



Adopted April 10, 1962
Latest Revision - September 17, 2010

ARTICLE I

Name

SECTION 1. Name. The name of this organization shall be the Sarasota 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 Association of the NATIONAL ASSOCIATION OF REALTORS® shall embrace the following portion of Sarasota County: That portion of Sarasota County starting at a point where the Sarasota-Manatee County line meets the Gulf of Mexico, running E, S and E along the Sarasota-Manatee County line; thence S along the Sarasota-Desoto County line; thence W and S along the Sarasota-Charlotte County line to the Myakka River; thence northerly with the Myakka River to the S line of Section 12, Township 38S, Range 19E; thence W along the section lines to the Gulf of Mexico; thence northerly to the point of beginning; except that portion of Sarasota County known as North Port Charlotte and Warm Mineral Springs, relinquished to the Punta Gorda-Port Charlotte Association, described as beginning at a point where the Myakka River crosses the Sarasota-Charlotte County line; thence northward with the Myakka River to the S line of Section 35, Township 39S, Range 20E; thence E to the SE corner of Section 35, Township 39S, Range 20E; thence N along the E line of Sections 35 and 26, Township 39S, Range 20E, to the NW corner of Section 25, Township 39S, Range 20E; thence E along the N line of Section 25, Township 39S, Range 20E to the NE corner of Section 25, Township 39S, Range 20E; thence N along the E line of Sections 24, 13, 12, and 1, Township 39S, Range 20E; thence E along the S line of Sections 31, 32, 33, 34, 35 and 36, Township 38S, Range 21E, to the SE corner of Section 36, Township 38S, Range 21E; thence S along the W line of Sections 6, 7 and 18, Township 39S, Range 22E, to the SW corner of Section 18, Townships 39S, Range 22E: thence E along the S line of Sections 18, 17, 16, 15, 14 and 13, Township 39S, Range 22E, to the SE corner of Section 13, Township 39S, Range 22E; thence S along the Sarasota-Desoto County line to the Charlotte County line; thence W and S along the Charlotte-Sarasota County line to the point 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 six classes of members as follows:

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

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

In the case of a real estate firm, partnership, or corporation, whose business activity is substantially all commercial, only those principals actively engaged in the real estate business in connection with the same office, or any other offices within the jurisdiction of the 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 in Section 1(b) of Article IV.

- (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) Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchises located within the United States, its insular possessions and the commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR Constitution and Bylaws. Such individuals shall enjoy all the rights, privileges and obligations of REALTOR® membership (including compliance with the Code of Ethics) **except:** obligations related to 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.

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

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

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- (b) Institute Affiliate Members. Institute Affiliate Members shall be individuals who hold a professional designation awarded by an Institute, Society or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® membership, subject to payment of applicable dues for such membership.
- (c) Affiliate Members
- (1) Primary Affiliate Members shall be individuals who, while not engaged in the real estate profession as defined in paragraphs (a) or (b) of this section, shall qualify for this class of membership; and shall have interests requiring information concerning real estate, and are in sympathy with the objectives of the Association.
- (2) Affiliate Auxiliary Members shall be individuals associated with or employed by a Primary Affiliate Member, 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.
- (d) Honorary Members. Honorary Members shall be individuals not engaged in the real estate profession who have performed notable service for the profession, the Association, or for the public.
- (e) 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 (2) years of college and at least one (1) college level course in real estate, but are not engaged with an established real estate office.
- (f) Administrative Members. Members shall be an employee of a REALTOR®. Active licensed salespeople may not be Administrative Members. Administrative Members must make application for membership and be approved by the Board of Directors. Upon application for Member status, the applicant's Designated REALTOR® must certify the applicant's eligibility.

ARTICLE V Membership Qualifications

SECTION 1. Application.

