



REALTORS[®]
ASSOCIATION
of Hamilton-Burlington

~ Since 1921 ~

RAHB

BYLAW

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ARTICLE 1 – GENERAL

1.1 NAME

The name of the Association is the REALTORS® Association of Hamilton-Burlington.

1.2 OBJECTS

The objects of the Association shall be those as set out in the Letters Patent or any supplementary Letters Patent, or Articles of Incorporation or Continuance filed pursuant to ONCA, or any successor legislation, as amended from time to time.

1.3 DEFINITIONS

"Annual Meeting" means the business meeting of the Members, as required by ONCA, and called each year pursuant to this Bylaw;

"Banking Institution" means a bank as defined by Schedule 1 of the Bank Act, S.C. 1991, c. 46, as amended, and any successor legislation;

"Board" or **"Board of Directors"** means the Board of Directors of RAHB;

"Branch Office" means any office of a Brokerage, other than the main office, which is registered in accordance with REBBA, and at which the business of trading in real estate is conducted;

"Broker" means a Broker as defined in REBBA;

"Brokerage" means a Brokerage as defined in REBBA;

"Broker of Record" means the Broker designated as the Broker of Record of a Brokerage in accordance with REBBA;

"Chief Executive Officer" or "CEO" shall mean the chief staff person responsible for the general operation of RAHB;

"CREA" means The Canadian Real Estate Association or any successor organization;

"Director" means an individual elected or appointed to the Board of Directors;

"Employed" has the meaning set out in REBBA;

"Manager" means either a Broker or Salesperson who directly manages a Branch Office in accordance with the requirements of REBBA;

"Meeting of Members" means the Annual Meeting or a Special Meeting;

"Member" means a person or organization that has qualified under any category of membership established in this Bylaw and "Members" and "Membership" shall have corresponding meanings;

"Member in Good Standing" means a member who has complied with all requirements established under RAHB's Bylaw, Rules and Regulations, and Policies;

"Membership Assessment" means a one-time charge levied by RAHB;

ARTICLE 1 – GENERAL (cont'd)

“Membership Dues” means the mandatory annual charge Members pay to maintain membership in RAHB;

“Membership Fees” means a charge for a specific service provided by RAHB;

“MLS® System” means the Multiple Listing Service® operated by or on behalf of RAHB under the MLS® trademark;

“Officer” means any person who has been elected as an Officer of RAHB in accordance with the Bylaw;

“ONCA” means the Ontario Not-For-Profit Corporations Act, 2010, as amended from time to time, or any successor legislation;

“Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution, or that is consented to by each member of RAHB entitled to vote at a Meeting of the Members, or in the case of a Meeting of the Board of Directors, a resolution passed by a majority of the votes cast by the voting Directors;

“OREA” means the Ontario Real Estate Association or any successor organization;

“Person” includes, where applicable, any individual, partnership, corporation, firm, joint venture, association, and any other form of entity or organization;

“Policy” or “Rules and Regulations” means any internal, operational, membership, or other requirement, duly established in writing by the Board of Directors, which does not require ratification of the Members;

“RAHB” means the REALTORS® Association of Hamilton-Burlington;

“REALTOR®” is a registered trademark of REALTOR® Canada Inc., a company owned equally by CREA and the National Association of REALTORS®, and refers to licensed real estate practitioners who are members of CREA;

“REALTOR® Code” means the Code of Ethics and Standards of Business Practice of CREA, as amended from time to time;

“REBBA” means the Real Estate and Business Brokers Act, 2002, S.O. 2002, c. 30 sch. C, and its regulations, as amended from time to time and any successor legislation;

“RECO” means the Real Estate Council of Ontario, or successor organization;

“RECO Code” means the Code of Ethics for all registrants contained in the regulations to REBBA, and any successor Code;

“Registrar” means the person appointed as the registrar pursuant to REBBA;

“Registrant” means a Brokerage, Broker or Salesperson who is registered under REBBA;

“Salesperson” means a Salesperson as defined in REBBA;

“Special Meeting” means any business Meeting of the Members other than the Annual Meeting;

“Special Resolution” means a resolution passed by not less than 2/3rds of the votes cast on that resolution, or that is consented to by each Member of RAHB entitled to vote at a Meeting of the Members, or in the case of a Meeting of the Board of Directors, a resolution that requires not less than 2/3rds of the votes cast by voting Directors to pass;

ARTICLE 1 – GENERAL (cont'd)

“**Trade**” has the meaning set out in REBBA;

“**Trust Company**” means a Brokerage that is registered in the Loan and Trust Corporations Act, R.S.O. 1990, c. L.25, as amended, or any successor legislation.

