

BYLAWS OF
THE COASTAL ASSOCIATION OF REALTORS® OF MARYLAND, INC.

Adopted May 14, 1957
Revised as of March 2023

ARTICLE I – NAME

Section 1. – Name. The name of this organization shall be the COASTAL ASSOCIATION OF REALTORS® OF MARYLAND, 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® from time to time amended.

ARTICLE II – OBJECTIVES

The objectives of the Association are:

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

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

Section 3. To provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interests may be safeguarded and advanced.

Section 4. To further the interest of home and other real property ownership.

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

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

ARTICLE III – JURISDICTION

Section 1. The territorial jurisdiction of the Association as a Member of the NATIONAL ASSOCIATION OF REALTORS® is Wicomico, Worcester and Somerset Counties, in the State of Maryland.

Section 2. 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 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: Clauses of members shall be as follows:

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

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

(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.

(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 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. *(Adopted 1/96)*

(4) **Primary and Secondary REALTOR® Members.** An individual is a primary member if the Association pays the 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 (or to mediate if required by the Association) 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 established in Article V, Section 2 of these Bylaws. (Amended 11/11)

~~**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 hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® or REALTOR® ASSOCIATE® membership, subject to payment of applicable dues for such membership. (Amended 1/02)~~

~~**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 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. (Adopted 1/96)~~

(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 hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® or REALTOR®-ASSOCIATE® membership, subject to payment of applicable dues for such membership. (Amended 1/02)

(c) Affiliate Members. Affiliate members shall be real estate owners and other individuals or firms who, while not engaged in the real estate profession as defined in paragraphs (a) or (b) of this Section, have interests requiring information concerning real estate, and are in sympathy

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

ARTICLE V – QUALIFICATION & ELECTION

Section 1. Application.

An application for membership shall be made in such a manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to membership to thoroughly familiarize himself/herself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitution, Bylaws, and Rules and Regulations of the Association, the State and National Associations, and if elected a member, will abide by the Constitutions and Bylaws and Rules and Regulations of the Association, State and National Associations, and if a REALTOR® member, will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® including the obligation to arbitrate (or to mediate if required by the association) controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further specified in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS® as from time to time amended, and (2) that applicant consents that the Association, through its membership Committee or otherwise, may invite and receive information and comment about applicant from any member or other persons, and that applicant agrees that any information and comment furnished to the Association by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the form of application, have access to a copy of the Bylaws, Constitution, Rules and Regulation, and Code of Ethics referred to above. *(Amended 11/11)*

Section 2. Qualification.

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, real estate associate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy, has no record of official sanctions involving unprofessional conduct, agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the 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 Membership Committee, and shall agree that if elected to membership, the applicant will abide by such Constitution, Bylaws, Rules and Regulation, and Code of Ethics. *(Amended 1/05)*

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, or 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 proceedings 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. *(Amended 03/23)*

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; and (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities. 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 (10) years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date. *(Amended 5/07)*

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

NOTE 2: Article IV, Section 2, of the NAR *Bylaws* prohibits Member Boards from knowingly granting REALTOR® or REALTOR-ASSOCIATE® membership to any applicant who has an unfilled sanction pending which was imposed by another association of REALTORS® for violation of the Code of Ethics. (*Adopted 1/01*)

(b) Individuals who are actively engaged in the real estate profession other than as sole proprietors, corporate officers, or branch office managers in order to qualify for REALTOR® membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® member of the Association or a Designated REALTOR® member of another Association (if a secondary member) and must maintain a current, valid real estate broker's, real estate associate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, 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 examination thereon as may be required by the Membership Committee and shall agree in writing that if elected to membership the applicant will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and by the Constitution, Bylaws, Rules and Regulations, and the Code of Ethics of the National Association. (*Amended 5/07*)

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

1. All final findings of Code of Ethics violations **and violations** of other membership duties in any other association within the past three (3) years
2. Pending ethics complaints (or hearings)
3. Unsatisfied discipline pending
4. Pending arbitration requests (or hearings)
5. Unpaid arbitration awards or unpaid financial obligations to any other association or association MLS
6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm. (*Amended 06/2006*)

"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. The Association shall 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 the 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. (Amended 11/09)

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

(a) The chief staff executive (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership. If the ~~a~~Association has adopted provisional membership, applicants for REALTOR® membership may be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee. Provisional members shall be considered REALTORS® and shall be subject to all the same privileges and obligations of membership. Provisional membership is granted subject to final review of the application by the board of directors within 90 days of the association's receipt of their application, and membership may, at the discretion of the Board of Directors, be terminated.

