



BYLAWS

Royal Palm Coast REALTOR® Association, Inc.

Certified by NAR 02/21
Approved: 02/21

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1 **Article I - Name**

2
3 **Section 1 Name.**

4 The name of this organization shall be the ROYAL PALM COAST REALTOR® ASSOCIATION, INC., a
5 Florida Not for Profit Corporation, hereinafter referred to as the "Association."
6

7 **Section 2 REALTORS®.**

8 Inclusion and retention of the Registered Collective Membership Mark
9 REALTORS® in the name of the Association shall be governed by the Constitution and Bylaws of
10 the NATIONAL ASSOCIATION OF REALTORS® as from time to time amended.
11

12 **Article II - Objectives**

13 The objectives of the Association are:
14

15 **Section 1.** To unite those engaged in the recognized branches of the real estate profession for the
16 purpose of exerting a beneficial influence upon the profession and related interests.
17

18 **Section 2.** To promote and maintain high standards of conduct in the real estate profession as
19 expressed in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®.
20

21 **Section 3.** To provide a unified medium for real estate owners and those engaged in the real
22 estate profession whereby their interests may be safeguarded and advanced.
23

24 **Section 4.** To further the interests of home and other real property ownership.
25

26 **Section 5.** To unite those engaged in the real estate profession in this community with the
27 Florida REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own
28 objectives throughout the state and nation and obtaining the benefits and privileges of membership
29 therein.
30

31 **Section 6.** To designate, for the benefit of the public, individuals authorized to use the terms
32 REALTOR® and REALTORS® as licensed, prescribed, and controlled by the NATIONAL ASSOCIATION
33 OF REALTORS®.
34

35 **Article III – Jurisdiction**

36
37 **Section 1.** The territorial Jurisdiction of the Association as a Member of the NATIONAL ASSOCIATION
38 OF REALTORS® is:
39

40 Hendry and Lee counties, and the island of Boca Grande, excluding those portions of Lee
41 County allocated to Bonita Springs Estero association; to Sanibel-Captiva Board (beginning at
42 Causeway and ending at Redfish Pass, nothing off the Island of Sanibel/Captiva), as allotted by
43 the Board of Directors of the National Association of REALTORS®.

44 When the term
45 "Geographic Areas" is used henceforth, it shall mean those territorial limits described above.
46

47 **Former Fort Myers Beach Jurisdiction was:**

- 48 On the East – East Line Section 7, 18, 19, Range 24E
- 49 On the West – Bunche Beach Road
- 50 On the North – Half Section Line of Sections 7 and 12
- 51 On the South – Gulf of Mexico and Big Carlos Pass

52 **Former Cape Coral Jurisdiction was:**

53 The territorial limits of the City of Cape Coral, Florida.
54

55 **Former Fort Myers Association Jurisdiction was:**

56 Lee County, Hendry County, and the island of Boca Grande, Excluding those portions of Lee
57 County allocated to Cape Coral Board (corporate limits of the City of Cape Coral); To Fort Myers
58 Beach Board (Estero Island and San Carlos Island); to Bonita Springs Board (Township 47S and
59 48S, Range 26E to include Gulf Islands N to Estero Island); to Sanibel-Captiva Board (beginning
60 at Causeway and ending at Redfish Pass, nothing off the Island), as allotted by the Board of Directors of
61 the *NATIONAL ASSOCIATION OF REALTORS®*.

62
63 **Section 2.** Territorial Jurisdiction is defined to mean:

64 (a) The right and duty to control the use of the terms REALTOR® and REALTORS®, subject to the
65 conditions set forth in these Bylaws and those of the NATIONAL ASSOCIATION OF
66 REALTORS®, in return for which the Association agrees to protect and safeguard the property rights of
67 the National Association in the terms.

68
69 **Article IV - Membership**

70
71 **Section 1.** There shall be six classes of members as follows:

72 **(a) REALTOR® Members.** REALTOR® Members, whether primary or secondary shall be:

73
74 (1) Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are
75 engaged actively in the real estate profession, including buying, selling, exchanging, renting or
76 leasing, managing, appraising for others for compensation, counseling, building, developing or
77 subdividing real estate, and who maintain or are associated with an established real estate office in
78 the state of Florida or a state contiguous thereto. All persons who are partners in a partnership, or all
79 officers in a corporation who are actively engaged in the real estate profession within the state or a
80 state contiguous thereto shall qualify for REALTOR® Membership only, and each is required to hold
81 REALTOR® Membership in a Board of REALTORS® within the state or a state contiguous thereto
82 unless otherwise qualified for Institute Affiliate Membership as described in Section I (b) of Article IV.
83 (01/05)

84
85 In the case of a real estate firm, partnership, or corporation, whose business activity is substantially
86 all commercial, only those principals actively engaged in the real estate business in connection with
87 the same office, or any other offices within the jurisdiction of the board in which one of the firm's
88 principals holds REALTOR® membership, shall be required to hold REALTOR membership unless
89 otherwise qualified for Institute Affiliate
90 Membership as described in Section 1 (b) of Article IV. (Amended 1/05)

91
92 **NOTE:** REALTOR® Members may obtain membership in a "secondary" Association in another state.

93
94 (2) Individuals who are engaged in the real estate profession other than as sole proprietors, partners,
95 corporate officers, or branch office managers and are associated with a REALTOR®
96 Member and meet the qualifications set out in Article V.

97
98 (3) Franchise REALTOR® Membership. Corporate officers (who may be licensed or unlicensed) of a
99 real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located
100 within the United States, its insular possessions and the commonwealth of Puerto Rico, elected to
101 membership pursuant to the provisions in the NAR Constitution and Bylaws. Such individuals shall
102 enjoy all of the rights, privileges and obligations of REALTOR® membership (including compliance
103 with the Code of Ethics) except: obligations related to Association mandated education, meeting
104 attendance, or indoctrination classes or other similar requirements; the right to use the term
105 REALTOR® in connection with their franchise organization's name; and the right to hold elective
106 office in the Local Association, State Association and National Association.

