

Amended and Restated Bylaws of the
THE GREATER TAMPA ASSOCIATION OF REALTORS®, INC.

(Adopted date _____)

ARTICLE I – NAME

Section 1. Name. The name of this organization shall be the Greater Tampa Association of REALTORS®, Inc., 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® ("NAR") 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 NAR.

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 Florida REALTORS® and the NAR, 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 NAR.

ARTICLE III – JURISDICTION

Section 1. The territorial jurisdiction of the association as a Member of the NAR is Hillsborough County, and the NORTHERN BOUNDARY: Pasco-Hernando County line;

EASTERN BOUNDARY: Pasco-Polk County line; SOUTHERN BOUNDARY: Pasco-Hillsborough County line; WESTERN BOUNDARY: I-75 including the communities of Zephyrhills and Dade City, all within the county of Pasco, Florida.

Section 2. Territorial jurisdiction is defined to mean:

(a) The right and duty to control the use of the terms REALTOR® and REALTORS®, subject to the conditions set forth in these Bylaws and those of the NAR, in return for which the association agrees to protect and safeguard the property rights of the NAR in the terms.

ARTICLE IV – MEMBERSHIP

There shall be three classes of members, as follows. Additional classes of membership are determined by the Board of Directors.

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

A. Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the state of Florida or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto shall qualify for REALTOR® membership only, and each is required to hold REALTOR® membership (except as provided in the following paragraph) in an association of REALTORS® within the state or a state contiguous thereto, unless otherwise qualified for Institute Affiliate membership.

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.

B. 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.

C. Franchise REALTOR® Membership. Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular

possessions and the commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR Constitution and Bylaws. Such individuals shall enjoy all of the rights, privileges, and obligations of REALTOR® membership (including compliance with the Code of Ethics) except: obligations related to association-mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the local association, state association, and the NAR.

- D. Primary and Secondary REALTOR® Members.** An individual is a primary member if the association pays state and NAR dues based on such member. An individual is a secondary member if state and NAR 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 (or to mediate if required by the association) pursuant to Article 17 of the Code of Ethics and the payment of association dues. 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.

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 NAR 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® or REALTOR-ASSOCIATE® membership, subject to payment of applicable dues for such membership.

Section 3. 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 this section have interests requiring information concerning real estate and are in sympathy with the objectives of the association and are not registered, licensed or certified appraisers. An affiliate firm shall designate in writing the designated affiliate for the firm and other members of the firm may join as additional affiliate members.

ARTICLE V – QUALIFICATION AND ELECTION

Section 1. Application. An application for membership shall be made in such a manner and form as may be prescribed by the Board of Directors and made available to anyone

requesting it. The application shall contain among the statements to be signed by the applicant: (1) That the applicant will agree as a condition of membership to thoroughly familiarize himself or herself with the Code of Ethics of the NAR, the Constitutions, Bylaws, and Rules and Regulations of the association, the Florida REALTORS® and the NAR, and if elected a member, will abide by the Constitutions, Bylaws, and Rules and Regulations of the association, the Florida REALTORS® and the NAR, including the obligation to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, as from time to time amended.

Section 2. Qualification.

A. An applicant for REALTOR® Membership who is a principal, sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence to the association through its membership department that he/she is actively engaged and licensed in the real estate profession, maintains a current and valid Florida real estate broker's or sales associates license or is licensed, registered 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 official sanctions involving unprofessional conduct, and 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 NAR, and shall agree in writing or by electronic agreement that if elected to membership, he/she will abide by such Constitutions, Bylaws, Rules and Regulations, and Code of Ethics.

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 shall not be granted membership.

