

BYLAWS
OF THE
HALL COUNTY BOARD OF REALTORS®
(Amended 2009)

ARTICLE I - NAME

SECTION 1: **NAME.** The name of this organization shall be the Hall County Board of REALTORS®, Inc., hereinafter referred to as the “Board”.

SECTION 2: **REALTORS®.** Inclusion and retention of the term REALTORS® in the name of the Board shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® as from time to time amended.

ARTICLE II – OBJECTIVES

SECTION 1: To unite those engaged in the recognized branches of the real estate profession in this community 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 interest of home and other real property ownership.

SECTION 5: To unite those engaged in the real estate profession in this community with the GEORGIA 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 thereof.

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 Board as a member of the NATIONAL ASSOCIATION OF REALTORS® shall include Hall County, Georgia as allocated by the Executive Board of the NATIONAL ASSOCIATION OF REALTORS®.

SECTION 2: Territorial Jurisdiction is defined to mean:

(A) The right and duty to control the use of the term 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 Board agrees to protect and safeguard the property rights of the NATIONAL ASSOCIATION OF REALTORS® in the terms.

ARTICLE IV – MEMBERSHIP

SECTION 1: There shall be six (6) 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 in the state of Georgia 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 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 offices within the jurisdiction of the board in which one of the firm's principals holds REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate Membership as described in Section 1 (b) of Article IV.

NOTE: REALTOR® Members may obtain membership in a “secondary” Board in another state.

2. **Primary and Secondary REALTOR® Members.** An individual is a primary member if the Board pays state and National dues based on such a member. An individual is a secondary member if state and National dues are remitted through another Board. One of the principals in a real estate firm must be a Designated REALTOR® member of the Board in order for licensees affiliated with the firm to select the Board as their “primary” Board.

3. **Corporate officers.** 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 Board 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; the right to hold elective office in the local Board, State Association and National Association.

4. Designated REALTOR® Members. Each firm shall designate in writing one REALTOR® Member who shall be responsible for all dues and obligations of Membership including the obligation to arbitrate pursuant to Article 17 of the Code of Ethics and the payment of Board dues as established in Article X of the bylaws. the “Designated REALTOR®” must be a sole proprietor, partner, or corporate officer or branch office manager acting on the behalf of the firm’s principal(s) and must meet all other qualifications for REALTOR® Membership established in Article V, Section 2 of the bylaws .

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

(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 paragraph (A) or (B) of this Section, have interest requiring information concerning real estate, and are in sympathy with the objectives of the Board.

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

(E) Honorary Members. Honorary Members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for the Board or for the public.

(F) Special Honorary Members. The current President of the Georgia Association of REALTORS® shall be a Special Honorary non-dues paying member in good standing of the Hall County Board of REALTORS®. On an annual basis, the Board/Association may name the current President of the Georgia Association of REALTORS® as the delegate or the alternate to the Delegate Body meeting of the National Association of REALTORS®.

(G) Student Membership. Student Membership 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 (2) years of college and at least one college level course in real estate, but are not associated with an established real estate office.

SECTION 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® member and meet the qualifications set in Article V.

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 Executive Board and made available to anyone requesting it. The application form shall contain, among the statements to be signed by the applicant, that (1) he has or has had access to, has carefully reviewed, and if elected a member, will abide by the Constitution and Bylaws and the Rules and Regulations of the Board, Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® and if a REALTOR®, will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the obligation to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further specified in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended and that (2) applicant consents that the Board, 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 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 manager of a real estate firm shall supply evidence satisfactory to the Membership Committee that he 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, no record of official sanctions involving unprofessional conduct, agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of the Board, 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 and Bylaws, Rules and Regulations, and Code of Ethics.

Note: Article IV, Section 2, of the NAR Bylaws prohibits Member Boards from knowingly granting REALTOR® or REALTOR®-ASSOCIATE 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.

(B) Individuals who are engaged in the real estate profession other than as principals, partners, corporate officers, or branch 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 this Board or a Designated REALTOR® Member of another board (if a secondary member), shall complete a course of instruction covering the Bylaws and Rules and Regulations of this Board, 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 committee, and shall agree in writing that if elected to membership, he will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and by the

Constitution, Bylaws, Rules and Regulations of the local Board, the State Association and the National Association.

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

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

"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 Article V, Section 2(a) NOTE 2) 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.

SECTION 3: ELECTION.

