

POWELL AREA REALTY ASSOCIATION (PARA)

By-Laws and Constitution

Revised 1.13.23

These By-Laws govern the Powell Area Realty Association, Inc., an Ohio nonprofit association.

Article I. General Organizational Information

1.1 Name. The organization shall operate under the name **Powell Area Realty Association, Inc.**, (hereinafter referred to as **Association or PARA**).

Article II. Purposes

The purpose of the Association shall be:

- A.** To promote the real estate industry and to better the relationship between realtors, affiliates, those who serve in an associated or closely related field and the public of the greater Powell Area.
- B.** To accomplish any purpose or purposes for which individuals lawfully may associate themselves or any other lawful purpose under O.R.C Chapter 1702 and 26 U.S.C. 501(c) (6).

Article III. Revision of Bylaws

These Bylaws and Rules and Regulations as may be adopted can only be changed by a two-thirds (2/3rds) majority vote of the members present. Proposed changes are to be presented in writing to all members present at the two (2) weekly meetings prior to the vote of the proposed adoption or change. The vote would then take place at the third (3rd) weekly formal meeting.
(see also - Article VII/ section 7.3/standing committees/by-law committee)

Article IV. Meetings

4.1 Formal Meetings. Formal business meetings shall be every Monday at 9:00 a.m. with informal networking to commence at 8:30 a.m. There will be a weekly fee charged per meeting per person or member attending the Formal Meeting. This fee can be paid up front at the beginning of year when dues are paid. The amount to prepay for weekly entry for all meetings is \$100.00. This amount cannot be prorated. There are generally forty-two (42) meetings a year and this upfront cost is at a significant savings for members who regularly attend the meeting.
(see also - Article V / 5.4 Dues)

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4.2 Inclement Weather. If the Olentangy School District is closed or postponed due to inclement weather, the PARA meeting and tour will be cancelled.

4.3 Meeting Order. PARA hereby adopts, and endorses, the Code of Ethics, Bylaws, Rules and Regulations of the National Association of Realtors, (NAR) and the Ohio Association of Realtors (OAR). Robert's Rules of Order (latest revision) may be consulted, and utilized, at the discretion of the officers present at the meetings.

4.4 Breakfast Sponsorship All Members are entitled to a brief oral presentation, in front of the general membership at the regularly scheduled meetings, when they arrange to purchase breakfast, through the Secretary.

Article V. Membership

5.1 Membership. Membership in PARA shall be comprised of all real estate agents that are currently licensed in the State of Ohio, Realtors and Brokers, in accordance with the Ohio Division of Real Estate rules and regulations, and any other individuals and/or company representatives, who serve the real estate community, including but not limited to: Lenders, Title Companies, Attorneys, Home Inspectors, Photographers, Termite and Gas Companies, Builders, etc. All non-licensed real estate agents shall be considered Affiliate Members.

5.2 Membership Classification. PARA shall recognize 2 distinct membership classifications.

A. Voting Member- A voting member is a **Realtor, Affiliate Member or Vendor** whose business relates to real estate sales or is directly involved in the real estate transaction process in the real estate community in the greater Powell area. A voting member's dues must be current, and must be in good standing with PARA, in order to cast a vote. Voting Members may make announcements, place homes on tour that are listed with the Realtors' MLS system, and distribute literature.

B. Honorary Member- Any current licensed real estate agent, Realtor, Broker or non real estate professional, that has retired, or whom the PARA Board has voted to bestow such membership in recognition of their outstanding contribution to the Association and/or the furtherance of the cause and purpose of the Association. Honorary members are not permitted to vote.

5.3. Application for Membership in PARA. Membership must be made on the PARA. The business address, phonenumber and at least one name of one designated representative must be included on the application.