B. Individuals who are actively engaged and licensed in the real estate profession other than as sole proprietors, partners, or corporate officers or branch office managers, in order to qualify for REALTOR® Membership, shall at the time of application be associated either as an employee or as an independent contractor with a Designated REALTOR® member of the association or a Designated REALTOR® member of another association (if a secondary member), must maintain a current, valid Florida real estate broker's or sales associates license or be licensed, registered or certified by an appropriate state regulatory agency to engage in the appraisal of real property, shall complete within sixty (60) days of making application, 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 NAR, shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Board of Directors, and shall agree in writing that if elected to membership, he/she will abide by the Code of Ethics of the NAR, and the Constitution, Bylaws, Rules and Regulations of the association, the State Association and the NAR.

C. The association will also consider the following in determining an applicant's

qualifications for REALTOR® membership:

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

- D.** "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. 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. Provisional members shall be considered REALTORS® and shall be subject to all 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.

Section 3. Election. The procedure for election to membership shall be as follows:

- A.** 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 the same privileges and obligations of membership. Provisional membership is granted subject to final review of the application by the association staff.

If the association staff determines that the individual does not meet all of the qualifications for membership as established in the association's Bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of a mandatory orientation program) within sixty (60) days from the association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated.

- B.** The Board of Directors may not reject an application (except as contained in Section

4 of this Article) without providing the applicant with advance notice of the findings, an opportunity to appear before the Board of Directors, to call witnesses on his/her behalf, to be represented by counsel, and to make such statements as he/she deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.

- C. If the Board of Directors determines that the application should be rejected, it shall record its reasons with the President. If the Board of Directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.
- D. Dues for new members shall be pro-rated monthly and shall be payable at the time of application. Dues and application fees paid shall be non-refundable.

Section 4. New Member Code of Ethics Orientation. Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two (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 comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less.

Failure to satisfy this requirement within sixty (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. Continuing REALTOR® Code of Ethics Training. Effective January 1, 2019, through December 31, 2021 and for successive three year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the NAR) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State Association of REALTORS® or the NAR, which meets the learning objectives and minimum criteria established by the NAR 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 three year cycle shall not be required to complete additional ethics training until a new three year cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any three year cycle will result in

suspension of membership for the first two months (January and February) of the year following the end of any three 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.

ARTICLE VI – PRIVILEGES & OBLIGATIONS

Section 1. Violation of Bylaws, Rules and Regulations. Any member of the association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and association Rules and Regulations consistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the association. Although Members other than REALTOR® members are not subject to the Code of Ethics or its enforcement by the association, such members are encouraged to abide by the principles established in the Code of Ethics of the NAR and conduct their business and professional practices accordingly. Further, members other than REALTOR® members may, upon recommendation of the Board of Directors, 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® or REALTORS® and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the association, the Florida REALTORS® , and the NAR.

Section 2. Resignation. 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, fees, fines, assessments, 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.

Section 3. Effect of Resignation. If a member resigns from the association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by this association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the association with respect to the 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®. If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration (or to mediation if required by the association) continues in effect even after membership lapses or is terminated, provided that the

dispute arose while the former member was a REALTOR®.

Section 4. Privileges of 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 to hold elective office in the association; may use the terms REALTOR® and REALTORS; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the association and the real estate profession.

Section 5. Discipline of REALTOR® Members. Any REALTOR® member of the association may be disciplined by the Board of Directors for violations of the Code of Ethics or other duties of membership, after a hearing as described in the *Code of Ethics and Arbitration Manual* of the association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NAR as set forth in the *Code of Ethics and Arbitration Manual* of the NAR.

Section 6. Suspension and Expulsion. 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, or management control is relinquished, 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, or unless the REALTOR® who is suspended or expelled removes himself/herself from any form or degree of management control of the firm for the term of the suspension or until readmission to membership, whichever may apply. Removal of an individual from any form or degree of management control must be certified to the association by the member who is being suspended or expelled and by the individual who is assuming management control, and the signatures of such certification must be notarized. In the event the suspended or expelled member is so certified to have relinquished all form or degree of management control of the firm, the membership of other partners, corporate officers, or other individuals affiliated with the firm shall not be affected, and the firm, partnership or corporation may continue to use the terms REALTOR® and REALTORS® in connection with its business during the period of suspension or until the former member is admitted to membership in the association. The foregoing is not intended to preclude a suspended or expelled member from functioning as an employee or independent contractor, providing no management control is exercised. Further, the membership of REALTORS® other than principals who are employed 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 unless connection of the disciplined member with the firm, partnership, or corporation is severed, or management control is relinquished, or unless the REALTOR® member (non-principal) elects to sever his/her connection with the REALTOR® and affiliate with another REALTOR® member in good standing in the association, whichever may apply.

