Constitution & Bylaws

Revised 09.21.2018
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ARTICLE I – Name and Purposes

Section 1. The name of this organization shall be Louisiana REALTORS®, hereinafter referred to as the “Association” or the “State Association.”

Section 2. The purposes of the Association are:

A. To promote the interest, dignity and character of the real estate business in the State of Louisiana.

B. To promote and maintain the highest standards of conduct in the transaction of real estate business as expressed in the Code of Ethics of the National Association of REALTORS®, and to enforce that code among its members in their dealings with one another and with the public.

C. To promote the welfare of property owners, tenants, buyers and, in general, the good of the people of the State of Louisiana.

D. To unite the members of the Association for the purpose of effectively exhorting a combined influence upon matters affecting real estate interests.

E. To provide a facility for education, research and exchange of information for those engaged in the real estate business in Louisiana.

ARTICLE 2 – Membership

Section 1. The members of this association shall consist of six classes: (1) Member Boards, (2) Association members, (3) At-Large REALTOR® members, (4) Institute Affiliate members, (5) Affiliate members, and (6) Honorary members.

Section 2. A Member Board shall be an association chartered by the National Association of REALTORS® within the state of Louisiana. All the REALTOR® and REALTOR-ASSOCIATE® members who hold primary membership in the member board shall hold membership in this association and the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. Association members shall be either REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate members of a Member Board in good standing.

Section 4. An At-Large REALTOR® member shall be any individual engaged in the real estate profession as a principal, partner, corporate officer, or branch office manager acting on behalf of the firm’s principal(s), and licensed or certified individuals affiliated with said REALTOR® member whose place of business is located in an area outside the jurisdiction of any Member Board who meets the qualifications for At-Large REALTOR® membership established in subsection (a) below. Secondary At-Large REALTOR® membership shall also be available to individuals who hold primary membership in an association in another state and who desire to obtain direct membership in the state association without holding membership in a local association in the state.
A. An applicant for At-Large REALTOR® membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the association through its membership committee or otherwise that he/she is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy*, has no record of official sanctions involving unprofessional conduct**, agrees to complete a course of instruction covering the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the committee, and shall agree that if elected to membership, he/she will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.

*No recent or pending bankruptcy is intended to mean that the applicant or any real estate firm in which the applicant is a sole proprietor, general partner, corporate officer, or branch office manager, is not involved in any pending bankruptcy or insolvency proceedings or, has not been adjudged bankrupt in the past three (3) years. If a bankruptcy proceeding as described above exists, membership may not be rejected unless the association establishes that its interests and those of its members and the public could not be adequately protected by requiring that the bankrupt applicant pay cash in advance for association and MLS fees for up to one (1) year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that an existing member initiates bankruptcy proceedings, the member may be placed on a "cash basis" from the date that bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.

**No record of official sanctions involving unprofessional conduct is intended to mean that the association may only consider:

1. judgments against the applicant within the past three (3) years of violations of (1) civil rights laws, (2) real estate license laws, and (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.

2. criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted, and (2) no more than ten (10) years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date.

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

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

*No record of official sanctions involving unprofessional conduct is intended to mean that the association may only consider:

1. judgments against the applicant within the past three (3) years of violations of (1) civil rights laws, (2) real estate license laws, and (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.

2. criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted, and (2) no more than ten (10) years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date.

C. The association will also consider the following in determining an applicant's qualifications for REALTOR® membership:

1. All final findings of Code of Ethics violations and violations of other membership duties in this or any other REALTOR® association within the past three (3) years
2. Pending ethics complaints (or hearings)
3. Unsatisfied discipline pending
4. Pending arbitration requests (or hearings)
5. Unpaid arbitration awards or unpaid financial obligations to any other association or association MLS
6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant’s firm

"Provisional" membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics; see Article II, Section 4(a) Note 2) provided all other qualifications for membership have been satisfied. Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six months from the date that provisional membership is approved. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration request pending, the association may condition membership on the applicant's certification that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the association to which the applicant has made application) and will abide by the decision of the hearing panel.
D. The board of directors (or its appointed designee) shall review and act on all applications for membership. An application may not be rejected without providing the applicant with an opportunity to appear before the board of directors to make such statements as he/she deems relevant. If the board of directors determines that the application should be rejected, it shall record its reasons with the secretary. If the board of directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.

E. The board of directors may adopt an application fee for REALTOR® membership in reasonable amount, not exceeding three times the amount of the annual dues for REALTOR® membership, which shall be required to accompany each application for REALTOR® membership and which shall become the property of the association upon final approval of the application.

