

NEBRASKA REALTORS® ASSOCIATION

BYLAWS

Adopted September 21, 1972.

Amended:10/73, 09/11/75, 09/30/76, 10/20/77, 09/27/78, 10/10/79, 10/01/80, 10/07/81, 10/13/82, 09/29/83, 10/04/84, 09/26/85, 09/18/86, 09/17/87, 09/29/88, 09/22/89, 10/04/90, 09/26/91, 09/24/92, 09/29/93, 09/22/94, 09/27/95, 04/10/96, 04/01/97, 03/31/98, 09/23/98, 04/13/99, 04/13/2000, 03/19/2002, 6/26/2002, 3/19/2003, 6/25/03, 4/19/05, 10/12/2005, 4/25/2006, 09/20/2006, 04/26/2007, 04/15/2008, 4/29/2009, 9/8/2010, 4/12/2011, 9/8/2014, 3/24/15, 4/11/17, 4/10/18, 8/24/18, 1/26/21, 3/26/21, 02/23/2022, 04/05/2022,

Last Amended June, 2024

ARTICLE I
Name and Objects

Section 1. The name of the organization shall be:

Nebraska REALTORS® Association, Incorporated

Hereinafter, referred to as the Association.

Section 2. The objectives of this Association shall be:

- (a) To unite local Boards of REALTORS®, hereinafter referred to as Boards, their members, and REALTOR® Members in the State of Nebraska, 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.
- (b) To enable real estate licensees, and others, to transact to better advantage the business of buying, selling, renting, managing or lending money upon the security of real estate by promoting the adoption of such laws, rules and regulations as may be deemed proper.
- (c) To promote the use of the term "REALTOR®" and, in cooperation with Member Boards throughout the state, to designate for the benefit of the public those persons authorized to use the term "REALTOR®".
- (d) To advance the civic development and economic growth of the State of Nebraska.
- (e) To foster and encourage continuing real estate education among its members that they may meet fully their responsibilities to the public.

ARTICLE II
Membership

Section 1. The members of this Association shall consist of eight classes: (1) Member Boards, (2) Board Members, (3) Individual Members, (4) Institute Affiliate Members, (5) Affiliate Members, (6) Honorary Members, and (7) REALTOR® EMERITUS. Board Members and Individual Members shall be REALTOR® Members of the Association.

Section 2. A Member Board shall be any Board within the State of Nebraska, all the REALTOR® Members of which hold Membership in the Nebraska REALTORS® Association and in the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. Board Members shall be either a REALTOR® or Institute Affiliate Members of a Member Board in good standing.

Section 4. REALTOR® Member shall be: any individual engaged in the real estate business as a principal, partner, corporate officer or branch office manager acting on behalf of the firm's principal(s), and licensed or certified individuals affiliated with said REALTOR® Member whose place of business is located in an area outside the jurisdiction of any Member Board who meets the qualifications for REALTOR® membership established in subsection (a) below. Secondary REALTOR® membership shall also be available to individuals who hold primary membership in a board/association in another state and who desire to obtain direct membership in the state association without holding membership in a local board/association in the state.

- (a) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Association that they are actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed 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 Association, and shall agree that if elected to membership, they will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.¹

(b) Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of the Board or a Designated REALTOR® Member of another Board (if a secondary member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed by an appropriate state regulatory agency to engage in the appraisal of real property, shall complete a course of instruction covering the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Association and shall agree in writing that if elected to membership will abide by such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics.

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

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

“Provisional” membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics; See Article II, Section 4 (a) Note 1) 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 the member 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.

¹ *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 fees for up to one (1) year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that an existing member initiates bankruptcy proceedings, the member may be placed on a “cash basis” from the date that bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.

**No record of official sanctions involving unprofessional conduct is intended to mean that the Association may only consider judgments within the past three (3) years of violations of (1) civil rights laws; (2) real estate license laws; (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.

NOTE 1: Article IV, Section 2, of the NAR Bylaws prohibits Member Boards from knowingly granting REALTOR® membership to any applicant who has an unfulfilled sanction pending which was imposed by another Board or Association of REALTORS® for violation of the Code of Ethics.