1.4 Interpretation

In the interpretation of this Bylaw, unless the context otherwise requires, the following rules shall apply:

- (a) Except where specifically defined herein, all terms contained herein and which are defined in REBBA or ONCA shall have the meanings given to such terms in REBBA or ONCA as applicable;
- (b) To the extent of any conflict between the provisions of the Bylaw and the provisions of any of REBBA, ONCA, or any successors thereto, the Letters Patent, or any Articles of Continuance, the provisions of REBBA, ONCA, or the Letters Patent, as applicable, shall govern;
- (c) Words importing the singular number only shall include the plural and vice versa;
- (d) Words referring to gender include all genders;
- (e) The invalidity or unenforceability of any provision of the Bylaw shall not affect the validity or enforceability of the remaining provisions of the Bylaw;
- (f) The headings used in the Bylaw are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

1.5 Jurisdictional Area

The jurisdictional area of RAHB shall be as described in Appendix A attached to this Bylaw.

1.6 Head Office

The head office of RAHB shall be located at such place in the City of Hamilton as the Directors may determine from time to time.

1.7 Fiscal Year

- (a) RAHB’s fiscal year shall end on the 31st day of December in each year unless otherwise determined by the Directors.
- (b) The financial records of RAHB shall be audited annually by an independent firm of auditors prior to the Annual Meeting, and shall be approved by the Directors in accordance with ONCA.
- (c) Subject to ONCA, the Members at each Annual Meeting shall appoint an auditor to audit the accounts of RAHB for the next Annual Meeting.

1.8 Corporate Seal

If RAHB authorizes a corporate seal, that seal shall remain in the custody of the Chief Executive Officer of RAHB and shall be affixed to agreements and other documents under the direction of the Board.

1.9 Books and Records

All necessary books and records of RAHB required by ONCA shall be regularly and properly kept by RAHB.

1.10 Execution of Documents

- (a) Cheques, Notes, Drafts, etc.:
All cheques, drafts, electronic transfers, orders for payment, or other financial instruments issued by RAHB shall be signed or authorized by the person or persons designated in accordance with RAHB Policy.
- (b) Other Documents:
Contracts, documents, or any instruments in writing requiring the signature of RAHB shall be signed by the Officers of RAHB, or such other persons as authorized by the Board of Directors, and all contracts, documents, and instruments in writing so signed shall be binding upon RAHB without any further authorization or formality. The Directors shall have power from time to time, by resolution, to appoint an Officer or Officers on behalf of RAHB to sign specific contracts, documents, and instruments in writing. The Directors may give RAHB’s power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of RAHB.

ARTICLE 1 – GENERAL (cont'd)

1.11 Borrowing Powers

The Directors may, by resolution, as they deem necessary, borrow money in whatever amount they deem proper to manage the daily operations of RAHB.

1.12 Funds of RAHB

(a) All monies received by RAHB shall be deposited forthwith by the Treasurer, or such other authorized representative(s) as are appointed by the Board of Directors, in such financial institution(s) and investments as are decided upon by the Board of Directors.

(b) Any and all funds collected shall be applied towards carrying out the objects of RAHB, in accordance with the requirements of ONCA, and with the direction of this Bylaw and the Board of Directors.

1.13 Bylaw Amendments

Subject to any provision of ONCA:

(a) This Bylaw may be amended or repealed by an Ordinary Resolution of the Board;

(b) Any Bylaw amendment approved by the Board must be submitted to the Members at the next Meeting of the Members. The Members may confirm, reject or amend the Bylaw by Ordinary Resolution;

(c) Bylaw amendments are effective from the date of the resolution of the Directors. They cease to be effective if they are not submitted to the Members at the next Meeting of the Members or if they are rejected by the Members;

(d) The Chief Executive Officer is authorized to correct Article and Section designations, punctuation, cross-references, and to make such other technical conforming changes, including date adjustments, as may be necessary to reflect the intent of these resolutions.

1.14 Amendment to Policy or Rules and Regulations

Subject to ONCA, the Board may, by Ordinary Resolution, adopt, amend or repeal such Policy or Rules and Regulations that are not inconsistent with the Bylaw relating to the management and operation of RAHB, as well as procedural and other requirements relating to the Bylaw. Any such Policy or Rule and Regulations will immediately come into force and apply to the Board and all Members and will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board of Directors.

1.15 Minutes

(a) Minutes of all proceedings at Meetings of the Members, Board of Directors, and all committee and task force meetings shall be recorded and filed at RAHB's head office.

(b) Minutes of the Meetings of the Members and Board of Director meetings shall be made available to the Members on request.

(c) Minutes that have been posted on RAHB's website shall be deemed to have been made available to Members for the purposes of this section.