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5.4 Dues. The Treasurer of PARA shall assess each member their dues for the forthcoming calendar year no later than the last Monday of February. Such dues will be considered delinquent if payment has not been received by the cutoff date. Changes to the meeting fee are to be determined annually by the elected board. The amount of the dues to be assessed is as follows:

- A. VOTING MEMBER-** Dues to be \$36.00 annually paid by the last Monday of February. This fee is for **Realtors, Affiliate Members and Vendors** with voting privileges.
- B.** Any member who has not paid their dues by March 15th will be automatically dropped from the membership roster and removed from the PARA website. Guests may attend two (2) PARA meetings (paying the weekly fee). Those attended a third meeting must join PARA and pay the annual dues.
- C.** Payment of **\$135.00** may be paid up front for the entire year, which covers the weekly fee for all meetings (at the reduced price) and the annual dues.
- D.** Dues may be revised annually by recommendation of the elected board and must be updated no later than 12/1 of the year prior to change.
- E.** The Elected Board has the option to offer discounts to the annual membership dues to encourage new members from time to time. Any discount offered must be approved by a majority of the Elected Board.
- F.** Elected Board member's annual dues and meeting fees are waived by the Association.

Article VI. Voting

6.1 Voting and Eligibility Requirements. Each Voting Member is entitled to one (a) vote.

- A.** Only members who are current on their dues are eligible to vote.
- B.** In order to vote on bylaw changes or other association matters, one needs to have been a member for at least thirty (30) days.
- C.** Issues of financial expenditures, over the sum of Five Hundred Dollars (\$500.00), other than day to day operations, shall be voted on by the Elected Board of Officers, and the Secretary shall record such votes. "Financial expenditures" shall be defined as all necessary expenses incurred on behalf of PARA.
- D.** **DONATION REQUESTS** - All donation requests shall be submitted using the following format:
 - Donations committee to review each request to determine it worthy of submission to the Elected Board.
 - Donations committee will submit the request in writing to the Secretary for any donation requests it sees as worthy.
 - The Secretary shall present the requests for donations to the

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Elected Board to vote on merit of the donation as well.

- The Elected Board, through the Treasure, must decide if there are funds available for any donations.
- If the Elected Board agrees to the donation, then any donations **over \$500** will be presented to the general membership to vote on approval to donate. This will require a 2/3 positive vote.
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6.2 Election of Officers.

- A. **Nominating Committee.** A committee of the acting President, and the immediate two (2) past Presidents, shall present a slate of nominees to the PARA members, at the first regularly scheduled weekly meeting, in November of each year. It is the responsibility of the nominating committee to present at least one (1) nominee for each Officer position. Additionally, nominations from the floor will be accepted at this meeting, and the second scheduled weekly meeting in November. Any nominations from the floor must have the prior approval of the Nominee. The nominating committee shall distribute a written list of nominees to the voting membership at the third regularly scheduled meeting in November. The nominating committee shall prepare a final ballot of nominees, and distribute said ballot at the first scheduled meeting in December. Voting for the following year's officers shall take place at this meeting.
- B. **Terms of Elected Officers.** Officers shall serve for a period of one (1) calendar year, from January through December. The President and President –Elect (formally known as Vice President) cannot hold the same office for more than one (1) consecutive term. The Treasurer cannot hold office for more than two (2) consecutive terms.
 - The Elected Board consists of the following:
 - President
 - President Elect (VP)
 - Treasurer
 - Secretary
 - Sergeant-at-Arms
 - Tour Director
 - Past President
- ~~C.~~ The offices of President and President-Elect shall be held by a current licensed real estate agent. The offices of Secretary, Tour Director, Treasurer, Sergeant-at-Arms can be held by any member in good standing.
- D. All candidates shall be notified of election results immediately after the ballots are collected and counted by the nominating committee. In case of a tie, Robert's Rules of Order may be consulted for direction.