- (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 they deem 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 the denial shall become effective upon entry in a suit by the Association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.
- (e) The Board of Directors may adopt an application fee for REALTOR® Membership in reasonable amount, not exceeding three times the amount of the annual dues for REALTOR® Membership, which shall be required to accompany each application for REALTOR® Membership and which shall become the property of the Board upon final approval of the application.
- (f) Designated REALTOR® Members. Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® Member who shall be responsible for all duties and obligations of Membership including the obligation to arbitrate pursuant to Article 17 of the Code of Ethics and the payment of Association dues as established in Article IV 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, of the Bylaws.
- (g) Any REALTOR® Member of the Association may be disciplined by the Board of Directors for violations of these bylaws, the Code of Ethics, the Code of Conduct, 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 corporation 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 Members 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 such Member’s 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® membership, subject to payment of applicable dues for such membership.

Section 6. Affiliate Members shall be individuals or entities with a business interest in the Nebraska real estate industry, support the objectives of the Association, and who have applied for and been accepted as an Affiliate Member of this Association.

Section 7. Honorary Members shall be individuals other than those engaged in real estate practice who have contributed notably to the Association.

Section 8. A REALTOR® EMERITUS Member shall be a member who has held membership as a REALTOR® for a cumulative period of forty (40) years.

ARTICLE III Privileges and Obligations

Section 1. The privileges and obligations of members in addition to those otherwise provided in these Bylaws shall be as specified in this Article.

Section 2. REALTOR® Members:

- (a) REALTOR® Members in good standing are entitled to vote and to hold elective office in the Association and may use the terms REALTOR®. For the purposes of this section, the term “good standing” means the member satisfies the “Obligations of REALTOR® Members”, is current with all financial and disciplinary obligations to the association and MLS, has completed any new member requirements, and complies with NAR’s trademark rules.
- (b) It shall be the duty and responsibility of every REALTOR® member of this association to safeguard and promote the standards, interests, and welfare of the association and the real estate profession, and to protect against conduct that may cause a lack of public confidence in the real estate profession or in REALTORS®. REALTOR® members also must abide by the governing documents and policies of the local associations to which he or she is a member, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®, as well as the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual.
- (c) Every REALTOR® member shall maintain a high level of integrity and adhere to the association’s membership criteria. Any violent act or threat of violence to person or property, hateful conduct, or acts of moral turpitude impacting the public shall not be tolerated and may be cause for disciplinary action, up to and including termination of membership.

Section 3. Honorary Members. Honorary Membership in this Association shall confer no rights except to attend meetings and participate in discussions, and shall impose no obligations.

Section 4. Affiliate Members. Affiliate Membership, including Institute Affiliate Membership, in this Association shall confer no rights except to attend meetings and participate in discussions. Except, Affiliate Members may be granted rights to serve on a committee and/or to vote at a committee meeting if specifically authorized in the committee’s Statement of Organization.

Section 5. REALTOR® EMERITUS Members. REALTOR® EMERITUS Members shall be entitled to vote and maintain a REALTOR® Member status in this Association.

ARTICLE IV

Dues

Section 1. The annual dues of each Member Board as defined in Article II of these Bylaws shall be (1) in such amount as is established annually by the Board of Directors (Base Amount) times the number of REALTOR® Members who hold primary membership in the Board, plus (2) an amount equal to the Base Amount times the number of real estate salespersons and licensed appraisers employed by or affiliated as independent contractors with REALTOR® Members of the Board who are not themselves REALTOR® or Institute Affiliate Members of the Board, State or National Associations. In calculating the dues payable by a Member Board, nonmembers, as defined in the preceding sentence, shall not be included in the computation of dues if dues have been paid in another Board in the State or a state contiguous thereto, provided the Board notifies the State Association in writing of the identity of the Board to which dues have been remitted.

Section 2. The annual dues of each Designated REALTOR® Member actively engaged in the real estate business from areas not within the jurisdiction of a Member Board shall be (1) the Base Amount plus an amount equal to (2) the Base Amount times the number of real estate salespersons and licensed appraisers who are employed by or affiliated as independent contractors or who are otherwise directly or indirectly licensed with such REALTOR® Members and are not REALTORS® or Institute Affiliate Members of the State or National Associations. 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 this Section 2 below) 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 monthly for any licensee included on a certification form submitted to the association who during the same calendar year applies for REALTOR® membership in the association. However, membership dues shall not be prorated if the licensee held REALTOR® membership during the preceding calendar year.

Section 3. The annual dues of each REALTOR® member holding secondary membership directly in the state association shall be in such amount as is established annually by the Board of Directors.

Section 4. The annual dues of each Institute Affiliate Member shall be in such amount as is established annually by the Board of Directors the National Association of REALTORS® Board of Directors.

