

**BYLAWS OF THE
ENGLEWOOD AREA BOARD OF REALTOR®, INC.**

(Effective Date: May 18, 2022)
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ARTICLE I - NAME

Section 1. Name. The name of this organization shall be the ENGLEWOOD AREA BOARD OF REALTOR®, INC. hereinafter referred to as the “Board.”

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

ARTICLE II - OBJECTIVES

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 REALTOR®.

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 Florida REALTOR® and the NATIONAL ASSOCIATION OF REALTOR®, 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 REALTOR® as licensed, prescribed, and controlled by the NATIONAL ASSOCIATION OF REALTOR®.

ARTICLE III - JURISDICTION

Section 1. the territorial jurisdiction of the Board as a Member of the NATIONAL ASSOCIATION OF REALTOR® shall include that portion of Sarasota County, Florida, lying to the west of the Myakka River and to the south of the south line of Township 39S of Sarasota County, and that portion of Charlotte County, Florida, lying to the west of the Myakka River and Charlotte Harbor.

Section 2. Territorial Jurisdiction is defined to mean:

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

ARTICLE IV - MEMBERSHIP

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

(a) **REALTOR® Members.** REALTOR® Members, whether primary or secondary shall be:

- (1) Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing, or subdividing real estate, and who maintain or are associated with an established real estate office in the State of Florida or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation who are actively engaged in the real estate profession within the state of Florida 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 REALTOR® within the state of Florida 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) Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers are associated with a REALTOR® member and meet the qualifications set out in Article V.
- (b) **Franchise REALTOR® Membership.** Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions and the Commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR Constitution and Bylaws. Such individuals shall enjoy all of the rights, privileges and obligations of REALTOR® membership (including compliance with the Code of Ethics) except: obligations related to 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.

- (c) **Primary and Secondary REALTOR® Members.** An individual is a primary member if the Board pays state and National dues based on such 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.
- (d) **Designated REALTOR® Members.** Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® member who shall be responsible for all duties and obligations of membership, including the obligation to arbitrate (or to mediate if required by the board) 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, corporate officer, or branch office manager acting in 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.
- (e) **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 REALTOR® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® or REALTOR®-Associate membership, subject to payment of applicable dues for such membership.
- (f) **Affiliate Business Partner Members.** Affiliate Business Partner Members shall be individuals or firms who, while not engaged in the real estate profession as defined in paragraph (a) or (b) of this section, have interests requiring information concerning real estate and are in sympathy with the objectives of the Board. (Rev. 04/30/2021)
- (g) **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.
- (h) **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.

Section 2. Privileges of REALTOR® Members.

REALTOR® members, whether primary or secondary, in good standing are entitled to vote and to hold elective office in the Board, and may use the term REALTOR®. For the purposes of this section, the term “good standing” means the member satisfies the “Obligations of REALTOR® Members”, is current with financial and disciplinary obligations to the Board and MLS, has completed any new member requirements, and complies with NAR’s trademark rules.

Section 3. Obligations of REALTOR® Members.

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

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

ARTICLE V

MEMBERSHIP APPLICATION, QUALIFICATIONS AND ELECTIONS

Section 1. Application.

- (a) An application for membership shall be made in such manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to membership to thoroughly familiarize himself/herself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTOR®, the Constitutions, Bylaws, and Rules and Regulations of the Board, the State and National Associations, and if elected a member, will abide by the Constitution and Bylaws and Rules and Regulations of the Board, State and National Associations, and, if a REALTOR® member, will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTOR® including the obligation to arbitrate (or to mediate if required by the Board) 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 REALTOR®, as from time to time amended, and (2) that applicant consents that the Board 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 Board by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the form of application, have access to a copy of the Bylaws, Constitution, Rules and Regulations, and Code of Ethics referred to above.

Section 2. 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 Board that he/she is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy*, has no record of official sanctions involving unprofessional conduct**, agrees to complete a course of instruction (New Member Orientation), and any other new member requirements as well as the Code of Ethics of the NATIONAL ASSOCIATION OF REALTOR®, and shall pass such reasonable and nondiscriminatory examination thereon as may be required by the Board, and shall agree that if elected to membership, he/she will abide by such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics. (Rev. 04/30/2021)

*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 of 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 Board establishes that its interests and those of its members and the public could not be adequately protected by requiring that the bankrupt applicant pay cash in advance for Board and MLS fees for up to one (1) year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that an existing member initiates bankruptcy proceedings, the member may be placed on a "cash basis" from the date that bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.

