

BYLAWS OF THE ASSOCIATION OF REAL ESTATE LICENSE LAW OFFICIALS

(Last Amended September 20__~~40~~)

ARTICLE I

Name

The name of this corporation shall be the Association of Real Estate License Law Officials (hereinafter referred to as the "Association").

ARTICLE II

Objectives and Purposes

Section 1. The primary purpose of this Association shall be better administration and enforcement of real estate license and regulatory laws in the MEMBER JURISDICTIONS. The Association shall work to achieve this purpose by providing its members with opportunities for communication on license and regulatory law matters, administering programs that provide support to MEMBER JURISDICTIONS; ~~for~~ conducting research and obtaining information on license matters, and protecting the public interest; ~~and for~~ professional improvement. The Association may also encourage and develop cooperation with all other organizations whose major objective is of a similar nature.

ARTICLE III

Membership

Section 1. Any sovereign nation, political subdivision of such sovereign nation or any governmental or non-governmental entity designated by such to administer the licensing or registration process that authorizes persons to conduct real estate or estate agency activities shall become a MEMBER JURISDICTION upon approval of an application for membership and payment of any required fees as provided for by the Association's Board of Directors. Such entity may have its membership status terminated by vote of the Association membership due to nonpayment of dues or fees, due to a change in such entity's laws that removes its jurisdiction over real estate, or after an official request from that entity.

Section 2. ~~A~~ ACTIVE-REGULATORY MEMBER of the Association is any individual who is affiliated with an agency in a MEMBER JURISDICTION which is charged with administering one or more of the laws cited in Section 1 above and who is: (1) a full-time employee of the agency; (2) a member of the regulatory body which directs the activities of the agency; (3) an attorney retained to provide legal counsel on a regular basis to the agency; or (4) an employee or appointed representative of the agency formally approved by the MEMBER JURISDICTION'S regulatory body. ~~A~~ ACTIVE-REGULATORY-MEMBER may represent his or her MEMBER JURISDICTION as its voting delegate, hold office, serve as a voting member on working groups, and perform other functions as provided elsewhere herein and as authorized by his or her MEMBER JURISDICTION.

~~**Section 3.** A former ACTIVE MEMBER of the Association, who is no longer engaged in the administration or enforcement of real estate license or regulatory laws, may become an INDIVIDUAL MEMBER upon (1) the Chief Executive Officer's approving a completed application in accordance with criteria established by the Board of Directors and (2) payment of any fees established by the Board of Directors. An INDIVIDUAL MEMBER shall not hold office in the Association, other than the office of Chief Executive Officer, but may serve as a voting member of Association working groups.~~

Section 34. A former ~~ACTIVE-REGULATORY~~ MEMBER who is no longer engaged in the administration or enforcement of real estate license or regulatory laws may become a MEMBER EMERITUS upon nomination by the nominating committee appointed by the president to nominate an individual for each Association office and approval by the Board of Directors. A MEMBER EMERITUS may be exempt from payment of fees and shall not hold office in the Association, other than the office of Chief Executive Officer, but may serve as a voting member of Association working groups. In order to be considered for status as a MEMBER EMERITUS, an individual should have: (1) served as an ~~ACTIVE-REGULATORY~~ MEMBER for no less than six years, or have served no less than four years if that individual was ever a Senior Officer or a District Vice-President; (2) attended at least nine ARELLO conferences; (3) performed an extraordinary and uncommon level and/or length of service on behalf of more than one Association working group; and (4) a nominator and seconder who submit the individual for consideration, including a substantiation of the reason(s) why the individual is deserving of MEMBER EMERITUS status, in writing to the Chief Executive Officer. Nominations submitted to the Chief Executive Officer fewer than 30 calendar days before a meeting of the nominating committee shall not be considered until the first meeting falling 30 calendar days after the submission of ~~both the nominations~~, in order to provide the Chief Executive Officer time to verify that length of membership, conference attendance criteria have been met and that the individual held a membership position on the working groups related to their service as set forth in the nominations. The ~~Nominating e~~Committee shall evaluate the level and length of service of each nominee and only send forward to the Board those the committee deems to be at the highest levels, to merit MEMBER EMERITUS status.

