



# BYLAWS

## ARTICLE I NAME

### Section 1. Name

The name of this organization shall be the Lakeland Association of REALTORS®, hereinafter referred to as the “Association.”

### Section 2. REALTORS®

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

## ARTICLE II – OBJECTIVES

The objectives of this Association are:

### Section 1.

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

### Section 2.

To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®.

### Section 3.

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

### Section 4.

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

### Section 5.

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

### Section 6.

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

## ARTICLE III – JURISDICTION

### Section 1.

The territorial jurisdiction of the Association as a member of the NATIONAL ASSOCIATION OF REALTORS®:

Start at Northeast corner of Section 34, Township 24, Range 25, run in a Southerly direction to South corner of Section 2 and 3, Township 27, Range 25, thence West to

East boundary of Range 24, thence South to Northeast corner of Section 12-29-24, thence West along the North boundary of Sections 11 and 12, Township 29, Range 24, thence South along West boundary of Section 11 and 14, Township 29, thence West along North boundary of Section 20, 21 and 22, Township 29, Range 24, and Sections 5 and 8, Township 30, Range 24, at Southwest corner of Section 8, Township 30, Range 24, run West to Hillsborough County line, thence run North along County Line to the Sumter County Line, thence along the Withlacoochee River (County Line) to Polk County, thence North to Lake County, thence East along County Line to Point of beginning.

### Section 2.

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

Section 1. There shall be six classes of Members as follows:

- a) **REALTOR® Members** REALTOR® members, whether primary or secondary shall be:
  - 1) Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office located in the state of Florida or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation, who are actively engaged in the real estate profession within the state or a state contiguous thereto shall qualify for REALTOR® Membership only, and each is required to hold REALTOR® Membership in a Board of REALTORS® within the state or a state contiguous thereto unless otherwise qualified for Institute Affiliate Membership as described in Section 1(b) of Article IV. 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 office within the jurisdiction of the Association in which one 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.

- 2) Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers, and are associated with a REALTOR<sup>®</sup> Member and meet the qualifications set out in Article V.
  - 3) Franchise REALTOR<sup>®</sup> Membership. Corporate Officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisee 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<sup>®</sup> 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<sup>®</sup> in connection with their franchise organization's name; the right to hold elective office in the local Association, State Association and National Association.
  - 4) Primary and secondary REALTOR<sup>®</sup> 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<sup>®</sup> member of the Association in order for licensees affiliated with the firm to select the Association as their "primary" Association.
  - 5) Designated REALTOR<sup>®</sup> Members. Each firm shall designate in writing one REALTOR<sup>®</sup> 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 the Bylaws. The "Designated REALTOR<sup>®</sup>" must be a sole proprietor, partner, corporate officer or branch office manager acting on behalf of the firm's principals) and must meet all other qualifications for REALTOR<sup>®</sup> Membership established in Article V, Section 2, of the Bylaws.
- b) **Institute Affiliate Members.** Institute Affiliate Members shall be individuals who hold a professional designation awarded by an Institute, Society or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup> 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<sup>®</sup> membership, subject to payment of applicable dues for such membership.
  - c) **Affiliate Members.** Affiliate Members shall be real estate owners and other individuals or firms who, while not engaged in the real estate profession as defined in paragraphs (a), or (b) of this Section, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Association. Each firm may have one employee as a designated affiliate and may have additional employees as additional affiliate members.
  - d) **Public Service Members.** Public Service Members shall be individuals who are interested in the real estate profession as employees of or affiliated with educational, public utility, governmental, or other similar organizations, but are not engaged in the real estate profession on their own account or in association with an established real estate business.
  - e) **Student Members.** Student Members shall be individuals who are seeking an undergraduate or graduate degree with a specialization or major in real estate at institutions of higher learning, and who have completed at least two years of college and at least one college level course in real estate, but are not engaged in the real estate profession on their own account or not associated with an established real estate office.
  - f) **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.
  - g) **REALTOR<sup>®</sup> Emeritus.** A REALTOR<sup>®</sup> Member who has held membership in the Lakeland Association of REALTORS<sup>®</sup> for a cumulative period of forty (40) years, upon certification by the Board of Directors, shall be designated "REALTOR<sup>®</sup> EMERITUS" and local dues shall be waived

## ARTICLE V - QUALIFICATION AND ELECTION

### Section 1. Application

- a) An application for membership shall be made in such manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to membership to thoroughly familiarize himself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup>, the Constitutions, Bylaws, and Rules and Regulations of the Association, 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<sup>®</sup> 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 Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended, and (2) that applicant consents that the Association, through its Membership Committee or otherwise, may invite and receive information and comment about applicant from any Member or other persons, and that applicant agrees that any information and comment furnished to the Association by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character . The applicant shall, with the form of application, have access to a copy of the Bylaws, Constitution, Rules and Regulations, and Code of Ethics referred to above.