ARTICLE 2 – MEMBERSHIP

2.1 Classes of Membership

There shall be one class of membership in RAHB, comprised of the following categories:

- (a) Individual Members – individuals who are registered as Brokers or Salespersons under REBBA; and
- (b) Firm Members – Organizations that are registered as Brokerages under REBBA.

2.2 Eligibility for Membership

Membership is available to those persons who:

- (a) Meet the qualifications established in this Bylaw, as well as the Rules and Regulations and Policies of RAHB;
- (b) Submit an application in the form required by RAHB;
- (c) Execute any agreements or undertakings required by RAHB.

2.3 Membership Obligations

2.3.1 All Members

In order to qualify for and maintain membership in RAHB, all Members must:

- (a) Be Members in good standing of OREA and CREA;
- (b) Agree to be bound by and comply with the Bylaws, Rules and Regulations and Policies of RAHB;
- (c) Agree to be bound by and comply with the Bylaws, Rules and Policies of OREA and CREA;
- (d) Agree to be bound by and comply with the REBBA Code of Ethics and the REALTOR® Code;
- (e) Pay all membership dues, fees, and assessments as required by RAHB including any arrears that may be owing to RAHB at the time of application for membership.

2.3.2 Individual Members

In addition to the requirements in 2.3.1 above, Salespersons and Broker Members must:

- (a) Complete such courses of education as may be determined from time to time by RAHB;
- (b) Be employed by a Firm Member to trade in real estate on its behalf, and at the time of application for membership, must be endorsed by the Firm; and
- (c) Promptly advise RAHB of any change in licensed status or Firm Member affiliation.

2.3.3 Firm Members

In addition to the requirements in 2.3.1 above, a Firm Member must:

- (a) Have a Broker of Record who has completed such courses of education, as may be determined from time to time by RAHB;
- (b) Upon applying for membership, provide notice in writing to RAHB of the Firm Member's legal name, the name under which it is registered (if different from the legal name), the names and addresses of the partners, directors, officers, and shareholders, as the case may be, and the name and address of the person designated as its Broker of Record;
- (c) Within 10 calendar days, notify RAHB of any corporate changes as set out in RAHB Policy;
- (d) Not employ any Salesperson or Broker registered under REBBA to trade in real estate on its behalf unless that Salesperson or Broker is a Member in Good Standing of RAHB;
- (e) Not cause any Salesperson or Broker to be shown as an employee of the Firm Member for the purpose of allowing that Salesperson or Broker to maintain registration in accordance with REBBA, unless that employee is a Member in Good Standing of RAHB;
- (f) Ensure that every partner or director, as the case may be, registered under REBBA and trading real estate within the jurisdictional area of RAHB, shall each become a Member consistent with its RECO registration. Annual dues payable for such person shall be as a Broker.

2.3.4 Trust Companies

A Trust Company is exempt from certain reporting requirements as set out in REBBA.

ARTICLE 2 – MEMBERSHIP (cont'd)

2.4 Membership Rights and Privileges

Members in Good Standing are entitled to:

- (a) Receive any notices required by this Bylaw, Rules and Regulations, and Policies, or by ONCA;
- (b) Attend and speak at any Meeting of the Members;
- (c) Vote on any resolution proposed at a Meeting of the Members;
- (d) Inspect the minutes of Meetings of the Board of Directors or Members (other than in-camera sessions) or financial statements; and
- (e) Individual Members who are otherwise qualified are entitled to be elected to the Board as a Director and to be an Officer on the Board.

2.5 Termination of Membership

2.5.1 Causes for Termination

Membership may terminate if:

- (a) The Individual Member dies;
- (b) Upon the dissolution, bankruptcy, or insolvency of a Firm Member;
- (c) The Member's registration under REBBA is suspended or terminated, or the Member otherwise loses qualification or ceases to meet the conditions of registration in accordance with REBBA;
- (d) The Member ceases to meet the conditions for membership pursuant to the Bylaw, Rules and Regulations, or Policies of RAHB;
- (e) The Member ceases to be a Member in Good Standing of OREA or CREA;
- (f) The Member is convicted of an indictable offence, or an offence involving theft, fraud, or moral turpitude;
- (g) The Member delivers written notice of resignation to RAHB;
- (h) A Member's annual dues are not paid within a period specified by the Board of Directors for their payment. The Board may then specify the date on which the Member's membership terminates;
- (i) A Discipline Hearing Panel of RAHB has determined that the Member has engaged in conduct that constitutes a breach of the Articles, Bylaw, Rules and Regulations or Policies of OREA, CREA, or RAHB that warrants the termination of membership. The process followed shall be fair and reasonable, shall be in compliance with the Professional Standards process outlined in RAHB's Rules and Regulations, and shall afford the Member due process.

