

**Bylaws
of the
Iowa Association of REALTORS®,
INCORPORATED**

Article I – Name and Objects

Section 1. The name of this organization shall be: The Iowa Association of REALTORS®, Incorporated, hereinafter referred to as the association.

Section 2. The objects of this association shall be to unite local associations of REALTORS®, hereinafter referred to as associations*, their members, and REALTOR® members in the state of Iowa for the purpose of exerting effectively a combined influence upon matters affecting real estate, to elevate the standards of the real estate business throughout the state and the professional conduct of persons engaged therein.

*As used herein, the term “association(s)” refers to boards and associations.

Article II – Membership

Section 1. The members of this association shall consist of the following classes: Member Boards, REALTOR® members, Institute Affiliate members, Affiliate members, Emeritus members, and Employees.

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

Section 3. A REALTOR® member shall be any individual engaged in the real estate profession as a principal, partner, corporate officer, or branch office manager acting on behalf of the firm’s principal(s), and licensed or certified individuals affiliated with said REALTOR® member whose place of business is located in an area outside the jurisdiction of any Member Board who meets the qualifications for REALTOR® membership. Secondary 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) 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. Member boards shall transmit the fee with the dues of the new member.

- (b) 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.
- (c) Any REALTOR® member of the association may be disciplined by the Board of Directors for violations of these Bylaws, the Code of Ethics, or other duties of membership, after a hearing as described in the Code of Ethics and Arbitration Manual of the association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS®, as set forth in the *Code of Ethics and Arbitration Manual* of the National Association.
- (d) 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, or management control is relinquished, 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, or unless the REALTOR® who is suspended or expelled removes himself from any form or degree of management control of the firm for the term of the suspension or until readmission to membership, whichever may apply. Removal of an individual from any form or degree of management control must be certified to the association by the member who is being suspended or expelled and by the individual who is assuming management control, and the signatures of such certification must be notarized. In the event the suspended or expelled member is so certified to have relinquished all form or degree of management control of the firm, the membership of other partners, corporate officers, or other individuals affiliated with the firm shall not be affected, and the firm, partnership or corporation may continue to use the terms REALTOR® and REALTORS® in connection with its business during the period of suspension or until the former member is admitted to membership in the association. The foregoing is not intended to preclude a suspended or expelled member from functioning as an employee or independent contractor, providing no management control is exercised. Further, the membership of REALTORS® other than principals who are employed 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 unless connection of the disciplined member with the firm, partnership, or corporation is severed, or management control is relinquished, 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 other than a sole proprietor in a firm, partner in a partnership, or an officer of a corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

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

- (e) In any action taken against a REALTOR® member for suspension or expulsion under Section 4(d), 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(d) 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® membership, subject to payment of applicable dues for such membership.

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

Section 7. Emeritus members shall be individuals designated by a Member Board through NAR procedure that will be recognized by the association.

Section 8. Those persons who are currently employed in an executive, administrative or management capacity by the Iowa Association of REALTORS® or by a member board of the association, or by an Institute, Society or Council of the Iowa Association, shall be eligible for individual membership without payment of dues, and shall be entitled to all rights and privileges, of individual membership except the right to use the term REALTOR® or to vote.

Section 9. Voting members of the Iowa Association of REALTORS® must be Iowa Real Estate licensees or licensed or certified appraisers, who are members in good standing as defined in Article III below.

Article III – Dues and Fees

Section 1. The annual dues of each Member Board shall be (1) an amount as established by the Board of Directors times the number of REALTOR® members who hold primary membership in the association, plus (2) an amount as established by the Board of Directors times the number of real estate salespersons and licensed or certified appraisers employed by or

affiliated as independent contractors with REALTOR® members of the association who are not themselves REALTOR®, 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 association in the state or another state provided the association notifies the State Association in writing of the identity of the association to which dues have been remitted.

Section 2. The annual dues of each designated REALTOR® member actively engaged in the real estate business from areas not within the jurisdiction of a Member Board shall be (1) an amount as established by the Board of Directors 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® 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.

Section 3. The annual dues of REALTOR® members shall be as determined annually by the Board of Directors.

Section 4. 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 of to the National Association for Institute Affiliate members. The National Association shall credit 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 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 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.

Section 5. An Affiliate who desires to join a local board affiliate may also join the State Association as an Affiliate Member.