Section 45. The term "jurisdiction" as used in these Bylaws shall mean and include any sovereign nation or a political subdivision of a sovereign nation authorized to enact a real estate regulatory law.

~~**Section 6.** Any sovereign nation, political subdivision of such sovereign nation or any governmental or non-governmental entity designated by such to administer any law, rule and/or regulation for any area of practice related to real estate or estate agency, as determined by the Board of Directors to be related, shall designate individual representatives to become ALLIED MEMBERS upon approval of an application for membership and payment of any required fees as provided for by the Association's Board of Directors. ALLIED MEMBERSHIP is not transferable, and is only valid for the period of time during the Association's fiscal year that an individual remains a bona fide representative of the regulatory entity under which it was approved for membership. Entities that qualify as MEMBER JURISDICTIONS and ACTIVE MEMBERS cannot qualify for ALLIED MEMBERSHIP. ALLIED MEMBERS shall not have voting rights.~~

Section 57. The Association may, at the discretion of the Board of Directors, admit an ASSOCIATE MEMBER ORGANIZATION that has not enacted a real estate regulatory law pursuant to Article III, Section 1, but has made application for membership and has indicated sufficient interest in or progress toward enacting a real estate regulatory system, subject to payment of any fees and the meeting of any further requirements established by the Board of Directors. The ASSOCIATE

MEMBER ORGANIZATION may attend ~~the Association's open programs and meetings, but shall have no official vote in any meeting of the Association and shall not be eligible to serve as an officer or as a member of the Board of Directors of the Association and participate in all conferences and meetings of the Association, but the ASSOCIATE MEMBER ORGANIZATION shall be without a vote.~~ No state of the United States or province of Canada nor the District of Columbia shall be eligible for associate membership. Other services provided and available to ASSOCIATE MEMBER ORGANIZATIONS shall be as set forth in the Association's Policies and Procedures.

Section 68. Whenever ~~a~~ ACTIVE REGULATORY MEMBER or MEMBER JURISDICTION challenges the eligibility of: (1) another MEMBER JURISDICTION or applicant for MEMBER JURISDICTION or organization status to vote or to hold membership; (2) a REGULATORY ~~a~~ ACTIVE MEMBER to hold an office to which the ACTIVE REGULATORY MEMBER was elected or to participate in the affairs of the Association as a ~~a~~ ACTIVE REGULATORY MEMBER; or (3) a ~~a~~ INDIVIDUAL MEMBER, MEMBER EMERITUS, ASSOCIATE MEMBER ORGANIZATION, ~~ALLIED MEMBER~~, or applicant or nominee for such member status to hold membership, the Executive Committee shall conduct an investigation of the member applicant, or nominee's eligibility for membership, and make a recommendation for disposition to the Board of Directors whose decision on the matter shall be final.

Section 79. MEMBER JURISDICTIONS, ~~other than states of the United States, provinces of Canada, and the District of Columbia,~~ shall pay the dues amount set forth by the Board of Directors for that separate category of MEMBER JURISDICTION. ~~ALLIED MEMBERS shall pay the amount of dues set forth by the Board of Directors.~~