107
108 (4) Primary and secondary REALTOR® Members. An individual is a primary member if the
109 Association pays state and National dues based on such Member. An individual is a secondary
110 Member if state and National dues are remitted through another Association. One of the principals in
111 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

170 application, have access to a copy of the Bylaws, Constitution, Rules and Regulations, and Code of
171 Ethics referred to above. (Amended 11/11)

172

173 **Section 2. Qualification**

174 (a) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or
175 branch office manager of a real estate firm shall supply evidence satisfactory to the Board through its
176 Membership Committee or otherwise that he is actively engaged in the real estate profession, and
177 maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an
178 appropriate state regulatory agency to engage in the appraisal of real property, has a place of business
179 within the state or a state contiguous thereto (unless a secondary member), has no record of recent or
180 pending bankruptcy*, has no record of official sanctions involving unprofessional conduct**, agrees to
181 complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the
182 Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the *NATIONAL*
183 *ASSOCIATION OF REALTORS®*, and shall pass such reasonable and nondiscriminatory written
184 examination thereon as may be required by the Committee, and shall agree that if elected to
185 membership, he will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.
186 (01/05)

187

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

199

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

204

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

209

210 (b) Individuals who are actively engaged in the real estate profession other than as sole proprietors,
211 partners, corporate officers, or branch office managers in order to qualify for REALTOR® Membership,
212 shall at the time of application, be associated either as an employee or as an independent contractor with
213 a Designated REALTOR® Member of the Association or a Designated REALTOR® Member of another
214 Association (if a secondary member) and must maintain a current, valid real estate broker's or
215 salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in
216 the appraisal of real property, has no record of official sanctions involving unprofessional conduct*, shall
217 complete a course of instruction covering the Bylaws and Rules and Regulations of the Local
218 Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of
219 the *NATIONAL ASSOCIATION OF REALTORS®*, and shall pass such reasonable and nondiscriminatory
220 written examinations thereon as may be required by the Membership Committee and shall agree in
221 writing that if elected to membership he will abide by such Constitution, Bylaws, Rules and Regulations,
222 and the Code of Ethics. (Amended 05/07)

223

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

226

227 1. All final findings of Code of Ethics violations and violations of other membership duties in this or

- 228 any other REALTOR® Association within the past three (3) years
229 2. Pending ethics complaints (or hearings)
230 3. Unsatisfied discipline pending
231 4. Pending arbitration requests (or hearings)
232 5. Unpaid arbitration awards or unpaid financial obligations to any other Association or Association
233 MLS
234 6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm
235

236 "Provisional" membership may be granted in instances where ethics complaints or arbitration requests (or
237 hearings) are pending in other Associations or where the applicant for membership has unsatisfied
238 discipline pending in another Association (*Association (except for violations of the Code of Ethics; See*
239 *Article V, Section 2(a) NOTE 2)* (provided all other qualifications for membership have been satisfied).
240 Associations may reconsider the membership status of such individuals when all pending ethics and
241 arbitration matters (and related discipline) have been resolved or if such matters are not resolved within
242 six months from the date that provisional membership is approved. Provisional members shall be
243 considered REALTORS® and shall be subject to all of the same privileges and obligations of
244 REALTOR® membership. If a member resigns from another Association with an ethics complaint or
245 arbitration request pending, the Association may condition membership on the applicant's certification
246 that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established
247 procedures of the Association to which the applicant has made application) and will abide by the decision
248 of the hearing panel. (Amended 11/09)
249

250 **Section 3. Election**

251 The procedure for election to membership shall be as follows.

252 (a) The Chief Executive Officer herein after also referred to as the "CEO", (or duly authorized designee)
253 shall determine whether the applicant is applying for the appropriate class of membership. If the
254 Association has adopted provisional membership, applicants for REALTOR® membership may be
255 granted provisional membership immediately upon submission of a completed application form and
256 remittance of applicable Association dues and any application fee. Provisional members shall be
257 considered REALTORS® and shall be subject to all of the same privileges and obligations of
258 membership. Provisional membership is granted subject to final review of the application by the Board
259 of Directors.

260 (b) If the Board of Directors determines that the individual does not meet all of the qualifications for
261 membership as established in the Association's Bylaws, or, if the individual does not satisfy all of the
262 requirements of membership (for example, completion of a mandatory orientation program) within 60
263 days in person or 30 days online from the Association's receipt of their application, membership may, at
264 the discretion of the Board of Directors, be terminated. In such instances, dues shall be returned to the
265 individual less a prorated amount to cover the number of days that the individual received Association
266 services and any application fee. The Board of Directors shall vote on the applicant's eligibility for
267 membership. If the applicant receives a majority vote of the board of directors, he/she shall be declared
268 elected to membership and shall be advised by written notice.

269 (c) The Board of Directors may not reject an application without providing the applicant with advance
270 notice of the findings, an opportunity to appear before the Board of Directors, to call witnesses on his/her
271 behalf, to be represented by counsel, and to make such statements as he/she deems relevant. The
272 Board of Directors may also have counsel present. The Board of Directors shall require that written
273 minutes be made of any hearing before it or may electronically or mechanically record the proceedings.

274 (d) If the Board of Directors, in its sole and exclusive discretion, determines that the application should
275 be rejected, it shall record its reasons with the Chief Executive Officer (or duly authorized designee). If
276 the Board of Directors believes that denial of membership to the applicant may become the basis of
277 litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon
278 entry in a suit by the Association for a declaratory judgment by a court of competent jurisdiction of a final
279 judgment declaring that the rejection violates no rights of the applicant. (Adopted 1/98, Amended 1/05,
280 Amended 1/17)

281

282 **Section 4. New Member Code of Ethics Orientation.**

283 Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall
284 complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of
285 instructional time. This requirement does not apply to applicants for REALTOR® membership or

286 provisional members who have completed comparable orientation in another Association, provided that
287 REALTOR® membership has been continuous, or that any break in membership is for one (1) year or
288 less.

289 Failure to satisfy this requirement within 60 days in person or 30 days online of the date of application
290 (or, alternatively, the date that provisional membership was granted), will result in denial of the
291 membership application or termination of provisional membership.

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

294

295 **Section 5. REALTOR® Code of Ethics Training.**

296 Effective January 1, 2017, through December 31, 2018, and for successive two year periods thereafter,
297 each REALTOR® member of the Association (with the exception of REALTOR® members granted
298 REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of
299 not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied
300 upon presentation of documentation that the member has completed a course of instruction conducted
301 by this or another Association, the State Association of REALTORS®, the NATIONAL ASSOCIATION
302 OF REALTORS®, or any other recognized educational institution or provider which meets the learning
303 objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from
304 time to time. REALTOR® members who have completed training as a requirement of membership in
305 another Association and REALTOR® members who have completed the New Member Code of Ethics
306 Orientation during any two (2) year cycle shall not be required to complete additional ethics training until
307 a new two (2) year cycle commences.

308 Failure to satisfy the required periodic ethics training shall be considered a violation of a membership
309 duty. Failure to meet the requirement in any two (2) year cycle will result in suspension of membership
310 for the first two months (January and February) of the year following the end of any two (2) cycle or until
311 the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a
312 member who is still suspended as of that date will be automatically terminated. (Amended 5/18)

313

314 **Section 6. Status Changes**

315 (a) A REALTOR® who changes the conditions under which he/she holds membership shall be required
316 to provide written notification to the Association within 30 days. A REALTOR® (non- principal) who
317 becomes a principal in the firm with which he/she has been licensed or, alternatively, becomes a principal
318 in a new firm which will be comprised of REALTOR® principals may be required to satisfy any previously
319 unsatisfied membership requirements applicable to REALTOR® (principal) Members but shall, during the
320 period of transition from one status of membership to another, be subject to all of the privileges and
321 obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the
322 requirements established in these Bylaws for the category of membership to which they have transferred
323 within 90 days of the date they advised the Association of their change in status, their new membership
324 application will terminate automatically unless otherwise so directed by the Board of Directors.