### **Section 2. Qualification**

- a) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Association through its Membership Committee or otherwise that he/she is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy\*, has no record of official sanctions involving unprofessional conduct\*\*, agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Committee, and shall agree that if elected to membership, he will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.
- b) Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of the Association or a Designated REALTOR® Member of another Board (if a secondary member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has no record of official sanctions involving unprofessional conduct\*\* shall complete a course of instruction covering the Bylaws and Rules and Regulations

of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Membership Committee and shall agree in writing that if elected to membership he will abide by such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics.

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

\*\*No record of official sanctions involving unprofessional conduct is intended to mean that the Board may only consider:

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

(2) criminal convictions if (a) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted, and (b) no more than ten 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.

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

(1) All final findings of Code of Ethic violations and violations of other membership duties in any other Association within the past three (3) years

(2) Pending ethics complaints/hearings

(3) Unsatisfied discipline pending

(4) Pending arbitration requests/hearings

(5) Unpaid arbitration awards, financial obligations to any other association or association MLS

(6) Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm.

"Provisional" membership may be granted in instances

where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics; \*See Note below) provided all other qualifications for membership have been satisfied. Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six months from the date that provisional membership is approved. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration request pending, the Association may condition membership on the applicant's certification that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the Association to which the applicant has made application) and will abide by the decision of the hearing panel.

NOTE: Article IV, Section 2, of the NAR Bylaws prohibits Member Boards 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.

### **Section 3. Election**

The procedure for election to membership shall be as follows: Amended 12/08

- a) Applicants for REALTOR® membership shall be granted provisional membership immediately upon review of the applicants completed application form by the Association Executive (or duly authorized designee) 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. If the Association Executive (or duly authorized designee) determines that the individual does not meet all of the qualifications for membership as established in the association's bylaws, or, if the individual does not satisfy all of the requirements of membership within the required time from the association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated.
- b) Dues shall be computed from the date of application and shall be non-refundable unless the association's Board of Directors terminates the individual's membership in accordance with subsection (a) above. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received association services.
- c) The Board of Directors may not terminate any provisional membership without providing the applicant with advance notice of the findings, an opportunity to appear before the Board of Directors, to call witnesses on his behalf, to be represented by counsel, and to make such statements as he deems relevant. The Board of

Directors may also have counsel present. The Board of Directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.

- d) If the Board of Directors determines that the provisional membership should be rejected, it shall record its reasons with the Association Executive. If the Board of Directors believes that termination of provisional membership may become the basis of litigation and a claim of damage by the provisional member, it may specify that denial shall become effective upon entry in a suit by the Association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the termination violates no rights of the applicant.

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

Applicants for REALTOR® membership and provisional REALTOR® members shall complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one year or less. Failure to satisfy this requirement within 60 days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

NOTE: Orientation programs must meet the learning objectives and minimum criteria established from time to time by the NATIONAL ASSOCIATION OF REALTORS®.

### **Section 5. Continuing Member Code of Ethics Training**

Effective January 1, 2001, through December 31, 2004, and for successive four year periods thereafter, each REALTOR® member of the Association shall be required to complete quadrennial 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 a requirement of membership in another association and REALTOR® members who have completed the 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 New Member Code of Ethics Orientation during any four year cycle shall not be required to complete additional ethics training until a new four year cycle commences.

Failure to satisfy this requirement shall be considered a violation of a membership duty for which REALTOR® membership shall be suspended until such time as the training is completed.

Members suspended for failing to meet the requirement for the first four (4) year cycle (2001 through 2004) will have

until December 31, 2005 to meet the requirement. Failure to meet the requirement by that time will result in automatic termination of membership.

Failure to meet the requirement for the second (2005 through 2008) cycle and subsequent four (4) year cycles will result in suspension of membership for the first two months (January and February) of the year following the end of any four (4) 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.

