

SECTION 6. JURISDICTION. No Member Board shall pay dues to the Association in respect to any Member holding primary membership in another Member Board, provided that Association dues are ~~(a) paid by the Member Board in which the Member holds primary membership. or (b) paid by the Member at large to the Association and the Member at large has notified in writing, or in any form required by the Association, the Association and each Member Board of which the Member at large is a Member as to the Member Board paying Association dues computed on the basis of the Member at large's membership in said Member Board.~~ No REALTOR® Member actively engaged in the real estate business in an area outside the jurisdiction of a Member Board shall pay dues to the Association, provided that such REALTOR® Member also holds primary membership in a Member Board and Association dues are paid by such Member Board, with an appropriate amount of such dues computed to reflect the membership of the REALTOR® Member in that Member Board.

Rationale: Removed all references to "member-at-large"

SECTION 7. MEMBER BOARD LISTS AND REPORTS. In October of each year, each Member Board shall receive from the Association a list of its REALTOR® Members (as defined in Article III, Section 1, Paragraph C, Constitution, NATIONAL ASSOCIATION OF REALTORS®), the brokers, salespersons, or licensed/certified appraisers employed by or affiliated as independent contractors with such REALTOR® Members, and each Member Board shall pay dues for the upcoming year on the basis of such list; provided, however, that adjustments shall be made each month for Members dropped or enrolled by the Member Boards during the preceding month. Each Member Board shall be responsible for payment of membership dues of Institute Affiliate Members and for payment of membership dues of Affiliate Members who are members of the Association; however, such Affiliate Members in the event the Member Board does not have such classifications, shall be individually responsible for payment of membership dues directly to the Association. On a monthly basis, each Member Board shall report to the Association the names and addresses of REALTOR® Members, REALTOR-ASSOCIATE® Members, Affiliate Members, and Institute Affiliate Members dropped or enrolled during the preceding month, and each Member Board shall remit appropriate dues for such REALTOR® Members, REALTOR-ASSOCIATE® Members, Affiliate Members, and Institute Affiliate Members who have been enrolled during the preceding month.

SECTION 8. PRORATED DUES. Dues of new Members shall be prorated on a monthly basis.

SECTION 9. WAIVER OF DUES. Annual dues of the Association's Life Members and annual dues of REALTORS® Emeritus of the NATIONAL ASSOCIATION OF REALTORS®, Distinguished Service Award recipients of the NATIONAL ASSOCIATION OF REALTORS®, and past presidents of the NATIONAL ASSOCIATION OF REALTORS® shall be waived.

**ARTICLE IV
Board of Directors**

SECTION 1. NUMBER. The property, affairs, activities, and concerns of the Association shall be vested in a Board of Directors consisting of not less than three (3) Directors.

SECTION 2. COMPOSITION OF BOARD OF DIRECTORS.

- A. **ELECTIVE OFFICERS.** Each elective officer shall serve as a voting member of the Board of Directors during the officer's term of office.
- B. **ELECTED STATE DIRECTORS.** REALTORS® and REALTOR-ASSOCIATE®s shall be counted in order to determine a Member Board's State Director entitlement; further:
 - (1) Each Member Board shall be entitled to at least one (1) State Director;

(2) Each Member Board with a total (REALTORS® and REALTOR-ASSOCIATE®s) membership of 150 or more shall receive one (1) additional Director per each 150 members;

(3) The number of State Directors elected under this Paragraph B for each succeeding year shall be determined by the number of REALTOR® and REALTOR-ASSOCIATE® Members of the Association and each Member Board as shown on the records of the Association on the preceding June 1;

~~(4) For purposes of this Paragraph B only, all REALTOR® and REALTOR-ASSOCIATE® Members at large of the Association shall be aggregated and shall be treated as a single, additional Member Board.~~

- C. APPOINTED DIRECTORS. The incoming President shall appoint two (2) Members (other than secondary Members) to serve as voting Directors for one (1) year.
- D. PAST PRESIDENTS. All Association Past Presidents who are members of the Association in good standing and are willing to serve shall be Directors.
- E. NATIONAL DIRECTORS. All Oklahoma Members who serve on the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS® shall serve as voting members of the Board of Directors of the Association during their term of office.
- F. BOARD PRESIDENTS. The current Presidents of each Member Board shall serve as voting members of the Board of Directors during their term of office.
- G. COMMERCIAL ALLIANCE COMMITTEE. The current Chairman and Vice Chairman of the Commercial Alliance Committee shall serve as voting members of the Board of Directors during their term of office.
- H. CHIEF EXECUTIVE OFFICER. The Association's Chief Executive Officer shall be an ex-officio, non-voting member of the Board of Directors.

SECTION 3. QUALIFICATION OF STATE DIRECTORS. A State Director shall be a REALTOR® or REALTOR-ASSOCIATE® Member of a Member Board who is nominated by a Member Board and elected by the Association's membership at the Annual Meeting as a State Director of the Association and shall be entitled to vote as a Member of the Board of Directors. Secondary REALTOR® Members and secondary REALTOR-ASSOCIATE® Members may not serve as State Directors.

SECTION 4. TERM. Elected State Directors shall be elected for a term of two (2) years. No elected Director may serve more than two (2) consecutive terms without a break of a minimum of one year in service.

(PROVISO: This section is not in force until terms of office which take effect beginning January, 2018.)

- A. Any exceptions to the required break in service may be requested in writing by the local member board for good cause. The Executive Committee shall have discretion to review and approve any exceptions.

Rationale: allow for provision to be made for an additional "hardship term" by Executive Committee allowing local member board state directors to fill an additional state director term, if they have no other qualified candidates or anyone willing to serve. Request must be made in writing by the local member board.

SECTION 5. FINANCES. The Board of Directors shall administer the finances of the Association and shall have the authority to appropriate money.