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

1. Judgments against the applicant 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.
 2. Criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one (1) year under the law under which the applicant was convicted, and (2) no more than ten (10) years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date.
 3. Any applicant who has an unfulfilled sanction pending which was imposed by another board or association of REALTOR® for violations of the Code of Ethics shall not be granted membership.
- (b) Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, 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 Board or a Designated REALTOR® member of another Board (if a secondary member) and must maintain a current valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has no record of official sanctions involving unprofessional conduct*, shall complete a course of instruction (New Member Orientation) and any other new member requirements as well as the Code of Ethics of the NATIONAL ASSOCIATION OF REALTOR®, and shall pass such reasonable and nondiscriminatory examination thereon as may be required by the Board, and shall agree that if elected to membership, he/she will abide by such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics.

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

1. Judgments against the applicant 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.
 2. Criminal convictions if (1) the crime was punishable by death or imprisonment more than one (1) year under the law under which the applicant was convicted, and (2) no more than ten (10) years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date.
- (b) The Board will also consider the following in determining an applicant's qualifications for REALTOR® membership:
1. All final findings of Code of Ethics violations and violations of other membership duties in this or any other REALTOR® 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 this or any other REALTOR® association or association's MLS.
 6. Any misuse of the term REALTOR® or REALTOR® in the name of the applicant's firm.

“Provisional” membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics; See Article V, Section 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 (6) months from the date that provisional membership is approved. Provisional members shall be

considered REALTOR® 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 Board 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 Board to which the applicant has made application) and will abide by the decision of the hearing panel.

- (c) If a member who terminates membership in the Board in good standing reapplies for membership and is approved for membership, that person shall not be required to retake orientation course or to pay the initiation fee, provided the reapplication is made on or before one (1) year from the date of termination of prior membership. A nominal administrative fee may be established at the discretion of the Board of Directors. This exception is limited to one (1) event in any three-year period.

Section 3. Elections to Membership

The procedure for election to membership shall be as follows:

The Chief Executive Officer (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership. *(Rev. 02/05/2018)*

- (a) Applicants for REALTOR® membership shall be granted provisional membership immediately upon review of the applicants completed application form by the CEO (or CEO's duly authorized designee) and remittance of applicable Board dues and any application fee. Members are deemed provisional until such time as they are approved by the Board of Directors and have satisfied all requirements of membership within the required time. Provisional members shall be considered REALTOR® and shall be subject to all of the same privileges and obligations of membership. If the CEO (or duly appointed designee) determines that the individual does not meet all of the qualifications for membership as established in the Board's Bylaws, or, if the individual does not satisfy all of the requirements of membership within the required time from the Board's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated.
- (b) Dues shall be prorated and shall be non-refundable unless the Board of Directors terminates the applicant's membership in accordance with subsection (a) above. In such instances, dues shall be returned less a prorated amount to cover the number of days Board services were received.
- (c) The Board of Directors may not terminate any provisional member without providing the applicant with advanced notice of the findings, an opportunity to appear before the Board of Directors, to call witnesses on his/her behalf, to be represented by counsel, and to make such statements as he/she deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall require that written minutes be made of any such meeting before it or the Board may electronically or mechanically record the proceedings. The Board minutes or recording is the official record of the proceeding.

- (d) If the Board of Directors determines that the provisional membership should be terminated, it shall record its reasons with the CEO (or their duly authorized designee). If the Board of Directors believes that termination of provisional membership 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 termination violates no rights of the applicant.

Section 4. Code of Ethics: Professional Standards and Training

(a) **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 (2) hours and thirty (30) minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less. Failure to satisfy this requirement within sixty (60) days of the date of application will result in denial of the membership application or termination of provisional membership. *NOTE: New Member Orientation programs must meet the learning objectives and minimum criteria established from time to time by NAR.*

(b) **Continuing Member REALTOR® Code of Ethics Training**

Effective January 1, 2019, through December 31, 2021, and for successive three-year periods thereafter, each REALTOR® member of the Board (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another board, the State Association of REALTOR®, the NATIONAL ASSOCIATION OF REALTOR®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTOR® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any three (3) year cycle shall not be required to complete additional ethics training until a new three (3) year cycle commences. Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any three (3) year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three (3) 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. (*National Association of REALTOR®, January 2020*).

