



*Daytona Beach Area*  
ASSOCIATION OF REALTORS®

## **BYLAWS**

## **PREAMBLE**

The DAYTONA BEACH AREA ASSOCIATION OF REALTORS®, Inc. is a Florida Non-Profit Corporation, formed to create an association of real estate professionals for the purposes as established in these Bylaws.

These Bylaws contain provisions for the regulation of the management and affairs of the Association not inconsistent with the articles of incorporation. The Association is operated for the benefits of its Members and to further objectives provided by the Bylaws. The primary control rests with the members who elect a Board of Directors to manage the business and affairs of the Association.

The Board of Directors is responsible to the membership and is elected by the membership according to the Bylaws. The Bylaws may be amended by the Board of Directors, but subject to approval of the membership. The Board of Directors establishes policies for the management of the Association and the elected Officers of the Association carry out the terms and provisions of the established policies of the Board of Directors and the duties as prescribed by the Bylaws. The Officers are responsible directly to, and controlled by, the Board of Directors. The ultimate responsibility of the Officers is to the membership.

In addition to the Articles and Bylaws adopted and/or approved by the membership, the Directors and Officers are regulated by the Florida Corporate Law for Non-Profit Organizations. The law requires that a Director and Officer must discharge the duties of their position in good faith and with a degree of diligence, care and skill, which an ordinary prudent person would exercise under similar circumstances in a like position. They must act in good faith and with reasonable business judgment. Good faith and due care are essential requirements.

These Bylaws establish the purpose and objectives of the Association, the classes, requirements and privileges of membership, and the provisions for the election of the Board of Directors. The membership elects the Officers, who function pursuant to guidelines established by the Board of Directors. Directors and Officers are subject to the controls of the Articles of Incorporation and Bylaws and the Florida Corporate Law for Non-Profit Organizations. The Bylaws incorporate, by reference, the NATIONAL ASSOCIATION OF REALTORS® Code of Ethics and Arbitration Manual adopted by the DAYTONA BEACH AREA ASSOCIATION of REALTORS®, thereby making the provisions of said Manual a part of the Bylaws.

These Bylaws provide for Standing Committees of the Association, and further Committees can be created by the Board of Directors or the President, as provided in the Bylaws. Membership of all Committees is subject to approval of the Board of Directors. Committees function pursuant to procedures established by the Bylaws of the Association. No committee has the authority to bind the Association to any action or contract without the prior approval of the Board of Directors.

# **Bylaws of the Daytona Beach Area Association of REALTORS®**

## **ARTICLE I - Name**

**Section 1. Name.** The name of this organization shall be the Daytona Beach Area Association of REALTORS®, Incorporated, hereinafter referred to as the “Association.”

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

## **ARTICLE II - Objectives**

The objectives of 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 interests of home and other real property ownership.

**Section 5.** To unite those engaged in the real estate profession in this community with the FLORIDA ASSOCIATION of REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein.

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

## **ARTICLE III – Jurisdiction**

**Section 1.** The territorial jurisdiction of the Association as a member of the NATIONAL ASSOCIATION OF REALTORS® is: Beginning at the intersection of the Northerly boundary line of Volusia County, Florida, with the West shoreline of the Atlantic Ocean; thence Southerly along the West shoreline of the Atlantic Ocean to the center line of Ponce de Leon Inlet; thence Westerly along the center line of said inlet to the center line of the Inter-coastal Waterway in the Halifax River; thence Northerly along the center line of the Inter-coastal Waterway to the center line of Spruce Creek; thence Westerly along the center line of Spruce Creek to the East line of Section 33 Township 16 South, Range 33 East; thence South along the East line of Section 33, Township 16 South, Range 33 East, to the Southeast corner of said Section 33, Township 16 South, Range 33 East; thence Westerly along the South line of Township 16 South, Range 33 East, to the Southwest corner of Section 31, Township 16 South, Range 32 East; thence Northerly along the West line of Sections 31, 30, 19, 18, 7, and 6, to the Northwest corner of Section 6, Township 16 South, Range 32 East; thence Westerly along the South line of Township 15 South, Range 31 East to the Southwest corner of Section 31, Township 15 South, Range 31 East; thence North along the West line of Sections 31, 30, 19, 18, 7, and 6, Township 15 South, Range 31 East, to the Northwest corner of Section 6, Township 15 South, Range 31 East; thence East along the North line of Township 15 South, Range 31 East to the Southwest corner of Section 31, Township 14 South, Range 31 East; thence North along the West line of Sections 31 and 30, Township 14 South, Range 31 East, two miles to the Flagler County line; thence Easterly and Northerly with the Flagler County line to the West shoreline of the Atlantic Ocean, to the point and place of beginning.

**Section 2.** Territorial jurisdiction is defined to mean:

(a) The right and duty to control the use of the terms REALTOR® and REALTORS®, subject to the conditions set forth in these Bylaws and those of the 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 seven classes of members as follows:

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

Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the state of Florida or a state contiguous thereto. All persons who are partners in a partnership,

or all officers in a corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto shall qualify for REALTOR® membership only, and each is required to hold REALTOR® membership (except as provided in the following paragraph) in an association of REALTORS® within the state or a state contiguous thereto, unless otherwise qualified for Institute Affiliate membership.