Section 5. Upon payment of dues to their Member Board required under Sections 1, 2, 3 and 4 of this Article, each REALTOR® and Institute Affiliate Member of Member Boards within the State, and each REALTOR® and Institute Affiliate Member from areas not within the jurisdiction of a Member Board within the State shall be deemed a REALTOR® or Institute Affiliate Member, as the case may be, in good standing of the Association. Upon payment of dues required under any other Sections of this Article, the individual making such payment shall be deemed a Member as designated in good standing of the Association.

Section 6. The annual dues of each Affiliate Member shall be in such amount as is established annually by the Board of Directors.

Section 7. The annual dues of each REALTOR® EMERITUS Member shall be waived by the Board of Directors.

Section 8. For purposes of computing the next year's dues, each Member Board's point of entry (POE) shall have the Member Board's membership up to date on the REALTORS® M1: Members First Engagement System (M1) no later than February 1. Member Board dues will be reconciled with the number of members active as of February 1 on M1. Annual dues for Institute Affiliate Members (as defined in Article III, Section 1(C) Constitution, NATIONAL ASSOCIATION OF REALTORS®) shall be forwarded to the Association by the NATIONAL ASSOCIATION OF REALTORS® and reconciled by the Member Board's POE. All Member Boards shall be required to forward new member dues to the State Association office within ten days after such new member is approved for membership and has paid all dues to the Member Board.

Section 9. Penalties. Member Boards and Designated REALTORS® shall submit dues for existing Members as of January 1 or before February 1 except Member Boards submitting membership data via M1 shall pay such dues on or before the last day of February. Any Member Board or Designated REALTOR® not submitting such data in a timely fashion shall be assessed a penalty of \$3.00 per Member of said Board or Designated REALTOR®. The membership of any Member Board or other Member delinquent in payment of such dues on March 1 shall automatically terminate on March 2. Failure by a Member Board or Designated REALTOR® to comply with new member transmittal requirements, as set forth in Section 9 will result in a late penalty of \$5.00 per new Member per month of said Board or Designated REALTOR®.

ARTICLE V Officers

Section 1. The elective officers of the Association shall be a President, a President-elect and a Treasurer. In the absence of the President, the President-elect shall perform his/her duties. Officers shall serve for one year or until their successors are elected and qualified and shall be members of the Board of Directors. The President shall not be eligible to serve a second successive term.

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, and such as are required by law.

Section 3. If requested by the Association, elective and appointed officers shall provide a surety bond in such amount as the Board of Directors may determine, the cost to be paid by the Association.

Section 4. The Board of Directors may employ a Chief Executive Officer who shall be the chief administrative officer of the Association, subject to the President and the Executive Committee and who shall perform such other duties as may be delegated to him/her by the Board of Directors. The Chief Executive Officer shall be Secretary ex-officio but shall not have voting privileges. The Executive Committee shall set the Chief Executive Officer's compensation. If requested by the Association Board of Directors, the Chief Executive Officer shall provide a surety bond in such amount as the Board of Directors may determine, the cost to be paid by the Association. The Chief Executive Officer, with the approval of the Board of Directors, may employ such other persons as may be necessary to conduct the activities of the Association.

Section 5. The Board of Directors may retain legal and other professional counsel and fix the terms of compensation thereof.

ARTICLE VI National Directors

Section 1. The number and qualifications of National Directors allocated to the State shall be determined by the NATIONAL ASSOCIATION OF REALTORS®. National Directors shall serve three year terms with a maximum of two consecutive terms. National Directors may be eligible for re-election after a one year waiting period.

Section 2. The duties and qualifications of the National Directors shall be as directed by the Board of Directors and the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. State and Local National Directors shall serve on the Board of Directors. One State National Director shall be appointed by the State President to serve on the Executive Committee.

ARTICLE VII

Board of Directors

Section 1. The government of the Association shall be vested in a Board of Directors consisting of the elective officers; the State and Local National Directors; the immediate past president; one past president appointed by the Past President's Council, one representative for each 500 members or portion thereof, to be appointed by their respective region, from the Western Region, Central Region, Eastern Region, Omaha Region and Lincoln Region; and one Designated REALTOR®, or his/her designee, from each real estate firm (for purposes of these bylaws "firm" shall be each separate trade name under which a company does business as if it were a company on its own right notwithstanding that each such trade name be under common ownership and under one employing broker at the Nebraska Real Estate Commission) with a minimum of 3% of agents to the total membership. Designated REALTOR® Directors shall serve as long as they continue to meet the minimum number of agents or appoint a different designee.

