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 the 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 association; 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 – Bunch Beach Road
On the North – Half Section Line of Sections 7 and 12
On the South – Gulf of Mexico 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

(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 a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation who are actively engaged in the 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.

(01/05)

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 a "secondary" Association in another state.

(2) Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers and are associated with a REALTOR® Member and meet the qualifications set out in Article V.

(3) Franchise REALTOR® Membership. Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions and the commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR Constitution and Bylaws. Such individuals shall enjoy all of the rights, privileges and obligations of REALTOR® membership (including compliance with the Code of Ethics) except: obligations related to Association mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the Local 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 to mediate if required by the Association) pursuant to Article 17 of the Code of Ethics and the payment of Association dues as established in Article X of the Bylaws. The "Designated REALTOR® must be a sole proprietor, partner, corporate officer, or branch office manager acting on behalf of the firm's principal(s) and must meet all other qualifications for REALTOR® Membership established in Article V, Section 2, of the Bylaws.

(b) Institute Affiliate Members. Institute Affiliate members shall be individuals who hold a professional designation awarded by an Institute, Society, or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® membership, subject to payment of applicable dues for such membership. (01/02)

(c) 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.

(d) Public Service Members. Public Service Members shall be individuals who are interested in the real estate profession as employees of or affiliated with educational, public utility, governmental or other similar organizations, but are not engaged in the real estate profession on their own account or in Association with an established real estate business.

(e) 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.

(f) 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 not 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 manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to membership to thoroughly familiarize 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 the 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 to 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) that applicant consents that the Association, 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 for slander, libel, or defamation of character. The applicant shall, with the form of
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 a 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 01/05)

* No recent or pending bankruptcy is intended to mean that the 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 an existing member initiates bankruptcy proceedings, the member may be placed on a "cash basis" from the date that 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 the 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 may be required by the Membership Committee and shall agree in writing that if elected to membership he will abide by such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics. (Amended 05/07)

(c) The Association will also consider the following in determining an applicant's qualifications for REALTOR® membership:

1. All final findings of Code of Ethics violations and violations of other membership duties in this or
any other REALTOR® Association within the past three (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) (provided 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 REALTOR® membership. If a member resigns from another Association with an ethics complaint or arbitration request pending, the Association may condition membership on the applicant's certification that 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
The procedure for election to membership shall be as follows.
(a) 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 a 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 1/05, Amended 1/17)

Section 4. New Member Code of Ethics Orientation.
Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or
provisional members who have completed comparable orientation in another Association, provided that
REALTOR® membership has been continuous, or that any break in membership is for one (1) year or
less.
Failure to satisfy this requirement within 60 days in person or 30 days online 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. REALTOR® Code of Ethics Training.**
Effective January 1, 2017, through December 31, 2018, and for successive two 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 the New Member Code of Ethics
Orientation during any two (2) year cycle shall not be required to complete additional ethics training until
a new two (2) 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 two (2) year cycle will result in suspension of membership
for the first two months (January and February) of the year following the end of any two (2) 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 Changes**
(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 of transition from one status of membership to another, be subject to all of the privileges and
obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the
requirements established in these Bylaws for the category of membership to which they have transferred
within 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.

A REALTOR® who is transferring his/her license from one firm comprised of REALTOR® principals to
another firm comprised of REALTOR® principals shall be subject to all of the privileges and obligations of
membership during the period of transition. If the transfer is not completed within 15 days of the date the
Association is advised of the disaffiliation with the current firm, membership 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 the new membership status for the remainder of the year.

(Amended 01/05)

**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 a 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 the resignation is indebted to the Association for dues, fees, fines, or other assessments of the Association or any of its services, departments, divisions, or subsidiaries, the Association may condition the right of the resigning Member to reapply for membership upon payment in full of all such monies owed.

Section 5. If a Member resigns from the Association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the Association with respect to disposition of the complaint is final by this Association (if respondent does not hold membership in any other Association) or by any other Association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the Association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethic respondent’s resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an Association of REALTORS®. (Amended 11/11)

(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®.

Section 6. REALTOR® Members.

REALTOR® Members only, whether primary or secondary, in good standing whose financial obligations to the Association are paid in full shall be entitled to vote and to hold elective office in the Association; may use the terms REALTOR® and REALTORS®, which use shall be subject to the provisions of Article VIII; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Association and the real estate profession.