2.5.2 Firm Member Termination

- (a) In addition to the grounds in 2.5.1 above, the Board may elect to terminate the membership of a Firm Member in the event of a change in ownership or control of the Firm Member;
- (b) An Individual Member affected by the termination of a Firm Member for any reason may, within 90 days of such termination, apply to the Board to have the Member's registration transferred to another Firm Member;
- (c) The membership of an Individual Member who does not make application under (b) above within 90 days shall be deemed to have been terminated, and the Individual Member must re-apply for membership. In such case, the Board, in its sole discretion, may waive all or a portion of the dues and fees payable for such application.

2.5.3 Transfer of Membership

- (a) Subject to 2.5.2(b) and (c) above, membership, and all rights and privileges of membership, are not transferable. All rights and privileges of membership cease when a membership is terminated.
- (b) Termination of membership, for whatever reason, shall not relieve a former Member from any monetary or other obligations to RAHB arising before the date of termination of membership.

ARTICLE 3 – MEMBERSHIP DUES, FEES AND ASSESSMENTS

3.1 Establishing Dues, Fees and Assessments

All membership dues, fees and assessments shall be established by the Board from time to time, and shall be payable in such amounts, at such times and subject to such conditions, as the Board shall decide, in accordance with RAHB Rules and Regulations, and Policy.

3.2 OREA and CREA Dues

In addition to the payment of the dues, fees and assessments noted above, all Members who are required to do so, shall pay to RAHB, and RAHB shall remit to OREA and CREA respectively, the annual OREA and CREA dues, as well as any fees or assessments of OREA or CREA in the amounts, as prescribed by OREA and CREA from time to time.

ARTICLE 4 – MEETINGS OF THE MEMBERS

4.1 Annual Meeting

The Annual Meeting shall be held each calendar year, not more than 15 months after the previous Annual Meeting, at such time and place as may be determined by the Board of Directors.

4.2 Special Meeting

A Special Meeting may be called:

- (a) By the Board, on its own initiative; or
- (b) Upon the written request of not less than 10% of the Members in Good Standing.

4.3 Notice of Meetings

- (a) Notice of the time and place of any Meeting of the Members shall be given, in the manner specified in Article 9, not less than 10 days and not more than fifty (50) days before the date of the meeting. The notice shall be given to each Director, the auditor, and each Member in Good Standing;
- (b) The notice shall state the nature of business to be conducted in sufficient detail to permit Members to form a reasoned judgment thereon.

4.4 Waiver of Notice

Any person entitled to attend a Meeting of Members may in any manner waive notice of the meeting, and attendance of any such person at a Meeting of Members shall constitute a waiver of notice, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.5 Omission of Notice

The accidental omission to give notice of any meeting, or any irregularity in the notice of any meeting, or the non-receipt of any notice by any Member or Members, or by the auditor, shall not invalidate any resolution passed or any proceedings taken at any such meeting.

4.6 Persons Entitled to Attend

The only persons entitled to be present at a Meeting of the Members shall be Members in Good Standing, Directors and Officers of RAHB, the auditor and his representative, the Chief Executive Officer, and other RAHB staff as is necessary. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the Members in Good Standing at the meeting.

ARTICLE 4 – MEETINGS OF THE MEMBERS (cont'd)

4.7 Electronic Participation by Members

If RAHB chooses to make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic, or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this Bylaw, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting, may vote, in accordance with ONCA, by means of any telephonic, electronic, or other communication facility that RAHB has made available for that purpose.

4.8 Electronic Meetings

If the Board calls a Meeting of Members, the Board may determine that the meeting shall be held by means of a telephonic, electronic, or other communication facility, including but not limited to video conference and Internet-based real-time conference facilities that permits all participants to communicate adequately with each other during the meeting.

4.9 Quorum

- (a) A quorum for the transaction of any business at any Meeting of the Members shall be at least one hundred (100) Members in Good Standing present in person, electronically (if allowed), or by proxy.
- (b) If a quorum is present at the opening of a Meeting of the Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.10 Votes to Govern

- (a) Every resolution shall be, unless otherwise required by ONCA or this Bylaw, an Ordinary Resolution, which shall be passed by a majority of the votes cast on the resolution by Members in Good Standing.
- (b) Any matter requiring a Special Resolution, pursuant to ONCA, shall be passed by a vote of not less than 2/3^{rds} of the votes cast on the resolution by Members in Good Standing.
- (c) At the discretion of the Chair, any question at a Meeting of Members shall be decided by a show of hands, electronic vote, or secret ballot.
- (d) Every Member in Good Standing who is present, in person, by proxy, or electronically, shall have one vote.