(c) **Discipline of REALTOR® Members**

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

(d) **Enforcement of the Code**

The responsibility of the association and of association members relating to the enforcement of the Code of Ethics, the disciplining of members, and the arbitration of disputes, and the organization and procedures incident thereto, shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTOR®, 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 5 - Status Change

- (a) A REALTOR® who changes the conditions under which he/she holds membership shall be required to provide written notification to the Board within ten (10) days. A REALTOR® (non-principal) who becomes a principal in the firm with which he/she has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals, may be required to satisfy any previously unsatisfied membership requirement applicable to 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® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within thirty (30) days of the date they advised the Board in writing of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.
- (b) A REALTOR® who is transferring his/her license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all privileges and obligations of membership during the period of transition. If the transfer is not completed within ten (10) days of the date the Board is advised of the disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the Board of Directors.
- (c) The Board of Directors, at its discretion, may waive any qualification, which the applicant has already fulfilled in accordance with the Board's Bylaws.
- (d) Any application fee related to a change in membership status shall be reduced by an amount equal to any application fee previously paid by the applicant.
- (e) Dues shall be invoiced annually to existing members on or about November 1st for the following year. As for new members, dues shall be prorated from the

first day of the month in which the member was notified of his/her approval and shall be based on the new membership status for the remainder of the year.

ARTICLE VI – PRIVILEGES AND OBLIGATIONS

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

Section 2. Any member of the Board may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Board or MLS 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 REALTOR® are not subject to the Code of Ethics nor its enforcement by the Board, such members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTOR® and conduct their business and professional practices accordingly. Further, members other than REALTOR® may, upon recommendation of the Board of Directors, or 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 REALTOR®, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the Board, Florida REALTOR®, and the NATIONAL ASSOCIATION OF REALTOR®.

Section 3. Any REALTOR® member of the Board 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 Board, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTOR® 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, provided, however, that if any 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 owed.

Section 5.

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

abeyance until such time as the respondent rejoins an association of REALTOR®. If a member, who is the complainant resigns or terminates membership, then the process as established by the NAR Code of Ethics shall apply.

- (b) If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration (or to mediation if required by the Board) continues in effect even after membership lapses or is terminated, provided that the dispute arose prior to the time the Respondent's membership lapsed or was terminated.

Section 6. REALTOR® Members. Whether primary or secondary members, in good standing whose financial obligations to the Board are paid in full shall be entitled to vote and to hold elective office in the Board, may use the terms REALTOR® and REALTOR®, 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.

- (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 REALTOR® 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, terminated or expelled, or unless the REALTOR® member who is suspended or expelled removes himself/herself from any form or degree of management control of the firm, for the term of the suspension or until readmission to the membership with written documentation, 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® member 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 the membership, whichever may apply. Further, the membership of REALTOR® other than principals who are employed by or affiliated as independent contractors with the disciplined member shall suspend or terminate during the period of suspension of the disciplined member or until readmission of the disciplined member or until connection of the disciplined member with the firm, partnership, or corporation is severed, or unless the REALTOR® member (non-principal) elects to sever his/her connection with the REALTOR® and affiliate with another REALTOR® member in good standing in the Board, whichever may apply.
- (b) If a REALTOR® member, other than a principal in a firm, partnership, or corporation is suspended or expelled, the use of the terms REALTOR® or REALTOR® by the firm, partnership, or corporation shall not be affected. 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® or REALTOR® in connection with its business during the period of suspension or until the former member is readmitted to the membership in the Board.

The foregoing is not intended to preclude a suspended or expelled member from functioning as an employer or independent contractor, providing no management control is exercised. Further, the membership of REALTOR® Members 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 with the Board, whichever shall apply.