#### **Section 6. Status Changes**

- a) A REALTOR<sup>®</sup> who changes the conditions under which he holds membership shall be required to provide written notification to the Association within 30 days. A REALTOR<sup>®</sup> (non-principal) who becomes a principal in the firm with which he has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR<sup>®</sup> principals may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR<sup>®</sup> (principal) Members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR<sup>®</sup> (principal). If the REALTOR<sup>®</sup> (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within 30 days of the date they advised the Association of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.
- b) A REALTOR<sup>®</sup> who is transferring their license from one firm comprised of REALTOR<sup>®</sup> principals to another firm comprised of REALTOR<sup>®</sup> principals shall be subject to all of the privileges and obligations of membership during the period of transition. If the transfer is not completed within 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.
- c) The Board of Directors, at its discretion, may waive any qualification which the applicant has already fulfilled in accordance with the Association's Bylaws.
- d) Any application fee related to a change in membership status shall be reduced by an amount equal to any application fee previously paid by the applicant.
- e) Dues shall be prorated from the first day of the month in which the member is notified of election by the Board of Directors and shall be based on the new membership status for the remainder of the year.

### **ARTICLE VI - PRIVILEGES AND OBLIGATIONS**

#### **Section 1.**

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

#### **Section 2.**

Any member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration manual of the National Association. Although Members other than REALTORS<sup>®</sup> Members are not subject to the Code of Ethics not 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<sup>®</sup> and conduct their business and professional practices accordingly. Further, Members other than REALTOR<sup>®</sup> Members may, upon recommendation of the Membership Committee, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct which in the opinion of the Board of Directors, applied on a non-discriminatory basis, reflects adversely on the terms REALTOR<sup>®</sup> or REALTORS<sup>®</sup>, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposed of the local Association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup>.

#### **Section 3.**

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

#### **Section 4. Harassment**

Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an Association or MLS employee or Association Officer or Director after an investigation in accordance with the established procedures of the Association. As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and President-elect and/or Vice President and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the Association. Disciplinary action may include any sanction authorized in the Association's Code of Ethics and Arbitration Manual. If the complaint names the President, President-Elect or Vice President, 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 5.**

Resignations of Members shall become effective when received in writing by the Board of Directors, provided, however, that if the Member submitting the resignation is indebted to the Association for dues, fee, fines, or other assessments of the Association or of any of its services, departments, divisions, or subsidiaries, the Association may condition the right of the resigning Member to reapply for membership upon payment in full of all such monies owed. The Association is further authorized to use any legal means to collect such monies owed at any time.

### **Section 6.**

If a Member resigns from the Association or otherwise causes membership to terminate with an ethics complaint pending, that Board of Directors may condition the right of the resigning Member to reapply for membership upon the applicant's certification that he/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel. 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®.

### **Section 7. REALTOR® Members**

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

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

- b) If a REALTOR® Member who is other than a principal in a firm, partnership, or corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership, or corporation shall not be affected.
- c) In any action taken against a REALTOR® Member for suspension or expulsion under Section 7(a) hereof, notice of such action shall be given to all REALTORS® employed by or affiliated as independent contractors with such REALTOR® Member and they shall be advised that the provisions in Article VI, Section 7(a) shall apply.

### **Section 8. Institute Affiliate Members**

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

### **Section 9. Affiliate Members**

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

### **Section 10. Public Service Members**

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

### **Section 11. Student Members**

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

### **Section 12. Honorary Member**

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

### **Section 13. Certification by REALTOR®**

“Designated” REALTOR® Members of the Association shall certify to the Association upon request, on a form provided by the Association, a complete listing of all individuals licensed with the REALTOR’S® firm(s) within the jurisdiction of the Association. “Designated” REALTOR® Members shall also notify the Association of any additional individual(s) licensed with the firm(s) within thirty (30) days of the date of affiliation or severance of the individual.

## **ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION**

### **Section 1.**

The responsibility of the Association and of 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 Association, as from time to time amended, which by this reference is made a part of these Bylaws.

### **Section 2.**

It shall be the duty and responsibility of every REALTOR® Member of this Association to abide by the Constitution and Bylaws and the Rules and Regulations of the Association, the Constitution and Bylaws of the State

Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this Association as from time to time amended.

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

### **Section 1.**

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

### **Section 2.**

REALTOR® Members of the Association shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their places of business within the state or a state contiguous thereto so long as they remain REALTOR® Members in good standing. No other class of Members shall have this privilege.