- A. In no event shall cash reserves of the Association fall below 30 percent (%) of prior year annual gross operating annual expense as determined annually at the fall Finance Committee budget meeting.

- B. No expenses will be allowed which have not been previously included in the budget without the affirmative vote of the Board of Directors present and voting at a regular or special meeting at which a quorum is present.
- C. The Executive Committee shall have the authority to expend funds on an emergency basis with an affirmative vote of the Executive Committee members. Such expenditures are to be ratified at the next meeting of the Board of Directors.
- D. The Executive Committee shall have final approval of all expenditures from the Public and Legislative Awareness Fund and Repairs & Replacements Fund.

SECTION 6. POLICIES AND PROCEDURES MANUAL. ~~The Board of Directors~~ **Executive Committee** shall adopt a Policies and Procedures Manual, ~~as amended as necessary~~ which may be amended, as necessary. Such Manual shall be a governing document of the Association. **Any amendments made to the document shall be provided to the Board of Directors at its next regular meeting.**

Rationale: allow for provision by Executive Committee to make changes to policy manual, in a timely manner, as needed.

SECTION 7. MEETINGS. Regular meetings of the Board of Directors shall be held not less than ~~three (3)~~ **two (2)** times during the fiscal year. Special meetings of the Board of Directors may be called by the President or by the President upon petition by five (5) Directors. Any call for a regular or special meeting shall state the purpose, time, and place of the meeting and shall be issued at least ten (10) days in advance.

Rationale: change the requirement of three board meetings per year, to two board meetings per year.

SECTION 8. QUORUM. Twenty-five (25) members of the Board of Directors shall constitute a quorum of the Board of Directors for the transaction of business.

SECTION 9. ALTERNATE DIRECTORS. Any elected Member of the Board of Directors may designate as their proxy any REALTOR® or REALTOR® Associate Member in good standing from their Member Board, ~~who is not currently on the Association Board of Directors,~~ to act and vote in their absence as an alternate Director at that specific meeting of the Board of Directors. **The proxy designation shall be made on a form prescribed by the Association and shall be electronically submitted to the Association at least three (3) calendar days ahead of the meeting at which the Alternate Director will serve.** Any elected Member of the Board of Directors may be allowed ~~up to two (2)~~ **one (1)** proxy vote in a calendar year.

Rationale: clarified proxy voting and set guidelines.

SECTION 10. ATTENDANCE. A member of the Board of Directors, except Past Presidents of the Association, Member Board Presidents, NAR Directors, and Members of the Executive Committee, who shall be absent from two (2) meetings of the Board of Directors during a calendar year shall automatically vacate the office of Director for one full year past the term of their current appointment. Such vacancy shall be filled as provided in Article VII, Section 3. An elected Director who is replaced by an alternate Director at a meeting as provided in Section 9 of this Article shall not be considered to be absent from such meeting.

SECTION 11. OUTSIDE LEGAL COUNSEL. The Board of Directors or the Executive Committee may retain **outside** legal and other professional counsel and fix the terms of compensation thereof.

~~**SECTION 12. STATE CHAPTERS.** Notwithstanding anything to the contrary elsewhere in the Bylaws, the following shall apply to CHAPTERS. The State Association may form a CHAPTER of the State Association consisting of members at large in an unassigned territory (as both terms are defined by the National Association of REALTORS®), all REALTOR® members of which will hold membership in the Association and in~~

~~the National Association of REALTORS®. CHAPTERS shall be organized and administered as outlined in the State Association's policy manual. The State Association may assess fees on the REALTOR® Members of a Chapter, for services provided to the Chapter as determined by the Executive Committee upon recommendation from the CEO. Fees assessed on Chapter members will not exceed the amount of the annual dues of an Association Members. A Chapter may be dissolved upon ninety (90) days notice from either the State Association or the Chapter President. Each Chapter will automatically have one "At Large" director for a term of one (1) year. The Chapter shall name their state director, pursuant to the local Chapter's adopted policy.~~

ARTICLE V Officers

SECTION 1. QUALIFICATION OF OFFICERS. The elective officers of the Association shall be a President, President-Elect, Treasurer, Secretary, and a District Vice President from each district. All elective officers shall be REALTOR® Members of the Association (other than secondary REALTOR® Members) for a minimum of five (5) consecutive years immediately prior to seeking office, be a member in good standing as determined by the Nominating Committee and shall have an office in the State of Oklahoma. Candidates for an elective officer position must fill out an application form approved by the Nominating Committee and may be interviewed by the Nominating Committee. The President, President-Elect, Treasurer and Secretary shall have served the State Association for at least three (3) of the past five (5) years immediately prior to serving in the office in any of the following capacities: Committee Chair or Vice Chair, Committee Member, Director, District Vice President, NAR Director or Executive Committee member, having met the attendance requirements of the scheduled meetings of the group(s) during each of the year(s) they served. Applicants for the position of Treasurer may be asked to show some financial knowledge and/or relevant experience subject to review by the OAR Nominating Committee. Officers shall be elected at the Annual Meeting and shall assume office January 1 the following year. All elective officers shall be voting members of the Board of Directors. The President-Elect shall automatically become President the second January 1 after election as President-Elect. The President and Immediate Past President shall serve as National Directors for the Association.

- A. **PRESIDENT.** The President shall preside at all meetings of the Association and at all meetings of the Executive Committee and the Board of Directors. The President shall appoint all committees unless otherwise directed by the Bylaws or the Board of Directors. The President shall serve as an ex-officio, non-voting member of all Association committees but shall not be a member of the Nominating Committee nor the REALTOR® of the Year Committee and shall perform all duties and responsibilities as may be directed by the Executive Committee or the Board of Directors.
- B. **PRESIDENT-ELECT.** The President-Elect shall assist the President and assume the duties and responsibilities of the President in the event of the President's death, resignation, absence, or disability. The President-Elect shall perform such duties as may be designated by the President.
- C. **TREASURER.** The Treasurer position will be a two-year term and the Treasurer may serve no more than one full term consecutively. The Treasurer shall serve as Chairman of the Audit and Finance Committee. The Treasurer shall render reports of the financial condition of the Association to the Board of Directors at each regular meeting of the Board of Directors and at such other times as requested by the Executive Committee or the Board of Directors. The President shall assign additional responsibilities to the Treasurer, as needed. **Outgoing Treasurer must serve as ex-officio, non-voting member of the Finance Committee for the one year following the completion of their term.**

Rationale: add for continuity purposes.