325

326 A REALTOR® who is transferring his/her license from one firm comprised of REALTOR® principals to
327 another firm comprised of REALTOR® principals shall be subject to all of the privileges and obligations of
328 membership during the period of transition. If the transfer is not completed within 15 days of the date the
329 Association is advised of the disaffiliation with the current firm, membership will terminate automatically
330 unless otherwise so directed by the Board of Directors.

331 (The Board of Directors, at its discretion, may waive any qualification which the applicant has already
332 fulfilled in accordance with the Association's Bylaws.)

333 (b) Any application fee related to a change in membership status shall be reduced by an amount equal to
334 any application fee previously paid by the applicant.

335

336 (c) Dues shall be prorated from the first day of the month in which the member is notified of election by
337 the Board of Directors and shall be based on the new membership status for the remainder of the year.
338 (Amended 01/05)

339

340

340 **Article VI - Privileges and Obligations**

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

343

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

357
358 **Section 3.** Any REALTOR® Member of the Association may be disciplined by the Board of Directors for
359 violations of the Code of Ethics or other duties of membership, after a hearing as described in the Code
360 of Ethics and Arbitration Manual of the Association, provided that the discipline imposed is consistent with
361 the discipline authorized by the Professional Standards Committee of the *NATIONAL ASSOCIATION OF*
362 *REALTORS®* as set forth in the Code of Ethics and Arbitration Manual of the National Association.

363
364 Members may from time to time be required to sign confidentiality statements. A breach of confidentiality
365 in sensitive matters shall be considered an offense against the Association. Such an offense will be
366 handled as outlined in the Code of Ethics and Arbitration Manual and may result in disciplinary action as
367 outlined in the Code of Ethics and Arbitration Manual.

368
369 **Section 4.** Resignations of Members shall become effective when received in writing by the Board of
370 Directors, provided, however, that if any Member submitting the resignation is indebted to the Association
371 for dues, fees, fines, or other assessments of the Association or any of its services, departments,
372 divisions, or subsidiaries, the Association may condition the right of the resigning Member to reapply for
373 membership upon payment in full of all such monies owed.

374
375 **Section 5.** If a Member resigns from the Association or otherwise causes membership to terminate with
376 an ethics complaint pending,
377 the complaint shall be processed until the decision of the Association with respect to disposition of the
378 complaint is final by this Association (if respondent does not hold membership in any other Association)
379 or by any other Association in which the respondent continues to hold membership. If an ethics
380 respondent resigns or otherwise causes membership in all Boards to terminate before an ethics
381 complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the
382 complaint, once filed, shall be processed until the decision of the Association with respect to disposition
383 of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethic
384 respondent's resignation or membership termination, any discipline ratified by the Board of Directors
385 shall be held in abeyance until such time as the respondent rejoins an Association of REALTORS®.

386 (a) If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration (or
387 to mediate if required by the Association) continues in effect even after membership lapses or is
388 terminated, provided that the dispute arose while the former member was a REALTOR®. (Amended
389 11/11)

390
391 **Section 6. REALTOR® Members.**
392 REALTOR® Members only, whether primary or secondary, in good standing whose financial obligations
393 to the Association are paid in full shall be entitled to vote and to hold elective office in the Association;
394 may use the terms REALTOR® and REALTORS®, which use shall be subject to the provisions of Article
395 VIII; and have the primary responsibility to safeguard and promote the standards, interests, and welfare
396 of the Association and the real estate profession.

397 If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership or an officer in a
398 corporation and is suspended or expelled, the firm, partnership, or corporation shall not use the terms
399 REALTOR® or REALTORS® in connection with its business during the period of suspension, or until
400 readmission to REALTOR® Membership, or unless connection with the firm, partnership, or corporation
401 is severed, whichever may apply. The membership of all other principals, partners, or corporate officers

402 shall suspend or terminate during the period of suspension of the disciplined Member, or until
403 readmission of the disciplined Member, or unless connection of the disciplined Member with the firm,
404 partnership, or corporation is severed, whichever may apply. Further, the membership of REALTORS®
405 other than principals who are employed by or affiliated as independent contractors with the disciplined
406 Member shall suspend or terminate during the period of suspension of the disciplined Member or until
407 readmission of the disciplined Member or until connection of the disciplined Member with the firm,
408 partnership, or corporation is severed, or unless the REALTOR® Member (non-principal) elects to sever
409 his connection with the REALTOR® and affiliate with another REALTOR® Member in good standing in
410 the Association, whichever may apply.

411

412 If a REALTOR® Member who is other than a principal in a firm, partnership, or corporation is suspended
413 or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership, or corporation
414 shall not be affected.

415

416 (b) In any action taken against a REALTOR® Member for suspension or expulsion under Section
417 6(a) hereof, notice of such action shall be given to all REALTORS® employed by or affiliated as
418 independent contractors with such REALTOR® Member and they shall be advised that the provisions in
419 Article VI, Section 6(a) shall apply.

420

421 **Section 7. Institute Affiliate Members.**

422 Institute Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the
423 Board of Directors consistent with the Constitution and Bylaws of the *NATIONAL ASSOCIATION OF*
424 *REALTORS®*.

425

426 **NOTE:** Local Associations establish the rights and privileges to be conferred on Institute Affiliate
427 Members except that no Institute Affiliate Member may be granted the right to use the term REALTOR®,
428 REALTOR-ASSOCIATE®, or the REALTOR® logo; to serve as President of the local Association; or to
429 be a participant in the local Association's Multiple Listing Service. (01/02)

430

431 **Section 8. Affiliate Members.**

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

434

435 **Section 9. Public Service Members.**

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

438

439 **Section 10. Honorary Members.**

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

441

442 **Section 11. Student Members.**

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

445 **Section 12. REALTOR® Emeriti.**

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

447

448 **Section 13. Certification by REALTOR®.** "Designated" REALTOR® Members of the Association shall
449 certify to the Association during the month of October on a form provided by the Association, a complete
450 listing of all individuals licensed or certified in the REALTOR®'s office(s) and shall designate a primary
451 Association for each individual who holds membership. Designated REALTORS® shall also identify any
452 non-member licensees in the REALTOR®'s office(s) and if Designated REALTOR® dues have been paid
453 to another Association based on said non-member licensees, the Designated REALTOR® shall identify
454 the Association to which dues have been remitted. These declarations shall be used for purposes of
455 calculating dues under Article X, Section 2(a) of the Bylaws. "Designated" REALTOR® Members shall
456 also notify the Association of any additional individual(s) licensed or certified with the firm(s) within 30
457 days of the date of affiliation or severance of the individual.

