

# BYLAWS OF THE HIGH POINT REGIONAL ASSOCIATION OF REALTORS®, INC.

Amended:	March 26, 1980	December 29, 1982	November 30, 1983	April 22, 1987
	April 6, 1988	January 25, 1990	October 3, 1990	June 19, 1991
	November 20, 1991	September 23, 1992	November 4, 1992	January 4, 1995
	March 29, 1995	December 20, 1995	February 28, 1996	March 14, 1996
	February 23, 2000	September 20, 2000	March 27, 2002	November 20, 2002
	September 24, 2003	September 15, 2004	July 12, 2005	

## ARTICLE I - NAME

**Section 1. Name.** The name of this organization shall be the High Point Regional Association of REALTORS®, Inc., hereafter referred to as the “Association”.

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

## ARTICLE II - OBJECTIVES

The objectives of the Association are:

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

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

**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 North Carolina Association of Realtors®, and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the state and nation and obtaining the benefits and privileges of Membership therein;

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

## ARTICLE III - JURISDICTION

**Section 1.** The territorial jurisdiction of the Association as a Member of the NATIONAL ASSOCIATION OF REALTORS® shall be all the territory assigned to it by the NATIONAL ASSOCIATION of REALTORS® as from time to time amended. An exact description shall be available to any REALTOR® upon request.

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

## ARTICLE IV - MEMBERSHIP

**Section 1.** There shall be eight 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 North Carolina 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 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" Association in another state.

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

**(3). 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) franchises 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 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; and the right to hold elective office in the local board, state association, and National Association.

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

**(5). Designated REALTOR® Members.** Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® Member who shall be responsible for all duties and obligations of Membership including the obligation to arbitrate pursuant to Article 17 of the Code of Ethics and the payment of Association dues as established in Article X of the Bylaws. The "Designated REALTOR®" must be a sole proprietor, partner, corporate officer or branch office manager acting on behalf of the firm's principal(s) and must meet all other qualifications for REALTOR® Membership established in Article V, Section 2, of the Bylaws.

**(6). President of the North Carolina Association of REALTORS®, Inc.** The President of the North Carolina Association of REALTORS®, Inc., shall be a full REALTOR® member in good standing of the Association, without payment of dues, during his or her term as President of the North Carolina Association of REALTORS®, Inc.”

**(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 paragraphs (a) or (b) of this Section, have interests requiring information concerning real estate and are in sympathy with the objectives of the Association. Affiliate membership always applies to an owner, an individual, or firm operating at a single location. When an Affiliate Membership is held by a partnership or corporation, the said partnership or corporation shall designate one person as its representative. Employees and/or independent contractors affiliated with such Affiliate Member shall also qualify for Affiliate Membership.

**(d). Allied Members.** Allied Members shall be individuals or firms from housing related industries and professions who, while not engaged in real estate sales as defined in paragraphs (a) or (b) of this Section, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Association.

**(e). 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.

**(f). Life Members.** Life Members shall be REALTOR® Members who have given exemplary and outstanding service to the Association during their Membership. The board of directors shall establish the criteria and elect said life Members. REALTORS® elected to life Membership shall not be required to pay local dues to the High Point Regional Association of REALTORS®, Inc.

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

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

## **ARTICLE V - QUALIFICATIONS and ELECTION**

**Section 1. Application.** An application for Membership shall be made in such manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to Membership to thoroughly familiarize himself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitution, Bylaws and Rules and Regulations of the Association, the State and National Associations, and if elected a Member, will abide by the Constitution, Bylaws, and Rules and Regulations of this Association, State and National Associations and if a REALTOR® Member, will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® including the obligation to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further specified in the *Code of Ethics and Arbitration Manual* of the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended, and (2) that applicant consents that the Association, through its Member Services Committee or otherwise, may invite and receive information and comment about applicant from any Member or other persons, and that applicant agrees that any information and comment furnished to the Association by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the form of application, have access to a copy of the Bylaws, Constitution, Rules and Regulations and Code of Ethics referred to above. An applicant for reinstatement to REALTOR® Membership may be approved provided that the applicant was a REALTOR® Member in good standing within the past thirteen months and was inactive in the real estate business for the preceding three months, will not be required to pay the initiation fee nor attend the orientation course, except the New Member Code of Ethics Training per Article V, Section 4.