Section 840. An AFFILIATE MEMBER of the Association is any individual or entity that does not qualify for membership as a REGULATORY ~~a~~ ACTIVE MEMBER or MEMBER JURISDICTION, that has indicated support for the purposes and objectives of ARELLO, and that is in good standing (through the annual, timely payment of dues and otherwise) on the books and records of the Association. Any such person or entity may become an AFFILIATE MEMBER upon (1) the Chief Executive Officer's approving a completed application in accordance with criteria established by the Board of Directors and (2) payment of any dues and/or fees established by the Board of Directors. The Board of Directors may also remove an AFFILIATE MEMBER at any time in its sole discretion. AFFILIATE MEMBERS may attend the Association's open programs and meetings, but shall have no official vote in any meeting of the Association and shall not be eligible to serve as an officer or as a member of the Board of Directors of the Association. AFFILIATE MEMBERS may, however, be appointed by the President to serve as non-voting members of working groups, unless a working group made up mostly of AFFILIATE MEMBERS is created, in which case AFFILIATE MEMBERS may serve as voting members of that body. AFFILIATE MEMBERS otherwise shall have restricted rights and may participate in the conduct and affairs of the Association and examine the Association's books and records only to the limited extent authorized by the Board of Directors in its sole discretion. No AFFILIATE MEMBER shall use the Association's logo or image or the existence of its membership status in any advertising or promotional material or for any commercial use or purpose. No AFFILIATE MEMBER shall represent, speak for, or have the authority to create any obligation for, the Association without the prior written consent of the Board of Directors.

ARTICLE IV

Officers, District Vice Presidents and Elections

Section 1. The Association shall elect annually a President, a President-Elect, and a Treasurer. Each of the Districts, as set forth in Article VII, Section 1 of the Bylaws, shall annually elect a maximum of a District Vice President, three Directors and one Alternate Director.

Section 2. All Officers of the Association shall be elected annually at the Annual Association Conference and shall serve from the first day of January after the final adjournment of the Annual Conference or from the date of any special election during which they have been elected through the last day of December of that same calendar year or until their successors have been duly elected and qualified.

Section 3. Nominations for each office, except President, in the Association shall be made by a nominating committee appointed by the President; but additional nominations may be made from the floor by any voting delegate of the Association. The presiding officer of the General Assembly shall call for a representative of that committee to present its slate of candidates. The representative shall first read the list of District Vice-Presidents, Directors, and Alternates as ~~identified~~ elected by the Districts. The presiding officer shall then ask for a motion and a second to ratify the results of the elections by the various districts, recognizing these members as duly elected to the Board of Directors. The reading of their names shall by itself place them in nomination without the necessity of any other action by the voting delegates. The presiding officer shall then ask whether any voting delegate wishes to make a nomination from the floor. No second is required to make a nomination. If no such nomination(s) is made from the floor, the presiding officer shall, at his or her option, call for a voice vote or a vote by a show of hands. If a nomination is made from the floor, in any contested race the presiding officer shall call for written balloting until one candidate receives a majority. Then, the presiding officer shall call for a voice vote or a show of hands on all other nominees. The representative of the nominating committee shall then present the committee's nominee or nominees for Treasurer. The presiding officer shall then ask whether any voting delegate wishes to make a nomination from the floor. No second is required to make a nomination. If no such nomination(s) is made from the floor, and the nominating committee has submitted only one nominee, the presiding officer shall, at his/her option, call for a voice vote or a vote by a show of hands. If more than one candidate is submitted by the nominating committee or a nomination is made from the floor, the presiding officer shall call for written balloting until one candidate receives a majority. The representative of the nominating committee shall then present the committee's nominee or nominees for President-Elect. The presiding officer shall then ask whether any voting delegate wishes to make a nomination from the floor. No second is required to make a nomination. If no such nomination(s) is made from the floor, and the nominating committee has submitted only one nominee, the presiding officer shall, at his/her option, call for a voice vote or a vote by a show of hands. If more than one candidate is submitted by the nominating committee or a nomination is made from the floor, the presiding officer shall call for written balloting until one candidate receives a majority. When there is a contested election for an office referenced above, in order to be elected, a candidate must receive a majority of all votes cast. If there is a tie vote for first place for an elected office of ARELLO, the President shall allow each candidate to make a presentation not to exceed three minutes before the voting delegates cast a second ballot. If there is a tie vote after the second ballot, the President shall provide for a 15-minute caucus for each District, after which time a third ballot shall be cast. The balloting process shall continue in the same manner thereafter until a winner is declared. In the case where there is a tie for second place, only those candidates receiving votes equal to or greater than the tying number of votes shall proceed to the next

ballot. If a member refuses to accept his or her nomination, his or her name shall be removed from consideration for office.