Section 2. Absence from two consecutive meetings of the Board of Directors by an elective officer or appointed director without an excuse deemed valid by the Board of Directors may be construed as resignation from the office or directorship, and the office or directorship may be declared vacant by the Board of Directors.

Section 3. Vacancies among the elective or appointed officers of the Association shall be filled by the President, within 45 days from the date of vacancy, subject to ratification by the Board of Directors. Vacancies among the appointed Directors of the Association shall be filled by the respective Region within 45 days from the date of vacancy.

Section 4. If the real estate license of any officer or director is suspended or revoked by the Nebraska Real Estate Commission, or an officer or director is expelled from his/her local Board or his/her membership therein is suspended, or an officer or director voluntarily relinquishes his/her officer and/or directorship, then the office and/or directorship of such individual in the Association shall be automatically vacated. In the event a vacancy occurs as a result of a suspension, then such individual may, without hearing, be reappointed to serve the remainder of his/her term subsequent to the suspension period provided the Executive Committee acts to reappoint such individual within 30 days from the date of vacancy.

Section 5. The Board of Directors shall administer the finances of the Association and shall have sole authority to appropriate monies. The accounts of the Association shall be audited annually by a certified public accountant.

Section 6. The Board of Directors shall meet at the annual convention of the Association and no less than three additional times each year, the places and dates to be determined by it.

Section 7. There shall be an Executive Committee of the Board of Directors consisting of the President, President-elect, Treasurer, Immediate Past President, one National Director appointed by the State President and Chief Executive Officer. The Chief Executive Officer shall not have voting privileges. This committee shall make recommendations to the Board of Directors, shall transact business of an emergency nature between meetings of the Board of Directors, and shall serve as the Finance/Budget Committee.

Section 8. Special meetings of the Board of Directors may be called at any time upon three days written notice by the President and two officers or by three Directors.

Section 9. Any action required or permitted to be taken by the Board of Directors at a Board of Directors meeting may be taken without a meeting it is taken by all members of the Board of Directors. Actions by written consent must be evidenced by one or more written consents, made in writing (including email), signed by each director, and included in the minutes filed with the Association corporate records reflecting the action taken.

Section 10. A majority of the Directors shall constitute a quorum of the Board of Directors.

ARTICLE VIII Indemnification

Section 1. General Rule. Subject to the provisions of Section II, below, the Association shall, to the fullest extent permissible under the laws of the State of Nebraska, as now or hereafter in effect, indemnify any person (and such person's heirs or personal representatives) who was or is a party, witness or other participant to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (including without limitation, actions by or in the right of the Association,) by reason of the fact that he or she is or was a director or officer of the Association or is or was, at the request of the Association, serving as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, and may, to the fullest extent permitted under the laws of the State of Nebraska, as now or hereafter in effect, indemnify any person (and his or her heirs or personal representatives) who was or is a party, witness or other participant to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, actions by or in the name of the Association) by reason of the fact that he or she is or was an employee of the Association, or is or was serving at the request of the Association, as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorney's fees, court costs, transcript costs, fees of experts and witnesses, travel expenses and all other similar expenses), judgments, fines, penalties and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

Section 2. Standard of Conduct. Indemnification shall be provided under Section I of this Article if, and only if, it is determined that: (a) the person seeking indemnification acted in good faith in a manner he or she reasonably believed to be in and not opposed to the best interest of the Association; and (b) the person seeking indemnification was acting within the scope of his or her official functions and duties as a director, officer, or employee of the Association and (c) the act or failure to act giving rise to the claim for indemnification does not constitute a willful or wanton act or omission of such director, officer or employee. Notwithstanding the foregoing, no person shall be indemnified in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court of competent jurisdiction to be caused by the willful or wanton act or omission of such director, officer or employee of the Association. The termination of any action, suit or proceeding by judgment, order settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person acted unlawfully or did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of the Association.

Section 3. Procedure. Indemnification under Section I of this Article (unless ordered by a court,) shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct set forth in Section II of this Article. All such determinations shall be made by the Board of Directors.

ARTICLE IX Election of Officers and Directors

Section 1. If not by electronic voting, the election of officers and the appointment of directors shall be at the annual convention of the Association.

Section 2. The President shall appoint a Nominating Committee, subject to approval by the Board of Directors, consisting of the once removed past president as chairman, the immediate past president, who shall be the vice chairman, two directors and five members at large. Two Nominating Committee members appointed as members at large shall be retained from the prior year.