Article VII. Permanent Officers and Standing Committees

7.1 Officer Duties. Each officer will be required to keep a notebook of their activities, to be turned over to the new officer at the end of the year. A copy of their notebook shall be placed in the President's file

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at the end of the year. This notebook shall contain the access (user name and password) to all PARA platforms, including but not limited to PARA website, Facebook, Eventbrite, Mail Chimp, Bank Accounts, etc.

- A. Both the President and the President-Elect must be current licensed real estate agent, with the exception that the Board can nominate a President or President-Elect that is a non-Realtor, in the event a nominee withdraws. Each elected officer will have their dues, both weekly and annual, waived by PARA.
- B. Each officer is encouraged to attend as many weekly meetings as possible. It is also encouraged to arrive prior to the start of the meeting as to address membership questions and welcome potential new members. If a Board member misses four (4) consecutive meetings or misses over half of the meetings during a three (3) month period, the Board has the option of dismissing that Officer and appointing a new Officer.

7.2 Permanent Elected Officers.

- A. **President.** The President is empowered to appoint committee chairpersons and committee members to serve. Said committees are to serve at the President's pleasure. The President shall preside over all meetings and assemblies of which PARA is the official sponsor. The President shall appoint a Voting Member to complete the term of a PARA office which, for whatever reason, is vacated during his/her administration. From time to time, the President may be called on to serve as the official spokesperson for the PARA. The President shall inform the Treasurer of all donations approved by the Donation Committee, to assure that funds are available, prior to submission of all donations for a vote of the general membership.
- B. **President-Elect (Vice President).** The President-Elect shall carry out those duties assigned by the President. The President-Elect, in the absence of the President, shall preside over all meetings and assemblies of which PARA is the official sponsor. In the event that the office of the President is vacated during the administrative year, the President-Elect shall automatically become President. In all other situations, the President-Elect shall become the President in the year immediately following his/her election to the President –Elect. In the event that the President-Elect fails to attend at least 60% of the weekly meetings during his/her tenure as President-Elect, the current President, with approval of the Board, shall appoint a new President-Elect. The President-Elect is in charge of arranging for speakers at the weekly meetings and other PARA sponsored events.
- C. **Secretary.** The secretary shall perform those duties attributed to that office. The Secretary or a representative must attend all weekly PARA meetings. The Secretary shall record all motions, the results of said motions, at all officer meetings, including but not limited to: all donation requests, committee requests, expenditures over Five Hundred dollars (\$500.00), etc. Further, the Secretary shall record all motions made, and approved, at the PARA general membership meetings, and shall post the motions that were carried, to the PARA website. The Secretary shall report, to the President, all

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approved donation request from the Donation Committee. Further, the Secretary shall receive approval of all donations from the President, prior to the publishing of any social media or press releases. Each of the PARA committee chairs shall report any news to the Secretary, who shall receive approval from the President, prior to the publishing of any social media or press releases. The Secretary shall be responsible for sending out cards/flowers, as needed to the PARA members. Lastly, the Secretary shall be responsible for scheduling breakfast sponsors for the weekly PARA meeting.

- D. **Treasurer.** The Treasurer shall perform those duties attributed to that office. The President and the Treasurer shall be the signatories on the checking account for PARA. The ultimate responsibility for the PARA's funds shall rest with the Treasurer. The Treasurer shall present a quarterly report to the general membership, at the beginning of each quarter. The Treasurer shall prepare an annual PARA Profit and Loss Statement (P&L) each year. Said P&L will be reviewed and approved by the PARA officers, prior to the submission to the PARA general membership. The approved PARA P&L shall be presented, by the Treasurer, to the general membership, along with the first quarterly report. The Treasurer, assisted by the Membership Director and Webmaster, has the responsibility of maintaining an accurate, up -to-date list of paid membership for the PARA.
- E. **Tour Director.** The Tour Director shall perform those duties attributed to that office, including but not limited to: the collection of requests for houses to be put on the weekly tour, the routing of the weekly tour, adding sponsors to the tours to the tour sheet, and the preparation, printing and delivery of the tour sheets to the weekly meetings.
- F. **Sergeant-at-Arms.** The Sergeant-at-Arms shall be responsible for maintaining order at the general membership and Board meetings. He/she shall assist the President in presenting any new motions to the floor. He/she shall perform the duties of Secretary, or Tour Director, in their absence. Further, the Sergeant-at-Arms shall be responsible for setting up the microphone and American Flag prior to the commencement of the weekly meeting.

