



BYLAWS

of the

Southern Adirondack REALTORS® Association

(Revised March 31, 2022)

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BYLAWS OF THE SOUTHERN ADIRONDACK REALTORS® INC.

Article I – NAME

Section 1. Name.

The name of this organization shall be the SOUTHERN ADIRONDACK REALTORS®, INC, hereinafter referred to as the “Association.”

Section 2. REALTORS®

Inclusion and retention of the Registered Collective Membership Mark REALTORS® in the name of the Association shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® (“NAR”) as from time to time amended.

Article II – OBJECTIVES

The objectives of the Association are:

Section 1.

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

Section 2.

To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of NAR.

Section 3.

To provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interests may be safeguarded and advanced.

Section 4.

To further the interests of home and other real property ownership.

Section 5.

To unite those engaged in the real estate profession in this community with the New York State Association of REALTORS® (“NYSAR”) and NAR, thereby furthering their own objectives throughout New York and the 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 NAR.

Article III – JURISDICTION

Territorial jurisdiction is defined to mean:

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 NAR, in return for which the Association agrees to protect and safeguard the property rights of NAR in the terms.

Article IV – MEMBERSHIP

Section 1.

There shall be six (6) classes of Members as follows:

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

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

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 as described.

REALTOR® Members may obtain membership in a secondary Association in another state.

2. Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers, and are associated with a REALTOR® Member and meet the qualifications set out in Article V.
3. Franchise REALTOR® Membership. Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions and the commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR Constitution and Bylaws. Such individuals shall enjoy all of the rights, privileges and obligations of REALTOR® membership (including compliance with the Code of Ethics) except: obligations related to board mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the Association, NYSAR and NAR.
4. Primary and secondary REALTOR® Members. An individual is a primary member if the Association pays NYSAR and NAR dues based on such Member. An individual is a secondary Member if NYSAR and NAR dues are remitted through another association. One of the principals in a real estate firm must be a Designated REALTOR® member of the Association in order for licensees affiliated with the firm to select the Association as their "primary" association.
5. Designated REALTOR® Members. Each firm (or office, in the case of firms with multiple office locations) shall designate in writing one REALTOR® Member who shall be responsible for all duties and obligations of membership including the obligation to arbitrate pursuant to Article 17 of the Code of Ethics and the payment of Association dues as established in Article X of these Bylaws. The Designated REALTOR® must be a sole proprietor, partner, corporate officer or branch office manager acting on behalf of the firm's principal(s) and must meet all other qualifications for REALTOR® membership.

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

- (D) **Public Service Members.** Public Service Members shall be individuals who are interested in the real estate profession as employees of or affiliated with educational, public utility, governmental or other similar organizations, but are not engaged in the real estate profession on their own account or in association with an established real estate business.
- (E) **Honorary Members.** Honorary Members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for the Association, or for the public.
- (F) **NYSAR President.** The President of NYSAR shall be a Member-at-large in good standing, for the purpose of representing the Association, as a voting delegate at the NAR Delegate Body Meetings in the absence of the Association's President-Elect. All local Association dues, if the President is not a Member of the Association, shall be waived.

Article V – QUALIFICATION FOR MEMBERSHIP

Section 1. Application

An application for membership shall be made in such manner and form as may be prescribed by the Board of Directors and made available to everyone requesting it. The application form shall contain among the statements to be signed by the applicant:

- (A) that applicant agrees as a condition of membership to become thoroughly familiar with the Code of Ethics of NAR, the Constitutions, Bylaws, Rules and Regulations of the Association, NYSAR and NAR, and upon submission of an application for membership, will abide by the Constitutions, Bylaws and Rules and Regulations of the Association, NYSAR and NAR, and if a REALTOR® will abide by the NAR Code of Ethics including, but not limited to, 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 NAR Code of Ethics and Arbitration as from time to time amended, and
- (B) 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 the 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 NAR Code of Ethics referred to above.