### **Section 3.**

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

- a) In the case of a REALTOR® member who is a principal of a real estate firm, partnership, or corporation whose business activity is substantially all commercial, the right to use the term REALTOR® or REALTORS® shall be limited to office locations in which a principal, partner, corporate officer, or branch office manager of the firm, partnership, or corporation holds REALTOR® membership. If a firm, partnership, or corporation operates additional places of business in which no principal, partner, corporate officer, or branch office manager holds REALTOR® membership, the term REALTOR® or REALTORS® may not be used in any reference to those additional places of business.

### **Section 4.**

Institute Affiliate Members shall not use the terms REALTOR® or REALTORS®, nor the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

## **ARTICLE IX - STATE AND NATIONAL MEMBERSHIPS**

### **Section 1.**

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

### **Section 2.**

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

### **Section 3.**

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

## **ARTICLE X - DUES AND ASSESSMENTS**

### **Section 1. Application Fee**

The Board of Directors may adopt an application fee for REALTOR® Membership in reasonable amount, not exceeding three times the amount of 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.

### **Section 2. Dues**

The annual dues of Members shall be as follows:

- a) REALTOR® Members. The annual dues of each Designated REALTOR® Member shall be in such amount as established annually by the Board of Directors, plus an additional amount to be established annually by the Board of Directors times the number of real estate salespersons and licensed, registered or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® Member, and (2) are not REALTOR® Members of any Board in the state or a state contiguous thereto or Institute Affiliate Members of the Board. In calculating the dues payable to the Association by a Designated REALTOR® Member, non-member licensees as defined in (1)

and (2) of this paragraph shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on said non-member licensees in another Board in the state or a state contiguous thereto, provided the Designated REALTOR® notifies the Association in writing of the identity of the Board to which dues have been remitted. In the case of a Designated REALTOR® Member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the Designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this Association.

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

2) 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®.

3) 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® or REALTOR-ASSOCIATE® membership in the Association. However, membership dues shall not be prorated if the licensee held REALTOR® or REALTOR-ASSOCIATE® membership during the preceding calendar year.

b) REALTOR® Members. The annual dues of REALTOR® Members other than the Designated REALTOR® shall be as established annually by the Board of Directors.

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

d) Affiliate Members and Additional Affiliate to a firm. The annual dues of each Affiliate Member shall be as established annually by the Association of Directors.

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

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

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

### **Section 3. Dues Payable**

Dues for all members are payable and due annually in advance on October 31<sup>st</sup>. Dues are delinquent November 1<sup>st</sup> and an additional late fee shall be charged to members whose dues are delinquent. The said amount to be determined by the Board of Directors. Dues for new members shall be computed from the first day of the month of application and shall be prorated for the remainder of the year. Notices shall be sent to the "Designated" REALTORS® for all members of his/her office whose dues have not been received by the Association.

Amended 9/09

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

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

If dues, fees, fines, or other assessments including amounts owed to the Association or the Association's Multiple Listing Service are not paid within one (1) month after the due date, the nonpaying Member is subject to suspension at the discretion of the Board of Directors. Two (2) months after the due date, membership of the nonpaying Member shall automatically be suspended. Three (3) months after the due date, membership of the nonpaying Member shall

automatically terminate unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former Member who has gone voluntarily inactive or has had his membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Association or any of its services, departments, divisions or subsidiaries may apply for membership, after making payment in full of all accounts due. The Association reserves the right to prosecute the former member for nonpayment of charges.  
Amended 12/08

#### **Section 5. Deposit.**

- (a) All monies received by the Association for any purpose shall be deposited to the credit of the Association in a financial institution or institutions selected by resolution of the Board of Directors.
- (b) Without reauthorization by resolution of the Board of Directors, no money shall be moved from one financial institution to any other financial institution.

#### **Section 6. Expenditures.**

- a) The Board of Directors shall administer the finances of the Association by adopting an annual operating budget for the Association no later than the August meeting, which will be applicable for the ensuing year. Changes in the expense of any major category items of the adopted budget will be approved by the Directors prior to the change(s) becoming effective.
- b) The Finance Committee shall prepare a proposed budget for the upcoming year, including any changes in dues and fees, and submit same for approval at the August Board of Directors meeting.
- c) A copy of the total budget by major categories for the year shall be posted at the Association office.
  1. A detailed financial statement shall be made available to a REALTOR® member at the Association office for on-site review to any member upon advance request with the Association Executive.
  2. A financial audit shall be conducted a minimum of every three (3) years or as deemed necessary by the Board of Directors.
- d) The Board of Directors shall not spend in excess of 25% and/or \$50,000 whichever is less of unbudgeted funds without membership approval.

