



BYLAWS

Royal Palm Coast REALTOR® Association, Inc.

Certified by NAR 6/22

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1 **Article I - Name**

2
3 **Section 1 Name.** The name of this organization shall be the ROYAL PALM COAST REALTOR®
4 ASSOCIATION, INC., a Florida Not for Profit Corporation, hereinafter referred to as the "Association."
5

6 **Section 2 REALTORS®.** Inclusion and retention of the Registered Collective Membership Mark
7 REALTORS® in the name of the Association shall be governed by the Constitution and Bylaws of
8 the NATIONAL ASSOCIATION OF REALTORS® as from time to time amended.
9

10 **Article II – Objectives**

11 The objectives of the Association are:

12
13
14 **Section 1.** To unite those engaged in the recognized branches of the real estate profession for the
15 purpose of exerting a beneficial influence upon the profession and related interests.
16

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

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

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

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

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

34 **Article III – Jurisdiction**

35
36 **Section 1.** The territorial Jurisdiction of the Association as a Member of the NATIONAL ASSOCIATION
37 OF REALTORS® is:
38

39 Hendry and Lee counties, and the island of Boca Grande, excluding those portions of Lee County allocated to
40 Bonita Springs Estero association; to Sanibel-Captiva Board (beginning at Causeway and ending at Redfish
41 Pass, nothing off the Island of Sanibel/Captiva), as allotted by the Board of Directors of the National
42 Association of REALTORS®. When the term "Geographic Areas" is used henceforth, it shall mean those
43 territorial limits described above.
44

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

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

47 On the West – Bunche Beach Road

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

49 On the South – Gulf of Mexico and Big Carlos Pass
50

51 **Former Cape Coral Jurisdiction was:**

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

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

55 Lee County, Hendry County, and the island of Boca Grande, excluding those portions of Lee County allocated
56 to Cape Coral Board (corporate limits of the City of Cape Coral); To Fort Myers Beach Board (Estero Island
57 and San Carlos Island); to Bonita Springs Board (Township 47S and 48S, Range 26E to include Gulf Islands N

58 to Estero Island); to Sanibel-Captiva Board (beginning at Causeway and ending at Redfish Pass, nothing off
59 the Island), as allotted by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®.
60

61 **Section 2.** Territorial Jurisdiction is defined to mean:

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

67 **Article IV – Membership**

68
69 **Section 1.** There shall be six classes of members as follows:

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

71
72 (1) Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are
73 engaged actively in the real estate profession, including buying, selling, exchanging, renting, or
74 leasing, managing, appraising for others for compensation, counseling, building, developing, or
75 subdividing real estate, and who maintain or are associated with an established real estate office in the
76 state of Florida or a state contiguous thereto. All persons who are partners in a partnership, or all officers
77 in a corporation who are actively engaged in the real estate profession within the state or a state
78 contiguous thereto shall qualify for REALTOR® Membership only, and each is required to hold
79 REALTOR® Membership in a Board of REALTORS® within the state or a state contiguous thereto
80 unless otherwise qualified for Institute Affiliate Membership as described in Section I (b) of Article IV.
81

82 **(Amended 01/05)**

83 In the case of a real estate firm, partnership, or corporation, whose business activity is substantially all
84 commercial, only those principals actively engaged in the real estate business in connection with the
85 same office, or any other offices within the jurisdiction of the board in which one of the firm's
86 principals holds REALTOR® membership, shall be required to hold REALTOR® membership unless
87 otherwise qualified for Institute Affiliate

88 Membership as described in Section 1 (b) of Article IV. **(Amended 1/05)**
89

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

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

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

105 (4) Primary and secondary REALTOR® Members. An individual is a primary member if the Association
106 pays state and National dues based on such Member. An individual is a secondary Member if state
107 and National dues are remitted through another Association. One of the principals in a real estate firm
108 must be a Designated REALTOR® member of the Association in order for licensees affiliated with
109 the firm to select the Association as their "primary" Association.
110

111 (5) Designated REALTOR® Members. Each firm (or office in the case of firms with multiple office
112 locations) shall designate in writing one REALTOR® Member who shall be responsible for all duties and
113 obligations of Membership including the obligation to arbitrate (or to mediate if required by the
114 Association) pursuant to Article 17 of the Code of Ethics and the payment of Association dues as
115 established in Article X of the Bylaws. The "Designated REALTOR®" must be a sole proprietor,
116 partner, corporate officer, or branch office manager acting on behalf of the firm's principal(s) and must

117 meet all other qualifications for REALTOR® Membership established in Article V, Section 2, of the Bylaws.

118
119 **(b) Institute Affiliate Members.**

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

126
127 **(c) Affiliate Members.** Affiliate Members shall be real estate owners and other individuals or firms who,
128 while not engaged in the real estate profession as defined in paragraphs (a) or (b) of this Section, have
129 interests requiring information concerning real estate, and are in sympathy with the objectives of the
130 Association.

131
132 **(d) Public Service Members.** Public Service Members shall be individuals who are interested in the real
133 estate profession as employees of or affiliated with educational, public utility, governmental or other similar
134 organizations, but are not engaged in the real estate profession on their own account or in
135 Association with an established real estate business.

136
137 **(e) Honorary Members.** Honorary Members shall be individuals not engaged in the real estate profession
138 who have performed notable service for the real estate profession, for the Association, or for the public.

139
140 **(f) Student Members.** Student Members shall be individuals who are seeking an undergraduate or
141 graduate degree with a specialization or major in real estate at institutions of higher learning, and who
142 have completed at least two years of college and at least one college level course in real estate but are not
143 engaged in the real estate profession on their own account or not associated with an established real estate
144 office.

145
146 **Article V - Qualification and Election**

147
148 **Section 1. Application**

149 (a) An application for membership shall be made in such manner and form as may be prescribed by the
150 Board of Directors and made available to anyone requesting it. The application form shall contain among the
151 statements to be signed by the applicant (1) that applicant agrees as a condition to membership to
152 thoroughly familiarize him/herself with the Code of Ethics of the *NATIONAL ASSOCIATION OF*
153 *REALTORS®*, the Constitutions, Bylaws, and Rules and Regulations of the Local Association, the State and
154 National Associations, and if elected a Member, will abide by the Constitutions and Bylaws and Rules
155 and Regulations of the Local Association, State and National Associations, and if a REALTOR® Member,
156 will abide by the Code of Ethics of the *NATIONAL ASSOCIATION OF REALTORS®* including the obligation
157 to arbitrate (or to mediate if required by the Association) controversies arising out of real estate
158 transactions as specified by Article 17 of the Code of Ethics, and as further specified in the Code of Ethics
159 and Arbitration Manual of the *NATIONAL ASSOCIATION OF REALTORS®*, as from time to time amended,
160 and (2) that applicant consents that the Association, through its Membership Committee or otherwise,
161 may invite and receive information and comment about applicant from any Member or other persons, and
162 that applicant agrees that any information and comment furnished to the Association by any person in
163 response to the invitation shall be conclusively deemed to be privileged and not form the basis of any
164 action for slander, libel, or defamation of character. The applicant shall, with the form of application,
165 have access to a copy of the Bylaws, Constitution, Rules and Regulations, and Code of Ethics referred
166 to above. **(Amended 11/11)**

167
168 **Section 2. Qualification**

169 (a) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or
170 branch office manager of a real estate firm shall supply evidence satisfactory to the Board through its
171 Membership Committee or otherwise that he is actively engaged in the real estate profession, and
172 maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an
173 appropriate state regulatory agency to engage in the appraisal of real property, has a place of business
174 within the state or a state contiguous thereto (unless a secondary member), has no record of recent or
175 pending bankruptcy*, has no record of official sanctions involving unprofessional conduct**, agrees to

176 complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the
177 Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the *NATIONAL*
178 *ASSOCIATION OF REALTORS*® and shall pass such reasonable and nondiscriminatory written
179 examination thereon as may be required by the Committee, and shall agree that if elected to membership,
180 he will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics. **(Amended**
181 **01/05)**
182