4.11 Proxies

Subject to ONCA, a Member in Good Standing may, by written proxy, appoint a proxyholder to attend and act at a specific Meeting of the Members, in the manner and to the extent authorized by the proxy, subject to the following:

- (a) The proxyholder must be a Member in Good Standing at the meeting;
- (b) a Member may hold no more than one proxy;
- (c) The proxy must be executed by the Member on the form provided by RAHB and delivered in the manner established in RAHB Policy;
- (d) A Member may revoke a proxy prior to the meeting in the manner established in RAHB Policy.

4.12 Auditor

The Members in Good Standing shall, at the Annual Meeting, appoint an auditor who will hold office until the next Annual Meeting, and if no such appointment is made, the auditor in office shall continue in office until a successor is appointed.

4.13 Chair

- (a) At all Meetings of Members, the President shall be the Chair of the meeting, or in the President's absence, the President-Elect shall be the Chair.
- (b) If the President and the President-Elect are absent, the Members present at the meeting, either in person or by proxy, may choose any other Director to act as Chair.
- (c) Where no Director is present, or if all Directors present decline to act as Chair of the meeting, the Members in Good Standing present at the meeting, either in person, electronically (if permitted), or by proxy, may choose any Member in Good Standing present at the meeting to act as the Chair.

ARTICLE 5 – BOARD OF DIRECTORS

5.1 Composition of the Board of Directors

The administration of the affairs of RAHB shall be vested in a Board of Directors comprised of:

- (a) The following individuals who shall hold office as of right:
 - (i) the individual who was President in the preceding year, or in the event that such person cannot act, the most recent Past President so willing to act as Immediate Past President;
 - (ii) the individual who was President-Elect in the preceding year, as President;
- (b) Nine individuals who are elected by the membership, in accordance with this Bylaw and RAHB Policies.

5.2 Restrictions on Composition

- (a) The Board of Directors must be comprised of a minimum of three Brokers, one of whom must be a Broker of Record/Manager.
- (b) No more than two Individual Members, who are employed by, or are partners of, or Directors of any one Firm Member, may serve as Directors at the same time.

5.3 Qualifications of Directors

To qualify for election as a Director and throughout each Director's term, the person must:

- (a) Have been a Member of organized real estate for at least three years, and a Member in good standing of RAHB for two years immediately preceding their nomination;
- (b) Not be an undischarged bankrupt;
- (c) Not have been convicted of a criminal offense, unless a pardon has been granted;
- (d) demonstrate financial stability, such as but not limited to, maintaining their RAHB account current;
- (e) Not have been found by a discipline hearing panel to have violated or not complied with this Bylaw or the REALTOR CREA Code in the past three years;
- (f) Not have been found by a discipline committee, or authority established under REBBA, to have failed to comply with the RECO Code in the past three years;
- (g) Not have been convicted of an offence under REBBA in the past three years;
- (h) Have the qualifications established by the Board of Directors for Director candidates from time to time, based on skill sets relevant to the competent management of the affairs of RAHB;
- (i) If elected, have completed leadership courses as set out in RAHB Policy;
- (k) Not otherwise be disqualified by virtue of ONCA;
- (l) Sign and comply with the Code of Conduct – Directors.

5.4 Duties of Directors

The Directors may do all things as allowed in the Bylaw and RAHB Policies, as required by any resolution adopted at any duly constituted Meeting of the Members, as may be allowed by the laws of Ontario, and may do any acts that are not expressly set out in this Bylaw or RAHB Policies, but that are nevertheless necessary to maintain the integrity of RAHB, and that are in the best interests of RAHB.

5.5 Terms of Office

- (a) The President and the Immediate Past President shall hold office for a term of one year.
- (b) All other Directors shall serve a term of two years, ending on the second succeeding Annual Meeting following the meeting at which they are elected.
- (c) Any individual who holds the office of President is deemed to have resigned from any other Director position such person would simultaneously hold. The balance of an incoming President's term as Director (if any) will be filled by a qualified Member elected at an Annual Meeting.

ARTICLE 5 – BOARD OF DIRECTORS (cont'd)

5.6 Term Limits

- (a) Subject to the provisions of this section, Directors cannot serve more than three consecutive two-year terms.
- (b) Nothing in this section prevents a Director from assuming the position of President in the year immediately following the end of that Director's third term.
- (c) A Director who has left the Board for at least two years, after having served for three consecutive two-year terms, may run again as if the person were sitting for the first time.

5.7 Election of Directors

- (a) Director elections shall be held each year, at the Annual Meeting. Each Member in Good Standing is entitled to carry one vote at the Director election.
- (b) The election process shall be administered by the nominating committee, or as otherwise determined by the Board of Directors, in accordance with Policy.
- (c) Directors shall be elected and retire in rotation, with approximately half of the elected Directors being elected at each Annual Meeting.