Section 2. Qualifications

- (A) Article IV, Section 2, of the NAR Bylaws prohibits the Association from knowingly granting REALTOR® or REALTOR®-Associate membership to any applicant who has an unfulfilled sanction pending which was imposed by another board or association of REALTORS® for violation of the Code of Ethics.
- (B) 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 Association through its Membership Committee or otherwise that the applicant 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 the appropriate New York State regulatory agency to engage in the appraisal of real property, has a place of business within New York 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 of the Association & MLS and Rules and Regulations of the MLS, the Bylaws of NYSAR, and the Constitution, Bylaws and Code of Ethics of NAR, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Membership Committee, and shall agree that upon submission of an application for membership, they will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.
- (C) Individuals who are actively engaged in the real estate profession other than as a sole proprietor, 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 or association (if a secondary Member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by any appropriate state regulatory agency to engage in the appraisal of real property, has no record of official sanctions involving unprofessional conduct, shall complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of NYSAR, and the Constitution, Bylaws and Code of Ethics of NAR and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Membership Committee and shall agree in writing, that upon submission of an application for membership they will abide by the NAR Code of Ethics and by the Constitution, Bylaws, and Rules and Regulations of the Association, and NAR.
- (D) The Association will also consider the following in determining an applicant's qualifications for REALTOR® membership:
 - 1. All 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's multiple listing service.
 - 6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm.

Section 3. Acceptance to Membership

The procedure for acceptance to membership shall be as follows:

- (A) Provisional membership is granted upon submission of a completed application 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 associated with membership. Provisional membership is granted subject to subsequent review of the application by the Board of Directors. If the Board of Directors determines that the individual does not meet all of the qualifications for membership as established in these Bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of the mandatory orientation program) within four (4) months from the Association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated.

- (B) Dues shall be computed from the date of application and shall be non-refundable unless the Association's Board of Directors terminates the individual's membership in accordance with subsection (A) above. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received Association services and any application fees.
- (C) The Board of Directors may not terminate any provisional membership without providing the provisional Member with advance notice, an opportunity to appear before the Board of Directors, to call witnesses on their behalf, to be represented by counsel, and to make such statements as they deem relevant. The Board of Directors may also have counsel present. The Board of Directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.
- (D) If the Board of Directors determines that provisional membership should be terminated, it shall record its reasons with the Executive Officer. If the Board of Directors believes that termination of provisional membership may become the basis of litigation and a claim for damage by a provisional Member, it may specify that termination shall become effective upon entry in a suit by the Board for a declaratory judgement by a court of competent jurisdiction of a final judgement declaring that the termination violates no rights of the individual.

Section 4. Code of Ethics Training & New Member Orientation

- (A) Applicants for REALTOR® membership and provisional REALTOR® Members (where applicable) shall complete an orientation program on the Code of Ethics training of not less than two hours and thirty minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional Members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one year or less.
 - Failure to satisfy this requirement within one (1) month 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.
 - Orientation programs shall meet the learning objectives and minimum criteria established from time to time by NAR.
- (B) All Association REALTOR® Members must attend the Association's new Member orientation within four (4) months of date of application.
 - Failure to satisfy this requirement within four (4) months 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 Member Code of Ethics Training

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 they hold membership shall be required to provide written notification to the Association within fifteen (15) days. A REALTOR® non-principal who becomes a principal in the firm with which the Member 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 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 fifteen (15) 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, which, at its discretion may waive any qualification which the applicant has already fulfilled in accordance with the Association's Bylaws.

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 fifteen (15) 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.

- (B) Dues shall be prorated from the day of application.

Article VI. PRIVILEGES AND OBLIGATIONS

Section 1.

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

Section 2.

Any Member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Association Rules and Regulations not inconsistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual. 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 NAR Code of Ethics and to 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, NYSAR, and NAR.

Section 3.

Any REALTOR® 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, provided that the discipline imposed is consistent with the discipline authorized by the NAR Professional Standards Committee of the as set forth in the NAR Code of Ethics and Arbitration Manual.

The responsibility of the Association and of Board of Directors 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.

Section 4.

Resignation 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. Failure to pay dues may also constitute resignation of membership.

Section 5.

If a Member resigns from the Association or otherwise causes membership to terminate with an ethics complaint pending, the complainant shall be processed until the decision of the Association with respect to the 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 associations 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 an instance where an ethics hearing is held subsequent to an ethics respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®.

If a Member resigns or otherwise causes membership to terminate, the duty to submit to arbitration continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former Member was a REALTOR®.

Section 6. REALTOR® Members.

- (A) 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 hold elective office in the Association. REALTOR® Members may use the terms REALTOR® and REALTORS®, which use shall be subject to the provisions of Article VIII. REALTOR® Members have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Association and the real estate profession.
- (B) If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership or an officer in a corporation, and is suspended or expelled, the firm, partnership or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® membership, or unless connection with the firm, partnership or corporation is severed, 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 the connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR® who is suspended or expelled removes themselves 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 to 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 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, 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.