If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership or an officer in a corporation and is suspended or expelled, the firm, partnership, or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® Membership, or unless connection with the firm, partnership, or corporation is severed, whichever may apply. The membership of all other principals, partners, or corporate officers
shall suspend or terminate during the period of suspension of the disciplined Member, or until
readmission of the disciplined Member, or unless connection of the disciplined Member with the firm,
partnership, or corporation is severed, 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 or until
readmission of the disciplined Member or until connection of the disciplined Member with the firm,
partnership, or corporation is severed, or unless the REALTOR® Member (non-principal) elects to sever
his connection with the REALTOR® and affiliate with another REALTOR® Member in good standing in
the Association, whichever may apply.

If a REALTOR® Member 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, partnership, or corporation
shall not be affected.

(b) In any action taken against a REALTOR® Member for suspension or expulsion under Section
6(a) hereof, notice of such action shall be given to all 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. (01/02)

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 Membership 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® Emeriti.
REALTOR® Emeritus members shall have the same 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 REALTOR®’s 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 REALTOR®’s office(s) and if Designated REALTOR® dues have been paid
to another Association based on said non-member licensees, the Designated REALTOR® shall identify
the Association to which dues have been remitted. These declarations shall be used for purposes of
calculating dues under Article X, Section 2(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.

Section 14. Harassment. The Royal Palm Coast REALTOR® Association, Inc. has a zero-tolerance
harassment policy. Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of any Association Employee/MLS Employee, Association Officers, Directors and/or Member Volunteers after an investigation in accordance with the procedures of the Association. As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and President-Elect and one member of the Board of Directors selected by the highest-ranking officer not named in the complaint, upon consultation with legal counsel for the Association. Disciplinary action may include any sanction authorized in the Association’s Code of Ethics and Arbitration Manual. If the complaint names the President or President-Elect, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest-ranking officer not named in the complaint. Complaint Procedure in the Administrative Policy.

Article VII - Professional Standards and Arbitration

Section 1. The responsibility of the Association and of Association members relating to the enforcement of the Code of Ethics, the disciplining of members, and the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended, which 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 abide by the Constitution and Bylaws and the Rules and Regulations of the Local Association, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this Association as from time to time amended.

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 the 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 Associations 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 Administrative Policy, 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 the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® and to the Rules and Regulations prescribed by its Board of Directors. The Association shall have the authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS®, use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the Association’s Code of Ethics and Arbitration Manual. (Amended 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 the principals of such firm, partnership, or
corporation who are actively engaged in the real estate profession within the state or a state contiguous
thereto are REALTOR® Members of the Association or Institute Affiliate Members 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 REALTOR® 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
the 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 by a majority vote of all of 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 the Florida REALTORS®.

Article X - Dues and Assessments

Section 1. (a) Application Fee.
The Board of Directors may adopt an application fee for REALTOR® Membership in reasonable amount,
not exceeding three times the amount of the 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. (01/02)

(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 (l) are
employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed
with such REALTOR® Member, and (2) are not REALTOR® Members of any Association in the state or
a state contiguous thereto or Institute Affiliate Members of the Association. In calculating the dues
payable to the Association by a Designated REALTOR® Member, non-member licensees as defined in
(1) and (2) of this paragraph shall not be included in the computation of dues if the Designated
REALTOR® has paid dues based on said non-member licensees in another Association in the state or a
state contiguous thereto, provided the Designated REALTOR® notifies the Association in writing of the
identity of the Association to which dues have been remitted. In the case of a Designated REALTOR®
Member in a firm, partnership, or corporation whose business activity is substantially all commercial, any
assessments for non-member licensees shall be limited to licensees affiliated with the Designated
REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the Designated REALTOR®
holds membership, and any other offices of the firm located within the jurisdiction of this board. *
(Amended 1/05)

For the purpose of this Section, a REALTOR® Member of a Member Association shall be held to be any
Member who has a place or places of business within the state or a state contiguous thereto and who, as
a principal, partner, corporate officer, or branch office manager of a real estate firm, partnership, or
corporation, is actively engaged in the real estate profession as defined in Article III, Section 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 REALTOR®, or by any entity in which the REALTOR® has a direct or indirect
ownership interest and which is engaged in other aspects of the real estate business (except as provided
for in Section 2 (a) (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 an entity engaged exclusively in soliciting
and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive
basis shall annually file with the Association a form approved by the Association a list of the licensees
affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely
engaged in referring clients and customers and are not engaged in listing, selling, leasing, renting,
managing, counseling or appraising real property. The individuals disclosed on such form shall not be
deemed to be licensed with the REALTOR® filing the form for purposes of this Section and shall not be
included in calculating the annual dues of the Designated REALTOR®. 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 licensee included on a certification form submitted to the
Association who during the same calendar year applies for REALTOR® membership in the Association.
However, membership dues shall not be prorated if the licensee held REALTOR® or REALTOR-
ASSOCIATE® membership during the preceding calendar year. (Amended 11/09 and 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 as 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 state Associations for each Institute Affiliate member whose office address is located within the territorial jurisdiction 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 11/2013)

(d) Affiliate Members. The annual dues of each Affiliate Member shall be in such amount as 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.