- (a) An application for REALTOR® membership shall be made in such manner and form as may be prescribed by the Board of Directors and shall be 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 be thoroughly familiar 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 REALTOR® Member, will abide by the Constitutions, Bylaws, and Rules and Regulations of the Association, State and National Associations, and 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 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, Regulations and Code of Ethics referred to above.
- (c) Application for membership for all other classes of membership shall be made in such manner and form as may be prescribed by the Board of Directors. Applicants shall agree to abide by the Bylaws, Policies and Rules and Regulations of the Association and further are encouraged to abide by the principles established in

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the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® but are not subject to disciplinary authority of the Association with regard to conduct inconsistent with the Code of Ethics.

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 Association that the applicant is actively engaged in the real estate profession and maintains a current, valid Florida real estate broker's or salesperson's license or is licensed, registered or certified by an appropriate State of Florida regulatory agency to engage in the appraisal of real property, has a place of business within the state of Florida, or a state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy*, has no record of official sanctions involving unprofessional conduct**, agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Association, and shall agree that if elected to membership, the applicant 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 fees for up to one (1) year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that an existing member initiates bankruptcy proceedings, the member may be placed on a "cash basis" from the date that bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.

****NO RECORD OF OFFICIAL SANCTIONS INVOLVING UNPROFESSIONAL CONDUCT** is intended to mean that the Association may only consider:

- A. 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. criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted, and (2) no more than ten years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date.

***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 shall not be granted membership.

- (b) Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers, in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of the Association or a Designated REALTOR® Member of another Association (if a secondary member), and must maintain a current, valid Florida real estate broker's or salesperson's license or be licensed, registered or certified by an appropriate State of Florida 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 the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Association and shall agree in writing that if elected to membership the applicant will abide by such Constitution, Bylaws, Rules and Regulations and the Code of Ethics.

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- B. criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted, and (2) no more than ten years have elapsed since the

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date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date.

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

1. All final findings of Code of Code of Ethics violations and violations of other membership duties in any other association with 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. Any misuse of the term REALTOR® OR REALTORS® in the name of the applicant's firm.

"Provisional" membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics; See Article V, Section 2(a) Note 2)) provided all other qualifications for membership have been satisfied. Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six months from the date that provisional membership is approved. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration request pending, the association may condition membership on the applicant's certification that applicant will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the association to which the applicant has made application) and will abide by the decision of the hearing panel.

SECTION 3. Election. The procedure for election to membership shall be as follows:

- (a) Applicants for REALTOR® membership shall be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to subsequent review of the application by the Executive Committee. If the Executive Committee 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 within three months of 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 for failure to meet all of the qualifications for membership. In that instance, dues shall be returned to the individual less a pro-rated amount to cover the number of days that the individual received Association services. Application fees are not refundable.
- (c) The Board of Directors may not terminate any provisional membership without providing the provisional member with advance notice, an opportunity to appear before the Board of Directors, to call witnesses on his/her behalf, to be represented by counsel, and to make such statements as deemed relevant. The Board of Directors may have counsel present. The Board of Directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.
- (d) If the Board of Directors determines that provisional membership should be terminated, it shall record its reasons with the Secretary. If the Board of Directors believes that termination of provisional membership may become the basis of litigation and a claim of damage by a provisional member, it may specify that termination shall become effective upon entry in a suit by the Association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the termination violates no rights of the individual.

SECTION 4. New Member Code of Ethics Orientation

Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have

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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 ninety (90) days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

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

SECTION 5. Continuing Member Code of Ethics Training:

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

Failure to satisfy this requirement shall be considered a violation of a membership duty for which REALTOR® member shall be suspended until such time as the training is completed.

Members suspended for failing to meet the requirement for the first four (4) year cycle (2001 through 2004) will have until December 31, 2005 to meet the requirement. Failure to meet the requirement by that time will result in automatic termination of membership.

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

SECTION 6. Status Changes

- (a) A REALTOR® who changes the conditions under which the applicant 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 the applicant 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 sixty (60) 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. The Board of Directors, at its discretion, may waive any qualification which the applicant has 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 in which the member is notified of election by the Board of Directors 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 as specified in this ARTICLE. Any member of the Association may be reprimanded, fined, placed on probation, suspended or expelled by the Board of Directors as follows:

SECTION 2 After a hearing as provided by the Association Code of Ethics and Arbitration Manual, the Directors may take disciplinary action against any member for violation by the member of any duty of membership or for a violation of these Bylaws and Association Rules and Regulations not inconsistent with these Bylaws.