## Section 2. Qualifications.

(a) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer or branch office manager of a real estate firm shall supply evidence satisfactory to the Member Services 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 or a Registered Appraiser Trainee by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy, has no record of official sanctions involving unprofessional conduct, agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Member Services Committee, and shall be personally inducted at an installation ceremony, and shall agree that if elected to Membership, he will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics. (\*)

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

**NO RECORD OF OFFICIAL SANCTIONS INVOLVING UNPROFESSIONAL CONDUCT** is intended to mean that the Association may only consider judgments within the past three (3) years of violations of (1) civil rights laws; (2) real estate license laws; (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.

NOTE 1: One or more of the requirements for REALTOR® Membership set forth above in Article V, Section 2(a) may be deleted at the Board's discretion. However, Boards may NOT adopt membership qualifications more rigorous than specified in the Membership Qualification Criteria for REALTOR® Membership approved by the Board of Directors of the National Association.

NOTE 2: Article IV, Section 2, of the NAR Bylaws prohibits Member Associations 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 actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of the Association or a Designated REALTOR® Member of another Association (if a secondary member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified or a Registered Appraiser Trainee by an appropriate state regulatory agency to engage in the appraisal of real property, shall complete a course of instruction covering the Bylaws and Rules and Regulations of this Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Committee, and shall be personally inducted, and shall agree in writing that if elected to Membership he will abide by such Constitution, Bylaws, Rules and Regulations and the Code of Ethics.

(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 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 M.L.S.

“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) Applicants for REALTOR® membership shall be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee. Written notice shall be given to REALTOR® members of the Provisional member and invite written comments. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to subsequent review of the application by the Board of Directors. If the Board of Directors 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 120 days from the association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated.

(b) Dues shall be computed from the date of application and shall be non-refundable unless the association's Board of Directors terminates the individual's membership in accordance with subsection (a) above. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received association services and any application fee.

(c) The Board of Directors may not terminate any provisional membership without providing the provisional member with advance notice, an opportunity to appear before the Board of Directors, to call witnesses on his behalf, to be represented by counsel, and to make such statements as he deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.

(d) If the Board of Directors determines that provisional membership should be terminated, it shall record its reasons with the Secretary of the High Point Regional Association of REALTORS®, Inc. If the Board of Directors believes that termination of provisional membership may become the basis of litigation and a claim of damage by a provisional member, it may specify that termination 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 termination violates no rights of the individual.

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

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

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

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

Effective January 1, 2001, through December 31, 2004, and for successive four year periods thereafter, each REALTOR® member of the association shall be required to complete quadrennial ethics training of not less than two hours and thirty minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any four year cycle shall not be required to complete additional ethics training until a new four year cycle commences.

Failure to satisfy this requirement shall be considered a violation of a membership duty for which REALTOR® membership shall be suspended until such time as the training is completed. Members suspended for failing to meet the requirement for the first four (4)-year cycle (2001 through 2004) will have until December 31, 2005 to meet the requirement. Failure to meet the requirement by that time will result in automatic termination of membership.

Failure to meet the requirement for the second (2005 through 2008) cycle and subsequent four (4)-year cycles will result in suspension of membership for the first two months (January and February) of the year following the end of any four (4)-year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated. (Adopted 1/01, revised 5/05)

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

(a) A REALTOR® who changes the conditions under which he holds membership shall be required to provide written notification to the Association 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 REALTOR® (principal) Members but shall, during the period of transition from one status of membership to another, be subject to all the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of Membership to which they have transferred within ninety (90) days of the date they advised the Association of their change in status, their new Membership application will terminate automatically unless otherwise so directed by the Board of Directors.

A REALTOR® who is transferring their license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all the privileges and obligations of membership during the period of transition. If the transfer is not completed within 30 days of the date the Association is advised of the disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the Board of Directors.

**NOTE:** The Board of Directors, at its discretion, may waive any qualification which the applicant has already fulfilled in accordance with the Association's Bylaws.

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

(c). Dues shall be prorated from the first day of the quarter in which the Member is notified of election by the Board of Directors and shall be based on the new Members status for the remainder of the year.

## **ARTICLE VI -PRIVILEGES and OBLIGATIONS**

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

**Section 2.** Any Member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Association Rules and Regulations not inconsistent with these Bylaws, after a hearing as provided in the *Code of Ethics and Arbitration Manual* of the Association. Although Members other than REALTORS® are not subject to the Code of Ethics nor its enforcement by the Association, such Members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, Members other than REALTORS® may, upon recommendation of the Member Services Committee, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR® or REALTORS®, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local Association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

**Section 3.** 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 NATIONAL ASSOCIATION OF REALTORS® as set forth in the *Code of Ethics and Arbitration Manual* of the National Association.

