

BYLAWS OF
THE KENTUCKY ASSOCIATION OF REALTORS®, INC.
D/B/A “KENTUCKY REALTORS”

LAST MODIFICATION APPROVED: June 26, 2025

Article I – Name and Objects

Section 1. The name of the corporation shall be "KENTUCKY ASSOCIATION OF REALTORS®, INC," D/B/A “KENTUCKY REALTORS” (hereafter referred to as "KENTUCKY REALTORS® and/or KYR”). (Amended 9/27/17)

Section 2. The Kentucky REALTORS® exists to support and enhance the ability of local associations of REALTORS® and REALTOR® members to succeed in their businesses in an ethical and competent manner and, through a united voice, preserve real property rights. (Amended 9/29/11)

Article II – Membership

Section 1. All authority for the operation of KYR resides in its membership except as otherwise provided in the Bylaws or the Policy and Procedures Manual. (Amended 9/27/17)

Section 2. Neither the Delegate Body nor the Board of Directors nor the Officers of KYR nor any committee, policy group, task force or member, acting individually or in concert, shall exercise any authority or power unless it is delegated to such body pursuant to the Articles of Incorporation, these Bylaws or by Resolution duly passed by the membership.

Section 3. Any power or authority delegated by the membership may be rescinded or revoked at either a regular or special meeting by a motion carried by the majority of the membership present and voting. (Amended 9/27/17)

Section 4. The membership of KYR shall consist of six (6) classes: REALTOR® Members; Affiliate Members; Institute Affiliate Members; Member Boards and Member Associations (hereafter referred to as "Member Board or Association"); Honorary Members; and REALTOR® Emeritus Members.

Section 5. The classes of membership in KYR shall be as follows:

- (A) 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

Underlined text indicates a state association provision required by NAR policy

desire to obtain direct membership in the state without holding membership in a local association in the state.

- (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 association or a designated REALTOR® member of another association (if a secondary member).
- (C) 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 (or to mediate if required by the association) pursuant to Article 17 of the Code of Ethics and the payment of association dues as established in Article III 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.
- (D) Affiliate Members shall be real estate owners and other individuals or firms who are Affiliate Members of Member Board or Associations.
- (E) Institute Affiliate members shall be individuals who hold a professional designation awarded by an Institute, Society or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® or REALTOR-ASSOCIATE® membership, subject to payment of applicable dues for such membership.
- (F) A Member Board shall be an association chartered by the National Association of REALTORS® within the Commonwealth of Kentucky. All the REALTOR® and REALTOR-ASSOCIATE® members who hold primary membership in the association shall hold membership in this association and the National Association of REALTORS®.
- (G) Association members shall be either REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate members of a Member Board in good standing.
- (H) Honorary Members shall be individuals other than those engaged in the real estate business who have contributed notably to this Association.
- (I) REALTOR® Emeritus Members are REALTOR® Members whose longevity of

Underlined text indicates a state association provision required by NAR policy

participation and quality of service to this Association has distinguished them among their peers. The designation of REALTOR® Emeritus Member must be specially conferred by vote of the NAR Board of Directors.

- (J) Continuing Fair Housing Training Effective January 1, 2025, through December 31, 2027 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 Fair Housing training of not less than two (2) hours 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®, the NATIONAL ASSOCIATION OF REALTORS®, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed Fair Housing training as a requirement of membership in another association shall not be required to complete additional Fair Housing training until a new three year cycle commences. Failure to satisfy the required periodic Fair Housing 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. New Member Fair Housing Orientation Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete Fair Housing training of not less than two (2) hours 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®, the NATIONAL ASSOCIATION OF REALTORS®, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to gain or maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less. Failure to satisfy this requirement within _____ days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of

Underlined text indicates a state association provision required by NAR policy

provisional membership. (Added 2/6/25)

Section 6. Any membership in KYR shall terminate when the qualifications for membership are no longer being met.