(b) If the board of directors determines that the individual does not meet all of the qualifications for membership as established in the ~~a~~Association's Bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of a mandatory orientation program) within 180 days from the association's receipt of their application, membership may, at the discretion of the board of directors, be terminated. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received ~~a~~Association services and any application fee. The board of directors shall vote on the applicant's eligibility for membership if the applicant receives a majority vote of the board of directors, he/she shall be declared elected to membership and shall be advised by written notice.

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

(d) If the board of directors determines that the applicant should be rejected, it shall record its reasons with the chief staff executive (or duly authorized designee). If the board of directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the ~~a~~Association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant. (*Adopted 1/98, Amended 1/05, Amended 1/17*)

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 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 180 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®. (Adopted 1/01)

Section 5. Continuing Member 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®, 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 three (3)-year cycle shall not be required to complete additional ethics training until a new three (3)-year cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of membership duty. Failure to meet the requirement in any three (3)-year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three (3)-year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated. (*Adopted 1/01, Amended 11/08, Amended 11/2014, Amended 12/2020*)

Section 6. Status Changes.

(a) A REALTOR® who changes the conditions under which he/she holds membership shall be required to provide written notification to the Association within thirty (30) days. A REALTOR® (non-principal) who becomes a principal in the firm which he/she has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and

obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which the REALTOR® (non-principal) has transferred within thirty (30) days of the date the REALTOR® advised the Association of the change in status, the REALTOR®'s new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

A REALTOR® who is transferring his/her license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all privileges and obligations of membership during the period of transition. If the transfer is not completed within thirty (30) days of the date the Association is advised of disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the board of directors. *(Amended 1/98)*

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

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

(c) Dues shall be prorated from the first day of the quarter in which the member is notified of election by the Board of Directors and shall be based on the new 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.

Section 2. Any member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Association Rules and Regulations consistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the Association. Although members other than REALTORS® are not subject to the Code of Ethics nor its enforcement by the Association, such members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, members other than REALTORS® may, upon recommendation of the Membership Committee, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as describe above, for any conduct, which in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR® or REALTORS®, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the Association, the 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 ~~B~~board of ~~D~~irectors, provided, however, that if any member submitting the resignation is indebted to the Association for dues, fees, fines, or other assessments of the Association or any of its services, departments, divisions or subsidiaries, the Association may condition the right of the resigning member to reapply for membership upon payment in full of all such monies owed.

Section 5. If a member resigns from the ~~a~~Association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by this ~~a~~Association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all ~~Boards~~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 any instance where an ethics hearing is held subsequent to an ethic respondent's resignation or membership termination, any discipline ratified by the ~~B~~board of ~~D~~irectors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®. *(Amended 5/16)*

Section 6. REALTOR® members, whether primary or secondary, in good standing are entitled to vote and to hold elective office in the ~~a~~Association and may use the term REALTOR®. For purposes of this section, the term “good standing” means the member satisfies the “Obligations of REALTOR® Members”, is current with all financial and disciplinary obligations to the ~~a~~Association, has completed any new member requirements, and complies with NAR’s trademark rules. *(Amended 2/22)*

(a) If a REALTOR® member is a sole proprietor in a firm, a partner in a partnership or an officer in a corporation and is suspended or expelled, the firm, partnership or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® membership, or unless connection with the firm, partnership or corporation is severed, 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 to the disciplined member, or unless connection of the disciplined member 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 unless connection of the disciplined member with the firm, partnership or corporation is severed, or unless the REALTOR® (non-principal) elects to sever his/her connection with the REALTOR® and affiliate with another REALTOR®, in good standing, in the Association, whichever may apply. If a REALTOR® member who is other than a principal in a firm, partnership or corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