Section 4. The President-Elect shall, when necessary, perform the duties of the President and shall participate in Board, Executive Committee and other working group activities in order to be prepared to perform those duties should the need arise. The President-Elect shall perform any other duties assigned in the Policies and Procedures, as well as those delegated by the President. The President-Elect shall automatically ~~be nominated~~ succeed to the office of President. ~~The presiding officer shall call for a vote on the election of the President-Elect to become President. The President-Elect, unless more than two-thirds of the voting delegates do not vote said President-Elect to the office of President, shall succeed to the office of President. The presiding officer shall administer a ballot of voting delegates for the individual who is automatically nominated President. If that President-Elect is not elected President, the presiding officer shall then ask the General Assembly whether any voting delegate wishes to make a nomination from the floor. No second is required to make a nomination. If only one such nomination(s) is made from the floor, the presiding officer shall, at his or her option call for a voice vote or a vote by a show of hands. If more than one nomination is made from the floor, the presiding officer shall call for written balloting until one candidate receives a majority. If the President-Elect for the past year has chosen not to serve as President or is otherwise unavailable to serve, the Procedures outlined in the election for President-Elect in Section 3 above shall be followed in selecting a new President.~~

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Section 5. The President shall perform the usual duties pertaining to that office and appoint necessary working groups and appointed officers as authorized by the Bylaws and the Policies and Procedures. The President shall Chair and set the agenda for meetings of the Board of Directors and the Executive Committee. The President shall preside over the Annual Conference, the Mid-Year Meeting and any meeting of the Board of Directors, Executive Committee and General Assembly. The President shall serve as an ex officio member of each working group. The President shall work with the Board of Directors and Chief Executive Officer to ensure that Board resolutions are carried out, that new Board members receive an orientation and that the Chief Executive Officer undergoes periodic performance evaluations. The President shall oversee efforts by the Executive Committee to fill any vacancy in the Chief Executive Officer position and shall be authorized by the Executive Committee on behalf of the Association to sign an employment agreement with the Chief Executive Officer. The President shall assist working groups in their efforts to support the Board in the accomplishment of the Association's goals. The President shall call meetings of the Board of Directors and/or the Executive Committee as necessary.

Section 6. District Vice-Presidents shall preside at their respective District meetings and over District elections of representatives to the Board of Directors. They shall report the results of these elections to the Chief Executive Officer and to the Nominating Committee at least 30 days prior to the General Assembly Meeting held in conjunction with the Annual Conference of the Association. District Vice-Presidents shall represent the District in consultations with the President, the Board of Directors and others on affairs of the Association. District Vice-Presidents shall establish regular communication with the Active-Regulatory Members within their District boundaries to inform them of and solicit input on relevant issues being addressed by the Association, bring forward to the Board of Directors issues from their District, ~~to~~ promote participation in Association activities and ~~to~~ bring to each District Vice-President's service on the Board an informed perspective on the customs and practices of those members within their District. District Vice-Presidents shall serve on multiple

working groups, as assigned by the President, to serve as liaisons for their Districts and for the Board of Directors.

Section 7. The Treasurer shall Chair the standing committee charged with preparing and submitting a proposed budget each year to the Board of Directors. The Treasurer shall work with the Board and the Chief Executive Officer to ensure financial goals are met and that financial controls are in place. The Treasurer shall work with the Chief Executive Officer to compile and distribute periodic reports on the Association's financial position and its income and expenses in light of budgeted goals. The Treasurer shall bring the annual audited financial statements to the Board. The Treasurer shall chair any working group(s) that may be appointed for tasks relating to financial audits and/or Association investments. The Treasurer shall work with the Chief Executive Officer to draft budget proposals for eventual consideration by the Board of Directors. The Treasurer shall participate in Board, Executive Committee and other working group activities in order to be prepared to advise each working group on financial matters relating to the Association.