Volunteer / Chair positions within the organization:

- G. **Website & Social Media Director.** The Website & Social Media Director shall maintain the PARA website and PARA Facebook Group, and shall work in conjunction with the Treasurer and Membership Director on assembling and maintaining the membership directory. The Website & Social Media Director shall be responsible for getting the tour sheet advertising and the website advertising.
- H. **Membership Director.** The Membership Director shall promote membership to real estate professionals and affiliates by attending other local association meetings and promoting PARA's activities and events. The membership director shall work in conjunction with the Treasurer and Webmaster, on assembling and maintaining the membership directory.

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7.3 Social Director. The Social Director shall be responsible for promoting, directing and coordinating any social event for the PARA.

7.4 Standing Committees. Each committee chair will be responsible for preparing a written report, to be placed in the President's notebook, at the end of the year.

- A. By-Laws Committee.** This committee shall be composed of all the current Officers, with the President being the Chair, and a minimum of four (4) Voting Members in good standing. This committee is responsible for understanding and reviewing the current By-Laws. This committee is also responsible for proposing any changes and/or revisions to the By-Laws, to the general voting membership for a motion and vote. These Bylaws and Rules and Regulations as may be adopted can only be changed by a two-thirds (2/3rds) majority vote of the members present. Proposed changes are to be presented in writing to all members present at the two (2) weekly meetings prior to the vote of the proposed adoption or change. The vote would then take place at the third (3rd) weekly formal meeting. **(Article III).**
- B. Nominating Committee.** This committee is composed of the current President, the immediate past two Presidents, and a minimum of four (4) Voting Members in good standing. See **Article VI, 6.2 (A).**
- C. Donations Committee.** This committee shall be comprised of a minimum of four (4) Voting Members in good standing and at least one Officer. The committee is to identify families and /or organizations, primarily in the geographical area identified in the Tour Boundaries. The purpose of this committee is to vote on all donations requested by the general membership. Once a vote has been taken, the chair of the committee is to report whether the donation has been approved, and the amount of said donation, immediately, to the Secretary.

Article VIII. Ethical Conduct

All members are to conduct themselves in accordance with the Canons of Ethics for the Real Estate Industry of the State of Ohio and the Code of Ethics and Standards of Practice of the National Association of Realtors.

Article IX. Tour

9.1. Who May Place a Home on Tour. Participation in the Tour shall be limited to members, current in dues and in good standing with PARA. Only the listing agent or assistant can place a home on tour and must be present to introduce the listing at a regular meeting.

9.2 Placing a Home on Tour. The tour is on Monday morning immediately following the meeting. Persons placing properties on tour **MUST** confirm their property with the Tour Director by Thursday at Noon of the previous week or the home will **NOT** be on tour. If a person confirms with the Tour Director and does not call the Tour Director or President at least thirty (30) minutes prior to the meeting in the event that they have to cancel or they do not show up for the meeting, they will be fined \$50.00. This fine will be donated to CORPAC. In the event the listing agent discovers a home is not available for the tour, they are urged to contact the Tour Director as soon as possible.

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9.3 MLS Requirement. Properties to be placed on tour must be listed with MLS. Builders may place a newly constructed home on tour which is not listed with MLS, however the new build must be at least at the drywall stage of construction.

9.4 Limitation of Homes on Tour. The same house may not be listed on the tour more than once during a six (6) month period, unless there has been major cosmetic or remodeling work completed. Tours will be limited to five (5) homes per week. The President and Tour Director have discretion to increase the amount of home on tour, depending on the needs of the Association. Members have the option of placing more than one (1) home on tour, as long as there is availability (less than five (5) homes scheduled) and the member has someone in attendance at the second home.