#### **Section 7. Assets**

There shall not be any dissolution of real property without 51% of membership approval.

#### **Section 8. Notices of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members.**

All dues, fees, fines, assessments, or other financial obligations to the Association or Multiple Listing Service shall be noticed to the delinquent Member in writing setting forth the amount owed and due date.

#### **Section 9.**

The dues of REALTOR® members who are REALTOR® Emeriti (as recognized by the NATIONAL ASSOCIATION), Past Presidents of the NATIONAL ASSOCIATION, or recipients of the Distinguished Service Award shall be as determined by the Board of Directors.

#### **Section 10. Reinstatement of Membership.**

Members terminated for nonpayment of dues and/or financial obligations or that have gone voluntary inactive may be reinstated during the current paid year by paying all amounts due, plus a late fee, if applicable, prior to reinstatement. If time extends beyond the current paid year the former member may apply for reinstatement of membership, after making payment in full of all accounts past due. Member reinstating by March 31<sup>st</sup> with previous year dues paid, will pay current year dues non-prorated plus a LAR reinstatement fee, to be determined by the Board of Director. Reinstating after April 1<sup>st</sup> with previous annual dues paid, member will pay an additional reinstatement fee equal to the processing fee assessed by the Florida Association of REALTORS®. If time extends over one (1) year from the last annual dues received by the member, they may apply for membership as prescribed as a new member applicant.

Amended 12/08

### **ARTICLE XI - OFFICERS AND DIRECTORS**

#### **Section 1. Officers**

The elected officers of the Association shall be, in order: a President, a President-Elect, a Treasurer and a Secretary. The Secretary and Treasurer may be the same person. Each shall be elected for a one-year term.

#### **Section 2. Duties of Officers**

The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. The President shall serve as designated NAR Director. It shall be the particular duty of the Association Executive to keep the records of the Association and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the FLORIDA ASSOCIATION OF REALTORS®.

#### **Section 3. Board of Directors**

The governing body of the Association shall be a Board of Directors consisting of the officers mentioned in Section 1 of this Article, the immediate Past President and eight (8) elected REALTOR® Members and the Affiliate Director who shall serve ex-officio without voting privileges.

- a) Elected Officers shall serve a term of one year beginning January 1 and ending December 31<sup>st</sup>.
- b) Eight (8) elected REALTOR® Directors will be elected to begin and end with a two-year term. Four (4) of whom shall be elected to serve their terms in odd-numbered years and four (4) of whom shall be elected to serve their term in even numbered years.
- c) Of the total number of Officers and Directors, no more than two (2) members from any one office

shall be represented on the Board and only one can serve as an Officer at one time.

- d) If a member moves into an office that is already represented with 2 members, that person must resign.

#### **Section 4.**

The Board of Directors shall be the governing body of the Association and shall have the general supervision over its policies, activities, and business affairs, subject to the Articles of Incorporation, these Bylaws and the Policy Manual.

#### **Section 5.**

The Board of Directors shall annually review and approve the Association Policy Manual.

#### **Section 6. Qualification of Elected/Appointed Officers and Directors.** (Amended 9/09)

- a) All candidates must be active REALTOR® members in good standing in the Association at the time candidates are nominated and would take office.
- b) Candidates for Treasurer shall have served on the Board of Directors for at least one (1) year.
- c) Candidates for Secretary shall have served on the Board of Directors for at least one (1).
- d) Candidates for the office of President Elect shall have served at the time they take office as an officer or Director for at least one year within the past five years. Candidates for President Elect must have at least three (3) years of eligibility remaining pursuant to paragraph g.
- e) Candidate for President shall be the current President Elect.
- f) No elected/appointed Director or Officer shall have served in the same capacity for more than two consecutive terms. The same person may not serve consecutive terms as President.
- g) No elected/appointed Officer or Director may serve on the Board of Directors for more than eight (8) years within any ten (10) year period.
- h) No elected/appointed Officer or Director during their term may serve or continue to serve if also serving as an Officer or Director of another local real estate association/board in Florida.
- i) The Affiliate Committee shall submit the name(s) of their recommended candidate(s) for the position of Affiliate Director to the Nominating Committee for their consideration.