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

194 ** No record of official sanctions involving unprofessional conduct is intended to mean that the Association
195 may only consider judgments against the applicant within the past three (3) years of violations of (1)
196 civil rights laws; (2) real estate license laws; (3) or other laws prohibiting unprofessional conduct against the
197 applicant rendered by the courts or other lawful authorities.
198

199 **NOTE 2:** Article IV, Section 2, of the NAR *Bylaws* prohibits Member Boards from knowingly granting
200 REALTOR® or REALTOR-ASSOCIATE® membership to any applicant who has an unfulfilled sanction
201 pending which was imposed by another Association of REALTORS® for violation of the Code of Ethics.
202 **(Adopted 1/01)**
203

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

218 (c) The Association will also consider the following in determining an applicant's qualifications for
219 REALTOR®membership:
220

- 221 1. All final findings of Code of Ethics violations and violations of other membership duties in this or
- 222 any other REALTOR® Association within the past three (3) years
- 223 2. Pending ethics complaints (or hearings)
- 224 3. Unsatisfied discipline pending
- 225 4. Pending arbitration requests (or hearings)
- 226 5. Unpaid arbitration awards or unpaid financial obligations to any other Association or
- 227 Association MLS
- 228 6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm
229

230 "Provisional" membership may be granted in instances where ethics complaints or arbitration requests (or
231 hearings) are pending in other Associations or where the applicant for membership has unsatisfied
232 discipline pending in another Association (*Association (except for violations of the Code of Ethics; See*
233 *Article V, Section 2(a) NOTE 2*) (provided all other qualifications for membership have been satisfied).
234 Associations may reconsider the membership status of such individuals when all pending ethics and

235 arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six
236 months from the date that provisional membership is approved. Provisional members shall be
237 considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR®
238 membership. If a member resigns from another Association with an ethics complaint or arbitration
239 request pending, the Association may condition membership on the applicant's certification that he/she
240 will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of
241 the Association to which the applicant has made application) and will abide by the decision of the hearing
242 panel. **(Amended 11/09)**

243 **Section 3. Election**

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

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

253
254 (b) If the Board of Directors determines that the individual does not meet all of the qualifications for
255 membership as established in the Association's Bylaws, or, if the individual does not satisfy all of the
256 requirements of membership (for example, completion of a mandatory orientation program) within 60
257 days in person or 30 days online from the Association's receipt of their application, membership may, at the
258 discretion of the Board of Directors, be terminated. In such instances, dues shall be returned to the
259 individual less a prorated amount to cover the number of days that the individual received Association
260 services and any application fee. The Board of Directors shall vote on the applicant's eligibility for
261 membership. If the applicant receives a majority vote of the board of directors, he/she shall be declared
262 elected to membership and shall be advised by written notice.

263
264 (c) The Board of Directors may not reject an application without providing the applicant with advance
265 notice of the findings, an opportunity to appear before the Board of Directors, to call witnesses on his/her
266 behalf, to be represented by counsel, and to make such statements as he/she deems relevant. The
267 Board of Directors may also have counsel present. The Board of Directors shall require that written
268 minutes be made of any hearing before it or may electronically or mechanically record the proceedings.

269
270 (d) If the Board of Directors, in its sole and exclusive discretion, determines that the application should be
271 rejected, it shall record its reasons with the Chief Executive Officer (or duly authorized designee). If the
272 Board of Directors believes that denial of membership to the applicant may become the basis of
273 litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon
274 entry in a suit by the Association for a declaratory judgment by a court of competent jurisdiction of a final
275 judgment declaring that the rejection violates no rights of the applicant. **(Adopted 1/98, Amended 1/17)**

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

277
278 Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall
279 complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of
280 instructional time. This requirement does not apply to applicants for REALTOR® membership or
281 provisional members who have completed comparable orientation in another Association, provided that
282 REALTOR® membership has been continuous, or that any break in membership is for one (1) year or
283 less.

284
285 Failure to satisfy this requirement within 60 days in person or 30 days online of the date of application (or,
286 alternatively, the date that provisional membership was granted), will result in denial of the membership
287 application or termination of provisional membership.

288
289 **Note:** Orientation programs must meet the learning objectives and minimum criteria established from
290 time to time by the *NATIONAL ASSOCIATION OF REALTORS®*. **(Adopted 1/01)**

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

292 Effective January 1, 2017, through December 31, 2018, and for successive three-year periods thereafter,
293

294 each REALTOR® member of the Association (with the exception of REALTOR® members granted
295 REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not
296 less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon
297 presentation of documentation that the member has completed a course of instruction conducted by this
298 or another Association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF
299 REALTORS®, or any other recognized educational institution or provider which meets the learning
300 objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from
301 time to time. REALTOR® members who have completed training as a requirement of membership in
302 another Association and REALTOR® members who have completed the New Member Code of Ethics
303 Orientation during any three (3) year cycle shall not be required to complete additional ethics training until a
304 new three (3) year cycle commences.

305 Failure to satisfy the required periodic ethics training shall be considered a violation of a membership
306 duty. Failure to meet the requirement in any three (3) year cycle will result in suspension of membership
307 for the first two months (January and February) of the year following the end of any three (3) cycle or until
308 the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a
309 member who is still suspended as of that date will be automatically terminated. **(Amended 5/18)**
310

311 **Section 6. Status Changes**

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

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

328 (The Board of Directors, at its discretion, may waive any qualification which the applicant has already
329 fulfilled in accordance with the Association's Bylaws.)
330

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

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

338 **Article VI - Privileges and Obligations**

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

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

353 adversely on the terms REALTOR® or REALTORS®, and the real estate industry, or for conduct that is
354 inconsistent with or adverse to the objectives and purposes of the Local Association, the State Association,
355 and the *NATIONAL ASSOCIATION OF REALTORS®*.
356

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

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

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

374 **Section 5.** If a member resigns from the Association or otherwise causes membership to terminate with an
375 ethics complaint pending, the complaint shall be processed until the decision of the Association with
376 respect to disposition of the complaint is final by this Association (if respondent does not hold membership
377 in any other Association) or by any other Association in which the respondent continues to hold
378 membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate
379 before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a
380 REALTOR®, the complaint, once filed, shall be processed until the decision of the Association with respect
381 to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to
382 an ethics respondent's resignation or membership termination, any discipline ratified by the Board of
383 Directors shall be held in abeyance until such time as the respondent rejoins an Association of REALTORS®.
384 (a) If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration (or to
385 mediate if required by the Association) continues in effect even after membership lapses or is
386 terminated, provided that the dispute arose while the former member was a REALTOR®. **(Amended**
387 **11/11)**
388

389 **Section 6. REALTOR® Members.**

390 REALTOR® Members only, whether primary or secondary, in good standing are entitled to vote and to
391 hold elective office in the Association; and may use the terms REALTOR®. For purposes of this section,
392 the term "good standing" means the member satisfies the "Obligations of REALTOR® Members", is current
393 with all financial and disciplinary obligations to the association and MLS, has completed any new member
394 requirements, and complies with NAR's trademark rules.
395

396 If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership or an officer in a
397 corporation and is suspended or expelled, the firm, partnership, or corporation shall not use the terms
398 REALTOR® or REALTORS® in connection with its business during the period of suspension, or until
399 readmission to REALTOR® Membership, or unless connection with the firm, partnership, or corporation is
400 severed, whichever may apply. The membership of all other principals, partners, or corporate officers shall
401 suspend or terminate during the period of suspension of the disciplined Member, or until readmission of
402 the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or
403 corporation is severed, whichever may apply. Further, the membership of REALTORS® other than
404 principals who are employed by or affiliated as independent contractors with the disciplined Member shall
405 suspend or terminate during the period of suspension of the disciplined Member or until readmission of
406 the disciplined Member or until connection of the disciplined Member with the firm, partnership, or
407 corporation is severed, or unless the REALTOR® Member (non-principal) elects to sever his connection
408 with the REALTOR® and affiliate with another REALTOR® Member in good standing in the Association,
409 whichever may apply.
410

411 If a REALTOR® Member who is other than a principal in a firm, partnership, or corporation is suspended or
412 expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership, or corporation shall

413 not be affected.