In the case of a real estate firm, partnership, or corporation, whose business activity is substantially all commercial, only those principals actively engaged in the real estate business in connection with the same office, or any other offices within the jurisdiction of the association in which one of the firm's principals holds REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate membership.

Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers and are associated with a REALTOR® member and meet the qualifications.

- (1) Franchise REALTOR® Membership.** Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions and the commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the *NAR Constitution and Bylaws*. Such individuals shall enjoy all of the rights, privileges, and obligations of REALTOR® membership (including compliance with the Code of Ethics) except: obligations related to association-mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the local association, state association, and National Association.
- (3) 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.
- (4) Designated REALTORS® Members.** Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® member who shall be responsible for all duties and obligations of membership, including the obligation to arbitrate (or to mediate if required by the association) pursuant to Article 17 of the Code of Ethics and the payment of association dues. The "Designated REALTOR®" must be a sole proprietor, partner, corporate officer, or branch office manager acting on behalf of the firm's principal(s), and must meet all other qualifications for REALTOR® membership.

- (5) 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.

- (6) 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 shall also be granted to individuals licensed or certified to engage in real estate practice who, if otherwise eligible, do not elect to hold REALTOR® membership in the Association, provided the applicant is engaged exclusively in a specialty of the real estate profession other than brokerage of real property.

- (7) 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.

- (8) 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.

- (9) Honorary Life Members.** Honorary Life Members shall be REALTORS® engaged in the real estate profession who have performed notable service for the real estate profession, for this Association, or for the public.

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

**(b) Privileges of REALTOR® Members.**

REALTOR® members, whether primary or secondary, in good standing are entitled to vote and to hold elective office in the association, and may use the term REALTOR®. For purposes of

this section, the term “good standing” means the member satisfies the “Obligations of REALTOR® Members”, is current with all financial and disciplinary obligations to the association and MLS, has completed any new member requirements, and complies with NAR’s trademark rules.

**(c) Obligation 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 REALTORS®. REALTOR® members also must abide by the governing documents and policies of the association, the State Association, and the *NATIONAL ASSOCIATION OF REALTORS®*, as well as the Code of Ethics of the *NATIONAL ASSOCIATION OF REALTORS®*, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and 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 – Qualification and Election**

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

- (a) An application for membership shall be made in such manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to membership to thoroughly familiarize himself with the Code of Ethics of the *NATIONAL ASSOCIATION OF REALTORS®*, the Constitutions, Bylaws and Rules and Regulations of the Association, the State and National Associations, and if elected a Member, will abide by the Constitutions and Bylaws and Rules and Regulations of the Association, State and National Associations, and if a REALTOR® 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 Membership Committee or otherwise, may invite and receive information and comment about applicant from any Member or other persons, and that applicant agrees that any information and comment furnished to the Association by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the form of application, have access to a

copy of the Bylaws, Constitution, Rules and Regulations, and Code of Ethics referred to above.

## **Section 2. Qualification.**

- (a) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Membership Committee that he/she is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy\*, has no record of official sanctions involving unprofessional conduct\*\*, agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the FLORIDA ASSOCIATION OF REALTORS®, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Committee, and shall agree that if elected to membership, he/she 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 interests and those of its members and the public could not be adequately protected by requiring that the bankrupt applicant pay cash in advance for Association and MLS fees for up to one (1) year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that an existing member initiates bankruptcy proceedings, the member may be placed on a "cash basis" from the date that the 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.

- (b) **Individuals** who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of the Association or a Designated REALTOR® Member of another Board/Association (if a secondary member) and must maintain a current, valid real estate broker's or salesperson's license or be a licensed or certified 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 the Association, the Bylaws of the Florida Association of REALTORS®, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Membership Committee and shall agree in writing that if elected to membership he/she 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 MLS
6. The Association is prohibited from knowingly granting REALTOR® membership to any applicant who has an unfulfilled sanction pending which was imposed by another Board/Association of REALTORS® for violation of the Code of Ethics.

“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(c) 6) 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 REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration request pending, the association may condition membership on the applicant's certification that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the association to which the applicant has made application) and will abide by the decision of the hearing panel.

### **Section 3. Election**

The procedure for election to membership shall be as follows.

(a) The Chief Executive Officer (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership. If the association has adopted provisional membership, applicants for REALTOR® membership may be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to final review of the application by the board of directors.

(b) 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 60 days from the association's receipt of their application, membership may, at the discretion of the board of directors, be terminated. 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. The board of directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the board of directors, he/she shall be declared elected to membership and shall be advised by written notice.

(c) The board of directors may not reject an application without providing the applicant with advance notice of the findings, an opportunity to appear before the board of directors, to call witnesses on his/her behalf, to be represented by counsel, and to make such statements as he/she deems relevant. The board of directors may also have counsel present. The board of directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.

(d) If the board of directors determines that the application should be rejected, it shall record its reasons with the Chief Executive Officer (or duly authorized designee). If the board of directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant. (Adopted 1/98, Amended 1/05)

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

Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less.