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

Section 7. Institute Affiliate Members. Institute Affiliate members shall have the rights and privileges and be subject to obligations prescribed by the ~~B~~board of ~~D~~irectors consistent with the Constitutions and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

NOTE: Local associations establish the rights and privileges to be conferred on Institute Affiliate members except that no Institute Affiliate member may be granted the right to use the term REALTOR®, REALTOR-ASSOCIATE®, or the REALTOR® logo; to serve as President of the local association. (*Amended 03/23*)

Section 8. Affiliate Members. Affiliate members shall have the rights and privileges and be subject to obligations prescribed by the ~~B~~board of ~~D~~irectors.

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

Section 10. Honorary Members. Honorary members~~hip~~ shall confer only the right to attend meetings and participate in discussions.

Section 11. Student Members. Student members shall have rights and privileges and be subject to obligations prescribed by the ~~B~~board of ~~D~~irectors.

Section 12. Certification by REALTORS®. “Designated” REALTOR® members of the Association shall certify to the Association during the month of October of each year, 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 ~~A~~association for everyone 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/A~~association based on said non-member licensees, the Designated REALTOR® shall identify the ~~Board/A~~association to which dues have been remitted. The certification shall be used for the purposes of calculating dues under Article X, Section 2(a) of these Bylaws. “Designated” REALTOR® members shall also notify the Association of any additional individual(s) licensed or certified with the firm(s) within fifteen (15) 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 ~~M~~ember, ~~O~~fficer or ~~D~~irector 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 ~~P~~resident, and ~~P~~resident-elect and/or ~~V~~ice ~~P~~resident and one member of the ~~B~~oard of ~~D~~irectors 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 ~~a~~Association's Code of Ethics and Arbitration Manual. If the complaint names the ~~P~~resident, ~~P~~resident-elect or ~~V~~ice ~~P~~resident, such officer may not participate in the proceedings and shall be replaced by the ~~I~~mmEDIATE ~~P~~ast ~~P~~resident or, alternatively, by another member of the ~~B~~oard of ~~D~~irectors selected by the highest-ranking officer not named in the complaint.

Section 14. Code of Ethics:

New Member Code of Ethics Orientation.

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

Failure to satisfy this requirement within (6) six 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.

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 ~~a~~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.

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 15. Enforcement of the Code Fair Housing and Anti-Discrimination Commitment. **Fair Housing is the responsibility of all REALTOR® and other members of the Association.**

The National Association of REALTORS® and the Association opposes discrimination in housing based on race, color, religion, sex, handicap, familial status, sexual orientation, gender identity, and national origin. This policy is embodied in the National Association of REALTORS® Code of Ethics. The National Association of REALTORS® also authorizes sanctions in response to a finding that a member has violated any fair housing law, including local and state laws that prohibit discrimination based on sexual orientation or gender identity, or source of income. The National Association of REALTORS® policy is to support equal opportunity on the basis of sexual orientation and gender identity and the National Association of REALTORS® Code of Ethics was amended in 2010 and 2013, to include this updated policy in the Code of Ethics.

Members are encouraged to review the Fair Housing Declaration found in the National Association of REALTORS® website.

Members of the Association who are found to be engaging in discrimination of any kind may be disciplined by the board of directors for violations of Code of Ethics or other duties of membership and law, after a hearing as described in the Code of Ethics and Arbitration Manual of the Association, and 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 of REALTORS®.

~~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;~~

- ~~(a) be governed by the National Association of REALTORS® Code of Ethics and Arbitration Manual, as from time to time amended, which by this reference is made a part of these Bylaws, as adapted to be consistent with State law; and~~
- ~~(a) be consistent with the Statewide Professional Standards Cooperative Enforcement Agreement, entered into by the association, as from time to time amended, which by this reference is made a part of these Bylaws.~~
- ~~(b)(a) 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.~~
~~(Amended 03/23)~~

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

Section 2. It shall be the duty and responsibility of every REALTOR® member of this ~~a~~Association to safeguard and promote the standards, interests, and welfare of the ~~a~~Association and the real estate profession and to protect against conduct that may cause a lack of public confidence in the real estate profession or in REALTORS®. REALTOR® members also must abide by the governing documents and policies of the ~~a~~Association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®, as well as the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and in accordance with the procedures set forth in the Code of Ethics and Arbitration manual, as from time to time amended. (Adopted 03/22)