414

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

419

420 **Section 7. Institute Affiliate Members.**

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

424

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

429

430 **Section 8. Affiliate Members.**

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

433

434 **Section 9. Public Service Members.**

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

437

438 **Section 10. Honorary Members.**

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

440

441 **Section 11. Student Members.**

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

444

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 to
453 another Association based on said non-member licensees, the Designated REALTOR® shall identify the
454 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 also
456 notify the Association of any additional individual(s) licensed or certified with the firm(s) within 30 days of
457 the date of affiliation or severance of the individual.

458

459 **Article VII - Professional Standards and Arbitration**

460

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

467

468 **Section 2** It shall be the duty and responsibility of every REALTOR® member of this association to
469 safeguard and promote the standards, interests, and welfare of the association and the real estate
470 profession., and to protect against conduct that may cause a lack of public confidence in the real estate
471 profession or in REALTORS®. REALTOR® members also must abide by governing documents and the

472 policies of the association, of the State Association, and of the NATIONAL ASSOCIATION OF
473 REALTORS®, as well as the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including
474 the duty to mediate and arbitrate controversies arising out of real estate transactions as specified by Article
475 17 of the Code of Ethics, and in accordance with the procedures set forth in the Code of Ethics and
476 Arbitration Manual.

477
478 Every REALTOR® member shall maintain a high level of integrity and adhere to the association's
479 membership criteria. Any violent act or threat of violence to person or property, hateful conduct, or acts of
480 moral turpitude impacting the public shall not be tolerated and may be cause for disciplinary action, up to
481 and including termination of membership.

482
483 **Section 3.** The responsibility of the Association and Association members relating to the enforcement of the
484 Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and
485 procedures incident thereto, shall be consistent with the cooperative professional standards enforcement
486 agreement entered into by the Board, which by this reference is made a part of these Bylaws.

487 **Section 4. Citation**

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

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

494
495 **Section 1.** Use of the terms REALTOR® and REALTORS® by members shall, at all times, be subject to the
496 provisions of the Constitution and Bylaws of the *NATIONAL ASSOCIATION OF REALTORS®* and to the
497 Rules and Regulations prescribed by its Board of Directors. The Association shall have the authority to
498 control, jointly and in full cooperation with the *NATIONAL ASSOCIATION OF REALTORS®*, use of the terms
499 within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may
500 subject members to disciplinary action by the Board of Directors after a hearing as provided for in the
501 Association's Code of Ethics and Arbitration Manual. **(Amended 5/06)**

502
503 **Section 2.** REALTOR® Members of the Association shall have the privilege of using the terms REALTOR®
504 and REALTORS® in connection with their places of business within the state or a state contiguous
505 thereto so long as they remain REALTOR® Members in good standing. No other class of members shall
506 have this privilege. **(Amended 1/96)**

507
508 **Section 3.** A REALTOR® Member who is a principal of a real estate firm, partnership, or corporation may
509 use the terms REALTOR® and REALTORS® only if all the principals of such firm, partnership, or
510 corporation who are actively engaged in the real estate profession within the state or a state contiguous
511 thereto are REALTOR® Members of the Association or Institute Affiliate Members as described in Section
512 1(b) of Article IV.

513
514 (a) In the case of a REALTOR® member who is a principal of a real estate firm, partnership, or
515 corporation whose business activity is substantially all commercial, the right to use the term
516 REALTOR® or REALTORS® shall be limited to office locations in which a principal, partner, corporate
517 officer, or branch office manager of the firm, partnership, or corporation holds REALTOR® membership.
518 If a firm, partnership, or corporation operates additional places of business in which no principal,
519 partner, corporate officer, or branch office manager holds REALTOR® membership, the term
520 REALTOR® or REALTORS® may not be used in any reference to those additional places of business.
521 **(Amended 1/01)**

522
523 **Section 4.** Institute Affiliate Members shall not use the terms REALTOR® or REALTORS®, or the
524 imprint of the emblem seal of the *NATIONAL ASSOCIATION OF REALTORS®*.

525 **Article IX - State and National Memberships**

526
527 **Section 1.** The Association shall be a Member of the *NATIONAL ASSOCIATION OF REALTORS®* and the

531 Florida Realtors®. By reason of the Association's Membership, each REALTOR® Member of the Member
532 Association shall be entitled to membership in the *NATIONAL ASSOCIATION OF REALTORS®* and the
533 Florida Realtors® without further payment of dues (refer to option below). The Association shall continue as
534 a Member of the State and National Associations, unless by a majority vote of all of its REALTOR®
535 Members, decision is made to withdraw, in which case the State and National Associations shall be notified
536 at least one month in advance of the date designated for the termination of such membership.
537 **(Amended 5/06)**

538
539 **Section 2.** The Association recognizes the exclusive property rights of the *NATIONAL ASSOCIATION OF*
540 *REALTORS®* in the terms REALTOR® and REALTORS®. The Association shall discontinue use of the
541 terms in any form in its name, upon ceasing to be a Member of the National Association, or upon a
542 determination by the Board of Directors of the National Association that it has violated the conditions
543 imposed upon the terms. **(Amended 1/96)**

544
545 **Section 3.** The Association adopts the Code of Ethics of the *NATIONAL ASSOCIATION OF*
546 *REALTORS®* and agrees to enforce the Code among its REALTOR® Members. The Association and all of
547 its members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the
548 National Association and the Florida Realtors®.
549

550 **Article X - Dues and Assessments**

552 **Section 1. (a) Application Fee.**

553 The Board of Directors may adopt an application fee for REALTOR® Membership in reasonable amount, not
554 exceeding three times the amount of the annual dues for REALTOR® Membership, which shall be
555 required to accompany each application for REALTOR® Membership and which shall become the
556 property of the Association upon final approval of the application. **(Amended 01/02)**

557
558 (a) Any member may be reinstated, without an initiation fee, during the current year if dues for the current
559 year and all other fees are paid in full.

561 **Section 2. Dues**

562 The annual dues of Members shall be as follows:

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

579
580 For the purpose of this Section, a REALTOR® Member of a Member Association shall be held to be any
581 Member who has a place or places of business within the state or a state contiguous thereto and who, as a
582 principal, partner, corporate officer, or branch office manager of a real estate firm, partnership, or
583 corporation, is actively engaged in the real estate profession as defined in Article III, Section I, of the
584 Constitution of the *NATIONAL ASSOCIATION OF REALTORS®*. An individual shall be deemed to be
585 licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker
586 who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect
587 ownership interest and which is engaged in other aspects of the real estate business (except as provided for
588 in Section 2 (a) (1) hereof) provided that such licensee is not otherwise included in the computation of dues
589 payable by the principal, partner, or corporate officer of the entity.

