



RPCRA
ROYAL PALM COAST REALTOR® ASSOCIATION

BYLAWS

ROYAL PALM COAST REALTOR® ASSOCIATION, INC.

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Article I – Name

Section 1 Name. The name of this organization shall be the ROYAL PALM COAST REALTOR® ASSOCIATION, INC., a Florida Not for Profit Corporation, hereinafter referred to as the “Association”.

Section 2 REALTORS®. 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

The objectives of the Association Are:

Section 1. 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.

Section 2. 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®.

Section 3. 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.

Section 4. To further the interests of home and other real property ownership.

Section 5. To unite those engaged in real estate profession in this community with the Florida Realtors® and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the state and nation and obtaining the benefits and privileges of membership therein.

Section 6. To designate, for the benefit of the public, individuals authorized to use the terms REALTOR® and 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:

Hendry and Lee counties, and the island of Boca Grande, excluding those portions of Lee County allocated to Bonita Springs Estero Realtors®; to Sanibel-Captiva Board (beginning at Causeway and ending at Redfish Pass, nothing off the Island of Sanibel/Captiva), as allotted by the Board of Directors of the National Association of REALTORS®. When the term “Geographic Areas” is used henceforth, it shall mean those territorial limits described above.

Former Fort Myers Beach Jurisdiction was:

On the East – East Line Section 7, 18, 19, Range 24E

On the West – Bunche Beach Road

On the North – Half Section Line of Sections 7 and 12

On the South – Gulf of Mexica and Big Carlos Pass

Former Cape Coral Jurisdiction was:

The territorial limits of the City of Cape Coral, Florida

Former Fort Myers Association Jurisdiction was:

Lee County, Hendry County, and the island of Boca Grande, excluding those portions of Lee County allocated to Cape Coral Board (corporate limits of the City of Cape Coral); to Fort Myers Beach Board (Estero Island and San Carlos Island); to Bonita Springs Board (Township 47S and 48S, Range 26E to include Gulf Islands N to Estero Island); to Sanibel-Captiva Board (beginning at Causeway and ending at Redfish Pass, nothing off the Island), as allotted by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®.

Section 2. Territorial Jurisdiction is defined to mean:

(a) The right and duty to control the use of the terms REALTOR® and REALTORS®, subject to the conditions set forth in these 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 six classes of members as follows:

(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, building, developing, or subdividing real estate, and who maintain or are associated with an established real estate office in the state of Florida or state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation 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 in a Board of Realtors® within the state or a state contiguous thereto unless otherwise qualified for Institute Affiliate Membership as described in Section I (b) of Article IV. **(Amended 1/05)**

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 board 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 1 (b) of Article IV. **(Amended 1/05)**

NOTE: Realtor® Members may obtain membership in "secondary" Association in another state.

- (2) Individuals who are engaged in real estate profession other than sole proprietors, partners, corporate officers, or branch managers and are associated with Realtor® Member and meet the qualifications set out in Article V.
- (3) **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 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 Local Association, State Association and National Association.

- (4) **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.
- (5) **Designated Realtor® Members.** Each firm (or office in the case of firms with multiple office locations) shall designate in writing one Realtor® Member who shall be responsible for all duties and obligations of Membership including the obligation to arbitrate (or 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.
 - (a) **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. **(Amended 1/02)**
 - (b) **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 paragraphs (a) or (b) of this Section, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Association.
 - (c) **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 Association with an established real estate business.
 - (d) **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.
 - (e) **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 years of college and at least one college level course in

real estate but are engaged in the real estate profession on their own account or not associated with an established real estate office.

Article V – Qualification and Election

Section 1. Application

(a) 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) the applicant agrees a condition to membership to thoroughly familiarize him/herself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitutions, Bylaws, and Rules and Regulations of the Local Association, the State and National Associations, and if elected a Member, will abide by the Constitutions and Bylaws and Rules and Regulations of Local Association, State and National Associations, and if a REALTOR® Member, will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® including the obligation to arbitrate (or mediate if required by the Association) 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) the applicant consents that the Associations, through its Membership Committee or otherwise, 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 or 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. **(Amended 11/11)**

Section 2. Qualification

(a) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Board through its Membership Committee or otherwise that he is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed 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 secondary member), has no record of recent or pending bankruptcy*, has no record of official sanctions involving unprofessional conduct**, agrees to complete 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® and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Committee, and shall agree that if elected to membership, he will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics. **(Amended 1/05)**

*No recent or pending bankruptcy is intended to mean that that applicant or any real estate firm in which the applicant is a sole proprietor, general partner, corporate officer, or branch office manager, is not involved in any pending bankruptcy or insolvency proceedings or, has not been adjudged bankrupt in the past three (3) years. If a bankruptcy proceeding as described above exists, membership may not be rejected unless the Association establishes that its interests and those of its members and the public could not be adequately protected by requiring that the bankrupt applicant pay cash in advance for Association and MLS fees for up to one (1) year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that the existing

member initiates bankruptcy proceedings, the member may be placed on a “cash basis” from the date the bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.

**No record of official sanctions involving unprofessional conduct is intended to mean that the Association may only consider judgments against the applicant within the past three (3) years of violations of (1) civil rights laws; (2) real estate license laws; (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.

NOTE 2: Article IV, Section 2, of the NAR Bylaws prohibits Member Boards from knowingly granting REALTOR® or REALTOR®-Associate membership to any applicant who has an unfulfilled sanction pending which was imposed by another Association of REALTORS® for violation of Code of Ethics. **(Adopted 1/01)**

(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 must maintain a current, valid real estate broker’s or salesperson’s license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has no record of official sanctions involving unprofessional conduct*, shall complete a course of instruction covering the Bylaws and Rules and Regulations of the local Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examinations thereon as many be required by the Membership Committee and shall agree in writing that if elected to membership he will abide by the Constitution, Bylaws, Rules and Regulations, and Code of Ethics. **(Amended 5/07)**

(c) The Association will also consider the following 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 (3) 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.