- D. **SECRETARY.** The Secretary shall serve as corporate secretary of the Association. The Secretary shall assist the Treasurer.

- E. **LEADERSHIP TEAM.** The Leadership Team shall be defined as and consist of the President, President-Elect, Secretary, Treasurer, immediate Past President, and the CEO. The CEO shall serve as ex-officio, non-voting. The Leadership Team may meet without notice provided that 3 out of the 5 voting members are present. The Leadership Team shall have the authority to conduct the business of the association between regular meetings of the Executive Committee, or when an Executive Committee meeting is not feasible.

Rationale: Create and define the "Leadership Team" and clarify their role so that it is aligned with policies.

- F. **DISTRICT VICE PRESIDENT.** The State shall be divided by the Directors into six (6) districts from each of which a District Vice President shall be elected. The District Vice President for each district shall serve a two (2) year term in such a manner as to create staggered terms. The District Vice President for District 6 Commercial Brokers shall be actively engaged in commercial real estate and shall serve on the OAR Commercial Committee as a non-voting ex-officio member. The duties and responsibilities of the District Vice Presidents shall be to function as a liaison between the members of their districts and the Oklahoma Association of REALTORS®, promote the development and progress of the Member Boards in the District Vice President's respective district and to attend and promote attendance at OAR educational functions, meetings and conferences.
- G. **ATTENDANCE.** Any member of the Executive Committee who shall be absent from two (2) consecutive meetings of the Executive Committee shall automatically vacate the member's office unless the Executive Committee, upon receipt of a satisfactory explanation for such absence prior to the second meeting, shall waive this provision.
- H. **CHIEF EXECUTIVE OFFICER.** The Board of Directors may employ a Chief Executive Officer who shall be the administrative officer of the Association and shall be in charge of the Association headquarters. The Chief Executive Officer shall employ and have supervision of the entire staff and shall perform such other duties as may be delegated by the Executive Committee, Board of Directors, and the President, consistent with the job description which has been approved and reviewed from time to time by the Executive Committee. The Chief Executive Officer shall fulfill the reasonable requests of the officers of the Association. The Chief Executive Officer shall employ such assistants as may be deemed necessary. The Chief Executive Officer shall establish a bank account or accounts in the name of the Association at such banks as the Board of Directors or the Executive Committee shall designate, shall collect monies, keep the accounts and books, and be the custodian of the Association records. The Leadership Team Executive Committee shall set the Chief Executive Officer's compensation and performance standards. The Chief Executive Officer shall be an ex-officio, non-voting member of the Executive Committee and Board of Directors.

Rationale: minor change to be consistent with CEO employment contract.

SECTION 2. DUTIES. In addition to the duties as outlined in Article V, Section 1, the duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them respectively, by the Board of Directors and Executive Committee from time to time, and such as are required by law.

SECTION 3. AUTHORIZED SIGNATURES. Authorized signatures on warrants or checks on accounts of the Association shall be any one (1) of the following officers: President, President-Elect, Treasurer, Secretary, and the Chief Executive Officer. All internal warrants or checks drawn upon any accounts of the Association shall have two (2) authorized signatures.

SECTION 4. FIDELITY BOND. All officers, including the Chief Executive Officer, who sign checks or receive monies shall provide a fidelity bond issued by a company qualified to do business in the State of Oklahoma in such amount as the Board of Directors may determine, the cost to be paid by the Association.

SECTION 5. REMOVAL OF OFFICERS. Any officer may be removed with cause, at any time, by a vote of the majority of the Board of Directors at any special meeting called for that purpose or at any scheduled meeting.

SECTION 6. INDEMNIFICATION OF OFFICERS. Every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such officer in connection with any proceeding to which that officer may be made a party or which that officer may become involved, by reason of being or having been an officer of the Association, or any settlement thereof, whether or not the individual is an officer at the time such expenses are incurred, if the officer acted in good faith and in a manner the officer reasonably believed to be in or not opposed to the best interests of the Association, except in such cases wherein the officer is adjudged guilty of willful misfeasance or malfeasance in the performance of such officer's duties or shall have acted in such a manner as has exceeded such officer's authority so to act. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer may be entitled.

Any such indemnification shall be made only as authorized in a specific case upon a determination by a majority of a quorum of uninvolved Directors, written opinion of independent legal counsel of the Members that indemnification is proper because the officer has acted in accordance with the standards established under Oklahoma law.

ARTICLE VI
Membership Meetings

SECTION 1. ANNUAL MEETINGS. The Association shall hold one (1) membership meeting each year, which shall be the Annual Meeting to be held during the Fall Conference. The call shall be issued at least thirty (30) days in advance. REALTOR® and REALTOR-ASSOCIATE® Members (including secondary REALTOR® and REALTOR-ASSOCIATE® Members) present at any membership meeting of the Association shall be delegates and be entitled to vote and to participate fully in all discussions and deliberations. At the Annual Meeting, the Treasurer shall make a full report of all the property and affairs of the Association for the preceding fiscal year and a financial report for the current fiscal year.

SECTION 2. ANNUAL CONVENTION. The Association shall hold annually a convention, which shall be open to all Members.

SECTION 3. OTHER MEMBERSHIP MEETINGS. Other membership meetings may be called by the Board of Directors. Any call for a meeting shall state the purpose, time, and place of the meeting and shall be issued at least twenty (20) days in advance.