458

459 **Section 14. Harassment.** The Royal Palm Coast REALTOR® Association, Inc. has a zero-tolerance

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

475

476

477

Article VII - Professional Standards and Arbitration

478 **Section 1.** The responsibility of the Association and of Association members relating to the enforcement
479 of the Code of Ethics, the disciplining of members, and the arbitration of disputes, and the organization
480 and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the
481 *NATIONAL ASSOCIATION OF REALTORS®*, as from time to time amended, which by this reference is
482 made a part of these Bylaws, provided, however, that any provision deemed inconsistent with state law
483 shall be deleted or amended to comply with state law.

484

485 **Section 2.** It shall be the duty and responsibility of every REALTOR® member of this Association to
486 abide by the Constitution and Bylaws and the Rules and Regulations of the Local Association, the
487 Constitution and Bylaws of the State Association, the Constitution and Bylaws of the *NATIONAL*
488 *ASSOCIATION OF REALTORS®*, and to abide by the Code of Ethics of the *NATIONAL ASSOCIATION*
489 *OF REALTORS®*, including the duty to arbitrate controversies arising out of real estate transactions as
490 specified by *Article 17 of the Code of Ethics*, and as further defined and in accordance with the
491 procedures set forth in the Code of Ethics and Arbitration Manual of this Association as from time to time
492 amended.

493

494 **Section 3.** The responsibility of the Association and Association members relating to the enforcement of
495 the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and
496 procedures incident thereto, shall be consistent with the cooperative professional standards enforcement
497 agreement entered into by the Board, which by this reference is made a part of these Bylaws.

498

499

500

Section 4. Citation

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

507

508

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

509

510 **Section 1.** Use of the terms REALTOR® and REALTORS® by members shall, at all times, be subject to
511 the provisions of the Constitution and Bylaws of the *NATIONAL ASSOCIATION OF REALTORS®* and to
512 the Rules and Regulations prescribed by its Board of Directors. The Association shall have the authority
513 to control, jointly and in full cooperation with the *NATIONAL ASSOCIATION OF REALTORS®*, use of the
514 terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and
515 may subject members to disciplinary action by the Board of Directors after a hearing as provided for in
516 the Association's Code of Ethics and Arbitration Manual. (Amended 5/06)

517

518 **Section 2.** REALTOR® Members of the Association shall have the privilege of using the terms
519 REALTOR® and REALTORS® in connection with their places of business within the state or a state
520 contiguous thereto so long as they remain REALTOR® Members in good standing. No other class of
521 members shall have this privilege. (Amended 1/96)
522

523 **Section 3.** A REALTOR® Member who is a principal of a real estate firm, partnership, or corporation
524 may use the terms REALTOR® and REALTORS® only if all the principals of such firm, partnership, or
525 corporation who are actively engaged in the real estate profession within the state or a state contiguous
526 thereto are REALTOR® Members of the Association or Institute Affiliate Members as described in Section
527 1(b) of Article IV.
528

529 (a) In the case of a REALTOR® member who is a principal of a real estate firm, partnership, or
530 corporation whose business activity is substantially all commercial, the right to use the term
531 REALTOR® or REALTORS® shall be limited to office locations in which a principal, partner,
532 corporate officer, or branch office manager of the firm, partnership, or corporation holds REALTOR®
533 membership. If a firm, partnership, or corporation operates additional places of business in which
534 no principal, partner, corporate officer, or branch office manager holds REALTOR® membership, the
535 term REALTOR® or REALTORS® may not be used in any reference to those additional places of
536 business. (Amended 1/01)
537

538 **Section 4.** Institute Affiliate Members shall not use the terms REALTOR® or REALTORS®, or the
539 imprint of the emblem seal of the *NATIONAL ASSOCIATION OF REALTORS®*.
540

541 **Article IX - State and National Memberships**
542

543 **Section 1.** The Association shall be a Member of the *NATIONAL ASSOCIATION OF REALTORS®* and
544 the Florida REALTORS®. By reason of the Association's Membership, each REALTOR® Member of the
545 Member Association shall be entitled to membership in the *NATIONAL ASSOCIATION OF REALTORS®*
546 and the Florida REALTORS® without further payment of dues (refer to option below). The Association
547 shall continue as a Member of the State and National Associations, unless by a majority vote of all of its
548 REALTOR® Members, decision is made to withdraw, in which case the State and National Associations
549 shall be notified at least one month in advance of the date designated for the termination of such
550 membership. (Amended 5/06)
551

552 **Section 2.** The Association recognizes the exclusive property rights of the *NATIONAL ASSOCIATION*
553 *OF REALTORS®* in the terms REALTOR® and REALTORS®. The Association shall discontinue use of
554 the terms in any form in its name, upon ceasing to be a Member of the National Association, or upon a
555 determination by the Board of Directors of the National Association that it has violated the conditions
556 imposed upon the terms. (Amended 1/96)

557 **Section 3.** The Association adopts the Code of Ethics of the *NATIONAL ASSOCIATION OF*
558 *REALTORS®* and agrees to enforce the Code among its REALTOR® Members. The Association and all
559 of its Members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the
560 National Association and the Florida REALTORS®.
561

562 **Article X - Dues and Assessments**
563

564 **Section 1. (a) Application Fee.**
565 The Board of Directors may adopt an application fee for REALTOR® Membership in reasonable amount,
566 not exceeding three times the amount of the annual dues for REALTOR® Membership, which shall be
567 required to accompany each application for REALTOR® Membership and which shall become the
568 property of the Association upon final approval of the application. (01/02)
569

570 (a) Any member may be reinstated, without an initiation fee, during the current year if dues for the current
571 year and all other fees are paid in full.
572

573 **Section 2. Dues**
574 The annual dues of Members shall be as follows:
575 (a) REALTOR® Members. The annual dues of each Designated REALTOR® Member shall be in such

576 amount as established annually by the Board of Directors, plus an additional amount to be established
577 annually times the number of real estate salespersons and licensed or certified appraisers who (l) are
578 employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed
579 with such REALTOR® Member, and (2) are not REALTOR® Members of any Association in the state or
580 a state contiguous thereto or Institute Affiliate Members of the Association. In calculating the dues
581 payable to the Association by a Designated REALTOR® Member, non-member licensees as defined in
582 (1) and (2) of this paragraph shall not be included in the computation of dues if the Designated
583 REALTOR® has paid dues based on said non-member licensees in another Association in the state or a
584 state contiguous thereto, provided the Designated REALTOR® notifies the Association in writing of the
585 identity of the Association to which dues have been remitted. In the case of a Designated REALTOR®
586 Member in a firm, partnership, or corporation whose business activity is substantially all commercial, any
587 assessments for non-member licensees shall be limited to licensees affiliated with the Designated
588 REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the Designated REALTOR®
589 holds membership, and any other offices of the firm located within the jurisdiction of this board. *
590 (Amended 1/05)

591
592 For the purpose of this Section, a REALTOR® Member of a Member Association shall be held to be any
593 Member who has a place or places of business within the state or a state contiguous thereto and who, as
594 a principal, partner, corporate officer, or branch office manager of a real estate firm, partnership, or
595 corporation, is actively engaged in the real estate profession as defined in Article III, Section I, of the
596 Constitution of the *NATIONAL ASSOCIATION OF REALTORS®*. An individual shall be deemed to be
597 licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker
598 who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect
599 ownership interest and which is engaged in other aspects of the real estate business (except as provided
600 for in Section 2 (a) (1) hereof) provided that such licensee is not otherwise included in the computation of
601 dues payable by the principal, partner, or corporate officer of the entity.