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 automatically terminate 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 01/05)

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® Emeriti (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 11/2013)

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

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REALTOR® Emeriti (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, at 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 by the Association to
the State Association are reduced with respect to such individuals. It should be noted that this does not
affect a "designated" REALTOR®'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 11/2013)

Article XI - 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. Qualification Section II Chain of Command

(a) Duties of those serving on the Board of Directors:

   a. Support the mission statement.
   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. Partner with 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 Academy
   n. Avoid even the appearance of conflict of interest
   o. Participate in the organization’s conferences and meetings.

(Amended 01/14)

(a) The governing body of the Association shall be a Board of Directors consisting of the elected
officers, Immediate Past President and eight (8) elected REALTOR® members of the Association.
The immediate past President will serve another one- year term as Director following the term as
immediate Past President.

(b) The Officers shall serve for a one-year term. No Officer shall serve in the same position for more than
two consecutive terms. Officers and Directors shall take office upon the effective-date of their offices and
shall continue until their successors are elected, qualified, and installed. (Effective Date, January 1), as
many Directors shall be elected by the membership each year as are required to fill vacancies.

(c) That in no event shall more than two (2) members of the Board of Directors be from the same
company. If, more than two (2) members of the Board of Directors come to be affiliated with the same
company, then one or more members must resign effective immediately, from the Board of Directors. If
the members cannot agree as to who among them shall resign, then the member that created the
(d) In no event, shall any Officer or Director of the Royal Palm Coast REALTOR® Association, Inc. serve as an Officer, Director or Trustee in any of the following Corporations:

- Royal Palm Coast REALTOR® Association Housing Foundation, Inc.
- Royal Palm Coast REALTOR® Association Crisis Foundation, Inc.
- Royal Palm Coast REALTOR® Association Holdings, Inc.

(Administrative Policy Page 49, Board of Directors Policies)

(e) Fiduciary Duty. Each member of the Board of Directors and each officer of the Association have 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 each member of 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 members must exercise the care and diligence of an ordinarily prudent person when acting for the Association, and it requires each of them to act within the scope of their authority.

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 them 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 the Board of Directors or an officer will seek the appropriate advice of a professional considered competent in the field and rely upon that advice provided.

Section 1. Officers

The elected officers of the Association shall be: a President, a President-Elect, a Secretary, a Treasurer and an Immediate Past President. The Secretary and Treasurer may be the same person. They shall be elected for terms of one year. Officers and Directors shall take office upon the effective date of their offices and shall continue until their successors are elected, qualified, and installed (Effective date, January 1)

The President-Elect shall automatically become President for the ensuing year. The remaining officers shall be elected by the REALTOR® members of the Association.

Section 2. Duties 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. It shall be the particular duty of the Chief Executive Officer to keep the records of the Board and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the Florida REALTORS®. (01/05)

The duties and responsibilities of all elected officers and directors shall be:

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

(Qualifications, Section II, Chain of Command, Administrative Policy)

(a) President. The President is the chief elected officer of the Organization 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, in concert 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, the Executive Committee, and membership, as well as establishing the agendas. The President is supported by a Chief Executive Officer who is responsible for day-to-day administrative operations, so it is expected that the President will have no involvement in administrative matters. CEO will focus efforts and attention on programs and activities designed to enhance the effectiveness and reputation of the profession.

The responsibilities of the President are to:

- a. Interact on a regular basis with the CEO in the interests of sound administration to identify current professional issues and proposed resolutions, and work with the CEO to see that basic procedures and programs that further the goals and objectives of the Organization are planned, formulated, and executed
- b. Support and direct implementation of policies and programs adopted by the Board of Directors
- c. Communicate to Board the progress in achieving the goals and objectives of the Organization
- d. Appoint committee chairs and all committee members
- e. Approve CEO’s goals and objectives and, in conjunction with the Immediate Past President and President-Elect, evaluate the executive director’s performance and determine the salary adjustment
- f. Serve in ex-officio capacity for all committees.

