

**Bylaws
of the
West Volusia Association
of REALTORS®**

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ARTICLE I - NAME

SECTION 1. NAME. The name of this organization shall be the West Volusia Association of REALTORS®, Inc., hereinafter referred to as “the Association”.

SECTION 2. USE OF REGISTERED COLLECTIVE MARK. Inclusion and retention of the Registered Collective Membership Mark REALTORS® in the name of the Association shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® as from time to time amended.

ARTICLE II - OBJECTIVES

The objectives of the Association are:

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

SECTION 2. To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® (the “Code of Ethics”).

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

SECTION 4. To further the interest of home and other real property ownership.

SECTION 5. To unite those engaged in the real estate profession with the Florida Association of REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the State and National, and obtaining the benefits and privileges of membership therein.

SECTION 6. To designate for the benefit of the public, individuals authorized to use the terms REALTOR® and REALTORS®, as licensed, prescribed and controlled by the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE III - JURISDICTION

SECTION 1. TERRITORIAL BOUNDARIES. The territorial jurisdiction of the Association, a member of the NATIONAL ASSOCIATION OF REALTORS®, shall include that portion of Volusia County, Florida lying West of a line beginning at the intersection of the Volusia/Flagler County line and the NE corner of SECTION 25, Township 14S, Range 30E, thence S to the SE corner of SECTION 36, Township 14S, Range 30E, thence W to the NE corner of SECTION 1, Township 15S, Range 30E, thence S to the SE corner of SECTION 36, Township 15S, Range 30E, thence E to the NE corner of SECTION 1, Township 16S, Range 31E, thence S to the Volusia/Seminole County line.

SECTION 2. JURISDICTION DEFINED. Territorial jurisdiction is defined to mean the right and duty to control the use of the terms REALTOR® and REALTORS® subject to the conditions set forth in these Bylaws and those of the NATIONAL ASSOCIATION OF REALTORS®, in return for which the Association agrees to protect and safeguard the property rights of the National Association in the terms.

ARTICLE IV - MEMBERSHIP

There shall be seven (7) classes of members as follows:

SECTION 1. REALTOR® Members. REALTOR® members, whether primary or secondary, shall be:

(a) **Principals.** Individuals who, as sole proprietors, partners, corporate officers or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate brokerage or appraisal practice in the State of Florida (the "State") or a state contiguous thereto.

(1) **Membership by All Principals.** All persons who are partners in a partnership, or all officers in a corporation who are actively engaged in the real estate profession within the State or a state contiguous thereto shall qualify for REALTOR® Membership only, and each is required to hold REALTOR® Membership (except as provided in the following paragraph) in a board of REALTORS® within the State or a state contiguous thereto unless otherwise qualified for Institute Affiliate Membership as described in SECTION 1(b) of Article IV.

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

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

(c) **Franchise REALTOR® Members:** Individuals who are licensed or unlicensed corporate officers of a real estate brokerage franchise organization with at least one hundred-fifty (150) franchisees located within the United States, its insular possessions and the Commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR Constitution and Bylaws. Such individuals shall enjoy all of the rights, privileges and obligations of REALTOR® membership (including compliance with the Code of Ethics) EXCEPT: obligations related to Association-mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the local Association, State Association and National Association.

(d) **Primary and Secondary REALTOR® Members:** An individual is a Primary Member if the Association pays State and National dues based on such Member. An individual is a Secondary Member if State and National dues are remitted through another Association. One of the principals in a real estate firm must be a Designated REALTOR® member of the Association in order for licensees affiliated with the firm to select the Association as their "primary" Association.

(e) **Designated REALTOR® Members:** Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® Member who shall be responsible for all duties and obligations of Membership including the obligation to arbitrate pursuant to Article 17 of the Code of Ethics

and the payment of Association dues as established in Article X of these Bylaws. The "Designated REALTOR®" must be a sole proprietor, partner, corporate officer or branch office manager acting on behalf of the firm's principal(s) and must meet all other qualifications for REALTOR® Membership established in Article V, SECTION 2 of these Bylaws. (Amended 11/11)

SECTION 2. INSTITUTE AFFILIATE MEMBERS. Institute Affiliate Members shall be individuals who hold a professional designation awarded by an Institute, Society, or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® membership, subject to payment of applicable dues for such membership. (Amended 01/02)

SECTION 3. AFFILIATE MEMBERS. Affiliate Members shall be real estate owners or other individuals or firms who, while not engaged in the real estate profession as defined in SECTION 1 and Section 2 above, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Association.

SECTION 4. PUBLIC SERVICE MEMBERS. Public Service Members shall be individuals who are interested in the real estate profession as salaried employees of educational, public utility, governmental or other similar organizations, but are not engaged in the real estate profession as defined in paragraph (a) of SECTION 1 above, on their own account or in association with an established real estate business.

SECTION 5. HONORARY MEMBERS. Honorary Members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for the Association, or for the public.

SECTION 6. STUDENT MEMBERS. Student members shall be individuals who are seeking an associate, undergraduate or graduate degree with a specialization or major in real estate at institutions of higher learning, and who have completed at least two years of college and at least one college level course in real estate, but are not engaged in real estate business on their own account or not associated with an established real estate office.

SECTION 7. FLORIDA ASSOCIATION PRESIDENT. The President of the Florida Association of REALTORS®, if not otherwise an Association member, shall be a non-dues paying REALTOR® member in good standing by virtue of the office. The FAR President shall not have the right to vote on Association matters nor hold elective office in the Association, but shall, when authorized by the Association, cast those votes allowed as its Delegate Body representative to the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE V - QUALIFICATIONS AND ELECTION

SECTION 1. APPLICATION

(a) Form. An application for membership shall be made in such manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it.

(b) Required Agreements. Among the statements to be included in the application form to be signed by the applicant shall be that applicant:

(1) Agrees as a condition to membership to thoroughly familiarize himself/herself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitutions, Bylaws, and Rules and Regulations of the Association, the State and National Associations, and if elected a member, will abide by the Constitutions and Bylaws and Rules and Regulations of the Association, State and National Associations and, if a REALTOR® member, will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the obligation to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further specified in the *Code of Ethics and Arbitration Manual* of the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended, and

(2) Consents that the Association, through its Executive Committee or otherwise, may invite and receive information and comment about applicant from any member or other persons, and that applicant agrees that any information and comment furnished to the Association by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the form of application, have access to a copy of these Bylaws, Constitution, Rules and Regulations, and Code of Ethics referred to above. (Amended 11/11)

SECTION 2. QUALIFICATIONS

(a) Principals: An applicant for REALTOR® Membership who is a principal, partner, corporate officer or branch office manager of a real estate firm shall supply evidence satisfactory to the Association that he or she:

(1) Is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property,

(2) Has a place of business within the State or a state contiguous thereto, unless a Secondary Member.