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 Executive Committee, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR® or REALTORS®, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local Association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

SECTION 3 Any REALTOR® Member of the Association may be disciplined by the Board of Directors for violations of the Code of Ethics or other duties of membership, after a hearing as described in the *Code of Ethics and Arbitration Manual* of the Association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the *Code of Ethics and Arbitration Manual* of the National Association.

SECTION 4 Resignations of Members shall become effective when received in writing by the Board of Directors. A member who resigns membership may apply for reinstatement of membership within one year from the time of termination or resignation, provided that if the member is indebted to the Association for dues, fees, fines or other assessments of the Association or of any of its services, the former member shall make payment in full of all accounts due prior to reinstatement to membership. The former member who applies for reinstatement shall complete a new application form, pay any reinstatement fee established by the Board of Directors, and pay the dues payable at the time of application. If the lapse in membership exceeds one (1) year, or the member was terminated or expelled for any cause, the former member may apply for reinstatement in the manner prescribed for new applicants for membership after making payment in full of all accounts due as of the date of termination or expulsion.

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

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

SECTION 6.

(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 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.

(b) If a REALTOR® Member is a principal in a firm, partnership, corporation or trust that is a real estate agency, and is suspended or expelled, the firm, partnership, corporation or trust of which he is a principal shall not use the term REALTOR® or REALTORS® in connection with its business during the period of his suspension, or until his readmission to REALTOR® Membership, or unless connection with the firm, partnership, corporation or trust is severed, whichever may apply. The membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member, or until readmission of the disciplined Member, or unless connection of the disciplined Member

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with the firm, partnership, or corporation is severed, whichever may apply. Further, the membership of REALTORS® other than principals who are employed by or affiliated as independent contractors with the disciplined Member shall suspend or terminate during the period of suspension of the disciplined Member or until readmission of the disciplined Member or until connection of the disciplined Member with the firm, partnership, corporation or trust is severed, 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 who is other than a principal in a firm, partnership, corporation or trust is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership, corporation or trust 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.
- (d) Professional disputes between REALTOR® Members, or between firms, partnerships, corporation or trusts that are real estate agencies with which a REALTOR® Member is associated, shall be settled through the arbitration process as provided in ARTICLE VII, rather than by recourse to other tribunals. Professional disputes between REALTOR® Members and other members or non-members of the Association may be accepted for arbitration, at the discretion of the Board of Directors, provided that both parties to such dispute agree in advance, in writing, to abide by the award, and provided that any non-member shall agree to pay in advance such fee as may have been required by the Board of Directors toward the expenses of the proceeding.
- (e) Any REALTOR® Member who has been a member of the Sarasota Association for a period of twenty-five (25) consecutive years shall be classified as a Life Member and be appropriately recognized. Local Association dues of Life Members previously recognized will continue to be waived. (Effective September 27, 1995)
- (f) REALTOR® Members shall waive all claims against the Association or any of its officers, Directors, or members for any act in connection with the business of the Association.

SECTION 7. Institute Affiliate Members. Institute Affiliate Members shall have such rights and privileges and be subject to such obligations as are prescribed by the Board of Directors consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

SECTION 8. Affiliate Members and Affiliate Auxiliary Members. Affiliate and Affiliate Auxiliary Members shall have such privileges and rights and be subject to obligations prescribed by the Board of Directors.

SECTION 9. Honorary Members. Honorary membership shall confer only the right to attend meetings and participate in discussions.

SECTION 10. Student Members. Student Members shall have such privileges and rights and shall be subject to such obligations as may be prescribed by the Board of Directors.

SECTION 11. Auxiliary Members. Auxiliary Members shall have such privileges and rights subject to obligations as may be prescribed by the Board of Directors.