590 A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting
591 and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive
592 basis shall annually file with the Association on a form approved by the Association a list of the licensees
593 affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely
594 engaged in referring clients and customers and are not engaged in listing, selling, leasing, renting,
595 managing, counseling or appraising real property. The individuals disclosed on such form shall not be
596 deemed to be licensed with the REALTOR® filing the form for purposes of this Section and shall not be
597 included in calculating the annual dues of the Designated REALTOR®. *Designated REALTORS® shall*
598 *notify the Association within three (3) days of any change in status of licensees in a referral firm.*
599

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

604 Membership dues shall be prorated for any licensee included on a certification form submitted to the
605 Association who during the same calendar year applies for REALTOR® membership in the Association.
606 However, membership dues shall not be prorated if the licensee held REALTOR® or REALTOR-
607 ASSOCIATE® membership during the preceding calendar year. **(Amended 11/14)**
608

609 **(b) REALTOR® Members.** The annual dues of REALTOR® Members other than the Designated
610 REALTOR® shall be in such amount as established annually by the Board of Directors. **(Amended 1/05)**
611

612 **(c) Institute Affiliate Members.** The annual dues of each Institute Affiliate Member shall be as established in
613 Article II of the Bylaws of the *NATIONAL ASSOCIATION OF REALTORS®*.
614

615 **NOTE:** The Institutes, Societies, and Councils of the National Association shall be responsible for
616 collecting and remitting dues to the National Association for Institute Affiliate members (\$105). The
617 National Association shall credit \$35 to the account of a local Association for each Institute Affiliate
618 Member whose office address is within the assigned territorial jurisdiction of that Association, provided,
619 however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board
620 (COB), the \$35 amount will be credited to the COB, unless the Institute Affiliate member directs that the
621 dues be distributed to the other Association. The National Association shall also credit \$35 to the
622 account of state Associations for each Institute Affiliate member whose office address is located within the
623 territorial jurisdiction of the state Association. Local and state Associations may not establish any
624 additional entrance, initiation fees or dues for Institute Affiliate members, but may provide service
625 packages to which Institute Affiliate members may voluntarily subscribe. **(Amended 11/2013)**
626

627 **(d) Affiliate Members.** The annual dues of each Affiliate Member shall be in such amount as established
628 annually by the Board of Directors.
629

630 **(e) Public Service Members.** The annual dues of each Public Service Member shall be in such amount as
631 established annually by the Board of Directors.
632

633 **(f) Honorary Members.** Dues payable, if any, shall be at the discretion of the Board of Directors.
634

635 **(g) Student Members.** Dues payable, if any, shall be at the discretion of the Board of Directors.
636

637 **Section 3. Dues Payable.**

638 Dues for all members shall be payable annually in advance on or before December 31 for the following
639 year. Dues received after the stated due date will be assessed a late fee. Failure to pay the late fee is
640 considered non-payment of financial obligations and Section 4 applies. Dues for new members shall be
641 computed from the month of application received and granting of provisional membership. (Adopted
642 1/98, Amended 1/05)

643 **(a)** In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is
644 dropped for nonpayment of Association dues, and the individual remains with the Designated
645 REALTOR®'s firm, the dues obligation of the "Designated" REALTOR® (as set forth in Article X, Section 2
646 **(a)**) will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from the
647 first day of the current fiscal year and are payable within 30 days of the notice of termination.
648

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

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

662
663 **Section 5. Deposits and Expenditures.**

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

666
667 **Section 6. Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members.**

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

671
672 **Section 7.**

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

676
677 **NOTE:** A Member Association's dues obligation to the National Association is reduced by an amount
678 equal to the amount which the Association is assessed for a REALTOR® Member, times the number of
679 REALTOR® Emeriti (as recognized by the National Association), Past Presidents and Past Treasurers of the
680 National Association, and recipients of the Distinguished Service Award of the National Association who
681 are REALTOR® Members of the Association. The dues obligation of such individuals to the Local
682 Association should be reduced to reflect the reduction in the Association's dues obligation to the National
683 Association. The Association may, at its option, choose to have no dues requirement for such individuals
684 except as may be required to meet the Association's obligation to the State Association with respect to
685 such individuals. Member Associations should determine whether the dues payable by the Association to the
686 State Association are reduced with respect to such individuals. It should be noted that this does not affect a
687 "designated" REALTOR®'s dues obligation to the Association with respect to those licensees employed
688 by or affiliated with the "designated" REALTOR® who are not Members of the Local Association.
689 **(Amended 11/2013)**

690
691 **Article XI – Elected Officers and Directors**

692
693 The Board of Directors shall be the governing body and shall have control of all the affairs of the
694 Association and shall authorize all expenditures of funds. The Board of Directors shall approve, upon
695 recommendation of the Finance Committee, a budget for the next fiscal year reflecting projected costs
696 and expenses of the Association and indicating projected income from all sources. With a majority vote the
697 Board of Directors shall have the right to make an audit of all books and accounts at any time without notice.

698
699 **Duties of those serving on the Board of Directors:**

- 700
701 (a) Support the mission statement.
702 (b) Support all decisions of the Board of Directors
703 (c) Read and understand the financial statements and otherwise assist the Board in
704 fulfilling its fiduciary responsibility.
705 (d) Attend board meetings and actively participate in decision-making.
706 (e) Share your area of expertise with the Board and Staff.
707 (f) Be an advocate for the organization; promote it in ways appropriate to your

- 708 profession and contacts
- 709 (g) Fulfill the duties of care, obedience, and loyalty to the organization.
- 710 (h) Participate in regular assessments to improve board performance.
- 711 (i) Participate in strategic planning activities.
- 712 (j) Prioritize and monitor programs and services.
- 713 (k) Partner with the CEO to accomplish the mission.
- 714 (l) Serve on at least one committee or task force each year.
- 715 (m) Work to develop new leadership and recommend potential board members to
- 716 the Leadership Development Academy
- 717 (n) Avoid even the appearance of conflict of interest
- 718 (o) Participate in the organization's conferences and
- 719 meetings.

- 720
- 721 a. The governing body of the Association shall be a Board of Directors consisting of the
- 722 elected officers, Immediate Past President and nine (9) elected REALTOR® members of the
- 723 Association. The Immediate Past President will serve a one- year term.
- 724
- 725 b. The Officers shall serve for a one-year term. No Officer or Director shall serve in the same position for
- 726 more than two consecutive terms whether full or partial, and thereafter shall not be eligible to serve on
- 727 the Board again unless a hiatus of at least (12) twelve months off the Board occurred. Officers and
- 728 Directors shall take office upon the effective date of their offices and shall continue until their
- 729 successors are elected, qualified, and installed. (Effective Date, January 1)
- 730
- 731 c. In no event shall more than two (2) members of the Board of Directors be from the
- 732 same company. Procedure in General Policies
- 733

734 In no event, shall any Officer or Director of the Royal Palm Coast REALTOR® Association, Inc. serve as an
735 Officer, Director, or Trustee in any of the following corporations:

- 736
- 737 Royal Palm Coast REALTOR® Realtors® Care Foundation of SWFL, Inc.
- 738 Royal Palm Coast REALTOR® Association Crisis Foundation, Inc.
- 739 SWFL Commercial Alliance, Inc.
- 740

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

748

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

757

758 **Section 1. Officers**

759 The elected officers of the Association shall be a President, a President- Elect, a Secretary, a Treasurer,
760 and an Immediate Past President. The Secretary and Treasurer may be the same person. They shall be
761 elected for terms of one year. Officers and Directors shall take office upon the effective date of their
762 offices and shall continue until their successors are elected, qualified, and installed (Effective date,
763 January 1). The President-Elect shall automatically become President for the ensuing year. The remaining
764 officers shall be elected by the REALTOR® members of the Association.