602 A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting
603 and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive
604 basis shall annually file with the Association on a form approved by the Association a list of the licensees
605 affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely
606 engaged in referring clients and customers and are not engaged in listing, selling, leasing, renting,
607 managing, counseling or appraising real property. The individuals disclosed on such form shall not be
608 deemed to be licensed with the REALTOR® filing the form for purposes of this Section and shall not be
609 included in calculating the annual dues of the Designated REALTOR®. *Designated REALTORS® shall*
610 *notify the Association within three (3) days of any change in status of licensees in a referral firm.*

611
612 The exemption for any licensee included on a certification form shall automatically be revoked upon the
613 individual being engaged in real estate licensed activities (listing, selling, leasing, renting, managing,
614 counseling, or appraising real property) other than referrals, and dues for the current fiscal year shall be
615 payable.

616 Membership dues shall be prorated for any licensee included on a certification form submitted to the
617 Association who during the same calendar year applies for REALTOR® membership in the Association.
618 However, membership dues shall not be prorated if the licensee held REALTOR® or REALTOR-
619 ASSOCIATE® membership during the preceding calendar year. (Amended 11/09 and 11/14)

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

622
623 (c) Institute Affiliate Members. The annual dues of each Institute Affiliate Member shall be as established
624 in Article II of the Bylaws of the *NATIONAL ASSOCIATION OF REALTORS®*.

625
626 **NOTE:** The Institutes, Societies, and Councils of the National Association shall be responsible for
627 collecting and remitting dues to the National Association for Institute Affiliate members (\$105). The
628 National Association shall credit \$35 to the account of a local Association for each Institute Affiliate
629 Member whose office address is within the assigned territorial jurisdiction of that Association, provided,
630 however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board
631 (COB), the \$35 amount will be credited to the COB, unless the Institute Affiliate member directs that the

632 dues be distributed to the other Association. The National Association shall also credit \$35 to the
633 account of state Associations for each Institute Affiliate member whose office address is located within
634 the territorial jurisdiction of the state Association. Local and state Associations may not establish any
635 additional entrance, initiation fees or dues for Institute Affiliate members, but may provide service
636 packages to which Institute Affiliate members may voluntarily subscribe. (Amended 11/2013)
637

638 (d) Affiliate Members. The annual dues of each Affiliate Member shall be in such amount as established
639 annually by the Board of Directors.
640

641 (e) Public Service Members. The annual dues of each Public Service Member shall be in such amount
642 as established annually by the Board of Directors.
643

644 (f) Honorary Members. Dues payable, if any, shall be at the discretion of the Board of Directors.
645

646 (g) Student Members. Dues payable, if any, shall be at the discretion of the Board of Directors.
647

648 **Section 3. Dues Payable.**

649 Dues for all members shall be payable annually in advance on or before December 31 for the following
650 year. Dues received after the stated due date will be assessed a late fee. Failure to pay the late fee is
651 considered non-payment of financial obligations and Section 4 applies. Dues for new members shall be
652 computed from the month of application received, and granting of provisional membership. (Adopted
653 1/98, Amended 1/05)

654 (a) In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is
655 dropped for nonpayment of Association dues, and the individual remains with the Designated
656 REALTOR®'s firm, the dues obligation of the "Designated" REALTOR® (as set forth in Article X, Section
657 2 (a) will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from
658 the first day of the current fiscal year and are payable within 30 days of the notice of termination.
659

660 **Section 4. Nonpayment of Financial Obligations.**

661 If dues, fees, fines, or other assessments including amounts owed to the Association or the Association's
662 Multiple Listing Service are not paid within one (1) month after the due date, the nonpaying Member is
663 subject to suspension at the discretion of the Board of Directors. Two (2) months after the due date,
664 membership of the nonpaying Member may be terminated at the discretion of the Board of Directors.
665 Three (3) months after the due date, membership of the nonpaying Member shall automatically terminate
666 unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a
667 Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed
668 by the Board of Directors. A former Member who has had his membership terminated for nonpayment of
669 dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or
670 the provisions of other Rules and Regulations of the Association or any of its services, departments,
671 divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for
672 membership, after making payment in full of all accounts due as of the date of termination.
673

674 **Section 5. Deposits and Expenditures.**

675 Deposits and expenditures of funds shall be in accordance with policies established by the Board of
676 Directors. (Amended 01/05)

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

678 All dues, fees, fines, assessments, or other financial obligations to the Association or Association multiple
679 listing service shall be noticed to the delinquent Association member in writing setting forth the amount
680 owed and due date.
681

682 **Section 7.**

683 The dues of REALTOR® Members who are REALTOR® Emeriti (as recognized by the National
684 Association), Past Presidents and Past Treasurers of the National Association or recipients of the
685 Distinguished Service Award shall be as determined by the Board of Directors. (Amended 11/2013)
686

687 **NOTE:** A Member Association's dues obligation to the National Association is reduced by an amount
688 equal to the amount which the Association is assessed for a REALTOR® Member, times the number of

689 REALTOR® Emeriti (as recognized by the National Association), Past Presidents and Past Treasurers of
690 the National Association, and recipients of the Distinguished Service Award of the National Association
691 who are REALTOR® Members of the Association. The dues obligation of such individuals to the Local
692 Association should be reduced to reflect the reduction in the Association's dues obligation to the National
693 Association. The Association may, at its option, choose to have no dues requirement for such individuals
694 except as may be required to meet the Association's obligation to the State Association with respect to
695 such individuals. Member Associations should determine whether the dues payable by the Association to
696 the State Association are reduced with respect to such individuals. It should be noted that this does not
697 affect a "designated" REALTOR®'s dues obligation to the Association with respect to those licensees
698 employed by or affiliated with the "designated" REALTOR® who are not Members of the Local
699 Association. (Amended 11/2013)

700 **Article XI - Officers and Directors**

701

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

708

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

710

- 711 a. Support the mission statement.
- 712 b. Support all decisions of the Board of Directors
- 713 c. Read and understand the financial statements and otherwise assist the Board in fulfilling
714 its fiduciary responsibility.
- 715 d. Attend board meetings and actively participate in decision-making.
- 716 e. Share your area of expertise with the Board and Staff.
- 717 f. Be an advocate for the organization; promote it in ways appropriate to your profession
718 and contacts
- 719 g. Fulfill the duties of care, obedience and loyalty to the organization.
- 720 h. Participate in regular assessments to improve board performance.
- 721 i. Participate in strategic planning activities.
- 722 j. Prioritize and monitor programs and services.
- 723 k. Partner with the CEO to accomplish the mission.
- 724 l. Serve on at least one committee or task force each year.
- 725 m. Work to develop new leadership and recommend potential board members to the
726 Leadership Academy
- 727 n. Avoid even the appearance of conflict of interest
- 728 o. Participate in the organization's conferences and meetings.