SECTION 12. Certification By REALTOR® The Association may require Designated REALTOR® members of the Association to certify to the Association a complete listing of all individuals licensed, registered or certified in the REALTOR®'s office(s) and shall designate a primary Association for each individual who holds membership. Designated REALTORS® shall also identify any non-member licensees in the REALTOR®'s office(s) and if the Designated REALTOR® dues have been paid to another Association based on said non-member licensees, the Designated REALTOR® shall identify the Association to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2 (a) of the Bylaws. Designated REALTOR® members shall also notify the Association of any additional individual(s) licensed, registered or certified with the firm(s) within five (5) working days of the date of affiliation or severance of the individual.

SECTION 13. Harassment. Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an Association or MLS employee or Association Officer or Director after 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, President-Elect, and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the Association. Disciplinary action may include any sanction authorized in the Association's Code of Ethics and Arbitration Manual. If the complaint names the President or President-Elect, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.

ARTICLE VII

Professional Standards and Arbitration

SECTION 1. The responsibility of the 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. Any misuse of the terms by Members is a violation of a membership duty and may subject Members to disciplinary action by the Board of Directors after a hearing as provided for in the Association's Code of Ethics and Arbitration Manual.

SECTION 2. 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 State Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this Association 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 the Association, which by this reference is made a part of these Bylaws.

ARTICLE VIII

Use of the Terms REALTOR® and REALTORS®

SECTION 1. 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 term REALTOR® and REALTORS® within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the Association's Code of Ethics and Arbitration Manual.

SECTION 2. REALTOR® Members of the 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.

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SECTION 3. A REALTOR® Member who is a principal of a real estate firm, partnership, or corporation may use the terms REALTOR® and REALTORS® only if all of the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto are REALTOR® Members or Institute Affiliate Members as described in Section 1 (b) of Article IV.

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

SECTION 4. Institute Affiliate Members shall not use the term 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 the NATIONAL ASSOCIATION OF REALTORS® and the Florida Association of REALTORS®. By reason of the Association's membership, each REALTOR® Member of the Member Association shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the Florida Association of REALTORS® without further payment of dues. The Association shall continue as a member of the State and National Associations, unless by a majority vote of all its REALTOR® Members decision is made to withdraw, in which case the State and National Associations shall be notified at least one month in advance of the date designated for the termination of such membership.

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

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

ARTICLE X Dues and Assessments

SECTION 1. Application Fee. The Board of Directors may adopt an application fee for REALTOR® membership in reasonable amount, not exceeding three (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 for all classes of membership in this Association shall be as follows:

(a) **DESIGNATED REALTORS®**

(1) The annual dues of each Designated REALTOR® Member shall be in such an amount as established by the Board of Directors plus an additional amount to be established by the Board of Directors times the number of real estate salespersons, and licensed, registered, 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

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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.

- (2) For the purpose of this Section, a REALTOR® Member of a Member Association shall be held to be any Member who has a place or places of business within the state or a state contiguous thereto and who, as a principal, partner, corporate officer, or branch office manager of a real estate firm, partnership, or corporation, is actively engaged in the real estate profession as defined in Article III, Section 1, of the Constitution of the NATIONAL ASSOCIATION OF REALTORS®. 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 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® membership during the preceding calendar year.

- (b) The annual dues of each REALTOR® Member other than the Designated REALTOR® shall be in such amount as established by the Board of Directors.
- (c) Institute Affiliate Members. The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.
- (d) Affiliate Members. The annual dues of each Affiliate and Affiliate Auxiliary Member shall be in such amount as established by the Board of Directors.
- (e) Honorary Members. Dues payable, if any, shall be at the discretion of the Board of Directors.
- (f) Student Members. Dues payable, if any, shall be at the discretion of the Board of Directors.
- (g) Auxiliary Members. The annual dues of each Auxiliary member shall be in such amount as established by the Board of Directors.

SECTION 3. Dues Payable. Association dues for all classifications of membership shall become due and payable annually in advance on December 15, and are non-refundable past that date. Dues for new members shall be computed from the date of application and granting of provisional membership.

- (a) In the event a sales licensee or licensed, registered, or certified appraiser, who holds REALTOR® membership is dropped for non-payment of Association dues, and the licensee 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.