SECTION 4. DELEGATE QUORUM. A delegate from seven (7) different Member Boards shall constitute a quorum at any membership meeting.

ARTICLE VII
**Election of Officers, State Directors, ~~Member At-Large Director(s)~~, and
Nominee(s) for NAR Director(s) and NAR Regional Vice President**

SECTION 1. TIME. The election of Officers and State Directors, ~~and Member at Large Director(s)~~ shall be held at the Annual Meeting. All Officers and State Directors shall assume their duties effective January 1, the

following year. The election of the nominee(s) for NAR Director(s), as appropriate, and for Region IX Vice President, as appropriate, shall be held at the Annual Meeting.

SECTION 2. NOMINATION PROCEDURE. The Nominating Committee shall nominate one (1) qualified candidate for each elective office except President. ~~for each State Director position, and one (1) qualified candidate for each State Director position to be filled by a REALTOR® Member at large of the Association,~~ The number of such elected State Directors to be determined as provided above in Article IV, Section 2, Paragraph B. The Nominating Committee shall also nominate one (1) qualified candidate (other than a secondary Member) for each NAR Director position available, as appropriate, and for NAR Region IX Vice President, as appropriate. The Nominating Committee shall deliver a report of its nominations in writing to the office of the Association forty (40) days prior to the Annual Meeting. The report shall be distributed by the Association to Member Boards in care of their Presidents for dissemination to the Members ~~and to all Members who are Members at large at least thirty (30) days prior to the Annual Meeting.~~ The report shall be made available at least thirty (30) days prior to the Annual Meeting. Any Member may nominate a qualified candidate for any office, except the office of President, provided the nomination is in writing signed by thirty (30) additional Members and the nominee and delivered to the office of the Association at least twenty (20) days prior to the Annual Meeting. The names of all nominees shall be ~~mailed~~ distributed by the Association to Member Boards in care of their Presidents for dissemination to their Members ~~and to all Members who are Members at large~~ prior to the Annual Meeting. The names of all nominees shall be posted in at least two (2) places in the meeting room at the Annual Meeting. The election shall be held during the Annual Meeting by secret, written ballot where there is more than one (1) nominee for an office.

Rationale: remove references to "member-at-large" and made minor verbiage tweaks.

SECTION 3. VACANCIES. Recommendations to fill vacancies shall be made to the Executive Committee by the Nominating Committee. Any vacancy in the positions of Officers, State Directors, ~~Member at large Director(s),~~ nominee(s) for NAR Director(s) and NAR Regional Vice President shall be filled within 45 days by a majority vote of the Executive Committee. The person(s) so chosen shall hold office for the remainder of the unexpired term(s).

ARTICLE VIII Committees

SECTION 1. COMMITTEE DUTIES AND RESPONSIBILITIES. Committees shall have such duties as provided in the Bylaws, in a policies and procedures manual approved by the ~~Board of Directors~~ Executive Committee, and as the President and the Board of Directors may, from time to time, assign. All actions of the Committees shall be subject to the approval of the Board of Directors, unless otherwise provided in the Bylaws. Unless otherwise specified, a quorum shall consist of at least forty-one percent (41%) of the members of a Committee.

- A. *Committee members may appear by telephone or video conference means, if approved by the Chair.*
- B. *A committee may act by electronic means without a meeting. The action must receive at least 75% response from the committee members and 75% approval from those responding in order for the action to be approved.*

Rationale: clarification for electronic meetings.

SECTION 2. COMMITTEE COMPOSITION. The President, subject to the approval of the Executive Committee, shall appoint the following standing committees, the members of which shall serve for one (1) year, unless otherwise provided for in the Bylaws or until their successors are appointed and qualified. Such

members shall be Members in good standing of the Association; provided, however, Association Executives' of Member Boards may serve as members of the Association Executives' Committee and may serve as ex-officio, non-voting members of other standing committees, special committees, task forces, and working groups. The President shall appoint, subject to approval of the Executive Committee or as otherwise provided for in the Bylaws, any non-members to any committee and special committees, as ex-officio, non-voting members as provided by the committee composition in the Bylaws. The Chairman for these committees shall be from the members of the previous year's committees, insofar as possible, to insure continuity of the Association programs. The President-Elect shall appoint, subject to approval of the Executive Committee or as otherwise provided in the Bylaws, the Vice Chairmen for the committees. If a vacancy occurs before expiration of a term, the President shall appoint a member to fill the unexpired term. The President, subject to approval of the Executive Committee, may remove a committee member for cause.

The President of the Association shall serve as an ex-officio, non-voting member of all Association committees unless otherwise provided in the Bylaws. The President shall not be a member of the Nominating Committee nor the REALTOR® of the Year Committee. No sitting real estate commissioner, with OREC, may serve on any standing committee.

