

**BYLAWS**  
**PINELLAS SUNCOAST ASSOCIATION OF REALTORS® , INC.**  
(Last amended on August 16 2023)

**ARTICLE I – NAME**

**Section 1. NAME**

The name of this organization shall be the PINELLAS SUNCOAST ASSOCIATION OF REALTORS®, INC., dba PINELLAS REALTOR® ORGANIZATION, hereafter referred to in these bylaws as the Association. The association may also be referred to as PRO in all its publications, correspondence, and materials.

**Section 2. REALTOR®**

Inclusion and retention of the registered collective Membership Mark Realtors® in the name of the Association shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® as from time to time amended.

**ARTICLE II – OBJECTIVES**

**Section 1. Objectives of the Association are:**

- A. To unite those engaged in the recognized branches of the real estate profession for the purpose of exerting a beneficial influence upon the profession and related interests.
- B. To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®.
- C. To provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interests may be safeguarded and advanced.
- D. To further the interests of home ownership and other real property ownership.
- E. To unite those engaged in the real estate profession in this community with the FLORIDA ASSOCIATION OF REALTORS® and the NATIONAL ASSOCIATION OF REALTORS® thereby furthering their own objectives throughout the state and nation, and obtaining the benefit and privileges of membership therein.
- F. To designate, for the benefit of the public, those individuals authorized to use the term “REALTOR®” or “REALTORS®” as licensed, prescribed and controlled by the NATIONAL ASSOCIATION OF REALTORS®.

**ARTICLE III – JURISDICTION**

**Section 1.** The territorial jurisdiction of the Association as a member of the NATIONAL ASSOCIATION OF REALTORS® is all of Pinellas County, Florida and WESTERN BOUNDARY: For a point of beginning, commencing at the SOUTHEAST corner of Section 33, Township 26 South, Range 18 East at the Hillsborough-Pasco County line, thence North along Range 18 East to the Northeast Corner of Section 4, Township 24 South, Range 18 East on the boundary line of Pasco and Hernando Counties:  
NORTHERN BOUNDARY: Thence East on the boundary line of Pasco and Hernando Counties to the Centerline of the Right-of-Way for US Highway Interstate I-75;  
EASTERN BOUNDARY; Thence Southwesterly along the Centerline of the Right-of-Way for US Highway Interstate I-75 to the Pasco-Hillsboro County line boundary;

SOUTHERN BOUNDARY; Thence West along the Pasco-Hillsborough County line boundary to the Southeast Corner of Section 33, Township 26 South, Range 18 East the point of beginning, all being in Pasco County, FL. And the above-mentioned Land O'Lakes Board to contain 111,680 acres more or less (jurisdictional territory released by the Dade City and Zephyrhills Boards for the formation of this board).

**Section 2. Territorial jurisdiction is defined to mean:**

The right and duty to control the use of the terms “REALTOR®” or “REALTORS®”, subject to the conditions set forth in the Bylaws, and those of the NATIONAL ASSOCIATION OF REALTORS®, in return for which the Association agrees to protect and safeguard the property rights of the National Association in the terms.

**ARTICLE IV – MEMBERSHIP**

**Section 1.** There shall be the following classes of Members:

A. REALTOR® Members. REALTOR® Members, whether primary or secondary, shall be:

- (1) Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, or building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the state of Florida or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation, ~~or all trustees of a trust~~ who are actively engaged in real estate **profession** within the state or a state contiguous thereto shall qualify for REALTOR® membership only, and each is required to hold REALTOR® membership (except as provided in the following paragraph) in an Association of REALTORS® within the state or a state contiguous thereto unless otherwise qualified for Institute Affiliate membership.

In the case of a real estate firm, partnership, or corporation, whose business activity is substantially all commercial, only those principals actively engaged in the real estate business in connection with the same office, or any other offices within the jurisdiction of the association in which one of the firm's principals holds REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate membership, as described in Section 8 of Article VI.

- (2) Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers, and are associated with a REALTOR® member and meet the qualifications set out in Article V.
- (3) Primary and Secondary REALTOR® Members. An individual is a primary member if the association pays state and national dues based on such member. An individual is a secondary member if state and national dues are remitted through another association. One of the principals in a real estate firm must be a designated

REALTOR® member of the association in order for licensees affiliated with the firm to select the association as their “primary” association.

- (4) Designated REALTOR® Members. Each firm or office in the case of firms with multiple office locations shall designate in writing one REALTOR® member licensed as a Florida real estate broker or licensed, registered, or certified by an appropriate state regulatory agency to engage in the appraisal of real property, who shall be responsible for all duties and obligations of membership including the obligation to arbitrate (or to mediate if required by the association) pursuant to Article 17 of the Code of Ethics and the payment of association dues as established in Article X of the bylaws. The “Designated REALTOR®” must be a sole proprietor, partner, corporate officer or branch office manager acting on behalf of the firm’s principal(s) and must meet all other qualifications for REALTOR® membership established in Article V, Section 2, of the bylaws.
- (5) FRANCHISE REALTOR® MEMBERSHIP. Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions and the commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR Constitution and Bylaws. Such individuals shall enjoy all of the rights, privileges and obligations of REALTOR® membership (including compliance with the Code of Ethics) except: obligations related to association mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization’s name; and the right to hold elective office in the local, state, and national association.

B. INSTITUTE AFFILIATE MEMBERS. Institute Affiliate members shall be individuals who hold a professional designation awarded by an Institute, Society, or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® membership, subject to payment of applicable dues for such membership.