Failure to satisfy this requirement within 90 (ninety) days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

### **Section 5. Continuing REALTOR® Code of Ethics Training**

Effective January 1, 2019, through December 31, 2021 and for successive three year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the 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 REALTOR® association, the State Association of REALTORS® or the NATIONAL ASSOCIATION OF REALTORS®, 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 three year cycle shall not be required to complete additional ethics training until a new three year cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any three year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

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

- (a) A REALTOR® who changes the conditions under which he/she 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/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 requirements 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 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 of the privileges and obligations of membership during the period of transition. If the transfer is not completed within thirty (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.

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 month from the date of the member's application and granting of provisional membership, 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 Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Association Rules and Regulations consistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the Association. Although Members other than 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 Membership Committee, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, applied on a 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 Association, the Florida State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

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

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 REALTORS®, as amended from time to time, which is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

#### **Section 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 monies owed.

#### **Section 5.**

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

(a) If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration (or to mediation if required by the association) continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®. (Amended 1/00 and 11/11)

#### **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 of a corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

- (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 of the provisions in Article VI, Section 6(a) shall apply.

- (c) All REALTOR® members must have a valid primary email address on file with the Association. Changes to a REALTORS®' primary email address must be reported to the Association within forty eight (48) hours after such change becomes effective.

Failure to provide a valid primary email address or failure to report a change in a primary email address to the Association within fifteen (15) days after written notification to the Member subjects the Member to suspension at the discretion of the Board of Directors. Forty-five (45) days after said notification without corrective action, membership of the Member shall be terminated unless within that time the valid primary email address is provided. However, no action shall be taken to suspend or expel a Member for failure to provide a valid primary email address or failure to report a change in a primary email address until the Board of Directors confirms that no valid primary email address exists for said Member.

### **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. (Amended 1/02)

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

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®, but shall not have the right to vote or hold elective office.

### **Section 9. Public Service Members.**

Public Service Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors, but shall not have the right to vote or hold elective office.

### **Section 10. Honorary Members.**

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

### **Section 11. Honorary Life Members.**

Honorary Life Members shall have all the rights and privileges of a REALTOR® Member. They shall have dues and other obligations as prescribed by the Board of Directors.

### **Section 12. Student Members.**

Student Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors, but shall not have the right to vote or hold elective office.

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

“Designated” REALTOR® Members of the Association shall certify to the Association during the month of October 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/Board for each individual who holds 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/Board based on said non-member licensees, the Designated REALTOR® shall identify the Association/Board to which dues have been remitted. These declarations shall be used for the purpose 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 thirty (30) days of the date of affiliation or severance of the individual.

### **Section 14. Harassment.**

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



complaint names the president, president-elect or vice president, they may not participate in the proceedings and shall be replaced by the immediate past president or, alternatively, by another member of the board of directors selected by the highest ranking officer not named in the complaint.

NOTE: Suggested procedures for processing complaints of harassment are available on line at <http://www.REALTOR.org>, or from the Member Policy Department. (Amended 5/08)

## **Article VII – Professional Standards and Arbitration**

### **Section 1.**

The responsibility of the Association and of Association Members relating to the enforcement of the Code of Ethics, the disciplining of Members, and the arbitration of disputes, and the organization and procedures incident thereto, shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as amended from time to time, which is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

### **Section 2.**

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

### **Section 3.**

The responsibility of the Association and of 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® and REALTORS®**

### **Section 1.**

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.

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

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

A REALTOR® principal member may use the terms REALTOR® and REALTORS®, only if all the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto are REALTOR® members or Institute Affiliate members.

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

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

### **Section 2.**

- (a) No Member Board shall sponsor, endorse, recognize, or award, directly or indirectly, any professional designation or certification that is confusingly similar to those available through the National Association, the Real Estate Buyer's Agent Council, or the Institutes, Societies, and Councils of the National Association.

- (b) In the event a Member Board sponsors, endorses, recognizes or awards, directly or indirectly, any professional designation or certification that is not offered by the National Association, such Member Board shall clearly and affirmatively state in all course materials and related advertising and promotional materials that the professional designation or certification is not affiliated with or endorsed by the National Association of REALTORS®.

## **Article IX – State and National Memberships**

### **Section 1.**

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

### **Section 2.**

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

### **Section 3.**

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

## **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 (3) times the amount of the annual dues for REALTOR® membership, which shall be required to accompany each application for

REALTOR® membership and which shall become the property of the association upon final approval of the application.

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

**(a) Designated REALTOR® Members Dues.**

The annual dues of each Designated REALTOR® member shall be in such amount as established annually by the board of directors, plus an additional amount to be established annually by the board of directors times the number of real estate salespersons and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® member, and (2) are not REALTOR® members of any association in the state or a state contiguous thereto or Institute Affiliate members of the association. In calculating the dues payable to the association by a designated REALTOR® member, non-member licensees as defined in (1) and (2) of this paragraph shall not be included in the computation of dues if the designated REALTOR® has paid dues based on said non-member licensees in another association in the state or a state contiguous thereto, provided the designated REALTOR® notifies the association in writing of the identity of the association to which dues have been remitted. In the case of a designated REALTOR® member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this association..

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

(2) A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, renting, managing, counseling, or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for

purposes of this section and shall not be included in calculating the annual dues of the designated REALTOR®. Designated REALTORS® shall notify the association within three (3) days of any change in status of licensees in a referral firm.