(b) President Elect: the responsibilities of the President-Elect are to:

- a. Assume the duties of the President in the event of his or her absence or disability
- b. Attend the national and state planning conferences
- c. Assume responsibilities delegated or assigned by the President

(Qualifications, Section II, Chain of Command, Administrative Policy)

(b) Treasurer: 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 chairman of the Association’s Budget and Finance Committee, which reviews the budget and financial conditions. The Treasurer 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. (Qualifications, Section II, Chain of Command, Administrative Policy)

(c) Secretary: The Secretary of the Association is responsible for taking the minutes and attendance of all Board of Directors meetings. He/she is sometimes called on to sign certain legal documents. The Secretary should maintain a visible position and attend as many Association functions as possible. (Qualifications, Section II, Chain of Command)

9(d) FGMLS: During their terms, each Officer shall also serve as the President, President-Elect, Treasurer, Secretary and Past President of the Florida Gulf Coast Multiple Listing Service.

(c) Director: The term of each Director shall be two (2) years. The existing system of staggered terms for Directors shall be maintained. No person shall serve more than two (2) consecutive terms, whether full or partial, and thereafter shall not be eligible to serve on the Board again unless a hiatus of at least (12) months off the Board has occurred. As provided in Section 5 below Directors appointed to fill a vacancy shall serve the remainder of the unexpired term.

Section 3. Election of Officers and Directors.

(a). The Candidate and Credentials Committee shall consist of nine (9) primary REALTOR® members, including the Chair, and comprised of three (3) Past-Presidents and six (6) additional members. The most recent Past President is the Chair. In the event, the most recent Past President cannot fulfill the obligation; the President shall appoint the Chair. The Credentials Committee shall be appointed each year by the President and ratified by a vote of the majority of the Board of Directors present at the meeting. No potential candidate or nominee may be a member of the Credentials Committee, including the President-Elect.
The Credentials Committee shall interview and present a ballot of qualified candidates to the Board of Directors for ratification; in the event of a vacant position, the committee may select at least one candidate for each said position.

A ballot of nominees qualified by the Credentials Committee shall be forwarded to the members setting forth the time, place, and other pertinent conditions of the Annual Meeting. The notice to the members concerning the ballot of Officers and Directors to be voted on shall be communicated on a date at least 60 days prior to the Annual Meeting. If an eligible candidate who applied for a position has been nominated to that position by the Credentials Committee, such candidate shall not be eligible to be nominated by petition, to any other position. Candidates shall not be permitted to run for more than one office or position. The Credentials Committee shall not arbitrarily change the position the nominee is seeking without the consent of the nominee.

(a) A candidate deemed not qualified has the option to appeal the decision of the Credentials Committee to the Board of Directors within 5 business days of notification.

(b) The election of Officers and Directors shall take place before the Annual Meeting. Election shall be electronic voting which will begin seven (7) calendar days prior and will end by 3 PM EST the day before the Annual Meeting. The ballot shall contain the names of all candidates and the offices for which they are nominated. Winner(s) will be determined by majority vote. Voting may be by electronic means, on a website, or all methods of voting, allowed by the State of Florida. The Board of Directors shall designate the voting method.

(c) 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 Credentials committee to oversee the election.

(d) Voting. A candidate must be selected for each available position.

(e) Candidates shall be notified by members of the Election task force, after election is closed and before the election results are made public. The numeric results of the election will not be published but can be reviewed

Section 4. Vacancies

(a) Vacancies among the Officers and Directors may be filled by the President and approved by the majority of the Directors present at the meeting in which the matter is addressed until a duly elected successor takes office, and the member so appointed shall complete the un-expired term. Appointees for an officer position until the next annual election must be either a member of the current Board of Directors or a member of a past Board of Directors and have served at least one elective year as a non-officer director. All appointments will conform to the requirements of Article XI, Section 3, Board of Directors. However, 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. If the President-Elect will not or is unable to fill the vacancy, the Board of Directors shall appoint a qualified Member as stated in this section to fill it. A President-Elect who has been elected to the office of President-Elect and who fills a vacancy in the office of President shall automatically become President for a full term upon completion of the un-expired term.

(b) In the event any member of the Board of Directors or an Officer 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.

Section 5. Indemnification of Directors and Officers.