C. LIFE MEMBERS. Life members shall be individuals who have performed extraordinary community service and notable service for the Association, have attained the age of seventy (70), have been REALTOR® members for at least twenty-five (25) consecutive years, have written recommendation from at least three past chairmen, and have received at least seventy-five percent (75%) vote of the board of directors by ballot.

D. AFFILIATE MEMBERS. Affiliate members shall be real estate owners and other individuals or firms who, while not engaged in the real estate profession as defined in this section, have interests requiring information concerning real estate, and are in sympathy with the objectives of the association, and are not registered, licensed or certified appraisers. An affiliate firm shall designate in writing the designated affiliate for the firm and other members of the firm may join as additional affiliate members.

E. PUBLIC SERVICE MEMBERS. Public service members shall be individuals who are interested in the real estate profession as employees of or affiliated with educational, public utility, governmental or other similar organizations, but are not engaged in the real estate profession on their own account or in association with an established real estate business.

F. HONORARY MEMBERS. Honorary members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for the association, or for the public.

G. PERSONAL ASSISTANTS MEMBERS. Personal assistants members shall be individuals who do not hold an active real estate license, and who are employed by brokers or salespersons. Candidates for this category shall not hold themselves out to the public as real estate salespersons.

H. STUDENT MEMBERS. Student members shall be individuals who are seeking an undergraduate or graduate degree with a specialization or major in real estate at institutions of higher learning and who have completed at least two (2) years of college and at least one (1) college level course in real estate, but are not engaged in the real estate profession on their own account or not associated with an established real estate office.

## **ARTICLE V – ELECTION AND QUALIFICATION**

### **Section 1. APPLICATION.**

An application for membership shall be made in such a manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to membership to thoroughly familiarize himself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitution, Bylaws, and Rules and Regulations of the Association, The State and National Associations, and if elected a Member, will abide by the Constitutions and Bylaws and Rules and Regulations of the Association, State and National Associations, and if a REALTOR® Member, will abide by the Code of Ethics of NATIONAL ASSOCIATION OF REALTORS®, including the obligation to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further specified in the Code of Ethics and Arbitration manual of the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended, and (2) that applicant consents that the Association may invite and receive information and comment about applicant from any Member or other persons, and that applicant agrees that any information and comment furnished to the Association by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the form of application, have access to a copy of the Bylaws, Constitution, Rules and Regulations, and Code of Ethics referred to above.

### **Section 2. QUALIFICATIONS.**

A. An applicant for REALTOR® Membership who is a principal, sole proprietor, partner, corporate officer or branch office manager of a real estate firm shall supply evidence to the association through its membership department that he is actively engaged in the real estate profession, and maintains a current, valid Florida real estate broker's or salesperson's license or is licensed, registered, or certified by an appropriate state regulatory agency to engage in

the appraisal of real property, has a place of business within the state or a state contiguous thereto, (unless a secondary member), has no record of official sanctions involving unprofessional conduct, agrees to complete, within sixty (60) days of making application, a course of instruction covering the bylaws and rules and regulations of the association, the bylaws of the state association, and the constitution and bylaws and code of ethics of the NATIONAL ASSOCIATION OF REALTORS®, shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the board of directors, and shall agree in writing or by electronic agreement that, if elected to membership, he will abide by such constitution, bylaws, rules and regulations, and code of ethics.

Any applicant who has an unfulfilled sanction pending which was imposed by another board or association of REALTORS® for violation of the code of ethics shall not be granted membership.

- B. Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers, in order to qualify for REALTOR® membership, shall at the time of application, be associated either as an employee or as an independent contractor with a designated REALTOR® member of the association or a designated REALTOR® member of another association (if a secondary member) and maintain a current, valid Florida real estate broker's or salesperson's license or be licensed, registered, or certified by an appropriate state regulatory agency to engage in the appraisal of real property, shall complete, within sixty (60) days of making application, a course of instruction covering the bylaws and rules and regulations of the association, the bylaws of the state association, and the constitution and bylaws and code of ethics of the NATIONAL ASSOCIATION OF REALTORS®, shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the board of directors, and shall agree in writing or by electronic agreement that if elected to membership they will abide by the code of ethics of the NATIONAL ASSOCIATION OF REALTORS®, and by the constitution, bylaws, and rules and regulations of the local association, state association, and the national association.
- C. The association will also consider the following in determining an applicant's qualifications for REALTOR® membership:
- 1) All final findings of Code of Ethics violations and violations of other membership duties in this or any other REALTOR® association within the past three years.
  - 2) Pending ethics complaints (or hearings)
  - 3) Unsatisfied discipline pending
  - 4) Pending arbitration requests (or hearings)
  - 5) Unpaid arbitration awards or unpaid financial obligations to any other association or association MLS
  - 6) Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm.
- D. Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete Fair Housing training of not less than two (2) hours of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State Association of REALTORS®, or the NATIONAL

ASSOCIATION OF REALTORS®, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to gain or maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less.

Provisional membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association, except for violations of the Code of Ethics, provided all other qualifications for membership have been satisfied. The Association may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six months from the date that provisional membership is approved. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership.

If a member resigns from another association with an ethics complaint or arbitration request pending, the Association may condition membership on the applicant's certification that the applicant will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the Association and will abide by the decision of the hearing panel.