Section 7. Without regard to whether a member of KYR in any class qualifies for membership, the Board of Directors may suspend a member's privileges or expel any member which it determines has acted in a manner contrary to the best interests of KYR or its mission. Such suspension or expulsion shall occur only after at least ten (10) days' notice to such member and only upon a vote by two-thirds (2/3) of the Directors present and voting at a special or regular meeting of the Board of Directors. (Amended 9/27/17)

Section 8. If a REALTOR® Member resigns from the Board or Association of which he or she is a member or otherwise causes membership to terminate with an ethics complaint pending, Boards of Directors of any Board or Association of this state to which such former REALTOR® Member applies may condition the right of the resigning Member to reapply for membership upon the applicant's certification that he or she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel. Similarly, the duty to submit to arbitration continues in effect even after membership lapses or is terminated, provided the dispute arose while the former member was a REALTOR®.

Article III – Finances (Renamed 9/27/17)

Section 1. The Board of Directors is hereby granted the authority and power and vested with the responsibility of establishing, on an annual basis, the dues and, if deemed necessary by the Board of Directors, assessments to be paid by members of the various classes as described in Article II, Section 5(A) - 5(I). All matters relating to the imposition and collection of membership dues and assessments of any kind shall be determined by the Board of Directors and set forth in the KYR Policies and Procedures Manual. During its last regular meeting in each calendar year, the Board of Directors shall review the KYR Policies and Procedures Manual as it relates to dues and assessments and amend such policy as necessary.

Article IV – Officers

Section 1. The officers of KYR shall be comprised of the President, the President-Elect, the Treasurer, and the Treasurer-Elect. (Amended 9/27/17)

Section 2. Qualifications for officer are as follows: (Amended 9/27/17)

- (A) Having a principal office in Kentucky;
- (B) Having been a Director for two (2) or more of the previous five (5) calendar years; (Amended 9/23/04)
- (C) Not concurrently holding the office of president in any Member Board or Association.

Underlined text indicates a state association provision required by NAR policy

To qualify as a year of Board of Directors service under this Section, a Board of Directors member must attend a majority of the Board of Directors meetings in any given calendar year of service. (Amended 9/27/17)

Section 3. The President, President-Elect, Treasurer, and Treasurer-Elect shall be voting members of the Board of Directors and the Delegate Body and their terms in office shall be for one (1) year or until their successors are elected. (Amended 9/27/17)

Section 4. The President shall serve as the chairman and presiding officer of the meeting of the membership, the Delegate Body and the Board of Directors. The President votes on ballot votes and may vote on a roll-call vote to break a tie. (Amended 9/27/17)

Section 5. The CEO shall be an ex-officio non-voting member and serve as the secretary of the meetings of the Board of Directors, meetings of the Delegate Body, and membership meetings. (Amended 9/27/17)

Section 6. The offices of President-Elect and Treasurer-Elect shall be filled by election by the Delegate Body at its meeting during the second business meeting of the year. The President-Elect or Treasurer-Elect who is elected pursuant to this Article IV, Section 6, shall take office beginning January 1 of the year following his or her election. The terms of office of the President-Elect and Treasurer-Elect shall expire upon their respective succession to the offices of President or Treasurer. (Amended 11/12/2024)

Section 7. The President and Treasurer shall take office beginning January 1 of the year following his or her respective term of office as President-Elect and Treasurer-Elect unless he or she succeeds to office pursuant to Section 8(A) and (B), respectively, of this Article IV. The term of office of a President or Treasurer who succeeds to office pursuant to this Article IV, Section 7, shall expire on the 31st day of December of the year in which they succeed to office. (Amended 9/28/06)

Section 8. Any vacancy in the offices of President and Treasurer shall be filled as follows:

- (A) If there is a vacancy in the office of the President, the President-Elect shall immediately succeed to the office of the President. In the subsequent year he or she shall continue to serve as President.
- (B) If there is a vacancy in the office of the Treasurer, the Treasurer-Elect shall immediately succeed to the office of the Treasurer. In the subsequent year he or she shall continue to serve as Treasurer. (Amended 9/28/06)

Section 9. Any vacancy in the offices of President-Elect and Treasurer-Elect shall be filled as follows:

- (A) If a vacancy occurs in the office of President-Elect subsequent to the annual elections, the successor President-Elect shall immediately assume office for the

Underlined text indicates a state association provision required by NAR policy

balance of the term and shall continue to serve as President-Elect in the subsequent calendar year.

- (B) If a vacancy occurs in the office of President-Elect prior to the annual elections, the office shall be filled by the Delegate Body at its next regular or special meeting for the balance of the term and for the subsequent calendar year.
- (C) If a vacancy occurs in the office of Treasurer-Elect subsequent to the annual elections, the successor Treasurer-Elect shall immediately assume office for the balance of the term and shall continue to serve as Treasurer-Elect in the subsequent calendar year.
- (D) If a vacancy occurs in the office of Treasurer-Elect prior to the annual elections, the office shall be filled by the Delegate Body at its next regular or special meeting for the balance of the term and for the subsequent calendar year. (Section Added 9/28/06)

Section 10. Subject to the requirements of due process and with advice of legal counsel, any officer may be removed by a vote of two-thirds (2/3) of the Board of Directors present and voting at a Special called or Regular meeting of the Board of Directors when, in the judgment of the Board of Directors such officer is guilty of nonfeasance, misfeasance or malfeasance.

Section 11. The Board may demand bonds to ensure the performance of any officer's duties and in such amounts as it deems appropriate. Premiums for such bonds shall be borne by KYR.

Section 12. In addition to the duties and authority set out elsewhere in these Bylaws, the President shall encourage the development and improvement of KYR's policy making efforts ensuring they are designed to accomplish KYR's mission. The President shall monitor the progress of the CEO and KYR staff in implementing the policies established by the Board of Directors. The President shall make regular reports to the membership, Delegate Body and Board of Directors regarding the success of KYR in carrying out its mission. The President shall appoint committees, task forces and policy groups as the President believes appropriate to carry out the mission of KYR. The President shall serve as an ex-officio member of all committees, task forces or policy groups except those excepted by the Board of Directors and identified in the KYR Policies and Procedures Manual. The President shall have the authority to call meetings of the membership, the officers, the Delegate Body and the Board of Directors.

Section 13. The Treasurer shall oversee the funds and investments of KYR. He or she shall make a report of the financial status of KYR at each Board of Directors Meeting, each meeting of the Delegate Body, and at meetings of the membership.

Section 14. Further duties of the officers shall be determined and amended as necessary or appropriate by the Board of Directors and set out in the KYR Policies and Procedures Manual.

Article V – Board of Directors

Underlined text indicates a state association provision required by NAR policy

Section 1. The Board of Directors shall be comprised of:

- (A) The President, by virtue of his or her election or succession to that office, and who shall preside at all board meetings;
- (B) The President-Elect, Immediate Past President, Treasurer, Treasurer-Elect, and Chair of the Past Presidents Committee by virtue of his or her election or succession to those respective offices (Amended 12/11/2023);
- (C) There will be (3) Senior Directors elected by the Delegate Body. Each is required to have served as a Director in the past five (5) years. Three Senior Director positions serve staggered terms. Annually, there is an election for (one) Senior Director to serve a 3 year - term. The Senior Directors must attend their assigned committee meetings: Administration, Program Services, and Advocacy. (Section Added 6/15/18)
- (D) Six KYR Region Directors and nine At-Large Directors elected as follows:
 - (1) Each KYR region shall elect one (1) KYR Region Director. The manner of the election shall be determined by the policy of the respective regions. The term of office for KYR Region Director is two (2) years. (Amended 9/27/17)
 - (2) Three (3) At-Large Directors shall be elected by a plurality vote of members eligible to vote during the second business meeting of each year to serve terms of three (3) years each, such that there shall be nine (9) At-Large Directors serving at all times. (Amended 11/12/2024)
- (E) The CEO shall serve as an ex-officio, non-voting member of the Board of Directors.