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

- (c) In any action taken against a REALTOR® member principal for suspension or expulsion under Section 6(b) hereof, notice of such action shall be given to all REALTOR® employed by or affiliated as independent contractors with such REALTOR® member and they shall be advised that the provisions in Article VI Section 6(b) shall apply.
- (d) Professional disputes between REALTOR® members, or between firms, partnerships, corporation or trusts that are real estate agencies with which a REALTOR® member is associated, shall be settled through the arbitration process provided in Article VII, rather than by recourse to other tribunals. Professional disputes between REALTOR® Members and other members of the Board may be accepted for arbitration, at the discretion of the Board of Directors, provided that both parties to such dispute agree in advance, in writing, to abide by the award, and provided that any non-member shall agree to pay in advance such fee as may have been required by the Board of Directors toward the expenses of the proceedings.
- (e) REALTOR® members shall waive all claims against the Board or any of its officers, directors, committee chairpersons, CEO and other staff for any act in connection with the business of the Board. (Rev. 01/2021)

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 REALTOR®.

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 associations provided multiple listing service.

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

Section 9. Public Service Members. Public Service members shall have rights and privileges and be subjected to obligations prescribed by the Board of Directors.

Section 10. Honorary Members. Honorary members shall be granted only the right to attend general membership meetings and participate in discussions, but, cannot not vote.

Section 11. Certification by REALTOR®. If required by the Board, “Designated” REALTOR® members of the Board shall certify and provide a complete listing of all individuals licensed or certified in the REALTOR® office(s) and shall designate a primary board for each individual who holds membership. Designated REALTOR® shall also identify any non-member licensees in the REALTOR® 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 ten (10) business days of the date of affiliation or severance of the individual.

Section 12. Harassment. Any member of the Board may be reprimanded, placed on probation, suspended, or expelled for harassment of a Board or MLS employee or Board officer or director after an investigation in accordance with the procedures of the Board. 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 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 board. Disciplinary action may include any sanction authorized in the Board’s Code of Ethics and Arbitration Manual. If the complaint names the President or President-Elect, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest-ranking officer not named in the complaint.

ARTICLE VII – PROFESSIONAL STANDARDS AND ARBITRATION

Section 1. The responsibility of the 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 Board, as from time to time may be automatically amended based on NAR requirements, which by this reference is made a part of these Bylaws, provided, however, that any provision deemed inconsistent with

state law shall be deleted or amended to comply with state law, and the remainder shall be enforceable.

The responsibility of the Board and the Board 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 Board, which by this reference is made a part of these Bylaws.

Section 2. It shall be the duty and responsibility of every REALTOR® member of this Board to abide by the Constitution and Bylaws of the Board, and the MLS provided rules and regulations, the Constitution and Bylaws of Florida REALTOR®, and the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTOR®, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTOR®, 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 REALTOR®

Section 1. Use of the terms REALTOR® and REALTOR® by members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTOR® 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 REALTOR®, 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 Board’s Code of Ethics and Arbitration Manual. Inclusion and retention of the Registered Collective Membership Mark REALTOR®, in the name of the Board, shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTOR® as from time to time amended.

Section 2. REALTOR® members of the Board shall have the privilege of using the terms REALTOR® and REALTOR® 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 REALTOR® only if all the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto are REALTOR® members or Institute Affiliate members as described in Section 1(b) of Article IV.

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 REALTOR® shall be limited to office locations in which a principal, partner, corporate officer, or branch office manager of the firm, partnership, or corporation holds REALTOR® membership. If a firm, partnership, or corporation operates additional places of business in which no principal, partner, corporate officer, or branch office manager holds REALTOR® membership, the term REALTOR® or REALTOR® 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 REALTOR®, 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 REALTOR® and, Florida REALTOR®. By reason of the Board’s membership, each REALTOR® member of the member board shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTOR® and Florida REALTOR® without further payment of dues. The Board shall continue as a member of the State and National Associations, unless by the 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 designed for the termination of such membership.

Section 2. The Board recognizes the exclusive property rights of the NATIONAL ASSOCIATION OF REALTOR® in the terms REALTOR® and REALTOR®. 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 Board of Directors of the National Association that it has violated the conditions imposed upon the terms.

Section 3. The Board hereby adopts the Code of Ethics of the NATIONAL ASSOCIATION OF REALTOR® 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 Florida REALTOR®.

ARTICLE X – DUES, FEES AND FINANCES

Section 1. Application Fee. The Board of Directors has adopted an application fee 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, and shall be nonrefundable.