The procedure for election to membership shall be as follows:

(A) The Association Executive shall determine whether the applicant is applying for the appropriate class of membership. The Association Executive shall then give written notice to the Executive Board of such application and invite written comment. If the Executive Board objects to the approval of the application, basing such objection on lack of qualification set forth in these Bylaws, the Executive Board may invite any objecting Member to appear and substantiate his objections. Objections, which are not substantiated, shall be totally disregarded. The Executive Board may find objections substantiated without (1) informing the applicant in advance, in writing of the objections and identifying the objecting Members and (2) giving the applicant a full opportunity to appear before the Executive Board and establish his qualifications. The Executive Board shall thereafter make a written report of its findings. The Executive Board shall conduct all proceedings with strict attention to the principals of due process and compliance with the Bylaws of this Board.

(B) The Executive Board shall review the qualifications of the applicant, and the recommendations of the Executive Board and then vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the Executive Board, the applicant shall be declared elected to membership and shall be advised by written notice.

(C) The Executive Board will table any application for which any valid objection has

been raised, and will provide the applicant with written notice of the objections. The applicant will be given an opportunity to appear before the Executive Board to call witnesses on his behalf, to be represented by counsel, and to make such statements as the applicant deems relevant to answer such objections. The Executive Board may also have counsel present. The Executive Board shall require that written minutes be made of any hearing before it, or may electronically or mechanically record the proceedings.

(D) If the Executive Board determines that the application should be rejected, it shall record its reason with the elected Board Secretary. If the Executive Board 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 Board for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights to the applicant.

SECTION 4: STATUS CHANGES.

(A) A REALTOR® who changes the conditions under which he has membership shall be required to provide written notification to the Board within thirty (30) days. A REALTOR® (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® principals may be required to satisfy any previously unsatisfied membership requirements applicable to the REALTOR® (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® (principal). If the REALTOR® (nonprincipal) does not satisfy the requirements established in these Bylaws for the category of Membership to which he has transferred within thirty (30) days of the date he advised the Board of his change in status, his new membership application will terminate automatically unless otherwise so directed by the Executive Board.

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 provider which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed training as a requirement for membership in another association and REALTOR® members who have completed the 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 requirements for the first four (4) years 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 (2005-2008) 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. (Adopted 1/10, revised 5/05)

SECTION 6: 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 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, proved that REALTOR® membership has been continuous, or that any break in membership is for one year or less.

Failure to satisfy this requirement within 180 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®.

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 the Article.

SECTION 2: Any Member of the Board may be reprimanded, fined, placed on probation, suspended, or expelled by the Executive Board for a violation of these Bylaws and Board rules and Regulations consistent with these Bylaws after a hearing as provided in the Code of Ethics and Arbitration Manual of the Board. Although Members other than REALTORS® are not subject to the Code of Ethics nor its enforcement by the Board, such Members are encouraged to abide by the principals established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, Members other than REALTORS® may, upon recommendation of the Membership Committee, or upon recommendation of a hearing panel of the Professional Standards Committee, be subject to discipline as described above for any conduct which, in the opinion of the Executive Board, 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 local Board, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

SECTION 3: Any REALTOR® Member of the Board may be disciplined by the Executive Board 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 Board, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the Code of Ethics and Arbitration Manual of the National Association.

SECTION 4: Resignation of Members shall become effective when received in writing by the Executive Board, provided, however, that if the Member submitting the resignation is indebted to the Board for dues, fees, fines or other assessments of the Board or any of its services, departments, divisions, or subsidiaries, the Board may condition the right of the resigning Member to reapply for membership upon payment in full of all such monies.

SECTION 5: If a Member resigns from the Board, or otherwise causes membership to terminate with an ethics complaint, that Executive Board 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 6:

(A) REALTOR® Members, whether primary or secondary, in good standing whose financial obligations to the Board are paid in full shall be entitled to vote and hold elective office in the Board; 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 Board and the real estate profession.

(B) 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 (nonprincipal) elects to sever his connection with the REALTOR® and affiliate with another REALTOR® Member in good standing in the Board, whichever may apply.

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 REALTORS® Member for suspension or expulsion under Article VI 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 shall apply.

SECTION 7: **INSTITUTE AFFILIATE MEMBERS.** Institute Affiliate Members

shall have rights and privileges and be subject to obligations prescribed by the Executive Board consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®. NOTE: Local associations establish the rights and privileges to be conferred on Institute Affiliate Members except that no Institute Affiliate Member may be granted the right to use the term REALTOR® or the REALTORS® logo; to serve as President of the local association; or to be a participant in the local association's Multiple Listing Service.