Every REALTOR® member ~~of the Association~~ shall maintain a high level of integrity and adhere to the ~~a~~Association's membership criteria. Any violent act or threat of violence to person or property, hateful conduct, or acts of moral turpitude impacting the public shall not be tolerated and may be cause for disciplinary action, up to and including termination of membership. (Amended 2/22)

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

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

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 ~~B~~board of ~~D~~irectors. 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 ~~B~~board of ~~D~~irectors after a hearing as provided for in the ~~a~~Association's Code of Ethics and Arbitration Manual. (Amended 05/2006)

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.

Section 3. 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 of the Association or Institute Affiliate members as described in Section 1(b) of Article IV, subject to the following:

- (a) 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; and
- (b) If a firm, partnership, or corporation operates in 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.

Section 4. 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 the NATIONAL ASSOCIATION OF REALTORS® and Maryland 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 Maryland REALTORS® without further payment of dues. The Association shall continue as a member of the State and National Associations, unless by a majority vote of all of its REALTOR® members, the decision is made to withdraw, in which case the State and National Associations shall be notified at least one month in advance of the date designated for the termination of such membership.

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

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

ARTICLE X – DUES AND ASSESSMENTS

Section 1. Application Fee. The ~~B~~board of ~~D~~irectors may adopt an application fee for REALTOR® membership in reasonable amount, not exceeding three times the amount of the

annual dues for REALTOR® membership, which shall be required to accompany each application for REALTOR® membership and which shall become the property of the Association upon final approval of the application. (Amended 1/02)

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

(a) **Designated REALTOR® Members.** The dues of each Designated REALTOR® member shall be in such amount as established annually by the ~~B~~board of ~~D~~irectors, plus an additional amount to be established annually by the ~~B~~board of ~~D~~irectors times the number of real estate salespersons and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® member and (2) are not REALTOR® members of any ~~Board/A~~ssociation, in the state or a state contiguous thereto or Institute Affiliate members of the Association. In calculating the dues payable to the Association by the 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 ~~Board/A~~ssociation in the state or a state contiguous thereto, provided the Designated REALTOR® notifies the Association in writing of the identity of the Board/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. (Amended 1/05)

(1) For the purpose of this Section, a REALTOR® member of a member ~~A~~ssociation 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 is actively engaged in the real estate profession as defined in Article III, Section 1, of the Constitution of the NATIONAL ASSOCIATION OF REALTORS®. Any individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business (except as provided for in Section 2(a)(1) hereof) provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner or corporate officer 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 ~~a~~Association on a form approved by the ~~a~~Association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, renting, managing, counseling or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this Section and shall not be included in calculating the annual dues of the Designated REALTOR®. Designated REALTORS® shall notify the ~~a~~Association within three (3) days of any change in status of licensees in a referral firm.

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

Membership dues shall be prorated for any licensee included on a certification form submitted to the **a**Association who during the same calendar year applies for REALTOR® or REALTOR-ASSOCIATE® membership in the association. However, membership dues shall not be prorated if the licensee held REALTOR® or REALTOR-ASSOCIATE® membership during the preceding calendar year. (Amended 11/09 and 11/14)

(b) **REALTOR® Members.** The annual dues of REALTOR® members other than the Designated REALTOR® shall be in such an amount as established annually by the **B**board of **D**irectors. (Amended 1/05)

(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®.