The exemption for any licensee included on the certification form shall automatically be revoked upon the individual being engaged in real estate licensed activities (listing, selling, leasing, renting, managing, counseling, or appraising real property) other than referrals, and dues for the current fiscal year shall be payable.

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

- (b) **REALTOR® Members.** The annual dues of REALTOR® members other than the Designated REALTOR® shall be in such amount as established annually by the Board of Directors.
- (c) **The annual dues** of Affiliate Member, Public Service Member, Honorary Member, Student Member and Honorary Life Member shall be in such amount as established annually by the Board of Directors.
- (d) **The annual dues** of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

**Note:** The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association of Institute Affiliate Members (\$105.00). The National Association shall credit \$35.00 to the account of a local association for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the \$35.00 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 \$35.00 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. (Amended 11/2013)

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

Dues for all Members shall be payable annually in advance on the first day of January. Dues shall be computed from the 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 non-member licensee. Dues shall be calculated from the first day of the current fiscal year and are payable within 30 days of the notice of termination.

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

If dues, fees, fines, or other assessments including amounts owed to the Association or the Association’s Multiple Listing Service are not paid within fifteen (15) days after the due date, the nonpaying Member is subject to suspension at the discretion of the Board of Directors. Forty-five (45) days after the due date, membership of the nonpaying Member shall be terminated 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/her membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other rules and regulations of the Association or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

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

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

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

- a) The Board of Directors shall administer the day to day finances of the Association with the advice and recommendations of the Finance Committee. However, in the event that any necessary expenditure would be in excess of the available cash on hand, then authorization is needed by a majority vote of REALTOR® Members present at a special membership meeting called to consider said obligation.
- b) The Board of Directors may approve any non-budgeted item involving an expenditure not in excess of available cash on hand and not over \$10,000. The Board of Directors may not approve any non-budgeted item involving an expenditure of \$10,000 or more, without authorization by a majority vote of the REALTOR® Members present at a special meeting of the membership called to consider such obligation.
- c) In the event no less than three (3) but not more than seven (7) Directors object to the inclusion of a \$10,000 or more expenditure in a proposed budget, said expenditure would

be subject to authorization by a majority vote of the REALTOR® Members present at a special meeting of the membership called to consider such obligation.

- d) For the purpose of this section, the term “available cash on hand” shall be defined as all funds on deposit in selected financial institutions that may be withdrawn on demand, including, but not limited to, any certificates of deposit.
- e) In the event of emergency or disaster the President and Chief Executive Officer are authorized to expend any necessary funds in order to protect the assets of the Association.

### **Section 7. Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members.**

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

### **Section 8.**

The dues of REALTOR® Members who are REALTOR® Emeriti (as recognized by the National Association), Past Presidents and Past Treasurers of the National Association or recipients of the Distinguished Service Award shall be as determined by the Board of Directors. (amended 11/2013)

## **Article XI – Officers and Directors**

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

The elected officers of the Association shall be: a President, a President-Elect, a Vice President, and a Treasurer, all of whom shall serve for a period of one (1) year commencing on January 1 next following their election or until their successors are elected and assume office.

### **Section 2. Duties.**

The duties of the elective officers shall be such as their titles, by general usage, would indicate or such as may be assigned to them by the Board of Directors from time to time, and as required by law.

- (a) **President.** The President shall be the Chief Elected Officer of the Association, and shall preside at meetings of the Board of Directors; be an ex-officio member of all committees except Grievance and Professional Standards Committees; communicate to the Association such matters and make suggestions as may, in the President’s opinion, tend to promote the

welfare and increase the usefulness of the Association; and perform such other duties as are necessary incident to the office.

- (b) **President-Elect.** The President-Elect of the Association shall have such duties as may be assigned by the Board of Directors. The President-Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. Upon the completion of the term as President-Elect, the President-Elect shall automatically succeed to the office of the President and shall assume all of the duties assigned to the President.
- (c) **Vice-President.** The Vice-President of the Association shall have such duties as may be assigned by the Board of Directors. The Vice-President, shall in the absence of the President and President-Elect, perform the duties and exercise the powers of the President.
- (d) **Treasurer.** The Treasurer shall have access to records of all corporate funds, securities and books belonging to the Association, as well as full and accurate accounts of all receipts and disbursements. The Treasurer shall render to the President and the Board of Directors, at the regular meetings of the Board of Directors, a statement of all transactions and the financial condition of the Association. There shall be an Audit performed by a competent Certified Public Accounting Firm every year or whenever a new Chief Executive Officer is hired. The Treasurer and CEO will recommend to the Finance Committee a competent person, persons, or firm to make such audit and recommend the compensation thereof. Upon approval of the Finance Committee's recommendation it will be forwarded to the Board of Directors for their approval. The Board of Directors may elect to perform an audit at any time at its discretion. The Treasurer shall serve as the Chairman of the Finance Committee. At the conclusion of their term of office, the Treasurer shall transfer to his/her successor all funds, records, papers, and other property of the Association in their possession.
- (e) The Treasurer will maintain a Treasurer's Guide containing comprehensive data about the Association's financial policies, accounts, and practices. This Guide is for use by the Treasurer and will be given to the Treasurer's elected successor. The Treasurer shall review, each month prior to the Finance Committee meeting, all the bank statements to ensure the balances match what is reported on monthly Balance Sheets presented to the Finance Committee.