SECTION 8: AFFILIATE MEMBERS. Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Executive Board.

SECTION 9: PUBLIC SERVICE MEMBERS. Public Service Members shall have rights and privileges and be subject to obligations prescribed by the Executive Board.

SECTION 10: HONORARY MEMBERS. Honorary Membership shall confer only the right to attend meetings and participate in discussions.

SECTION 11: STUDENT MEMBERS. Student Members shall have rights and privileges and be subject to obligations prescribed by the Executive Board.

SECTION 12: CERTIFICATION BY REALTOR®. Designated REALTOR® Members of the Board shall certify to the Board during the month of January, on a form provided by the Board, a complete listing of individuals licensed or certified with the REALTORS®'s office(s) and shall designate a primary Board for each individual who holds membership. Designated REALTORS® shall also identify any non-member licensees in the REALTORS®'s office(s) and if Designated REALTOR® dues have been paid to another Board based on said non-member licensees, the Designated REALTOR® shall identify the Board to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2(a) of the Bylaws. Designated REALTOR® Members shall also notify the Board of any additional individual(s) licensed or certified with the firm(s) within thirty (30) days of the date of affiliation or severance of the individual.

SECTION 13: 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 ~~a hearing an investigation~~ in accordance with the ~~established~~ procedures of the association. ~~Disciplinary action may also consist of any sanction authorized in the association's Code of Ethics and Arbitration Manual.~~ 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 associations' 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.

ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION

SECTION 1: The responsibility of the Executive Board and of Board Members relating to the enforcement of the Code of Ethics, the disciplining of Members, and the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as 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: It shall be the duty and responsibility of every REALTOR® Member of this Board to abide by the Constitution and Bylaws and the Rules and Regulations of the Board, 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 Board as from time to time amended.

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

SECTION 1: Use of the term 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 Board 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 Board 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 are REALTOR® Members of a Board within the state or a state contiguous thereto 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 operate 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 REALTOR®.

ARTICLE IX - STATE AND NATIONAL MEMBERSHIPS

SECTION 1: The Board shall be a Member of the NATIONAL ASSOCIATION OF REALTORS® and the GEORGIA ASSOCIATION OF REALTORS®. By reason of the Board's Membership, each REALTOR® Member of the Member Board shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the GEORGIA ASSOCIATION OF REALTORS® without further payment of dues. The Board 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 Board recognizes the exclusive property rights of the NATIONAL ASSOCIATION OF REALTORS® in the terms REALTOR® and REALTORS®. The Board 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 Executive Board of the NATIONAL ASSOCIATION that it has violated the conditions imposed upon the terms.

SECTION 3: The Board adopts the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and agrees to enforce the Code among its REALTOR® Members. The Board and all of its Members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the NATIONAL ASSOCIATION and the GEORGIA ASSOCIATION OF REALTORS®.

ARTICLE X - DUES AND ASSESSMENTS

SECTION 1: **APPLICATION FEE.** The Executive Board may adopt an application fee for REALTORS® Membership in a 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 Board 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 Executive Board, plus an additional amount established annually by the Executive Board 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 REALTORS® Member, and (2) are not REALTORS® Members of any Board in the state or a state contiguous thereto or Institute Affiliate Members of a Board. In calculating the dues payable to the Board by a Designated REALTORS® Member, nonmember 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

nonmember licensees in another Board in the state or a state contiguous thereto, provided the Designated REALTORS® notifies the Board 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 Board.

(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 REALTORS® 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 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.

A REALTOR with a direct or indirect ownership interest in an entity engaged exclusive in soliciting and/or referring clients and customers to the REALTOR for consideration a substantially exclusive basis shall annually file with the association on a form appropriate 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.

Membership dues shall be prorated for any licensee included on a certification form submitted to the association who during the same fiscal year applies for REALTOR membership in the association. However, membership dues shall not be prorated if the licensee held REALTOR membership during the preceding fiscal year.

(2) The annual dues of REALTOR® Members other than the Designated REALTOR® shall be in such amount as established annually by the Executive Board.

(B) 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®.

NOTE: The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate Members (\$75.00). The National Association shall credit \$25.00 to the account of a local association for each Institute Affiliate Member whose office address is within

the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB). The \$25.00 amount will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the other board. The National Association shall also credit \$25.00 to the account of state associations for each Institute Affiliate Member whose office address is located within the territorial jurisdiction of the state association. Local and state associations may not establish any additional entrance, initiation fees or dues for Institute Affiliate Members, but may provide service packages to which Institute Affiliate Members may voluntarily subscribe.