5.8 Transitional Election Provisions

Notwithstanding any other provision of this Bylaw:

- (a) The terms of the three Directors elected at the 2021 Election Meeting shall expire at the end of the 2024 Annual Meeting;
- (b) The terms of the remaining six Directors shall expire at the end of the 2023 Annual Meeting;
- (c) In order to establish staggered terms, Directors shall be elected at the 2023 Annual Meeting as follows:
 - (i) five Directors shall be elected for a term of two years;
 - (ii) one Director shall be elected for a term of one year.

Subject to 5.5(c), in all subsequent years, all Director elections shall be for a term of two years.

5.9 Loss of Qualification

5.9.1 Automatic Disqualification

A Director shall cease to hold office, and shall immediately be terminated from the Board of Directors, in the following circumstances:

- (a) If the Director:
 - (i) resigns by delivering a written resignation to the President or the Chief Executive Officer;
 - (ii) makes an assignment for the benefit of creditors, becomes bankrupt or insolvent, or takes the benefit of any act that may be in force for bankrupt or insolvent debtors;
 - (iii) ceases to be a Member;
 - (iv) has his or her registration under REBBA suspended or terminated;
 - (v) has been found to be incapable of managing property or has been found to be incapable by any court;
 - (vi) has been convicted of an indictable offence or an offence involving theft, fraud, or moral turpitude for which no pardon has been granted;
 - (vii) refuses to take the oath of office, or for any reason does not take the oath of office; or
 - (viii) dies.
- (b) If, at a Special Meeting, an Ordinary Resolution is passed by the Members, in accordance with ONCA, that the Director be removed from office.

5.9.2 Resolution of Board of Directors

- (a) The Board of Directors, other than the Director who is the subject of the meeting, may, by Special Resolution, determine that:
 - (i) the Director has been found by a discipline hearing panel to have violated or not complied with this Bylaw or the REALTOR® Code in the past three years;
 - (ii) the Director has been found by a discipline committee, or authority established under REBBA, to have failed to comply with the RECO Code in the past three years;

ARTICLE 5 – BOARD OF DIRECTORS (cont'd)

5.9 Loss of Qualification (cont'd)

- (iii) the Director has been convicted of an offence under REBBA in the past three years;
 - (iv) the Director has not signed the Code of Conduct – Directors; or
 - (v) the Director has not complied with the Bylaw, Rules and Regulations, or RAHB Policies, including, but not limited to, the Code of Conduct – Directors and Director Performance practices;
- (b) A resolution of the Board of Directors under 5.9.2 must be ratified by the Members at a Special Meeting of the Members in order to terminate the Director. In the meantime, the Board of Directors has the authority to take any action, other than termination from the Board of Directors, that it deems appropriate, including the suspension of the Director from the Board of Directors.

5.9.3 Waiting Period

- (a) A Director, who has lost qualification as a result of being convicted of a criminal offence pursuant to 5.9.1 (a), or if a Director's criminal conviction is the basis of a Member motion pursuant to 5.9.1 (b), is not eligible to sit as a Director for at least five years from the time of such disqualification, or such greater time as may be determined by the Board of Directors by Special Resolution.
- (b) If a Director has lost qualification pursuant to Article 5.9, for reasons other than a criminal conviction, the Board of Directors may, by Special Resolution, determine that the Director is not eligible to run again for the Board of Directors for a specified period of time.

5.10 Vacancies

If a vacancy occurs as a result of any of the foregoing reasons, the Directors remaining in office may exercise all of the powers of the Board of Directors provided that a quorum is sustained. The Board of Directors may fill a vacancy for the balance of the term:

- (a) By appointing a qualified person; or
- (b) By recommending that a qualified person be elected by the membership, in accordance with this Bylaw.

5.11 Remuneration of Directors

Members of the Board of Directors shall receive no remuneration for services rendered as a Member of the Board, unless otherwise established in RAHB Policy; but, at the discretion of the Board, Directors shall be reimbursed for any out-of-pocket expenses incurred in carrying out their duties as Directors.

ARTICLE 6 – MEETINGS OF THE BOARD OF DIRECTORS

6.1 Calling of Meetings

- (a) The Board of Directors shall meet as often as deemed necessary by the President, but in no event less than five times annually.
- (b) A meeting may be called by the President, President-Elect, Immediate Past President, or any two Directors.
- (c) All meetings shall take place at the time specified in the call, at such place as determined by the President.