729 (Amended 01/14)

730

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

735

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

740

741 (c) That in no event shall more than two (2) members of the Board of Directors be from the same
742 company. If, more than two (2) members of the Board of Directors come to be affiliated with the same
743 company, then one or more members must resign effective immediately, from the Board of Directors. If
744 the members cannot agree as to who among them shall resign, then the member that created the

745 conflict shall be deemed ineligible and shall automatically be removed from the Board. If two companies
746 merge and the members cannot agree as to who among them shall resign the Board shall make the
747 determination with the affected Directors abstaining from the vote. Amended 11/18
748

749 (d) In no event, shall any Officer or Director of the Royal Palm Coast REALTOR® Association, Inc. serve
750 as an Officer, Director or Trustee in any of the following Corporations:
751

752 Royal Palm Coast REALTOR® Association Housing Foundation, Inc.

753 Royal Palm Coast REALTOR® Association Crisis Foundation, Inc.

754 Royal Palm Coast REALTOR® Association Holdings, Inc.

755 (Administrative Policy Page 49, Board of Directors Policies)

756 (e) Fiduciary Duty. Each member of the Board of Directors and each officer of the Association have a
757 fiduciary relationship with the members of the Association. This fiduciary relationship imposes
758 obligations of trust and confidence in favor of the Association and its members. It requires each
759 member of the Board to act in good faith and in a manner he or she believes to be in the best interests
760 of the members of the Association. It means the Board members must exercise the care and diligence
761 of an ordinarily prudent person when acting for the Association, and it requires each of them to act
762 within the scope of their authority.

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

771 **Section 1. Officers**

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

777 The President-Elect shall automatically become President for the ensuing year. The remaining officers
778 shall be elected by the REALTOR® members of the Association.
779

780 **Section 2. Duties of Officers**

781 The duties of the officers shall be such as their titles, by general usage, would indicate and such as may
782 be assigned to them by the Board of Directors. It shall be the particular duty of the Chief Executive
783 Officer to keep the records of the Board and to carry on all necessary correspondence with the
784 *NATIONAL ASSOCIATION OF REALTORS®* and the Florida REALTORS®. (01/05)

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

786 a. Support the policies and programs adopted by the Board of Directors

787 b. Promote active participation on the part of the membership

788 c. Represent this Association at REALTOR® functions, meetings and programs

789 (Qualifications, Section II, Chain of Command, Administrative Policy)
790

791 (a) **President.** The President is the chief elected officer of the Organization and presides at its meetings
792 and those of the Board of Directors. The President is the sole spokesperson for the Association and has
793 primary responsibility for maintaining cooperative relationships with other organizations, and regulatory
794 and legislative bodies. The President, in concert with the President-Elect work with their immediate
795 successor to set coordinated goals and objectives, both short-term and long-term that will be carried
796 forward.

797 Except as otherwise provided in the Bylaws, the President is responsible for calling and conducting
798 meetings of the Board, the Executive Committee, and membership, as well as establishing the agendas.
799 The President is supported by a Chief Executive Officer who is responsible for day-to-day administrative
800 operations, so it is expected that the President will have no involvement in administrative matters. CEO
801 will focus efforts and attention on programs and activities designed to enhance the effectiveness and
802 reputation of the profession.

803

804 The responsibilities of the President are to:

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

817

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

819

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

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

824

825 (b)**Treasurer:** The Treasurer presents the Association's financial statements to the Board of Directors.
826 To do that, the Treasurer must become familiar with the financial position of the Association and should
827 help prepare the Association's annual budget. The Treasurer is chairman of the Association's Budget
828 and Finance Committee, which reviews the budget and financial conditions. The Treasurer confirms that
829 an annual audit is made by a certified accounting firm and may be called on to sign certain legal and
830 banking documents as needed. (Qualifications, Section II, Chain of Command, Administrative Policy)

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

835

836 **9(d) FGCMLS:** During their terms, each Officer shall also serve as the President, President-Elect,
837 Treasurer, Secretary and Past President of the Florida Gulf Coast Multiple Listing Service.

838

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

844

845 **Section 3. Election of Officers and Directors.**

846 (a). The Candidate and Credentials Committee shall consist of nine (9) primary REALTOR® members,
847 including the Chair, and comprised of three (3) Past-Presidents and six (6) additional members. The most
848 recent Past President is the Chair. In the event, the most recent Past President cannot fulfill the obligation;
849 the President shall appoint the Chair.

850 The Credentials Committee shall be appointed each year by the President and ratified by a vote of the
851 majority of the Board of Directors present at the meeting. No potential candidate or nominee may be a
852 member of the Credentials Committee, including the President-Elect.

853 The Credentials Committee shall interview and present a ballot of qualified candidates to the Board of
854 Directors for ratification; in the event of a vacant position, the committee may select at least one
855 candidate for each said position.

856 A ballot of nominees qualified by the Credentials Committee shall be forwarded to the members setting
857 forth the time, place, and other pertinent conditions of the Annual Meeting. The notice to the members
858 concerning the ballot of Officers and Directors to be voted on shall be communicated on a date at least
859 60 days prior to the Annual Meeting. If an eligible candidate who applied for a position has been
860 nominated to that position by the Credentials Committee, such candidate shall not be eligible to be
861 nominated by petition, to any other position. Candidates shall not be permitted to run for more than one
862 office or position. The Credentials Committee shall not arbitrarily change the position the nominee is
863 seeking without the consent of the nominee.

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

866
867 (b) The election of Officers and Directors shall take place before the Annual Meeting. Election shall be
868 electronic voting which will begin seven (7) calendar days prior and will end by 3 PM EST the day
869 before the Annual Meeting. The ballot shall contain the names of all candidates and the offices for
870 which they are nominated. Winner(s) will be determined by majority vote. Voting may be by
871 electronic means, on a website, or all methods of voting, allowed by the State of Florida. The Board
872 of Directors shall designate the voting method.

873
874 (c) The President, with the approval of the Board of Directors, shall appoint an election task force of five
875 REALTOR® members who are not on the ballot and were not on the Credentials committee to
876 oversee the election.