F. Designated REALTOR® members. Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® member who shall be responsible for all duties and obligations of membership, including the obligation to arbitrate pursuant to Article 17 of the Code of Ethics and the payment of association dues as established in Article II of the Bylaws. The "designated REALTOR™" must be a sole proprietor, partner, corporate officer, or branch office manager acting on behalf of the firm's principal(s) and must meet all other qualifications for REALTOR® membership established in Article II, Section 4 of the Bylaws.

G. Any At-Large REALTOR® member of the association may be disciplined by the board of directors for violations of these Bylaws, the Code of Ethics, or other duties of membership, after a hearing as described in the Code of Ethics and Arbitration Manual of the association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS®, as set forth in the Code of Ethics and Arbitration Manual of the National Association.

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

I. In any action taken against a REALTOR® member for suspension or expulsion under Section 4(h) hereof, notice of such action shall be given to all REALTORS® employed by or affiliated as independent contractors with such REALTOR® member and they shall be advised that the provisions in Article II, Section 4(h) shall apply.

Section 5. Institute Affiliate members shall be individuals who hold a professional designation awarded by an Institute, Society, or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society, or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® or REALTOR-ASSOCIATE® membership, subject to payment of applicable dues for such membership.

Section 6. Affiliate members shall be real estate owners and other individuals or firms who are Affiliate members of Member Boards.

Section 7. Honorary members shall be individuals other than those engaged in the real estate business who have contributed notably to this association.

ARTICLE 3 – Membership Dues

Section 1. The annual dues of each Member Board, as defined in Section 1 of these Bylaws, (1) shall equal the amount of Member Dues, to be determined by the Board of Directors on an annual basis, times the number of REALTOR® and REALTOR-ASSOCIATE® Members who hold primary membership in the Board, and (2) shall also equal the amount of Member Dues times the number of real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with REALTOR® Members who are not themselves REALTOR®, REALTOR-ASSOCIATE® or Institute Affiliate Members. In calculating the dues payable by a Member Board, nonmembers, as defined in the preceding sentence, shall not be included in the computation of dues if dues have been paid in another Board in the State, provided the Board notifies the Association in writing of the identity of the Board to which dues have been remitted.

Section 2. The annual dues of each At-large REALTOR® Member actively engaged in the real estate business from areas not within the jurisdiction of a Member Board shall be (1) an amount, which shall be determined by the Board of Directors on an annual basis, times the number of real estate salespersons and licensed or certified appraisers who (a) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such At-large REALTOR® Members, and (b) are not themselves REALTORS®, REALTOR-ASSOCIATES®, or Institute Affiliate Members provided, however, if two or more REALTORS® are principals of the same firm, partnership or corporation, then only that REALTOR® designated from time to time in writing by the firm, partnership or corporation shall be required to pay that portion of the dues which is computed on the basis of the real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with such firm, partnership or corporation. The term "Designated REALTOR®" shall be as defined by the NATIONAL ASSOCIATION OF REALTORS®.
Section 3. Limited Function Referral Office (LFRO): The annual dues of each designated REALTOR® Member actively engaged in the real estate business from areas not within the jurisdiction of a Member Board shall be (1) an amount as established by the Board of Directors plus (2) an amount as established by the Board of Directors times the number of real estate salespersons and licensed or certified appraisers who (a) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® member, and (b) are not REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate Members. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business (except as provided for in Section 2 [A] hereof) provided that the licensee is not otherwise included in the computation of dues payable by the principal, partner, corporate officer, or branch office manager of the entity.

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

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

Section 4. Upon payment to the Association of the dues required under A, B and C above, each REALTOR® and REALTOR-ASSOCIATE® Member of Member Boards within the State, and each At-large REALTOR®, At-large REALTOR-ASSOCIATE®, and Institute Affiliate Member from areas not within the jurisdiction of a Member Board within the State shall be deemed a REALTOR®, REALTOR-ASSOCIATE® or Institute Affiliate Member, as the case may be, in good standing of the Association. Upon payment of dues required herein, the individual making such payment shall be deemed a Member as designated in good standing of the Association.

Section 5. The annual dues of at large REALTOR® members shall be due and payable on the first day of November for the following year.

Section 6. Dues for initial REALTOR® and REALTOR-ASSOCIATE® membership must be submitted to the Association by the fifteenth (15) of the subsequent month in which the individual became a Board Member. Dues for REALTOR® and REALTOR-ASSOCIATE® Members will be pro-rated monthly from the month in which the individual becomes a Board Member.

Section 7. Dues not received within thirty (30) days from the date due and payable may subject a Member Board or other Members to suspension by action of the Board of Directors. Dues not received within sixty (60) days from the date due may subject a Member Board or other Members to expulsion by action of the Board of Directors. Dues not received within ninety (90) days from the date due shall result in penalties to that Member Board or other Members. Fifteen (15) days prior to January 31, the Association shall notify those Member Boards...
or other Members in writing who have not yet submitted dues of the resulting penalties in the event dues are not received by the Association.