6.2 Notice of Meetings

- (a) Notice of Board of Director meetings shall be provided to each Director not less than three days before the date of the meeting. The three-day time limit shall include the day of the meeting, but not the day the notice is given. The notice may be sent in any manner described in Article 9 (in which case the deemed receipt provisions of that Article 9 will also apply) or may be telephoned, or emailed to each Director.
- (b) A shorter notice period is permitted if all the Directors are present, or if those absent have signified their consent to the meeting being held with the shorter notice period and in their absence.
- (c) Where the first meeting of the Board of Directors is held immediately after the Annual Meeting, no notice shall be necessary provided there is a quorum of the Directors present.

ARTICLE 6 – MEETINGS OF THE BOARD OF DIRECTORS (cont'd)

6.3 Form of Meeting

- (a) Any meeting of the Directors may be held in person, by teleconference, or by other electronic means, including but not limited to, video conference and Internet-based real-time conference facilities, upon the call of the President.
- (b) Any Director, with the permission of the President, may participate in a meeting of the Directors in person, by teleconference, or by other electronic means, and a Director participating in a meeting by such means is deemed to be present at the meeting.

6.4 Voting

Except as otherwise required, every question arising at a meeting of the Directors shall be decided by a majority of votes cast by the Directors present at the meeting.

6.5 Quorum

A majority of Directors shall constitute a quorum at any meeting of Directors and may exercise all the powers of the Board of Directors.

6.6 Resolution in Writing

Any resolution signed by all the Directors is as valid and effective as if passed at a meeting of the Board of Directors duly called, constituted, and held for that purpose.

6.7 Committees and Task Forces

The Board of Directors may create any committee, task force, or other advisory body as it deems appropriate and establish their mandates.

ARTICLE 7 – OFFICERS

7.1 Officer Positions and Terms

- (a) There shall be a President, President-Elect, Immediate Past President, and the Chief Executive Officer who shall serve as Secretary-Treasurer to RAHB, and such other Officers as the Board of Directors may from time to time concur.
- (b) The President and Immediate Past President shall hold office for one year, as of right, in the year immediately following the year in which they hold the office of President-Elect and President respectively.

7.2 Officer Qualifications

- (a) All Officers (except the CEO) must be Directors and Members in Good Standing.
- (b) In order to be eligible for the Office of President-Elect, a candidate:
 - (i) must have served a minimum of two full years, as a Director of RAHB, in the immediately preceding years prior to the election for President-Elect;
 - (ii) in the event no Director meets the qualifications in (i) above, then any sitting Director who has served for a full year in the immediate past year, and has been a President, President-Elect, or Past President on the RAHB Board of Directors within the last five years, is eligible to run for the Office of President-Elect;
 - (iii) if there are no candidates who meet the criteria in (i) or (ii) above, then a candidate, prior to taking office, must have served a minimum of one year as a Director of RAHB.

7.3 Election/Appointment of Officers

- (a) At the first meeting of the Board of Directors following the Annual Meeting each year, the current President will become the Immediate Past-President as of right, and the current President-Elect will become President as of right.
- (b) The Immediate Past President will not be eligible for election to the office of President or President-Elect.

ARTICLE 7 – OFFICERS (cont'd)

7.4 Description of Offices

The Board may specify the duties of, and delegate to Officers, the power to manage the business and affairs of RAHB. The Officers shall have the following duties and powers, the details of which may be modified, restricted, or supplemented by the Board in RAHB Policy:

- (a) President – When present, the President shall preside at all meetings of the Board of Directors, and of the Members, and shall ensure that the provisions of the Bylaw, Rules and Regulations, and Policies are enforced. The President shall also be an ex-officio member of any Board committee, and shall have such other duties and powers as the Board may specify.
- (b) President-Elect – If the President is absent, or is unable or refuses to act, the President-Elect, shall, when present, preside at all meetings of the Board of Directors, and of the Members. The President-Elect shall have such other duties and powers as the Board may specify.
- (c) Immediate Past President – The Immediate Past President shall have such duties and powers as the Board of Directors may specify.
- (d) The Chief Executive Officer shall be responsible for the management and operation of RAHB, in accordance with the Policies approved and/or direction of the Board of Directors, and the Bylaw as approved by the membership. The Chief Executive Officer is responsible for all staff, and shall:
 - (i) keep a proper record of receipts and disbursements, and these records shall be available for scrutiny by the Directors;
 - (ii) cause to be paid all accounts owing by RAHB, in accordance with GAAP (generally accepted accounting principles);
 - (iii) prepare, or cause to be prepared, regular statements setting out RAHB's financial position at such intervals and in such detail as the Directors may require;
 - (iv) be entitled to be present at all meetings of the Board of Directors, and meetings of the Members, and receive notice of all meetings;
 - (v) immediately upon expiry of the fiscal year of RAHB, ensure that all accounts and books for that fiscal year are audited by the Auditor who was appointed at the Annual Meeting, and ensure the audited report is presented to the Board of Directors before the Annual Meeting.