**Section 4.** Resignations of Members shall become effective when received in writing by the Board of Directors, provided, however, that if any Member submitting the resignation is indebted to the Association for dues, fees, fines, or other assessments of the Association or 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 moneys owed.

**Section 5.** If a Member resigns from the Association or otherwise causes membership to terminate with an ethics complaint pending, that Board of Directors may condition the right of the resigning Member to reapply for Membership upon the applicant's certification that he/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel.

(a) 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. 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®, which use shall be subject to the provisions of Article VIII; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Association and the real estate profession.

(a) If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership or an officer in a corporation, and is suspended or expelled, the firm, partnership, or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® membership, or unless connection with the firm, partnership or corporation is severed, 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 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 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 in a corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership, or corporation shall not be affected.

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

**Section 9. Allied Members.** Allied Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

**Section 10. Public Service Members.** Public Service Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

**Section 11. Life Members.** Life Members shall have all the rights and privileges of REALTOR® Members and are subject to all obligations of REALTOR® Members except the payment of local dues.

**Section 12. Honorary Members.** Honorary Membership shall confer only the right to attend meetings and participate in discussions.

**Section 13. Student Members.** Student Members shall have rights and privileges, and be subject to obligations prescribed by the Board of Directors.

**Section 14. Certification by REALTOR®.** "Designated" REALTOR® Members of the Association shall certify to the Association during the month of January, on a form provided by the Association, a complete listing of all individuals licensed or certified in the REALTOR®'s office(s) and shall designate a primary Association for each individual who hold membership. Designated REALTORS® shall also identify any non-member licensees in the REALTOR®'s office(s) and if Designated REALTOR® dues have been paid to another Association based on said non-member licensees, the Designated REALTOR® shall identify the Association 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 Association of any additional individual(s) licensed or certified with the firm(s) within seventy-two hours (72) of the date of affiliation or severance of the individual.

**Section 15. Legal Liability Training.** Within two years of the date of election to membership, and every two years thereafter, each REALTOR® Member of the Association shall be required to demonstrate that they have completed a course of instruction on anti-trust laws, agency laws, civil rights laws or the REALTORS® Code of Ethics, its interpretation and meaning and/or the procedures related to its enforcement.

This requirement will be considered satisfied upon presentation of evidence that the member has completed an educational program conducted by another Member Association, the State Association of REALTORS®, The NATIONAL ASSOCIATION OF REALTORS® or any of its affiliated institutes, societies or councils, or any other recognized education institution which, in the opinion of the Board of Directors, is an adequate substitute for the training programs conducted by the Association.

Failure to satisfy this requirement biennially will result in membership being suspended from the date it otherwise would be renewed until such time that the member provides evidence of completion of the aforementioned education requirements.

**NOTE:** Any education requirement must comply with Interpretation No. 37 of Article I, Section 2, Bylaws, NATIONAL ASSOCIATION OF REALTORS®.

**Section 16. Harassment.** Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an Association or M.L.S. employee or Association Officer or Director after a hearing 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, unwelcomed 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 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. If the complaint names the President or President-Elect, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.

## **ARTICLE VII - Professional Standards and Arbitration**

**Section 1.** The responsibility of the Association and of the Association Members relating to the enforcement of the **Code of Ethics**, the disciplining of Members, and the arbitration of disputes, and the organization and procedures incident thereto, shall be governed by the *Code of Ethics and Arbitration Manual* of the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended, which is by this reference incorporated into these Bylaws. The Board of Directors has the authority to adopt options including days for notice which are not specifically mandated by the NATIONAL ASSOCIATION OF REALTORS®.

**Section 2.** It shall be the duty and responsibility of every REALTOR<sup>®</sup> Member of this Association to abide by the Constitution and Bylaws and the Rules and Regulations of the Association, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION of REALTORS<sup>®</sup>, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION of REALTORS<sup>®</sup>, 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.** The Association and Association members are also responsible for the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and procedures incident thereto, consistent with the cooperative professional standards enforcement agreement entered into by the Association, which by this reference is made a part of these Bylaws.