Section 8. In addition to the offices established elsewhere in this Article, the Association shall also establish an office known as the Chief Executive Officer who shall be appointed by the Executive Committee. The Chief Executive Officer is responsible to the Board of Directors for the operation of the Association and shall serve as secretary of the Association. The Chief Executive Officer shall receive such compensation and have such duties as the Board of Directors shall determine in accordance with procedures established in the Policies and Procedures.

Section 9. The Association may remove -an Officer or Director for a good cause shown by action of the Board of Directors. A replacement shall be selected in accordance with Section 10 of this Article. Any such proceedings may be initiated by written petition to the Board signed by no less than five members thereof.

Section 10. The Association may remove the CEO for good cause shown by action of the Board of Directors.

Section ~~40~~11. Upon termination of license or regulatory law affiliation with any jurisdiction by an Officer or Director of this Association, or upon death, resignation, or other legal incapacity of an Officer or Director, said vacancy of said office shall be filled until the next general election in the following manner: (1) a vacancy in the office of President shall be filled by the elevation of the President-Elect to the office of President; (2) a vacancy in the office of President-Elect shall be filled, at the discretion of the Board of Directors, from among the membership of the Association by election of a President-Elect by the Board of Directors at its next scheduled meeting or any duly constituted special meeting; (3) a vacancy in the office of Treasurer shall be filled by appointment by the President; (4) a vacancy in the office of District Vice-President or Director shall be filled from the District wherein there is a vacancy. In filling a vacancy in the office of District Vice-President and District Director, unless the alternate Director is utilized, as set forth in Article V, Section 1, the President shall conduct an election by contacting the MEMBER JURISDICTIONS of the District wherein a vacancy exists; and the jurisdictions of such District shall nominate and elect a member of such District to fill the vacancy. This procedure shall apply to filling a vacancy in the alternate Director position. A plurality-majority of votes cast shall be required for election to fill a vacancy under this Section.

ARTICLE V

Board of Directors and Executive Committee

Section 1. The President, President-Elect, Treasurer, District Vice-Presidents, Directors, and the most immediate ~~ACTIVE-REGULATORY~~ MEMBER Past-President constitute the Board of Directors. ~~District Vice-Presidents Officers~~ and ~~all other~~ Directors shall serve from the first day of January after the final adjournment of the Annual Conference, or from the date of any special election during which they have been elected, through the last day of December of that same calendar year. The alternate Director of a District shall: (1) fill in at any Board of Directors' meeting which an elected Director or the District Vice President from that District is unable to attend; and (2) become a Director in the event of the resignation of a Director or the District Vice President from that District.

Section 2. The Executive Committee of the Association shall be composed of the President, President-Elect, Treasurer the most immediate ~~ACTIVE-REGULATORY~~ MEMBER Past-President, and one District Vice President designee, to be called the Senior District Vice President, who shall be selected by receiving the largest number of votes from a ballot by all the District Vice Presidents who were elected for the upcoming year to be administered by the current year's President within 30 calendar days after the General Assembly at the Annual Conference, and within 30 calendar days from the date at which the position of Senior District Vice President becomes vacant for any reason. In the event of a tie vote, the President shall inform the District Vice Presidents of the vote count and administer another vote. If the second ballot returns a tie vote, the President shall cast the deciding vote.

Section 3. The Board of Directors shall be responsible for establishing Policies and Procedures consistent with these Bylaws. The Board shall set forth the Association's mission, purposes and goals. The Board shall direct and participate in a continuous process of planning to facilitate the accomplishment of those goals. The Board shall monitor the implementation of activities by various working groups and staff to ensure that progress is made toward those goals and that the Association's mission and purposes are being advanced. The Board shall ~~secure a Chief Executive Officer and see that the Executive Committee performs periodic reviews of the Chief Executive Officer's this individual's~~ performance. The Board shall ensure adequate resources for the Association to fulfill its mission and accomplish its plans. The Board shall approve annual budget goals, safeguard the tax-exempt status of the Association and ensure that appropriate financial controls are in place. The Board shall work with the Chief Executive Officer to monitor Association activities to assess whether they are consistent with the Association's mission and goals and whether they are operating effectively. The Board shall work to enhance the Association's public image and expand its visibility. The Board shall ensure legal and ethical integrity in Association activities. The Board shall ensure the effective governance of the Association through development of the appropriate working group structure and the periodic assessment of the efficiency of the various working groups and of the Board itself. The Board shall facilitate the development of events that serve to educate and connect members of the Association in accordance with the mission, purpose and goals set forth for the Association. The Board shall assess current issues and identify those that are relevant for the Association's members and shall ensure that the Association provides leadership and resources on those issues. The affairs of the Association between meetings of the Board of Directors shall be administered by the Executive Committee, consistent with the Policies and Procedures set forth by the Board of Directors.