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 additional amount to be established annually by the Board of Directors times the number of real estate salespeople and licensed, certified or registered appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® member, and (2) are not REALTOR® members of any board in the state or a state contiguous thereto or Institute Affiliate members of the Board. In calculating the dues payable to the Board by a Designated REALTOR® member, non-member licensees as defined in Section (1) and (2) of this paragraph shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on said non-member licensees in another board in the state or a state contiguous thereto, provided the Designated REALTOR® notifies the 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 REALTOR®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business (except as provided for in Section 2 (a)(1) hereof) provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner, corporate officer, or branch office manager of the entity.

A REALTOR® with a direct or indirect ownership interest in any entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall, upon request, file with the Board on a form approved by the Board a list of the licensees affiliated with that entity and shall certify that all of the licensees are not engaged in listing, selling, leasing, renting, managing, counseling, or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this section and shall not be included in calculating the annual dues of the Designated REALTOR®.

The exemption for any licensees included on the Designated REALTOR®' list shall automatically be revoked upon the individual being engaged in real estate licensed activities (listing, selling, leasing, renting, managing, counseling, or appraising real property) other than referrals, and dues for the current calendar year shall be payable.

Membership dues shall be prorated for any licensee included on the Designated REALTOR®' list submitted to the Board, who during the same calendar year applies for REALTOR® membership in the Board. However, membership dues shall not be prorated if the licensee held REALTOR® membership during the preceding calendar year.

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

- (c) **Institute Affiliate Members.** The annual dues of each Institute Affiliate member shall be as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTOR®.

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 (\$105). The National Association shall credit \$35 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 jurisdiction of a Commercial Overlay Board (COB), the \$35 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 \$35 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 Business Partner Members.** The annual dues of each Affiliate Business Partner member shall be as established annually by the Board of Directors.
- (e) **Public Service Members.** The annual dues of each Public Service member shall be as established annually by the Board of Directors.
- (f) **Honorary Members.** Dues payable, if any, shall be at the discretion of the Board of Directors.
- (g) **Sec. (d), (e), and (f).** Dues shall not exceed that of REALTOR® dues.

Section 3. Dues Payable. Dues for all members shall be paid annually, in advance of the first day of January, unless otherwise determined by the Board of Directors. Dues for new members shall be computed from the first day of the month in which a member applies for membership, shall be prorated for the remainder of the year.

- (a) In the event a sales licensee or licensed, certified or registered appraiser, who holds REALTOR® membership is dropped for nonpayment of Board dues, and the individual remains with the Designated REALTORS® 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 calendar year and are payable within thirty (30) days of the notice of termination.

Section 4. Nonpayment of Financial Obligations. If dues, fees, fines, arbitration awards, or other assessments including amounts owed to the Board or the Board’s provided multiple listing service are not paid within 30 days after the due date, and, provided at least ten (10) days’ notice (by mail or electronic means) has been given, the nonpaying member is subject to suspension or termination as provided in the Policy Manual. A former member who has had his/her membership terminated for nonpayment of dues, fees, fines or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other rules and regulations of the Board 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. Deposits and Expenditures. Deposits received and expenditures of funds shall be in accordance with policies established by the Board of Directors.

Section 6. The local, state and national dues of REALTOR® members who are REALTOR Emeriti (as recognized by the National Association and Florida REALTORS), past presidents of the National Association or recipients of the Distinguished Service Award shall be as waived.

ARTICLE XI – OFFICERS AND DIRECTORS

Section 1. Officers. The elected officers of the Board shall be: A president, a president-elect, a secretary and a treasurer. They shall be elected for terms of one year or until their successors are elected or appointed. The President-Elect shall automatically assume the office of President in the year following election. At the time of nomination, election, induction, and during their term of office, officer(s) shall have no ethics judgments taken against them within the last three (3) years on file with any REALTOR® board or association. At the time service begins on January 1 of the year following election, , no more than one elected officer from any one firm, partnership, corporation or trust that is a real estate agency shall be eligible to serve as an officer, except that if a licensee transfer or a merger of two or more firms increases the number of officers from the same firm, partnership, or corporation, those officers shall be allowed to serve the remainder of the year. *(Rev. 05/18/2022)*

At the time of nomination, election, induction, or during the term of service no officer can be related through immediate family or marriage to another member serving on the Englewood Area Board of Directors, a Committee Chair or Vice Chair or a Staff Member. *(Rev. 02/05/2018).*

During the term of their office, if any officer is found in violation of the Code of Ethics, the Board of Directors shall vote to determine whether said officer shall remain in office.