“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 (Association (except for violations of the Code of Ethics; See Article V, Section 2(a) NOTE 2) (provide all other qualifications for membership have been satisfied). Associations 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 REALTORS® 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 he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the Association to which the applicant has made application) and will abide by the decision of the hearing panel. **(Amended 11/09)**

Section 3. Election

(a) The procedure for election to membership shall be as follows:

The Chief Executive Officer herein after also referred to as the "CEO", (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership. If the Association has adopted provisional membership, applicants for REALTOR® membership may 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 final review of the application by the Board of Directors.

(b) If the Board of Directors 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 (for example, completion of mandatory orientation program) within 60 days in person or 30 days online from the Association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received Association services and any application fee. The Board of Directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the board of directors, he/she shall be declared elected to membership and shall be advised by written notice.

(c) The Board of Directors may not reject an application without providing the applicant with advance notice of the findings, an opportunity to appear before the Board of Directors, to call witnesses on his/her behalf, to be represented by counsel, and to make such statements as he/she 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, in its sole and exclusive discretion, determines that the application should be rejected, it shall record its reasons with the Chief Executive Officer (or duly authorized designee). If the Board of Directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the Association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant. **(Adopted 1/98, Amended 1/17)**

Section 4. New Member Orientation and Code of Ethics Orientation

Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete the New Member orientation program in person. The National Association of Realtors® Code of Ethics, of not less than two hours and thirty minutes of instructional time, shall be completed in person or online based on availability. The requirement does not apply to applicants for REALTOR® membership or provisional members who have completed a 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 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.

Note: Orientation programs must meet the learning objectives and minimum criteria established from time to time by the NATIONAL ASSOCIATION OF REALTORS®. **(Adopted 1/01)**

Section 5. REALTORS® Code of Ethics Training

Effective January 1, 2017, through December 31, 2018, 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 Association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or any other recognized educational institution or provider 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 New Member Code of Ethics Orientation during any three (3) year cycle shall not be required to complete additional ethics training until a new three (3) year cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any three (3) 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 (3) 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. **(Amended 5/18)**

Section 6. Status Change

(a) A REALTOR® who changes the conditions under which he/she holds membership shall be required to provide written notification to the Association within 30 days. A REALTOR® (non-principal) who becomes a principal in the firm with which he/she 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 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 90 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 shall be prorated from the first day of the month in which the member is notified of election by the Board of Directors and shall be based on new membership status for the remainder of the year. **(Amended 1/05)**

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 violation of these Bylaws and Association Rules and Regulations consistent 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 REALTORS® may, upon recommendation of the Membership Committee, 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 nondiscriminatory 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.

Members may from time to time be required to sign confidentiality statements. A breach of confidentiality in sensitive matters shall be considered an offense against the Association. Such an offense will be handled as outlined in the Code of Ethics and Arbitration Manual and may result in disciplinary action as outlined in the Code of Ethics and Arbitration Manual.

Section 4. Resignations of Members shall become effective when received in writing by the Board of Directors, provided, however, that if any Member submitting their 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 mediate 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 11/11)**

Section 6. REALTOR® Members

REALTOR® Members only, whether primary or secondary, in good standing are entitled to vote and to hold elective office in the Association; and may use the term REALTOR®. For purposes of this section, the term “good standing” means the member satisfies 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.

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 any connection with its business during the period of suspension, or until readmission to REALTOR® Membership, or unless connection with the firm, partnership, or corporation is severed, whichever may apply. The membership of all principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member with the firm, partnership, or corporation is severed, whichever may apply. Further, the membership of REALTORS® other than principals who are employed by or affiliated as independent contractors with the disciplined Member shall suspend or terminate during the period of suspension of the disciplined Member with the firm, partnership, or corporation is severed, or unless 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 who is other than a principal in a firm, partnership, or corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnerships, or corporation shall not be affected.

- (a) 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 REALTORS® 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. 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®.

NOTE: Local Associations establish the rights and privileges to be conferred on Institute Affiliate Members except that no Institute Affiliate Member may be granted the right to use the term REALTOR® REALTOR-ASSOCIATE®, or the REALTOR® logo; to serve as President of the local Association; or to be a participant in the local Association’s Multiple Listing Service. **(Adopted 1/02)**

Section 8. Affiliate Members

Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 9. Public Service Members

Public Service Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 10. Honorary Members

Honorary Members shall confer only the right to attend meetings and participate in discussions.

Section 11. Student Members

Student Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 12. REALTOR® Emeritus Members

REALTOR® Emeritus Members shall have the rights and privileges as REALTOR® Members.

Section 13. Certification by REALTOR®

“Designated” REALTOR® Members of the Association shall certify to the Association during the month of October on a form provided by the Association, a complete listing of all individuals licensed or certified in the REALTORS® office(s) and shall designate a primary Association for each individual who holds membership. Designated REALTORS® shall also identify any non-member licensees in the REALTORS® 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(a) of the Bylaws. “Designated” REALTOR® Members shall also notify the Association of any additional individual(s) licensed or certified with the firm(s) within 30 days of the date of affiliation or severance of the individual.

Article VII – Professional Standards and Arbitration

Section 1. The responsibility of the Association and of the 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 by this reference is made a part of these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

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 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 also must abide by governing documents and the policies of the association, of 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 responsibility of the Association and Association members relating to the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and organization and procedures incident thereto, shall be consistent with the cooperative professional standards enforcement agreement entered into by the Board, which by this reference is made a part of these Bylaws.

Section 4. Citation

The Association adopted NAR's Citation Policy and "Citation Schedule" of potential violations covered. Fines are specified and apply to those violations. Information about the Ethics Citation Program, including the Citation Schedule, will be provided as part of the information sent to potential complainants considering filing ethics complaints with the Association. Citation Policy and Citation schedule in the General Policies, Section V, Professional Standards Policy.