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

## **ARTICLE VIII - USE OF THE TERMS REALTOR<sup>®</sup> AND REALTORS<sup>®</sup>**

**Section 1.** Use of the terms REALTOR<sup>®</sup> and REALTORS<sup>®</sup> by Members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup> and the Rules and Regulations prescribed by its Board of Directors. The Association shall have the authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup>, use of the terms within its jurisdiction.

**Section 2.** REALTOR<sup>®</sup> Members of the Association shall have the privilege of using the terms REALTOR<sup>®</sup> and REALTORS<sup>®</sup> in connection with their places of business within the state or a state contiguous thereto so long as they remain REALTOR<sup>®</sup> Members in good standing. No other class of Members shall have this privilege.

**Section 3.** A REALTOR<sup>®</sup> Member who is a principal of a real estate firm, partnership, or corporation may use the terms REALTOR<sup>®</sup> and REALTORS<sup>®</sup> 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<sup>®</sup> Members of an Association or Institute Affiliate members as described in Section 1(b) of Article IV.

(a) In the case of a REALTOR<sup>®</sup> 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<sup>®</sup> or REALTORS<sup>®</sup> 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<sup>®</sup> membership. If a firm, partnership, or corporation operates additional places of business in which no principal, partner, corporate officer, or branch office manager holds REALTOR<sup>®</sup> membership, the term REALTOR<sup>®</sup> or REALTORS<sup>®</sup> may not be used in any reference to those additional places of business.

**Section 4.** Institute Affiliate Members shall not use the terms REALTOR<sup>®</sup> or REALTORS<sup>®</sup>, nor the imprint of the emblem seal of the NATIONAL ASSOCIATION of REALTORS<sup>®</sup>.

## ARTICLE IX - STATE AND NATIONAL MEMBERSHIPS

**Section 1.** The Association shall be a Member of the NATIONAL ASSOCIATION of REALTORS® and the North Carolina Association of REALTORS®. By reason of the Association's Membership, each REALTOR® Member of the Member Association shall be entitled to Membership in the NATIONAL ASSOCIATION of REALTORS® and the North Carolina Association of REALTORS® without further payment of dues. The Association shall continue as a Member of the State and National associations unless by a majority vote of all its REALTOR® Members, decision is made to withdraw, in which case the State and National Associations shall be notified at least one month in advance of the date designated for the termination of such membership.

**Section 2.** The Association recognizes the exclusive property rights of the NATIONAL ASSOCIATION of REALTORS® in the terms REALTOR® and REALTORS®. The Association shall discontinue use of the terms in any form in its name, upon ceasing to be a Member of the National Association, or upon a determination by the Board of Directors of the National Association that it has violated the conditions imposed upon the terms.

**Section 3.** The Association adopts the Code of Ethics of the NATIONAL ASSOCIATION of REALTORS® and agrees to enforce the code among its REALTOR® Members. The Association and all of its Members agree to abide by the Constitution, Bylaws, Rules and Regulations, and Policies of the National Association and the North Carolina Association of REALTORS®.

## ARTICLE X - DUES AND ASSESSMENTS

**Section 1. Application Fee.** The Board of Directors may adopt an application fee for REALTOR® Membership in reasonable amount, not exceeding three times the amount of the annual dues for REALTOR® Membership, which shall be required to accompany each application for REALTOR® Membership and which shall become the property of the Association upon final approval of the application.

**Section 2. Dues.** The annual dues of Members shall be as follows:

**(a). Designated REALTOR® Members.** The annual dues of each Designated REALTOR® Member shall be in such amount as established annually by the Board of Directors plus an amount equal to that amount established annually by the Board of Directors times the number of real estate salespersons and licensed or certified appraisers or Registered Appraiser Trainee who **(1)** are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® Members, 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 Section 2(a)(1) and (2) of this Article shall not be included in the computation of dues if the DR 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 board.

(1) For the purpose of this Section, a REALTOR<sup>®</sup> Member of a Member Association shall be held to be any Member who has a place or places of business within the state or a state contiguous thereto and who, as a principal, partner, corporate officer or branch 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<sup>®</sup>. An individual shall be deemed to be licensed with a REALTOR<sup>®</sup> if the license of the individual is held by the REALTOR<sup>®</sup> or by any broker who is licensed with the REALTOR<sup>®</sup>, or by any entity in which the REALTOR<sup>®</sup> has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business (except as provided for in Section 2 (a) (1) hereof) provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner, corporate officer, or the branch manager of the entity.