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

Section 7. Institute Affiliate Members.

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

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 Association; or to be a participant in the Association's Multiple Listing Service.

Section 8. Affiliate Members.

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

Section 9. Public Service Members.

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

Section 10. Honorary Members.

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

Section 11. Association's Alternative Delegate.

The NYSAR President will act as the Association's voting delegate at the NAR Delegate Body Meetings in the absence of the Association's President-Elect.

Section 12. Certification by REALTOR®.

Designated REALTOR® Members of the Association shall certify to the Association, during each dues billing, 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 board or association 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 board or association based on said non-member licensees, the Designated REALTOR® shall identify the Board to which dues have been remitted.

These declarations shall be used for purposes of calculating dues under Article X, Section 2(A) of the Bylaws. Designated REALTOR® Members shall also notify the Association of any individual(s) licensed or certified with the firm(s) within fifteen (15) days of the date of severance of the individual.

Section 13. Harassment and Discrimination Prevention Policy.

All Members of the Association are expected to comply with the Association's Harassment and Discrimination Prevention Policy, which may be amended from time to time and can be found in the Association's Policy and Procedural Manual. Failure to comply with this Policy may result in disciplinary action, up to and including, reprimands, probation, suspension or expulsion from the Association, in accordance with the Policy and NAR's Code of Ethics and Arbitration Manual.

Section 14. Legal Liability Training.

Additional education and training may be required by the board of directors as referenced by the Association's Policy and Procedural Manual.

Article VII – PROFESSIONAL STANDARDS AND ARBITRATION

Additional information may be found in the Association's Policy and Procedural Manual.

Section 1. 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.

Section 2. Enforcement of the Code.

The responsibility of the association and of association members relating to the enforcement of the Code of Ethics, the disciplining of members, and the arbitration of disputes, and the organization and procedures incident thereto, shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF 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 3.

The Board of Directors may adopt fees and fines for handling Code of Ethics and other violations, which may be found in the Association's Policy and Procedural Manual.

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

Section 1. REALTOR® Trademark.

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®.

Article IX. STATE AND NATIONAL MEMBERSHIPS

Section 1.

The Association shall be a Member of NAR and NYSAR. By reason of the Association's membership, each REALTOR® Member of the Association shall be entitled to membership in NAR and NYSAR without further payment of dues. The Association shall continue as a Member of NYSAR and NAR, unless by a majority vote of all its REALTOR® Members, decision is made to withdraw, in which case NYSAR and NAR 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 NAR in the terms REALTOR® and REALTORS®. The Association shall discontinue use of the terms in any form in its name, upon ceasing to be a member of NAR, or upon a determination by the NAR Board of Directors that it has violated the conditions imposed upon the terms.

Section 3.

The Association adopts the NAR Code of Ethics 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 NAR and NYSAR.

Article X – DUES ASSESSMENTS

Section 1. Application Fee.

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

Section 2. Dues.

The Annual Dues of Members shall be as follows:

- (A) Designated REALTOR® Members. The annual dues for each Designated REALTOR® Member shall be an amount established annually by the Board of Directors. An additional amount will be established annually by the Board of Directors for licensed 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 New York 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 New York, 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 above) in the office where the Designated REALTOR holds membership, and any other offices of the firm located within the jurisdiction of this Association.

For the purpose of this Section, a REALTOR® Member of the Association shall be held to be any Member who has a place or places of business within New York or a state contiguous thereto and who, as a principal, partner, corporate officer or branch office manager of a real estate firm, partnership, or corporation, is actively engaged in the real estate profession as defined in Article III, Section 1, of the NAR Constitution. 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 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, or corporate officer or branch office manager of the entity.

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

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

- (B) The annual dues of each REALTOR® Member other than the Designated REALTOR® shall be as established annually by the Board of Directors.
- (C) Institute Affiliate Members. The annual dues of each Institute Affiliate Member shall be as established in Article II of the NAR Bylaws.
- (D) Affiliate Members. The annual dues of each Affiliate Member shall be as established annually by the Board of Directors. New Affiliate Members joining after June 30 will pay both the prorated dues for the present year and the full amount for the upcoming year.
- (E) Public Service Members. The annual dues of each Public Service Member shall be as established annually by the Board of Directors.
- (F) Honorary Members. Dues payable, if any, shall be at the discretion of the Board of Directors.