If a REALTOR® member other than a sole proprietor in a firm, partner in a partnership, or an officer of a corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

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

Section 7. Institute Affiliate Members. Institute Affiliate members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors consistent with the Constitution and Bylaws of the NAR.

Section 8. Affiliate Members. Affiliate members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

ARTICLE VII – PROFESSIONAL STANDARDS AND ARBITRATION

Section 1. Enforcement of the Code of Ethics. 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 NAR, as amended from time to time, 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. Duties of REALTOR® Members. 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 NAR, and to abide by the Code of Ethics of the NAR, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this association, as from time to time amended.

Section 3. Governing Professional Standards Procedures. 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 association's Governing Professional Standards Procedures, as amended, which by this reference is made a part of these Bylaws.

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

Section 1. Use and Misuse. 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 NAR 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 NAR, 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. 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. REALTOR® Principal Member. A REALTOR® principal member 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.

- A. In the case of a REALTOR® principal member 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 holds REALTOR® membership. If a firm, partnership, or corporation operates additional places of business in which no principal 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. Institute Affiliate members shall not use the terms REALTOR® or REALTORS®, nor the imprint of the emblem seal of the NAR.

ARTICLE IX – STATE AND NATIONAL MEMBERSHIPS

Section 1. Required Membership. The association shall be a Member of the NAR and Florida REALTORS®. By reason of the association's membership, each REALTOR® member of the Member Board shall be entitled to membership in the NAR and Florida REALTORS® without further payment of dues. The association shall continue as a Member of the State and NAR, unless by a majority vote of all of its REALTOR® members, decision is made to withdraw, in which case the State and NAR shall be notified at least one month in advance of the date designated for the termination of such membership.

Section 2. Exclusive Property Rights. The association recognizes the exclusive property rights of the NAR 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 NAR, or upon a determination by the board of directors of the NAR that it has violated the conditions imposed upon the terms.

Section 3. Adoption of Code. The association adopts the Code of Ethics of the NAR and agrees to enforce the Code among its REALTOR® members. The association and all its members agree to abide by the *Constitution, Bylaws, Rules and Regulations*, and policies of the NAR.

ARTICLE X – DUES & 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.

Section 2. Dues. The annual dues for all membership classifications except Institute Affiliate members, shall be determined each year by the Board of Directors and shall be non-refundable.

Section 3. Designated REALTOR® Member Dues. 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 (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 association in the state or a state contiguous thereto or Institute Affiliate members of the association. In calculating the dues payable to the association by a designated REALTOR® member, non-member licensees as defined in (1) and (2) of this paragraph shall not be included in the computation of dues if the designated REALTOR® has paid dues based on said non-member licensees in another association in the state or a state contiguous thereto, provided the designated REALTOR® notifies the association in writing of the identity of the association to which dues have been remitted. In the case of a designated REALTOR® member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this association.

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 is actively engaged in the real estate profession as defined in Article III, Section 1 of the Constitution of the NAR. 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 of the entity.

A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the association 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, renting, managing, counseling, or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this section and shall not be included in calculating the annual dues of the designated REALTOR®. Designated REALTORS® shall notify the association within three (3) days of any change in status of licensees in a referral firm.

The exemption for any licensee included on 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® 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.

The annual dues of REALTOR® members other than the designated REALTOR® shall be as established annually by the Board of Directors.