A REALTOR<sup>®</sup> with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR<sup>®</sup> 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 affiliate 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<sup>®</sup> filing the form for purposes of this Section and shall not be included in calculating the annual dues of the Designated REALTOR<sup>®</sup>.

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<sup>®</sup> or REALTOR<sup>®</sup>-ASSOCIATE membership in the association. However, membership dues shall not be prorated if the licensee held REALTOR<sup>®</sup> or REALTOR<sup>®</sup>-ASSOCIATE membership during the preceding calendar year.

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

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

**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 the 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.

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

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

**(f) Public Service Members.** The annual dues of Public Service Members shall be in such an amount as established annually by the Board of Directors.

(g) **Life Members.** The annual dues of each Life Member shall only be those dues payable to the **STATE** and **NATIONAL ASSOCIATIONS**.

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

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

**Section 3. Dues Payable.** A dues statement for the succeeding year will be billed to each member annually and will be due and payable October 1<sup>st</sup>. Dues shall be computed from the date of application and granting of provisional membership.

(a). In the event a sales licensee or licensed or certified appraiser who holds REALTOR® Membership is dropped for nonpayment of Association dues, and the individual remains with the designated REALTOR®'s firm, the dues obligation of the "designated" REALTOR® (as set forth in Article X, Section 2, a) will be increased to reflect the addition of a nonmember 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 Obligations.** If dues, fees, fines, or other assessments including amounts owed to the Association or to the High Point Multiple Listing Service, Inc. are not paid within one (1) month after the due date, the nonpaying Member is subject to suspension and possible fine at the discretion of the Board of Directors. Two (2) months after the due date, Membership of the nonpaying Member may be terminated at the discretion of the Board of Directors. Three (3) months after the due date, Membership of the nonpaying Member shall automatically terminate unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former Member who has had his Membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Association or any of its services, departments, divisions or subsidiaries may apply for 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.

**Section 5. Deposit.** All moneys received by the Association for any purpose shall be deposited to the credit of the Association in a financial institution or institutions selected by resolution of the Board of Directors.

**Section 6. Expenditures.** The Board of Directors shall administer the day to day finances of the Association. Capital expenditures in excess of \$5,000.00 are not authorized unless approved at a meeting of the Membership. A written notice stating the proposed expenditure(s) shall be mailed at least one week but not more than two weeks prior to the meeting to all REALTORS® eligible to vote.

**Section 7. Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of the Members.** All dues, fees, fines, assessments, or other financial obligations to the Association or the High Point Multiple Listing Service, Inc., shall be noticed to the delinquent Association Member and in writing setting forth the amount owed and due date.

**Section 8.** The dues for the National Association of REALTORS® for 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 waived.

**NOTE:** A Member Association's dues obligation to the National Association is reduced by an amount equal to the amount which the Association 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 Association. The dues obligation of such individuals to the local Association should be reduced to reflect the reduction in the Association's dues obligation to the National Association. The Association may, at its option, choose to have no dues requirement for such individuals except as may be required to meet the Association's obligation to the State Association with respect to such individuals. Member Associations should determine whether the dues payable by the Association 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 Association with respect to those licensees employed by or affiliated with the "designated" REALTOR® who are not Members of the local Association.

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

**Section 1. Officers.** The elective officers of the Association shall be a president, a president elect, a secretary-treasurer. The secretary and treasurer will be the same person. They shall be elected for terms of one year. The President-Elect shall automatically succeed to the position of President, in the year after his or her term, without the necessity of standing for election.

**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.

(a). It shall be the particular duty of the secretary to keep the records of the Association and to carry on all necessary correspondence with the NATIONAL ASSOCIATION of REALTORS® and the NORTH CAROLINA ASSOCIATION OF REALTORS®.

(b). It shall be the particular duty of the secretary-treasurer to be Chairman of the Finance Committee.

(c). It shall be the particular duty of the president-elect to be the Managing Editor of the newsletter.

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

(a). The governing body of the Association shall be a Board of Directors consisting of the elective officers, the immediate past president, and nine REALTOR® Members of the Association who shall be directors. Directors shall be elected to serve for terms of three years. Directors shall be elected each year as required to fill expiring terms.

(b). The M.L.S. Committee Chairman shall be a member of the Board of Directors.

(c). The duly elected C & I Division President shall be a member of the Board of Directors.

