an association multiple listing service is strictly limited to the activities authorized under a participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey "participation" or "membership" or any right of access to information developed by or published by an association multiple listing service where access to such information is prohibited by law.

Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm offers or accepts cooperation and compensation means that the participant actively endeavors during the operation of its real estate business to list real property of the type listed on the MLS and/or to accept offers of cooperation and compensation made by listing brokers or agents in the MLS. "Actively" means on a continual and ongoing basis during the operation of the participant's real estate business. The "actively" requirement is not intended to preclude MLS participation by a participant or potential participant that operates a real estate business on a part-time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny MLS participation to a participant or potential participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit an MLS to deny participation based on the level of service provided by the participant or potential participant as long as the level of service satisfies state law.

The key is that the participant or potential participant actively endeavors to make or accept offers of cooperation and compensation with respect to properties of the type that are listed on the MLS in which participation is sought. This requirement does not permit an MLS to deny participation to a participant or potential participant that operates a "Virtual Office Website" (VOW) (including a VOW that the participant uses to refer customers to other participants) if the participant or potential participant actively endeavors to make or accept offers of cooperation and compensation. An MLS may evaluate whether a participant or potential participant actively endeavors during the operation of its real estate business to offer or accept cooperation and compensation only if the MLS has a reasonable basis to believe that the participant or potential participant is in fact not doing so. The membership requirement shall be applied in a nondiscriminatory manner to all participants and potential participants.

## **Section 5. Subscribers.**

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

Subscribers also include affiliated unlicensed administrative and clerical staff, personal assistants, and individuals seeking licensure or certification as real estate appraisers who are under the direct supervision of an MLS participant or the participant's licensed designee.