Section 8. Annual dues not received in the Association’s offices by February 15, based on the January 31 member count, will be considered delinquent and shall result in the assessment of a $5.00 per member penalty assessed upon reinstatement. The Member Board shall remit all dues that have been received to date to the Association. The Louisiana REALTORS® Association shall notify the Member Board or other Members of the delinquency within fifteen (15) days of the delinquency. Delinquent Member Boards or other Members will automatically be expelled on the last day of February and may show just cause as to why said delinquent Member Board or other Members should not be dropped from membership at the first regularly scheduled meeting of the Board of Directors of the Association following the February 15 delinquent deadline. In the event said delinquent Member Board or other Members do not show cause, or causes, acceptable to the Board of Directors, the Board of Directors shall drop said Member Board or other Members from membership.

Section 9. By January 31 of each year, Member Boards shall file with the Association, in such format as shall be determined by the Louisiana REALTORS® a list of its primary REALTOR®, REALTOR-ASSOCIATE® and Institute Affiliate Members and the real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with such REALTOR® Members, as of January 31, certified by the President and Secretary of the Board, and that Member Board shall pay dues for the current year on the basis of such list; provided, however, that adjustments shall be made each month for Members dropped or enrolled by the Member Board during the preceding month. On a monthly basis, the Member Board shall report to the Association the names and addresses of REALTORS®, REALTOR-ASSOCIATES® and Institute Affiliate Members dropped or enrolled during the preceding month, and pay appropriate fees for new members.

Section 10. The annual dues of each Institute Affiliate member shall be as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

NOTE: The Institutes, Societies, and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate members ($75). The National Association shall credit $25 to the account of a local association for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the $25 amount will be credited to the COB, unless the Institute Affiliate member directs that the dues be distributed to the other association. The National Association shall also credit $25 to the account of state association for each Institute Affiliate member whose office address is located within the territorial jurisdiction of the state association. Local and state associations may not establish any additional entrance, initiation fees, or dues for Institute Affiliate members, but may provide service packages to which Institute Affiliate members may voluntarily subscribe.
ARTICLE 4 - Board of Directors

Section 1. The Board of Directors shall have general control and supervision over the affairs of the Association, its departments, divisions and committees and shall have full power to create such departments, divisions and committees as in their judgment and discretion may deem best.

Section 2. The Board of Directors may approve a bond, if any is required, to be furnished by the person or persons entrusted with the funds of this Association and its departments, divisions and committees. The Board of Directors shall have full power to borrow money, to issue notes, bonds or certificates of indebtedness as may be deemed necessary to carry out the objectives and purposes of this Corporation.

Section 3. The Board of Directors shall have the full power to adopt, repeal, alter and amend the Bylaws, and may adjust dues, at pleasure, provided that notice of such proposed changes be communicated to each Director at least ten (10) days prior to the meeting; to enact rules and regulations for the proper conduct of the Association; and to provide penalties for the infractions thereof.

Section 4. The Board of Directors shall meet at least three (3) times each year. Special meetings of the Board of Directors may be called at any time by the President or by twenty (20) percent of the Directors with ten (10) calendar days written or electronic notice.

Section 5. In order to be considered present at a Board of Director's meeting, each Member of the Board of Directors will be required to sign in at the beginning of the meeting.

Section 6. An unexcused absence from one (1) regular meeting shall be construed as an automatic resignation by an elected Director. Vacancies created by an elected local association designated director shall be filled for the remainder of the term by the local association, provided the replacement director meets the established criteria for serving as a director. Upon verification of the reason for the absence, the seven officers shall determine whether the absence be excused.

Section 7. A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting shall be the acts of the Board of Directors.

Section 8. Official action outside of a meeting: the Board of Directors may take official action outside of a meeting that shall be binding on the association provided that the officers of the association have concurred unanimously and in writing that the action outside of a meeting of the Board of Directors is necessary, either because the action cannot wait until the next scheduled meeting and calling a special meeting is impractical, or because of exigent circumstances exist that require that a scheduled meeting be cancelled and the action cannot wait until the meeting can be rescheduled.

Section 9. The affairs of the Association shall be governed by the Board of Directors, composed of not less than 50 REALTORS® and REALTOR-ASSOCIATES®. Any member who is in good standing for five consecutive years is eligible to serve on the Board of Directors. Starting in 2019 and thereafter, each Louisiana REALTORS® Director shall meet all qualifications and complete at least one Louisiana REALTORS® offered Board Orientation prior to
attending their first meeting of the Board of Directors. Attendance may be via a live course or a course offered by remote means (i.e. webinar, online class, etc.).

a. The Board of Directors shall be composed of the following:

1. The President, President-elect, Secretary-Treasurer and Regional Vice Presidents elected from each of the regions created by the Board of Directors.