765

766 During their terms, each Officer shall also serve as the President, President-Elect, Treasurer, Secretary, and
767 Immediate Past President of the Florida Gulf Coast Multiple Listing Service.
768

769 **Section 2. Duties of Officers**

770 The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be
771 assigned to them by the Board of Directors. It shall be the particular duty of the Chief Executive Officer
772 to keep the records of the Board and to carry on all necessary correspondence with the *NATIONAL*
773 *ASSOCIATION OF REALTORS*® and the Florida Realtors®. **(Amended 02/22/05)**
774

775 The duties and responsibilities of all officers and directors shall be

- 776 a. Support the policies and programs adopted by the Board of Directors
 - 777 b. Promote active participation on the part of the membership
 - 778 c. Represent this Association at REALTOR® functions, meetings, and programs
- 779
780

781 **All mandatory qualifications must be completed prior to the time the eligible candidate takes office.**
782

783
784 **President.** The responsibilities of the President are:

785 The President is the chief presiding officer of the Organization and presides at its meetings and those of the
786 Board of Directors. The President is the sole spokesperson for the Association and has primary
787 responsibility for maintaining cooperative relationships with other organizations, and regulatory and
788 legislative bodies. The President with the President-Elect work with their immediate successor to set
789 coordinated goals and objectives, both short-term and long-term that will be carried forward. Except as
790 otherwise provided in the Bylaws, the President is responsible for calling and conducting meetings of the
791 Board, the Executive Committee, and membership, as well as establishing the agendas. The President is
792 supported by a Chief Executive Officer who is responsible for day-to-day administrative and operations, so it
793 is expected that the President will not be involved in administrative, and operations matters.
794

- 795 a. Support and direct implementation of policies and programs adopted by the Board of Directors
 - 796 b. Communicate to Board the progress in achieving the goals and objectives of the Organization
 - 797 c. Appoint committee chairs and all committee members in accordance with these bylaws
 - 798 d. Approve and evaluate CEO's goals and objectives and, in conjunction with the President-Elect
 - 799 e. Serve in ex-officio capacity for all committees
- 800

801 **President Elect:** The responsibilities of the President-Elect are:

802 The greatest responsibility of the President-Elect is to prepare to become the President. For this reason, the
803 President-Elect is expected to attend meetings with the President. The President-Elect performs the duties of
804 the presidency in the President's absence or when the President is unable to serve. The President Elect will
805 assist the President with the duties as assigned.
806

- 807 a. Assume the duties of the President in the event of his or her absence or disability
 - 808 b. Attend the national and state planning conferences
 - 809 c. Assume responsibilities delegated or assigned by the President
 - 810 d. Strategic Plan Implementation and oversight
 - 811 e. Responsible for Leadership Development Academy
 - 812 f. Participating in training opportunities including attending the National Association of REALTORS®
813 Annual Conferences, Florida Realtors® Conferences, GARD in Tallahassee and the District
814 Event.
 - 815 g. Serves as an officer and member of the Royal Palm Coast REALTOR® Association and Board of
816 Directors.
 - 817 h. Sits on Florida Realtors® Board of Directors
 - 818 i. Sits on the RPCRA Finance Committee
 - 819 j. Assist the President in evaluating and reviewing the goals and objectives of the CEO
- 820

821 **Mandatory Qualifications:**

822 To qualify as President Elect,:

- 823 a. Shall be a current REALTOR® member of the Royal Palm Coast REALTOR® Association

- 824 b. Shall have served in the Royal Palm Coast REALTOR® Association as an Executive Officer within the
- 825 past three (3) years
- 826 c. Must have served within the last 5 years, 1 full year as a member of the finance committee. Also
- 827 served as a chairperson of a standing committee within the last 5 years.
- 828 d. Must have held REALTOR® membership for minimum of three (3) full years from the joined date at the
- 829 time of taking office.
- 830 e. Must hold a current, valid Florida real estate license, certification or registration as set forth in Florida
- 831 statute Chapter 475, parts 1 and 2, and be a REALTOR® or REALTOR® -Associate® member in
- 832 good standing with Florida Realtors® and the Royal Palm Coast Realtor Association.
- 833 f. Shall be actively engaged in the real estate profession.
- 834 g. Must have no Code of Ethics violations which resulted in termination or suspension.

835 **Treasurer:** The responsibilities of the Treasurer are:

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

- 840
- 841 a. Serve as Chair of the Finance Committee and oversees the financial health and budget of the Royal
- 842 Palm Coast REALTOR® Association.
- 843 b. Attends all meetings of the Royal Palm Coast REALTOR® Association Board of Directors and
- 844 serves as an officer and member of the Board of Directors.
- 845 c. May serve as a member of Investment & Reserves Committee.
- 846 d. Leads the annual budget process and presents annual budget to the Finance Committee and
- 847 Board of Directors for approval.
- 848 e. Presents the Association's financial statements to the Board of Directors.
- 849 f. Become familiar with the financial position of the Association.
- 850 g. Confirms that an annual audit is made by a certified accounting firm and may be called on to sign
- 851 certain legal and banking documents as needed.
- 852 h. Participating in training opportunities including attending the Florida Realtors® Conferences,
- 853 GARD in Tallahassee and the District Event.
- 854 i. Sits on Florida Realtors® Board of Directors
- 855

856 **Mandatory Qualifications:**

857 To qualify as Treasurer, the candidate:

- 858 a. Shall be a current REALTOR® member of the Royal Palm Coast REALTOR® Association
- 859 b. Shall have served as a Royal Palm Coast REALTOR® Association Executive Officer within the past
- 860 three (3) years
- 861 c. Must serve on the Finance Committee the year immediately before taking office.
- 862 d. Shall have held REALTOR® membership for minimum of three (3) full years from the joined date at
- 863 the time of taking office.
- 864 e. Must hold a current, valid Florida real estate license, certification or registration as set forth in
- 865 Florida statute Chapter 475, parts 1 and 2, and be a REALTOR® or REALTOR®-Associate
- 866 member in good standing with Florida Realtors® and the Royal Palm Coast Realtor® Association.
- 867 f. Shall be actively engaged in the real estate profession.
- 868 g. Must have no Code of Ethics violations which resulted in termination or suspension.
- 869

870 **Credentials Committee Action**

871 In the event there are no qualified candidates for the position of Treasurer, the Credentials Committee may
 872 review and nominate for consideration as Treasurer a candidate who has served at least two (2) years as a
 873 Director within the last three (3) years, at least two (1) year on the Finance Committee and one (1) year as
 874 chair of a standing committee, within the last five (5) years.

875

876 **Secretary:** the responsibilities of the Secretary are:

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

- 880
- 881 a. Responsible for the minutes and attends all meetings of the Royal Palm Coast REALTOR®

- 882 Association Board of Directors and serves as an officer and member of the Board of Directors.
883 b. Maybe required to sign certain legal documents.
884 c. Responsible for taking minutes in executive sessions
885 d. Participate in training opportunities including attending the Florida Realtors® Conferences,
886 GARD in Tallahassee and the District Event.
887 e. Sits on Florida Realtors® Board of Directors
888 f. Sits on the RPCRA Finance Committee
889

890 **Mandatory Qualifications:**

891 To qualify as Secretary, the candidate:

- 892 a. Must be a current REALTOR® member of the Royal Palm Coast REALTOR® Association and
893 b. at time of taking office, must have served as an Officer or Director of the Royal Palm Coast
894 REALTOR® Association, Inc. for two years within the past three (3) years.
895 c. Must have held REALTOR® membership for minimum of three (3) full years from the joined date
896 at the time of taking office.
897 d. Must hold a current, valid Florida real estate license, certification or registration as set forth in
898 Florida statute Chapter 475, parts 1 and 2, and be a REALTOR® or REALTOR-Associate®
899 member in good standing with Florida Realtors® and the Royal Palm Coast Realtor® Association.
900 e. Shall be actively engaged in the real estate profession.
901 f. Must have no Code of Ethics violations which resulted in termination or suspension.