1. **AUDIT AND FINANCE COMMITTEE.** The Audit and Finance Committee shall consist of the Treasurer who shall serve as Chairman, the Secretary who shall serve as Vice Chairman, the Immediate Past President, the President-Elect, and four (4) members appointed by the President. **The immediate Past Treasurer shall serve as ex-officio, non-voting member for a one year term immediately following, for continuity purposes.** The members shall be appointed to the Audit and Finance Committee for two (2) year terms. The members shall be appointed annually in such manner as to create staggered terms of members. Each member of the Audit and Finance Committee shall sign a Confidentiality Agreement before the first meeting of their term. The Audit and Finance Committee shall prepare **an annual budget of for the Association every three years, along with an additional 2-year projection,** to be presented and approved by the Board of Directors by the last meeting of the fiscal year preceding the effective date of the budget. The Audit and Finance Committee shall review the annual audit **or annual review,** and the Association's internal financial procedures and controls with the Auditor annually.
2. **ASSOCIATION EXECUTIVES COMMITTEE.** The Association Executives Committee shall consist of the chief administrative officers of the Member Boards and the Chief Executive Officer of the Association.
3. **ASSOCIATION MEETINGS CONFERENCE COMMITTEE.** ~~The Association Meetings~~ **Conference** Committee shall consist of a minimum of five (5) members, to be appointed for two (2) year terms and appointed annually as needed. The Chairman of the Professional Development Committee, shall also serve on the Committee. After the initial appointment, the Chairman shall be appointed from one of the hold-over members of the Committee or a member who has previously served on the ~~Association Meetings~~ **Conference** Committee.
4. **CONTRACT FORMS COMMITTEE.** The Contract Forms Committee shall consist of seven (7) members, one (1) member from each OAR district and an at-large member, all who shall serve three (3) year staggered terms. The terms of the initial members will be from one (1) year to three (3) years and shall be assigned by the President. The committee shall make recommendations to the OAR Board of Directors for changes to existing forms, as well as for the creation of other contract or transaction forms the committee deems necessary. The Committee will also study and recommend any legislative changes to the use of statewide forms and contracts, and will serve as advisory/commentary role to the joint State Committee on Contract Forms under OREC with OAR appointees.
5. **EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the President, President-Elect, Treasurer, Secretary, District Vice Presidents, the Immediate Past President, and one (1) Presidential Appointee, appointed for a one (1) year term. The Presidential Appointee to the Executive Committee shall be appointed from the Board of Directors. The Association's Chief Executive Officer shall be an ex-officio, non-voting, member of the Executive Committee. Each member of the Executive Committee shall sign a Confidentiality Agreement before the first meeting of their term. The Executive Committee shall conduct the affairs of the Association in accordance with the Bylaws, policies, and instructions of the Board of Directors and shall report on action taken during any interval at the next scheduled

meeting of the Board of Directors. The Executive Committee shall meet on the call of the President, the Board of Directors, or any five (5) of its members. Members of the Executive Committee shall be deemed present when they appear in-person or by electronic means. The President shall act as Chairman of the Executive Committee.

6. **GOVERNMENT AFFAIRS COMMITTEE.** The Government Affairs Committee shall consist of a minimum of eighteen (18) members **with a maximum of thirty (30) members**, to serve ~~three (3)~~ **two (2)** years and appointed annually in such manner as to create staggered terms of members. **The President-Elect and each of the six (6) District Vice Presidents will serve as members of the committee for the duration of their terms of office.** ~~at least one (1) member appointed shall also be a member of the REALTOR® Commercial Alliance Committee. The Chairman should be appointed from one of the hold-over Committee members and shall serve as a member of the Real Estate Issues Task Force. All NAR Federal Political Coordinators shall serve as members of this Committee during their FPC terms. The Legislative Committee chairmen of the Association's Member Boards shall serve as members. No one presently serving as a current Real Estate Commissioner may serve on this Committee. Each member of the Government Affairs Committee shall sign a Confidentiality Agreement before the first meeting of their term.~~ Among other responsibilities, the Government Affairs Committee shall recommend to the Executive Committee positions to be taken by the Association on legislation affecting the real estate business, private property rights, and the free enterprise system. The Government Affairs Committee Chairman shall recommend positions to the Association's ~~President, President-Elect, Treasurer, Secretary and Immediate Past President~~ **Leadership Team** for action, and approved by a majority thereof, on legislation introduced or amended between regularly scheduled Board of Directors meetings. All such positions taken by the aforementioned ~~officers~~ **Leadership Team**, ~~Immediate Past President~~, and Government Affairs Committee Chairman shall be subject to ratification by the Executive Committee.
 - 1) **REGULATORY SUB-COMMITTEE.** The Regulatory Sub-Committee shall consist of ten (10) members, serving a one (1) year term. Each member of the Regulatory Sub-Committee shall also be a member of the Government Affairs Committee. The make-up Regulatory Sub-Committee members shall be two members from each Oklahoma Congressional District and appointed by the President. Among other responsibilities, the Regulatory Sub-Committee shall recommend to the Government Affairs Committee Chairman positions to be taken by the Association on regulatory issues affecting the real estate industry. All such positions taken by the aforementioned members shall be subject to ratification by the Government Affairs Committee and the Executive Committee.
 - 2) **LEGISLATIVE SUB-COMMITTEE.** The Legislative Sub-Committee shall consist of ten (10) members, serving a one (1) year term. Each member of the Legislative Sub-Committee shall also be a member of the Government Affairs Committee. The make-up Legislative Sub-Committee members shall be two members from each Oklahoma Congressional District and appointed by the President. Among other responsibilities, the Legislative Sub-Committee shall recommend to the Government Affairs Committee Chairman positions to be taken by the Association on legislation affecting the real estate business, private property rights, and the free enterprise system. All such positions taken by the aforementioned members shall be subject to ratification by the Government Affairs Committee and the Executive Committee.
 - 3) **REALTOR® PARTY SUB-COMMITTEE.** The REALTOR® Party Sub-Committee shall consist of all Federal Political Coordinators, the Oklahoma RPAC Trustee Chair, the NAR RPAC Major Investor Council Oklahoma representative, the NAR RPAC Participation Council representative, REALTOR® Party Member Involvement Committee (RPMIC) Oklahoma representative, the NAR Broker Involvement Council Oklahoma representative, and the OAR Government Affairs Chair, the NAR Smart Growth Committee Oklahoma representative, and the NAR Housing Opportunity Committee Oklahoma representative, for a total of 15 members. The members of the REALTOR Party Sub-Committee shall serve on the sub-committee for the duration of the term of their respective position. The NAR REALTOR® Party Member Involvement Committee (RPMIC Oklahoma representative) shall serve as chair of this REALTOR® Party Sub-Committee. The committee shall have the duties and

responsibilities as outlined in the OAR Policies and Procedures Manual. All such actions taken by the aforementioned committee shall be made as recommendations to the Government Affairs Committee Chair.