ARTICLE 8 – LIABILITY AND INDEMNITY OF OFFICERS AND DIRECTORS

8.1 Limitation of Liability

- (a) Every Director and Officer of RAHB, in exercising their powers and discharging their duties, shall:
 - (i) act honestly and in good faith with a view to the best interests of RAHB; and
 - (ii) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
- (b) Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer or employee, or for any loss, damage, or expense happening to RAHB through the insufficiency or deficiency of title to any property acquired for, or on behalf of, RAHB, or for the insufficiency or deficiency of any security in or upon which any of the monies of RAHB shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the monies, securities, or effects of RAHB shall be deposited, or for any loss occasioned by an error of judgment or oversight on the part of the Director, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of the Director's office, or in relation thereto.

ARTICLE 8 – LIABILITY AND INDEMNITY OF OFFICERS AND DIRECTORS (cont'd)

8.2 Indemnity

RAHB shall indemnify a Director or Officer, a former Director or Officer, and the Director's heirs and legal representatives against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person, in respect of any civil, criminal or administrative action or proceeding, to which the Director is made a party by reason of being, or having been, a Director or Officer of RAHB, if:

- (a) The Director acted honestly and in good faith with a view to the best interests of RAHB; and
- (b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director had reasonable grounds for believing that the Director's conduct was lawful.

RAHB shall also indemnify such person in such other circumstances as ONCA permits or requires.

Nothing in this Bylaw limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

8.3 Insurance

RAHB shall purchase and maintain insurance for the benefit of its Directors against any liability incurred by such Directors and Officers in their capacity as a Director or Officer of RAHB.

ARTICLE 9 – NOTICES

9.1 Method of Giving Notices

- (a) Any notice to be given (which term includes sent, delivered, or served) pursuant to ONCA, the Regulations thereunder, this Bylaw, or otherwise to a Member, Director, or Officer, shall be sufficiently given if:
 - (i) delivered personally to the person to whom it is to be given if delivered to that person's address shown in the members register maintained by RAHB;
 - (ii) mailed to that person at that person's address shown on the members register by first-class mail; or
 - (iii) if sent to that person at that person's electronic address shown on the members register, by facsimile transmission, electronic mail communication, or any other means of electronic communication capable of generating a permanent written record of the message.
- (b) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched.
- (c) The CEO may change, or cause to be changed, the recorded address of any Member in the members register in accordance with any information believed by the CEO to be reliable.

9.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded, and the date of the meeting or other event shall be included.

ARTICLE 10 – ORDER OF PROCEDURE

10.1 Order of Procedure

Unless specifically provided for in this Bylaw to the contrary, all RAHB Meetings of the Members, the Board of Directors, committees, and task forces, shall be subject to the procedures, rules, and regulations as set out in the latest edition of "Roberts Rules of Order" by General Henry M. Roberts.

ARTICLE 11 – OREA AND CREA MEMBERSHIP

11.1 Membership in OREA and CREA

- (a) RAHB shall be a member of OREA and CREA, and by virtue of this membership, all Members of RAHB are deemed to be members of OREA and CREA, and shall be subject to their Bylaws, Rules and Regulations and Policies.
- (b) RAHB and its Members hereby adopt the Principles of Competition for Real Estate Boards and Associations.

ARTICLE 12 – REALTOR® CODE

12.1 Adoption

RAHB hereby adopts CREA’s REALTOR® Code, which is deemed to be part of this Bylaw.

12.2 Enforcement

RAHB shall adopt such Bylaw provisions, Rules and Regulations, and Policies as are necessary from time to time, in order to enforce the REALTOR Code through its Professional Standards and Discipline provisions.

12.3 RECO

If a complaint is forwarded to RECO, RAHB shall be deemed to have enforced the corresponding section of the REALTOR® Code.

ARTICLE 13 – COMPLAINTS AND ARBITRATION

13.1 Complaints

Complaints received by RAHB alleging violations of this Bylaw, the REALTOR® Code, MLS® System Rules and Regulations, or other Policies and agreements affecting Members, shall be dealt with in accordance with RAHB Policy.

13.2 Arbitration

Any dispute between Firm Members relating to the division, distribution, or disposition of commission paid or to be paid, shall be dealt with in accordance with RAHB Policy.

PASSED THIS _____ DAY OF _____, 20_____.

PRESIDENT

CHIEF EXECUTIVE OFFICER

APPENDIX A - JURISDICTIONAL AREA