Section 4. Institute Affiliate Member Dues. The annual dues of each Institute Affiliate member shall be as established in Article II of the Bylaws of the NAR.

Section 5. Dues Payable.

- A.** Dues for all members shall be payable in advance, as provided in the Policy and Procedures / Rules and Regulations of the association.
- B.** In the event the membership of a REALTOR® or Licensed or certified appraiser who holds REALTOR® membership is suspended or terminated for nonpayment of dues and remains with a Designated REALTOR'S ® firm, the dues obligation of the Designated REALTOR® (as set forth in these Bylaws) 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 ten (10) days of the notice of termination.

Section 6. Non-Payment of Dues, Fees, Fines, Assessments and Other 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 month after the due date, the nonpaying member is subject to suspension at the discretion of the Board of Directors. Two months after the due date, membership of the non-paying 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 non-payment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former member who has had his/her membership terminated for nonpayment of dues, fees, fines or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other rules and regulations of the association or any of its services, departments, divisions or subsidiaries, may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination, however, such former members shall not be required to attend orientation if he/she had been a member of the association within the prior twelve (12) month period.

Section 7. Assessments. The Board of Directors by majority vote may implement assessments.

ARTICLE XI – OFFICERS & DIRECTORS¹

Section 1. Officers. The elected Officers of the association shall be a President, President-Elect, Vice President, Secretary and Treasurer. A candidate for Officer may seek only one position. The President-Elect shall automatically succeed to the office of President in the year following election as President-Elect. A candidate for election as an Officer must be a current member of the Board of Directors. A Past President shall not be eligible for election as an Officer.

Each of the Officers of the association shall be elected annually by the plurality vote of the board at the annual meeting of the Board of Directors as set forth in Article XII, Section 3 herein. All Officers shall be elected to serve for a term of one year, which shall begin on January 1 following the Officer's election. In no event shall an Officer serve more than two (2) consecutive years at the same Officer position. Each Officer shall remain in office until a successor, if any, to such office has been elected and qualified.

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.

¹ Proviso: if adopted, these Bylaws shall not impact 2020 elections and will become effective on January 1, 2021. Directors elected on a date prior to the adoption of these Bylaws shall serve the remainder of their two-year term.

Section 3. Chief Executive Officer. There shall be a Chief Executive Officer (CEO), appointed by the Board of Directors, who shall be the chief staff executive of the association. The CEO shall have the sole authority to hire, supervise, evaluate and terminate other staff, and shall perform such other duties as prescribed by the Board of Directors. The CEO shall manage and direct the activities and operations of the association subject to the policies adopted by the Board of Directors.

Section 4. Board of Directors. The governing body of the association shall be a Board of Directors which shall consist of the Officers (President, President-Elect, Vice President, Secretary and Treasurer), the Immediate Past President serving ex-officio, the Affiliate Director elected by the affiliate members serving ex-officio, nine (9) Directors elected at-large, and one (1) Director seat reserved for Past Presidents of the association elected at-large. If no Past President of the association is eligible to be elected under these Bylaws, then such reserved seat shall be open to any REALTOR® member in good standing as defined herein.

Directors shall be elected for a staggered term of two (2) years. In no event shall a board member serve more than four (4) consecutive years as an elected Director.

The Board of Directors may adopt various manuals governing the association's policies, procedures, rules, regulations and operations, provided that each manual is consistent with the articles of incorporation and these Bylaws.

Section 5. Qualifications of Elected Directors. Any REALTOR® member in good standing may seek election as a member of the Board of Directors. For the purposes of this Article XI, "good standing" shall mean a member who has:

- (A) paid all dues, fees, fines and assessments to the association;
- (B) no FREC or Code of Ethics violations on their record within the preceding five (5) years; and
- (C) complied with the Code of Ethics requirements set forth in Article V herein.