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

878
879 (e) Candidates shall be notified by members of the Election task force, after election is closed and before
880 the election results are made public. The numeric results of the election will not be published but can be
881 reviewed

882

883 **Section 4. Vacancies**

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

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

902

903 **Section 5. Indemnification of Directors and Officers.**

904 Each present or future Director and Officer of the Board, whether or not then in office, shall be held
905 harmless and indemnified by the Royal Palm Coast REALTOR® Association, Inc. against all claims and
906 liabilities, and all expenses actually and reasonably incurred or imposed upon him or her in connection

907 with or resulting from any action, suit, or proceeding, or any settlement or compromise thereof approved
908 by the Board of Directors, to which he or she may be made a party by reason of any action or alleged
909 action, either of omission or commission, performed by him or her while acting as such officer or director
910 in good faith, except in relation to matters as to which recovery shall be had against him or her, by
911 reason of his being finally adjudged in such action, suit or proceeding, derelict in the performance of his
912 or her duties as such director or officer; and the foregoing right of indemnification shall not be exclusive
913 of other rights to which he may be entitled as a matter of law. Each such Director or Officer shall be
914 likewise indemnified against any judgment, decree or fine which may be imposed upon him in any such
915 proceeding, suit, action or prosecution.
916

917 **Section 6. Removal of Officers and Directors.**

918 In the event that the Board of Directors deems, in its sole and exclusive discretion, an Officer or Director
919 is incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Officer
920 or Director may be removed from office under the following procedure.
921

922 (a) A petition requiring the removal of an officer or director and signed by not less than one-third of
923 the voting membership or a majority of all Directors shall be filed with the President, or if the President is
924 the subject of the petition, with the next-ranking officer, and shall specifically set forth the reasons the
925 individual is deemed to be disqualified from further service. (11-96)
926

927 (b) Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days
928 thereafter, a special meeting of the voting membership of the Association shall be held, and the sole
929 business of the meeting shall be to consider the charge against the Officer or Director, and to render a
930 decision on such petition. (11-96)
931

932 (c) The special meeting of the membership, shall be noticed to all voting members at least ten (10)
933 days prior to the meeting, and shall be conducted by the President unless the President continued
934 service in office is being considered at the meeting. In such case, the next-ranking officer will conduct
935 the meeting of the hearing by the members. Provided a quorum is present, a three-fourths vote of
936 members present and voting shall be required for removal from office. (11-96)
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940 **Section 7. Chief Executive Officer.**

941 There shall be a Chief Executive Officer, appointed by the Board of Directors, who shall be the chief
942 administrative officer of the Association. The Chief Executive Officer shall have the authority to hire,
943 supervise, evaluate and terminate other staff, if any, and shall perform such other duties as prescribed by
944 the Board of Directors. CEO provides overall guidance on all Association matters for maintaining
945 continuity of ongoing programs and initiating new programs as required.
946

947 **Article XII Meetings**

948
949 **Section 1. Annual Meetings.** The annual meeting of the Association shall be held between
950 September and November of each year, the date, place, and hour to be designated by the Board of
951 Directors. (Amended 06/17)
952

953 **Section 2. Meetings of Directors.** The Board of Directors shall designate a regular time and place of
954 meetings. Absence from three (3) regular meetings may be subject to removal from their position. The
955 Board of Directors may meet at any time it deems advisable on the call of the President or any three
956 members of the Board of Directors. A quorum for the transaction of business shall be a majority of the
957 Board of Directors, except as may otherwise be required by state law. A majority vote by the Directors
958 present and voting at a meeting attended by a quorum shall be required for passage of motions.
959 (Amended 05/2013)
960

961 **Section 3. Other Meetings**

962 Meetings of the Members may be held at other times as the President or the Board of Directors may
963 determine, or upon the written request of at least 2% of the Members eligible to vote.

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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

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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

1019 the signature of one or more of the members of the committee. (Adopted 1/05)

1020

1021 **Section 8. Attendance by Telephone or Electronically**

1022 Members of a committee may participate in any meeting through the use of a conference telephone or
1023 similar communications equipment by means of which all persons participating in the meeting can hear
1024 each other electronically. Such participation shall be at the discretion of the President and shall
1025 constitute presence at the meeting. (Adopted 1/05)

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Article XIV – Fiscal and Elective Year

1028

1029 **Section 1.** The fiscal year of the Association shall be January 1 to December 31. (Amended 01/05)

1030

1031 **Section 2.** The elective year of the Association shall be January 1 to December 31.

1032 (01/05)

1033

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Article XV - Rules of Order

1035

1036 **Section 1.** Robert's Rules of Order, latest edition, shall be recognized as the authority governing the
1037 meetings of the Association, its Board of Directors, and committees, in all instances wherein its
1038 provisions do not conflict with these Bylaws.

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Article XVI – Amendments

1041

1042 **Section 1.** These Bylaws may be amended by the following means: (a) a quorum of fifty (50) eligible
1043 members at any membership meeting, or at any special meeting called for that purpose, provided that
1044 such amendments shall be plainly stated with words being added shown in underlined script and words
1045 being deleted shown in ~~struck through~~ script in the notice of the meeting at which they are to be
1046 considered; or, at the discretion of the Board of Directors, (b) amendments may be posted on the
1047 Association website or other electronic means and members may vote by electronic means as
1048 specifically instructed on the Association website. (c) When Bylaws amendments are mandated by NAR
1049 policy, these Bylaws may be automatically amended to reflect the mandate as of the effective date of the
1050 mandatory policy authorized by the *NATIONAL ASSOCIATION OF REALTORS®*. The Association shall
1051 provide notice of that change in a regular or special membership communication. (Adopted 1/05)

1052

1053 **Section 2.** Notice of meetings at which amendments are to be considered shall be provided to every
1054 member eligible to vote at least ten (10) calendar days prior to the meeting. (01/05)

1055

1056 **Section 3.** Amendments to these Bylaws affecting the admission or qualification of REALTOR® and
1057 Institute Affiliate Members, the use of the terms REALTOR® and REALTORS®, or any alteration in the
1058 territorial jurisdiction of the Association shall become effective upon their approval as authorized by the
1059 Board of Directors of the *NATIONAL ASSOCIATION OF REALTORS®*.

1060

1061

Article XVII – Dissolution

1062

1063 **Section 1.** Upon the dissolution of this Association, the Board of Directors, after providing for the
1064 payment of all obligations, shall distribute any remaining assets to the Florida REALTORS® or, within its
1065 discretion, to any other non-profit tax-exempt organization. (Amended 01/05)

1066

1067

Article XVIII - Multiple Listing

1068

1069 **Section 1. Authority.** The Association shall maintain for the use of its members a multiple listing
1070 service which shall be a lawful corporation of the state of Florida, all the stock of which shall be owned
1071 by the Association.