Nominating Committee members submitted for an elected position shall be excluded from participation in any Nominating Committee in which such member's name is considered for an elected position. The President shall appoint Interim Nominating Committee members to the Nominating Committee to serve in place of and only at a Nominating Committee meeting where a Nominating Committee member is excluded. The Interim Nominating Committee member appointed shall be from the same local association as the excluded member of the Nominating Committee.

Section 3. The Nominating Committee shall submit a nominee for the position of President-elect of the Association, a nominee for the position of Treasurer and a nominee for the position of State National Director. The nominees shall be prominently displayed on the Association website at least 30 days prior to the annual convention, and shall be available during regular business hours by request in person at the Association Offices.

Section 4. State National Directors and Officers shall be nominated by the Nominating Committee at the commencement of the January meeting. This slate of nominations shall be prominently displayed on the Association website at least 30 days prior to the annual convention. In addition, any member may personally request the slate of nominations in person at the Association Office. A person not nominated by the Nominating Committee may be placed in nomination by petitions signed by not less than three (3) of the Directors and submitted during the Board of Directors January Meeting.

Section 5. Names in addition to those nominated by the Nominating Committee for the office of President-elect, Treasurer and State National Director may be placed in nomination by petition if received at the headquarters of the Association fifteen (15) days prior to the annual convention. Petitions on behalf of candidates for the office of President-elect shall be signed by not less than five percent of the total REALTOR® membership, as of March 15th preceding the election, of which members not more than one-half shall be from the same Region. No nomination may be made by petition for the office of President if the person nominated for President is currently serving as President-elect and was elected by the Membership to such office.

Section 6. Elections of officers and directors shall be administered by an election committee in the event of a contested election. This committee is to be appointed by the President and should consist of one member from each Region. Voting, where two or more officer or national director candidates are nominated for a single position, shall be by written ballot, including email or other online voting platform ballot, which nominees shall be listed in alphabetical order.

Section 7. Regions Electing Directors. The Nominating Committee shall certify the number of Director(s) for each Region no later than September 30th preceding the elective year and notify them of their requirement to submit their Director(s) to serve on the Board of Directors. Elected Director(s) must meet the criteria established by the Board of Directors to serve as a Director. Each Region may appoint a Region Nominating Committee to administer the nominating process and submit qualified candidates for election. The membership of the Region shall be given written notice of Director nominee(s) at least thirty (30) days prior to the vote. Names in addition to those nominated by the Region Nominating Committee may be placed in nomination by petition if received at the headquarters of the State Association fifteen (15) days prior to the vote. Petitions on behalf of candidates for the office of Director shall be signed by not less than five percent of the total REALTOR® membership in the petitioners Region, as of March 1st preceding the election. Each Region conducting an election shall disseminate ballots to all members within the region allowing 10 days for voting with the voting concluded prior to the annual convention. Election results shall be announced during the annual corporate business meeting. The Nominating Committee shall recertify the number of Directors for each Region on July 31st during the elective year. In the event a Region no longer qualifies for the number of Directors certified on September 30th of the preceding year the last elected Director shall be removed and not be installed to office for the following year.

Section 9. Regions Appointing Directors. The Nominating Committee shall certify the number of Director appointee(s) for each Region no later than September 30th preceding the elective year and notify them of their requirement to submit their Director appointments to serve on the Board of Directors no later than August 31st of the elective year. Appointees by the Region must meet the criteria established by the Board of Directors to serve as a Director. The Nominating Committee shall recertify the number of Director appointee(s) for each Region on July 31st during the elective year. In the event a Region no longer qualifies for the number of Directors certified on September 30th of the preceding year the last appointed Director shall be removed and not installed to office for the following year.

Section 10. Elections shall be by majority of the eligible voters present and voting.

Section 11. The Nominating Committee shall certify the number of REALTORS® affiliated with a Broker eligible for a Director appointee as outlined in Article VII Section 1 no later than July 31st during the elective year and notify the Broker of their requirement to submit their Director appointee to serve on the Board of Directors no later than August 31st. Director appointees must meet the criteria established by the Board of Directors to serve as a Director.

ARTICLE X Meetings

Section 1. Meetings. The Association shall hold an annual corporate business meeting at the time of its annual convention, which shall be open to all REALTOR® Members.

Section 2. The Association shall hold annually a convention which shall be open to all members upon payment of a registration fee to be determined by the Board of Directors.

Section 3. The inaugural meeting shall be held at the time of the fall business meetings or before February 10th at the discretion of the President-Elect.