Rationale: Added sub-committees to make the large committee more focused, manageable and efficient and also enhance committee member participation.

~~7) GRIEVANCE COMMITTEE. The Grievance Committee shall be a subcommittee of the Professional Standards Committee and selected as a panel as needed as to comply with NATIONAL ASSOCIATION OF REALTORS®' policies, guidelines and Code of Ethics and Arbitration Manual as amended from time to time or such policies, guidelines, and manuals as may be adopted in lieu thereof by the Board of Directors of the Association from time to time.~~

7. LEADERSHIP OAR BOARD OF GOVERNORS COMMITTEE. The Leadership OAR Board of Governors Committee shall consist of not less than nine (9) members and the Association's Chief Executive Officer. The Committee will oversee the quality of the program, the attendance of the participants, all alumni activities and will participate in Leadership OAR when needed. Each Committee member shall have completed the Leadership OAR program and shall serve a three (3) year term. The terms are rotated to create staggered terms. A committee member cannot serve more than two (2) consecutive terms. Any Member of the Committee may designate as their proxy any REALTOR® or REALTOR® Associate Member who is a graduate of the Leadership OAR program and whose membership is in good standing to act and vote in their absence.
8. LIFE MEMBERSHIP COMMITTEE. The Life Membership Committee shall consist of seven (7) members who shall serve two (2) year, staggered terms. Three (3) of the members shall be Past Presidents. The other two (2) members should be Life Members. The President shall appoint the Chairman.
9. MEMBERSHIP COMMITTEE. The Association Membership Committee shall consist of a minimum of five (5) members who shall serve two (2) year staggered terms. The President shall appoint the Chairman. The Committee shall oversee new member materials and orientation, recruitment of affiliate members, volunteer engagement programs, and other membership functions.
10. NOMINATING COMMITTEE. The Nominating Committee shall consist of seven (7) REALTOR® Members, four (4) of whom shall be the most recent Past Presidents willing to serve. No more than two (2) members shall reside in the same Congressional District. The Chairman of the Nominating Committee shall be the Immediate Past President. In addition to Committee duties set forth in Article VII, Section 2, the Committee shall meet each year to select two (2) or more candidates for each commissioner Real Estate Commission vacancy to be submitted to the Governor of the State of Oklahoma. The selection procedures shall be governed by the policies approved by the Board of Directors. ~~No one presently serving as a current Real Estate Commissioner may serve on this Committee.~~ A member of this Committee shall not be selected as a candidate for Real Estate Commissioner. The Committee's meetings are closed and may only be attended by members of the Committee.
11. ~~COMMUNITY ROCK STAR~~ **GOOD NEIGHBOR AWARD COMMITTEE.** The ~~Community Rock Star Good Neighbor~~ Award Committee shall consist of five member selected by the President, President-Elect and CEO who will review the award applications and determine up to three recipients. If additional recipients are selected beyond that number, the approval of the Audit & Finance Committee will be required. Judges should consider their work confidential and may be asked to sign the OAR Confidentiality Agreement. **Winners of this state Good Neighbor Award will automatically be forwarded to NAR for submission of application for the NAR Good Neighbor Award.**

Rationale: re-name the committee to be in line with the NAR Award of the same purpose.

12. PROFESSIONAL DEVELOPMENT COMMITTEE. The Professional Development Committee shall consist of a minimum of eighteen (18) members, to be appointed for two (2) year terms and appointed annually in such a manner as to create staggered terms of members. Additional appointments beyond the eighteen (18) member minimum shall be for one (1) year terms. No fewer than a majority of the Committee members shall hold one of the following designations: GRI, CRB, CRS, or CCIM. After the initial appointment, the Chairman shall be appointed from one of the hold-over members of the Committee or a member who has previously served on the Committee.
13. PROFESSIONAL STANDARDS COMMITTEE. The Professional Standards Committee shall consist of a minimum of twenty (20) members, of whom at least a majority shall be REALTOR® Members, to serve three (3) years and appointed annually in such numbers and in such manner as to create staggered terms of members. The Chairman of the Committee shall be appointed annually from the hold-over members or a member who has previously served on the Committee. The Committee shall comply with the NATIONAL ASSOCIATION OF REALTORS®' policies, guidelines, and Code of Ethics and Arbitration Manual as amended from time to time or such policies, guidelines, and manuals as may be adopted in lieu thereof, in order to comply with Oklahoma law, by the Board of Directors of the Association from time to time.
14. COMMUNICATIONS & OUTREACH COMMITTEE. The Communications & Outreach Committee shall have a maximum of fifteen (15) members who shall serve three (3) year staggered terms. The terms of the initial members will be from one (1) year to three (3) years and shall be assigned by the President in order to create staggered terms. The Committee shall work to promote the image of both Oklahoma REALTORS® and Oklahoma's real estate industry and make recommendations accordingly regarding public awareness campaign(s) utilizing various forms of media.
15. COMMERCIAL ALLIANCE COMMITTEE. The Commercial Alliance Committee shall consist of a ~~minimum~~ maximum of ~~ten (10) and no more than~~ twenty (20) individuals who are actively engaged in commercial real estate, to serve two (2) years and appointed annually in such numbers and in such manner as to create staggered terms of such members. Non-REALTOR® members shall make up no more than 30% of the committee. **Only REALTOR® Members may chair or vice-chair this committee.**
16. REALTOR® OF THE YEAR COMMITTEE. The REALTOR® of the Year Committee shall consist of the five (5) most recent ~~living~~ recipients of the Oklahoma REALTOR® of the Year Award, and the Chairman shall be the oldest Committee member in tenure. The Committee's meetings are closed and may only be attended by members of the Committee.
17. STRATEGIC PLANNING COMMITTEE. The Strategic Planning Committee shall consist of a minimum of fourteen (14) members who shall serve two (2) year, staggered terms, to include the President-Elect, Treasurer, Secretary, the Chairmen of the Government Affairs Committee and the Professional Development Committee, two (2) Past Presidents, six (6) other members and a member of the Commercial Alliance Committee. The Chairman of the Committee shall be the President-Elect of the Association. The Association Chief Executive Officer and one (1) Member Board Executive Officer shall serve as ex-officio, non-voting members of the Committee.
18. YOUNG PROFESSIONALS NETWORK (YPN) ADVISORY BOARD. The Young Professionals Network Advisory Board shall consist of a minimum of five (5) members and no more than seven (7) members that will oversee the quality and activities of the YPN program. The chair shall have served on the Advisory Board for at least two (2) years, as either a member or vice-chair, and shall be elected by Advisory Board members with a majority vote. The vice-chair shall have served on the Advisory Board for at least one (1) year as a member, and shall be elected by Advisory Board members with a majority vote. Each Advisory Board member position shall be filled with a local YPN chair, vice-chair or co-chair and represent each Oklahoma district when possible. The terms shall consist of one (1), two (2) and three (3) year terms, and are rotated to create staggered terms.