**Section 3.1. Temporary Additional Directors.** Three (3) representatives from Thomasville Board of Realtors®, Inc. shall be selected and shall serve as Temporary Additional Directors of the Association beginning in calendar year 2003. One such Temporary Additional Director shall serve a three (3) year term, one such Temporary Additional Director shall serve a two (2) year term and one such Temporary Additional Director shall serve a one (1) year term. Accordingly, the Board of Directors of the Association shall be temporarily expanded by three (3) additional Directors in 2003, two (2) additional Directors in 2004 and one additional Director in 2005. Each such Temporary Additional Director will be selected by the 2002 Board of Directors of Thomasville Board of Realtors®, Inc. and approved by the 2002 members of Thomasville Board of Realtors®, Inc. After the terms of the Temporary Additional Directors selected pursuant to this Section 3.1 have expired and thereafter, Directors will be elected as provided in these Bylaws. (Adopted November 20, 2002)

#### **Section 4. Election of Officers and Directors.**

(a). At least two (2) months before the annual election, the President shall appoint subject to confirmation of the Board of Directors at least five (5) REALTORS® to a Certifying/Recruiting Committee. The Certifying/Recruiting Committee shall have the duty to certify a candidate or candidates to run for any office. The Certifying/Recruiting Committee shall also have the duty to recruit a candidate or candidates to run for any office for which no qualified person has applied. If, following certification by the Committee of a candidate (or candidates) for a particular office, the candidate (or all of the candidates, if there is more than one) becomes unable for any reason to run for such office, the Committee shall have the duty to recruit and certify another candidate or candidates to run for such office. The Certifying/Recruiting Committee shall then prepare a slate of nominees for consideration by the Association at its annual meeting. The report from the Certifying/Recruiting Committee shall be mailed to each Member eligible to vote at least three (3) weeks preceding the election. Additional candidates for the offices to be filled may only be placed in nomination by a petition signed by at least ten per cent (10%) of the REALTOR® Members eligible to vote. The petition shall be filed with the secretary at least two (2) weeks before the election. The secretary shall send notice<sup>1</sup> of such additional nominations to all Members eligible to vote before the election.

(b). The election of officers and directors shall take place at the annual meeting. Election shall be by ballot and all votes shall be cast in person except that Members may vote at the Association office between the time that a petition [see Section 4(a) above] might be received and 5:00 p.m. the day prior to the election. Staff shall place the ballots under lock and key until the actual election. The ballot shall contain the names of all candidates and the offices for which they are nominated.

(c). The President with the approval of the Board of Directors 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.

#### **Section 5. Vacancies.**

(a). If a vacancy occurs in the office of the President, the President Elect shall assume the duties of the President for the remainder of the unexpired term and serve as President for a full term the next year.

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<sup>1</sup>For the purposes of these bylaws, “mailed” or “send notice” shall include: U.S. mail, electronic mail, publication in the Association’s newsletter, or delivery to the “Designated” REALTOR® for further distribution to the REALTOR® Members.

(b) Vacancies among the other officers and the Board of Directors shall be filled by a simple majority vote of the Board of Directors until the next annual election. Unexpired terms shall be filled at the annual election and the Director shall take office January 1.

**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 procedure:

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

(b). Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting Membership of the Association shall be held, and the sole business of the meeting shall be to consider the charge against the officer or director and to render a decision on such petition.

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

### **Section 7. Standards of Officers and Directors.**

(a). In accepting election to an office and the duties and responsibilities thereby imposed, the President, each elective officer and each Member of the Board of Directors reaffirms and acknowledges his or her commitment to the high standards of practice set forth in the **Code of Ethics** of the NATIONAL ASSOCIATION of REALTORS® and to the obligations imposed by law on all brokers, salespersons, and appraisers duly licensed by the State of North Carolina. Each such officer and director acknowledges that his or her failure to conform to such standards and obligations may reflect adversely on the organization.

(b). In the event the license or certificate of the President or any elective officer or any other Member of the Board of Directors is revoked or suspended by the appropriate North Carolina regulatory agency, such revocation or suspension automatically shall result in the immediate removal of that individual from the office of the High Point Regional Association of REALTORS®, Inc., to which he or she has been elected and the termination of all rights, privileges, duties and responsibilities accompanying that office, whether or not the revocation or suspension is appealed.