#### **Section 7. Election of Officers and Directors.** (Amended 9/09)

- a) The annual election of Officers and Directors shall be held each year. All incumbent Officers and Directors shall serve until successors are elected and qualified.

- b) The nominating committee shall consist of a total of six (6) members, two (2) of whom shall be appointed by the Board of Directors and three (3) to be elected by the REALTORS® in good standing at the June meeting. The Past President once removed shall serve as Chairman or any Past President if the Past President once removed is unavailable, without the right to vote. Any member of the Nominating Committee may not be considered for recommendation by the Nominating Committee for an Officer or Director or be nominated from the floor. No member may serve more than two (2) years in a five (5) year period. Those selected to serve shall be notified in writing of their ineligibility.
- c) The Nominating Committee may hold on its own such meetings as it may deem necessary to complete its slate of nominees for Officers and Directors. The Nominating Committee will file its recommended slate of candidates with the President no later than July 14<sup>th</sup> and publish bios for the same in August. At the August general membership meeting, additional nominations will be accepted from the floor. All candidates will be required to sign a "Consent to Serve" form that will detail the requirements of the office sought and file the same with the Nominating Committee prior to nomination or within 72 hours of being nominated. The Nominating Committee will certify those members who qualify to run for office and all qualified candidates will be put on the ballot. All candidates' bios and a sample ballot will be published in September. Candidates will be ineligible to run for more than one office. In the event nominations from the floor result in two Officers being elected who are from the same office, the lower officer position will relinquish their position and the second highest vote, not from the same office, will be declared elected.
- d) Voting for Officers and Directors may be by mail-in ballot, voting in person at a time and place designated, or by electronic means, including but not limited to, facsimile, e-mail or on a website, or all methods of voting allowed by the State of Florida. The Board of Directors will designate the voting method.
- e) If voting by mail-in ballot, ballots will be mailed to all voting members on or about September 1st with a 10-day return period. Should September 1<sup>st</sup> fall on a Saturday or Sunday the ballots will be mailed the following Monday.
- f) The election shall be by a majority vote except where there are more than two candidates for the office, a plurality shall elect. The number of directors to be elected receiving the highest vote will be deemed elected. The members voting will be instructed to vote for up to four (4) Directors from the slate submitted. The (four) (4) receiving the highest number of votes will be deemed elected. In case of a tie vote, the election shall be determined by lot.

- g) The Affiliate Director shall be voted upon by the Affiliate Members.
- h) There shall be no campaigning on Association premises.
- i) New officers and new directors shall take office on January 1st.
- j) All votes cast shall be reported.

**Section 8. Term of Office** (added 9/09)

a. Officers

- 1) The term of office for each officer shall be one year or until the successor is elected and shall begin January 1 following the election.
- 2) Service equaling or exceeding one-half a term shall be considered a full term.

b. Directors

- 1) The term of office for each director shall be two years or until the successor is elected and shall begin January 1 following the election.
- 2) No director may serve for more than two consecutive terms. Service equaling or exceeding one-half term or more shall be considered a full term.

c. Affiliate Director

- 1) The term of office for the Affiliate Director shall be one year or until the successor is elected and shall begin January 1 following the election.
- 2) No Affiliate Director may serve for more than two consecutive terms. Service equaling or exceeding one-half term or more shall be considered a full term.

**Section 9. Vacancies**

a. Officers

- 1) A vacancy in the office of President shall be filled by the Board of Directors who will appoint a Past President who has served the Association within the past ten (10) years to serve any remaining term of a vacated presidential term.
- 2) Any vacancy in the office of President-Elect shall be filled by the Board of Directors who will appoint a member to the position who has, at the time of their appointment, been an officer or director for at least one year within the past five (5) years.
- 3) Any vacancy in any other officer position shall be filled by the Board of Directors who will appoint a director who is either a current or past Officer or Director who was elected during the past five (5) years.

**Section 10. Removal of Officers or 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 from office under the following procedure:

- a) A petition requiring the removal of an Officer or Director and signed by not less than one-third of the voting membership or a majority of all Directors, shall be filed with the President, or if the President is the subject of the petition, with the next-ranking officer, and shall specifically set forth the reasons the individual is deemed disqualified from further service.
- 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 shall be noticed to all voting Members at least ten (10) days prior to the meeting, and shall be conducted by the President of the Association unless the President's continued service in office is being considered at the meeting. In such case, the next ranking Officer will conduct the meeting of the hearing by the Members. Provided a quorum is present, a three-fourths vote of members present and voting shall be required for removal from office.