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SECTION 4. Non-Payment of Financial Obligations. If dues, fees, assessments and/or fines are not paid within one (1) month of the due date, the nonpaying Member is subject to suspension at the discretion of the Board of Directors. Two (2) months after due date, membership shall automatically terminate unless within that time the amount is paid. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former Member who has had his membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Association or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

Note 1. This provision applies to all licensees affiliated with the Designated REALTOR®. Changing status from a REALTOR® to a licensed non-member salesperson does not alter the Designated REALTOR®'s responsibility as outlined in ARTICLE X, SECTION 2(a) of these Bylaws.

SECTION 5. Deposits and Expenditures. Deposits and expenditures of funds shall be in accordance with policies established by the Board of Directors.

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 shall be noticed to the delinquent Association Member in writing setting forth the amount owed and due date.

SECTION 8. Late Payment of Dues. Late payment of dues shall incur a late fee which shall be an amount established by the Board of Directors.

ARTICLE XI Officers and Directors

SECTION 1. Elected Officers. The elected officers of the Association shall be President, President Elect, Secretary and Treasurer. They shall be elected for terms of one (1) year or until their successors are elected. The President-Elect shall automatically assume the office of President in the year following election. No more than two (2) REALTORS® from any one firm, partnership, corporation or trust that is a real estate agency shall serve as an officer at any one period of time, except that if a licensee transfer or merger of two or more firms increases the number of Officers from the same firm, those Officers shall be allowed to serve the remainder of their term.

(a) **Qualifications of the President.** The President must have been: 1. A Director or officer of the Sarasota Association of REALTORS®, Inc. and 2. A REALTOR® member of the Sarasota Association of REALTORS®, Inc. for at least three (3) years immediately prior to becoming President.

(b) **Qualifications of the President Elect.** The President Elect must have been: 1. A Director or officer of the Sarasota Association of REALTORS®, Inc. and 2. A REALTOR® member of the Sarasota Association of REALTORS®, Inc. for at least two (2) years immediately prior to election.

(c) **Qualifications of the Secretary and Treasurer.** The Secretary and Treasurer must have been: 1. A REALTOR® member of the Sarasota Association of REALTORS®, Inc. for at least two (2) years immediately prior to election and 2. A Director or committee chairman for at least (1) year.

SECTION 2. Appointed Officers. The Board of Directors shall be empowered to employ staff. The Chief Staff Officer shall be known as the Chief Executive Officer. The Chief Executive Officer shall serve as the Corporate Secretary and shall serve on the Board of Directors as an ex-officio member without vote.

SECTION 3. Duties of Officers. The duties of the officers shall be such as their titles, by general usage, would indicate and as may be assigned to them by the Board of Directors. It shall be the particular duty of the Secretary or Executive Officer to keep the records of the Association and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the Florida Association of REALTORS®.

SECTION 4. Board of Directors. The governing body of the Association shall be a Board of Directors consisting of the elected officers, the immediate past President, and fifteen (15) Directors-at-Large.

The fifteen (15) Directors-at-Large shall normally be elected to serve for terms of three (3) years or until their successors are elected. Membership of Directors-at-Large shall not exceed three (3) members from any one firm, partnership, corporation or trust that is a real estate agency, except that if a licensee transfer or merger of two or more firms increases the number of Directors from the same firm, those Directors shall be allowed to serve the remainder of the year, and any remaining term shall be filled at the next election. A Director may be elected for less than three (3) years in order to maintain a ratio of five directors-at-large having unexpired terms of one year; 5 directors-at-large having unexpired terms of two years; and 5 directors-at-large having unexpired terms of three years. A Director may serve no more than two consecutive three-year terms or no more than six consecutive years.

- (a) Qualifications of a Director. A Director shall have been: 1. A REALTOR® member of the Sarasota Association of REALTORS®, Inc. for at least two (2) years immediately prior to election; and 2. Shall have served on a Sarasota Association of REALTORS® committee prior to election.
- (b) An Executive Committee, composed of the Association President, President Elect, Secretary, Treasurer and Immediate Past President, shall meet regularly with the Chief Executive Officer to set the agenda for the Board of Directors' meetings and make recommendations thereto which the Committee deems appropriate and perform such other duties as may be requested by the Board of Directors. It shall be the duty of the Executive Committee to meet monthly with the Chief Executive Officer to review financial statements, approve membership applications and act on other routine matters. When a meeting needs to be held that cannot be delayed until the regular meeting, that meeting may be held by electronic media, including but not limited to, telephone, facsimile, e-mail, teleconference, video conference, at the direction of the President.