SECTION 3. SPECIAL COMMITTEES, TASK FORCES AND WORKING GROUPS. The President may appoint such other committees, task force or working groups as he or she deems advisable.

**ARTICLE IX
Fiscal Year**

The fiscal year of the Association shall begin on the first day of January and end on the last day of December.

**ARTICLE X
Code of Ethics**

The Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® is adopted as the Code of Ethics of the Association and shall be considered as part of its rules and regulations, and the Code of Ethics and the rules and regulations of the Association shall in the future be deemed to be amended and changed whenever said Code of Ethics is amended or changed by the NATIONAL ASSOCIATION OF REALTORS®.

**ARTICLE XI
Professional Standards**

SECTION 1. Allegations of ethical violations and contractual disputes and specific non-contractual disputes as defined in Standard of Practice 17-4 between REALTORS® and between REALTORS® and their customers or clients may be submitted to an ethics panel at the Association level under the following circumstances:

- A. Allegations of unethical conduct by a ~~Member at large or a~~ secondary Member.
- B. Allegations of unethical conduct by a REALTOR® or REALTOR-ASSOCIATE® in which the Member Board because of size or other valid reason determines that it cannot provide a due process hearing of the matter and petitions the Association to conduct a hearing, **or by agreement with the Association.**

SECTION 2. It shall be the duty and responsibility of every REALTOR® and REALTOR-ASSOCIATE® of the Association to abide by the Bylaws of the 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 contractual disputes and specific non-contractual disputes as defined in Standard of Practice 17-4 arising out of real estate transactions as specified within the Code of Ethics, and as set forth in the Code of Ethics and Arbitration Manual of the Association. By becoming and remaining Members or by signing or having signed the agreement to abide by the Bylaws of the Association or both, Members bind themselves and agree to submit to arbitration by the Association's facilities when contractual disputes and specific non-contractual disputes as defined in Standard of Practice 17-4 arise between Members under the following circumstances:

- A. Contractual disputes and specific non-contractual disputes as defined in Standard of Practice 17-4 between REALTORS® who are not Members of the same Member Board where the matter has been referred to the Association by both Member Boards.
- B. Contractual disputes and specific non-contractual disputes as defined in Standard of Practice 17-4 between REALTORS® who are directly ~~either Members at large or~~ secondary Members of the Association and are not Members of any Member Board.
- C. Contractual disputes and specific non-contractual disputes as defined in Standard of Practice 17-4 between a REALTOR® who does not hold membership in any Member Board ~~but is a Member at large~~ or a secondary Member of the Association, and a REALTOR® who is a Member of a Member Board.

- D. Contractual disputes and specific non-contractual disputes as defined in Standard of Practice 17-4 between REALTOR® Members of the same Member Board where the Board with good and sufficient reason is unable to arbitrate the contractual dispute or specific non-contractual dispute as defined in Standard of Practice 17-4.
- E. Contractual disputes between a customer or a client and a REALTOR® where the Member Board with good and sufficient reason is unable to arbitrate the dispute or the REALTOR® is ~~either a Member at large or~~ a secondary Member of the Association.

SECTION 3. Professional Standards hearings and the organization and procedures incident thereto, shall be governed by the Code of Ethics and Arbitration Manual adopted by the Association, as amended from time to time, which by this reference is made a part of these Bylaws.

SECTION 4. Applicants for REALTOR® and REALTOR-ASSOCIATE® membership shall complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of instructional time. This requirement does not apply to applicants who have completed comparable orientation in another association, provided that membership has been continuous, or that any break in membership is for one year or less. Failure to satisfy this requirement within thirty (30) days of the date of application will result in denial of the membership application.

Note: This orientation program must meet the learning objectives and minimum criteria established from time to time by the National Association of REALTORS®.

SECTION 5. Effective January 1, 2017, through December 31, 2018, and for successive two year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another 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 two (2) year cycle shall not be required to complete additional ethics training until a new two (2) year cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any two (2) year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any two (2) cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

SECTION 6. If a member (as defined in Article II, ~~Section 4~~ of these bylaws) resigns from the association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by this association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethics respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®.

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

ARTICLE XII
Use of the Terms
REALTOR®, REALTORS® and REALTOR-ASSOCIATE®

SECTION 1. Use of the terms "REALTOR®," "REALTORS®," or "REALTOR-ASSOCIATE®" 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 authority to control jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS® use of the terms within those areas of Oklahoma not within the jurisdiction of a Member Board. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the association's Code of Ethics and Arbitration Manual.

SECTION 2. REALTOR® Members of the Association shall have the privilege of using the terms "REALTOR®" or "REALTORS®" in connection with their business so long as they remain REALTOR® Members in good standing. No other class of members shall have this privilege.