**Section 3. ELECTION.** The procedure for election to membership shall be as follows:

- A. Applicants for REALTOR® membership shall be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to subsequent review of the application by the Association Staff. If the Association staff determines that the individual does not meet all of the qualifications for membership as established in the association's bylaws, or, if the individual does not satisfy all of the requirements of membership, within sixty (60) days from the association's receipt of the application, membership may, at the discretion of the board of directors, be terminated except as provided for in Section 5 of this Article.
- B. Dues for new members shall be pro-rated monthly and shall be payable at the time of application. Dues paid shall be non-refundable unless the Association's Board of Directors terminates the individual's membership in accordance with subsection (A) above. In such instances, dues may be returned to the individual less a service charge and a prorated amount to cover the number of days that the individual received association services. Any processing fee shall not be refundable.

- C. The Board of Directors may not terminate any provisional membership except as provided for in Section 5 of this Article, without providing the provisional member with advance notice, an opportunity to appear before the Board of Directors, to call witnesses on his behalf, to be represented by counsel, and to make such statements as he deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.
- D. If the Board of Directors determines that provisional membership should be terminated, it shall record its reasons with the President. If the Board of Directors believes that termination of provisional membership may become the basis of litigation and a claim of damage by a provisional member, it may specify that termination shall become effective upon entry in a suit by the Board for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the termination violates no rights of the individual.

#### **Section 4. MEMBERSHIP STATUS**

- A. A REALTOR® who changes the conditions under which he holds membership shall be required to provide written notification to the Association within thirty (30) days. A REALTOR® (non-principal) who becomes a principal in the firm with which he has been licensed or, alternatively becomes a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) Members, but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these bylaws for the category of membership to which they have transferred within thirty (30) days of the date they advised the Association of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors. The Board of Directors, at its discretion, may waive any qualification which the applicant has already fulfilled in accordance with the Association's Bylaws.
- B. Any application fee related to a change in membership status shall be reduced by an amount equal to any application fee previously paid by the applicant.
- C. Dues for new members shall be prorated from the first day of the month in which the member first applies for provisional membership and shall be computed from the date of application and granting of provisional membership.

#### **Section 5. NEW MEMBER CODE OF ETHICS ORIENTATION**

Applicants for REALTOR® and provisional REALTOR® membership (where applicable) shall complete an orientation program on the Code of Ethics of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less. Failure to satisfy this requirement within sixty (60) days of the date of application (or alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

**Section 6. CONTINUING MEMBER CODE OF ETHICS TRAINING**

Effective January 1, 2019, through December 31, 2021 and for successive three year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State Association of REALTORS®, or the NATIONAL ASSOCIATION OF REALTORS®, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any three year cycle shall not be required to complete additional ethics training until a new three year cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any three year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

**ARTICLE VI – PRIVILEGES AND OBLIGATIONS**

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

**Section 2.** Any Member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Association Rules and Regulations not inconsistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the Association. Although Members other than REALTORS® are not subject to the Code of Ethics nor its enforcement by the Association, such Members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, Members other than REALTOR® may, upon recommendation of the Membership Task Force, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, applied on a non-discriminatory basis, reflects adversely on the terms “REALTOR®” or “REALTORS®”, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local Association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

**Section 3.** Any REALTOR® Member of the Association may be disciplined by the Board of Directors for violations of the Code of Ethics or other duties of membership, after a hearing as described in the Code of Ethics and Arbitration Manual of the Association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards



Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the Code of Ethics and Arbitration Manual of the National Association.

**Section 4.** Resignations of Members shall become effective when received in writing by the Board of Directors, provided, however, that if any Member submitting the resignation is indebted to the Association for dues, fees, fines, or other assessments of the Association or any of its services, departments, divisions, or subsidiaries, the Association may condition the right of the resigning Member to reapply for membership upon payment in full of all such monies owed.

**Section 5.** If a member resigns from the association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by this association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethic respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®.

(a) If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration (or to mediation if required by the association) continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®. (Amended 1/00 and 11/11, Revised per NAR 01/2017)

**Section 6. REALTOR® MEMBERS.** REALTOR® Members, whether primary or secondary, in good standing are entitled to vote and hold elective office in the association; and may use the term "REALTOR®" For purposes of this section, the term "good standing" means the member satisfied the "Obligations of REALTOR® members, is current with all financial and disciplinary obligations to the association and MLS, has completed any new member requirements, and complies with NAR's trademark rules.

A. If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership or an officer in a corporation, and is suspended or expelled, the firm, partnership or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® Membership, unless connection with the firm, partnership or corporation is severed, or management control is relinquished, whichever may apply. The membership of all other principals, partners or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member, or until readmission of the disciplined Member or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR® who is suspended or expelled removes himself from any form or degree of management control of the firm for the term of the suspension or until readmission to membership, whichever may apply. Removal of an individual from any form or degree of management control must be certified to the Association by the Member who is being suspended or expelled and by the individual who is assuming management control and the signatures of such certification must be

notarized. In the event the suspended or expelled Member is so certified to have relinquished all form or degree of management control of the firm, the membership of other partners, corporate officers, or other individuals affiliated with the firm shall not be affected, and the firm, partnership or corporation may continue to use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension or until the former Member is readmitted to membership in the Association. The foregoing is not intended to preclude a suspended or expelled Member from functioning as an employee or independent contractor, providing no management control is exercised. Further, the membership of REALTORS® other than principals who are employed or affiliated as Independent contractors with the disciplined Member shall suspend or terminate during the period of suspension of the disciplined Member, or until readmission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, or management control is relinquished, or unless the REALTOR® member (non-principal) elects to sever his connection with the REALTOR® and affiliate with another REALTOR® Member in good standing in the Association, whichever may apply. If a REALTOR® Member other than a sole proprietor in a firm, partner in a partnership, or an officer of a corporation is suspended or expelled, the use of the terms “REALTOR®” or “REALTORS®” by the firms, partnership or corporation shall not be affected.