(3) Has no record of official sanctions involving unprofessional conduct and has no recent or pending bankruptcy.

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

later). In the event that an existing member initiates bankruptcy proceedings, the member may be placed on a "cash basis" from the date that bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.

b. Sanctions. No record of official sanctions involving unprofessional conduct is intended to mean that the Association may only consider:

1. Judgments. Judgments against the applicant within the past three (3) years of violations of civil rights laws, real estate license laws, and or other laws prohibiting unprofessional conduct, against the applicant rendered by the courts or other lawful authorities;

2. Convictions. Criminal convictions if the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted and less than ten (10) years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date; (Amended 05/2007)

(4) Agrees to complete a course of instruction covering these Bylaws, Rules and Regulations of the Association, these Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Association; and

(5) Agrees that if elected to membership, applicant will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.

(b) Non-Principals: Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers in order to qualify for REALTOR® membership, shall at the time of application:

(1) Be associated either as an employee or as an independent contractor with a Designated REALTOR® member of the Association or a Designated REALTOR® member of another Association if a Secondary Member,

(2) Must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property,

(3) Shall complete a course of instruction covering these Bylaws and Rules and Regulations of the Board, these Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Association; and, until such time, he or she shall refrain from using the term REALTOR®, and

(4) Shall agree in writing that if elected to membership he or she will abide by such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics.

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

- (1) All final findings of Code of Ethics violations and violations of other membership duties in any other Association within the past three (3) years.
- (2) Pending ethics complaints or hearings
- (3) Pending unsatisfied discipline
- (4) Pending arbitration requests or hearings
- (5) Unpaid arbitration awards or unpaid financial obligations to any other Association or Association-owned MLS

(d) Pending Ethics/Arbitration. "Provisional" membership may be granted in instances where ethics complaints or arbitration requests or hearings are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association except for violations of the Code of Ethics, provided all other qualifications for membership have been satisfied.

(1) NAR Bylaws Compliance. The Association shall maintain compliance with Article IV, SECTION 2, of the NAR Bylaws that prohibits member associations from knowingly granting REALTOR® membership to any applicant who has an unfulfilled sanction pending which was imposed by another Board or Association of REALTORS® for violation of the Code of Ethics.

(2) Reconsideration of Status. The Association may reconsider the membership status of such individuals when all pending ethics and arbitration matters and related discipline have been resolved or if such matters are not resolved within six months from the date that provisional membership is approved.

(3) Privileges & Obligations. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration request pending, the Association may condition membership on the applicant's certification that he/she will submit to the pending ethics or arbitration proceeding in accordance with the established procedures of this Association and will abide by the decision of the hearing panel.

SECTION 3. ELECTION The procedure for election to REALTOR® membership shall be as follows:

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

(b) If the Board of Directors determines the individual does not meet all of the qualifications for membership as established in these Bylaws, or if the individual does not satisfy all the requirements of membership established in these Bylaws, (for example, completion of a mandatory orientation program) within 60 days from the Association's receipt of their application, the provisional membership may be terminated at the discretion of the Board of Directors. The Board of Directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the Board of Directors, he/she shall be declared elected to membership.

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

(d) If the Board of Directors determines that the applicant should be rejected, it shall record its reasons with the Chief Executive Officer. If the Board of Directors believe that denial of membership to the applicant may become the basis of litigation and claim of damage by the applicant, it may specify that termination shall become effective upon entry in a suit by the Association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the termination violates no rights of the applicant. (Adopted 1/98, Amended 1/05, Amended 1/17)

SECTION 4. New Member CODE OF ETHICS Orientation

(a) Applicability. Applicants for REALTOR® members and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less.

(b) Non-Compliance. Failure to satisfy this requirement within 60 days of the date of application or, alternatively, the date that provisional membership was granted, will result in denial of the membership application or termination of provisional membership.

SECTION 5. REALTOR® CODE OF ETHICS Training

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

(b) Non-Compliance. Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any two (2) year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any two (2) year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated. (Adopted 1/01, Amended 11/08, Amended 11/16)

SECTION 6. STATUS CHANGES

(a) Applicability: This Section applies only in those instances in which:

- (1) A non-principal REALTOR® member becomes a principal, or
- (2) A non-principal REALTOR® member transfers his or her license between principal REALTORS®

(b) Non-Principal to Principal: A REALTOR® who changes the conditions under which he or she holds membership shall be required to provide written notification to the Association within thirty (30) days.

(1) Membership Requirements. A REALTOR® (non-principal) who becomes a principal in the firm with which he or she has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals, may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) and shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal) Member.

a. Special Orientation. The Association may require new REALTOR® (principal) members to complete a special orientation class regarding their unique responsibilities under the Code of Ethics and Association Bylaws, Policies, Rules and Regulations.

b. Non-Compliance. If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within the time established by the Board of Directors after the date they advised the Association of their change in status, their new membership application will terminate automatically, unless otherwise directed by the Board of Directors.

(c) Transfer of License Between Principals. A REALTOR® member who is transferring their license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all of the privileges and obligations of membership during the period of transition.

(1) Notification Period. If the transfer is not completed within 30 days of the date the Association is advised of the disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the Board of Directors. (Amended 1/98)

(2) Reinstatement Upon Transfer. A transferring REALTOR® who has been terminated in accordance with subsection (c)(1) of this Section has one hundred twenty (120) days from the time he or she leaves one REALTOR® office and affiliates with another REALTOR® office within the Association to reinstate their membership without having to reapply or take the required Orientation Course, conditioned upon payment of a reinstatement fee as determined by the Board of Directors and any dues, fees, fines, assessments or other charges for products and services owed at the time of termination.

(d) Qualifications & Fees.

(1) Qualifications. The Board of Directors, at their discretion, may waive any qualification which the member who is changing status has already fulfilled in accordance with the Association's Bylaws.

(2) Fees. No new member application fees will be charged to REALTOR® members for a change of status as defined in this Section.

ARTICLE VI - PRIVILEGES AND OBLIGATIONS

SECTION 1. PURPOSE. The privileges and obligations of members, in addition to those otherwise provided in these Bylaws, shall be as specified in this Article.