(C) AFFILIATE MEMBERS. The annual dues of each Affiliate Member shall be in such amount as established annually by the Executive Board.

(D) PUBLIC SERVICE MEMBERS. The annual dues of each Public Service Member shall be in such amount as established annually by the Executive Board.

(E) HONORARY MEMBERS. Dues payable, if any, shall be in such amount as established annually by the Executive Board.

(F) STUDENT MEMBERS. Dues payable, if any, shall be in such amount as established annually by the Executive Board.

SECTION 3: DUES PAYABLE. Dues for all Members shall be payable annually in advance on the first day of January. Dues shall be computed from the first day of the quarter in which a Member is notified of election and shall be prorated for the remainder of the year.

(A) In the event a sales licensee or certified appraiser who holds REALTOR® Membership is dropped for nonpayment of Board 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 thirty (30) days of the notice of termination.

SECTION 4: NONPAYMENT OF FINANCIAL OBLIGATION: If dues, fees, fines or other assessments including amounts owed to the Board or the Board's Multiple Listing Service(s) are not paid within one (1) month after the due date, the nonpaying Member is subject to suspension at the discretion of the Executive Board. Two (2) months after the due date, membership of the nonpaying member may be terminated at the discretion of the Executive Board. 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 Executive Board has confirmed the accuracy of the amount owed. A former Member who 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 Board or any of its services, departments, divisions, or subsidiaries may apply for reinstatement in the manner prescribed for new applicants for membership after making payment in full of all accounts due as of the date of termination.

SECTION 5: DEPOSIT. All monies received by the Board for any purpose shall be deposited to the credit of the Board in a financial institution or institutions selected by resolution of the Executive Board.

SECTION 6: **EXPENDITURES.** The Executive Board shall administer the day-to-day finances of the Board. Capital expenditures may not be made unless authorized by vote of a majority of the Executive Board eligible to vote.

SECTION 7: **NOTICE OF ALL DUES, FEES, FINES, ASSESSMENTS, AND OTHER FINANCIAL OBLIGATIONS** of Members to the Board shall be noticed to the delinquent Board Member in writing setting forth the amount owed and the date due.

SECTION 8: 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 Executive Board.

NOTE: A Member Board's dues obligation to the National Association is reduced by an amount equal to the amount which the Board is assessed for a REALTOR® Member, times the number of REALTOR® Emeriti (as recognized by the National Association), past Presidents of the National Association, and recipients of the Distinguished Service Award of the National Association who are REALTOR® Members of the Board. The dues obligation of such individuals to the local Board should be reduced to reflect the reduction in the Board's dues obligation to the National Association. The Board may, at its option, choose to have no dues requirement for such individuals except as may be required to meet the Board's obligation to the State Association with respect to such individuals. Member Boards should determine whether the dues payable by the Board to the State Association are reduced with respect to such individuals. It should be noted that this does not affect a Designated REALTOR®'s dues obligation to the Board with respect to those licensees employed by or affiliated with the Designated REALTORS® who are not members of the local Board.

ARTICLE XI - OFFICERS AND DIRECTORS

SECTION 1: **OFFICERS.** The elected officers of the Board shall be: a President, a President-Elect, a Vice President, a Secretary, and a Treasurer all of which must be REALTOR® members. The Secretary and Treasurer may be the same person. The President-Elect shall automatically move into the position of President. They shall be elected for terms of one (1) year.

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 Executive Board. It shall be the particular duty of the secretary to keep the records of the Board and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the GEORGIA ASSOCIATION OF REALTORS®, INC.

SECTION 3: **EXECUTIVE BOARD.** The governing body of the Board shall be the Executive Board, which shall consist of Elected Officers, State Directors and Local Directors. State Directors shall be REALTOR® members and shall be elected to serve for terms of three (3) years, Local Directors shall be REALTOR® members or Affiliate members and shall be elected to serve for terms of one (1) year. Affiliate members serving as Local Directors may not vote on professional standards matters before the Executive Board relating to the enforcement of professional standards or the recommendations of hearing panels related to ethics and arbitration hearings. As many

State Directors shall be elected each year as are required to fill vacancies.

SECTION 4: ELECTION OF OFFICERS AND DIRECTORS.