- B. In any action taken against a REALTOR® Member for suspension or expulsion under Section 6.A. hereof, notice of such action shall be given to all REALTOR® employed by or affiliated as independent contractors with such REALTOR® Member and they shall be advised that the provisions in Article VI, Section 6.A. shall apply.

**Section 7. LIFE MEMBERS.** Life Members shall have all of the rights, privileges and obligations of a REALTOR® Member.

**Section 8. INSTITUTE AFFILIATE MEMBERS.** Institute Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®. Institute Affiliate Members shall not be granted the right to use the term REALTOR® or the REALTOR® logo, to serve as President of the Board or to be a participant in the Multiple Listing Service.

**Section 9. AFFILIATE, PUBLIC SERVICE, HONORARY, PERSONAL ASSISTANTS, AND STUDENT MEMBERS.** Affiliate, Public Service, Honorary, Personal Assistants and Student Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

**Section 10. CERTIFICATION BY REALTORS®.** “Designated” REALTOR® members of the association shall certify to the association during such months as may be determined by the association, on a form provided by the association, a complete listing of all individuals licensed or certified in the REALTOR®’s office(s) and shall designate a primary board or association for each individual who holds membership. Designated REALTORS® shall also identify any non-member licensees in the REALTOR®’s office(s) and if designated REALTOR® dues have been paid to another association based on said non-member licensees, the designated REALTOR® shall identify the association to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2(s) of the bylaws. “Designated”

REALTOR® members shall also notify the association of any additional individual(s) licensed, registered, or certified as appraisers with the firm(s) within thirty (30) days of the date of affiliation or severance of the individual.

**Section 11. HARASSMENT.** Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an Association or MLS employee or Association officer or Director after an investigation in accordance with the procedures of the Association. As used in this section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks or other similar physical contact or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigation team comprised of the President, and President-Elect and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the Association. Disciplinary action may include any sanction authorized in the association's Code of Ethics and Arbitration Manual. If the complaint names the President or President-Elect, they may not participate in the proceedings and shall be replaced by a Past President serving on the Board of Directors or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.

## **ARTICLE VII – PROFESSIONAL STANDARDS AND ARBITRATION**

**Section 1.** The responsibility of the Association and of Association Members relating to the enforcement of the Code of Ethics, the disciplining of members and the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®. As from time to time amended, which is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state laws.

**Section 2.** It shall be the duty and responsibility of every REALTOR® member of this Association to safeguard and promote the standards, interests, and welfare of the association and the real estate profession, and to protect against conduct that may cause a lack of public confidence in the real estate profession or in REALTORS®. REALTOR® members must abide by the governing documents and policies of the Association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®, as well as the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to mediate and arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual.

Every REALTOR® member shall maintain a high level of integrity and adhere to the association's membership criteria. Any violent act or threat of violence to person or property, hateful conduct, or acts of moral turpitude impacting the public shall not be tolerated and may be cause for disciplinary action, up to and including termination of membership.

**Section 3.** The Association and Association members are also responsible for the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and procedures incident thereto, consistent with the cooperative professional standards enforcement agreement entered into by the Association and the FLORIDA ASSOCIATION OF REALTORS®, which by this reference is made a part of these bylaws.

## **ARTICLE VIII – USE OF THE TERMS REALTOR® AND REALTORS®**

**Section 1.** Use of the terms “REALTOR®” or “REALTORS®” by Members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and to the Rules and Regulations prescribed by its Board of Directors. The Association shall have the authority to control jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS®, use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the association’s Code of Ethics and Arbitration Manual. (Amended 10/08)

**Section 2.** REALTOR® Members of the Association shall have the privilege of using the “REALTOR®” or “REALTORS®” in connection with their places of business within the state or a state contiguous thereto so long as they remain REALTOR® members in good standing. No other class of members shall have this privilege.

**Section 3.** REALTOR® Member who is a principal of a real estate firm, partnership, or corporation may use the term “REALTOR®” or “REALTORS®” only if all of the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto are REALTOR® members of the Association or Institute Affiliate Members.

In the case of a REALTOR® member who is a principal of a real estate firm, partnership, or corporation whose business activity is substantially all commercial, the right to use the term REALTOR® or REALTORS® shall be limited to office locations in which a principal, partner, corporate officer, or branch office manager of the firm, partnership, or corporation holds REALTOR® membership. If a firm, partnership, or corporation operates additional places of business in which no principal, partner, corporate officer, or branch office manager holds REALTOR® membership, the term REALTOR® or REALTORS® may not be used in any reference to those additional places of business.

**Section 4.** Institute Affiliate Members shall not use the terms “REALTOR®” or “REALTORS®”, nor the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

## **ARTICLE IX – STATE AND NATIONAL MEMBERSHIPS**

**Section 1.** The Association shall be a member of the NATIONAL ASSOCIATION OF REALTORS® and the FLORIDA ASSOCIATION OF REALTORS®. By reason of the Association’s membership, each REALTOR® Member of the Member Association shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the

FLORIDA ASSOCIATION OF REALTORS® without further payment of dues. The Association shall continue as a member of the State and National Associations, unless by a majority vote of all its REALTOR® Members a decision is made to withdraw, in which case the State and National Associations shall be notified at least one (1) month in advance of the date designated for the termination of such membership.