Section 4. Other corporate business meetings may be called by the Board of Directors. Any call for a meeting shall state the purpose.

Section 5. Written or printed notice stating the place, day and hour of any corporate business meeting shall be delivered, either personally, by mail or by electronic mail to each member in good standing with the Association, at least ten (10) days prior to any such meeting. That notice may be published in any regularly issued official publication of the Association. If notice is mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the Association, with postage prepaid.

Section 6. At any regular or special corporate business meeting of this Association, one percent (1%) of active REALTOR® Members present, as determined on the preceding February 1 shall constitute a quorum for the transaction of business.

Section 7. Meetings may be held virtually as determined by the Executive Committee.

ARTICLE XI Committees

Section 1. The President, subject to the approval of the Board of Directors shall appoint standing committees, the members of which shall serve for one year or until their successors are appointed and qualified. It is the intent for continuity purposes that each committee retain one-third of the prior year's members unless stipulated otherwise in these Bylaws. The standing committees shall be:

- a) Convention
- b) Forms
- c) Governmental Affairs
- d) License Law
- e) Nominating
- f) Past President's
- g) Professional Standards
- h) Statewide Professional Standards Review
- i) Strategic Planning
- j) Participation, Equal Opportunity, Professionalism
- k) Young Professionals

Section 2. The President, with the confirmation by the Board of Directors, may appoint such other special committees, forums, task forces and work groups as deemed advisable. The President shall be an ex-officio member to all committees but shall not have voting privileges.

Section 3. Should any vacancy occur on any standing committee, the President may appoint member(s) to finish the remainder of any unfulfilled term.

Section 4. Committees shall have such duties as their titles indicate, as outlined in their Statements of Organization and Procedure, and as the Board of Directors may assign. All actions of committees shall be subject to approval by the Board of Directors except as specifically stated in these Bylaws. All Committee meetings shall be open except the Executive Committee, Nominating Committee and N-RPAC Trustees have the right to declare an executive session in which guests and non-members shall be excluded. The vote to hold an executive session shall be taken in open session. The vote of each committee member on the question of holding an executive session, the reason for the executive session, and the time when the executive session commenced and concluded shall be recorded in the minutes. Upon going into executive session the Chairman shall declare the purpose of the executive session. The committee holding such an executive session shall restrict its consideration of matters during the executive session to only those purposes set forth in the minutes as the reason for the executive session. The committee meeting shall be reconvened in open session before any formal action may be taken. For purposes of this section, formal action shall mean a collective decision or a collective commitment or promise to make a decision on any question, motion, proposal, resolution, order, or formation of a position or policy, but shall not include negotiating guidance given by members of the public body to legal counsel or other negotiators in executive session. During executive session a sign shall be posted outside the meeting room notifying the public the committee is in executive session and said sign shall be removed at the end of the executive session.

Section 5. There shall be a Board of Governors of the REALTORS® Institute of Nebraska which shall consist of nine (9) members appointed by the President with confirmation by the Board of Directors, three each year to serve three-year terms. Terms of Governors shall coincide with the terms of the Officers and Directors of the Association.

Section 6. There shall be a Nebraska REALTORS® Political Action Committee governed by a Board of Trustees which shall consist of eleven (11) members: Five (5) members from the Omaha Region, two (2) members from the Lincoln Region, one (1) member from each of the other three NRA Regions, and one (1) member at large. Terms of the Trustees shall be for three-year terms and shall coincide with the elective year of the Association. Trustees shall serve no more than two successive three-year terms, however, Trustees may be eligible for reappointment after a one year waiting period. An appointment to the Board of Trustees to fill a vacancy of an unexpired term shall not be construed as one of the Trustee's two successive three-year terms. Terms are to be structured so that a minimum of three (3) terms expire each year. Nomination(s), including vacancies, for Trustees shall be made by the incumbent Trustees with input and recommendations by Member Boards within the Region where the vacancy will occur except in the case of a Trustee serving at large in which case said input and recommendations shall be sought from all Member Boards. From these nomination(s), Trustees shall be appointed by the President of the State Association with the confirmation by the Board of Directors. The Officers of the Board of Trustees shall be selected annually, as follows: (1) The Association's President shall appoint a member of the Board of Trustees to serve as Chairman; and (2) Other Officers shall be selected by the Board of Trustees from among their members. The Board of Trustees has the right to establish and enforce rules and regulations for attendance. The purpose of the REALTORS® Political Action Committee shall be to promote and strive for the improvement of government by: (1) influencing or attempting to influence the nomination or election of one or more individuals who are candidate for nomination or election to any elective public office; (2) collecting and making expenditures of political contributions; and (3) doing any and all things necessary to accomplish such purpose.