Section 2. The Board of Directors shall set policy for KYR and, through the President, shall monitor the CEO and staff to ensure that policies created by the Board are being implemented.

Section 3. The manner and mechanism by which policy-making and policy implementation shall be undertaken shall be determined by the Board of Directors and detailed in the KYR Policies and Procedures manual.

Section 4. Any delegate who is elected by the Delegate Body to serve as a Director shall continue to serve his or her term as a delegate.

Section 5.

(A) Any Director may be removed from office by a majority vote of the remaining Directors only upon the basis of a report by the CEO that such Director has two (2) consecutive unexcused absences. Any Director removed in accordance with this provision shall immediately be notified in writing of such removal.

Underlined text indicates a state association provision required by NAR policy

(B) The Delegate Body may remove any Director with 2/3 vote. A copy of the proposed motion to remove a Director shall be included with the notice convening the Delegate Body meeting. The Director's position shall be vacated if a quorum of the Delegate Body is present at the noticed meeting and 2/3 of the Delegates present and voting approve the motion to vacate. (Amended 9/25/14)

Section 6. Qualifications for Director are as follows:

- (A) Being a member in good standing of the Kentucky Association of REALTORS® and (Added 10-01-09)
- (B) Having been a delegate, either at-large or local association/board appointed, at least two (2) of the preceding five (5) years; or
- (C) Having served on no less than two (2) KYR committees, work groups, task forces or service areas or other KYR affiliated organizations within the previous five (5) years. (Amended 10-01-09)

Section 7.

- (A) Should a vacancy occur for any reason with regard to any KYR Region Director, such vacancy shall be filled by the membership of the respective region in the manner set forth in Section 1(D)(1) of Article V, to serve for the balance of the term of the vacated office.
- (B) Should a vacancy occur for any reason with regard to any At-Large Director or Senior Director position, such vacancy shall be filled by the Delegate Body to serve for the balance of the term of the vacated office. (Amended 9/30/21)
- (C) Should a vacancy occur for any reason with regard to a Director who serves by virtue of his or her election or succession as an Officer of KYR, that vacancy shall be filled in accordance with Article IV, Sections 6, 8 and 9 of these Bylaws. (Added 9/28/06)
- (D) Any Vacancy in the position of Chair of the Past Presidents will be filled by then Vice-Chair of the Past Presidents Committee. (Added 12/11/2023)

Article VI – Chief Executive Officer (CEO) (Added 9/27/17)

Section 1. In addition to the duties and authority set out elsewhere in these Bylaws, the CEO shall supervise staff and have decision-making authority regarding staff employment matters. He or she will be responsible for the day-to-day management of KYR and for implementing policies and procedures established by the Board of Directors. He or she shall make a report of the operational

Underlined text indicates a state association provision required by NAR policy

status of KYR at each Board of Directors Meeting, each meeting of the Delegate Body, and at meetings of the membership. (Amended 9/25/14)