Section 3. Dues Payable.

Dues for all renewing members shall be payable according to the schedule set forth in the General Policy Manual. Prior to the billing of dues payable, the Association will review with each Designated REALTOR® Member a list of licensees that are affiliated with the Designated REALTOR® Member according to the New York Department of State Division of Licensing Services. The Broker is responsible to send termination notifications to the Association office for agents who are no longer licensed with them in a timely manner as referenced in the Association's General Policy Manual. New members joining the Association must pay their dues with a check, credit card, certified or bank check, money order or cash at the time of application. Dues shall be computed from the day of application and granting of provisional membership and shall be prorated for the remainder of the biannual dues billing cycle.

- (A) The Association has the discretion to impose any other fees or fines associated with membership dues payments or reinstatement. Please refer to the Association's Policy Manual.

Section 4. Nonpayment of Financial Obligations.

If dues, fees, fines or other assessments including amounts owed to the Association or the Association's MLS are not paid within ten (10) days after the due date, the services of the nonpaying Member shall be suspended. Two (2) months after the due date, membership of the office of the nonpaying Member shall automatically terminate. A former Member who has had their 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 policies 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.

- (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 licensee remains with the Designated REALTOR®'s firm, the dues obligation of the "Designated REALTOR®" will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from the first day of the current fiscal year and are payable within thirty (30) days of the notice of termination.
- (B) Former members who have voluntarily terminated membership and have returned within the 12-month period following terminations shall be assessed full annual Association dues for that 12-month period. Such Member will be considered active as of the day of reinstatement as referenced in the Association's Policy and Procedural Manual.
- (C) Former members who have voluntarily terminated membership and return after a period of twelve (12) months following termination shall be considered new Members and must pay initiation dues and attend an orientation program.
- (D) For any agent that has not paid in 30 days of the due date and not been terminated by their office, the Broker will be fined \$200 per agent and the MLS services will be cut off for the whole office. Service will be restored once the fine and appropriate dues are paid or a termination notice for the agent(s) has been received by the association office. This applies to any dues billing that occurs throughout the year.

Section 5. Deposit.

All monies received by the Association for any purpose shall be deposited to the credit of the Association's financial institution selected by resolution of the Board of Directors. A separate escrow account will be maintained to handle any funds with regards to professional standards hearings as required.

Section 6. Emeriti Dues.

There shall be no dues obligation for Members who are NAR recognized REALTOR® Emeriti, NAR past presidents and past treasurers and NAR Distinguished Service Award recipients, except as may be required to meet the Association's dues obligation to NAR and to NYSAR. Any such reduction in dues payable for such Members shall not affect the dues obligation of the Designated REALTOR® for any licensee employed by or affiliated with the Designated REALTOR® who is not a member of the Association.

Article XI. OFFICERS AND DIRECTORS

Section 1. Officers.

The elected Officers of the Association shall consist of: President, President-Elect, Secretary, Treasurer and Treasurer-elect. The Secretary and Treasurer may be the same person. Officers shall be elected for the terms of one year.

Section 2. Executive Officer.

The Association shall have an Executive Officer who shall be employed by the Board of Directors. The selection of such Executive Officer shall be made by the Board of Directors. Such Executive Officer shall be the chief administrative officer of the Association, subject to the Board of Directors, and shall have supervision of the entire staff and shall perform such other duties as may be delegated by the Board of Directors or the President. The Executive Officer shall carry on all necessary correspondence with NAR and NYSAR. Such Executive Officer and other staff shall not be licensed real estate brokers or salespersons or in any way connected with any real estate firm. The Executive Officer's employment may be terminated by a majority vote of the Board of Directors.

Section 3. Executive Committee.

The Association shall have an Executive Committee shall consist of the Association President, who shall act as the Chairperson; the President-Elect, who shall serve as the Vice Chairperson; Treasurer; Treasurer-Elect, Immediate Past President and a Director to be appointed by the President and approved by the Board of Directors. The Executive Committee shall include a minimum of 5 members. It shall be the function of the Executive Committee to have and exercise the authority of the Board of Directors in the management of the business of the Association between meetings of the Board, as permitted by New York State law, and to review recommendations proposed by Association committees and oversight as to the policies of the Association. The final decision with respect to all matters is with the Board of Directors.