Section 7. A quorum for standing committee meetings shall be at least 51% of committee members, or if less than 51% of the committee members are in attendance at a scheduled meeting, the committee chairman or other presiding officer may declare a quorum of the members present to conduct business.

ARTICLE XII

Chapters

Section 1. At the instance and request of two or more Designated REALTOR® members from the same market and trade area which is outside the jurisdiction of any Member Board, the Association may form a chapter which is an organizational structure for the REALTOR® and REALTOR® affiliate members of similar market and trade area to associate, meet and promote the goals of the Association in such local area outside of the jurisdiction of a local board. Participation in a chapter shall be voluntary at the request of the member.

Section 2. Each chapter may have a Chairman and Vice-chairman elected by the member/participants. These officers shall perform the normal functions for such office including presiding over Chapter functions and working with the Association on Chapter administration. The Chairman shall be responsible for preparing or having minutes prepared of meetings of the Chapter to record its activities.

Section 3. The Association shall provide administrative support for each chapter and the members/participants thereof. The Association may charge a fee to cover the expenses of such chapter which shall only go to the use of the Chapter and its member/participants. The Association in consultation with the Chapter Chairman or Vice-chairman shall prepare a budget for the activities of the Chapter. The Association shall provide accounting and bookkeeping support for the Chapter and file such reports as are necessary for the appropriate administration of the group. The Association shall archive the minutes of the Chapter. The Association shall protect the jurisdiction of the Chapter or lack thereof.

Section 4. Each Chapter may have a statement of Organization and Purpose.

ARTICLE XIII Administrative and Fiscal Year

Section 1. The administrative and elective year of the Association shall be the calendar year.

Section 2. The fiscal year of the Association shall be the calendar year.

ARTICLE XIV Code of Ethics

The Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® is adopted as the Code of Ethics of this Association and shall be considered a part of its Rules and Regulations. The Code of Ethics and the Rules and Regulations of this 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®. Provided, however, that any provision of said Code of Ethics and any provision in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION REALTORS® deemed inconsistent with state law shall be disregarded.

ARTICLE XV Professional Standards

Section 1. Local Boards who have entered into the Statewide Professional Standards System shall refer ethics complaints or arbitration requests to the State Association. Local Boards not participating in the Statewide Professional Standards System, prior to referring an ethics complaint or arbitration request for review to the State Association, should exhaust all efforts to impanel an impartial tribunal to conduct either the original hearing or the appeal or procedural review. These efforts may include the appointment of knowledgeable members of the Board on an ad hoc basis to serve on either a Hearing Panel or on behalf of the Board of Directors. If, because of notoriety, etc., the Board cannot impanel an impartial tribunal, the Board may refer the matter to the State Association, and the State Association may delegate to another Board or a regional enforcement facility, the authority to hear the case on behalf of the State Association. No Board or regional enforcement facility, however, may be required to accept this delegation of authority. If no other entity is amenable to conducting the review, the State Association shall be responsible for conducting the hearing.

Section 2. 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 Board.
- (b) Allegations of unethical conduct by a REALTOR® in the instance in which the local Board has: (1) entered into the Statewide Professional Standards Agreement or (2) because of size or other valid reason, determines that it cannot provide a due process hearing of the matter and petitions the State Association to conduct a hearing.

- (c) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are not members of the same Board where the matter has been referred to the State Association by both local Boards.
- (d) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are directly members of the State Association and are not members of any Board.
- (e) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between a REALTOR® who does not hold membership in any Board, but is directly a member of the State Association, and a REALTOR® who is a member of a Board
- (f) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTOR® Members of the same Board where the Board has: (1) entered into the Statewide Professional Standards Agreement or (2) with good and sufficient reason is unable to arbitrate the controversy.
- (g) Contractual disputes between a customer or a client and a REALTOR® where the Board with good and sufficient reason is unable to arbitrate the dispute or the REALTOR® is a direct member of the State Association.

Section 3. Professional Standards hearings and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual published by the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended, which by the reference is made a part of these Bylaws. Provided, however, that any provision of said Code of Ethics and any provision in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION REALTORS® deemed inconsistent with state law shall be disregarded.

Section 4. 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 Nebraska REALTORS® Association, as from time to time amended, which by this reference is made a part of these Bylaws.