(A) No later than June 30th, or as soon as practical thereafter, of each year, a Nominating Committee of five (5) REALTOR® Members shall be appointed by the President, with the approval of the Executive Board. The Nominating Committee shall select one (1) candidate for each office and one (1) candidate for each place to be filled on the Executive Board. The report of the Nominating Committee shall be delivered to each REALTOR® Member eligible to vote at least three (3) weeks preceding the election. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least 20% of the REALTOR® Members eligible to vote. The petition shall be filed with the Association Executive at least two (2) weeks before the election. The Association Executive shall send notices of such additional nominations to all REALTOR® Members eligible to vote before the election.

(B) The election of Officers and Directors shall take place at the August meeting, or as soon as practical thereafter. Election shall be by ballot and all votes shall be cast in person. The ballots shall contain the names of all candidates and the offices for which they are nominated.

(C) The President, with the approval of the Executive Board, shall appoint an Election Committee of three (3) REALTOR® Members to conduct the election. In case of a tie vote, the issue shall be determined by lot.

(D) The Election Committee is responsible for passing out and collecting all ballots at the August meeting. The Election Committee shall make sure the ballots are signed and that a quorum has been achieved. If a quorum has not voted, the election is not valid.

SECTION 5: VACANCIES. Vacancies among the Officers and Executive Board shall be filled by a simple majority vote of the Executive Board until the next annual election.

SECTION 6: REMOVAL OF OFFICERS AND DIRECTORS. In the event that an Officer or Director is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Officer or Director may be removed from office under the following procedures:

(A) A petition requiring the removal of an Officer or Director 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 for further service.

(B) Upon receipt of the petition, and not less than twenty (20) days nor more than forty-five (45) thereafter, a special meeting of the voting membership of the Board shall be held, and the 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 the (10) days prior to the meeting and shall be conducted by the President of the Board unless the President's continued service in office is being considered at the meeting. In that 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.

ARTICLE XII – MEETINGS

SECTION 1: ANNUAL MEETINGS. The annual meeting of the Board shall be held during December of each year, the date, place and hour to be designated by the Executive Board.

SECTION 2: MEETINGS OF EXECUTIVE BOARD. The Executive Board shall designate a regular time and place of meeting. Absence from three consecutive regular meetings without an excuse deemed valid by the Executive Board shall be construed as resignation.

SECTION 3: OTHER MEETINGS. Meetings of the Members may be held at other times as the President of the Executive Board may determine, or upon the written request of at least 10% of the Members eligible to vote.

SECTION 4: NOTICE OF MEETINGS. Notice shall be given via electronic mail to every Designated REALTOR® Member at least one (1) week preceding all meetings. If a special meeting is called, a statement of the purpose of the meeting shall accompany it.

SECTION 5: QUORUM. A quorum for the transaction of Member business shall consist of 25% of the Members eligible to vote. A quorum for the transaction of Executive Board business shall be 60% of the Executive Board members eligible 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.

Section 7. 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 – COMMITTEES

SECTION 1: STANDING COMMITTEES. The President shall appoint from among the REALTOR® Members, subject to confirmation by the Executive Board, the following standing committees:

Professional Standards

Professional Development

Finance/Budget

Legislative/RPAC

Membership & Communications Services

Hospitality

Grievance

Community Projects

Strategic Planning

Policy & Procedures

SECTION 2: SPECIAL COMMITTEES. The President shall appoint, subject to

confirmation by the Executive Board, such special committees, as the President may deem necessary.

SECTION 3: ORGANIZATION. All committees shall be of such size and shall have such duties, functions, and powers as may be assigned to them by the President of the Executive Board, except as otherwise provided in these Bylaws.

SECTION 4: PRESIDENT. The President shall be an ex officio member of all standing committees and shall be notified of their meetings.

Section 5. 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. (Amended 1/05)

Section 6. 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: The fiscal year and elective year of the Board shall be the calendar year.

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 Board, its Executive Board, 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 a 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 meeting, except that the Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy.

SECTION 2: Notice of all meetings at which amendments are to be considered shall be delivered to every Member eligible to vote at least one (1) week prior to the meeting.

ARTICLE XVII – DISSOLUTION

SECTION 1: Upon the dissolution or winding up of affairs of this Board, the Executive Board, after providing for the payment of all obligations, shall distribute any remaining assets to the GEORGIA ASSOCIATION OF REALTORS® or, within its jurisdiction any other non-profit tax exempt organization.

Requested NAR Bylaws Changes for 2009 are underlined.