Article VIII – Use of the Terms REALTOR® and REALTORS®

Section 1. Use of the terms REALTOR® and REALTORS® by members shall, at all times, be subject to 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 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 5/06)**

Section 2. REALTOR® Members of the Association shall have the privilege of using the terms REALTOR® and 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. **(Amended 1/96)**

Section 3. A REALTOR® Member who is a principal of a real estate firm, partnership, or corporation may use the terms REALTOR® and REALTORS® only if all principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the state or state contiguous thereto are REALTOR® Members of the Association or Institute Affiliate Members as described in Section 1(b) of Article IV.

- (a) 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. **(Amended 1/01)**

Section 4. Institute Affiliate Members shall not use the terms REALTORS® or REALTORS®, or 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 Florida 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 Realtors® without further payment of dues (refer to option below). The Association shall continue as a Member of the State and National Associations, unless majority vote of all its REALTOR® Members, decision is made to withdraw, in which case the State and National Associations shall be notified at least one month in advance of the date designated for the termination of such membership. **(Amended 5/06)**

Section 2. The Association recognizes the exclusive property rights of the NATIONAL ASSOCIATION OF REALTORS® in the terms REALTOR® and 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 terms. **(Amended 1/96)**

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, Bylaws, Rules and Regulations, and policies of the National Association and Florida Realtors®.

Article X – Dues and Assessments

Section 1. Application Fee

The Board of Directors may adopt an application fee for REALTOR® Membership in reasonable amount, not exceeding three times the amount of annual dues for REALTOR® Membership, which shall be required to accompany each application for REALTOR® Membership and which shall become the property of the Association upon final approval of the application. **(Amended 1/02)**

- (a) Any member may be reinstated, without an initiation fee, during the current year if dues for the current year and all other fees are paid in full.

Section 2. Dues

The annual dues of Members shall be as follows:

(a) REALTOR® Members. The annual dues of each Designated REALTOR® Member shall be in such amount as established annually by the Board of Directors, plus an additional amount to be established annually times the number of real estate salespersons and licensed 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 calculating the dues payable to the Association by a Designated REALTOR® Member, non-member licensees are defined in (1) and (2) of this paragraph shall not be included in the computation of dues if the Designated 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 the board. **(Amended 1/05)**

For the purposes 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, or 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 I, 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 with the REALTORS®, or by any entity in with 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) (1) 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 any 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 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®. Designated REALTORS® shall notify the Association within three (3) days of any change in status of licensees in a referral firm.

The exemption for any licensee included on a 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 licensees 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® or REALTOR-ASSOCIATE® membership during the preceding calendar year. **(Amended 11/14)**

(b) REALTOR® Members. The annual dues of REALTOR® Members other than the Designated REALTOR® Shall be in such amount as established annually by the Board of Directors. **(Amended 1/05)**

(c) Institute Affiliate Members. The annual dues of each Institute Affiliate Member shall be established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

NOTE: 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 (\$105). The National Association shall credit (\$35) to the account of a local 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 (COB), the \$35 amount will be credited to the COB, unless the Institute Affiliate member directs that the dues be distributed to the other Association. The National Association shall also credit \$35 to the account of the state Association. Local and State Associations may not establish any additional entrance,

initiation fees or dues for Institute Affiliate members, but may provide service packages to which Institute Affiliate members may voluntarily subscribe. **(Amended 11/13)**

(d) Affiliate Members. The annual dues for each Affiliate Member shall be in such amount established annually by the Board of Directors.

(e) Public Service Members. The annual dues of each Public Service Member shall be in such amount as established annually by the Board of Directors.

(f) Honorary Members. Dues payable, if any, shall be at the discretion of the Board of Directors.

(g) Student Members. Dues payable, if any, shall be at the discretion of the Board of Directors.

Section 3. Dues Payable

Dues for all members shall be payable annually in advance on or before December 31 for the following year. Dues received after the stated due date will be assessed a late fee. Failure to pay the late fee is considered non-payment of financial obligations and Section 4 applies. Dues for new members shall be computed from the month of application received and granting of provisional membership. **(Adopted 1/98, Amended 1/05)**

(a) In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is dropped for nonpayment of Association dues, and the individual remains with the Designated REALTOR®'s firm, the dues obligation of the "Designated" REALTOR® (as set forth in Article X, Section 2 (a)) 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 are payable within 30 days of the notice of termination.

Section 4. Nonpayment of Financial Obligations

If dues, fees, fines, or other assessments including amounts owed to the Association or the Association's Multiple Listing Service are not paid within one (1) month after the due date, the nonpaying Member is subject to suspension at the discretion of the Board of Directors. Two (2) months after the due date, membership of the nonpaying Member may be terminated at the discretion of the Board of Directors. Three (3) months after the due date, membership of the nonpaying Member shall be automatically terminated unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former Member who has had his membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Association or any of its services, departments, divisions, or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

Section 5. Deposits and Expenditures

Deposits and expenditures of funds shall be in accordance with policies established by the Board of Directors. **(Amended 1/05)**

Section 6. Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members

All dues, fees, fines, assessments, or other financial obligations to the Association or Association multiple listing service shall be noticed to the delinquent Association member in writing setting forth the amount owed and due date.

Section 7.

The dues of REALTOR® Members who are REALTOR® Emeritus (as recognized by the National Association), Past Presidents and Past Treasurers of the National Association or recipients of the Distinguished Service Award shall be as determined by the Board of Directors. **(Amended 11/13)**

NOTE: A Member Association's dues obligation to the National Association is reduced by an amount equal to the amount which the Association is assessed for a REALTOR® Member, times the number of REALTOR® Emeritus (as recognized by the National Association), Past Presidents and Past Treasurers of the National Association, and recipients of the Distinguished Service Award of the National Association who are REALTOR® Members of the Association. The dues obligation of such individuals to the Local Association should be reduced to reflect the reduction in the Association's dues obligation to the National Association. The Association may, as its option, choose to have no dues requirement for such individuals except as may be required to meet the Association's obligation to the State Association with respect to such individuals. Member Associations should determine whether the dues payable to the Association to the State Association are reduced with respect to such individuals. It should be noted that this does not affect a "designated" REALTORS®'s dues obligation to the Association with respect to those licensees employed by or affiliated with the "designated" REALTOR® who are not Members of the Local Association. **(Amended 11/13)**

Article XI – Elected Officers and Directors

The Board of Directors shall be the governing body and shall have control of all the affairs of the Association and shall authorize all expenditures of funds. The Board of Directors shall approve, upon recommendation of the Finance Committee, a budget for the next fiscal year reflecting projected costs and expenses of the Association and indicating projected income from all sources. With a majority vote the Board of Directors shall have the right to make an audit of all books and accounts at any time without notice.