Article VII – Meetings

Section 1. Membership

- (A) A regular meeting of the membership shall be held annually at such place and time as determined by the Board of Directors.
- (B) An annual convention shall be held in conjunction with the regular meeting of the membership.
- (C) Special meetings of the membership may be conducted, provided notice of the meeting is given to all members at least thirty (30) days prior to the scheduled meeting and further provided that the notice shall include an order of business listing the substance of all matters to be addressed at such meeting. No business other than that listed shall be conducted unless directly related to the purpose of the meeting. Notice shall be deemed sufficient if placed in a publication distributed to all members; however, this is not the exclusive method of notice.
- (D) Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notices of regular or special meetings of the membership may be sent by first-class mail, electronic communication, including e-mail, or any other means permitted by law that has been approved by the Board of Directors for sending such notices. (Amended 12/1/11)
- (E) A special meeting of the membership may be called by:
 - (1) The President;
 - (2) The CEO upon the written petition of a majority of the Board of Directors;
 - (3) The CEO upon the written petition of one-third (1/3) of the Delegate Body;
- (F) Only REALTOR® Members and REALTOR® Emeritus Members shall be entitled to cast a vote at regular or special meetings of the membership. REALTOR® Members and REALTOR® Emeritus Members are entitled to vote:
 - (1) On all amendments to these Bylaws in accordance with Article XVII, Section 2 of these Bylaws; (Amended 9/25/14)

Underlined text indicates a state association provision required by NAR policy

- (2) On the election of At-Large Delegates in accordance with Article X, Section 2(E) of these Bylaws. (Amended 9/28/06)
- (G) Twenty-five percent (25%) of the total number of REALTOR® Members, Institute Affiliate Members and REALTOR® Emeritus Members registered at a regular meeting of the membership shall constitute a quorum for such meeting.
- (H) One or more REALTOR® Members from at least fifty percent (50%) of the Member Board or Association in good standing shall constitute a quorum at special meetings of the membership.

Section 2. Board of Directors

- (A) There shall be at least three (3) regular meetings of the Board of Directors per year as determined by the Board of Directors at which the business of the Association shall be conducted. (Amended 9/27/17)
- (B) The Board of Directors may conduct special meetings, provided notice of the meeting is given to all delegates at least seven (7) days prior to the scheduled meeting and further provided that the notice shall include an order of business listing the substance of all matters to be addressed at such meeting. A special meeting of the Board of Directors may be called by:
 - (1) The President;
 - (2) The CEO upon the written petition of two or more officers other than the President;
 - (3) The CEO upon written petition of a majority of the Board of Directors.

A special meeting of the Board of Directors may be held as a conference call and may take place through any means of electronic communication through which the Directors may simultaneously hear each other during the conference call, provided that the same notice is given for the conference call as would be required for any other special meeting of the Board of Directors, and provided further that the number of Directors participating in the conference call would be sufficient to constitute a quorum at any other special meeting of the Board of Directors. Participation by a Director in a conference by such means constitutes presence in person at the special meeting of the Board of Directors. (Added 12/1/11)

- (C) Attendance at any meeting by a Director shall constitute that Director's waiver of objection to the notice requirements unless such Director first notifies the Board that his or her attendance is solely for the purpose of objecting to the meeting on the grounds of improper notice or other violation of these Articles. Notices of

Underlined text indicates a state association provision required by NAR policy

regular or special meetings of the Board of Directors may be sent by first-class mail, electronic communication, including e-mail, or any other means permitted by law that has been approved by the Board of Directors for sending such notices. (Amended 12/1/11)

- (D) A majority of the elected Directors eligible to vote shall constitute a quorum for meetings of the Board of Directors.

Section 3. Delegate Body

- (A) The Delegate Body shall conduct at least one (1) regular meeting each year during which it shall undertake all business that comes before it and with regard to which it has authority to act.
- (B) The Delegate Body may conduct special meetings, provided notice of the meeting is given to all delegates at least seven (7) days prior to the scheduled meeting and further provided that the notice shall include an order of business listing the substance of all matters to be addressed at such meeting. A special meeting of the Delegate Body may be called by:
 - (1) The President;
 - (2) The CEO upon the written petition of a majority of the Board of Directors;
 - (3) The CEO upon written petition of a majority of the Delegate Body.