(c). In the event the President, any elective officer, or any other Member of the Board of Directors is found guilty of a violation of the **Code of Ethics** of the NATIONAL ASSOCIATION of REALTORS® by the High Point Regional Association of REALTORS®, Inc., or in the event such elective officers are censured or reprimanded by the appropriate North Carolina regulatory agency, thereby bringing discredit to the office to which he or she was elected and to the High Point Regional Association of REALTORS®, Inc., such individual may be removed from the office to which he or she was elected by action of the Board of Directors after due notice given to the elected officer or director and an opportunity to be heard at a meeting duly scheduled by the Board of Directors. In the event the Board of Directors by a majority vote determines that the individual should be removed from office, such action shall cause removal of the individual from the office of the High Point Regional Association of REALTORS®, Inc., to which he

or she has been elected together with all rights, privileges, duties and responsibilities accompanying that office and such removal shall be effective immediately upon a majority vote of the Board of Directors.

(d). Any vacancies in office created under this **ARTICLE XI Section 7** shall be filled as provided under **ARTICLE XI, Section 5**.

## **ARTICLE XII - MEETINGS**

**Section 1. Annual Meetings.** The annual meeting of the Association shall be held during September of each year, the date, place, and hour is to be designated by the Board of Directors.

**Section 2. Meetings of Directors.** The Board of Directors shall designate a regular time and place of meetings. Additional meetings may be at the call of the President or any five (5) Members of the Board of Directors. Meetings may be canceled by a majority vote of Directors via facsimile or electronic means. Absence from three regularly scheduled meetings during a calendar year without an excuse deemed valid by the Board of Directors shall be construed as resignation. More than fifty percent (50%) of the directors shall constitute a quorum. A majority vote by the Directors present and voting at a meeting attended by a quorum shall be required for passage of motions.

**Section 3. Other Meetings.** Meetings of the Members may be held at other times as the President or the Board of Directors may determine or upon the written request of at least ten percent (10%) of the Members eligible to vote.

**Section 4. Notice of Meetings.** Notice shall be given to every Member entitled to participate in the meeting at least one (1) week preceding all meetings except regularly scheduled meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

**Section 5. Quorum.** A quorum for the transaction of business shall consist of twenty percent (20%) of the Members eligible to vote.

## **ARTICLE XIII - COMMITTEES**

**Section 1. Standing Committees.** The President and President Elect shall appoint Members to all committees subject to confirmation by the Board of Directors. The standing committees of the Association shall be as follows: Building Maintenance, Finance, Foundation Fund, Grievance, Member Services, and Professional Standards. Only REALTOR® Members may serve on Professional Standards and Grievance. Appointments to the Professional Standards Committee and Grievance Committee shall be consistent with the cooperative professional standards enforcement agreement of the Association.

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

**Section 3. Task Forces.** The President shall appoint task forces as the members of the Association or the Board of Directors may deem wise. The President shall have the power to appoint such task forces as, in his/her judgment, may be necessary to conduct the affairs of the Association.

**Section 4. Organization.** All committees shall be of such size and shall have duties, functions, and powers as assigned by the President or the Board of Directors except as otherwise provided in these Bylaws. The President and the President Elect shall appoint a chairman and vice chairman for each committee,

subject to confirmation by the Board of Directors. Exception is Foundation Fund Committee who will select their own chairman & vice chairman.

**Section 5. Removing Committee Members.** The President may remove a committee member subject to confirmation by the Board of Directors for reasons specified in the Rules and Regulations of the High Point Regional Association of REALTORS<sup>®</sup>, Inc.

**Section 6. President.** The President shall be an ex-officio member of all committees, except the Certifying/Recruiting and Election committees, and shall be notified of their meetings.

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

**Section 1.** The fiscal and elective year of the Association shall be January 1 through December 31.

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

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

## **ARTICLE XVI - AMENDMENTS**

**Section 1.** These Bylaws may be amended by majority vote of the Members present and qualified to vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting.

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

**Section 3.** Amendments to these bylaws mandated by the National Association of REALTORS<sup>®</sup> may be adopted by the Board of Directors and noticed to the Members. Further, any modification to the Bylaws created by a clerical error or added for the purpose of clarification and not causing any change in the intention or substance of the Bylaws may be made by the Board of Directors.

**Section 4.** Amendments to these Bylaws affecting the admission or qualification of REALTOR<sup>®</sup> and Institute Affiliate Members, the use of the terms REALTOR<sup>®</sup> and REALTORS<sup>®</sup>, or any alteration in the territorial jurisdiction of the Association shall become effective upon their approval as authorized by the Board of Directors of the NATIONAL ASSOCIATION of REALTORS<sup>®</sup>.