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. It shall be the particular duty of the Chief Executive Officer to keep the records of the Board and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and Florida REALTORS®. *(Rev. 02/05/2018)*

- (a) **Qualifications of the Secretary and Treasurer.** Must have been a REALTOR® member of the Board for at least two years immediately prior to serving on January 1 of the year following election and served as a Director, Officer, or a committee chairperson for at least one year in the last three years, prior to serving on January 1 of the year following election. *(Rev. 05/18/2022)*
- (b) **Qualifications of the President-Elect.** The President-Elect must have been a REALTOR® member of the Board for at least two years immediately prior to serving

on January 1 of the year following election and have served as Director or Officer of the Board in the last three years, prior to serving on January 1 of the year following election. *(Rev. 05/18/2022)*

Section 3. Appointed Officers. There shall be a chief staff executive, appointed by the Board of Directors and known as the Chief Executive Officer. The Chief Executive Officer shall serve as the Corporate Secretary and shall serve on the Board of Directors as an ex-officio member without vote. The Chief Executive Officer shall be the chief administrative officer of the Board, with the authority to hire, supervise, evaluate, and terminate other staff, if any, and shall perform such other duties as prescribed by the Board of Directors.

Section 4. Board of Directors. The governing body of the Board shall be a Board of Directors consisting of the elected officers, the immediate past president of the Board, seven (7) elected REALTOR® members of the Board, and the MLS-appointed Director or Officer. The MLS-appointed Board member may serve on the EABOR Board in the capacity of Officer or Director. Elected Directors shall be elected for staggered terms of three (3) years, except that on October 20, 2022, three (3) Directors shall be elected for a 3-year term, one (1) Director shall be elected for a 2-year term and one (1) Director shall be elected for a 1-year term. *(Rev. 05/18/2022)*

- (a) **Qualifications of Elected Directors.** A director shall have been a REALTOR® member of the Board for at least two years immediately prior to serving on January 1 of the year following election and shall have served on a committee of the Board for one year in the last three years. At the time of nomination, election, induction, or during their term of office, Director(s) must be a REALTOR® member in good standing, have no violations of the code of ethics within the last three (3) years on file with any REALTOR® Board or Association, is not related through immediate family or marriage to another member serving on the Englewood Area Board of Directors, a Committee Chair or Vice Chair or a Staff Member. *(Rev. 05/18/2022)*
- (b) **Term Limits.** No director shall serve for more than two (2) consecutive three-year terms or no more than six consecutive years.
- (c) No more than two (2) elected directors from any one firm, partnership, or corporation may simultaneously serve on the Board of Directors, except that if a licensee transfer or a merger of two or more firms increases the number of directors from the same firm, partnership, or corporation, those directors shall be allowed to serve the remainder of the year, and any remaining director term shall be filled at the next election.
- (d) The Officer or Director selected to serve as the MLS Director shall serve for a term concurrent with the MLS Director term, except whereas such MLS Director is serving as an EABOR Officer for a term of one year, then such MLS Director shall move to an EABOR Director seat for the remaining term of their MLS Directorship, or to an Officer position, if elected. Such individual shall have the right to vote and is subject to all privileges and obligations of elected officers and directors. Appointment of the MLS Director representative shall be made by the current President, subject to confirmation by the Board of Directors. A vacancy shall be filled in accordance with the procedures established in policy. *(Rev. 05/18/2022)*

- (e) The local board-allocated directors of Florida REALTOR® shall be the President, President-Elect and Treasurer of EABOR, depending on the number of Director seats available. Additional appointments are made by the President, subject to confirmation by the Board of Directors.

Section 5. Election of Officers and Directors.