### **Section 3. Chief Executive Officer.**

The Chief Executive Officer (CEO) shall be responsible for the administration and management of the Association and shall perform such duties as may be delegated by the Board of Directors. It shall be the duty of the CEO to keep the records of the Association and to carry on all necessary correspondence with the Florida Association of REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®.



#### **Section 4. Vacancies.**

- (a) **In the event** the President is unable to perform his/her duties because of absence or disability, the remaining officers shall perform said duties in the following order of succession: (1) President-Elect and (2) Vice President.
- (b) **A vacancy** in the office of the President shall be automatically filled by the President-Elect for the unexpired term; provided, however, said President-Elect shall retain his/her position as President-Elect during said unexpired term of the President.
- (c) **In the event** of a vacancy in the office of the President-Elect, the duties and responsibilities of the President-Elect shall be filled by the Vice President.
- (d) **A vacancy** in the office of Vice President shall be filled by a majority vote of the Board of Directors.
- (e) **A vacancy** in the office of Treasurer shall be filled by the Board of Directors.
- (f) **In the case of a vacancy in the office of Immediate Past President**, the prior year's Immediate Past President will be asked to fill the unexpired term, and if he or she declines, ask the Immediate Past President from the year before that, and so on, until the position is filled.
- (g) **Directors** shall allow a minimum of thirty (30) days notice to allow time for member nominations as advisory input for the office of Vice President and Treasurer prior to election.

#### **Section 5. Qualifications for Officers.** The Officers described in Section 1. of this Article, in order to qualify for election as an officer, must:

- (a) Be a current REALTOR® member of the Association in good standing for a period of not less than twenty-four (24) months immediately prior to taking office;
- (b) Have completed two full years of committee service of at least one (1) separate Association standing committee or subcommittee within the last five years preceding the commencement of the elective year, at least one of which must be service on the Finance Committee and
- (c) Must have served a full one-year term on the Board of Directors.
- (d) Any member to be appointed to a vacancy must meet the above requirements.
- (e) No REALTOR® Member shall be nominated, elected, or appointed as an Officer the result of which would be more than one Officer from the same company. ("Same company" shall be defined as company offices owned by common ownership).

(f) A change in same company affiliation by an Officer in such a way that there would be more than more than one Officer from the same company shall constitute the resignation of that Director.

## Article XII – Directors

### Section 1. Board of Directors.

- (a) **The governing body** of the Association shall be a Board of Directors consisting of **fourteen (14)** members as herein provided: four (4) elected officers - President, President-Elect, Vice President and Treasurer; the Immediate Past President; MLS Chairman; and **eight (8)** elected Directors serving staggered two (2) year terms.
- (b) DBAAR’s NAR Director has an automatic, ex-officio seat on the Board of Directors for the year 2023, and after 2023, the current year’s President will serve as DBAAR’s NAR Director.
- (c) **No person** shall be elected to the Board of Directors unless, at the time of their election, is a REALTOR® Member (primary or secondary Member) in good standing of the Association.
- (d) **No REALTOR®** Member shall be nominated, elected, or appointed to the Board of Directors the result of which would be more than two (2) Members of the Board of Directors **plus one (1) Officer** from the same company. (“Same company” shall be defined, as company offices owned by common ownership).
- (e) **A change in same company affiliation** by a Director in such a way that there would be more than two (2) representatives from any one (1) company on the Board of Directors shall constitute the resignation of that Director.
- (f) **If a Director** is no longer a REALTOR® Member of the Daytona Beach Area Association of REALTORS®, he/she shall be deemed to have resigned as a Director.
- (g) **Upon election** or appointment to the Board of Directors, any person who is an Officer, Director or Elected member of any Committee, subsidiary or division of the Association shall resign their position, except as otherwise provided in Section 1 (a) of this Article.
- (h) **Directors can only serve two (2) consecutive two (2) year terms.**

### Section 2. Responsibilities

The Board of Directors shall manage and have full charge of the general conduct of the affairs and finances of the Association. The Board of Directors shall adopt such policies, rules and regulations for its government and the government of the Association as expedient and necessary, consistent with the Bylaws of the Association.

### **Section 3. Quorum.**

Seven (7) Members of the Board of Directors shall constitute a quorum for the transaction of business.

### **Section 4. Vacancies.**

The Board of Directors shall have the power to fill vacancies on the Board of Directors resulting from the provisions of Section 1(d), or the resignation, or death of any Director; provided, however, that any member elected to fill such vacancy shall be a REALTOR® Member in good standing of the Association. Any member filling a vacancy shall serve through the remainder of the term.

- (a) **A vacancy** occurring in the directorship of the MLS Chairman shall be filled by election of the MLS Committee. A Director elected to fill the directorship shall be elected for only the unexpired term of their predecessor in office.

### **Section 5. Executive Committee.**

The President, President-Elect, Vice President, Treasurer, and Immediate Past President shall constitute the Executive Committee. The Chief Executive Officer shall serve on the Committee in an advisory capacity without the right to vote.