Section 4. Duties of Officers.

The duties of the Officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. It shall be the particular duty of the Secretary to keep written records of the Association's Board of Directors Meetings.

- (A) The President of the Association shall automatically serve as a Director to NYSAR and as the Chair of the Association's Board of Directors.
- (B) The President-Elect shall automatically serve as a voting delegate at the NAR Delegate Body Meetings. The NYSAR President serve as the voting delegate in the absence of Association's President-Elect at the NAR Delegate Body Meetings

Section 5. Board of Directors

The governing body of the Association shall be a Board of Directors consisting of:

- (A) the elected Officers,
- (B) the immediate past President, and
- (C) Six (6) elected directors from the Association membership of which
 - a. one (1) and only one may be an Affiliate Member.
- (D) The Board of Directors may appoint from the regional MLS Board of Directors one (1) additional Director who is a member of the Association.

Directors shall be elected to serve for terms of three years, except that at initially, one-third of the elected Directors were elected for terms of one, two, and three years, respectively, or for lesser terms as may be necessary to complete the first fiscal year. No officer or director shall be nominated and elected to the same office for more than two consecutive terms. The maximum number of Officers and/or Directors elected to serve on the Board of Directors from the same company is two. As many Directors shall be elected each year as are required to fill vacancies. A current Director who chooses to move their license to another company must step down if the company that they are transferring to already has the maximum allowed two (2) from that company.

Section 6. Expenditures.

The Board of Directors shall administer the day-to-day finances of the Association. All checks issued must be signed by two authorized persons as designated in the Association's Policy and Procedural Manual.

Section 7. Election of Officers and Directors.

- (A) At least two (2) months before the annual election, a Nominating Committee of five (5) REALTOR® Members shall be appointed by the President with the approval of the Board of Directors. These Members

shall be current members in good standing or Board of Director members excluding the current President and President- Elect. The Nominating Committee shall select one candidate for each office and one candidate for each place to be filled on the Board of Directors. The report of the Nominating Committee shall be mailed or sent through electronic notification as allowed by law to each REALTOR® Member eligible to vote at least four (4) weeks preceding the election. Additional candidates for the positions to be filled may be placed in nomination by petition signed by at least twenty percent (20%) of the REALTOR® Members eligible to vote. The petition shall be filed with the Executive Officer at least fifteen (15) days before the election. The Executive Officer shall send notice of such additional nominations to all Members eligible to vote fourteen (14) days prior to the election.

- (B) The election of Officers and Directors shall take place at the annual meeting. Election shall be by ballot and all votes shall be cast in person, by proxy (which may be electronically completed and electronically filed to the proxy holder or with designating the Association's Secretary as their proxy) or, if permitted by New York State law, and in accordance with applicable state requirements, election of officers may be conducted by electronic means, in accordance with procedures established by the Board of Directors.

The ballot shall contain the names of all candidates, the positions, and terms for which they are nominated.

- (C) Voting by Written Secret Ballot: If there are additional names on the slate, voting shall be by secret ballot, and said ballot shall contain blank spaces for writing in additional names proposed by petition.
- (D) The President, with the approval of the Board of Directors, shall appoint an Election Committee of three (3) REALTOR® Members to conduct the election. In case of a tie vote, the issue shall be determined by lot.

Section 8. Vacancies

Vacancies occurring in the Board of Directors or in any office shall be filled by appointment of the President subject to the approval of the Board of Directors. A Director or Officer appointed to fill a vacancy shall complete the unexpired term caused by the vacancy.

Section 9. 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 requesting the removal of an Officer or Director and signed by not less than one-third of the voting membership or a majority of all Directors shall be filed with the President, or with the next-ranking officer, if the President is the subject of the petition and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.
- (B) Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the Association shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director and to render a decision on such petition.
- (C) The special meeting shall be noticed to all voting Members at least ten (10) days prior to the meeting and shall be conducted by the President of the Association unless the President's continued service in office is being considered at the meeting. In such case, the next ranking officer will conduct the meeting of the hearing by the Members. Provided a quorum is present, a three-fourths vote of Members present and voting shall be required for removal from office.

Section 10. Travel.

Officers and/or Directors may be required to travel for the Association. Such travel shall be reimbursed by the Association in accordance with the Association's Policy and Procedural Manual.