NOTE: The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate members (\$105.00). The National Association shall credit \$35.00 to the account of a local association for each Institute Affiliate member whose office address is within the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the \$35.00 amount will be credited to the COB, unless the Institute Affiliate member directs that the dues be distributed to the other board. The National Association shall also credit \$35.00 to the account of the State Associations for each Institute Affiliate member whose office address is located within the territorial jurisdiction of the State Association. Local and State Associations may not establish any additional entrance, initiation fees or dues for Institute Affiliate members, but may provide service packages to which Institute Affiliate members may voluntarily subscribe. (Amended 11/2013)

(d) **Affiliate Members.** The annual dues of each Affiliate member shall be in such amounts as established annually by the **B**board of **D**irectors. (Amended 1/05)

(e) **Public Service Members.** The annual dues of each Public Service member shall be in such amount as established annually by the **B**board of **D**irectors. (Amended 1/05)

(f) **Honorary Members.** Dues payable, if any, shall be at the discretion of the **B**board of **D**irectors. (Amended 1/05)

(g) **Student Members.** Dues payable, if any, shall be at the discretion of the **B**board of **D**irectors. (Amended 1/05)

Section 3. Dues payable. Dues for all members shall be payable annually in advance on the first day of January. Dues shall be computed from the date of application and granting of provisional membership. (Adopted 1/98, Amended 1/05)

(a) In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is dropped for nonpayment of Association dues, and the individual remains with the Designated REALTOR®'s firm, the dues obligation of the Designated REALTOR® (as set forth in Article X, Section 2 (a)) will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from the first day of the current fiscal year and are payable within 30 days of the notice of termination.

Section 4. Nonpayment of Financial Obligations. If dues, fees, fines or other assessments, including amounts owed to the Association, are not paid within one (1) month after the due date, membership shall be automatically terminated. However, no action shall be taken to suspend or expel a member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former member who has had his/her membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Association or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

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

Section 6. Budget and Expenditures. The Board of Directors shall, prior to the annual meeting, establish and adopt an annual budget for the upcoming year and, upon request, shall make the budget available to any REALTOR® member prior to the annual meeting. The Board of Directors shall administer the day-to-day finances of the Association.

Section 7. Notice of Dues, Fees, Fines, Assessments or Other Financial Obligations to Members. A Notice of all dues, fees, fines, assessments, or other financial obligations owed to the Association, including delinquent obligations, shall be notified given to the delinquent Association Member, in writing, setting forth the amount owed and due date.

Section 8. REALTOR® Emeriti. The dues of REALTOR® members who are REALTOR® Emeriti (as recognized by the National Association), past presidents and past treasurers of the National Association or recipients of the Distinguished Service Award shall be in such amount as determined by the Board of Directors. (Amended 11/2013)

NOTE: A member's Board's association's dues obligation to the National Association is reduced by the amount equal to the amount which the association is assessed for a REALTOR® member, times the number of REALTOR® Emeriti (as recognized by the National Association), past presidents and past treasurers of the National Association, and recipients of the Distinguished Service Awards of the National Association who are REALTOR® members of the Association.

The dues obligation of such individuals to the local association should be reduced to reflect the reduction in the association's dues obligation to the National Association. The association may, at its option, choose to have no dues requirement for such individuals except as may be required to meet the association's obligation to the State Association with respect to such individuals. member Boards should determine whether the dues payable by the association to the State Association are reduced with respect to such individuals.

It should be noted that this does not affect a "designated" REALTOR®'s dues obligation to the ~~a~~Association with respect to those licensees employed by or affiliated with the "designated" REALTOR® who are not members of the ~~local a~~Association. *Amended (11/2013)*

ARTICLE XI – OFFICERS AND DIRECTORS

Section 1. Officers. The elected ~~O~~officers of the Association shall be: a ~~P~~resident, a ~~P~~resident-~~E~~lect, a ~~V~~ice ~~P~~resident, a ~~S~~ecretary and a ~~T~~reasurer. The ~~S~~ecretary and ~~T~~reasurer may be the same person. Officers shall be elected for a term of one year.

Section 2. Duties of Officers. The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the ~~B~~oard of ~~D~~irectors. It shall be the duty of the ~~S~~ecretary to keep the records of the Association and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and Maryland REALTORS®.