SECTION 5. Nominations and Election

- (a) A Nominating Committee will be appointed by the President and approved by the Board of Directors. The Nominating Committee shall be composed of two (2) Past Presidents of the Sarasota Association of REALTORS®, Inc., two (2) former recipients of the REALTOR-of-the-Year award, and five (5) other Members. No member of the Nominating Committee shall be eligible for nomination to a position the Committee is seeking to fill.
- (b) The Nominating Committee shall select at least one (1) candidate for each office. The report of the Nominating Committee will be provided to each REALTOR® member at least sixty (60) days preceding the election.
- (c) Additional candidates for offices or Director-at-Large positions may be placed in nomination by a petition signed by at least twenty (20) REALTOR® members. The nominating petition shall clearly indicate the office the candidate is being nominated to fill. Nominating petitions shall be filed with the Association at least thirty (30) days before the election. In the event of a nominating petition(s), the Association will, no later than two (2) weeks prior to the election, provide a final notice containing all nominations, both by the Nominating Committee and by nominating petition, to all REALTOR® members. In the event there is no nominating petition, no additional notice to REALTORS® will be required.
- (d) Election shall be by ballot for all offices or positions with more than one nominee and will be held prior to the annual meeting. In the event there are offices or positions with only one nominee, the President may conduct the election at the annual meeting by voice vote.
- (f) Voting will be by electronic means, including but not limited to, facsimile, e-mail or on a website.
- (g) The candidates receiving the most votes will be elected.
- (h) In the case of a tie vote, the decision shall be made by a vote at the Annual Meeting.
- (i) The results of the election shall be announced at the Annual Meeting by the President.

SECTION 6. Vacancies. Should the office of the President become vacant, the President-Elect shall automatically assume the office of President, serving the remainder of the unexpired term and the term for which the President-Elect was originally elected. Should the office of President-Elect become vacant, the nominating procedure specified in Article XI, Section 4 shall begin within thirty (30) days and a special election shall be held. Replacements for any other vacancies among the officers and Directors shall be recommended by the Nominating Committee and approved by the Board of Directors to serve until the next annual election.

SECTION 7. Removal of Officers and Directors. In the event that an officer or Director is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the officer or Director may be removed from office under the following procedure:

- (a) A petition requiring the removal of an officer or Director and signed by not less than one-third of the voting membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the President Elect, 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.

ARTICLE XII

Meetings

SECTION 1. Regular Meetings of the Board of Directors. The Board of Directors shall designate a regular time and place of meetings. Absence from three (3) regular meetings of the Board of Directors without an excuse deemed valid by the Executive Committee shall be construed as resignation therefrom.

SECTION 2. Special Board of Directors' Meetings. Special meetings of the Board of Directors may be held at such other times as the President or the Board of Directors may determine, or upon written request of at least ten (10) percent of the REALTOR® Members.

SECTION 3: Action without meeting of the Board of Directors When a decision needs to be made that cannot be delayed until the regular meeting of the Board of Directors, a vote may be taken by electronic means, including but not limited to, telephone, facsimile, computer e-mail, teleconference, video conferencing, at the direction of the President. In the event such a vote is necessary, two-thirds shall be required for adoption of a motion.

SECTION 4: Annual Meeting. The annual meeting shall be held in September each year, unless otherwise ordered by the Board of Directors, for the purpose of finalizing the election of officers and directors and other business. Notice of the annual meeting shall be provided to each member at least ten (10) days prior to the meeting.

SECTION 5. Other Membership Meetings. The Association may conduct other General Membership meetings at a time and place designated by the Board of Directors. Written notice shall be provided to every Member at least seven (7) days prior to the meeting. If a special General Membership meeting is called, such notice shall include a statement of the purpose of the meeting.