Section 6. In January of each year, State Association shall create a list of its REALTOR® and Institute Affiliate members from and the number of real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with such REALTOR® members. At the time such list is filed, each Member Board shall pay dues

for the current fiscal year based on such list, which dues shall be adjusted each month to reflect any net increase in the number of individuals licensed with REALTOR® members of the association who are not themselves REALTOR® or Institute Affiliate members. Member Board dues shall also be adjusted for new members enrolled by the association who were not previously licensed with a REALTOR® member of the association during the current fiscal year. Adjustments for new members shall be prorated quarterly and be due and payable within ten days after the new member's enrollment. Any Member Board or other member delinquent in payment of dues by more than thirty days may be dropped from membership in the association.

Section 7. Dues shall be payable January 1 of each year and delinquent as of March 1. New member dues may be pro-rated quarterly.

Article IV – Officers

Section 1. The Officers of the association shall be a President, President-Elect, First Vice-president, Second Vice President, Treasurer, and four (4) Ambassadors, all of which shall be voting members of the Board of Directors. The affirmation of Officers shall be at the IAR Annual Meeting. Newly elected Officers and Directors shall be installed at the IAR convention and assume office on January 1 of the next calendar year.

a. The officer line of succession shall be President, President-Elect, First Vice-President, and Second Vice President. If an Officer is unable to fulfill the total obligation of their term, the next Officer in the line shall move up and every subsequent Officer shall move up to the next vacant position. The Officer(s) who moves up to fill a vacant position shall fill the remainder of the term of that Officer's vacated position and fill the full term of office the subsequent year. (Example: If the First Vice-President resigns three months into office, the Second Vice-President would fill the remainder of the term of office and then fill the position of First Vice-President the next year).

1. The Second Vice-President or additional officer positions that become available due to an Officer in the line of succession not fulfilling their full term may remain open until the next regularly scheduled BOD meeting, IAR annual meeting, or upon a call by the President to host a special BOD meeting for the purposes of filling the vacant position.
2. The President shall move to the position of Immediate Past President. If the President was unable to fulfill their term of service and the President-Elect took the position of President on an interim basis, the Immediate Past President position shall remain vacant the following year.
3. The Treasurer and four (4) Ambassadors are not a part of the officer line of succession.

b. The President, President-Elect, and First Vice-President shall be deemed qualified by the Credentials Committee and affirmed by the IAR Board of Directors and membership at the IAR annual meeting. No application for the positions will be required

other than to prove the Officer is qualified to move to the next higher position in the officer line of succession.

1. An Officer is deemed qualified or unqualified as outlined in the provisions set forth in Article VIII. If the Officer shall be deemed unqualified or affirmed and cannot move to the next higher office in the officer line of succession, the Officer shall lose their current officer position and will not be eligible for election to an IAR officer position until they can be deemed qualified by the credential committee. Each subsequent Officer in the line of succession shall move up in a place of the unqualified Officer. An election may be called by the Leadership Team to fill the open position at the next regularly schedule IAR Board of Directors meeting or upon a call by the President to host a special BOD meeting for the purposes of filling the vacant position(s).

c. The Second Vice President, Treasurer, and four (4) Ambassadors are elective positions. Each position shall be elected in the manner set forth in Article VIII. The Second Vice President, Treasurer, and Ambassadors may apply to be placed on the ballot pursuant to the election procedures established in Article VIII. Any member wishing to apply for the position of Second Vice President, Treasurer, or Ambassador shall submit a completed application to the Credentials Committee for review. All candidates who possess the requisite credentials will be voted on by the Board of Directors at the IAR Summer Meetings.

- d. President, President-Elect, First Vice-president, Second Vice President shall serve one (1) year terms or until their successors are deemed qualified and are elected or affirmed. The treasurer shall serve for two (2) years with no more than three (3) consecutive terms. Ambassadors will serve rotating two-year terms – half will be up for election every year. The ambassador shall not have the position of Ambassador more than six (6) consecutive years.
- e. If no members apply for an officer position, the Board of Directors or IAR President will select a person to fill the officer position.

Section 2. 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 from time to time, defined in the IAR Operations Manual, and such as are required by law.

Section 3. The Board of Directors may employ a Chief Executive Officer who shall be the chief administrative officer of the association, who may be elected and serve as the elected secretary, subject to the President and the Leadership Team, and who shall perform such other duties as may be delegated to them by the Board of Directors and the Leadership Team. The CEO shall not be a voting member of the Board of Directors. The CEO may employ such other persons as may be necessary to conduct the activities of the association.