2. The Division Directors, as appointed by the President of the Association.

3. The Immediate Past President.

4. Local Association Designated Positions

   a. Local Association President and President-Elect or Designee

   Each local association shall be entitled to submit the name of the incoming year’s president and president-elect who shall meet the established criteria, or a designee from the local association who shall meet the established criteria, in the event the president or president-elect chooses or is unable to serve. However, the requirement to be member in good standing for five consecutive years shall not be applicable to these positions. The term shall be for one year.

   b. Local Association Directors Based On Membership Number Allocations

   Local Association Directors based on membership number allocations for each association shall be duly elected by the local association. Any vacancy shall be filled by an election by the board of directors of the local association for which the vacancy occurs. Local Association Director allocations shall be based on the membership of the local association on April 1st of the year preceding the election of the Board of Directors. The number of Local Association Directors will be determined as follows:

   1. Local associations are entitled to an additional director, then;

   2. Local associations exceeding 1,000 REALTOR® members are entitled to two (2) additional directors for each additional 1,000 members.

   c. By May 31st of each year, the Louisiana REALTORS®, based on April 1 membership count of REALTOR® and REALTOR-ASSOCIATES® according to the National Association of REALTORS® Database, shall give notification to its local associations of the number of director positions available. By December 1st, the local
associations shall submit the names of members elected for the number of
positions available. The term shall be for one year.¹

5. At Large Directors

REALTOR® members who meet the established criteria are eligible to place their names in
nomination for the at large state director positions to serve two-year staggered terms. There
shall be twelve (12) positions available. Any vacancy shall be filled by the candidate who received
the highest number of votes but who was not elected to an At Large Director position at the
election which the director who is vacating the position was elected.

6. Specialty Directors

a. Association Executive

The local association executives of the Louisiana REALTORS® shall appoint an association
executive of a local association in Louisiana, to serve on the Board of Directors and the
Executive Committee as a nonvoting member for a 1-year term.

b. LARPAC Representative

The chairman of LARPAC, if he/she meets the established criteria, shall serve a one-year
term on the Board of Directors. If the incoming chairman of LARPAC does not meet the
established criteria or is unable to serve, the LARPAC Trustees shall appoint a current
Trustee, who meets the established criteria, to serve on the Board of Directors for a
period of one year.

c. Commercial Representatives

The President shall appoint two (2) directors, who meet the established criteria, to serve
one-year terms on the Board of Directors.

d. Appraisal Representative

The President shall appoint one (1) director, who meets the established criteria, to serve
a one-year term on the Board of Directors.

e. Past State President

The Past State President’s Team shall elect one (1) director, who meets the established
criteria, to serve a one-year term on the Board of Directors. The candidate shall have
attended at minimum of one (1) Louisiana REALTORS® business meetings in each of the
last three (3) years to qualify for the Past State President director position on the Board

¹ A proviso was adopted at the Friday, September 21, 2018, Board of Directors meeting of Louisiana REALTORS® to begin the one
year term for Local Association Directors seated in 2019 and thereafter. Therefore, those who were elected/appointed in 2018 and
prior to 2018 will serve a two (2) year term and those elected/appointed in 2019 and thereafter will serve a one year term.
of Directors of Louisiana REALTORS®. Proxy voting is not permitted. The Past Presidents Team shall be made up of all Past Presidents of Louisiana REALTORS®.

f. Large Firm Director

Any Louisiana REALTORS® brokerage firm that is a member of the National Association of REALTORS® top 75 largest firms shall designate one (1) director to serve a one-year term on the Board of Directors.

g. Louisiana NAR Directors

Beginning in 2019 and thereafter, all Louisiana Directors of the National Association of REALTORS® serving in the National Association of REALTORS® director categories below and who meet the established criteria shall serve on the Louisiana REALTORS® Board of Directors for the duration of their national term. These National Association of REALTORS® director categories are as follows:

1. Affiliate National President.
2. Affiliate National Representative.
3. Committee Liaison.
4. Executive Committee Representative.
5. Large Board Representative.
6. Large Firm Representative.
7. Leadership Team.
8. Presidential Appointee.
9. Regional Vice President.
10. State Allocated Director.

h. Vacancies of Specialty Directors

Replacements shall be made by the president after consultation with the specialty group for which the vacancy occurs for the remainder of the term.

Section 10. Board of Directors Candidate Process

Louisiana REALTORS® shall notify its local associations of vacancies occurring in local association designated positions for the following year.

By August 1 of the preceding year in which candidates for the position of state director are to be seated, local associations shall submit the names of qualified local association candidates.
ARTICLE 5 - Executive Committee

Section 1. There shall be an Executive Committee consisting of the President, President-elect, Secretary-Treasurer, a Regional Vice President from each of the regions created by the Board of Directors, Division Directors, the immediate past President, LARPAC Chair, and the CEO who shall serve ex-officio. The local association executives of the Louisiana REALTORS® shall appoint an association executive of a local association in Louisiana, to serve on the Board of Directors and the Executive Committee as a nonvoting member for a 1-year term.