Duties of those serving on the Board of Directors:

- (a) Support the mission statement and the strategic plan.
- (b) Support all decisions of the Board of Directors
- (c) Read and understand the financial statements and otherwise assist the Board in fulfilling its fiduciary responsibility.
- (d) Attend Board meetings and actively participate in decision-making.
- (e) Share your area of expertise with the Board and Staff.
- (f) Be an advocate for the organization; promote it in ways appropriate to your profession and contacts.
- (g) Fulfill the duties of care, obedience, and loyalty to the organization.
- (h) Participate in regular assessments to improve Board performance.
- (i) Participate in strategic planning activities.
- (j) Prioritize and monitor programs and services.

- (k) Support the CEO to accomplish the mission.
- (l) Serve on at least one committee or task force each year.
- (m) Work to develop new leadership and recommend potential Board members to the Leadership Development Academy
- (n) Avoid even the appearance of conflict of interest.
- (o) Participate in the organization's conferences and meetings.

Officers and Directors

- (a) The governing body of the Association shall be a Board of Directors consisting of five (5) elected or appointed Realtor® Officers, and eleven elected or appointed Realtor® (11) Directors.
- (b) Officers shall serve for a one-year term effective January 1 and ending December 31. No Officer shall serve in the same position for more than two (2) consecutive terms whether full or partial. Officers shall take office upon the effective date of their offices and shall continue until the effective date of their successors.
- (c) Directors shall serve for two-year staggered terms effective January 1 and ending the second year on December 31. No Director shall serve in the same position for more than two consecutive terms whether full or partial. Directors shall take office upon the effective date of their offices and shall continue until the effective date of their successors.
- (d) In no event shall more than two (2) members of the Board be from the same company. See Procedure in General Policies.
- (e) In no event, shall any Officer or Director of the Association, serve as an Officer, Director, or Trustee in any of the following corporations:

Royal Palm Coast REALTOR® Realtors® Care Foundation of SWFL, Inc.
 Royal Palm Coast REALTOR® Association Crisis Foundation, Inc.
 SWFL Commercial Alliance, Inc.

Each member of the Board has a fiduciary relationship with the members of the Association. This fiduciary relationship imposes obligations of trust and confidence in favor of the Association and its members. It requires the Board to act in good faith and in a manner he or she believes to be in the best interests of the members of the Association. It means the Board must exercise the care and diligence of an ordinarily prudent person when acting for the Association, and it requires each Board member to act within the scope of their authority.

Both Directors and Officers of the Association must devote enough time and effort to the performance of their duties to ensure that they are reasonably and faithfully carried out on behalf of the Association. The fact that the Association is a corporation not for profit, or that the members of the Board are volunteers and unpaid, does not relieve Board members from the standards of trust and responsibility that the fiduciary relationship requires. When confronted with an issue involving special expertise such as a question of law, building or construction matters, insurance or accounting questions, or other similar issues, the law also contemplates that Board members will seek the appropriate advice of a professional considered competent in the field and rely upon that advice provided.

Section 1. Nominating Committee

A Nominating Committee of nine (9) Realtor® members, including the Chair, shall nominate a slate of Officers to serve one (1) year terms and Directors to serve two (2) year terms in accordance with these Bylaws. The Immediate Past President shall serve as the Chair and select the Nominating Committee

members to include at least (3) Past Presidents including the Chair. The Nominating Committee shall be ratified by a majority vote of the Board of Directors. No potential candidate may be a member of the Nominating Committee. In no event shall more than two (2) members of the Nominating Committee be from the same company.

- (a) Candidates shall only be considered for one (1) position and may not run for more than one (1) position.
- (b) The Nominating Committee shall select one (1) candidate for each open Officer and Director position.
- (c) Candidate interviews shall be held, and a final slate shall be presented to the Board of Directors for approval.
- (d) A list of the candidates proposed by the Nominating Committee and approved by the Board shall be forwarded to the membership setting forth the time, place, and other pertinent information regarding the voting and Annual Meeting.
- (e) A candidate that has been proposed by the Nominating Committee and approved by the Board is not eligible to run for a different position.
- (f) The Nominating Committee and Board shall not change the position a candidate applied for without express consent of the candidate.

The election of the Officers and Directors shall take place before the Annual Meeting. The election will begin at least seven (7) calendar days prior to the Annual Meeting and end by 3pm EST the day before the Annual Meeting. Winner(s) will be determined by a majority vote. Voting may be by electronic means, on a website, or all methods of voting, allowed by the Bylaws and the State of Florida, and designated by the Board.

Any candidate not slated by the Nominating Committee may appeal the decision to the Board of Directors within five (5) calendar days of notification. The Board shall consider the appeal at the next regularly scheduled Board meeting. If, after consideration, the Board does not place the candidate on the ballot the candidate may be placed on the ballot by submitting a petition containing the signatures of at least five percent (5%) of the members within fourteen (14) calendar days of the Board meeting at which the appeal was considered. The five percent (5%) shall be calculated based upon the number of members of record on the day of the Board's decision.

The President, with the approval of the Board of Directors, shall appoint an election task force of five REALTOR® members who are not on the ballot and were not on the Nominating committee, or Board, to oversee the election.

Candidates shall be notified by members of the election task force, or other designated person(s) after the election is closed and before the election results are made public. Only the numeric results of the election will be available for review but will not be published. Refer to the General Policy for further details.

Section 2. Officers

The five (5) Officers of the Association shall be the President, the President- Elect, the Secretary, the Treasurer, and the Immediate Past President. The Secretary and Treasurer may be the same person. The President-Elect shall automatically become President for the ensuing year.