Section 4. The Board of Directors may retain legal and other professional counsel and fix the terms of compensation thereof.

Section 5. Officers and Directors shall be deemed to have submitted a resignation from their elected or appointed positions upon the occurrence of any of the following:

- A. Failure to abide by the Code of Ethics of the National Association of REALTORS®, or by the Constitution, bylaws, and rules and regulations of the local, state and national association, which failure results in a suspension or expulsion from membership in the association; or
- B. Failure to remain qualified as a REALTOR® member; or
- C. Failure to maintain an active license with the Iowa Real Estate Commission; or
- D. Incapacity by reason of mental or physical condition to the extent that the Officer or Director is unable or unwilling to fulfill the duties of the office for a period of ninety (90) days or more; or
- E. Convicted of a felony.

Section 6. Officers and Directors may immediately be removed from their respective office on motion of the Leadership Team and by approval of a two-thirds (2/3) majority of the Leadership Team. The Officer or Director may appeal to the Board of Directors who may overturn the removal by a simple majority vote of the Board of Directors present.

Section 7. Voluntary resignations shall become effective when submitted in writing.

Section 8. Leadership Team. The Leadership Team shall consist of the President, President-Elect, First Vice President, Second Vice President, Immediate Past President and Treasurer. The CEO shall serve as an Ex-Officio member of the Leadership Team and shall be a non-voting member.

Article V – Board of Directors

Section 1. The government of the association shall be vested in a Board of Directors, consisting of the following: the President, President-Elect, First Vice President, Second Vice President, Treasurer, the four Ambassadors, one member from each of the local boards elected at-large from within their local board, and the four most recent Past-Presidents who keep their membership in good standing.

Section 2. Director members from each of the Member Boards shall be elected by the Member Board. The local Member Board representatives shall be received and automatically placed upon the Board of Directors. Member Boards shall provide the association their local member board representatives by December 1 for placement on the next calendar year Board of Directors. The local board members shall have a term of one year.

NOTE: NAR recommends that the local member board representatives be the local Member Board President for the same calendar year of service on the IAR Board of Directors.

Section 3. The Board of Directors shall administer the finances of the association and

shall have sole authority to appropriate money. The accounts of the association shall be audited annually by a certified public accountant.

Section 4. Vacancies in the Board of Directors elected from their local board, by resignation or otherwise, may be filled with an alternate member selected by the local board. If not filled by the local board, the IAR President may select a member to serve the remainder of the term.

Section 5. A Director's absence from two consecutive regular meetings without an excuse deemed valid as so recorded by the board shall be construed as a resignation.

Section 6. A Director is entitled to vote in person or virtually, and shall not be allowed to vote by proxy. Virtual voting can only be done when the format of the meeting is done virtually. If a Director is unable to attend a meeting, and the local board still wishes to have representation at the meeting, said Director must formally resign their spot on the board and the local board has authority to appoint a replacement. Resignations and appointments must be submitted to the state association in writing at least ten business days prior to the board meeting.

Section 7. Greater than one-half of the Board of Directors shall constitute a quorum of the Board of Directors.

Section 8. An active member of the Iowa Association of REALTORS® who is awarded the National Association of REALTORS® Distinguished Service Award shall be an additional member of the IAR Board of Directors.

Article VI –Meeting

Section 1. The association may hold an IAR annual meeting in the time and place to be designated by the Board of Directors. The meeting may be held at the time of the annual convention. REALTOR® members present at any membership meeting of this association shall be entitled to participate in all discussions and deliberations.

Section 2. The Board of Directors shall meet at least three times each year at a place to be determined. Special meetings of the board may be called at any time upon 15 days' notice by the President or by two-thirds (2/3) of the Board of Directors. The notice for the meeting shall state the purpose, time, and place of the meeting.

Section 3. Electronic Transaction of Business and Notice. To the fullest extent permitted by law, the Board of Directors or any membership meeting may conduct business by electronic or virtual means. Any meetings, notice of meetings, or any other required notices, may be conducted by any mode of reasonable communication, including electronic or virtual means.

Section 4. Action without Meeting. Unless specifically prohibited by the Articles of Incorporation, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent, in writing, setting forth the action so taken, shall be

signed by all of the Directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Directors. All approvals evidencing the consent shall be delivered to the Chief Executive Officer to be filed in the corporate records. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date.