Section 4. The Board of Directors shall meet at the Association's Annual Conference and at one other time during the year. In addition, the President, at the President's discretion, may call other meetings of the Board of Directors; and upon the written request of any ten members of the Board of

Directors, the President shall call a meeting of the Board. All members of the Board of Directors who are present at any meeting of the Board of Directors shall constitute a quorum authorized to transact any business that shall come before it at such meeting. In addition, after notice to all of its members, the Board of Directors may act by written vote of a majority of its members on matters of business arising between scheduled meetings. The President shall give at least 14 days notice to Officers, Directors and Member Jurisdictions prior to ~~convening~~ scheduling any meeting of the Board of Directors. The Board of Directors may upon majority vote establish the position of the Association on issues on which it feels the Association should express its views.

Section 5. The President, at the President's discretion, may call a meeting of the Executive Committee. Or, at the request of no fewer than two members of the Executive Committee, the President shall call a meeting of the Executive Committee. After notice to all of the Executive Committee, three members of the Executive Committee shall constitute a quorum authorized to transact any business, which shall come before such meeting. The Executive Committee may act by a majority vote of its entire membership on matters of business arising between regularly scheduled meetings unless expressly precluded by the Board of Directors, these Bylaws or the Policies and Procedures.

ARTICLE VI

Finances

Section 1. The Board of Directors shall be responsible for overseeing the establishment of an annual budget and the administration of the Association's assets. A financial audit shall be conducted annually by a Public Accounting firm approved by the Executive Committee.

Section 2. Fees shall be payable at such times as the Board of Directors may direct. If a MEMBER JURISDICTION has not paid any and all fees due from it in any fiscal year preceding the current fiscal year, such MEMBER JURISDICTION and its ~~ACTIVE-REGULATORY~~ MEMBERS shall be designated an INACTIVE MEMBER JURISDICTION and INACTIVE MEMBERS, and may not vote or hold office in the Association until after the appropriate amount of dues for the current year; and said delinquent fees are paid unless the Board of Directors grants such JURISDICTION an extension of time in which to pay said fees.

Section 3. The Board of Directors shall be responsible for overseeing the establishment of appropriate fees.

ARTICLE VII

Districts

Section 1. The JURISDICTIONS shall be divided into Districts as follows:

District 1: Bermuda, Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, and Vermont;

District 2: Alabama, Arkansas, Bahamas, Florida, Georgia, Jamaica, Kentucky, Louisiana, Mississippi, North Carolina, Puerto Rico, South Carolina, Tennessee, Texas, Virgin Islands, Virginia, and West Virginia;

District 3: Colorado, Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Oklahoma, South Dakota and Wisconsin;

District 4: Alaska, Arizona, California, Guam, Hawai'i, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, and Wyoming;

District 5: Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland, Northwest Territories, Nova Scotia, Nunavut Territory, Ontario, Prince Edward Island, Québec, Saskatchewan and Yukon Territory;

District 6: Ajman, Armenia, Australian Capital Territory, Dubai, Hong Kong, New South Wales, New Zealand, Victoria, Northern Territory, Philippines, South Africa, South Australia, Tasmania, United Kingdom, Western Australia, and Zimbabwe.