**Section 2.** The Association recognizes the exclusive property rights of the NATIONAL ASSOCIATION OF REALTORS®, in the terms “REALTOR®” or “REALTORS®”. The Association shall discontinue use of the terms in any form in its name upon ceasing to be a member of the National Association, or upon a determination by the Board of Directors of the National Association that it has violated the conditions imposed upon the use of the terms.

**Section 3.** The Association adopts the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and agrees to enforce the Code among its REALTOR® Members. The Association and all of its members agree to abide by the Constitution and Bylaws, Rules and Regulations and policies of the National Association and The FLORIDA ASSOCIATION OF REALTORS®.

## ARTICLE X – DUES AND ASSESSMENTS

**Section 1. APPLICATION FEE.** The Board of Directors may adopt a non-refundable application fee for each class of membership in reasonable amount, not exceeding three (3) times the amount of the annual dues for such membership, which shall be required to accompany each application for such membership and which shall become the property of the Association upon final approval of the application.

**Section 2. DUES.** Annual non-refundable dues of Members shall be as follows:

- A. All categories of Membership. Annual dues for all membership classifications except Institute Affiliate members, shall be determined each year by the Board of Directors; such dues to be effective for the ensuing year only.

The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate Members (\$75.00). The National Association shall credit \$25.00 to the account of this association for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board, the \$25.00 amount will be credited to the Commercial Overlay Board, unless the Institute Affiliate Member directs that the dues be distributed to this Association. The National Association shall also credit \$25.00 to the account of the state association for each Institute Affiliate Member whose office address is located within the territorial jurisdiction of the state association. No additional entrance, initiation fees or dues for Institute Affiliate Members shall be assessed, but service packages may be provided to which Institute Affiliate Members may voluntarily subscribe.

- B. **REALTOR® Members.** The annual dues of each Designated REALTOR® member shall be an amount set by the board of directors equal to such amount of annual dues times the number of real estate salespersons and licensed, registered, or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or

indirectly licensed with such REALTOR® member, and (2) are not REALTOR® members of any association in the state or a state contiguous thereto or Institute Affiliate Members of the association. Designated REALTOR® members shall report all new licensees or certified, registered, or licensed appraisers employed by or affiliated as independent contractors to the association within thirty days of such affiliation. Failure to report affiliated licensees or appraisers is a breach of membership duty.

In calculating the dues payable to the Association by a Designated REALTOR® Member, non-member licensees as defined in Section 2 of this article shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on said non-member licensees in another Association in the state, or a state contiguous thereto, provided the Designated REALTOR® notifies the Association in writing of the identity of the Association to which dues have been remitted. In the case of a Designated REALTOR® Member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the Designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this Association.

For the purpose of this Section, a REALTOR® member of a Member Association shall be held to be any Member who has a place or places of business within the state or a state contiguous thereto and who, as a principal, partner, corporate officer, or branch office manager of a real estate firm, partnership, or corporation is actively engaged in the real estate profession as defined in Article III, Section 1, of the Constitution of the NATIONAL ASSOCIATION OF REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed or affiliated with the REALTOR®, or by an entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business (except as provided for in Section 2. A. hereof) provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner, or corporate officer of the entity.

A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, renting, managing, counseling or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this Section and shall not be included in calculating the annual dues of the Designated REALTOR®.

The exemption for any licensee included on the certification form shall automatically be revoked upon the individual being engaged in real estate licensed activities (listing, selling, leasing, renting, managing, counseling, or appraising real property) other than referrals, and dues for the current fiscal year shall be payable.

Membership dues shall be prorated for any licensee included on a certification form submitted to the association who during the same calendar year applies for REALTOR® membership in the association. However, membership dues shall not be prorated if the licensee held REALTOR® membership during the preceding calendar year.

- B. Institute Affiliate Members.** The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

### **Section 3. DUES PAYABLE**

- A. Dues for all members shall be payable annually in advance on the first day of December. Dues for new members shall be prorated monthly and shall be computed from the date of application and granting of provisional membership.
- B. In the event a sales licensee or licensed, registered, or certified appraiser who holds REALTOR® membership is dropped for nonpayment of association dues, and the licensee remains with the designated REALTOR® firm, the dues obligation of the “Designated” REALTOR® (as set forth in Article X, Section 2B(1)) will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from the first day of the current fiscal year and payable within ten (10) days of the notice of termination.

**Section 4. NON-PAYMENT OF DUES, FEES, FINES, ASSESSMENTS, AND OTHER FINANCIAL OBLIGATIONS.** Any member failing to pay any dues, fees, fines, assessments, reinstatement fees, transfer fees, or other charges excluding those payable to MLS, for thirty (30) days after the due date thereof shall be notified of his delinquency. Failure to pay within ten (10) days immediately following such notice shall automatically suspend such delinquent member. All Association services, excluding those provided by MLS, to a suspended member shall cease during the time of such suspension. Following such suspension, such delinquent member shall have fifteen (15) days in which to become reinstated by payment in full of all sums due plus a reinstatement fee in an amount determined by the Board of Directors. Failure to pay within the fifteen (15) day period shall automatically terminate the membership of such delinquent member and all rights hereunder and the suspended member shall be notified of such termination. A former member who has resigned or had his membership terminated may apply for reinstatement in the manner prescribed for new applicants for membership, after making payment in full of all past due accounts as of the date of termination, however, such former member shall not be required to attend orientation if he had been a member of the Association within the prior twelve (12) month period.

**Section 5.** The dues of the REALTOR® Members who are Life Members of the Association or REALTOR® Emeriti (as recognized by the National Association), Past Presidents of the National Association or recipients of the Distinguished Service Award shall be as determined by the Board of Directors.