Section 2. The President shall act as Chair of the Executive Committee. In the absence of the President, the President-elect shall preside at such meetings. In addition to regularly scheduled meetings, the Executive Committee shall meet prior to each meeting of the Board of Directors. Other meetings of the Executive Committee may be held at the call of the President upon the request of a majority of the Executive Committee’s voting members. At any meeting of the Executive Committee, fifty (50) percent of its voting members shall constitute a quorum.

Section 3. Official action outside of a meeting: The Executive Committee may take official action outside of a meeting provided:

A. The officers of the association have concurred unanimously and in writing that the action outside of a meeting of the Executive Committee is necessary, either because the action cannot wait until the next schedule Executive Committee meeting and calling a special meeting is impractical, or because exigent circumstances exist that require that a scheduled meeting be cancelled and the action cannot wait until the meeting can be rescheduled.

B. A majority of the members of the Executive Committee participate in the decision by casting a ballot on the form furnished by the staff within the time established by the officers for the polls to be open to receive their votes.

Section 4. The Executive Committee shall conduct the affairs of the Association in accordance with the Charter, Bylaws, policies and instructions of the Board of Directors. For any decision or action required at a time between meetings of the Board on any matter for which the Board of Directors has not established a policy or instructions, the Executive Committee is authorized to take such action and make such decisions as will carry out the objectives and purposes of the Association as expressed in the Charter and Bylaws.

Section 5. The Executive Committee shall, from time to time, prepare and submit to the Board of Directors specific plans to make the Association and its programs useful and of practical assistance to the members.

Section 6. All members of the Executive Committee, elected or appointed, shall be required to attend all meetings of the Executive Committee and the Board of Directors.

Section 7. Members of the Executive Committee may be entitled to excused absences, which absences shall be submitted in writing and approved by the Executive Committee for good and sufficient reason. Absence from meetings because of conflict of attendance at other business-related matters of the Association shall not constitute an absence, if approved by the Executive Committee.
Section 8. For just cause, any member of the Executive Committee may be removed from said office by a two-thirds (2/3rds) vote of the Board of Directors at a regular or special meeting at which a quorum is present. An investigation of the cause shall be conducted by the Executive Committee, and their recommendations shall be given in writing to the Board of Directors at least ten (10) days before the meeting at which this vote is to be taken.

Section 9. Division Directors

A. Prior to his or her year as President, the President-elect shall appoint five (5) Division Directors, who shall be REALTOR® or REALTOR-ASSOCIATE® Members to serve a one-year term during that presidency.

B. Division Directors shall serve as liaisons to the taskforces within their division to provide a communications network among the Board of Directors, the officers and the Executive Committee.

C. The President-elect shall serve as the Chair of the Operations Division.

ARTICLE 6 - Officers

Section 1. The elected Officers of the Louisiana REALTORS® Association shall be a President, President-elect, Secretary-Treasurer and Regional Vice Presidents.

Section 2. Elected officers shall be REALTOR® or REALTOR-ASSOCIATE® members.

Section 3. Until December 31, 2019, candidates for president, president-elect and secretary-treasurer shall meet the following criteria on or before January 1 of the upcoming April election:²

A. A REALTOR® in good standing for the past six years;

B. Served on Strategic Planning or Finance Team or served as Regional Vice President in the past six years;

C. Actively served on at least two Louisiana REALTORS® workgroups/teams/taskforces or the Louisiana REALTORS® Political Action Committee during the past six years with attendance verified and;

D. Served on Board of Directors for one full term in the past six years;

E. Served in a leadership position in state, local, or community organizations or graduated from a certified leadership-training program during the past six years.

Effective January 1, 2020, candidates for President, President-Elect, and Secretary-Treasurer shall meet the following criteria on or before January 1st of the upcoming April election:

A. A REALTOR® in good standing for the past five years;

² When the changes become effective on January 1, 2020, the existing criteria will be removed from the Bylaws.
B. In the past six years, served on or as one of the following:

1. Strategic Planning Team.
2. Finance Team.
3. Executive Committee.
4. Regional Vice President.

C. Actively served on at least two Louisiana REALTORS® workgroups/teams/taskforces or the Louisiana REALTORS® Political Action Committee during the past six years with attendance verified and;

D. Served on Board of Directors for two years in the past six years;

Section 4. Regional Vice Presidents shall be elected by their respective regions for a one-year term and candidates shall meet the following criteria on or before January 1 of the April election year:

A. REALTOR® in good standing for the past five years;
B. Served as a member of the board of directors for two of the past five years.
C. Served as a local board officer or director at any time.