Section 2. When a jurisdiction not mentioned in Section 1 of this Article is admitted to membership in accordance with Article III, Section 1, of these Bylaws, the Board of Directors shall assign it temporarily to one of the Districts until Section 1 of this Article has been amended to add the new member to the appropriate District.

ARTICLE VIII

Association Meetings and Conferences

Section 1. An Annual Conference shall be held at such time and place as the Board of Directors shall select. Annual Conferences shall include a An Association business meeting for all MEMBER JURISDICTIONS which shall be known as the General Assembly. Special conferences shall be called by the President upon request of a majority of the members of the Board of Directors. The Board of Directors shall oversee the planning, budgeting, and programming of the Annual Conference.

Section 2. MEMBER JURISDICTIONS may hold District conferences or other meetings for the purpose of discussing matters of mutual interest, but any recommendations at such conferences or meetings that would require official ARELLO action must be forwarded to the General Assembly or the Board of Directors for action. The President, shall, at the written request of one-half of the Member Jurisdictions, call a meeting of the General Assembly. The President shall give at least 30 days notice to Officers, Directors and Member Jurisdictions prior to holding any meeting of the General Assembly.

Section 3. All conferences and meetings of the Association shall be open. However, the presiding officer at such conferences, meetings, or working group meetings may close such sessions to persons other than ~~ACTIVE-REGULATORY~~ MEMBERS of the Association whenever the business of the meeting involves a discussion of: (a) ~~personnel matters;~~ (b) the purchase, sale, lease, or exchange of real property by the Association; ~~or (c) bids received in a sealed bidding process before a decision is made to award a contract based on that process;~~ ~~(d) (b)~~ security arrangements for meetings and space occupied by the Association; and ~~(e) (c)~~ any matter for which the Bylaws or Policies and Procedures expressly require that a meeting be closed. Additionally, (The presiding officer may further also close such sessions to persons other than members of the Executive Committee, and/or Finance Committee, and/or Board of Directors whenever the business of the meeting involves a discussion of: (a) personnel matters; (b) bids received in a sealed bidding process before a decision is made to award a contract based on that process; or (c) any Association records identified in the Governing Documents Policies as being available only to the Executive Committee, and/or Finance Committee, and/or Board of Directors.

Section 4. All MEMBER JURISDICTIONS of this Association who are present at a previously scheduled session of any annual or special conference of the Association shall be recognized as a quorum authorized to transact any business of this Association.

Section 5. Each MEMBER JURISDICTION present shall be entitled to one vote on any matter or election coming before the General Assembly, or a caucus or other MEMBER JURISDICTION meetings. All contested elections shall be by secret ballot. Each MEMBER JURISDICTION present shall designate a delegate to cast its vote. Voting delegates, as determined by the MEMBER JURISDICTIONS, shall be the only persons who may make motions, second motions, and vote at such MEMBER JURISDICTION meetings: provided, however, any ~~ACTIVE~~ REGULATORY MEMBER may speak to any issue under consideration. Each member of the Board of Directors present shall be entitled to one vote on any matter coming before the Board of Directors. Each member of a working group shall be entitled to one vote on matters coming before the working group.

Section 6. ARELLO'S Simple Rules of Procedure for Occupational Licensing Agencies, The Standard Code of Parliamentary Procedure by Alice Sturgis, latest edition, shall be recognized as the parliamentary authority governing all meetings and conferences when not in conflict with these Bylaws.

ARTICLE IX

RELATIONSHIP BETWEEN ASSOCIATION OF REAL ESTATE LICENSE LAW OFFICIALS AND ARELLO FOUNDATION

Section 1. ARELLO Foundation is the supporting organization of ARELLO, and ARELLO is the supported organization of ARELLO Foundation, within the meaning of Section 509(a)(3) of the Internal Revenue Code.

Section 2. As a supporting organization for ARELLO, ARELLO Foundation may perform fundraising, administrative, and program services to support the efforts of ARELLO. Such services may include, but are not limited to, the following: fundraising, including prospecting for new members of ARELLO; supplying administrative services, office space, and other facilities; and such other activities as the Board of Directors of ARELLO Foundation may determine.