**Section 6.** The board of directors by majority vote may implement assessments.

## **ARTICLE XI – OFFICERS AND DIRECTORS**

**Section 1. ELECTED OFFICERS** The elected officers of the Association shall consist of a President, President-Elect, Vice President, Treasurer and Secretary. They shall be elected for terms of one year or until their successors are elected. The term of office shall begin on January 1 following the election.

### **Section 2. DUTIES OF OFFICERS**

- A. **PRESIDENT.** The President shall be the chief elected officer of the Association and shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors.
- B. **PRESIDENT-ELECT.** In the absence of the President, the President-Elect shall perform the duties of the President, and shall perform other duties as may be assigned by the Board of Directors or the President. The President-Elect shall automatically succeed to the office of President in the year following election as President-Elect.
- C. **VICE PRESIDENT.** In the absence of the President and President-elect, the Vice President shall perform the duties of the President and shall perform other duties as may be assigned by the Board of directors. This position will be a mentoring opportunity for the officer that is desiring to move up to the President-Elect.
- D. **SECRETARY.** The Secretary shall perform such duties as assigned by the President of the Board or the Board of Directors.
- E. **TREASURER.** The Treasurer shall perform such duties as assigned by the President of the Board or the Board of Directors.
- F. **EXECUTIVE COMMITTEE** An Executive Committee composed of the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President, or in the event the Immediate Past President is unable to serve, a Past President willing to serve, shall meet regularly with the CEO to set the agenda and make recommendations for the Board of Directors' meetings, to review the financial condition of the Association, and to perform such other duties as may be delegated by the Board of Directors.

### **Section 3. BOARD OF DIRECTORS**

A. **AUTHORITY AND RESPONSIBILITY** The governing body of the Association shall be the Board of Directors. The Board of Directors shall establish policies, monitor the financial affairs of the Association, approve contracts, engage in strategic planning, and approve the business plan, of the Association. The Board may delegate certain of its authority and responsibility to the Executive Committee or the Chief Executive Officer (CEO).

B. **COMPOSITION OF THE BOARD** The Board of Directors shall consist of the officers, (President, President-Elect, Vice President, Treasurer, and Secretary); the Immediate Past President, or in the event the Immediate Past President is unable to serve, a Past President willing to serve; six (6) elected Directors, one (1) Chapter Chair, with the proviso that one (1) Chapter



Director shall also serve until 2020 and four (4) appointed Directors. The CEO shall serve on the Board of Directors as an ex-officio member without vote.

### C. QUALIFICATIONS

1. **Elected Officers and Directors:** Any member in good standing whose dues have been paid as of April 30th of the current year may seek election or be appointed to the Board of Directors. A member may seek only one position.

#### 2. Appointed Directors

a. Four Directors will be selected from the four largest firms willing to serve, each year. To determine the firm size, the number of primary REALTOR® Members in a firm is that number reflected by the Association records on April 30<sup>th</sup> of each year.

b. The Designated REALTOR® may serve as the Director or may designate a corporate officer or branch office manager as a representative to serve. The appointed Director selected in this manner shall complete Consent to Serve form indicating willingness and commitment to serve.

#### 3. Nominations:

- a. To be eligible to be nominated by the nominating committee or by petition, members must have completed the association business plan course at no cost to the member and must be interviewed by the Nominating Committee in the year of election.
- b. To be eligible to be appointed as a director from the four largest firms or to fill a vacancy, members must have completed the association business plan course at no cost to the member.
- c. No more than two members from the same firm shall serve on the Board of Directors, not including the President, Past President, and Chapter Chair. If a member of the board creates a circumstance in which there are more than two members from the same firm serving on the board because of a transfer of firm affiliation, the transferring member shall serve the remainder of the term.

D. **TERM OF DIRECTORS:** Elected Directors shall serve for a term of two years or until their successors are elected and may serve no more than three (3) consecutive terms, six (6) years. Terms of office shall begin on January 1, following the election. Appointed Directors and the Immediate Past President shall serve for a term of one (1) year or until their successors are appointed. *(NOTE: Robert's Rules of Order Newly Revised specifies an officer or director who has served more than half a term in an office is considered to have served a full term.)*

E. **TERM LIMITS:** After Directors have served the maximum consecutive terms, they will not be eligible to serve again as a Director until they have been out of office for one (1) year. This provision does not prevent the election to an officer position, of a currently serving Director or Officer whose term on the Board of Directors is expiring, or has expired.

### Section 4. NOMINATIONS AND ELECTION

A. **NOMINATING COMMITTEE.** A Nominating Committee will be appointed by the President of the Board. The Nominating Committee shall consist of the Immediate Past

President, or if unable to serve, a Past President willing to serve; the President of the Board, two Past Presidents and five (5) Association members in good standing. No member of the Nominating Committee shall be eligible for nomination for any position. The Nominating Committee shall select one candidate for each open director position. The Nominating Committee shall also interview and select one candidate for the Chair-Elect of the Chapter Council.

Additional nominations for any office shall be made by written petition addressed to the CEO and signed by seventy-five (75) REALTOR® members. The CEO must receive petitions at least thirty (30) days prior to the annual election. Nominations by the Nominating Committee will be posted on the Association website, at least forty (40) days prior to the election. Nominations by petition will be posted on the Association website at least twenty (20) days prior to the election, along with a sample electronic ballot.