Article VII – Committees

Section 1. The President, subject to the approval of the Leadership Team, shall appoint standing committees, the members of which shall serve for one year, or until their successors are appointed and qualified. The committees and the respective functions of each committee are laid out in the IAR Operations Manual.

Section 2. The president, with the approval of the Leadership Team, may appoint such other committees, forums, task forces and key objective groups as they deem advisable or as needed. The president shall be an *ex officio* member (shall be informed of all meetings, and has the right to attend and take part in discussions) of all committees. Committees shall consist of such number of members as the president may determine, except as otherwise stated in these bylaws. All committees and their respective functions are laid out in the IAR Operations Manual.

Section 3. Committees shall have such duties as their titles indicate, and as the Leadership Team assigns. All actions of committees shall be subject to the approval of the Board of Directors.

Section 4. All committees, with the exception of the Leadership Team, Credentials, Finance, RPAC Trustees, Board Executive Officers, Grievance, Professional Standards, Visionary, and Forms Committee, shall be open to the general membership. A committee may move into executive session at any time during the meeting with a majority vote by committee members present. Executive session allows only committee members and approved staff to be present.

Section 5. The incoming chairperson and committee members shall assume committee duties on January 1 of a calendar year.

Section 6. No person shall serve on any committee-and also actively participate with any non-REALTOR® board, association or organizations which may be deemed to have a conflict of interest with the Iowa Association of REALTORS®.

Section 7. Action without Meeting. Any action required or permitted to be taken at a committee meeting may be taken without a meeting if consent, in writing, setting forth the action so taken, shall be signed by two-third (2/3) majority of all of the committee members. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Directors. All approvals evidencing the consent shall be delivered to the association to be so recorded. The action taken shall be effective when the Directors have approved the consent unless the consent specifies a different effective date.

Section 8. Electronic Transaction of Business and Notice. To the fullest extent permitted by law, any committee or membership meeting may conduct business by any electronic or virtual means. Any meetings, notice of meetings, or any other required notices, may be conducted by any mode of reasonable communication, including electronic or virtual means. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating has the opportunity to hear each other. Such participation shall be at the discretion of the president and shall constitute presence at the hearing.

Section 9. Actions taken by the Legislative Committee and RPAC Trustees. The Legislative Committee and the RPAC Trustees may make decisions as a committee without Leadership Team or Board of Directors approval within the scope of the respective committee function. All decisions by the Legislative Committee and the RPAC Trustees may be reviewable by the Leadership Team or Board of Directors.

Section 10: All Iowa Association of REALTORS members who serve on National Association of REALTORS RPAC Committees are automatically considered voting members of the Iowa RPAC Trustees.

Article VIII – Election of Officers

Section 1. Officers who are elected at Summer Meetings are subject to official confirmation at the IAR annual meeting of the association. Newly elected Officers and Directors shall be installed at the IAR annual meeting of the association. Newly elected Officers begin official duties January 1 of the next calendar year.

Section 2. The IAR Credentials Committee will be tasked with reviewing leadership applications to ensure all applicants applying for the positions of IAR Treasurer, Second Vice President, First Vice President, President-Elect, President, and Ambassadors, are members in good standing with the Iowa Association of REALTORS® and the Iowa Real Estate Commission and meet the required credentials as established in Section 3 for candidacy. The Credentials Committee shall consist of up to seven (7) members, Chair, Vice-Chair, Immediate Past Chair, all of whom are Iowa Association of REALTORS past presidents, the immediate Past President of the Iowa Association of REALTORS, the Organization Ambassador, and two members of the IAR Board of Directors selected by the President. If a Past President is unable to serve on the Credentials Committee, the current President of IAR shall name a replacement from the membership at large.

Section 3. Required Credentials

A. President, President-Elect, and First Vice President, shall move up by the line of succession as defined in Article IV. The Credential Committee shall verify the following from each respective Officer to be deemed qualified to move up the line of succession: 1) fully completed the term of office in their elective Officer position, 2) fulfilled the duties and obligations expected of an Officer in their elective position as defined in the IAR Operations Manual, 3) have an active license with the Iowa Real

Estate Commission, 4) have not received any ethics violations resulting in membership suspension or expulsion.