Section 5. If a REALTOR® Member (as defined in Article II, Section 4, of these bylaws) resigns from the Board or otherwise causes membership to terminate with an ethics complaint pending, that Board of Directors may condition the right of the resigning Member to reapply for membership upon the applicant's certification that they will submit to the pending ethics proceeding and will abide by the decision of the hearing panel.

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

Section 6. New Member Code of Ethics Orientation. Applicants for REALTOR® and REALTOR-ASSOCIATE® membership shall complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of instructional time. This requirement does not apply to applicants who have completed comparable orientation in another association, provided that membership has been continuous, or that any break in membership is for one year or less. Failure to satisfy this requirement within 90 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 7. Continuing Member Code of Ethics Training. Effective January 1, 2019, through December 31, 2021 and for successive three-year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State Association of REALTORS®, or the NATIONAL ASSOCIATION OF REALTORS®, 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 three-year cycle shall not be required to complete additional ethics training until a new three-year cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any three-year-cycle 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.

ARTICLE XVI Regions

For purposes of representation, administration and selection of members of the Board of Directors the area of the State of Nebraska shall be divided into five Nebraska REALTORS® Association Regions which constitute the following:

Central Region - Grand Island Board, Greater Mid-Nebraska Board, Lincoln County Board and the following counties in the state of Nebraska: Brown, Keyapaha, Rock, Boyd, Holt, Garfield, Wheeler, Greeley, Howard, Hayes, Hitchcock, Frontier, Redwillow, Gosper, Furnas, Harlan, Phelps, Kearney, Franklin, Logan, Custer Sherman, Valley, Blaine, Loup and Webster.

Eastern Region - Blue River Area Board, Columbus Board, Fremont Board, Nemaha Valley Board and the Norfolk Board of REALTORS® and the following counties in the state of Nebraska: Burt, Merrick, Clay, Nuckolls, Thayer, Saline, Jefferson, Knox, Cedar, Wayne, Stanton, Cuming, Thurston, Dixon, Gage, Dakota and that part of Cass which is not a part of the REALTORS® Association of Lincoln or the Omaha Area Board of REALTORS® jurisdictions.
Lincoln Region - REALTORS® Association of Lincoln.

Omaha Region - Omaha Area Board of REALTORS®.

Western Region - Alliance Chapter and the Western Nebraska Board of REALTORS® and the following counties in the state of Nebraska: Kimball, Sioux, Dawes, Sheridan, Cherry, Hooker, Thomas, McPherson, Banner, Morrill, Cheyenne Grant, Garden, Arthur, Deuel, Keith, Perkins, Chase and Dundy.

ARTICLE XVII Use of terms REALTOR® and REALTORS®

Section 1. Use of the term 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 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 Nebraska 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. No other class of members shall have this privilege.

Section 2. Individual Members of the Association shall have the privilege of using the term REALTOR® or REALTORS® in connection with their business so long as they remain Individual Members in good standing.

Section 3. An Individual Member of a firm, partnership, corporation or trust may use the term REALTOR® or REALTORS® only if all of the principals of such firm, partnership, corporation or trust who are actively engaged in the real estate business within the state or a state contiguous thereto are Individual Members or Institute Affiliate.

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 XVIII

Rules of Order

The Association will utilize Robert's Rules of Order, latest edition, as nonbinding guidance for procedures to be followed in conducting all meetings and conferences when not in conflict with the Bylaws of the Association.

ARTICLE XIX Amendments

Section 1. These Bylaws may be amended by a vote of approval of two-thirds (2/3) of the Board of Directors if the amendment does not relate to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected.

Section 2. These Bylaws may be amended by the affirmative vote of two-thirds of the members voting, provided that a quorum is voting, and provided further, that written notice of the substance of any proposed amendment first shall have been sent to each member thirty (30) days in advance of the vote, except that the Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by NATIONAL ASSOCIATION OF REALTORS® policy.

Section 3. Amendments to these Bylaws affecting the admission or qualification of REALTOR® Members, and Institute Affiliate Members, the use of the term REALTOR® or REALTORS® or any alteration in the territorial jurisdiction of the Board shall become effective upon the approval of the Board of Directors of the National Association.

ARTICLE XX 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, and President-elect and/or Vice President and one member of the Board of Directors selected by the highest-ranking officer not named in the complaint, upon consultation with legal counsel for the association. 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 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.

NOTE: Suggested procedures for processing complaints of harassment are available online through <http://www.nar.realtor> or from the Member Policy Department.

ARTICLE XXI Dissolution

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