During their terms, each Officer shall also serve as the President, President-Elect, Treasurer, Secretary, and Immediate Past President of the Florida Gulf Coast Multiple Listing Service.

Section 3. Duties and Qualifications of Officers

The duties of the Officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. Any Realtor® member who meets the qualifications described below for each office, has paid all dues, fees, fines, and assessments and is otherwise in good standing may seek election as an Officer. It shall be the duty of the CEO to keep the records of the Board and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and Florida Realtors®.

The duties and responsibilities of all Officers shall be:

- (a) Support the policies and programs adopted by the Board of Directors
- (b) Promote active participation on the part of the membership.
- (c) Represent this Association at REALTOR® functions, meetings, and programs.

All mandatory qualifications must be completed prior to the time the eligible candidate takes office.

President

The responsibilities of the President are:

The President is the chief presiding Officer of the Association and presides at its meetings and those of the Board of Directors. The President is the sole spokesperson for the Association and has primary responsibility for maintaining cooperative relationships with other organizations, and regulatory and legislative bodies. The President with the President-Elect work with their immediate successor to set coordinated goals and objectives, both short-term and long-term that will be carried forward. Except as otherwise provided in the Bylaws, the President is responsible for calling and conducting meetings of the Board, and membership, as well as establishing the agendas. The President is supported by a CEO who is responsible for day-to-day administrative and operations, so it is expected that the President will not be involved in administrative, and operations matters. The President shall:

- (a) Support and direct implementation of policies and programs adopted by the Board of Directors
- (b) Communicate to the Board the progress in achieving the goals and objectives of the Organization.
- (c) Appoint committee chairs and participate in the selection of committee members in accordance with the Bylaws.
- (d) Approve and evaluate CEO's goals and objectives and, in conjunction with the Board.
- (e) Serve in ex-officio capacity for all committees.

President Elect

The responsibilities of the President-Elect are:

The greatest responsibility of the President-Elect is to prepare to become the President. For this reason, the President-Elect is expected to attend meetings with the President. The President-Elect performs the duties of the presidency in the President's absence or when the President is unable to serve.

The President Elect shall:

- (a) Assume the duties of the President in the event of his or her absence or disability.

- (b) Attend all meetings of the Association Board, as well as national and state planning conferences.
- (c) Assume responsibilities delegated or assigned by the President.
- (d) Participate in Strategic Plan Implementation and oversight.
- (e) Responsible for Leadership Development Academy.
- (f) Participating in training opportunities including attending the National Association of REALTORS® Annual Conferences, Florida Realtors® Conferences, GARD in Tallahassee and the District Event.
- (g) Serves on Florida Realtors® Board of Directors
- (h) Serves on the RPCRA Finance Committee
- (i) Assist the President in evaluating and reviewing the goals and objectives of the CEO.

Mandatory Qualifications:

To qualify as President Elect:

- (a) Shall be a current Realtor® member of the Association.
- (b) Shall have served on the Board at the Association as a Director for at least one (1) year.

Treasurer

The responsibilities of the Treasurer are:

The Treasurer presents the Association’s financial statements to the Board of Directors. To do that, the Treasurer must become familiar with the financial position of the Association and should help prepare the Association’s annual budget. The Treasurer is chair of the Association’s Finance Committee, which reviews the budget and financial conditions.

The Treasurer shall:

- (a) Serve as Chair of the Finance Committee and oversee the financial health and budget of the Association.
- (b) Attend all meetings of the Association Board
- (c) May serve as a member of Investment & Reserves Committee.
- (d) Lead the annual budget process and present the annual budget to the Finance Committee and Board of Directors for approval.
- (e) Present the Association’s financial statements to the Board of Directors.
- (f) Become familiar with the financial position of the Association.
- (g) Confirms that an annual audit is made by a certified accounting firm and may be called on to sign certain legal and banking documents as needed.
- (h) Participating in training opportunities including attending the Florida Realtors® Conferences, GARD in Tallahassee and the District Event.
- (i) Serve on Florida Realtors® Board of Directors

Mandatory Qualifications:

To qualify as Treasurer, the candidate:

- (a) Shall be a current Realtor® member of the Association.
- (b) Shall have served on the Board of the Association as a Director for at least one (1) year.
- (c) Must serve on the Finance Committee for at least one (1) year before taking office.

Secretary

The responsibilities of the Secretary are:

The Secretary of the Association is responsible for taking the minutes of all Board of Directors meetings. The Secretary is sometimes called on to sign certain legal documents. The Secretary should maintain a visible position and attend as many Association functions as possible.

The Secretary shall:

- (a) Be responsible for the minutes and attend all Association Board meetings.
- (b) May be required to sign certain legal documents.
- (c) Participate in training opportunities including attending the Florida Realtors® Conferences, GARD in Tallahassee and the District Event.
- (d) Serve on the Florida Realtors® Board of Directors.

Mandatory Qualifications:

To qualify as Secretary, the candidate:

- (a) Shall be a current Realtor® member of the Association.
- (b) Shall have served on the Board of the Association as a Director at least one (1) year.

Immediate Past President

The responsibilities of the Immediate Past President are:

The President will automatically become Immediate Past President for the following year. The Immediate Past President continues to support the current Board by ensuring information and responsibilities are transition smoothly to the new President and President Elect.

The Immediate Past President shall:

- (a) Attend all Association Board meetings.
- (b) Assume all responsibilities delegated or assigned by the President.
- (c) In the event of the absence of the President and President-Elect, the Immediate Past President will perform the duties of the President.
- (d) Serve as chair of the Bylaws Committee.
- (e) Serve as chair of the Nominating Committee.

Section 4: Duties and Qualifications of Directors

Members of the Board of Directors are expected to represent the entire membership. When evaluating a position on the Board, remember that the Board of Directors is responsible to all members and must place the welfare of the total Association ahead of geographic, factional, or personal consideration.

Each Director must express their viewpoints and share their opinions. Constructive criticism can be important to the Association's growth and development. Directors should consider the needs and feelings of each other and face the issues and facts. More importance is attached to their remarks made on and off, the record.