1. The IAR Board of Directors shall then vote to affirm the Officers at the IAR Summer Meeting and official affirmation at the IAR annual meeting. If an Officer fails to receive affirmation, refer to the line of succession in accordance with Article IV.

B. Candidates for Second Vice-President and Treasurer shall have, at a minimum, served as either a full term as president for an Iowa Association of REALTORS® member board or served as an RVP or Ambassador, and met any two of the following qualifications: 1) served as chair for an IAR Committee, 2) served on a local Board Directors for a minimum of three years; 3) served on the IAR Board of Directors; 4) served as an FPC for the Iowa Association of REALTORS®.

1. All candidates must have an active license with the Iowa Real Estate Commission and have not received any ethics violations resulting in membership suspension or expulsion.
2. Candidates for Second Vice President must have completed the IAR Leadership Institute prior to application.
3. Candidates for Treasurer and Ambassador must complete IAR Leadership Institute prior to the end of the year of their first full term of office.

C. Candidates for IAR Ambassador shall have, at minimum, met the following qualifications: 1) minimum of three years as a licensed REALTOR®, 2) served on a member board of Directors or Local Association Committee, and 3) served on an IAR Committee, 4) have an active license with the Iowa Real Estate Commission, 5) have not received any ethics violations resulting in membership suspension or expulsion.

Section 4. Any member wishing to apply for the position of Second Vice President Treasurer, and Ambassador shall submit a completed application, including a local board endorsement, to the Credentials Committee for review. Upon approval of the Credentials Committee, candidates will be placed on the ballot. Approved candidates may then campaign in accordance with the guidelines in Section 5 of this Article. All approved candidates will be voted on and elected by the Board of Directors at Summer Meetings. The IAR Operations Manual shall outline any voting procedures for elections. Committee will also be responsible for counting ballots at the annual election of Officers held during Board of Directors meeting at Summer Meetings.

Section 5. Campaign Rules. Applicants must submit a completed application online no later than March 1 of that calendar year. The Credentials Committee will review all applications and notify approved candidates by April 1 of each calendar year. Upon notification of ballot

placement by the Credentials Committee, candidates may begin campaigning until the election of Officers by the IAR Board of Directors at Summer Meetings.

Article X – Fiscal and Elective Year

Section 1. The fiscal year of the association shall be the calendar year.

Section 2. The elective year of the association shall be the calendar year.

Article XI – Code of Ethics

Section 1. 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 be deemed to be amended and changed whenever said Code of Ethics is amended or changed by the National Association.

Article XII – Professional Standards

Section 1. Statewide Professional Standards. The IAR provides regional/statewide professional standards enforcement to all local associations who wish to enter into the regional enforcement agreement with the State. The local associations who join this agreement turn over all ethics and arbitration matters to the State Association in their entirety. However, local associations continue to have the option to conduct professional standards administration at the local level.

Section 2. If a local association is not part of the IAR regional/statewide professional standards program, then allegations of ethical violations and contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® and between REALTORS® and their customers or clients may be submitted to an ethics or arbitration panel at the State Association level under the following circumstances:

- (a) Allegations of unethical conduct made against a REALTOR® who is directly a member of the State Association and not a member of any local association.
- (b) Allegations of unethical conduct made against a REALTOR® 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 State Association to conduct a hearing.
- (c) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are not members of the same association where the matter has been referred to the State Association 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 State Association and are not members of any 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 association, but is directly a member of the State Association, and a REALTOR® who is a member of an association.
- (f) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTOR® members of the same association where the association with good and sufficient reason is unable to arbitrate the controversy. (Explanation: This provision is not designed to relieve a local association of its primary responsibility to resolve differences arising between members of the same association. The section recognizes that in some associations with limited membership, usual arbitration procedures may be impossible.)
- (g) Contractual disputes between a customer or a client and a REALTOR® where the association with good and sufficient reason is unable to arbitrate the dispute or the REALTOR® is a direct member of the State Association.

Section 3. The responsibility of the association and of association members relating to the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the National Association of REALTORS®, as from time to time amended, which by this reference is made a part of these Bylaws. (The NAR Code of Ethics and Arbitration manual has been found to be compatible with applicable state law). The fee for professional standards services conducted by the state association shall be the maximum amount permitted under the NAR manual.

Section 4. If a REALTOR® member resigns from the association or otherwise causes membership to terminate with an ethics complaint pending, that Board of Directors may condition the right of the resigning member to reapply for membership upon the applicant's certification that he/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel.