Section 5. In the event that a vacancy occurs in one of the elected offices, the person filling the vacancy is not precluded from filing for election to that position the following year. In the event an officer is unable to perform his or her duties for a period of more than 30 days, the Executive Committee at its next meeting shall make a determination whether the office has been vacated.

If a vacancy occurs in the position of president by virtue of death, resignation or otherwise, the immediate past president shall, at his/her option, either assume the role of president for the remainder of the term of office or remain in the role of immediate past president, in which case the Executive Committee shall elect a successor.

Section 6. Nominations/Elections for Officers and Regional Vice Presidents of the Louisiana REALTORS® (“Association”)“

A. Nominations

1. Qualifications for President-Elect, Secretary Treasurer, and Regional Vice President and a timeline from notice to election will be posted on the Louisiana REALTORS® website.

2. The job description and qualifications for Regional Vice President shall be distributed to the REALTOR® members of the region electronically in advance of the regional caucuses and in writing at the beginning of each regional caucus.

3. Any REALTOR® member who meets the qualifications for either President-Elect, Secretary Treasurer, or Regional Vice President and wishes to be considered for an office shall submit his/her name to the Louisiana REALTORS® on the appropriate application by March 1 of the election year.

4. The staff of the Louisiana REALTORS® shall review each officer and regional vice president candidate application to ascertain which candidates meet the established criteria to serve. Any
application for a candidate not meeting the established criteria shall be returned to the REALTOR® member along with an explanation as to why the candidate does not meet the established criteria.

In the event the candidate does not agree with the rejection of his/her application, the candidate may appeal within thirty days to the Executive Committee of the Louisiana REALTORS®.

5. A copy of each application submitted by a qualified candidate for Regional Vice President shall be forwarded to the seated Regional Vice President for that region and to each local association in that region.

6. Qualified candidates for the office of Regional Vice President will submit materials supporting their candidacy to be published on the Louisiana REALTORS® website.

7. In the event that no qualified nominee exists for an office at the time of the deadlines for submitting nominations for timely review as required in this article, the nomination of qualified candidates may be made from the floor at the meeting at which the election is held.

B. Elections

1. Board of Directors
   a. The election of the qualified candidates for the Board of Directors shall be by vote of the Board of Directors at the fall business meeting of the Association. A majority vote shall rule, except in the election of At-Large Directors. The Directors so elected shall take office at the beginning of the calendar year following their election.
   b. Failure to elect at the time specified shall not be regarded as a forfeiture of these Bylaws, but the Board of Directors then in office shall continue to hold office until the next Board of Director's meeting at which an election is held.

2. Officers
   a. The name of each qualified candidate will be placed on a ballot in alphabetical order.
   b. The general election of qualified candidates for Officers will be by ballot vote of the Board of Directors at the spring business meeting. A majority vote shall rule.

3. Regional Vice Presidents
   a. The name of each qualified candidate will be placed on a ballot, and each candidate will have an opportunity to address REALTOR® members at the caucus of the spring business meeting.
   b. The qualified candidates for the position of Regional Vice President will be elected for a one-year term by the region at its Regional Caucus held at the spring business meeting.
c. If a vacancy occurs in the positions of president-elect, secretary-treasurer, or regional vice president by virtue of death, resignation or otherwise an election will be held to fill the position of president-elect in the following year.

ARTICLE 7 – Louisiana Appointments to the National Association of REALTORS®

Section 1. Election of National Association of REALTORS® Directors from Louisiana REALTORS®

A. The Association shall notify its Member Boards and REALTOR® Members by electronic mail of the expiring terms of its elected Louisiana directors of the NATIONAL ASSOCIATION OF REALTORS® and regional vice president of Region 10 (Texas/Louisiana) of the NATIONAL ASSOCIATION OF REALTORS® for the subsequent year. Each Member Board and elected members of the Board of Directors will be encouraged to submit the names of candidates for these vacancies. The names of candidates shall be submitted to the Louisiana REALTORS® as requested.

B. Candidates seeking to run for a National Association of REALTORS® Director elected position for a term beginning after 2019 and thereafter shall meet all National Association of REALTOR® criteria and the following:

1. A REALTOR® in good standing for five (5) years.

2. Served on the Board of Directors of the Louisiana REALTORS® three (3) out of the last five (5) years.

3. Attended at least two (2) of either the National Association of REALTORS® Conference and Expo or REALTORS® Legislative Meeting & Trade Expo meetings within the past four (4) years.

4. Served a minimum of one (1) year on the Louisiana REALTORS® Executive Committee.

C. The National Association of REALTORS® State Directors shall be elected for a three (3) year term by the Louisiana REALTORS® Board of Directors during the Fall Governance Meeting.

D. Any additional National Association of REALTORS® Director positions based upon the National Association of REALTORS® Director entitlement counts determined on an annual basis shall be elected by the Louisiana REALTORS® Board of Directors to serve a minimum of one (1) year or a maximum of three (3) years.