Section 6. Other Local Associations. No Director or Officer serving the association shall be an Officer or Director of another local association of Florida REALTORS®, and any Director or Officer currently serving in the association who shall be elected and chooses to hold office in another local association of Florida REALTORS®, upon installation to such other office, automatically shall cease to be a Director or Officer, as applicable, of the association, and such vacancy shall be filled in accordance with the provisions of these Bylaws.

Section 7. Vacancies. Vacancies among the Officers and the Board of Directors shall be filled by a simple majority vote of the Board of Directors until the next annual election. If such vacancy is the Affiliate Director, the affiliate members shall be responsible for filling the vacancy.

Section 8. Removal of Officers or Directors. If an Officer or Director is deemed to be incapable of fulfilling the duties for which elected or has violated the Bylaws of the association and will not resign from office voluntarily, the Officer or Director may be removed from office under the following procedure. Any Officer or Director removed from office may not re-apply for any officer or director position for a period of three years.

A. A petition to remove an Officer or Director which is signed by a majority of the members of the Board of Directors shall be filed with the President (or if the President is the subject of the petition, then with the President-Elect), and shall specifically set forth the reasons the Officer or Director is deemed disqualified from further service.

B. Upon receipt of the petition, and not less than twenty days or more than forty-five days thereafter, a special meeting of the Board of Directors shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director and render a decision on such petition.

C. A special meeting shall be noticed to the entire Board of Directors at least ten days prior to the meeting and shall be conducted by the President unless the President is the subject of the meeting. In such case, the President-Elect will conduct the meeting. Provided a quorum is present, a three-fourths vote of the Board of Directors present and voting (excluding the affected Officer or Director) shall be required for removal from office.

Section 9. Authority and Responsibility. The governing body of the association shall be the Board of Directors. The Board of Directors shall have the responsibility and the authority to conduct the business of the association pursuant to its Bylaws and the laws of the state of Florida including adopting and enforcing such policies, procedures, rules and regulations and entering into such contracts and agreements as deemed by it to be beneficial to the general membership. Action of the Board of Directors shall be by majority vote of those present and voting. The Board may delegate certain of its authority and responsibility to the Executive Committee or the President and CEO.

Section 10. Election of Directors.

(a) At any time, but no later than sixty (60) days before the annual election, all candidates wishing to run for the position of Director shall submit the required Consent to Serve Form. The form shall provide for the candidate to declare what position he/she is seeking. Upon certification by the CEO and the President that the candidate is in good standing as defined herein, the candidate's Consent to Serve Form shall be posted on the association's website and they will become eligible to be elected.

(b) The election of Directors shall take place at the annual membership meeting or where permitted by state law, electronically. Where permitted by state law, and in accordance with applicable state requirements, election of Directors may be conducted by electronic means, in accordance with procedures established by the Board of Directors.

(c) In case of a tie vote, the Board of Directors shall cast the deciding vote by a simple majority vote of the Board of Directors.

ARTICLE XII – MEETINGS

Section 1. Membership Meetings. The annual membership meeting may be held at any time, as determined by the Board of Directors, of each year, the date, place, and hour to be designated by the Board of Directors.

Special meetings of the membership shall be held at the call of the Board of Directors or upon the written request of at least, the greater of: (a) ¼% of all REALTOR® members; or (b) five hundred (500) REALTOR® members entitled to vote, and shall be accompanied by a statement of purpose of the meeting. Every member entitled to participate in the meeting shall be given written notice at least one (1) week prior to all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting. Such purpose shall be consistent with the association's articles of incorporation.

Section 2. Quorum. The quorum for a membership meeting or special membership meeting will be those REALTOR® members present. A majority of the Board of Directors then serving shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is required by law, by the provisions of the association's articles of incorporation or by these Bylaws.

Section 3. Meeting of Directors. The Board of Directors shall meet no more than twelve (12) times per year as determined by the Board of Directors. The Board of Directors may allow for additional special meetings, as necessary. Absence from more than three (3) regular meetings shall be construed as resignation.