SECTION 2. SCOPE OF AUTHORITY.

(a) REALTOR® Members. Any REALTOR® member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws, of Association Rules and Regulations consistent with these Bylaws, or both, after a hearing as provided in the *Code of Ethics and Arbitration Manual* of the Association.

(b) Members Other Than REALTORS®. Although members other than REALTORS® are neither subject to the Code of Ethics nor its enforcement by the Association, such members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, members other than REALTORS® may, upon recommendation of the *Executive Committee*, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR® or REALTORS®, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local Association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

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

SECTION 4. RESIGNATION/TERMINATION/INACTIVATION.

(a) Definitions: For purposes of clarity, the following definitions will be applied to the circumstances under which a member leaves the field of membership:

(1) Resignation: Voluntary by the member upon submission in writing to the Association. The resignation of a Member shall become effective upon acceptance by the Board of Directors after payment of all financial obligations to the Association.

(2) Termination: Involuntary by action of the Association for non-payment of financial obligations or thirty (30) days after having been reported as no longer licensed with a Designated REALTOR®.

(3) Inactivation: Involuntary for up to thirty (30) days resulting from notification by the Designated REALTOR® that the member is no longer licensed with him or her.

(4) Expulsion: Involuntary resulting from disciplinary measures adopted for violations of the Code of Ethics.

(b) Financial Obligations. If a member is indebted to the Association for dues, fees, fines, or other assessments of the Association for any of its services, departments, divisions, or subsidiaries at time of resignation, termination or inactivation for any reason, the Association may condition the right of the

former member to reapply for membership upon payment in full of all such monies owed.

SECTION 5. RESIGNATION WITH PENDING ETHICS/ARBITRATION MATTERS.

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

(2) Pending Arbitration Request. If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®. *(Amended 1/00 and 11/11)*

SECTION 6. REALTOR® MEMBERS

(a) Rights & Responsibilities. REALTOR® Members, whether primary or secondary, in good standing are entitled to vote and hold elective office in the Association, and may use the terms REALTOR® For purposes of this section, the term "good standing" means the member satisfies the "Obligations of REALTOR® Members", is current with all financial and disciplinary obligations to the association and MLS, has completed any new member requirements, and complies with NAR's trademark rules. There shall be no proxy voting.

(b) Confirmation. Any principal or non-principal, upon being accepted into the Association, who has met the requirements for membership as stated elsewhere in these Bylaws, shall then be confirmed as a Member.

(c) Suspension/Expulsion of Principal. If a REALTOR® Member is a principal in a firm, partnership or corporation and is suspended or expelled:

(1) Use of Collective Marks. The firm, partnership, or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until re-admission to REALTOR® membership, or unless connection with the firm, partnership, or corporation is severed, whichever may apply.

(2) Severing of Connection. For the suspended or expelled REALTOR® to sever his or her connection with the firm partnership, corporation or trust, he or she must:

- a. Resign his or her office as an officer, director or officer manager of the firm;
- b. Dispose of his or her stock or ownership interest, if any, to the end that he retains no control or voting rights within the firm; and
- c. Cease and desist from performing any duties or acts involving the supervision and direction of sales personnel.

(3) Effect on Other Member Principals. The membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member, or until re-admission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, whichever may apply.

(4) Effect on Member Non-Principals. The membership of REALTORS®, other than principals who are employed by or affiliated as independent contractors with the disciplined member, shall suspend or terminate during the period of suspension of the disciplined member or until readmission of the disciplined member or until connection of the disciplined member with the firm partnership or corporation is severed, or unless the REALTOR® member (non-principal) elects to sever his or her connection with the REALTOR® and affiliate with another REALTOR® member in good standing in the Association whichever may apply.

(5) Effect of Suspension/Termination of Non-Principals. If a REALTOR® member other than a principal in a firm, partnership or corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

(d) Notification of Non-Principals. In any action taken against a principal REALTOR® member for suspension or expulsion under SECTION 6(c), notice of such action shall be given all principal and non-principal REALTORS® employed by or affiliated as independent contractors with such REALTOR® member, and they shall be advised that the provisions of SECTION 6.(c)(3) and (4) above shall apply.

(e) Suspension/Expulsion of Non-Principals. If a Non-Principal REALTOR® Member is suspended or expelled by the Board of Directors, he or she shall not have the right to vote or hold office or to use the term REALTOR® or REALTORS® during the period of suspension or expulsion.

SECTION 7. INSTITUTE AFFILIATE MEMBERS. Institute Affiliate Members shall have such rights and privileges and be subject to such obligations as are prescribed by the Board of Directors in compliance with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®. No Institute Affiliate Member may be granted the right to use the term REALTOR® or the REALTOR® logo; to serve as an officer or director of the Association; or to be a Participant in the Association's Multiple Listing Service. (Amended 1/02)

SECTION 8. OTHER MEMBERS. Affiliate, Public Service, Honorary and Student Members shall have such privileges and rights and be subject to such obligations as may be prescribed by the Board of Directors.

SECTION 9. RESPONSIBILITIES OF THE DESIGNATED REALTOR®.

(a) Certification. No later than thirty (30) days prior to the annual dues billing or by a date established by the Board of Directors, Designated REALTOR® members shall:

(1) Certify to the Association on a form provided by the Association, a complete listing of all individuals licensed or certified with the office(s) of the Designated REALTOR® and designate a primary association for each individual who holds membership.

(2) Identify any non-member licensees in the REALTOR® office(s) and, if Designated REALTOR® dues have been paid to another association based on said non-member licensees, shall identify the association to which dues have been remitted.

(3) These declarations shall be used for calculating dues under Article X, SECTION 2(a).

(b) Reporting of Licensees. Designated REALTORS® shall notify the Association of any individual(s) licensed or certified with the firm(s) within five (5) business days of the date of affiliation or severance of the individual.

(c) Non-Member Application Period. Non-member licensees affiliating with a Designated REALTOR® have thirty (30) days in which to apply to become a REALTOR® member, after which the Designated REALTOR® will be billed the personal dues increase for a non-member salesperson pro-rated from the first day of the quarter in which the individual was licensed with the firm.

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

SECTION 10. HARASSMENT.

(a) Authority. Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an Association employee, officer or director after an investigation in accordance with the procedures of the Association.

(b) Definition. As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment.