If a REALTOR® member 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 5. New Member Code of Ethics Orientation. Applicants for REALTOR® membership shall complete an orientation program on the Code of Ethics of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement does not apply to applicants 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 one hundred eighty 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 6. Continuing Member Code of Ethics Training. Beginning January 1, 2017, through December 31, 2018, and for successive (2) year periods thereafter, REALTORS® members were required to complete Biennial Ethics Training of not less than 2 hours and (30) minutes of instructional time. In 2019, the Board of Directors extended the training requirement from every (2) years to every (3) years. REALTORS® completing such training during any (3) year cycle shall not be required to complete additional ethics training in respect of this requirement as a requirement of membership in any other board or association.

A REALTOR® completing the new member Code of Ethics Orientation during any three-year cycle shall not be required to complete additional Ethics training in respect of this requirement until a new (3) year cycle commences.

Failure to complete the required periodic Ethics training shall be considered a violation of a membership duty.

Failure to meet the requirement will result in suspension of membership for the first two months, January and February, of the year following the end of any three-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.

Every board and association are required to provide access to the necessary Ethics training programs in conjunction with other boards and associations, or through other methods, including, but not limited to, home study, correspondence courses, or internet-based instruction. Any training offered pursuant to this requirement must meet the learning objectives and the minimum criteria established by the National Association of REALTORS® from time to time.

Article XIII – Use of the Terms REALTOR® and REALTORS®

Section 1. Use the terms REALTOR® or REALTORS® by members shall, at all times, be subject to the provisions of the *Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®* and to the rules 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 Iowa or states contiguous to Iowa 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 State Association shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their business so long as they remain REALTOR® Members in good standing. No other class of members shall have this privilege.

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

Section 4. An Institute Affiliate member shall not use the terms REALTOR® or REALTORS® and shall not use the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

Article XV – Rules of Order

Section 1. *Robert's Rules of Order*, latest edition, shall be recognized as the authority governing all meetings and conferences when not in conflict with the bylaws of the association.

Article XVI – Amendments

Section 1. 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 associations shall provide notice of that change in a regular or special membership communication.

Section 2. Amendments to these Bylaws affecting the admission or qualifications of REALTOR® and Institute Affiliate members, the use of the terms REALTOR®, REALTORS®, or any alteration in the territorial jurisdiction of an association shall become effective upon the approval of the Board of Directors of the National Association.

Section 3. Amendments to these Bylaws can be amended at any meeting of the IAR Board of Directors by majority vote of members present.

Article XVII – Harassment and Sexual Harassment

Section 1. Harassment and Sexual Harassment. Any member of the association may be reprimanded, placed on probation, suspended or expelled for harassment or sexual harassment of an association or MLS employee, association Officer or Director, or member of the association after an investigation in accordance with the procedures of the association. The definition of harassment and sexual harassment and scope of the policy shall be in the IAR Operations Manual and shall be reviewed by the CEO, IAR legal counsel, and Leadership Team every two years for periodic updates.

The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President or highest-ranking Officer not named in the complaint, and two members of the Board of Directors selected by the highest-ranking Officer not named in the

complaint, upon consultation with IAR legal counsel. The investigatory team shall have the ability to collect evidence as necessary under consultation with legal counsel to assist in deciding an appropriate disciplinary action. Disciplinary action may include any sanction authorized in the association's Code of Ethics and Arbitration Manual or what is deemed appropriate by the investigatory team, including permanent expulsion from the association membership and MLS access. If the complaint names the President, President-elect or Vice President, they may not participate in the proceedings and shall be replaced by the immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest-ranking Officer not named in the complaint.

The investigatory team's final decision may be appealed by the individual under investigation to the IAR Board of Directors for review. The IAR Board of Directors may approve any findings of discipline, lessen the proposed discipline, or determine discipline was not necessary for the facts alleged in a particular case. The IAR Board of Directors shall consult with IAR legal counsel before making a final determination on an appeal that arises from this section.

Article XVIII – Dissolution

Section 1. Upon the dissolution of the association, the Board of Directors, after providing for payment of all obligations, shall distribute any remaining assets to the **REALTOR Foundation of Iowa**, or within its discretion, to any other nonprofit, tax-exempt organization.

Revisions and changes last adopted December 22, 2023