Each present or future Director and Officer of the Board, whether or not then in office, shall be held harmless and indemnified by the Royal Palm Coast REALTOR® Association, Inc. against all claims and liabilities, and all expenses actually and reasonably incurred or imposed upon him or her in connection
with or resulting from any action, suit, or proceeding, or any settlement or compromise thereof approved
by the Board of Directors, to which he or she may be made a party by reason of any action or alleged
action, either of omission or commission, performed by him or her while acting as such officer or director
in good faith, except in relation to matters as to which recovery shall be had against him or her, by
reason of his being finally adjudged in such action, suit or proceeding, derelict in the performance of his
or her duties as such director or officer; and the foregoing right of indemnification shall not be exclusive
of other rights to which he may be entitled as a matter of law. Each such Director or Officer shall be
likewise indemnified against any judgment, decree or fine which may be imposed upon him in any such
proceeding, suit, action or prosecution.

Section 6. Removal of Officers and Directors.
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.
(a) A petition requiring the removal of an officer or director and signed by not less than one-third of
the voting membership or a majority of all Directors 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. (11-96)
(b) Upon receipt of the petition, and not less than twenty (20) 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. (11-96)
(c) 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 and 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. (11-96)

Section 7. Chief Executive Officer.
There shall be a Chief Executive Officer, appointed by the Board of Directors, who shall be the chief
administrative officer of the Association. The Chief Executive Officer 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.

Article XII Meetings

Section 1. Annual Meetings. The annual meeting of the Association shall be held between
September and November of each year, the date, place, and hour to be designated by the Board of
Directors. (Amended 06/17)

Section 2. Meetings of Directors. The Board of Directors shall designate a regular time and place of
meetings. Absence from three (3) regular meetings 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 any three
members of the Board of Directors. A quorum for the transaction of business shall be a majority of the
Board of Directors, except as may otherwise be required by state law. A majority vote by the Directors
present and voting at a meeting attended by a quorum shall be required for passage of motions.
(Amended 05/2013)

Section 3. Other 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 4. Notice of Meetings
Written notice shall be given to every Member entitled to participate in the meeting at least five (5) days preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

Section 5. Official Notice
Official notice is considered met, wherever required in these Bylaws, of both the Association and MLS Corporation, as to the general benefit of the Membership by electronic notice to all voting members.

Section 6. 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. (Amended 05/2013)

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. (Adopted 1/05)

Section 9. Action without Meeting
Meetings can be conducted either in a physical setting or electronically. (01/14)

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.

NOTE: Other standing committees which may be listed under this section include, but are not limited to, public relations, membership, REALTOR® protection, equal opportunity, RPAC fundraising, international, commercial, affordable housing, community service, REALTOR®-of-the-year, etc.)

(Amended 01/05)

Section 2. Special Committees/Task Forces.
The President shall appoint, subject to confirmation by the Board of Directors, special committees or task force as deemed necessary.

Section 3. Organization.
All committees shall be of such size and shall have duties, functions, and powers as assigned by the President or the Board of Directors except as otherwise provided in these Bylaws.

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 forth the action taken and bears
Section 8. Attendance by Telephone or Electronically
Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other electronically. Such participation shall be at the discretion of the President and shall constitute presence at the meeting. (Adopted 1/05)

Article XIV – Fiscal and Elective Year

Section 1. The fiscal year of the Association shall be January 1 to December 31. (Amended 01/05)

Section 2. The elective year of the Association shall be January 1 to December 31. (01/05)

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 fifty (50) eligible members at any membership meeting, or at any special meeting called for that purpose, provided that such amendments shall be plainly stated with words being added shown 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 or other electronic means and members may vote by electronic means as specifically instructed 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. (Adopted 1/05)

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. (01/05)

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 01/05)

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 appraisal 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 it pursuant to this article to conform its Corporate Charter, Constitution, Bylaws, rules,
regulations, and policies, practices, and procedures at all times to the Constitution, Bylaws, rules,
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 limited to the activities authorized under a
participant’s licensure(s) or certification and unauthorized uses are 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 the
participant actively endeavors during the operation of its real estate business to list real property of the
type 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 relative
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. (Adopted 11/08)

(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 unauthorized uses are 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)

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 the direct supervision of an MLS participant or the 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 of 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.

(d) Litigation. In any litigation arising out these Bylaws the prevailing party shall be entitled to recover its reasonable attorney’s fees and costs from the non-prevailing party. Venue for all litigation shall be Lee County, Florida.

Date: ____________________________________________

Approved by the Royal Palm Coast Realtor® Association, Inc. Board of Directors, Inc.

Name: ______________________________________________

President, Royal Palm Coast Realtor® Association, Inc.