- (a) A nominating committee of two immediate past presidents available, and four REALTOR® members, shall be appointed by the current President with the approval of the Board of Directors no later than July 1 of each year, which committee shall be referred to as the Nominating Committee. Only one member of the same firm, partnership, or corporation shall serve simultaneously. Pursuant to Article XIII, Section 4, the nominating committee shall select one candidate for each office and one candidate for each place to be filled on the Board of Directors. The report of the nominating committee, which is not subject to approval by the Board of Directors, will be provided to each member eligible to vote as set forth in the election rules. Additional candidates for the offices to be filled may be placed in nomination by petition as set forth in the election rules. The petition shall be filed pursuant to election rules. Notice of such additional nominations shall be provided by the chief staff executive to all members eligible to vote as set forth in the election rules. All election rules shall be promulgated and approved by the Board of Directors, and no such rule may conflict with any right given or any obligation required, or any other express provision as set forth in these Bylaws.
(Rev. 05/18/2022)
- (b) No election is required unless a petition(s) is filed. If no petition(s) is filed by the deadline for submission, those officers and directors selected by the Nominating Committee shall be deemed elected and will be announced at the Annual Meeting. An election will only be required if there is more than one candidate for any given officer or director position. Any election required shall be by electronic ballot as set forth in the election rules.
- (c) At the conclusion of electronic balloting, the candidates receiving the most votes shall be elected. Any vote which results in a tie will be determined by lot, as set forth in the election rules.

Section 6. Fiduciary Duties. Fiduciary duties under Florida law and these Bylaws are owed to the organization, EABOR Board and not to any individual board member or officer who may serve EABOR. Officers and Directors are required to act in good faith, and, in the best interest of the Board, at all times. Officers and Directors are not permitted to make decisions based on furthering a personal or outside business interest. Officers and Directors must avoid, disclose, and resolve any conflicts of interest prior to voting or otherwise participating in any deliberations concerning a Board matter. Any disclosure must be in writing, timely, and in sufficient detail to allow a fair assessment as to same. Specific fiduciary duties are:

- (a) **Duty of Care:** Officers and Directors must exhibit honesty, act in good faith, and exercise ordinary and reasonable care in the discharge of their duties. Directors must attend, thoroughly prepare for, and actively engage in deliberations during meetings, and when necessary, seek advice from third-party experts such as attorneys or accountants.

- (b) **Duty of Confidentiality:** Officers and Directors must maintain the confidentiality of Board discussions and deliberations, and, prohibit the disclosure of any non-public information they may be privy to by virtue of their position.
- (c) **Duty of Loyalty:** Officers and Directors will provide an undivided allegiance and duty of faithfulness to the Board. The best interests of the Board prevail over any individual interest, and the use of an Officer or Director's position, or information gained through such position for any personal benefit is prohibited.
- (d) **Duty of Obedience:** Officers and Directors shall act in accordance with, and in furtherance of, the Board's mission and governing documents as well as applicable laws and regulations. The duty of obedience requires Officers and Directors to support, help implement, and carry out the actions taken by the Board of Directors. Officers and Directors shall not undermine a decision by the Board of Directors even if an Officer or Director disagrees with the action taken on a particular issue.
- (e) **Duty of Accounting:** Officers and Directors shall safeguard, protect, and preserve the Board's assets by adopting and following proper accounting procedures and controls. Officers and Directors shall ensure Board funds are used for lawful purposes.

Section 7. Vacancies. Vacancies among the officers and Board of Directors shall be appointed by the President and filled by a simple majority vote of the Board of Directors until the next annual election.

Section 8. 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 all Directors shall be filed with the President (or if the President is the subject of the petition, with the next-ranking officer), and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.
- (b) 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 Board 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 five (5) 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 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.

ARTICLE XII – MEETINGS

Section 1. Annual Meetings. The Annual Meeting of the Board shall be held in October of each year, unless otherwise ordered by the Board of Directors: the date, place and hour to be designated by the President shall be set forth in the election rules contained in the Policy Manual.

- (a) Notice shall be by electronic means at least one week prior to the annual meeting date.
- (b) A quorum for the transaction of business at the annual meeting shall be established by limited proxy and shall consist of ten (10) percent of the REALTOR® members eligible to vote.
- (c) All voting except for the election of officers and directors as set forth in Article XI, Section 5 of these Bylaws, shall be by Limited Proxy.
- (d) Limited proxies shall be distributed by electronic means to all members eligible to vote. Members may deliver their executed Limited Proxy to the Board in person, by mail, by facsimile, or by e-mail.
- (e) A majority of members voting shall be required for passage provided a quorum has been established.

Section 2. Meetings of Directors.