902 **Credentials Committee Action**

903 In the event there are no qualified candidates for the position of Secretary, the Credentials Committee may
904 review and nominate for consideration as Secretary a candidate who has served at least one (1) year as a
905 Director within the last three (3) years, at least one (1) year on the Finance Committee and one (1) year as
906 chair of a standing committee, within the last five (5) years.
907

908 **Immediate Past President:**

909 In the event of the absence of the President and President-Elect, the Immediate Past President will perform
910 the duties of the President. The President will automatically become Immediate Past President for the
911 ensuing year. The Immediate Past President will serve a one-year term and will be an Executive Officer.
912

913 **Responsibilities**

914 The immediate Past President shall chair the Bylaws Committee and the Credentials Committee.
915

916 **Director:** The responsibilities of the Director are:

917 Members of the Board of Directors are expected to represent the entire membership. When evaluating a
918 position on the board, remember that the Board of Directors is responsible to all members and must place
919 the welfare of the total Association ahead of geographic, factional, or personal consideration. Each Director
920 must express their viewpoints and share their opinions. Constructive criticism can be important to the
921 Association's growth and development. Directors should consider the needs and feelings of each other and
922 face the issues and facts. More importance is attached to their remarks made on and off, the record.
923 Directors should remember that discretion protects credibility and discourages rumors, gossip, and criticism.
924 Directors must be familiar with antitrust laws, professional standards, and Association Bylaws. All Directors
925 are obligated to support and carry out the decisions and directions of the Board.
926 Additionally, Directors must be active members. Their attendance at Association functions facilitates a
927 steady flow of communication with membership. Directors are expected to come to each meeting prepared
928 by having read and examined the packet distributed in advance and are encouraged to ask questions or
929 request additional information prior to a Board meeting. Be conscious of this and try to keep the meetings
930 moving.
931

- 932 a. Support the mission statement and the strategic plan.
933 b. Support all decisions of the Board of Directors
934 c. Read and understand the financial statements and otherwise assist the Board in
935 fulfilling its fiduciary responsibility.
936 d. Come prepared to board meetings and actively participate in decision-making.
937 e. Share your area of expertise with the Board and Staff.
938 f. Be an advocate for the organization; promote it in ways appropriate to your profession and contacts
939 g. Fulfill the duties of care, obedience, and loyalty to the organization.

- 940 h. Participate in regular assessments to improve board performance.
- 941 i. Participate in strategic planning activities.
- 942 j. Prioritize and monitor programs and services.
- 943 k. Serve on at least one committee each year.
- 944 l. Work to develop new leadership and recommend potential board members to the Leadership
- 945 Development Academy
- 946 m. Avoid even the appearance of conflict of interest and exemplify the Code of Ethics.
- 947 n. Participate in the organization's conferences, meetings, and events.
- 948

949 **Mandatory Qualifications:**

950 To qualify as a Director the candidate:

- 951 a. must be a current member and have held a REALTOR® membership in the Royal Palm Coast
- 952 REALTOR® Association for minimum of 3 full years from the joined date at the time of taking
- 953 office.
- 954 b. must have served on a Royal Palm Coast REALTOR® Association Committee for no less than
- 955 one (1) full term within the last two (2) years. Attendance has to be minimum 60% per
- 956 committee.
- 957 c. must hold a current, valid Florida real estate license, certification or registration as set forth in
- 958 Florida statute Chapter 475, parts 1 and 2, and be a REALTOR® or REALTOR-Associate®
- 959 member in good standing with Florida Realtors and the Royal Palm Coast Realtor Association.
- 960 d. shall be actively engaged in the real estate profession.
- 961 e. must have no Code of Ethics violations which resulted in termination or suspension.

962

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

964 (a). The Credentials Committee shall consist of nine (9) primary REALTOR® members, including the

965 Chair, and comprised of three (3) Past-Presidents and six (6) additional members. The most recent Past

966 President is the Chair. In the event, the most recent Past President cannot fulfill the obligation; the President

967 shall appoint the Chair.

968 The Credentials Committee shall be appointed each year by the President and ratified by a vote of the

969 majority of the Board of Directors present at the meeting. No potential candidate or nominee may be a

970 member of the Credentials Committee, including the President-Elect. Procedure General Policies.....

971

972 The Credentials Committee shall present a ballot of qualified candidates to the Board of Directors for

973 ratification; in the event of a vacant position, the committee may select at least one candidate for

974 each said position.

975

976 A ballot of candidates qualified by the Credentials Committee shall be forwarded to the members setting

977 forth the time, place, and other pertinent conditions of the Annual Meeting. The notice to the members

978 concerning the ballot of Officers and Directors to be voted on shall be communicated on a date at least 60

979 days prior to the Annual Meeting if an eligible candidate who applied for a position has been placed on the

980 ballot to that position by the Credentials Committee, such candidate shall not be eligible to be placed

981 on the ballot by petition, to any other position. Candidates shall not be permitted to run for more than one

982 office or position. The Credentials Committee shall not arbitrarily change the position the candidate is

983 seeking without the consent of the candidate.

984

985 (a) A candidate deemed not qualified has the option to appeal the decision of the Credentials Committee

986 in writing, to the Board of Directors, within 5 business days of notification.

987

988 (b) The election of Officers and Directors shall take place before the Annual Meeting. Election shall be

989 electronic voting which will begin seven (7) calendar days prior and will end by 3 PM EST the day

990 before the Annual Meeting. The ballot shall contain the names of all candidates and the offices for

991 which they are qualified. Winner(s) will be determined by majority vote. Voting may be by electronic

992 means, on a website, or all methods of voting, allowed by the State of Florida. The Board of Directors

993 shall designate the voting method.

994

995 (c) The President, with the approval of the Board of Directors, shall appoint an election task force of five

996 REALTOR® members who are not on the ballot and were not on the Credentials committee to

997 oversee the election.

998
999 (d) Candidates shall be notified by members of the Election task force, after election is closed and
1000 before the election results are made public. The numeric results of the election will not be
1001 published but can be reviewed
1002
1003

1004 **Section 4. Vacancies**

1005 In the event of a vacancy in any officer or director position, the President shall have the authority to assign the
1006 duties of the vacant office temporarily to other officers until the vacancy has been filled by the following
1007 procedures. Assignment of duties to an officer position (except the President Elect position) must be either a
1008 member of the current Board of Directors or a member of a past Board of Directors and have served at least
1009 one year as an officer or director.
1010

1011 The Credentials Committee shall within 30 days of vacancy make recommendations to the Board of Directors
1012 of all qualified and interested candidates for the vacant position and provide a candidate
1013 application/information packet of all qualified candidates to the board of directors for review. The board may
1014 request applicants to interview with the entire board within 10 days of being identified by the credentials
1015 committee.

1016 The board of directors shall then vote, within 15 days of received candidates' packages or interview
1017 (whichever is later), on who will be appointed to occupy the open positions for the unexpired term.

1018 The Board of directors will then ratify that the process was followed according to by-laws and ratify the final
1019 decision of the appointed President.
1020

1021 **Vacant President position**

1022
1023 a) If the office of the President should become vacant during the term of office, the President-Elect shall fill
1024 the vacancy and complete the unexpired term. A President-Elect who fills a vacancy in the office of President
1025 shall automatically become President for a full term upon completion of the unexpired term.

1026 b) If the President-Elect will not or is unable to fill the vacancy, the President office will automatically be
1027 appointed to the Treasurer.
1028

1029 c) If the Treasurer will not or is unable to fill the vacancy, the President office will automatically be appointed
1030 by the Board of Directors to a Past President having served within the past 3 years until the Board of
1031 Directors ratifies a permanent replacement to fulfill the unexpired term.
1032

1033 **Vacant President-Elect position**

1034
1035 If the office of president-elect becomes vacant, the President has the authority & will assign the duties of the
1036 President Elect to another officer of RPCRA to perform the duties of this position until the Board of Directors
1037 ratifies a permanent replacement to fulfill the unexpired term.
1038

1039 In the event any member of the Board of Directors is no longer a member of, or is no longer eligible for,
1040 membership in the Association from the class of membership from which such Officer or Director has been
1041 elected or appointed, or the Director or Officer changes his/her business affiliation or Association or otherwise
1042 materially alters the condition under which he or she was elected as Officer or Director, the person will have
1043 30 days from the time the change happens in order to clear up the issue before the Board begins to fill the
1044 vacancy.
1045

1046 **All appointments will conform to the requirements of Article XI.**

1047 **Section 5. Removal of Officers and Directors.**

1048 In the event that the Board of Directors deems, in its sole and exclusive discretion, an Officer or Director is
1049 incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Officer or
1050 Director may be removed from office under the following procedure.
1051

- 1052 (a) A petition requiring the removal of an officer or director and signed by not less than one-third of the
1053 voting membership or a majority of all Directors shall be filed with the President, or if the President is
1054 the subject of the petition, with the next-ranking officer, and shall specifically set forth the reasons
1055 the individual is deemed to be disqualified from further service.