Directors should remember that discretion protects credibility and discourages rumors, gossip, and criticism. Directors must be familiar with antitrust laws, professional standards, and Association Bylaws. All Directors are obligated to support and carry out the decisions and directions of the Board.

Additionally, Directors must be active members. Their attendance at Association functions facilitates a steady flow of communication with membership. Directors are expected to come to each meeting

prepared by having read and examined the packet distributed in advance and are encouraged to ask questions or request additional information prior to a Board meeting. Be conscious of this and try to keep the meetings moving.

Mandatory Qualifications:

To qualify as a Director the candidate:

- (a) Shall be a current Realtor® member of the Association who has paid all dues, fees, fines, and assessments and is otherwise in good standing.

Section 5. Vacancies

Vacancies among the Officers and Directors may be filled by a simple majority vote of the Board of Directors present at a meeting in which the matter is addressed. The appointee will complete the unexpired term and serve until a duly elected successor takes office.

To fill the vacancy, the Board of Directors may utilize the suggestions of the current Nominating Committee, recommendation by any member of the current Board of Directors, results of candidate interviews and or may solicit applications from the membership. The Board of Directors may also elect to not fill the vacancy. All appointments shall conform to the requirements of the bylaws.

Procedures to temporarily Fill Vacancies

In the event of a vacancy in any Officer or Director position, the President shall have the authority to assign duties of the vacant office temporarily to a member of the current or past Board of Directors until the vacancy has been filled by either election or appointment.

Vacant President position

If the office of the President should become vacant during the term of office, the President-Elect shall fill the vacancy and complete the unexpired term. A President-Elect who fills a vacancy in the office of President shall automatically become President for a full term upon completion of the unexpired term. If the President-Elect will not or is unable to fill the vacancy, the President office will automatically be appointed to the Treasurer. If the Treasurer will not or is unable to fill the vacancy, the President office will automatically be appointed by the Board of Directors to a Past President having served within the past 3 years until the Board of Directors ratifies a permanent replacement to fulfill the unexpired term.

Vacant President-Elect position

If the office of President-Elect becomes vacant, the President has the authority and will assign the duties of the President-Elect to another Officer of the Association to perform the duties of this position until the Board of Directors fills the vacancy in accordance with the procedures previously outlined.

In the event any member of the Board is no longer a member of, or is no longer eligible for, membership in the Association from the class of membership from which such Officer or Director has been elected or appointed, or the Director or Officer changes his/her business affiliation or Association or otherwise materially alters the condition under which he or she was elected as Officer or Director, the person will have 30 days from the time the change happens in order to clear up the issue before the Board begins to fill the vacancy.

All appointments will conform to the requirements of Article XI.

Section 6. Removal of Officers and Directors

~~A. In the event that the Board of Directors deems, in its sole and exclusive discretion, an Officer or Director is incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Officer or Director may be removed from office under the following procedure.~~

~~In the event that an allegation is brought against Officer or Director that they are unable, unsuitable, or incapable of fulfilling the duties for which elected, the allegation will be reviewed by the President (or next ranking Officer if the President is the alleged), CEO, Legal Counsel and the accused. The Officer or Director will be notified of the allegations prior to the meeting and given the opportunity to respond. If the allegation is found to have merit and the Officer or Director refuses to resign, they may be removed from Office under one of the following procedures.~~

(a) Process for Removal by the Membership:

~~(i) A petition requiring the removal of Officer or Director and signed by not less than twenty percent (20%) of the voting membership shall be filed with the President, or if the President is the subject of the petition, with the next-ranking Officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service. Twenty percent (20%) shall be calculated based upon the number of members of record on the day the petition is filed. Upon receipt of the petition, and not less than fifteen (15) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the Association shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director, and to render a decision on such petition. The special meeting of the membership shall be noticed to all voting members at least ten (10) days prior to the meeting and shall be conducted by the President unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking officer will conduct the meeting of the hearing by the members. Provided a quorum is present, a three-fourths vote of members present and voting shall be required for removal from office.~~

(b) Process for Removal by the Board of Directors:

~~(i) A Motion for removal is approved by shall be made by a Member of the Board seeking removal and approved by the majority of all Directors present at the meeting. Upon approval of said Motion, a meeting of the Board must be held not less than fifteen (15) days, and no more than forty-five (45) days to receive all evidence and render a decision. The Officer or Director that is the subject of the Motion shall be provided with notice of the meeting to consider the removal and an opportunity to be heard. A majority vote by the entire Board shall be required for removal.~~

~~B. In the event at least twenty percent (20%) of the membership deems an Officer or Director has breached their duties or is incapable of fulfilling the duties of the position, but will not resign from office voluntarily, the Officer and Director may be removed from office under the following procedures:~~

~~(i) A petition requiring the removal of Officer or Director and signed by not less than twenty percent (20%) of the voting membership shall be filed with the President, or if the President is the subject of the petition, with the next ranking Officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service. Twenty percent (20%) shall be calculated based upon the number of members of record on the day the petition is filed. Upon receipt of the petition, and not less than fifteen (15) days or more than forty five (45) days thereafter, a special meeting of the voting~~

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~~membership of the Association shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director, and to render a decision on such petition. The special meeting of the membership shall be noticed to all voting members at least ten (10) days prior to the meeting and shall be conducted by the President unless the President continued service in office is being considered at the meeting. In such case, the next ranking officer will conduct the meeting of the hearing by the members. Provided a quorum is present, a three-fourths vote of members present and voting shall be required for removal from office.~~

In the event of a conflict between these Bylaws and other more specific agreements executed by Board Members, including but not limited to Confidentiality, Conflict of Interest, Code of Conduct, etc. the more specific agreement will control.

Section 7. Chief Executive Officer

There shall be a CEO, appointed by the Board of Directors, who shall be the chief executive officer of the Association. The CEO reports directly to the President and shall have the authority to hire, supervise, evaluate, and terminate other staff, if any, and shall perform such other duties as prescribed by the Board of Directors. CEO provides overall guidance on all Association matters for maintaining continuity of ongoing programs and initiating new programs as required.