Section 3. Board of Directors. The governing body of the Association shall be a ~~B~~oard of ~~D~~irectors consisting of the elected ~~O~~officers, the ~~I~~mmEDIATE ~~P~~ast ~~P~~resident, and six (6) REALTOR® members of the Association. Directors shall be elected to serve for terms of one, two and three years, respectively, or for such lesser terms as may be necessary to complete the first fiscal year. Thereafter, as many ~~D~~irectors shall be elected each year as are required to fill vacancies. *(Amended 1/05)*

Section 4. Executive Committee. There shall be an ~~E~~xecutive ~~C~~ommittee of the ~~B~~oard of ~~D~~irectors composed of the ~~P~~resident, ~~P~~resident-~~E~~lect, ~~V~~ice ~~P~~resident, ~~S~~ecretary, ~~T~~reasurer and the ~~I~~mmEDIATE ~~P~~ast ~~P~~resident. The ~~E~~xecutive ~~C~~ommittee shall make recommendations to the ~~B~~oard of ~~D~~irectors, shall conduct the normal day-to-day business of the Association, shall perform such duties as assigned by the ~~B~~oard of ~~D~~irectors, from time to time, and shall summarize actions to the ~~B~~oard of ~~D~~irectors at its next meeting.

Section 5. Election of Officers and Directors.

(a) At least two (2) months before the annual election, ~~the a~~ ~~N~~ominating ~~C~~ommittee of five (5) REALTOR® members, from five (5) different firms, all of whom have served as ~~O~~officers or ~~D~~irectors of the Association, shall be appointed by the ~~I~~mmEDIATE ~~P~~ast ~~P~~resident with the approval of the ~~B~~oard of ~~D~~irectors. The ~~N~~ominating ~~C~~ommittee shall nominate at least one (1) candidate for each ~~O~~officer and one (1) candidate for each ~~D~~irector to be filled on the ~~B~~oard of ~~D~~irectors. A majority of the ~~N~~ominating ~~C~~ommittee must be present at any meeting to constitute a quorum.

The report of the **N**ominating **C**ommittee shall be electronically transmitted to each REALTOR® member eligible to vote at least three (3) weeks preceding the election. Additional candidates for any officer or director position to be filled may be placed in nomination by a petition signed by at least twenty percent (20%) of the REALTOR® members eligible to vote. The petition shall be filed with the Secretary at least two (2) weeks before the election. The Secretary shall send notice of such additional nominations to all members eligible to vote before the election. (Amended 1/05)

(b) The election shall be conducted by electronic means, in accordance with procedures established by the board of directors. The ballot shall contain the names of all candidates and the offices for which they are nominated.

(c) The election and installation of **O**fficers and **D**irectors shall take place at the annual meeting to be held each October or November at a time and place designated by the **B**oard of **D**irectors, and those elected **O**fficers and **D**irectors will assume their respective offices at the first meeting following the election/installation.

Section 6. Vacancies. Vacancies among the **O**fficers and the **B**oard of **D**irectors shall be filled by a simple majority vote of the **B**oard of **D**irectors until the next annual election.

Section 7. Removal of Officers and Directors. In the event that an **O**fficer or **D**irector is deemed to be incapable or unwilling of fulfilling the duties for which elected, but will not resign from the office voluntarily, the **O**fficer or **D**irector may be removed from office under the following procedure:

(a) A petition requesting the removal of an **O**fficer or **D**irector, signed by not less than one-third of the REALTOR® members or by a majority of all **D**irectors, shall be filed with the **P**resident, or if the **P**resident is the subject of the petition, with the next-ranking **O**fficer. The petition 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 REALTOR® members of the Association shall be held, and the sole business of the meeting shall be to consider the charge against the **O**fficer and **D**irector and to render a decision on such petition.

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

Section 8. Executive Officer. The **B**oard of **D**irectors may employ an **E**xecutive **O**fficer. The **E**xecutive **O**fficer shall be the chief administrative officer of the Association subject to the direction of the **P**resident and the **B**oard of **D**irectors. The **E**xecutive **O**fficer will supervise the staff of the Association, charged with its selection and supervision and shall have and

perform such other duties as may be assigned, from time to time, by the Ppresident or Bboard of Ddirectors. Among the particular duties of the Eexecutive Oofficer shall be, in conjunction with the Ssecretary of the Association, to keep the records of the Association and to carry on all necessary correspondence with the National Association and the Maryland Association. The Eexecutive Oofficer shall not be a member of the Association and shall not engage directly in the real estate business while serving as Eexecutive Oofficer of the Association. The Eexecutive Oofficer shall provide a fidelity bond from a surety company qualified to do business in the State of Maryland and of such amount as may be determined by the Bboard of Ddirectors. The cost of such a bond shall be paid by the Association.