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(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.

(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 of the hearing by the members. Provided a quorum is present, a three-fourths vote of members present and voting shall be required for removal from office.

Section 6. Chief Executive Officer.

The Chief Executive Officer reports directly to the President. 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.

Section 7. Defense and Indemnification of Officers and Directors.

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

Section 8. Harassment

Any member of the Royal Palm Coast REALTOR® Association may be reprimanded, placed on probation, suspended, or expelled for harassment of a Royal Palm Coast REALTOR® Association employee or Royal Palm Coast REALTOR® Association officer or director after an investigation in accordance with the procedures of the association. As used in this section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, action including strikes, shoves, kicks or other similar physical contacts, or threats to do the same, or any other conduct with the purpose or effect or unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision to the appropriate disciplinary action to be taken shall be made by an investigatory team comprised of the president, president-elect, treasurer, and secretary and one member of the board of directors selected by the highest- ranking officer not named in the complaint, upon consultation with Royal Palm Coast REALTOR® Association legal counsel. Disciplinary action may consist of any sanction authorized in the NAR Code of Ethics and Arbitration Manual. If the complaint involves the president, president-elect, treasurer, or secretary, they may not 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.

Section 9. Whistleblower

Any member of Royal Palm Coast REALTOR® Association may be reprimanded, placed on probation, suspended, or expelled for retaliation against a Royal Palm Coast REALTOR® Association employee or Royal Palm Coast REALTOR® Association officer or director for the legitimate reporting of inappropriate behavior on the part of members, vendors, coworkers, or any other Association contact after a hearing in accordance with the procedures established by the association. Disciplinary action may consist of any sanction authorized in the NAR Code of Ethics and Arbitration Manual. The decision on the appropriate disciplinary action to be taken shall be made by an investigatory team comprised of the president, president-elect, and/or secretary and one member of the board of directors selected by the highest- ranking officer not named in the complaint, upon consultation with Royal Palm Coast REALTOR® Association legal counsel. If

1115 the complaint involves the president, president-elect, or secretary, they may not participate in the proceedings
1116 and shall be replaced by the immediate past president or, alternatively, by another member of the board of
1117 directors selected by the highest- ranking officer not named in the complaint.
1118

1119 **Article XII Meetings**

1120
1121 **Section 1. Annual Meetings.** The annual meeting of the Association shall be held between September
1122 and November of each year, the date, place, and hour to be designated by the Board of Directors.
1123

1124 **Section 2. Meetings of Directors.** The Board of Directors shall designate a regular time and place of
1125 meetings. Absence from three (3) regular meetings may be subject to removal from their position. The
1126 Board of Directors may meet at any time it deems advisable on the call of the President or any three
1127 members of the Board of Directors. A quorum for the transaction of business shall be a majority of the
1128 Board of Directors, except as may otherwise be required by state law. A majority vote by the Directors
1129 present and voting at a meeting attended by a quorum shall be required for passage of motions.
1130

1131 **Section 3. Other Meetings**

1132 Meetings of the Members may be held at other times as the President or the Board of Directors may
1133 determine, or upon the written request of at least 2% of the Members eligible to vote.
1134

1135 **Section 4. Notice of Meetings**

1136 Written notice shall be given to every Member entitled to participate in the meeting at least five (5) days
1137 preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of the
1138 purpose of the meeting.
1139

1140 **Section 5. Official Notice**

1141 Official notice is considered met, wherever required in these Bylaws, of both the Association and MLS
1142 Corporation, as to the general benefit of the Membership by electronic notice to all voting members.
1143

1144 **Section 6. Quorum**

1145 A quorum for the transaction of business at general and/or special meetings, electronically or otherwise
1146 of the membership shall consist of 2% of the members eligible to vote, except as may otherwise be
1147 required by state law.
1148

1149 **Section 7. Voting Ineligibility**

1150 If an individual on a Committee or on the Board of Directors has a personal or professional involvement on
1151 an issue, outside the scope of the Association or its MLS, the individual shall disclose the potential for
1152 conflict of interest and shall not vote on the issue but may participate in discussion.
1153

1154 **Section 8. Electronic Transaction of Business.**

1155 To the fullest extent permitted by law, all meetings including the Board of Directors or membership may
1156 conduct business by electronic means. Meetings can be conducted either in a physical setting or electronically.
1157

1158 **Article XIII – Committees**

1159 **Section 1.**

1160 Appointments to the Professional Standards Committee and Grievance Committee shall be consistent
1161 with the cooperative professional standards enforcement agreement of the Association.
1162

1163 **NOTE:** Other standing committees which may be listed under this section include, but are not limited to,
1164 public relations, membership, REALTOR® protection, equal opportunity, RPAC fundraising, international,
1165 commercial, affordable housing, community service, REALTOR®-of-the-year, etc.) **(Amended 01/05)**
1166

1167 **Section 2. Special Committees/Task Forces.**

1168 The President shall appoint, subject to confirmation by the Board of Directors, special committees or task
1169 force as deemed necessary.
1170

1171 **Section 3. Organization.**

1172 All committees shall be of such size and shall have duties, functions, and powers as assigned by the
1173

1174 President or the Board of Directors except as otherwise provided in these Bylaws.
1175

1176 **Section 4. President.**

1177 The President shall be an ex-officio member of all standing committees and shall be notified of their
1178 meetings.

1179
1180 **Section 5. Quorum**

1181 A quorum for the transaction of business at a committee meeting shall be a majority of the committee.
1182

1183 **Section 6. Absentee.**

1184 Members who are absent from 3 meetings may be subject to removal.
1185

1186 **Section 7. Action without Meeting.**

1187 Any committee may act by unanimous consent electronically without a meeting. The consent shall be
1188 evidenced by one or more approvals electronically, each of which sets forth the action taken and bears the
1189 signature of one or more of the members of the committee. **(Adopted 1/05)**

1190
1191 **Section 8. Attendance by Telephone or Electronically**

1192 Members of a committee may participate in any meeting through the use of a conference telephone or
1193 similar communications equipment by means of which all persons participating in the meeting can hear
1194 each other electronically. Such participation shall be at the discretion of the President and shall
1195 constitute presence at the meeting.
1196

1197 **Article XIV – Fiscal and Elective Year**

1198
1199 **Section 1.** The fiscal year of the Association shall be January 1 to December 31.
1200

1201 **Section 2.** The elective year of the Association shall be January 1 to December 31.
1202

1203 **Article XV - Rules of Order**

1204
1205 **Section 1.** Robert's Rules of Order, latest edition, shall be recognized as the authority governing the
1206 meetings of the Association, its Board of Directors, and committees, in all instances wherein its provisions
1207 do not conflict with these Bylaws.
1208

1209 **Article XVI – Amendments**

1210
1211 **Section 1.** These Bylaws may be amended by the following means: (a) a quorum of fifty (50) eligible
1212 members at any membership meeting, or at any special meeting called for that purpose, provided that
1213 such amendments shall be plainly stated with words being added shown in underlined script and words
1214 being deleted shown in ~~struck through~~ script in the notice of the meeting at which they are to be
1215 considered; or, at the discretion of the Board of Directors, (b) amendments may be posted on the
1216 Association website or other electronic means and members may vote by electronic means as specifically
1217 instructed on the Association website. (c) When Bylaws amendments are mandated by NAR policy, these
1218 Bylaws may be automatically amended to reflect the mandate as of the effective date of the mandatory
1219 policy authorized by the *NATIONAL ASSOCIATION OF REALTORS®*. The Association shall provide notice
1220 of that change in a regular or special membership communication.
1221