- (a) **The Executive Committee** shall only have the power explicitly granted to it by the Board of Directors and shall act at the direction of the Board of Directors. The Executive Committee shall not have authority to execute contracts or take any such action but shall meet solely to make recommendations to the Board of Directors.
- (b) **Minutes** shall be kept on all Executive Committee meetings and they shall become part of the next Board of Directors meeting.

**Meetings of the Executive Committee** shall be set by the President.

### **Section 6. Qualifications for Directors.** In order to hold office as a Director, a Member must:

- (a) **Be a current** REALTOR® Member in good standing with the Association for a period of not less than twenty-four (24) months immediately prior to taking office; and
- (b) **Have been** an active member of at least one (1) separate Association standing committee or subcommittee within the previous sixty (60) months or have served as a Director within the previous sixty (60) months prior to taking office;

(c) **Have been** an active member of at least three (3) or more Task Forces or PAGs, within the last 24 months, which shall count as one (1) committee;

(d) **Any member** to be appointed to a vacancy must meet the above requirements.

### **Section 7. Indemnity for Directors.**

Any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that they are or were a Director or Officer of the Daytona Beach Area Association of REALTORS® shall be indemnified by the Daytona Beach Area Association of REALTORS® for all expenses, costs, liabilities and damages incurred therein to the full extent and in the manner permissible under the laws of the State of Florida.

### **Section 8. Absences.**

Any Director absent from three (3) regular meetings of the Board of Directors within a twelve month period shall constitute automatic resignation on the third absence by said Director and a vacancy shall be deemed to exist, except if any of the three absent meetings was a result of a change in the published yearly schedule of the Board of Directors, or as a result of a verified major medical emergency. Reinstatement may be requested, in writing, within fifteen (15) days of the automatic resignation. Reinstatement shall be by approval of two-thirds (2/3) of the Board of Directors at their next regularly scheduled meeting.

## **Article XIII – Election of Officers and Directors**

### **Section 1. Election Committee.**

The President, with the approval of the Board of Directors at its March meeting, shall appoint an Election Committee of not less than eight (8) REALTOR® members to conduct the election, oversee the election process and assure compliance with election procedures. The candidates receiving the largest number of votes shall be announced to the President by the Election Committee, and the President shall then declare those winners elected to office. In the event of a tie vote, the Election Committee, upon approval of the Board of Directors, shall set an election runoff date, giving at least five (5) days advance notice to the REALTOR® Members of that runoff date.

### **Section 2. Leadership Development Committee.**

The President, with the approval of the Board of Directors, shall appoint a Leadership Development Committee of not less than eight (8) REALTOR® Members.

- (a) **The remainder** of the Leadership Development Committee shall consist of the President-Elect, as a non-voting member, two (2) members of the Board of Directors, and four (4) members from the general membership. Without exception, no two (2) members of this committee shall be from the same company.
- (b) **A REALTOR®** Member may only run for one (1) office or directorship in any election.
- (c) **The annual** election shall be held on the last Thursday of September each year.
- (d) **The election** of the Officers and Directors shall be conducted as follows:
  - (1) **There shall be** one official ballot, a hyperlink to which will be sent only to the REALTOR® Members eligible to vote as of August 15<sup>th</sup>. Should the 15<sup>th</sup> fall on a weekend or holiday, the eligibility count shall be taken on the following business day. The hyperlink, together with such uniform instructions as to Members entitled to vote, and the final date and time upon which votes must be cast to be counted, will be sent to each Member of the Association entitled to vote at least by the last business day of August.

Candidate Applications are due at the Association office no later than 5:00 p.m. on August 22<sup>nd</sup>. Should the 22<sup>nd</sup> fall on a weekend or holiday, the deadline shall be taken on the following business day. The candidate's name, position being sought, company affiliation, and date and time of receipt of the application shall be posted on the DBAAR website as soon as possible after the application is received.

- (3) **Votes** may be cast for one (1) vote for each vacancy to be filled. The candidates(s) in each category with the highest votes shall be elected to office.
- (4) Any number of candidates from the same company may run for a Director position, and if more than two of those candidates receive a higher number of votes than candidates from other companies, only the top two from that same company would be elected.
- (3) **Anyone** challenging the election results may do so by submitting a written challenge to the Chief Executive Officer within ten (10) days after the results are announced specifying exactly who or what is being challenged. If a recount is ordered, the challenger shall be responsible for the costs incurred regardless of the outcome.
- (4) **Special** or Run Off elections shall be conducted as directed by the Board of Directors.
- (5) **No proxies** shall be allowed. All votes must be cast on/or before 5 P.M. Eastern Standard Time of the election date.

### **Section 3. 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 (1/3) 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 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 (3/4) vote of Members present and voting shall be required for removal from office.

## **Article XIV – Meetings**

### **Section 1. Meetings of Directors.**

The Board of Directors shall designate a regular time and place of meetings.

### **Section 2. Membership Meetings.**

Regular Membership meetings will be held as determined by the Board of Directors to best serve the Members' educational, communication and social interests.

### **Section 3. Business Meetings.**

Membership meetings for the conduct of specific business matters may be set from time to time by the Board of Directors or upon the written request of at least ten percent (10%) of all Members of the Association eligible to vote as of January 1, in the current year.