(c) Disciplinary Action. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and President-Elect and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with Association Legal Counsel. Disciplinary action may include any sanction authorized in the Association's Code of Ethics and Arbitration Manual. If the complaint names the President or President-Elect, they may not participate in the proceedings and shall be replaced by the Immediate Past-President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.

ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION

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

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

Every REALTOR® member shall maintain a high level of integrity and adhere to the association's membership criteria. Any violent act or threat of violence to person or property, hateful conduct, or acts of moral turpitude impacting the public shall not be tolerated and may be cause for disciplinary action, up to including termination of membership (Amended 4/22)

SECTION 3. COOPERATIVE AGREEMENT. The responsibility of the Association and Association members relating to the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and procedures incident thereto, shall be consistent with the Cooperative Professional Standards Enforcement Agreement entered into by the Association, which by this reference is made part of these Bylaws.

ARTICLE VIII - USE OF THE TERMS REALTOR® AND REALTORS®

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

SECTION 2. PRIVILEGE OF USE. REALTOR® members shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their places of business within the State or a state contiguous thereto so long as they remain REALTOR® members in good standing. No other class of members shall have this privilege. (Amended 1/96)

SECTION 3. USAGE BY PRINCIPALS. A REALTOR® member who is a principal of a real estate firm, partnership, or corporation may use the terms REALTOR® and REALTORS® only if all the principals of each firm, partnership, or corporation who are actively engaged in the real estate profession are REALTOR® members of an association within the State or a state contiguous thereto or Institute Affiliate Members as described in SECTION 1(b) of Article IV.

(a) Commercial Offices. In the case of a REALTOR® member who is a principal of a real estate firm, partnership, or corporation whose business activity is substantially all commercial, the right to use the term REALTOR® or REALTORS® shall be limited to office locations in which a principal, partner, corporate officer, or branch office manager of the firm, partnership, or corporation holds REALTOR® membership.

(b) Other Places of Business. If a firm, partnership, or corporation operates additional places of business in which no principal, partner, corporate officer, or branch office manager holds REALTOR® membership, the term REALTOR® or REALTORS® may not be used in any reference to those additional places of business. (Amended 01/01)

SECTION 4. USAGE BY INSTITUTE AFFILIATES. Institute Affiliate Members shall not use the terms REALTOR®, or REALTORS®, or the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE IX - STATE AND NATIONAL MEMBERSHIPS

SECTION 1. EXTENSION OF MEMBERSHIP. The Association shall be a member of the NATIONAL ASSOCIATION OF REALTORS® and the Florida Association of REALTORS®. By reason of such membership, each REALTOR® member of the Association shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the Florida Association of REALTORS® without further payment of dues. The Association shall continue as a member of the State and National Associations, unless by majority vote of all of its REALTOR® members, decision is made to withdraw, in which case the State and National Associations shall be notified at least one month in advance of the date designated for the termination of such membership.

SECTION 2. USE OF MEMBERSHIP MARKS. The Association recognizes the exclusive property right of the NATIONAL ASSOCIATION OF REALTORS® in the terms REALTOR® and REALTORS®. The Association shall discontinue use of the terms in any form in its name upon ceasing to be a member of the National Association, or upon a determination by the Board of Directors of the National Association that it has violated the conditions imposed upon the terms.

SECTION 3. CODE ADOPTION & ENFORCEMENT. The Association adopts the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and agrees to enforce the Code among its REALTOR® Members. The Association and all of its Members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the National Association and the Florida Association of REALTORS®.

ARTICLE X – DUES, FEES AND ASSESSMENTS

SECTION 1. APPLICATION FEE. The Board of Directors may adopt an application fee for REALTOR® membership in reasonable amount, not exceeding three (3) times the amount of the annual dues for REALTOR® membership, which shall be required to accompany each application for REALTOR® membership and which shall become the property of the Association upon final approval of the application. (Amended 1/02)

SECTION 2. DUES. The annual dues of members shall be as follows:

(a) Designated REALTOR® Members.

(1) Calculation. The annual dues of each Designated REALTOR® member shall be in such amount

as established annually by the Board of Directors, plus an additional amount to be established annually by the Board of Directors times the number of real estate salespersons and licensed or certified appraisers who are:

a. Employed by or affiliated as independent contractors, or who are otherwise directly licensed with such REALTOR® member, and

b. Not REALTOR® members of any association in the State or a state contiguous thereto or Institute Affiliate Members of the Association or State Associations.

(2) Exclusions.

a. Dues Paid Elsewhere. In calculating the dues payable to the Association by a Designated REALTOR® member, non-member licensees as defined in SECTION 2(a) (1) of this Article shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on said non-member licensees in another association in the State or in a state contiguous thereto, provided the Designated REALTOR® notifies the Association in writing of the identity of the association to which dues have been remitted.

b. Commercial Offices. In the case of a Designated REALTOR® member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the Designated REALTOR® as defined in subsection 2(a) above in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this Association. (Amended 1/05)

(b) Other REALTOR® Members. The annual dues of REALTOR® Members other than the Designated REALTOR® shall be an amount determined annually by the Board of Directors.

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

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

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

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

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

e) Affiliate & Public Service Members. The annual dues for Affiliate and Public Service members shall be as established annually by the Board of Directors. (Amended 1/05)

(f) Honorary & Student Members. Dues shall be set at the discretion of the Board of Directors. (Amended 1/05)

(g) NAR Honorees: For REALTOR® members who are recognized by the National Association as REALTOR® Emeriti, past presidents of the National Association or recipients of their Distinguished Service Award, that portion of annual dues attributable to the local association shall be as determined by the Board of Directors. This does not apply to these individuals' dues obligation for non-member salespersons incurred when acting as Designated REALTORS®.

SECTION 3. DUES PAYABLE.

(a) Annual Dues. Dues for all members shall be payable annually in advance of the last business day of October.

(b) Proration for New Members. Dues for new members shall be computed from the date of application and granting of provisional membership. Dues shall be prorated for any non-member licensee included on the Designated REALTOR'S® certification form who applies for REALTOR® membership during the same calendar year. (Amended 01/05)

SECTION 4. NONPAYMENT OF FINANCIAL OBLIGATIONS.

(a) Suspension for Nonpayment. If dues, fees, fines, assessments or amounts owed for products or services including, at the discretion of the Board of Directors, amounts owed to a Multiple Listing Service in which the Association is a shareholder, are not paid by the due date, the nonpaying member may be automatically suspended and/or appropriate late fees assessed as determined by the Board of Directors.