SECTION 6 Quorum. A quorum for transaction of business at any meeting shall consist of at least 50 REALTOR® Members eligible to vote.

ARTICLE XIII

Committees

SECTION 1. Standing Committees. The President shall appoint from among the REALTOR® Members, subject to confirmation by the Board of Directors, the following standing committees:

- Professional Standards
- Grievance

- Finance

(a) Committee Structure. Prior to the Elective Year, the President-Elect shall recommend to the Board of Directors for approval, the Committee structure and Committee Chairs deemed necessary for the conduct of the business of the Association for the ensuing year.

(b) Upon approval of the Committee Structure, the President-Elect shall appoint members to the committees for the ensuing year. Appointments to the Professional Standards Committee and Grievance Committee shall be consistent with the cooperative professional standards enforcement agreement of the Association.

SECTION 2. Special Committees. The President may appoint such Special Committees as the President deems necessary, or as directed by the Board of Directors.

SECTION 3. Nominating Committee. The Nominating Committee described in ARTICLE XI, SECTION 5(a) shall also be responsible for selecting its choice of the members who have rendered outstanding service during the year for the various service awards presented by SAR. The decision of the Nominating Committee shall be final. Selection of the award recipients shall be completed by October 20th. The qualifications for the awards shall be established by the Directors who may use but shall not be restricted to the qualifications as established by the Florida Association of REALTORS®. The Nominating Committee will also recommend to the Board of Directors its nominees for Florida Association of REALTORS®' service awards.

SECTION 4. Organization. All Committees shall be of such size and shall have such duties, functions and powers as may be assigned to them by the President or the Board of Directors, except as otherwise provided in these Bylaws.

SECTION 5. President. The President shall be an ex-officio member of all committees except the Nominating Committee.

SECTION 6. QUORUM. The quorum for each committee will be a majority of the members of the committee unless otherwise specified by policy or the Board of Directors.

ARTICLE XIV Multiple Listing Service

SECTION 1. Authority. The Association shall provide for the use of its members a Multiple Listing Service. Members have the option of utilizing this service and paying the cost according to the Rules and Regulations of the Service. Participants and Users shall abide by the Bylaws and Rules and Regulations of the MLS.

SECTION 2. Shareholder. The Association shall be a Shareholder in the MLS, if applicable.

SECTION 3. Directors. The Association shall have Directors on the MLS Board of Directors. Such Directors shall be appointed by the Association's Board of Directors in accordance with the Bylaws of the MLS, except that all such Directors shall be broker/owners of member firms of the Association. The MLS Directors shall report all MLS issues back to the Association Board of Directors.

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

SECTION 5. Access to Comparable and Statistical Information. Association Members who are actively engaged in real estate brokerage, management, mortgage financing, appraising, land development or building, but who do not participate in the MLS, are nonetheless entitled to receive by purchase or lease all information other than current listing information that is generated wholly or in part by the 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, are subject to the applicable provisions of the MLS Rules and Regulations whether they participate in the MLS or not.

ARTICLE XV Rules Of Order

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

ARTICLE XVI Fiscal and Elective Year

SECTION 1. The fiscal and elective year of the Association shall be the calendar year.

ARTICLE XVII Amendments

SECTION 1.

- (a) These Bylaws may be amended by a majority vote of the REALTOR® Members present and qualified to vote at any meeting at which a quorum is present, provided such proposed amendment or amendments shall be plainly stated in the call for the meeting, or by a mail, facsimile, or electronic ballot with two-thirds vote of five percent of the REALTOR® membership qualified to vote.
- (b) 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 NATIONAL ASSOCIATION OF REALTORS® policy.

SECTION 2. Notice of all meetings at which amendments are to be considered shall be provided at least one week prior to the time of the meeting.