A special meeting of the Delegate Body may also be called for the purpose of approving or reversing decisions, excluding decisions of the Board of Directors regarding personnel decisions, made at a special meeting of the Board of Directors, provided the notice of the special meeting of the Delegate Body shall include an order of business listing the substance of any decisions of the Board of Directors to be addressed at the special meeting of the Delegate Body. The CEO or officer calling the special meeting of the Delegate Body may elect that the special meeting will consist only of electronic voting of the Delegate Body to review or reverse decisions made at a special meeting of the Board of Directors, excluding decisions of the Board of Directors regarding personnel decisions, provided that the notice of the special meeting shall provide delegates with clear instructions as to the timing and procedures for participating in any electronic voting. Participation by a delegate in such electronic voting shall constitute presence in person at the special meeting of the Delegate Body. The vote of a majority of the delegates participating in electronic voting shall constitute the action of the Delegate Body pursuant to the special meeting even though the electronic voting takes place over a period of time, provided that the number of delegates participating in the electronic voting would be sufficient to constitute a quorum at a physical meeting of the Delegate Body. (Amended 9/29/22)

- (C) Any delegate may waive notice of any meeting. The attendance of a delegate at any meeting shall constitute a waiver of notice of such meeting, except where a delegate

Underlined text indicates a state association provision required by NAR policy

attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notices of regular or special meetings of the Delegate Body may be sent by first-class mail, electronic communication, including e-mail, or any other means permitted by law that has been approved by the Board of Directors for sending such notices. (Amended 12/1/11)

- (D) A majority of the elected delegates eligible to vote shall constitute a quorum for meetings of the Delegate Body.

Article VIII – Committees (See Policy Manual)

Article IX – Election of Officers

The terms for all KYR elected positions and all KYR elected positions to NAR shall be limited to two consecutive full terms. Partial terms for all KYR elected positions and all KYR elected positions to NAR shall not count as a full term for purposes of term limits specified in these Bylaws.

Article X – Delegate Body

Section 1. The Delegate Body shall be responsible for:

- (A) Electing the officers of KYR;
- (B) Electing representatives to NAR;
- (C) Approving the strategic plan and budget prepared and recommended by the Board of Directors.
- (D) Furthermore, and as a specific power delegated to it by the membership, excluding decisions regarding personnel matters, the Delegate Body may review and reverse decisions of the Board of Directors upon a majority vote of the delegates including delegates who also serve as Directors. (Amended 9/29/22)
- (E) That by petition of one-third of the Delegates (not including Directors), any issue may be brought before the Delegate body within seven (7) days of transmittal of the special called meeting minutes. Directors will not be eligible to vote as delegates on the issues. (Added 9/27/17)

Section 2. The number of delegates shall be determined as follows:

- (A) Each Past President of the Association shall serve as a delegate so long as such Past President maintains membership in KYR. Any Past President who misses two (2) regularly scheduled consecutive meetings shall not be removed from the

Underlined text indicates a state association provision required by NAR policy

Delegate body but shall be deprived of voting privileges until the third meeting of the Delegate Body consecutively attended by such Past President. The Chair of the Past Presidents shall notify Past President members of the Delegate Body who have lost their voting privileges; (Amended 6/26/25)

- (B) Each Member Board or Association shall elect, in a manner determined by each such Member Board or Association, one (1) or more delegates. These delegates shall serve terms of three (3) years and their terms shall be staggered in order to provide for continuity in Delegate Body membership and representation. The number of delegates to be elected by any Member Board or Association shall be determined in accordance with a formula established by the Board of Directors and contained in the KYR Policies and Procedures Manual. Such formula shall be reviewed by the Board of Directors at the first regular meeting of each calendar year and modified as the Board of Directors deems appropriate for elections during the second business meeting of the year and regular meeting of membership. (Amended 11/12/2024)
- (C) Any member of KYR who serves as a Director or officer of NAR elected by the Delegate Body of KYR shall also serve as a delegate for a concurrent term to KYR's Delegate Body; (Amended 6/19/09)
- (D) Any member of KYR who serves as a Director or officer of KYR shall also serve as a delegate for a concurrent term to KYR's Delegate Body;
- (E) Three (3) at-large delegates shall be elected by a plurality vote of members eligible to vote during the second business meeting of each year, held in conjunction with the regular annual membership meeting, to serve terms of three (3) years each, such that there shall be nine (9) at-large delegates serving at all times; (Amended 11/12/2024)
- (F) Any recipient of the NAR Distinguished Service Award shall serve as a delegate for life.
- (G) Any REALTOR® member in good standing shall be eligible to serve on the Delegate Body. (Added 2/12/09)
- (H) The CEO shall serve as an ex-officio, non-voting member of the Delegate Body.