SECTION 3. A REALTOR® Member who is a principal of a real estate firm, partnership, or corporation may use the terms "REALTOR®" or "REALTORS®" only if all the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the state or state contiguous thereto are REALTOR® or Institute Affiliate Members.

SECTION 4. REALTOR-ASSOCIATE® Members of the Association shall have the right to use the term "REALTOR-ASSOCIATE®" so long as they remain REALTOR-ASSOCIATE® Members in good standing and the REALTOR® Member with whom they are associated or by whom they are associated or by whom they are employed is also a REALTOR® Member in good standing.

SECTION 5. An Institute Affiliate Member shall not use the terms "REALTOR®," "REALTORS®," or "REALTOR-ASSOCIATE®," and shall not use the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE XIII
Annual Audit & Review

The accounts of the Association shall be audited, ~~and/or reviewed, annually~~ **each year** ~~as of~~ **at** the close of the fiscal year by a Certified Public Accountant, as recommended by the Executive Committee with approval by the Board of Directors. There shall be such interim and pre-audit review and analysis of the accounts as may be directed by the Board of Directors and the Executive Committee. An audited Financial Statement of the Association for each year shall be presented to the Board of Directors.

Rationale: align with common business practice and budgeting process, and policies. OAR conducts an "audit" of the financials every year by a CPA. In accordance with Generally Accepted Accounting Principles, a full accounting audit is conducted every third year for our association, and an accounting review is completed each year in between. There are significant engagement costs associated with each, and we budget accordingly.

ARTICLE XIV Legal Action

SECTION 1. LEGAL ACTION. There shall be a Legal Action line item in the OAR Budget, to be administered by a ~~Legal Action Task Force, with such members to be appointed by the OAR President as necessary~~ **the Executive Committee**. OAR shall support the Association, its members and local associations in legal matters that are of significance to the real estate profession as a whole. Funds shall be allocated as needed by the Audit & Finance Committee within the OAR Operating Budget in order to respond to requests for legal action support. ~~All requests for funds shall be approved by the OAR Board of Directors.~~

Rationale: Due to the temporary nature of a "task force," the term is being eliminated from this bylaw. It is recommended that the standing Executive Committee be responsible for appointing a temporary task force, if time allows.

SECTION 2. DEFINITIONS.

- A. Legal Counsel is defined as the legal counsel for the Association or any other attorney(s) recommended by the Executive Committee of the Association ~~subject to the approval of the Board of Directors of the Association~~ to represent the Association in litigation or other legal matters.

Rationale: Due to time being of the essence, it is not always feasible to call a meeting of the board.

SECTION 3. PURPOSES.

- A. To defray any costs and expenses incurred by Legal Counsel in representing the Association in any actions, litigations, or other legal proceedings to which the Association is a party.
- B. To defray any costs and expenses incurred by Legal Counsel in representing Member Board and multiple listing services, whether a part of or a wholly owned subsidiary of the Member Board, in any actions, litigation or other legal proceedings to which they are a party, provided that the Bylaws and governing documents of such Boards and services are approved by the NATIONAL ASSOCIATION OF REALTORS® and that they are eligible for errors and omissions insurance coverage through the NATIONAL ASSOCIATION OF REALTORS®.
- C. To defray any costs and expenses incurred by Legal Counsel in any actions, litigations, or other legal proceedings involving an individual or other entity provided such actions, litigations, or proceedings involve issues or implications of importance to the entire real estate industry.

SECTION 4. PROCEDURES.

- A. Any Member Board, multiple listing service, or Member may request assistance by forwarding a request to the ~~Secretary~~ **CEO** of the Association; provided, however, such request must be in writing and consistent with the purpose set forth in Section 3 above. **Upon receipt of any request, the CEO shall forward it to the Executive Committee.**
- ~~B. Upon receipt of any request, the Secretary shall forward it to the Chairman of the Task Force and shall concurrently notify the President of the Association and each member of the Executive Committee and Audit & Finance Committee of the Association.~~
- ~~C. The Legal Action Task Force, with the advice and assistance of the Legal Counsel for the Association, shall review the merits and implications of each request and make a recommendation to the Executive Committee which shall be approved by a majority vote of the Board of Directors.~~

~~D. Any expenditure for any purpose other than those specified in Section 3 above shall be made only after the recommendation of a three fourths (3/4) vote of the Executive Committee and approval by a two thirds (2/3) vote of the Board of Directors.~~

ARTICLE XV Rules of Order

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

ARTICLE XVI Amendment

The Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by the policies of the NATIONAL ASSOCIATION OF REALTORS®. After approval of the majority of the Board of Directors at a regular or specially called meeting, all other amendments to these Bylaws shall be approved at any meeting of the membership of this Association by the affirmative vote of two-thirds (2/3) of the REALTOR® and REALTOR-ASSOCIATE® Members present and voting, provided that a quorum is present, and provided further that written notice of the substance of any proposed amendment shall first have been sent to each Member at least thirty (30) days in advance of the meeting. This notice may be given through the Association's publication or by letter. However, when Bylaws amendments are mandated by NAR policy, these Bylaws may be automatically amended to reflect the mandate as of the effective date of the mandatory policy authorized by the National Association of REALTORS®. The Association shall provide notice of that change in a regular or special membership communication.

ARTICLE XVII Dissolution

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. ~~Any such assets not so disposed of shall be disposed of by the district court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.~~

*Approved 10-17-2012 OAR Annual Meeting
Amended by Board of Directors 2-7-2013 & 5-9-2013
Amended and approved by Board of Directors/Annual Meeting 9-24-2014
Amended by Board of Directors 10-31-15
Amended by approved by Board of Directors/Annual Meeting 10-5-16
Amended and approved by Board of Directors/Annual Meeting 10-3-17
Amended and approved by Board of Directors/Annual Meeting 10-10-18*