**Section 11. Association Executive**

He/She shall serve as Association Executive of the Association; keep the records of the Association; keep the records of the general membership, the Board of Directors meetings and the Committee meetings, as necessary; and conduct the correspondence for the Association. They have the authority to hire, supervise and terminate staff and shall perform such duties as prescribed by the Board of Directors.

**Section 12. Executive Committee.**

There shall be an Executive Committee consisting of the current officers, immediate Past President and the Association Executive. They shall act as an advisory Committee without the power to bind the Board of Directors unless authorized by the Board of Directors.

**ARTICLE XII- MEETINGS**

**Section 1. Annual Meeting**

The annual meeting of the Association shall be held during September of each year, the date, place, and hour to be designated by the Board of Directors.

**Section 2. Meetings of Directors** (Amended 9/09)

- a) Regular meetings of the Board of Directors will be held at least six times per fiscal year at such times as the President, with the approval of the Board of Directors, may determine.
- b) Special meetings of the Board of Directors may be held at such times as the President may

determine, or upon written request of at least five members of the Board of Directors.

- c) A teleconference meeting of the Board of Directors may be held at such time as the President may determine. For special meetings, action shall be limited to those items noticed in the call for the meeting.
- d) A quorum for regular, special, or teleconference meetings shall be at least 50% of the members of the Board of Directors.
- e) Director voting by electronic means. When a decision to be made that cannot be delayed until the regular or special meeting of the Board of Directors, a vote may be taken by electronic means limited to facsimile or e-mail, at the discretion of the President. In the event such vote is necessary, participation of all members of the Board of Directors shall be required for adoption of a motion.
- f) Absence from any two regularly scheduled meetings of the Board of Directors within any 12 month period without being excused by the President, or in the event a director is absent from any four such meetings during any 12 month period, regardless of excuse, the Board of Directors may remove such director by majority vote of the remaining directors.

### **Section 3. Other Meetings**

Meetings of the Members may be held at other times as the President or the Board of Directors may determine, or upon written request of at least ten (10) percent of the Members eligible to vote.

### **Section 4. Notice of Meetings**

Written notice shall be given to every Member entitled to participate in the meeting at least one (1) week preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

### **Section 5. Quorum**

A quorum for the transaction of business shall consist of the members eligible and present to vote.

### **Section 6. Electronic Transaction of Business**

To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means.

## **ARTICLE XIII – COMMITTEES**

### **Section 1. Standing Committees**

The President shall appoint from among the REALTOR® Members, subject to confirmation by the Board of Directors, the following: Finance, Grievance, Professional Standards (Amended 9/09)

### **Section 2. Special Committee**

The President may appoint, subject to confirmation by the Board of Directors, special committees as deemed necessary. (Amended 9/09)

### **Section 3. Organization**

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

Adopted July 2007 - Amended September 2009  
Approved by NAR:

Bylaws.

### **Section 4. Attendance by Telephone**

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

## **ARTICLE XIV - FISCAL AND ELECTIVE YEAR**

### **Section 1.** (Amended 9/09)

The fiscal and elective year shall be January 1<sup>st</sup> to December 31<sup>st</sup>.

## **ARTICLE XV - RULES OF ORDER**

### **Section 1.**

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

## **ARTICLE XVI – AMENDMENTS**

### **Section 1.**

These Bylaws may be amended by the majority vote of the Members present and qualified to vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting, except when Bylaws amendments are mandated by NAR policy, these Bylaws may be automatically amended to reflect the mandate as of the effective date of the mandatory policy authorized by the NATIONAL ASSOCIATION OF REALTORS®. The Association shall provide notice of that change in a regular or special membership communication.

### **Section 2.**

Notice of all meetings at which amendments are to be considered shall be mailed to every member eligible to vote at least one (1) week prior to the meeting. Notice may also be given by electronic means as prescribed in Article XII Section 6.

Amended 6/08

### **Section 3.**

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

## **ARTICLE XVII – DISSOLUTION**

### **Section 1.**

Upon the dissolution of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Florida Association of REALTORS® or, within its discretion, to any other non-profit tax exempt organization.

## **ARTICLE XVIII - MULTIPLE LISTING**

### **Section 1. Authority**

The Association shall maintain as a member of the Mid-Florida Regional Multiple Listing Service a Multiple Listing Service which shall be a lawful corporation of the State of Florida.