### **Section 4. Annual Meetings.**

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

### **Section 5. Notice of Membership Meetings.**

Written notice shall be given to every Member entitled to participate in the meeting at least ten (10) days preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

### **Section 6. Quorum.**

A quorum for the transaction of business unless otherwise provided in these Bylaws shall consist of thirty (30) Members eligible to vote.

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

To the fullest extent permitted by law, the board of directors or membership may conduct business by electronic means. (Adopted 1/05)

### **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 Executive Officer 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. (Adopted 1/05)

## **Article XV – Committees**

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

The President shall appoint from among the Members, for one (1) year, unless otherwise specified, subject to confirmation by the Board of Directors, the membership of the standing committees. The President, for the year in which he/she serves, shall appoint from among the members of the Board of Directors, a Director Liaison for each of the standing committees; the President, for the year in which he/she will serve, shall appoint from among the Members, as per policy, for one (1) year, unless otherwise specified, a Chairman and Vice Chairman. The Chairman and Vice Chairman of each committee are subject to confirmation by the Board of Directors and shall be voting members of the committee.

(a) **Association** business encompasses the affairs of the following categories:

Ethics    Member Services    Communications    Fiscal Management    Education

## **Section 2. Special Committees, Presidential Advisory Groups (PAGS), Task Forces.**

- (a) **The President** shall appoint, subject to confirmation by the Board of Directors, such special committees and sub-committees, as deemed necessary.
- (b) **The President** may appoint such PAGS and Task Forces as deemed necessary, subject to the approval by the Board of Directors.

## **Section 3. Organization.**

- (a) **All committees** shall be of such size and shall have such duties, functions and powers as may be outlined in the policies and the rules and regulations or as assigned to them by the President, subject to the approval of the Board of Directors, except as otherwise provided in these Bylaws.
- (b) **A quorum** for the transaction of business contained in published agenda shall consist of three (3) members of the Committee; the quorum for all other matters shall consist of fifty (50%) percent plus one (1), of the members of the committee.

## **Section 4. President.**

The President, President-Elect, and the Chief Executive Officer shall be ex-officio non-voting members of all committees, with the exception of the Professional Standards and Grievance Committees, and shall be notified of their meetings.

## **Section 5. Action without Meeting.**

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

## **Section 6. Attendance by Telephone.**

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

## **Section 7. General.**

No committee may bind the Association on any matter unless and until the action of the Committee has been approved by the Board of Directors.

## **Section 8. Finance Committee.**



There shall be a Finance Committee consisting of the Treasurer, who shall serve as Chair of the Committee, the Immediate Past Treasurer and members appointed by the President, subject to the confirmation by the Board of Directors.

- (a) **To be eligible** for the position as Treasurer, in addition to the qualifications as found in Article XII, Section 8, the candidate must have one (1) full year's experience on the Finance Committee within three (3) years prior to the elective year, and should have some knowledge of budgeting and financial planning.
- (b) **To be eligible** to appointment for one (1) year to the position of Vice Chair, the candidate should have some knowledge of budgeting and financial planning.
- (c) **Duties.**

The Finance Committee shall be responsible for the preparation of the annual budget after receiving budget requests from other Association Committees and the recommendations of the Chief Executive Officer. The budget shall be prepared and submitted to the Board of Directors no later than two (2) working days in advance of their regularly scheduled November meeting utilizing the following guidelines:

- (1) **The Finance Committee** shall review all financial contracts; and
- (2) **Publish** the annual budget in the Association publication and/or mail to the REALTOR® Members at least ten (10) days prior to the regularly scheduled December meeting of the Board of Directors; and
- (3) **The Committee** shall review the monthly financial statements and make recommendations in the best interest of the Association; and
- (4) **Any non-budgeted** expenditure over \$1,000, excluding expenditures related to building maintenance and/or improvement, must be submitted to the Finance Committee for their recommendation before any action on said expenditure is taken by the Board of Directors or the Staff. The Treasurer or AE is authorized to approve any such expenditure that is deemed to be of an urgent nature, such authorization to be subsequently communicated to the Finance Committee and to the Board of Directors.

## **Section 9. Committee Membership Qualifications.**

- (a) **Grievance Committee** – appointees of the Grievance Committee must have been a REALTOR® member of the Association in good standing for five (5) years, or alternatively, for three (3) years with one (1) full year service on another committee. The President will select first from the existing membership before selecting from the transferee membership who have been members for less than one year.
- (b) **Professional Standards** – appointees to the Professional Standards Committee must have served three (3) years on the Grievance Committee, with good attendance. (President may

consider credentials and experience from another Association/Board in appointment of transferees.)

## **Article XVI – Fiscal and Elective Year**

### **Section 1.**

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

## **Article XVII – Rules of Order**

### **Section 1.**

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

## **Article XVIII – Amendments**

### **Section 1.**

Proposed changes to these Bylaws shall be published and a copy sent to each Member eligible to vote at least ten (10) days before the date of the meeting. Article IX may be amended only by a majority vote of all Members eligible to vote. These Bylaws may be amended or altered by the General Membership at any annual or business meeting of the Association called for that purpose, by vote of two-thirds (2/3) of the Members present and eligible to vote.