Section 3. Subject to the applicability and operation of Section 4 of this Article X, vacancies on the Delegate Body shall be filled as follows:

- (A) Should a vacancy occur for any reason with regard to a delegate serving by virtue of Article X, Section 2(B), such vacancy shall be filled by the Member Board or Association in any manner prescribed by such Member Board or Association at its next meeting;
- (B) Should a vacancy occur for any reason with regard to a delegate serving by virtue of

Underlined text indicates a state association provision required by NAR policy

Article X, Section 2(C), such vacancy shall be filled by the member who succeeds the delegate as an officer or Director of NAR provided that such successor in office is a member of KYR. Should a member who would be entitled to serve as a delegate pursuant to Article X, Section 2(C) (his or her successor) decline to serve as a delegate, such vacancy shall not be filled;

- (C) Should a vacancy occur for any reason with regard to a delegate serving by virtue of Article X, Section 2(D), such vacancy shall be filled by the member who succeeds the delegate as an officer of KYR. Should a member who would be entitled to serve as a delegate pursuant to Article X, Section 2(D) (his or her successor) decline to serve as a delegate, such vacancy shall not be filled;
- (D) Should a vacancy occur for any reason with regard to a delegate serving by virtue of Article X, Section 2(E), the Board of Directors shall designate a successor to the vacated office for the balance of the term of that office. Such successor shall be determined by a majority vote of the Board of Directors.
- (E) Should a vacancy be filled in accordance with this Section 3, the successor shall not take office until the subsequent meeting of the Delegate Body.

Section 4. Except as otherwise provided in Article X, Section 2(A), any delegate may be removed from office by a majority vote of the Delegate Body only upon the basis of a report by the CEO that such delegate has two (2) consecutive unexcused absences from required meetings. For purposes of unexcused absences, a meeting of the Board of Directors and successive Delegate Body meeting shall be counted as one meeting. Any delegate removed in accordance with this provision shall immediately be notified in writing of such removal. Removal shall be reviewable by the Board of Directors upon petition of the removed delegate in accordance with the Policies and Procedures Manual. Any delegate whose petition is granted shall be reinstated for the balance of his or her term unless the vacancy has been filled in accordance with Article X, Section 3. (Revised 9/27/13)

Article XI – Fiscal Year

The fiscal year of KYR shall be the calendar year.

Article XII – Code of Ethics

Section 1. All REALTOR® members of KYR shall abide by the Code of Ethics of NAR (the "Code"). The Code of Ethics of the National Association of REALTORS® is adopted as the Code of Ethics of the association and shall be considered a part of its Rules and Regulations, and the Code of Ethics and the Rules and Regulations of the association shall, in the future, be deemed to be amended and changed whenever said Code of Ethics is amended or changed by the National Association.

Underlined text indicates a state association provision required by NAR policy

Section 2. New Member Code of Ethics Orientation.

Applicants for REALTOR® membership and provisional REALTOR ® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less.

Failure to satisfy this requirement within 90 days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership. (Amended 9/26/18)

Section 3. Continuing REALTOR® 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 (3 0) 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 R E A L T O R ® 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 t h r e e (3)-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.

Section 4. Discipline of REALTOR® Members

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.