### **Section 2. Purpose**

A Multiple Listing Service is a means by which Participants are capable of offering and accepting compensation to and from the 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 appraisals contribute to common databases; and is a facility for the orderly correlation and dissemination of listing information so Participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as procuring cause of the sale (or lease).

### **Section 3. Governing Documents**

The Board of Directors shall cause any Multiple Listing Service established by it pursuant to this Article to conform its Corporate Charter, Bylaws, Rules, Regulations, and Policies, Practices, and Procedures at all times to the Constitution, Bylaws, Rules, Regulations, and Policies of the NATIONAL ASSOCIATION OF REALTORS®.

### **Section 4. Participation**

Any REALTOR® Member of this or any other member Association who is a principal, partner, corporate officer, or branch 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 cooperation and 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 the Mid-Florida Regional 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 the Mid-Florida Regional Multiple Listing Service where access to such information is prohibited by law.

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

requirement is not intended to preclude MLS participation by a participant or potential participant that operates a real estate business on a part-time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny MLS participation to a participant or potential participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit an MLS to deny participation based on the level of service provided by the participant or potential participant as long as the level of service satisfies state law. (Adopted 11/08)

The key is that the participant or potential participant actively endeavors to make or accept offers of cooperation and compensation with respect to properties of the type that are listed on the MLS in which participation is sought.

This requirement does not permit an MLS to deny participation to a participant or potential participant that operates a "Virtual Office Website" (VOW) (including a VOW that the participant uses to refer customers to other participants) if the participant or potential participant actively endeavors to make or accept offers of cooperation and compensation. An MLS may evaluate whether a participant or potential participant actively endeavors during the operation of its real estate business to offer or accept cooperation and compensation only if the MLS has a reasonable basis to believe that the participant or potential participant is in fact not doing so. The membership requirement shall be applied in a nondiscriminatory manner to all participants and potential participants. (Adopted 11/08)

When there is more than one principal in a real estate firm, the Service defines the chief principal officer of the firm as the MLS "Participant." Brokers or salespersons other than principal are not considered "Participants" in the Service, but have access to and use of the Service through the principal(s) with whom they are affiliated.

- a) A non-member 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 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 there on as may be required by the MLS; and shall agree that if elected as a Participant, he 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 a Board 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 of any right of access to information developed by or published by a Board Multiple Listing Service where access to such information is prohibited by law.

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

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

#### **Section 5. Access to Comparable and Statistical Information**

Association Members who are actively engaged in real estate brokerage, management, mortgage financing, appraising, land development or building, but who do not

participate in the Mid-Florida Regional MLS, are nonetheless entitled to receive, by purchase or lease, information other than current listing information that is generated wholly or in part by the Service including "comparable" information, "sold" information, and statistical reports. This information is provided for the exclusive use of Association Members and individuals affiliated with Association members who are also engaged in the real estate business and may not be transmitted, retransmitted or provided in any manner to any unauthorized individual, office, or firm except as otherwise specified in the MLS Rules and Regulations. Association members who receive such information, either as an Association service or through the Association's MLS, are subject to the applicable provisions of the MLS Rules and

#### **Section 6. Lock Boxes**

The Lakeland Association of REALTORS®, by resolution adopted the security measures as listed in Section 7: 31 of the NATIONAL ASSOCIATION OF REALTORS® Handbook on Multiple Listing Policy- Residential as amended from time to time. The lock box system is operated by Supra and the Lakeland Association of REALTORS®.

As an activity of the Association, every REALTOR®, non-principal broker, sales licensee, and licensed, registered or certified appraiser affiliated with a REALTOR®, or an Affiliate Member actively engaged in a recognized field of real estate practice or in related fields, shall be eligible to hold a key subject to their execution of a lease agreement with the Association.

### **ARTICLE XIX – INDEMNIFICATION**

#### **Section 1.**

Each Director, Officer and/or Committee Chairman (and their respective committee members) of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he or she has or shall become subject to by any reason of serving, and/or having served as such Director, Officer and/or Chairman (and their respective Committee Members), or by reason of any alleged to have been taken, omitted or neglected by him or her as such Director, Officer and/or Chairman (and their respective Committee Members) and the Corporation shall reimburse each person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his or her own willful misconduct or gross negligence.

#### **Section 2.**

The right if indemnification herein above provided for shall not be exclusive of any rights to which any Director, Officer and/or Committee Chairman (and their respective Committee Members) of the corporation may otherwise be entitled by law.

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