### **Section 2.**

Amendments to these Bylaws affecting the mandated requirements of the NATIONAL ASSOCIATION of REALTORS® shall be automatically adopted without vote of the membership provided said amendments are adopted by the Board of Directors.

### **Section 3.**

Amendments to these Bylaws affecting the admission or qualification of REALTOR® and Institute Affiliate Members, the use of the terms REALTOR® and REALTORS®, or any alteration in the territorial jurisdiction of the Association shall become effective upon their

approval as authorized by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®.

## **Article XIX – 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 Florida Association of REALTORS® or, within its discretion, to any other non-profit tax exempt organization.

## **Article XX – Multiple Listing**

### **Section 1. Authority.**

The Daytona Beach Area Association of REALTORS® shall maintain for the use of its Members a Multiple Listing Service which shall be subject to the Bylaws of the Association and such rules and regulations as may be hereinafter adopted.

### **Section 2. Purpose.**

A Multiple Listing Service is a means by which authorized Participants make blanket unilateral offers of compensation to other Participants (acting as subagents, buyer agents, or in other agency or non-agency capacities defined by law); by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized Participants to prepare appraisals and other valuations of real property for bona fide clients and customers; by which Participants engaging in real estate appraisal contribute to common data bases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as procuring cause of the sale (or lease).

### **Section 3. Participation.**

- (a) Any REALTOR® of this or any other association who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in these Bylaws, shall be eligible to participate in multiple listing upon agreeing in writing to conform to the rules and regulations thereof and to pay the costs incidental thereto.\* However, under no circumstances is any individual or firm, regardless of membership status, entitled to multiple listing service "membership" or "participation" unless they hold a current, valid real estate broker's license and offer or accept compensation to and from other participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property.\*\* Use of information developed by or published by an association multiple listing service is strictly limited to the activities authorized under a participant's licensure(s) or certification and

unauthorized uses are prohibited. Further, none of the foregoing is intended to convey “participation” or “membership” or any right of access to information developed by or published by an association multiple listing service where access to such information is prohibited by law. (Amended 11/08)

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

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

- (b) **Any applicant** for MLS participation and any licensee (including licensed or certified appraisers) affiliated with an MLS Participant who has access to and use of MLS-generated information shall complete an orientation program of no more than eight (8) classroom hours devoted to the MLS rules and regulations and computer training related to MLS information entry and retrieval within thirty (30) days after access has been provided.
- (c) **A nonmember** applicant for MLS participation who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, shall supply evidence satisfactory to the Membership Committee that he/she has no record of recent or pending bankruptcy; has no record of official sanctions involving unprofessional conduct; agrees to complete a course of instruction (if any) covering the MLS rules and regulations and computer training related to MLS information entry and retrieval, and shall pass such

reasonable and non-discriminatory written examination thereon as may be required by the MLS; and shall agree that if elected as Participant, he will abide by such rules and regulations and pay the MLS fees and dues, including the non-member differential (if any), as from time to time established. Under no circumstances is any individual or firm entitled to MLS participation or membership unless they hold a current, valid real estate broker's license and offer or accept compensation to and from other Participants, or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by an Association/Board Multiple Listing Service is strictly limited to the activities authorized under a Participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey participation or membership or any right of access to information developed by or published by an Association/Board Multiple Listing Service where access to such information is prohibited by law.

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- (d) **Generally**, Associations/Boards of REALTORS®, when there is more than one principal in a real estate firm, define the chief principal officer of the firm as the MLS "Participant". Brokers or salespersons other than principals are not considered "Participants" in the

Service, but have access to and use of the Service through the principal with whom they are affiliated.

#### **Section 4. Supervision.**

The activity shall be operated under the supervision of the Multiple Listing Committee, in accordance with the rules and regulations, subject to the approval of the Board of Directors.

#### **Section 5. Appointment of Committee.**

The President shall appoint, subject to the confirmation of the Board of Directors, a Multiple Listing Committee of REALTOR® Members, each to serve for a one (1) year term. The Chairman shall be appointed by the President and becomes a member of the Board of Directors.

#### **Section 6. Vacancies.**

Vacancies in unexpired terms shall be filled as in the case of original appointees.

#### **Section 7. Attendance.**

Any Committee member who fails to attend three (3) consecutive regular or special meetings of the Committee, without excuse acceptable to the Chairman of the Committee, shall be deemed to have resigned from the Committee and the vacancy shall be filled as herein provided for original appointees.

#### **Section 8. 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 MLS, may receive, by purchase or lease, all information other than current listing information that is generated wholly or in part by the MLS including “comparable” information, “sold” information, and statistical reports. This information is provided for the exclusive use of Association Members and individuals affiliated with Association Members who are also engaged in the real estate business and may not be transmitted, retransmitted, or provided in any manner to any unauthorized individual, office, or firm except as otherwise specified in the MLS rules and regulations. Association members who receive such information, either as a Association service or through the Association’s MLS, are subject to the applicable provisions of the MLS rules and regulations whether they participate in the MLS or not.

#### **Section 9. Subscribers.**

Subscribers (or users) of the MLS include non-principal brokers, sales associates and licensed and certified appraisers affiliated with Participants and as specified in the Multiple Listing Service rules and regulations.