Section 11. Professional Standards Training.

Refer to the Association's Policies and Procedural Manual for specific guidelines for Professional Standards training obligations.

Article XII – MEETINGS

Section 1. Annual Meetings.

The annual meeting of the Association shall be held during October of each year, the date, place, and hour to be designated by the Board of Directors. These meetings shall be conducted in person, unless under NYS laws are permitted to be conducted using a virtual online meeting platform.

Section 2. Meetings of Directors.

The Board of Directors shall meet regularly according to a manner and schedule established in the General Policy Manual.

Section 3. Other Meetings.

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

Section 4. Notice of Meetings.

Written notice by mail or electronic notification as allowed by New York law, shall be given to every Member entitled to participate in the meeting not less than ten (10) days or more than fifty (50) days before the date of the meeting. If a special meeting is called, a statement of the purpose of the meeting shall accompany it.

Section 5. Quorum.

A quorum for the transaction of business shall consist of ten percent (10%) of the Members eligible to vote.

Section 6. Action without Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if 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 Directors. All the approvals evidencing the consent shall be delivered to the 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.

Article XIII – COMMITTEES

Section 1. Standing Committees.

Except as otherwise provided in these bylaws or by New York law, the President shall appoint from among the REALTOR® and Affiliate Members, subject to confirmation by the Board of Directors, the following standing committees.

- (A) Affiliates Committee
- (B) Professional Standards
- (C) Bylaws & Governance
- (D) Government Affairs

- (E) Professional Development/Education
- (F) Executive Committee
- (G) Election Committee
- (H) Grievance Committee

Committee Chairpersons shall be appointed by the President. All committees must have a chair, vice chair and a minimum of two (2) additional members.

Section 2. Special Committees.

The President shall establish, subject to confirmation by the Board of Directors, special committees as necessary, including but not limited to Nominating and Election committees.

Section 3. Organization.

All committees shall be of such size and shall have duties, functions, and powers as assigned by the President or the Board of Directors except as otherwise provided in these Bylaws or in accordance with New York law.

Section 4. President.

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

Section 5. Attendance.

Any committee member who fails to attend two regular or special meetings of a committee within a six-month time period, or two consecutive meetings without an excuse acceptable to the chairman of the committee, shall be deemed to have resigned from the committee. The vacancy may be filled by the chairperson. The Chairperson or designee shall attend monthly Board of Directors meetings and submit reports or shall submit written report to Executive Officer prior to the Board of Directors Meeting.

Section 6. 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.

Article XIV. FISCAL AND ELECTIVE YEAR

Section 1.

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

Section 2.

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

Article XV. RULES OF ORDER

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 XVI. AMENDMENTS

Section 1.

These Bylaws may be amended by a majority vote of the Members present and qualified to vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting, except that the Board of Directors may, at any regular or special meeting of the

Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy.

Section 2.

Amendments to these Bylaws affecting the admission or qualification of REALTOR® and Institute Affiliate Members, or the use of the terms REALTOR® and REALTORS®, shall become effective upon their approval as authorized by the NAR Board of Directors as permitted by New York law.

Article XVII – DISSOLUTION

Upon dissolution of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to NYSAR or, within its discretion, to any other non-profit tax-exempt organization

Article XVIII – MULTIPLE LISTING

Section 1. Authority.

The Association will provide access for the use of its Members a Multiple Listing Service (“MLS”) which shall be a lawful corporation of the State of New York.

Section 2. Purpose.

A MLS 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 nonagency 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, analyses, and other valuations of real property for bona fide clients and customers; by which Participants engaging in real estate appraisal contribute to common databases; 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 sale (or lease).

Section 3. Governing Documents.

The Board of Directors may cause the MLS established by it pursuant to this Article to conform its corporate charter, Constitution, Bylaws, rules, regulations, and policies, practices, and procedures at all times to the NAR Constitution, Bylaws, Rules, Regulations, and Policies.

Section 4. Participation.

Participation in the regional MLS of which the association is a shareholder shall be governed by the rules and regulations of that regional MLS.

Section 5. Subscribers.

Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with Participants. Subscribers also include affiliated unlicensed administrative and clerical staff, personal assistants, who are under the direct supervision of an MLS Participant or the Participant’s licensed designee.

Section 6. Orientation.

All Association members must adhere to all MLS orientation requirements, and rules and regulations as established by the MLS.