1222 **Section 2.** Notice of meetings at which amendments are to be considered shall be provided to every
1223 member eligible to vote at least ten (10) calendar days prior to the meeting.
1224

1225 **Section 3.** Amendments to these Bylaws affecting the admission or qualification of REALTOR® and
1226 Institute Affiliate Members, the use of the terms REALTOR® and REALTORS®, or any alteration in the
1227 territorial jurisdiction of the Association shall become effective upon their approval as authorized by the
1228 Board of Directors of the *NATIONAL ASSOCIATION OF REALTORS®*.
1229

1230 **Article XVII – Dissolution**

1231

1232 **Section 1.** Upon the dissolution of this Association, the Board of Directors, after providing for the
1233 payment of all obligations, shall distribute any remaining assets to the Florida Realtors® or, within its
1234 discretion, to any other non-profit tax-exempt organization. **(Amended 01/05)**
1235

1236 **Article XVIII - Multiple Listing**

1237
1238 **Section 1. Authority.** The Association shall maintain for the use of its members a multiple listing
1239 service which shall be a lawful corporation of the state of Florida, all the stock of which shall be owned by
1240 the Association.
1241

1242 **Section 2. Purpose.** A multiple listing service is a means by which authorized participants make
1243 blanket unilateral offers of compensation to other participants (acting as subagents, buyer agents, or in
1244 other agency or nonagency capacities defined by law); by which cooperation among participants is
1245 enhanced; by which information is accumulated and disseminated to enable authorized participants to
1246 prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by
1247 which participants engaging in real estate appraisal contribute to common databases; and is a facility for
1248 the orderly correlation and dissemination of listing information so participants may better serve their clients
1249 and the public. Entitlement to compensation is determined by the cooperating broker's performance as a
1250 procuring cause of the sale (or lease). **(Amended 11/04)**
1251

1252 **Section 3. Governing Documents.** The Board of Directors shall cause any multiple listing service
1253 established by it pursuant to this article to conform its Corporate Charter, Constitution, Bylaws, rules,
1254 regulations, and policies, practices, and procedures at all times to the Constitution, *Bylaws*, rules,
1255 regulations, and policies of the *NATIONAL ASSOCIATION OF REALTORS®*.
1256

1257 **Section 4. Participation**

1258 Any REALTOR® of this or any other Association who is a principal, partner, corporate officer, or branch
1259 office manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in
1260 these Bylaws, shall be eligible to participate in multiple listing upon agreeing in writing to conform to the
1261 rules and regulations thereof and to pay the costs incidental thereto.* However, under no circumstances is
1262 any individual or firm, regardless of status, entitled to multiple listing service "participation" unless they
1263 hold a current, valid real estate broker's license and offer or accept compensation to and from other
1264 participants or are licensed or certified by an appropriate state regulatory agency to engage in the
1265 appraisal of real property.** Use of information developed by or published by an Association multiple
1266 listing service is strictly limited to the activities authorized under a participant's licensure(s) or certification
1267 and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey
1268 "participation" or "membership" or any right of access to information developed by or published by an
1269 Association multiple listing service where access to such information is prohibited by law. **(Amended 11/08)**
1270

1271 Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the
1272 requirement that an individual or firm offers or accepts cooperation and compensation means that the
1273 participant actively endeavors during the operation of its real estate business to list real property of the
1274 type listed on the MLS and/or to accept offers of cooperation and compensation made by listing brokers or
1275 agents in the MLS. "Actively" means on a continual and ongoing basis during the operation of the
1276 participant's real estate business. The "actively" requirement is not intended to preclude MLS participation
1277 by a participant or potential participant that operates a real estate business on a part-time, seasonal, or
1278 similarly time-limited basis or that has its business interrupted by periods of relative inactivity
1279 occasioned by market conditions. Similarly, the requirement is not intended to deny MLS participation
1280 to a participant or potential participant who has not achieved a minimum number of transactions
1281 despite good faith efforts. Nor is it intended to permit an MLS to deny participation based on the level of
1282 service provided by the participant or potential participant as long as the level of service satisfies state law.
1283 (Adopted 11/08)

1284 The key is, that the participant or potential participant actively endeavors to make or accept offers of
1285 cooperation and compensation with respect to properties of the type that are listed on the MLS in which
1286 participation is sought. This requirement does not permit an MLS to deny participation to a participant or
1287 potential participant that operates a "Virtual Office Website" (VOW) (including a VOW that the participant
1288 uses to refer customers to other participants) if the participant or potential participant actively endeavors to
1289 make or accept offers of cooperation and compensation. An MLS may evaluate whether a participant or
1290 potential participant actively endeavors during the operation of its real estate business to offer or

1291 accept cooperation and compensation only if the MLS has a reasonable basis to believe that the
1292 participant or potential participant is in fact not doing so. The membership requirement shall be applied in a
1293 nondiscriminatory manner to all participants and potential participants.
1294

1295 (a) A nonmember applicant for MLS participation who is a principal, partner, corporate officer, or branch
1296 office manager acting on behalf of a principal, shall supply evidence satisfactory to the membership
1297 committee that he/she has no record of recent or pending bankruptcy; has no record of official sanctions
1298 involving unprofessional conduct; agrees to complete a course of instruction (if any) covering the MLS
1299 rules and regulations and computer training related to MLS information entry and retrieval, and shall
1300 pass such reasonable and non-discriminatory written examination thereon as may be required by the
1301 MLS; and shall agree that if elected as a participant, he/she will abide by such rules and regulations and pay
1302 the MLS fees and dues, including the nonmember differential (if any), as from time to time
1303 established. Under no circumstances is any individual or firm entitled to MLS participation or membership
1304 unless they hold a current, valid real estate broker's license and offer or accept compensation to and
1305 from other participants or are licensed or certified by an appropriate state regulatory agency to engage
1306 in the appraisal of real property. Use of information developed by or published by an Association
1307 multiple listing service is strictly limited to the activities authorized under a participant's licensure(s) or
1308 certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to
1309 convey participation or membership or any right of access to information developed by or published by
1310 an Association multiple listing service where access to such information is prohibited by law. **(Amended**
1311 **11/08)**

1312
1313 **Section 5. Subscribers.** Subscribers (or users) of the MLS include non-principal brokers, sales
1314 associates, and licensed and certified appraisers affiliated with participants.
1315 Subscribers also include affiliated unlicensed administrative and clerical staff, personal assistants, and
1316 individuals seeking licensure or certification as real estate appraisers who are under the direct supervision
1317 of an MLS participant or the participant's licensed designee.
1318 ****Generally, Associations of REALTORS®, when there is more than one principal in a real estate firm,**
1319 **define the chief principal officer of the firm as the MLS "participant". If each principal is defined as a**
1320 **"participant", then each shall have a separate vote on MLS matters. Brokers or salespersons other than**
1321 **principals are not considered "participants" in the service but have access to and use of the service**
1322 **through the principal(s) with whom they are affiliated.**
1323

1324 **Section 6. Lockboxes**
1325 The "Lockbox" Program is administered through the Multiple Listing Service. The Multiple Listing Service
1326 adheres to the *NATIONAL ASSOCIATION OF REALTORS®* Lock Box Security Requirements" as set
1327 forth in the NAR Handbook on Multiple Listing Policy, Section 7.31.
1328

1329 **Article XIX – Miscellaneous**

- 1330
1331 (a) Gender. Whenever the masculine or singular form of a pronoun is used in these Bylaws, it shall be
1332 construed to mean the masculine, feminine or neuter; singular or plural, as the context requires.
1333
1334 (b) Severability. Should any portion hereof be void or become unenforceable, the remaining provisions of
1335 the instrument shall remain in full force and effect.
1336
1337 (c) Hierarchy of Governing Documents. The governing documents in descending order of superiority are the
1338 Articles of Incorporation, the Bylaws and the Board adopted rules, regulations, and policies.