SECTION 3. Amendments to these Bylaws affecting the admission or qualification of REALTORS® and Institute Affiliate Members, the use of the term REALTOR® and REALTORS® or any alteration in the territorial jurisdiction of the Association shall become effective upon their approval by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE XVIII Dissolution

SECTION 1. Upon dissolution of this Association, the Board of Directors, after providing for 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 XIX Divisions and Councils

SECTION 1. Commercial Investment Division. The Association may have a Commercial Investment Division provided that the Board of Directors approves its Rules, Regulations and Bylaws and submits same to the NATIONAL ASSOCIATION OF REALTORS® for review and approval. The Division's activities are subject to review of the Board of Directors.

ARTICLE XX

Commercial Information Exchange

Section 1—Authority: The Association of REALTORS® shall operate a Commercial Information Exchange for the use of its members, which shall be subject to the bylaws of the Association of REALTORS® and such rules and regulations as may be hereinafter adopted.

Section 2—Purpose: The CIE serves as an information exchange. Participants who have been retained by sellers of commercial or industrial property to market those properties may submit information on those properties to the CIE and Participants who have been retained by buyers of commercial or industrial property may submit information on the type(s) of property sought to the CIE. Any compensation agreements related to property included in the Exchange compilation must be made on an individual basis outside the CIE between the Participants involved.

A Commercial Information Exchange is not a Multiple Listing Service. No offers of cooperation and compensation are communicated by filing information on a property with the CIE.

Section 3—Participation: 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, and is a member of CID, without further qualification, except as stipulated otherwise in these bylaws, shall be eligible to participate in the Commercial Information Exchange upon agreeing in writing to conform to the rules and regulations thereof and to pay the costs incidental thereto. However, no individual or firm, regardless of Association membership status, is eligible for CIE participation or membership status unless they hold a current, valid Florida real estate broker's license and are capable of accepting and offering compensation to and from other Participants or to those individuals who are licensed or certified by a State of Florida regulatory agency to engage in the appraisal of real property. Licensees affiliated with CIE Participants are not considered "participants" or "members" of the Exchange, but rather have access to and use of the Exchange information by virtue of their affiliation with the Exchange Participant. None of the foregoing is intended to preclude a CIE from providing, as a matter of local determination, access to information from CIE compilations to affiliate members of Associations or to others engaged in recognized fields of real estate practice or in related fields.

Under no circumstances is any individual or firm entitled to CIE participation or membership unless they hold a current, valid Florida real estate broker's license and are capable of offering and accepting compensation to and from other Participants, or are licensed or certified by an appropriate State of Florida regulatory agency to engage in the appraisal of real property. Use of information developed by or published by an Association CIE is strictly limited to the activities authorized under a Participant's licensure(s) or certification and unauthorized uses are prohibited. None of the foregoing is intended to preclude a CIE from providing, as a matter of local determination, access to information from CIE compilations to affiliate members of Associations or to others engaged in recognized fields of real estate practice or in related fields. 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 CIE where access to such information is prohibited by law.

Note 2: Associations may also choose to have the CID Membership Committee consider the following when determining a nonmember applicant's qualifications for CIE participation or 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 CIE

Section 4—Supervision: The Exchange shall be operated under the supervision of the CIE Committee in accordance with the rules and regulations, subject to the approval of the Board of Directors of the Association of REALTORS®.

Section 5—Appointment of Committee: The CID President shall appoint, subject to confirmation by the CID Board of Directors, a Commercial Information Exchange Committee of not less than 3 REALTOR® members. All members of the Committee shall be Participants in the Exchange except, at the option of the local Association, REALTORS® or REALTOR-ASSOCIATES® licensed with Participants may be appointed to serve in such numbers as

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determined by the local Association. The Committee members so named shall serve staggered three-year terms. The Committee shall select its Chairperson from among the members thereof. At least one Committee member shall be a member of the CID Board of Directors.

Section 6—Vacancies: Vacancies and unexpired terms shall be filled as in the case of original appointments.

Section 7—Attendance: Any Committee member who fails to attend three (3) consecutive regular or special meetings of the Committee, without an excuse acceptable to the Chairperson 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 9—Subscribers: Subscribers (or users) of the CIE 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, and individuals seeking licensure or certification as real estate appraisers who are under the direct supervision of a CIE Participant or the Participant's licensed designee.