(b) Termination for Nonpayment. If dues, fees, fines assessments or amounts owed to the Association for products or services are not paid within sixty (60) days after the due date, the membership of the nonpaying member may be terminated at the discretion of the Board of Directors and the Designated REALTOR® billed for his or her corresponding increase in dues. Amounts owed may be billed to the Designated REALTOR up to fifteen (15) days prior to proposed Termination. However, no action shall be taken to suspend or expel a member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors.

(c) Payment of Prior Obligations. A former member whose membership has been terminated for

nonpayment of dues, fees, fines, products and services or other assessments duly levied in accordance with the provisions of these Bylaws or provisions of other Rules and Regulations of the Association or by any of its services, departments, divisions or subsidiaries, may apply for reinstatement after making payment in full of all accounts due the Association as of the date of termination and any fees required by the Association or the Florida or National Associations.

(d) Notification of Dues, Fees, Fines, Assessments & Other Financial Obligations. All dues, fees, fines, assessments, or other financial obligations to the Association shall be noticed to the delinquent member in writing or by electronic means setting forth the amount owed and due date.

SECTION 5. REINSTATEMENT FEES. At the direction of the Board of Directors, a reinstatement fee in lieu of an application fee may be charged to former REALTOR® members whose memberships were voluntarily or involuntarily terminated (as described in Article VI, Section 4) within the prior or current calendar year in addition to any fees charged by the Florida or National Associations.

ARTICLE XI - OFFICERS AND DIRECTORS

SECTION I. OFFICERS. The elective officers of the Association shall be the President, President-Elect and Treasurer with the Immediate Past-President and Chief Executive Officer serving as ex-officio officers.

(a) Terms. The President, President-Elect, Treasurer and Immediate Past-President shall serve one-year terms beginning January 1 following their election. The Treasurer may serve consecutive one-year terms in that respective office. Service equaling or exceeding one-half a term shall be considered a full term.

(b) Duties. The duties of the officers shall be such as their titles by general usage would indicate and such as may be assigned by the Board of Directors.

(1) President. Shall serve as chief elected officer and shall preside at meetings of the Association, the Board of Directors, and the Executive Committee.

(2) President-Elect. In the absence or inability of the President to perform the duties of the office, the President-Elect shall perform the duties of the President. Upon completion of his or her elective year, the President-Elect shall automatically succeed to the Presidency without the need for further elective consideration. In the event the President does not fully serve his or her term due to death, disability, removal from office, resignation or otherwise, the President-Elect shall succeed to the office of President and shall thereafter serve a full term as President.

(3) Treasurer. Shall serve as Treasurer and chair the Finance Committee. In consultation with that Committee and the Chief Executive Officer, shall prepare a budget for the ensuing fiscal year and give financial reports of the Association at meetings of the members and to the Board of Directors at its regular meetings.

(4) Chief Executive Officer. Shall serve as Corporate Secretary and have such duties and responsibilities as assigned in Article XV and by the Board of Directors.

SECTION 2. BOARD OF DIRECTORS.

(a) Duties and Responsibilities. As the governing body of the Association, the Board of Directors shall:

(1) Be vested with exclusive power and authority to formulate, fix, determine and adopt matters of policy concerning the activities, affairs or organization of the Association subject only to any limitations imposed herein.

(2) Be charged with the duty and responsibility of enforcing and carrying into effect the provisions of the Articles of Incorporation and Bylaws of the Association.

(3) Direct the manner in which all funds of the Association are disbursed and the purposes therefore and shall adopt and approve a budget for each fiscal year.

(4) Manage the affairs of the Association, approve all committee appointments, consider membership applications, authorize certified audits of the books and accounts by a Certified Public Accountant and employ Legal Counsel and the Chief Executive Officer.

(5) Perform all other duties imposed under the Articles of Incorporation and Bylaws and shall have full power to exercise such functions as may be necessary, expedient or incidental to the full exercise of any powers bestowed upon it by the Articles of Incorporation and Bylaws or any amendment thereto of these Bylaws.

(b) Composition. The Board of Directors shall consist of REALTOR® members of the Association in good standing at the time of election and at all times during service as an Officer or Director:

(1) Officers. The three (3) elective officers and the Immediate Past President as ex-officio directors.

(2) Immediate Past President. Shall be the living REALTOR® most recently serving a full term in the office of President and who has agreed to so serve, and shall have such duties and responsibilities as assigned by the Board of Directors or President and as Vice Chairman of the Nominating Committee.

(3) Elected Directors. Six (6) elected directors.

(4) MFRMLS Director & MLS Advisory Council. Any current sitting MFRMLS Board Director & MLS Advisory Council Members representing the West Volusia Association of REALTORS® shall serve as ex-officio directors.

(5) Chief Executive Officer. The Chief Executive Officer shall serve as ex-officio, non-voting director and shall not be counted toward a quorum.

(c) Director Terms.

(1) Elected Directors. The six (6) elected REALTOR® Members shall serve the following terms: Each election year – ~~three~~ (3) will be elected to serve a two-year term.

A special election shall be completed no later than March 31st, 2020 to fill the vacant seats added in 2019, following regular nominating, slate and balloting guidelines in these by-laws. Determination of the one-year and two-year term for this special election shall be determined by lot among the two (2) prevailing candidates with the highest votes.

(2) MFRMLS Director. The MFRMLS Director may serve consecutive terms in this capacity.

(3) Firm Representation. A maximum of two (2) elected or ex-officio directors, or one officer and one elected or ex-officio directors, from any one firm shall serve on the Board of Directors. This qualification shall be met at time of nomination.

SECTION 3. ELECTION OF OFFICERS AND DIRECTORS.

(a) Nominations. At least two months before the annual election, the Association will distribute nomination forms to the REALTOR® members for their recommendations to be considered by the Nominating Committee for officers and directors along with any nominees identified by the Nominating Committee as appropriate. A member may recommend themselves unless they are then serving as a member of the Nominating Committee.

(b) Nominating Committee.

(1) Composition.

a. Chair/Vice Chair. The Immediate Past President once removed will chair the Committee and the Immediate Past President will serve as Vice Chair. Should the Immediate Past President once removed be unable or unwilling to serve, the Board of Directors shall select a chairman from among those former members of the Board of Directors who have served within the preceding three (3) years. Should the Immediate Past President be unable or unwilling to serve, the next most Immediate of such Past Presidents able and willing to serve shall Vice Chair.

b. Members. In addition to the Chair and Vice Chair, five (5) REALTOR® members of the Association in good standing shall be appointed by the President with the approval of the Board of Directors.

c. Eligibility & Quorum. Nominating Committee members shall not be eligible for nomination to a director or officer position as either a Committee or floor candidate. No more than one member from the same firm shall serve on the Committee. A quorum shall be five (5) members.