Special meetings of the Board of Directors shall be called by the President or upon the request of at least five (5) Directors. Notice of any special meeting of the Board of Directors shall be given at least three (3) calendar days in advance.

Board of Director's meetings may be held in person or by electronic means, at the direction of the President.

One meeting each year shall be designated the annual meeting of the Board of Directors at which Officers will be elected. The election of Officers at this annual meeting of the Board of Directors shall take place prior to the annual election of Directors. Written notice stating the date, time, place and purpose of each annual meeting of Directors shall be delivered to each Director not less than ten (10) days before the date of the meeting, either personally or by first class mail, by Federal Express, by Express Mail, by facsimile or by telegram, or by e-mail or other form of electronic transmission consented to by the Director to whom notice is given, by or at the direction of the President or the Secretary. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the association, with postage prepaid.

Section 4. Action without Meeting. Unless specifically prohibited by the articles of incorporation, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Directors. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date.

ARTICLE XIII – FISCAL & ELECTIVE YEAR

The fiscal and elective year of the association shall be the calendar year.

ARTICLE XIV – 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 XV – AMENDMENTS

Section 1. These Bylaws may be amended by an affirmative two-thirds (2/3) vote of the Directors present and voting at any meeting of the Board of Directors at which a quorum is present, provided such proposed amendment or amendments shall be plainly stated in the call for the meeting and at least seven (7) days prior notice has been provided. Such amendment shall be consistent with the association's articles of incorporation.

Section 2. In addition, when Bylaw 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 NAR. The association shall provide notice of that change to the Board of Directors.

Section 3. Amendments to the Bylaws affecting the admission or qualification of REALTORS® and Institute Affiliate members, the use of the term "REALTOR®" or "REALTORS®" or any alternation in the territorial jurisdiction of the association shall become effective upon their approval by the NAR.

ARTICLE XVI – DISSOLUTION

Section 1. The organization has the authority to expand territories, contiguous and non-

contiguous, through merger, acquisition or absorption and be a service provider to other associations and organizations.

Section 2. In the event a decision to dissolve is made and upon the dissolution of this association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to Florida REALTORS® or, within its discretion, to any other non-profit tax-exempt organization.

ARTICLE XVII – MLS

Section 1. Authority. The association shall provide for the use of its members a Multiple Listing Service which shall be operated by a separate corporation, hereinafter referred to in these Bylaws as the MLS. Participants, subscribers and users shall abide by the Bylaws and rules and regulations of the MLS.

Section 2. Local Service Center. The association shall establish a local service center fee for Participants, Subscribers and Users of the MLS. The local service center fees shall be established by the Board of Directors.

ARTICLE XVIII – INDEMNIFICATION

Each person who at any time shall serve, or shall have served, as a Director, Officer, employee or agent of the association and such other persons as specified from time to time by the Board of Directors, shall be entitled to indemnification as and to the fullest extent permitted by Chapter 617 of the Florida Not for Profit Corporation Act or any successor statutory provision, as from time to time amended. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which those indemnified may be entitled.

ARTICLE XIX – COMMITTEES

Section 1. Standing Committees. The President shall appoint from among the REALTOR® members, subject to confirmation by the Board of Directors, the following standing committees:

- professional standards
- grievance

Section 2. Special Committees. The President shall appoint, subject to confirmation by the Board of Directors, special committees as deemed necessary.

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

Section 4. Action without Meeting. Any committee may act by unanimous consent in writing without a meeting. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more of the members of the committee.

Section 5. Attendance by Telephone and Electronic Means. Members of a committee may participate in any meeting through the use of a conference telephone or other electronic means. A quorum for the transaction of business shall be the majority of the members of the committee, except as may otherwise be required by state law.

Section 6. Executive Committee. The Executive Committee shall be comprised of the President who shall serve as Chairman, the President-Elect, the Vice President, the Treasurer, and the Secretary. The CEO and the Immediate Past President shall be ex-officio members of the Executive Committee and shall be notified of their meetings.