Section 8. Defense and Indemnification of Officers and Directors

In the event of suits or claims in which one or more current or past Officers or Directors or employees of the Association are named as a result of their status as such or decisions or actions taken in good faith and reasonably understood to be within the scope of their authority or employment during their term as such, the Association shall, directly or through insurance secured for the benefit of such Officers and Directors and employees, secure counsel to act on behalf of and provide a defense for such Officers, Directors and employees; pay reasonable defense expenses incurred in advance of final disposition of such case; and indemnify such Officers, Directors and employees with respect to any liability assessed or incurred as a result of any such claim, suit or action. The above stated defense and indemnification of Officers, Directors and employees shall extend to those individuals when serving at the request of the Association as a Director, Officer, or employee of another entity.

Section 9. Harassment

Any member of the Association may be reprimanded, placed on probation, suspended, or expelled for harassment of an Association employee, Officer, or Director after an investigation in accordance with the procedures of the Association. As used in this section, harassment means, but not limited to any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, action including strikes, shoves, kicks or other similar physical contacts, violations of NAR Code of Ethics Article 10-5, or threats to do the same, or any other conduct with the purpose or effect or unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision regarding the appropriate disciplinary action to be taken, shall be made by an investigatory panel comprised of the President, President-Elect, Treasurer, and Secretary and one member of the Board selected by the highest-ranking Officer not named in the complaint, upon consultation with Association legal counsel. Disciplinary action may consist of any sanction authorized in the NAR Code of Ethics and Arbitration Manual. If the complaint involves the President, President-Elect, Treasurer, or Secretary, they may not serve on the investigatory panel and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board selected by the highest-ranking Officer not named in the complaint.

Section 10. Whistleblower Protection

Any member of the Association may be reprimanded, placed on probation, suspended, or expelled for retaliation against an Association employee, Officer, or Director for the reporting of any violations in on the part of members, vendors, coworkers, or any other Association contact after a hearing in accordance with the procedures established by the Association. Disciplinary action may consist of any sanction authorized in the NAR Code of Ethics and Arbitration Manual. The decision on the appropriate disciplinary action to be taken shall be made by an investigatory panel comprised of the President, President- Elect, and/or Secretary and one member of the Board selected by the highest-ranking Officer not named in the complaint, upon consultation with the Association legal counsel. If the complaint involves any member of the investigatory panel they may not serve on the investigatory panel and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board selected by the highest-ranking Officer not named in the complaint.

Article XII – Meetings

Section 1. Annual Membership Meetings

The annual meeting of the Association shall be held between September 1st -and November 30th -of each year, the date, place, and hour to be designated by the Board of Directors.

Section 2. Special 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 written request of at least 2% of the Members eligible to vote.

Section 3. Quorum

A quorum for the transaction of business at general and/or special meetings, electronically or otherwise of the membership shall consist of 2% of the members eligible to vote, except as may otherwise be required by state law.

Section 4. Notice of Member Meetings

Written notice shall be given to every Member entitled to participate in the meeting at least ten (10) days preceding all member meetings. If a special member meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

Section 5. Meetings of Directors

The Board of Directors shall designate a regular time and place of meetings. A Board member absent from three (3) regular meetings in a 12-month period may be subject to removal from their position. The Board of Directors may meet at any time it deems advisable on the call of the President or a majority of the Board of Directors. A quorum for the transaction of business shall be a majority of the Board of Directors, except as many otherwise be required by state law. A majority vote by the Board of Directors present and voting at a meeting attended by a quorum shall be required for passage of motions.

Section 6. Official Notice

Official notice is considered met, wherever required in these Bylaws, of both the Association and MLS Corporation, by electronic notice to all voting members.

Section 7. Voting Ineligibility

If an individual on a Committee or on the Board of Directors has a personal or professional involvement on an issue, outside the scope of the Association or its MLS, the individual shall disclose the potential for conflict of interest and shall not vote on the issue but may participate in discussion.

Section 8. Electronic Transaction of Business

To the fullest extent permitted by law, all meetings including the Board of Directors or membership may conduct business by electronic means. Meetings can be conducted either in a physical setting or electronically.

Article XIII – Committees

Section 1.

Appointments to the Professional Standards Committee and Grievance Committee shall be consistent with the cooperative professional standards enforcement agreement of the Association.

Section 2. Committee/Special Committees/Task Forces/Work Groups

The President shall appoint, subject to ratification by the Board of Directors, all committees, special committees, task forces and work groups as deemed necessary. All committees, special committees, task forces and work groups shall be such a size and shall have duties, functions, and powers as assigned.

Section 4. President

The President shall be an ex-officio member of all standing committees and shall be notified of their meetings.

Section 5. Quorum

A quorum for the transaction of business at a committee meeting shall be a majority of the committee.

Section 6. Absentee

Members who are absent from 3 meetings may be subject to removal.

Section 7. Action without Meeting

Any committee may act by unanimous consent electronically without a meeting. The consent shall be evidenced by one or more approvals electronically, each of which sets for the action taken and bears the signature of one or more of the members of the committee. **(Adopted 1/05)**

Section 8. Attendance by Telephone or Electronically

To the fullest extent permitted by law, all meetings including the Board of Directors or membership may conduct business by electronic means. Meetings can be conducted either in a physical setting or electronically.

Article XIV – Fiscal and Election Year

Section 1. The fiscal year of the Association shall be January 1 to December 31.

Section 2. The elective year of the Association shall be January 1 to December 31.

Article XV – Rules of Order

Section 1. Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Association, its Board of Directors, and committees, in all instances wherein its provisions do not conflict with these Bylaws.

Article XVI – Amendments

Section 1. These Bylaws may be amended by the following means: (a) a quorum of 2% of the eligible voting members at any membership meeting, or at any special meeting called for that purpose, provided that such amendments shall be plainly stated with words being added show in underlined script and words being deleted shown in ~~struck through~~ script 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. (c) When Bylaws amendments are mandated by NAR policy, these Bylaws may be automatically amended to reflect the mandate as of the effective date of the mandatory policy authorized by the NATIONAL ASSOCIATION OF REALTORS®. The Association shall provide notice of that change in a regular or special membership communication.