(2) Responsibility. The Committee shall develop a slate of candidates for the offices of President-elect and Treasurer and for the class of elected directors whose terms are expiring. Only one nominee shall be chosen for each position.

a. Vacancy Recommendations. Should an elected director be nominated for an officer position, the Committee may recommend an individual to the Board of Directors for their consideration in filling the vacancy should the nominated director be elected.

b. Completion of Term. If a director nominated for an officer position is not elected, he or she shall remain on the Board for the balance of their term.

(3) Distribution of Slate. The slate shall be distributed to all REALTOR® members by printed and/or electronic means and shall be posted in the Association office at least ten days prior to the August General Meeting.

(c) Officer & Director Qualifications.

(1) President-Elect. Nominees for President-Elect shall be REALTOR® members in good standing of this Association for at least three (3) consecutive years and must have served at least one (1) year on the Board of Directors within the past five (5) years and served on or chaired at least two (2) committees,

MFRMLS committees, state or national committees or any other groups established and/or appointed by the President or Board of Directors within the past five years.

(2) Treasurer. Nominees for Treasurer shall be REALTOR® members in good standing of this Association for at least two (2) years, have served at least one (1) year on the Board of Directors within the past five (5) years and served on or chaired at least one (1) committee, state or national committee or any other group established and/or appointed by the President or Board of Directors within the past five years. Alternatively, nominees may also be REALTOR® members in good standing who have served at least two (2) consecutive years on the Finance Committee of this Association.

(3) Elected Director Qualifications. Nominees for elected directors shall be REALTOR® members in good standing of this Association for at least two (2) years and have served on or chaired at least one (1) committee, MFRMLS committee, state or national committee or any other group established and/or appointed by the President or the Board of Directors within the past five years.

(d) Consent to Serve. All nominees for officer or elected director, including nominees from the floor, must have agreed in writing to serve prior to the time of nomination on a form provided by the Association. All consent to serve paperwork must be completed entirely and received at least forty-eight (48) hours before the Nominating Committee meets or forty-eight (48) hours before the August nominating meeting has been called to order. Forms should be submitted to the Chief Executive Officer of the Association as prescribed by the Board of Directors.

(e) Floor Nominees. At the August General Membership Meeting, nominations may be made from the floor for those individuals who participated in the nominating process but were not slated. Nominees must meet all other qualifications for that position and express intent to run from the floor not later than 72 hours prior to the beginning of the August General Membership Meeting. At the close of this meeting nominations are closed. If no candidates qualify to run from the floor, an August General Membership Meeting will not be held.

(f) Time & Place of Election. The election of officers and directors shall take place at the annual election meeting in September. Written and electronic ballots shall be counted toward a quorum.

(1) Uncontested Positions. Uncontested Nominating Committee candidates shall be placed before the Annual Election Meeting for election by acclamation.

(2) Contested Positions. If more than one candidate is nominated for any position, an election by ballot for those positions shall be held. The ballot shall contain the names of all Nominating Committee and floor nominees for the contested positions.

(3) Ballots. Written absentee balloting for contested positions shall commence ten (10) business days prior to the election meeting at designated places and times as published by notice to the membership. All ballots must be cast in person. Absentee ballots will be counted toward a quorum. Absentee ballots will not be used if the Board of Directors determines that electronic voting will be used for the election. The Association shall make a computer available at the board office should someone wish to vote in-person at the Association, within the rules and polices and timelines of the election as determined annually by the Board of Directors.

(4) Electronic Voting. At the discretion of the Board of Directors, written balloting for officers and directors may be replaced or supplemented by voting by secure electronic means under procedures

established and adopted by the board. By the July meeting of the Board of Directors, it shall be decided if voting should be available by electronic means.

(5) Election.

a. Officers. In contested officer positions, a plurality shall elect.

b. Directors. The candidates receiving the highest number of votes for the number of director positions available will be deemed elected. Members voting will be instructed to vote for up to the number of positions to be filled from the slate as submitted.

(g) Election Committee. In contested elections, the President, with the approval of the Board of Directors, shall appoint an Election Committee of three (3) REALTOR® members of the Association to conduct the election, collect and count the ballots and certify the results. In case of a tie, the issue shall be determined by lot. No member of the current year's Nominating Committee may serve on the Election Committee.

SECTION 4. VACANCIES. Vacancies among the officers and Board of Directors shall be filled by the Board of Directors until the next annual election, except as noted below. Any vacancies created by an election that does not produce a candidate for each office shall be filled by the Board of Directors for the corresponding year.

(a) President. If the office of the President should become vacant between elections, the President-elect shall fill the vacancy and complete the unexpired term. The President-elect who fills a vacancy in the office of the President shall automatically become President for a full term after completion of the unexpired term.

(b) President-Elect. An individual appointed to fill a vacancy in the office of President-elect shall assume the Presidency the following year.

(c) Immediate Past-President. If a vacancy in the office of Immediate Past President occurs, it shall be considered eliminated for the remainder of the term and that vacated Board seat shall be filled by the Board of Directors by a REALTOR® member in good standing who meets the requirements of any nominated director as usually nominated by the Nominating Committee. The individual who fills the Board seat shall not automatically serve on the Executive Committee unless the Board of Directors approves such an appointment. The Executive Committee shall continue to function without the presence of a vacant Immediate Past-President.

SECTION 5. REMOVAL OF OFFICERS AND DIRECTORS. In the event that an officer or director is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the officer or director may be removed under the following procedure:

(a) Petition. A petition requiring the removal of an officer or director and signed by no less than one-third of the voting membership or a majority of all directors shall be filed with the President, or if the President is the subject of the petition, with the next ranking officer and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.

(b) Special Meeting. 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, the sole business of which shall be to consider the charge against the officer or director and to render

a decision on such petition.

(1) Notification, Conduct & Voting. The special meeting shall be noticed to all voting members at least ten (10) days prior to the meeting and shall be conducted by the President, unless the President's continued service in office is being considered at the meeting. In such case, the next ranking officer will conduct the meeting. Provided a quorum is present, a three-fourths vote of members present and voting shall be required for removal from office.