Section 3. The Board of Directors of ARELLO has the power to appoint the Governing Body of ARELLO Foundation. Such appointment shall be made at each annual meeting of the Board of Directors of ARELLO, in accordance with the rules and regulations promulgated by the Board of Directors of ARELLO, or as the Board of Directors of ARELLO shall otherwise decide.

ARTICLE X

Bylaws

Section 1. The Association may promulgate Bylaws, which may be amended at any scheduled meeting of the General Assembly by an affirmative vote of two-thirds of the voting delegates present,

provided written notice of the proposed amendment is sent to the administrator of each jurisdiction, the President and the Chief Executive Officer at least 20 calendar days prior to the date of said General Assembly meeting.

Section 2. Any MEMBER JURISDICTION, District, ~~ACTIVE-REGULATORY~~ MEMBER, or working group of the Association may propose amendments to the Bylaws by giving written notice as set forth in this Article. Such notice shall include the proposed amendment setting forth: (1) the Section or Sections proposed to be amended; (2) the proposed amendment(s) in legislative style; and (3) the rationale for such proposed amendment. The rationale should be a summary of the proposer's reason or reasons for the change and shall not limit, modify, or expand in any way the proposed language of the proposed amendment. Proposed amendments to the Bylaws shall be submitted to the Governance Review Committee no later than 60 days prior to the General Assembly at which a vote is to be taken on the amendment. The Governance Review Committee will ensure the amendment is in the proper format and not in conflict with other provisions of the Association's governing documents, and will be responsible for ensuring the amendment is noticed to the membership as set forth in the Bylaws. The General Assembly may amend without further notice to the membership any part of the language of the Section or Sections proposed to be amended and any other Sections that the presiding officer deems germane to the proposed amendment(s) regardless of whether such other Sections have been noticed.

ARTICLE XI

Policies and Procedures

Section 1. The Association shall establish Policies and Procedures through the Board of Directors. The Policies shall be the guiding principles of the Association defining its general goals and programs. The Procedures include the details for carrying out the provisions set forth in the Bylaws and Policies of the Association.

Section 2. Policies may be adopted or amended by the Board of Directors by an affirmative vote of a majority of the Board of Directors present at a duly scheduled meeting of the Board of Directors which has been noticed in accordance with Article V, Section 4 of these Bylaws. Provided: unless circumstances warrant otherwise, said proposed Policy or amendment has been noticed by the President to the appropriate working group of the Association which shall make a recommendation to the Board of Directors regarding the proposed Policy or amendment prior to the scheduled meeting of the Board.

Section 3. All Policies of the Association may be reviewed periodically by the appropriate working group and such working group may make recommendations for any changes to the Board of Directors.

Section 4. Procedures may be adopted or amended by the Board of Directors by an affirmative vote of a majority of the Board of Directors present at a duly scheduled meeting of the Board of Directors noticed in accordance with Article V, Section 4 of these Bylaws. Provided: unless circumstances warrant otherwise, consultation may be sought by the President from the appropriate working group which shall make a recommendation to the Board of Directors regarding the proposal prior to the vote on the Proposed Procedure or amendment prior to the scheduled meeting of the Board of Directors.

Section 5. All Procedures of the Association may be reviewed periodically by the appropriate working group and such working group may make recommendations for any changes to the Board of Directors.

Section 6. Any MEMBER JURISDICTION, District, ~~ACTIVE-REGULATORY~~ MEMBER, Committee, Council, Board or Forum may propose amendments to Policies and Procedures, in writing, which proposal shall include: (1) the Policy or Procedure to be amended; (2) the proposed amendment(s) in legislative style; and (3) the rationale for the proposed amendment(s). Proposed amendments to the Policies and Procedures shall be submitted to the Governance Review Committee no later than 60 days prior to the Board of Directors meeting at which a vote is to be taken on the amendment. The Governance Review Committee will ensure the amendment is in the proper format and not in conflict with other provisions of the Association's governing documents.