E. Any REALTOR® member who serves as an Association elected Director of the National Association of REALTORS® may not serve more than six (6) years as a Director of the National Association of REALTORS®. Service as Region 10 Regional Vice President shall not count towards this limitation on service.

F. Persons shall submit names and requested information for the Louisiana REALTORS® elected directors positions of the National Association of REALTORS® must be received forty-five (45) days prior to the election.
G. Candidates meeting the criteria for the Louisiana REALTORS® elected directors of the National Association of REALTORS® shall be listed on the Louisiana REALTORS® website.

Section 2. Election of National Association of REALTORS® Region 10 (Texas/Louisiana) Regional Vice President

A. The Association shall notify its Member Boards and REALTOR® members by electronic mail of the expiring terms of its Region 10 (Texas/Louisiana) Regional Vice President. Each Member Board and members of the Board of Directors shall be encouraged to submit the names of candidates for these vacancies. The names of candidates shall be submitted to the Louisiana REALTORS® in the manner Louisiana REALTORS® requires.

B. Members of the Louisiana REALTORS® seeking to run for the National Association of REALTORS® Region 10 Vice President shall have served as President of the Louisiana REALTORS® and meet any qualifications established by the National Association of REALTORS® for the position.

C. For a member of the Louisiana REALTORS® to serve as a National Association of REALTORS® Region 10 Vice President, the member shall be elected by the Louisiana REALTORS® Board of Directors for a term of one (1) year.

D. Louisiana REALTORS® shall request applications be submitted by members of the Louisiana REALTORS® seeking to serve as Region 10 Regional Vice President of the National Association of REALTORS® in order to meet timelines set by the National Association of REALTORS®.

E. Candidates meeting the criteria for the Louisiana REALTORS® Region 10 Regional Vice President of the National Association of REALTORS® shall be listed on the website of Louisiana REALTORS®.

ARTICLE 8 – General Membership Meetings

Section 1. The annual general membership meeting of the Association shall be held in conjunction with the fall business meeting of the Board of Directors.

Section 2. Other general membership meetings may be called by the Board of Directors or by petition of five percent (5%) or more of the members. Any call for a meeting shall state the purpose, time and place of the meeting, and shall be issued at least thirty (30) days in advance of said meeting.

Section 3. One hundred (100) directors and members shall constitute a quorum at general membership meetings.

Section 4. Notice of all meetings shall be given by regular or electronic mail and by publication on the Association’s website.

ARTICLE 9 - Fiscal Year

The fiscal year of the Association shall be the calendar year.
ARTICLE 10 – Professional Standards Membership Qualifications

Section 1. Louisiana REALTORS® will consider the following in determining an applicant's qualifications for REALTOR® membership:

A. All final findings of Code of Ethics violations and violations of other membership duties in any other association within the past three (3) years.
B. Pending ethics complaints (or hearings).
C. Unsatisfied discipline pending.
D. Pending arbitration requests (or hearings).
E. Unpaid arbitration awards or unpaid financial obligations to any other association or association MLS.

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

Section 3. New Member Code of Ethics Orientation: Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one year or less. Failure to satisfy this requirement within 180 days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of Provisional membership.

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

Section 4. 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 hours and thirty minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another association, 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-year cycle shall not be required to complete additional ethics training until a new two-year cycle commences.

Failure to satisfy this requirement shall be considered a violation of a membership duty. Failure to meet the requirement in any two 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 year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

Section 5. Obligation to appear before Professional Standards panels: If a Member resigns from the Board 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 ethic 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®.

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®.

Section 6. Under certain circumstances, allegations of ethical violations and controversies concerning REALTORS® and REALTOR-ASSOCIATES® may be submitted to the Louisiana REALTORS® by local associations. These situations shall be processed according to the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS® and all optional provisions of that Manual that the Louisiana REALTORS® has adopted will control. This provision is not designed to relieve the local association of its primary responsibility in enforcing the Code of Ethics but is designed to provide a due process hearing in cases where unusual circumstances exist.

ARTICLE 11 – 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 a 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 12 – Professional Standards

Section 1. A local association, prior to referring an ethics complaint or arbitration request for review to Louisiana REALTORS®, shall exhaust all efforts to impanel an impartial tribunal to conduct either the original hearing, appeal or procedural review. These efforts may include the appointment of knowledgeable members of the State Association on an ad hoc basis to serve either on a Hearing Panel or on behalf of the Executive
Committee. If, because of notoriety, etc., the local association cannot impanel an impartial tribunal, the local association may refer the matter to Louisiana REALTORS® and Louisiana REALTORS® may delegate to another local association the authority to hear the case on behalf of Louisiana REALTORS®. No local association, however, may be required to accept this delegation of authority. If no other entity is amenable to conducting the review, the Louisiana REALTORS® shall be responsible for conducting the hearing.