(c) Removal for Cause: An officer or director may be removed from office by a three-fourths vote of the Board of Directors without the need for membership vote upon conviction, plea of nolo contendere to, or placed on probation for a felony or any crime involving an act or acts of moral turpitude by a court of competent jurisdiction, or if found to have engaged in sexual harassment under the procedures set forth in Article VI, Section 9 of these Bylaws.

ARTICLE XII - MEETINGS

SECTION 1. ANNUAL MEMBERSHIP MEETING. The annual meeting of the Association shall be held in December, the date, place and hour to be designated by the Board of Directors, at which meeting the officers and directors shall be installed.

SECTION 2. OTHER MEMBERSHIP MEETINGS. Meetings of the members may be held at such other times as the President or the Board of Directors may determine, or upon the written request of at least ten percent (10%) of the REALTOR® Members.

SECTION 3. NOTICE OF MEETINGS. Notice shall be given to every member entitled to participate in the meeting at least one week preceding all meetings either in writing or by electronic means. If a special meeting is called it shall be accompanied by a statement of the purpose of the meeting.

SECTION 4. QUORUMS.

(a) Regular & Annual Meetings. A quorum for a regular called membership meeting and the Annual Membership Meeting shall be those REALTOR® Members present.

(b) Special & Election Meetings. A quorum for any special meeting and the election of officers and directors shall be ten percent (10%) of the REALTOR® Membership. Absentee written and electronic ballots will count toward a quorum

(c) Board of Directors. A quorum for any regular or special meeting of the Board of Directors shall be a simple majority, unless otherwise specified in these Bylaws.

(d) Committees. A quorum for all committees shall be twenty-five percent (25%) of its duly appointed regular members unless otherwise provided in these Bylaws.

SECTION 5. MEETINGS OF DIRECTORS & ATTENDANCE. The Board of Directors shall designate a regular time and place for its meetings but shall meet no less than six (6) times per calendar year.

(a) Attendance. Absence from three (3) regular meetings per year without an excuse deemed valid by the Board of Directors shall be construed as resignation there from.

(b) Method. Regular or special meetings may be held in person or by video conferencing, conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can simultaneously hear each other. Participation in a meeting shall constitute presence in person at such a meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

SECTION 6. MEETINGS OF COMMITTEES & ATTENDANCE. Standing or special committees shall meet as necessary to accomplish their assigned objectives.

(a) Attendance/Removal. Absence from three (3) regular meetings without an excuse deemed valid by the Chair shall be construed as a resignation there from, provided however, that the President may remove any committee member for cause at any time.

(b) Method. Committees may meet in person or by video conferencing, conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can simultaneously hear each other.

ARTICLE XIII - COMMITTEES

SECTION 1. APPOINTMENT

(a) Standing Committees. In accordance with policies established by the Board of Directors, the President shall appoint from among the REALTOR® members, subject to confirmation by the Board of Directors, the following standing committees: Executive, Finance/Facilities, Grievance, Professional Standards, Education, Member Services/Events, Legislative, RPAC Fundraising and Nominating. Appointments to the Professional Standards Committee and Grievance Committee shall be consistent with the cooperative professional standards enforcement agreement of the Association. There shall be an Affiliate Business Partners Committee composed of Affiliate members. Affiliates shall also be permitted to participate in Member Services/Events and RPAC Fundraising committees.

(b) Other Committees. The President shall appoint, subject to confirmation by the Board of Directors, such other committees, task forces or other work groups of REALTOR® and other members as deemed necessary.

SECTION 2. ORGANIZATION & POWERS. All committees shall be of such size and shall have such duties, functions, and powers as may be assigned by the President or the Board of Directors, except as otherwise provided in these Bylaws.

SECTION 3. PRESIDENT. The President shall be ex-officio, non-voting member of all standing and special committees except the Nominating, Professional Standards and Grievance Committees and shall be notified of their meetings.

SECTION 4. EXECUTIVE COMMITTEE

(a) Composition. The Executive Committee shall consist of the President, the President-Elect, the Treasurer and Immediate Past President. The Chief Executive Officer shall be ex-officio, non-voting member.

(b) Authority. The Committee shall be under the direction and control of the Board of Directors; however, the Committee has the authority to take action between meetings of the board as authorized within guidelines and policies established by the Board of Directors.

(c) Meetings/Quorum: Meetings shall be held upon the call of the President or upon written request of any three (3) voting members of the Committee. A quorum shall be three (3) voting members of the Committee.

ARTICLE XIV - FINANCE

SECTION 1. FISCAL YEAR. The fiscal year of the Association shall be the calendar year. (Amended 1/05)

SECTION 2. MANAGEMENT OF FUNDS. All monies received by the Association for any purpose shall be deposited in a federally insured financial institution or institutions selected by the Board of Directors, or shall be invested in the name of the Association in securities or other investment vehicles consistent with the investment policy of the Association, as approved by the Board of Directors.

SECTION 3. ANNUAL BUDGET. The Board of Directors shall adopt a budget prior to the beginning of each ensuing fiscal year and shall administer the finances of the Association. All budgets must be reviewed by the current year's Finance Committee before the Board of Directors can consider approval of any annual budget.

ARTICLE XV – OFFICE

SECTION 1. ASSOCIATION OFFICE

(a) Direction. The business at the office shall be under the direction of the Chief Executive Officer.

(b) Funding. Funds shall be allocated in the budget for necessary personnel and other expenses of operating the office.

(c) Bonding. At the discretion of the Board of Directors, the Chief Executive Officer and other staff positions as appropriate shall be bonded by a surety company in the amount(s) set by the board, the cost of the bond shall be paid by the Association.

SECTION 2. CHIEF EXECUTIVE OFFICER. The Board of Directors shall appoint a Chief Executive Officer who shall be the chief administrative officer of the Association, work under the supervision of the President and perform such duties as prescribed by the Board of Directors, including, but not limited to:

(a) Supervisory Responsibilities. Serve as the chief administrative officer, exercising general supervision over the office, employing and discharging all employees of the Association, and determining the general office procedures in keeping with these Bylaws and established policy.

(b) Files/Correspondence. Maintain the permanent files of the Association, serve as Corporate Secretary, and attend meetings of the Association, Board of Directors, and Executive Committee, and carry on all necessary correspondence with the Florida Association of Realtors® and the NATIONAL ASSOCIATION OF REALTORS®.

(c) Duties. Carry out the duties delegated by the President and the Board of Directors, assist all committees and coordinate all Association meetings, activities, and functions.