Section 2. Notice of meetings at which amendments are to be considered shall be provided to every member eligible to vote at least ten (10) calendar days prior to the meeting.

Section 3. Amendments to these Bylaws affecting the admission or qualification of REALTOR® and Institute Affiliate Members, the use of the terms REALTOR® and REALTORS®, or any alteration in the territorial jurisdiction of the Association shall become effective upon their approval as authorized by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®.

Article XVII – Dissolution

Section 1. Upon the dissolution of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Florida Realtors® or, within its discretion, to any other non-profit tax-exempt organization. **(Amended 1/05)**

Article XVIII – Multiple Listing

Section 1. Authority

The Association shall maintain for the use of its members a multiple listing service which shall be a lawful corporation of the State of Florida, all the stock of which shall be owned by the Association.

Section 2. Purpose

A multiple listing service is a means by which authorized participants make blanket unilateral offers of compensation to other participants (acting as subagents, buyer agents, or in other agency or nonagency capacities defined by law); by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which participants engaging in real estate appraisals contribute to common databases; and is a facility for the orderly correlation and

dissemination of listing information so participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as a procuring cause of the sale (or lease). **(Amended 11/04)**

Section 3. Governing Documents

The Board of Directors shall cause any multiple listing service established by its pursuant to this article to conform its Corporate Charter, Constitution, Bylaws, rules and regulations, and policies, practices, and procedures at all times to the Constitution, Bylaws, rules and regulations, and policies of the NATIONAL ASSOCIATION OF REALTORS®.

Section 4. Participation

Any REALTOR® of this or any other Association who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in these Bylaws, shall be eligible to participate in multiple listing upon agreeing in writing to conform to the rules and regulations thereof and to pay the costs incidental thereto.* However, under no circumstances is any individual or firm, regardless of status, entitled to multiple listing service "participation" unless they hold a current, valid real estate broker's license and offer or accept compensation to and from other participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property.** Use of information developed by or published by an Association multiple listing service is strictly prohibited. Further, none of the foregoing is intended to convey "participation" or "membership" or any right of access to information developed by or published by an Association multiple listing service where access to such information is prohibited by law. **(Amended 11/08)**

Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm offers or accepts cooperation and compensation means that they participant actively endeavors during the operation of its real estate business to list real property of the typed listed on the MLS and/or to accept offers of cooperation and compensation made by listing brokers or agents in the MLS. "Actively" means on a continual and ongoing basis during the operation of the participant's real estate business. The "actively" requirement is not intended to preclude MLS participation by a participant or potential participant that operates a real estate business on a part-time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relatively inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny MLS participation to a participant or potential participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit an MLS to deny participation based on the level of service provided by the participant or potential participant as long as the level of service satisfies state law. **(Adopted 11/08)**

The key is, that the participant or potential participant actively endeavors to make or accept offers of cooperation and compensation with respect to properties of the type that are listed on the MLS in which participation is sought. This requirement does not permit an MLS to deny participation to a participant or potential participant that operates a "Virtual Office Website" (VOW) (including a VOW that the participant uses to refer customers to other participants) if the participant or potential participant actively endeavors to make or accept offers of cooperation and compensation. An MLS may evaluate whether a participant or potential participant actively endeavors during the operation of its real estate business to offer or accept cooperation and compensation only if the MLS has a reasonable basis to believe that the participant or potential participant is in fact not doing so. The membership requirement shall be applied in a nondiscriminatory manner to all participants and potential participants.

(a) A nonmember applicant for MLS participation who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, shall supply evidence satisfactory to the membership committee that he/she has no record of recent or pending bankruptcy; has no record of official sanctions involving unprofessional conduct; agrees to complete a course of instruction (if any) covering the MLS rules and regulations and computer training related to MLS information entry and retrieval, and shall pass such reasonable and non-discriminatory written examination thereon as may be required by the MLS; and shall agree that if elected as a participant, he/she will abide by such rules and regulations and pay the MLS fees and dues, including the nonmember differential (if any), as from time to time established. Under no circumstances is any individual or firm entitled to MLS participation or membership unless they hold a current, valid real estate broker's license and offer or accept compensation to and from other participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by an Association multiple listing service is strictly limited to the activities authorized under a participant's licensure(s) or certification and authorized uses are prohibited. Further, none of the forgoing is intended to convey participation or membership or any right of access to information developed by or published by an Association multiple listing service where access to such information is prohibited by law. **(Amended 11/08)**

Section 5. Subscribers

Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with participants.

Subscribers also include affiliated unlicensed administrative and clerical staff, personal assistants, and individuals seeking licensure or certification as real estate appraisers who are under direct supervision of an MLS participant or participant's licensed designee.

****Generally, Associations of REALTORS®**, when there is more than one principal in a real estate firm, define the chief principal officer of the firm as the MLS "participant". If each principal is defined as a "participant", then each shall have a separate vote on MLS matters. Brokers or salespersons other than principals are not considered "participants" in the service but have access to and use of the service through the principal(s) with whom they are affiliated.

Section 6. Lockboxes

The "Lockbox" Program is administered through the Multiple Listing Service. The Multiple Listing Service adheres to the NATIONAL ASSOCIATION OF REALTORS® Lock Box Security Requirements as set forth in the NAR Handbook on Multiple Listing Policy, Section 7.31.

Article XIX- Miscellaneous

(a) **Gender.** Whenever the masculine or singular form on a pronoun is used in these Bylaws, it shall be construed to mean the masculine, feminine, or neuter; singular or plural, as the context requires.

(b) **Severability.** Should any portion hereof be void or become unenforceable, the remaining provisions of the instrument shall remain in full force and effect.

(c) **Hierarchy of Governing Documents.** The governing documents in descending order of superiority are the Articles of Incorporation, the Bylaws and the Board adopted rules, regulations, and policies.