## **ARTICLE XVII- DISSOLUTION**

**Section 1.** Upon the dissolution or winding up of the affairs of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the **NORTH CAROLINA ASSOCIATION of REALTORS<sup>®</sup>** or, within its discretion, to any other nonprofit tax exempt organization.

## ARTICLE XVIII- MULTIPLE LISTING SERVICE

**Section 1. Authority.** The High Point Regional Association of REALTORS® shall maintain for the use of its Members a multiple listing service which shall be a lawful corporation of the state of North Carolina, all the stock of which shall be owned by the High Point Regional Association of REALTORS®, Incorporated.

**Section 2. Purpose.** A Multiple Listing Service is:

- # a facility for the orderly correlation and dissemination of listing information among Participants so that they may better serve their clients and customers and the public
- # a means by which authorized Participants make blanket unilateral offers of compensation to other Participants (acting either as subagents, buyer agents, or in a non-agency capacity defined by law)
- # a means by which information is accumulated and disseminated to enable authorized Participants to prepare appraisals and other valuations of real property
- # a means by which Participants engaging in real estate appraisal contribute to common data bases
- # entitlement to compensation is determined by the cooperating brokers performance as procuring cause of the sale (or lease)

**Section 3. Governing Documents.** The Board of Directors shall cause any multiple listing service established by it pursuant to this Article to conform its corporate charter, Constitution, Bylaws, Rules, Regulations, and Policies, Practices and Procedures at all times to the Constitution, Bylaws, Rules, Regulations, and Policies of the NATIONAL ASSOCIATION OF REALTORS®.

**Section 4. Participation.** Any REALTOR® Member of this or any other Member Association who is a principal, partner, corporate officer, or branch manager acting on behalf of the principal, without further qualification shall be eligible to participate in Multiple Listing upon agreeing in writing to conform to the Rules and Regulations thereof and to pay the costs incidental thereto. However, under no circumstances is any individual or firm, regardless of Membership status, entitled to Multiple Listing Service “Membership” or “Participation” unless they hold a current, valid real estate broker's license and are capable of offering and accepting compensation to and from other Participants or are licensed or certified or a Registered Appraiser Trainee by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by the High Point Multiple Listing Service, Inc., is strictly limited to the activities authorized under a Participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey “Participation”, or “Membership” or any right of access to information developed or published by the High Point Multiple Listing Service, Inc., where access to such information is prohibited by law.

Any applicant for M.L.S. participation and any licensee (including licensed or certified appraisers) affiliated with an M.L.S. Participant who desires access to M.L.S.-generated information shall complete an orientation program of no more than eight (8) classroom hours devoted to the M.L.S. Rules and Regulations and computer training related to M.L.S. information entry and retrieval within thirty (30) days after access has been provided.

**Section 5. Access to Comparable and Statistical Information.** Association Members who are actively engaged in real estate brokerage, management, mortgage financing, appraising, land development or building, but who do not participate in the M.L.S., are nonetheless entitled to receive, by purchase or lease, all information other than current listing information that is generated wholly or in part by the M.L.S. including "comparable" information, "sold" information, and statistical reports. This information is provided for the exclusive use of Association Members and individuals affiliated with Association Members who are also engaged in the real estate business and may not be transmitted, retransmitted, or provided in any manner to any unauthorized individuals, office, or firm except as otherwise specified in the M.L.S. Rules and Regulations. Association Members who receive such information, either as a Association service or through the Association's M.L.S., are subject to the applicable provisions of the M.L.S. Rules and Regulations whether they participate in the M.L.S. or not.

**Section 6. Subscribers.** Subscribers (or users) of the M.L.S. include non-principal brokers, sales associates, and licensed and certified appraisers or Registered Appraiser Trainee affiliated with Participants. Subscribers also include affiliated unlicensed administrative and clerical staff, personal assistants, and individuals seeking licensure or certification as real estate appraisers who are under the direct supervision of an MLS Participant or the Participant's licensed designee.

**Section 7. M.L.S. Officers and Directors.** The Board of Directors of the High Point Multiple Listing Service, Incorporated, and the High Point Regional Association of REALTORS®, Incorporated, may be one and the same.

## **ARTICLE XIX - COMMERCIAL AND INDUSTRIAL DIVISION**

The High Point Regional Association of REALTORS®, Incorporated, may maintain for the benefit of its members, a Commercial and Industrial Division.