- B. NOTICE OF ANNUAL ELECTION.** Two (2) months prior to the Annual Election, Members shall be provided notice of the annual election of Officers and Directors and the opportunity to seek election. Members who desire to seek election shall complete a “Consent to Serve” form, notifying the Association of the position for which they seek election and their willingness to serve.
- C. ELECTION** The annual election shall take place in September or October. Election shall be by electronic ballot. The ballot shall contain the positions by category and the names of candidates shall be listed in alphabetical order by last name of all candidates for each office or director position. The annual elections shall be open for a period of five (5) calendar days.
- D. ELIGIBILITY TO VOTE** Any member in good standing whose dues have been paid as of August 15 of the current year may vote in the election.
- E. ELECTION SHALL BE BY PLURALITY.** Candidates receiving the highest number of votes in each Director position shall be declared elected for a two (2) year term. In the event of a tie vote for any position, the decision shall be made by lot.
- G. VOTING.** Voting may be by mail-in ballot, voting in person at a time and place designated, or by electronic means, including but not limited to, facsimile, e-mail or on a website, or all methods of voting, allowed by the State of Florida. The Board of Directors shall designate the voting method. The President of the Board shall serve as the Election Supervisor. In the event the President is unable to serve, a Past President willing and able to serve shall preside.
- H. ELECTION SUPERVISOR.** The duties of the Election Supervisor shall be detailed in the Election Supervisor Policy Manual. The Election Supervisor shall have the authority to certify, continue, or delay the election for an extended period of time above the time frames set forth in Section 4.C. in the event of a force majeure event.
- I. FORCE MAJEURE.** A force majeure event means any event unforeseen that cannot be avoided, controlled and overcome including, but not limited to natural disasters, strike, acts of war or terrorism, civil or military disturbances, nuclear or natural catastrophes, and

interruptions, loss or malfunctions of utilities, loss of communications or computer software and hardware services.

**Section 5. VACANCIES:** Vacancies among the Officers and the Directors, other than President, may be filled by appointment of a qualified person to serve the remainder of the unexpired term by the President of the Board and approved by the Board of Directors by a majority vote. If the President of the Board is unable to serve or the position is vacant for any reason, the President Elect shall automatically become President. A President Elect, who is appointed to fill a vacancy, shall serve only the unexpired term as President Elect and shall not automatically succeed to the office of President. In that event the Nominating Committee shall nominate both a President and President Elect for the next term.

**Section 8. REMOVAL:** Any Director may be removed by a ballot vote of two-thirds (2/3) of the Board of Directors present and voting; provided however, the vote on removal shall occur at the next regular meeting of the Board of Directors following the meeting at which a motion for removal of a Director is made and seconded.

## **ARTICLE XII. MEETINGS.**

**Section 1. ANNUAL BUSINESS MEETINGS.** The annual business meeting of the Board shall be held in September or October of each year, the date, place, and hour to be designated by the Board of Directors.

**Section 2. MEETINGS OF DIRECTORS.** The Board of Directors shall meet as needed. The President of the Board shall designate the time and place of the meetings. Absence from two (2) meetings during the year shall be construed as resignation, unless the Association prior to the Board of Directors meeting receives a request for excused absence. When a decision needs to be made that cannot be delayed until the regular meeting of the Board of Directors, a vote may be taken by any electronic means, including but not limited to telephone, facsimile, e-mail, teleconference, video conference, at the direction of the President. A quorum shall represent 50% of the Officers and Directors.

**Section 3. OTHER MEMBERSHIP MEETINGS.** Meetings of the Members may be held at other times as the President or the Board of Directors may determine; or upon the notice, by appropriate means, of at least ten percent (10%) of the Members eligible to vote.

**Section 4. NOTICE OF MEETINGS.** Notice of meetings by appropriate means, including electronic means, shall be given to every Member entitled to participate in the meeting at least one (1) week preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of purpose of the meeting.

**Section 5. QUORUM.** A quorum for the transaction of business at the annual meeting and other meetings of the membership shall consist of fifty (50) REALTOR® Members eligible to vote.

### **ARTICLE XIII. INDEMNIFICATION.**

Each person who at any time shall serve, or shall have served, as a director, officer, employee or agent of the Association and such other persons as specified from time to time by the Board of Directors, shall be entitled to indemnification as and to the fullest extent permitted by Chapter 617 of the Florida Corporations Not for Profit Act or any successor statutory provision, as from time to time amended. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which those indemnified may be entitled.

### **ARTICLE XIV – EXECUTIVE AND STAFF**

**Section 1. Chief Executive Officer.** The Board shall employ a salaried chief executive who shall have the title of Chief Executive Officer (CEO).

**Section 2. AUTHORITY AND RESPONSIBILITY.** The CEO shall manage and direct the activities and operations of the Association subject to the policies and the business plans adopted by the Board of Directors

**Section 3. DUTIES.** The CEO's duties shall include but not be limited to:

- A. Supervision, management, control, compensating, hiring and firing all employees and independent contractors.
- B. Implementation of all Association policy, financial and other planning decisions of the Board of Directors.
- C. Maintaining all corporate records and seals.

### **ARTICLE XV – MEMBER INVOLVEMENT**

#### **Section 1. INVOLVEMENT OPPORTUNITY STRUCTURE**

The President of the Board, with the approval of the Board of Directors may appoint Standing Committees, Special Committees, Councils, Advisory Groups, Task Forces, Chapters, Divisions and Sections deemed necessary for the conduct of business and to further the purposes of the Association. They shall be of such size and shall have such duties, functions, quorum REALTOR shall be for a term of one (1) year. The President and the CEO or delegated staff members shall be ex-officio members and shall be notified of all meetings. All actions of these subordinate groups shall be subject to approval by the Board of Directors.