- (a) The Board of Directors shall designate a regular time and place of meetings except as may be otherwise required by state law. Notice shall be by electronic means.
- (b) A quorum for the transaction of business shall be a majority of the Board of Directors.
- (c) Absence from three (3) regular meetings within a calendar year without an excuse deemed valid by the Board of Directors shall be construed as resignation.
- (d) When a decision needs to be made that cannot be delayed until the regular or special meeting of the Board of Directors, a vote may be taken by electronic means. Quorum rules for a regular Board of Directors meeting will apply.

Section 3. Other Meetings.

- (a) Meetings of the members may be held at other times as the President or the Board of Directors may determine, or upon written request of at least ten (10) percent of the REALTOR® members eligible to vote.
- (b) **Notice of Meetings.** Written notice shall be given to each member entitled to participate in the meeting at least five (5) days preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

Section 4. Quorum. A quorum for the transaction of business shall consist of ten (10) percent of the REALTOR® members eligible to vote.

Section 5. Electronic Transaction of Business. To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means, including telephone, facsimile, email, teleconference and videoconference or as otherwise defined or permitted by Florida law.

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 Chief Staff Executive 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 Board of Directors, the following standing committees:

- Grievance
- Professional Standards
- Finance

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

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

Section 4. Nominating Committee: The nominating committee described in Article XI, Section 5(a) shall be responsible for selecting the slate of nominees for officers and directors.

Section 5. President. The President shall be an *ex-officio* member of all committees and shall be notified of their meetings.

Section 6. Association Executive. The Chief Executive Officer shall be an *ex-officio* member of all committees and shall be notified of their meetings.

Section 7. Virtual Attendance. Members of a committee may participate in any meeting virtually, 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.

ARTICLES XIV – FISCAL AND ELECTIVE YEAR

Section 1. The fiscal 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 Board of Directors, membership meetings 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 REALTOR® members qualified to vote, provided a quorum has been established. All voting, except for the election of officers and directors shall be by limited proxy. Limited proxies shall be distributed by electronic means to all members eligible to vote. *(Rev. 05/18/2022)*.

When Bylaws amendments are mandatory by NAR policy, these Bylaws shall be automatically amended to reflect the mandate as of the effective date of the mandatory policy authorized by the NATIONAL ASSOCIATION OF REALTOR®.

Section 2. Notice of all meetings at which such amendments are to be considered shall be provided to every REALTOR® member eligible to vote at least one (1) week prior to the meeting.

Section 3. Amendments to these Bylaws affecting the admission or qualification of REALTOR® and Institute Affiliate members, use of the terms REALTOR® and REALTOR®, or any alteration in the territorial jurisdiction of the Board shall become effective upon their approval as authorized by the Board of Directors of the NATIONAL ASSOCIATION OF REALTOR®.

ARTICLE XVII – DISSOLUTION

Section 1. Upon the dissolution of this Board, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to Florida REALTOR® or, within its discretion, to any other non-profit tax-exempt organization(s) or succeeding board.

ARTICLE XVIII – MULTIPLE LISTING

Section 1. Authority. The Board shall provide for the use of its members a Multiple Listing Service either (1) through a lawful corporation of the State of Florida, all the stock of which shall be owned by the Englewood Area Board of REALTOR®, or (2) through some other means such as being a minority or majority stockholder or a member of a corporation which provides multiple listing services which are made available to the members of the Board, as may be determined from time to time by the Board of Directors. Members have the option of utilizing this service and paying the cost according to the Rules and Regulations of the Service. Participants and Users shall abide by the Bylaws and Rules and Regulations of the MLS.

Section 2. Shareholder. The Board shall be a Shareholder in the MLS, if applicable.

Section 3. Directors. The Board shall have a Director on the MLS Board of Directors. Such Director shall be appointed by the local Board of Directors in accordance with the Bylaws of the MLS. The Director shall hold primary REALTOR® membership in the Board and either be a Participant in the multiple listing service, or a subscriber affiliated with a Participant.

Section 4. Service Center Fee. The Board shall set the local service center fee for Participants and Users of the MLS who are members of the Board. Such fee shall be assessed by the MLS and remitted to the Board in accordance with the Service Center Agreement between the Board and the MLS.

ARTICLE IXX – INDEMNIFICATION

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