Section 2. Allegations of unethical conduct and contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® and between REALTORS® and their customers or clients may be submitted to an ethics or arbitration panel at the State Association level under the following circumstances:

A. Allegations of unethical conduct made against a REALTOR® or REALTOR-ASSOCIATE® who is directly a member of Louisiana REALTORS® and not a member of any local association.

B. Allegations of unethical conduct made against a REALTOR® or REALTOR-ASSOCIATE® in the instance in which the local association, because of size or other valid reason, determines that it cannot provide a due process hearing of the matter and petitions the Louisiana REALTORS® to conduct a hearing.

C. Contractual disputes (and special non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are not members of the same local association where the matter has been referred to the Louisiana REALTORS® by both local associations.

D. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are directly members of the Louisiana REALTORS® and are not members of any local association.

E. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between a REALTOR® who does not hold membership in any local association, but is directly a member of the Louisiana REALTORS® and a REALTOR® who is a member of a local association.

F. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTOR® Members of the same local association where the local association with good and sufficient reason is unable to arbitrate the dispute. (Explanation: This provision is not designed to relieve a local association of its primary responsibility to resolve differences arising between members of the same local association. The section recognizes that in some local associations with limited membership usual arbitration procedures may be impossible).

G. Contractual disputes between a customer or a client and a REALTOR® where the local association with good and sufficient reason is unable to arbitrate the dispute or the REALTOR® is a direct member of Louisiana REALTORS®.

ARTICLE 13 – Fines & Expulsions

Section 1. It shall be the duty of every member to call to the attention of the Board of Directors, through its President, any misconduct of a fellow member of the Association, which may be within his personal knowledge, or about which he may be credibly informed.
Section 2. It shall be the duty of the Board of Directors to make an investigation of the charges so filed and, if the member is found guilty of such misconduct, the Board of Directors shall have the power to fine or expel such member from this Association.

ARTICLE 14 – Use of Terms REALTOR®, REALTORS® and REALTOR-ASSOCIATE®

Section 1. Use 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 State 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 the state of Louisiana 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® and REALTORS® in connection with their business so long as they remain REALTOR® Members in good standing. No other class of members shall have this privilege.

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

Section 4. REALTOR-ASSOCIATE® Members of the State Association shall have the right to use the term REALTOR-ASSOCIATE® so long as they remain REALTOR-ASSOCIATE® Members in good standing and the REALTOR® Member with whom they 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 (REALTOR® “R”) of the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE 15 - Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the Association may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

ARTICLE 16 - Proxies

The use of written proxies is not permitted at any of the Association meetings.
ARTICLE 17 – Meeting Participation by Teleconference and Videoconference

Section 1. Videoconference: Meetings of any committee, team, or workgroup may employ videoconference technology for member participation in meetings provided that the technology allows all participating members to see and hear each other.

Section 2. Teleconference: Meetings of any committee, team, or workgroup may employ teleconference technology for member participation in meetings provided that the technology allows all participating members to hear each other.

Section 3. Special rules of order: Use of videoconference and teleconference technology shall be subject to any special rules of order adopted by the assembly employing it as may be requisite to ensure the integrity of the deliberative process.

ARTICLE 18 – Dissolution

The Association may be dissolved or liquidated by a record vote of two-thirds (2/3rds) of its REALTOR® or REALTOR-ASSOCIATE® members present at a special meeting called for that purpose. At least thirty (30) days’ notice of this meeting shall be provided to each member using the most recent contact information available to the Association.

Upon the dissolution or winding up of the affairs of the Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the National Association of REALTORS® or to the Member Boards, pro rata, based upon membership numbers at the time of dissolution. If distribution to these specified organizations is not possible, the remaining assets may be distributed by the Board of Directors to any other non-profit and tax exempt organization or organizations.

ARTICLE 19 – Harassment

Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an Association or MLS employee or Association officer or director after an investigation in accordance with the procedures of the Association.

As used in this section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the president, president-elect and CEO and, when necessary, one member of the Executive Committee selected by the highest-ranking officer not named in the complaint, upon consultation with legal counsel for the Association. Disciplinary action may include any sanction authorized in the Association’s Code of Ethics and Arbitration Manual. If the complaint names the president, president-elect or CEO, they may not participate in the proceedings and shall be replaced by the immediate past president or, alternatively, by another member of the Executive Committee selected by the highest-ranking officer not named in the complaint.
ARTICLE 20 – Amendment to Bylaws

Section 1. These Bylaws may be amended by a two-third (2/3) vote of the Board of Directors present and qualified to vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting.

Section 2. These bylaws may be amended by the Board of Directors by a two-thirds vote in an action taken outside a meeting provided that all requirements for taking action outside of a meeting have been met.