1072

1073 **Section 2. Purpose.** A multiple listing service is a means by which authorized participants make
1074 blanket unilateral offers of compensation to other participants (acting as subagents, buyer agents, or in
1075 other agency or nonagency capacities defined by law); by which cooperation among participants is

1076 enhanced; by which information is accumulated and disseminated to enable authorized participants to
1077 prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers;
1078 by which participants engaging in real estate appraisal contribute to common databases; and is a facility
1079 for the orderly correlation and dissemination of listing information so participants may better serve their
1080 clients and the public. Entitlement to compensation is determined by the cooperating broker's
1081 performance as a procuring cause of the sale (or lease). (Amended 11/04)

1082
1083 **Section 3. Governing Documents.** The Board of Directors shall cause any multiple listing service
1084 established by it pursuant to this article to conform its Corporate Charter, Constitution, Bylaws, rules,
1085 regulations, and policies, practices, and procedures at all times to the *Constitution, Bylaws, rules,*
1086 *regulations, and policies of the NATIONAL ASSOCIATION OF REALTORS®.*

1087
1088 **Section 4. Participation**
1089 Any REALTOR® of this or any other Association who is a principal, partner, corporate officer, or branch
1090 office manager acting on behalf of a principal, without further qualification, except as otherwise stipulated
1091 in these Bylaws, shall be eligible to participate in multiple listing upon agreeing in writing to conform to
1092 the rules and regulations thereof and to pay the costs incidental thereto.* However, under no
1093 circumstances is any individual or firm, regardless of status, entitled to multiple listing service
1094 "participation" unless they hold a current, valid real estate broker's license and offer or accept
1095 compensation to and from other participants or are licensed or certified by an appropriate state
1096 regulatory agency to engage in the appraisal of real property.** Use of information developed by or
1097 published by an Association multiple listing service is strictly limited to the activities authorized under a
1098 participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the
1099 foregoing is intended to convey "participation" or "membership" or any right of access to information
1100 developed by or published by an Association multiple listing service where access to such information is
1101 prohibited by law. (Amended 11/08)

1102
1103 Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the
1104 requirement that an individual or firm offers or accepts cooperation and compensation means that the
1105 participant actively endeavors during the operation of its real estate business to list real property of the
1106 type listed on the MLS and/or to accept offers of cooperation and compensation made by listing brokers
1107 or agents in the MLS. "Actively" means on a continual and ongoing basis during the operation of the
1108 participant's real estate business. The "actively" requirement is not intended to preclude MLS
1109 participation by a participant or potential participant that operates a real estate business on a part-time,
1110 seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative
1111 inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny MLS
1112 participation to a participant or potential participant who has not achieved a minimum number of
1113 transactions despite good faith efforts. Nor is it intended to permit an MLS to deny participation based
1114 on the level of service provided by the participant or potential participant as long as the level of service
1115 satisfies state law. (Adopted 11/08)

1116 The key is, that the participant or potential participant actively endeavors to make or accept offers of
1117 cooperation and compensation with respect to properties of the type that are listed on the MLS in which
1118 participation is sought. This requirement does not permit an MLS to deny participation to a participant or
1119 potential participant that operates a "Virtual Office Website" (VOW) (including a VOW that the participant
1120 uses to refer customers to other participants) if the participant or potential participant actively endeavors
1121 to make or accept offers of cooperation and compensation. An MLS may evaluate whether a participant
1122 or potential participant actively endeavors during the operation of its real estate business to offer or
1123 accept cooperation and compensation only if the MLS has a reasonable basis to believe that the
1124 participant or potential participant is in fact not doing so. The membership requirement shall be applied
1125 in a nondiscriminatory manner to all participants and potential participants. (Adopted 11/08)

1126
1127 (a) A nonmember applicant for MLS participation who is a principal, partner, corporate officer, or branch
1128 office manager acting on behalf of a principal, shall supply evidence satisfactory to the membership
1129 committee that he/she has no record of recent or pending bankruptcy; has no record of official sanctions
1130 involving unprofessional conduct; agrees to complete a course of instruction (if any) covering the MLS
1131 rules and regulations and computer training related to MLS information entry and retrieval, and shall
1132 pass such reasonable and non-discriminatory written examination thereon as may be required by the
1133 MLS; and shall agree that if elected as a participant, he/she will abide by such rules and regulations and

1134 pay the MLS fees and dues, including the nonmember differential (if any), as from time to time
1135 established. Under no circumstances is any individual or firm entitled to MLS participation or
1136 membership unless they hold a current, valid real estate broker's license and offer or accept
1137 compensation to and from other participants, or are licensed or certified by an appropriate state
1138 regulatory agency to engage in the appraisal of real property. Use of information developed by or
1139 published by an Association multiple listing service is strictly limited to the activities authorized under a
1140 participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the
1141 foregoing is intended to convey participation or membership or any right of access to information
1142 developed by or published by an Association multiple listing service where access to such information is
1143 prohibited by law. (Amended 11/08)

1144
1145 **Section 5. Subscribers.** Subscribers (or users) of the MLS include non-principal brokers, sales
1146 associates, and licensed and certified appraisers affiliated with participants.
1147 Subscribers also include affiliated unlicensed administrative and clerical staff, personal assistants, and
1148 individuals seeking licensure or certification as real estate appraisers who are under the direct
1149 supervision of an MLS participant or the participant's licensed designee.
1150 **Generally, Associations of REALTORS®, when there is more than one principal in a real estate firm,
1151 define the chief principal officer of the firm as the MLS "participant". If each principal is defined as a
1152 "participant", then each shall have a separate vote on MLS matters. Brokers or salespersons other than
1153 principals are not considered "participants" in the service, but have access to and use of the service
1154 through the principal(s) with whom they are affiliated.

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1159 **Section 6. Lockboxes**
1160 The "Lockbox" Program is administered through the Multiple Listing Service. The Multiple Listing Service
1161 adheres to the *NATIONAL ASSOCIATION OF REALTORS®* Lock Box Security Requirements" as set
1162 forth in the NAR Handbook on Multiple Listing Policy, Section 7.31.

1163 **Article XIX – Miscellaneous**

- 1164
1165 (a) Gender. Whenever the masculine or singular form of a pronoun is used in these Bylaws, it shall
1166 be construed to mean the masculine, feminine or neuter; singular or plural, as the context requires.
- 1167 (b) Severability. Should any portion hereof be void or become unenforceable, the remaining
1168 provisions of the instrument shall remain in full force and effect.
- 1169 (c) Hierarchy of Governing Documents. The governing documents in descending order of superiority
1170 are the Articles of Incorporation, the Bylaws and the Board adopted rules, regulations and policies.
- 1171
1172 (d) Litigation. In any litigation arising out these Bylaws the prevailing party shall be entitled to
1173 recover its reasonable attorney's fees and costs from the non-prevailing party. Venue for all litigation
1174 shall be Lee County, Florida.

1175
1176
1177 **Date:** _____

1178 Approved by the Royal Palm Coast Realtor® Association, Inc. Board of Directors, Inc.

1179
1180 **Name:** _____

President, Royal Palm Coast Realtor® Association, Inc.