Article XIII – Professional Standards

Underlined text indicates a state association provision required by NAR policy

Section 1. KYR will resolve all disputes between REALTORS® and involving REALTOR® members in accordance with the Code and the KYR Professional Standards Agreement (the “Agreement”), as amended from time to time, and as set forth in the KYR Policies and Procedures Manual. All Member Board or Association shall resolve disputes following the procedure contained in the Code and the Agreement. To the extent anything in the Agreement is prohibited by the Code, the provisions of the Code shall prevail.

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 KYR under the following circumstances:

- (A) Allegations of unethical conduct made against a REALTOR® in the instance in which the local Board retains jurisdiction pursuant to participation in the KYR Professional Standards Agreement because of size or other valid reason, determines that it cannot provide a due process hearing of the matter and petitions KYR to conduct a hearing.
- (B) Where the REALTORS® are members of a Board that has delegated to KYR the responsibility for enforcing the Code pursuant to the KYR Professional Standards Agreement.

Section 3. Enforcement of the Code

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.

Section 4. If a REALTOR® Member (as defined in Article II, Section 5(A) 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 he or 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 and mediation continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®. (Amended 9/27/12)

Article XIV –REALTOR® TRADEMARK

Section 1. Use of the terms REALTOR®, REALTORS®, or REALTOR-ASSOCIATE® by members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the National Association of REALTORS® and to the Rules and Regulations prescribed by its Board of Directors. The State Association shall have authority to control, jointly and in full cooperation

Underlined text indicates a state association provision required by NAR policy

with NATIONAL ASSOCIATION OF REALTORS®, use of the terms within those areas of the state 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.

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 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.

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

Section 3. An Institute Affiliate Member shall not use the terms "REALTOR®", "REALTORS®", or REALTOR-ASSOCIATE® and shall not use the imprint of the emblem seal of the National Association of REALTORS®.

Article XV - Regions

Article XVI – Rules of Order

Robert's Rules of Order, Current Edition, and KYR's Special Rules of Order, if any are created and made a part of the KYR Policies and Procedures Manual, shall be recognized as the authority governing all meetings of KYR when not in conflict with the Bylaws or Articles of Incorporation. (Amended 9/27/17)

Article XVII – Amendments

Section 1. Any provision of these Bylaws which becomes obsolete or inoperable by virtue of the passage of time shall automatically be deleted from subsequent printed editions of the Bylaws.

Section 2. These Bylaws may be amended at any regular or special meeting of KYR membership by affirmative vote of two-thirds (2/3) of the REALTOR® Members and REALTOR® Emeritus Members present and voting provided that a quorum is present and

Underlined text indicates a state association provision required by NAR policy

provided further that written notice of the substance of any proposed amendment, specifically identifying the Article and Section to be amended, shall first have been sent to each REALTOR® Member at least thirty (30) days in advance of the meeting. The written notice of the substance of any proposed amendment of these Bylaws may be sent by first-class mail, electronic communication, including e-mail, or any other means permitted by law that has been approved by the Board of Directors for sending such notices. (Amended 12/1/11)

Section 3. Amendments of these Bylaws shall not become effective until approved by NAR. Should NAR notify KYR that any provision not included in these Bylaws must be included prior to approval, such provision shall be inserted in the Bylaws subject to ratification by the KYR Board of Directors only in accordance with Section 4 of this Article XVII.

Section 4. Notwithstanding Section 1 of this Article XVII, these Bylaws may be amended by majority vote of the Board of Directors if such amendment is mandated by NAR policy.

Article XVIII – Intentionally Deleted (Deleted 6/26/25)

Article XIX – Dissolution

Section 1. Upon dissolution of KYR and payment of its just debts, the Board of Directors, in its discretion, shall distribute any remaining assets to educational institutions of higher learning within the Commonwealth of Kentucky.

Underlined text indicates a state association provision required by NAR policy