9.6 Affiliates. Affiliate members are eligible to view properties on tour and give feedback. Affiliate members may participate in all activities of the tour.

9.7 Advertising. Members may purchase advertising on the back of the Tour Sheet for \$75 per year.

9.8 Tour Boundaries. The PARA tour boundaries are as follows:

North Boundary is State Route 42; East Boundary is State Route 23; West Boundary is Dublin Road; South Boundary is Summit View Road.

When a road is used as a boundary, properties located on both sides of the designated road shall be eligible for the tour.

Article X. Withdrawal, Dissolution and Termination

10.1 Withdrawal. Members shall have the right to withdraw from the Association at any time.

10.2 Dissolution Events. The Association shall be dissolved upon the occurrence of any of the following events (an "Event of Termination") set forth in Sections 10.2(a) or 10.2(b):

- A. By the written agreement of all of the members; or
- B. Upon the occurrence of a vote of dissolution agreed on by at least seventy-five percent (75%) of the Association Members.

10.3 Winding Up, Liquidation, and Distribution of Assets.

- A. Upon dissolution of the Association pursuant to Section 10.2, the Association business shall be terminated, its liabilities discharged, and its property distributed as hereinafter described, and the Association shall be liquidated. A reasonable period of time shall be allowed for the orderly winding up of the Association business, discharge of its liabilities, and distribution of its remaining property.
- B. For purposes of the termination of the Association's business, discharge of its liabilities, and distribution of its remaining property, the members shall select one or more persons to act as the Liquidation Manager and have the exclusive power and authority to act on behalf of the Association, to terminate the Association business, to sell and convey any real or personal property of the Association for such consideration as upon such terms and conditions as the Liquidation manager deems appropriate, to discharge

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the liabilities, to establish any reserves that the Liquidation Manager deems reasonable necessary for any contingent or unforeseen liabilities or obligations of the Association, to pay expenses, debts, and liabilities of the Association, and to distribute its property. If more than one person is selected to serve as Liquidation Manager, any disagreements that cannot be between them shall be decided by the members.

- C. The Liquidation Manager shall apply all Association property to pay all expenses of the liquidation and to satisfy all debts and liabilities of the Association as provided by the Ohio Revised Code and distribute any remaining property.
- D. Final Distribution: The net assets shall be donated to an organization qualified under 26 U.S.C. 501(c) (6).

10.4 Non-inurement.

No income or assets of the Association shall be distributed to or otherwise inure to the benefit of any member or members.

Article XI. Miscellaneous Provisions

11.1 Governing Law; Venue. These Bylaws shall be governed by and construed in accordance with the laws of the State of Ohio. The parties hereto consent to the exclusive jurisdiction of the courts of the State of Ohio in Delaware County, and the United States District Court, for the Southern District of Ohio, Eastern Division and waive any contention that any such court is an improper venue of the enforcement of these Bylaws.

11.2 Gender and Headings. Throughout these Bylaws, where such meaning would be appropriate: (a) the masculine gender shall be deemed to include the feminine and the neuter and vice versa, and (b) the singular shall be deemed to include the plural and vice versa. The headings herein are inserted only as a matter of convenience and reference, and in no way define or describe the scope of the Bylaws or the intent any of provisions hereof.

11.3 Title to Association Properties. Title to all Association properties shall be held in the name of the Association.

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These By-Laws were approved by 2/3's vote of the general membership, present at the weekly PARA meeting held on the ____ day of February, 2023.

Further, these By-Laws were adopted by the Board of Officers of the PARA on the ____ day of February, 2023.

On Behalf of the PARA:

Amy Nitzschke

Amy Nitzschke , President 2023

Date: 4/10/23

WITNESSED BY:

Christy Gray

Paul Brupp