(d) Management of Funds. Receive, deposit, invest and disburse all funds in accordance with the policies, procedures, and budgets as approved by the Board of Directors.

ARTICLE XVI - RULES OF ORDER

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

ARTICLE XVII - AMENDMENTS

SECTION 1. ADOPTION. These Bylaws may be amended by majority vote of the REALTOR® members present and qualified at any regular, annual or special membership meeting where a quorum is present. The substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting.

Amendments may also be made by an electronic/online vote of the REALTOR members in place of a paper ballot method should the Board of Directors feel such method is more appropriate.

SECTION 2. NOTICE. Notice of all meetings at which such amendments are to be considered shall be given to every REALTOR® Member at least one week prior to the time of the meeting.

SECTION 3. NATIONAL & STATE ASSOCIATION AMENDMENTS.

(a) Uniform Provisions. Amendments to these Bylaws affecting the admission or qualification of REALTOR® and Institute Affiliate Members, the use of the terms REALTOR® and REALTORS®, any alteration in the territorial jurisdiction of the Association, or other modifications to the “uniform provisions” as stated in the NAR Model Bylaws for Local Associations shall become effective upon their approval by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®.

(b) Other Required/Recommended Revisions. Any other required or appropriate optional recommendations for amendments to these Bylaws made by the NATIONAL ASSOCIATION OF REALTORS® or the Florida Association of REALTORS® will automatically become a part of these Bylaws upon approval of the Board of Directors.

ARTICLE XVIII - DISSOLUTION

Upon the dissolution or winding up of the affairs of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Florida Association of REALTORS® or within its discretion, to any other nonprofit tax exempt organization. (Amended 01/05)

ARTICLE XIX - MULTIPLE LISTING SERVICE

SECTION 1. AUTHORITY. The Association shall maintain for the use of its members a multiple listing service which shall be a lawful corporation of the State of Florida, all the stock of which shall be owned by the Association and other associations of REALTORS®.

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

SECTION 3. GOVERNING DOCUMENTS. The Board of Directors shall cause any multiple listing service in which the Association has full or partial ownership to conform its Corporate Charter, Constitution, Bylaws, rules, regulations, and policies, practices, and procedures at all times to the Constitution, Bylaws, rules, regulations, and policies of the NATIONAL ASSOCIATION OF REALTORS®.

(a) A nonmember applicant for MLS participation who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, shall supply evidence satisfactory to the membership committee that he/she has no record of recent or pending bankruptcy; has no record of official sanctions involving unprofessional conduct; agrees to complete a course of instruction (if any) covering the MLS Rules and Regulations and computer training related to MLS information entry and retrieval, and shall pass such reasonable and non-discriminatory written examination thereon as may be required by the MLS; and shall agree that if elected as a participant, he/she will abide by such rules and regulations and pay the MLS fees and dues, including the nonmember differential (if any), as from time to time established. Under no circumstances is any individual or firm entitled to MLS participation or membership unless they hold a current, valid real estate broker's license and offer or accept compensation to and from other participants, or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by an association multiple listing service is strictly limited to the activities authorized under a participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey participation or membership or any right of access to information developed by or published by an association multiple listing service where access to such information is prohibited by law. (Amended 09/13)

Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm offers or accepts cooperation and compensation means that the participant actively endeavors during the operation of its real estate business to list real property of the type listed on the MLS and/or to accept offers of cooperation and compensation made by listing brokers or agents in the MLS. "Actively" means on a continual and ongoing basis during the operation of the participant's real estate business. The "actively" requirement is not intended to preclude MLS participation by a participant or potential participant that operates a real estate business on a part-time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny MLS participation to a participant or potential participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit an MLS to deny participation based on the level of service provided by the participant or potential participant as long as the level of service satisfies state law. (Adopted 09/13)

The key is that the participant or potential participant actively endeavors to make or accept offers of cooperation and compensation with respect to properties of the type that are listed on the MLS in which participation is sought. This requirement does not permit an MLS to deny participation to a participant

or potential participant that operates a “Virtual Office Website” (VOW) (including a VOW that the participant uses to refer customers to other participants) if the participant or potential participant actively endeavors to make or accept offers of cooperation and compensation. An MLS may evaluate whether a participant or potential participant actively endeavors during the operation of its real estate business to offer or accept cooperation and compensation only if the MLS has a reasonable basis to believe that the participant or potential participant is in fact not doing so. The membership requirement shall be applied in a nondiscriminatory manner to all participants and potential participants. (Adopted 09/13)

The requirements of (1) no record of recent or pending bankruptcy; (2) no record of official sanctions involving unprofessional conduct; and (3) completion of a course of instruction on the MLS rules and regulations and computer training related to MLS information entry and retrieval may be deleted from this section at the option of each association. In states where law requires non-association members be admitted to the MLS of an association of REALTORS®, any limitations or restrictions imposed on participation or membership shall be no more stringent than permissible under the National Association's Membership Qualification Criteria. However, in states where non-association member access to the MLS is not a requirement of state law, associations may, at their discretion, establish additional qualifications for non-association member participation and membership in the MLS.

SECTION 4. ELIGIBILITY FOR PARTICIPATION. Any REALTOR® of this or any other association who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in these Bylaws, shall be eligible to participate in multiple listing upon agreeing in writing to conform to the rules and regulations thereof and to pay the costs incidental thereto. However, under no circumstances is any individual or firm, regardless of membership status, entitled to multiple listing service “membership” or “participation” unless they hold a current, valid real estate broker’s license and offer or accept compensation to and from other participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property.

SECTION 5. USE OF INFORMATION. Use of information developed by or published by an association-owned multiple listing service is strictly limited to the activities authorized under a participant’s licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey “participation” or “membership” or any right of access to information developed by or published by an association-owned multiple listing service where access to such information is prohibited by law. (Amended 11/08)

SECTION 6. QUALIFICATIONS FOR PARTICIPATION. Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm offers or accepts cooperation and compensation means that the participant actively endeavors during the operation of its real estate business to list real property of the type listed on the MLS and/or to accept offers of cooperation and compensation made by listing brokers or agents in the MLS.

(a) Definition of “Actively”. “Actively” means on a continual and ongoing basis during the operation of the participant's real estate business. The “actively” requirement is not intended to preclude MLS participation by a participant or potential participant that operates a real estate business on a part-time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny MLS participation to a participant or potential participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit an MLS to deny participation based on the level of service provided by the participant or potential participant as long as the level of service satisfies state law.

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