**Section 3. REPRESENTATIONS OF THE ASSOCIATION.** No individual, Committee, Council, Chapter, Advisory group, Task force, or member thereof shall assume to speak for or represent the Association before the membership, any legislative, administrative, judicial or public body, or otherwise, unless authorized to do so by the Board of Directors. No report, recommendation or other action of any subordinate body of the Association shall be considered as the action of the Association unless and until it shall have been approved or authorized by the Board of Directors.

### **ARTICLE XVI – FISCAL & ELECTIVE YEAR**

The fiscal and elective year of the Association shall be the Calendar Year.

## ARTICLE XVII – RULES OF ORDER

*Robert's Rules of Order Newly Revised, latest edition*, shall be recognized as the authority governing procedures at the meetings of the Association, its Board of Directors and committees, in all instances wherein its provisions do not conflict with the Association's Bylaws.

## ARTICLE XVIII – AMENDMENTS

### Section 1.

A. These Bylaws may be amended by the following means: (a) a quorum of fifty (50) eligible members at any membership meeting, or at any special meeting called for that purpose, provided that such amendments shall be plainly stated in the notice of the meeting at which they are to be considered; or, at the discretion of the Board of Directors, (b) amendments may be posted on the association website and members may vote by mail or by electronic means as specifically instructed on the association website. Alternative (b) will require that at least fifty eligible members vote. In either case, a forum of the membership will be held prior to the vote, either in person or via electronic means. A two-thirds vote is required to adopt an amendment for either alternative (a) or (b).

B The Board of Directors may, at any regular or special meeting of the Board at which a quorum is present, approve amendments to the Bylaws which are mandated by NATIONAL ASSOCIATION OF REALTORS® policy. Amendments to the Bylaws affecting the admission or qualification of REALTORS® an Institute Affiliate Members, the use of the term "REALTOR®" or REALTORS®" or any alteration in the territorial jurisdiction of the Association shall become effective upon their approval by the NATIONAL ASSOCIATION OF REALTORS®.

**Section 2** Notice of meetings at which amendments are to be considered must be provided to every member at least ten (10) days prior to the time of the meeting.

## ARTICLE XIX - DISSOLUTION

**Section 1.** Upon the dissolution or winding up of the affairs of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the FLORIDA ASSOCIATION OF REALTORS® or, within its discretion, to any other nonprofit tax exempt organization.

## ARTICLE XX – MULTIPLE LISTING SERVICE

**Section 1. AUTHORITY.** The Association shall maintain for the use of its members a Multiple Listing Service which shall be operated by a separate corporation, hereinafter referred to in these bylaws as the MLS. Participants, subscribers, and users shall abide by the bylaws and rules and regulations of the MLS.

**Section 2. LOCAL SERVICE CENTER.** The association shall establish a local service center fee for Participants, Subscribers, and Users of the MLS. The local service center fees shall be established by the association board of directors.

**Section 3. APPLICATION FOR PARTICIPATION.** Application for participation shall be made in such manner and form as may be prescribed by MLS and made available to any real estate brokerage principal of this or any other REALTOR® association requesting it. The form of the application shall be determined by the MLS. The application may be electronic and shall require the applicant to click on the terms of use; or if paper, shall require a signed agreement to the terms of use.

## **ARTICLE XXI – AUTHORIZED MEANS OF COMMUNICATIONS**

Wherever in these bylaws it provides for notices, communications, or consents, the authorized means of communication or delivery of such notice, communication, or consent may be conducted by mail, hand delivery, facsimile transmission, electronic mail and posting on the association's Web site.

### **HISTORY**

The Initial Bylaws were adopted by the Board of Directors December 11, 2001, with an effective date of January 1, 2002. The Bylaws were adopted as amended by the membership on April 24, 2002

The Board of Directors adopted NAR mandated changes to Articles IV, V, VI, and X on October 23, 2002 (Institute Affiliate Members.)

The membership approved amendments to Article X, XI, and XVII on June 2, 2004.

The Board of Directors adopted NAR mandated changes to Articles IV, V, and X on April 11, 2005

The membership approved amendments to Articles V, VI, X, XI, and XX on August 3, 2005

The Board of Directors adopted NAR mandated changes to Article XX on November 15, 2006

The membership approved amendments to Article I on September 5, 2007

The Board of Directors adopted NAR mandated changes to Article V, on January 21, 2009

The membership adopted amendments to Article V, Article VI, Article X, Article XI, and Article XX on February 11, 2009

The membership adopted amendments to Article V, Article X, and Article XX on September 23, 2011.

The membership adopted amendments to Article XI, Article XII, Article XIV, Article XV, and Article XVIII on August 27, 2018

The membership and the National Association of Realtors approved amendments to Article III (Jurisdiction), Article XI, and Article XV on August 17, 2018 and NAR on September 12, 2018.

The membership adopted amendments to Article VI on February 13, 2020.

The membership adopted amendments to Article XI and Article XIV on June 27, 2020.

The membership and the National Association of Realtors approved amendments to Articles IV, V, VI, VII on February 8, 2022.

The Board of Directors adopted the NAR New Member Fair Housing Orientation addition to Association Bylaws on June 23, 2023. (pg. 5-D)

The membership adopted amendments to Article XI – Officers and Directors: Section 1. Elected Officers; Section 2. Duties of Officers (C) and (F); Section 3. Board of Directors (B) on August 16, 2023.