ARTICLE XII – MEETINGS

Section 1. Annual Meeting. The annual meeting of the Association shall be held during October or November of each year, the date, place, and hour to be designated by the Board of Directors. *(Amended 1/05)*

Section 2. Meetings of Directors. The Bboard of Ddirectors shall designate a regular time and place of meetings. Absence from three (3) consecutive regular or special meetings without an excuse deemed valid by the Bboard of Ddirectors shall be construed as resignation. A quorum for the transaction of business shall be a majority of the board of directors, except as may otherwise be required by state law. *(Amended 05/2013)*

Section 3. Other Meetings. Meetings of the members may be held at such other times as the President or the Bboard of Ddirectors may determine, or upon the written request of at least ten percent (10%) of the REALTOR® members eligible to vote.

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

Section 5. Quorum. A quorum for the transaction of business at any meeting at general and/or special meetings of the membership, including the annual meeting, shall consist of ten percent (10%) of the members eligible to vote, except as may otherwise be required by state law. *(Amended 05/2013)*

Section 6. Electronic Transaction of Business. To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means. *(Adopted 1/05)*

Section 7. Action without Meeting. Unless specifically prohibited by the articles of incorporation, any action required or permitted to be taken at a meeting of the Bboard of Ddirectors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All of the approvals evidencing the consent shall be delivered to the Ssecretary to be filed in the corporate records. The action taken shall be effective when all the Ddirectors have approved the consent unless the consent specifies a different effective date. *(Adopted 1/05)*

ARTICLE XIII – COMMITTEES

Section 1. Standing Committees. The Ppresident shall appoint from among the REALTOR® members, subject to confirmation by the Bboard of Ddirectors, a Pprofessional Sstandards Ccommittee, Ggrievance Ccommittee, Eexecutive Ccommittee and such standing committees, task forces and special committees as deemed necessary for the efficient operation of the Association. *(Amended 3/23)*

Section 2. Organization. All committees shall be of such size and shall have such duties, functions and powers as may be assigned to them by the Ppresident or the Bboard of Ddirectors, except as otherwise provided in these Bylaws.

Section 3. President. The Ppresident shall be an ex officio member of all standing committees, task forces and special committees, and shall be notified of their meetings.

Section 4. Vacancies. The Ppresident shall fill any vacancies which may occur during the year on any committee, task force or other special committee within thirty (30) calendar days after receipt of notice of such vacancy, subject to confirmation by the Bboard of Ddirectors.

Section 5. Removal of Members. The Ppresident, with the majority vote of the Bboard of Ddirectors, may remove any member or members of a standing committee, task force or special committee of the Association from such committee service or activity, with or without cause and at any time.

Section 6. Action without Meeting. Any committee may act by unanimous consent in writing or printable electronic communication 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. *(Adopted 1/05)*

Section 7. Electronic Attendance. eCommittee members may participate in selected meetings via electronic conference communications equipment in which all persons participating in the meeting can hear each other. Such participation shall be at the discretion of the Cchief Eexecutive Oofficer and shall constitute presence at the meeting. *(Adopted 1/05) (Amended 3/23)*

ARTICLE XIV – FISCAL YEAR

Section 1. The fiscal year of the Association shall be January 1 to December 31.

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 Bboard of Ddirectors, and committees, in all instances wherein its provisions do not conflict with these Bylaws.

ARTICLE XVI – AMENDMENTS

Section 1. These Bylaws may be amended by majority vote of the REALTOR® 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 ~~B~~board of ~~D~~irectors may, at any regular or special meeting of the ~~B~~board of ~~D~~irectors at which a quorum is present, approve amendments to these Bylaws which are mandated by NAR policy. Article IX of these Bylaws may be amended only by a majority vote of all REALTOR® members eligible to vote. Proxies (and absentee ballots) shall be accepted up to twenty-four (24) hours prior to the time of the scheduled meeting and shall be submitted to the ~~C~~hief ~~E~~xecutive ~~O~~fficer of the Association.

- (a) When Bylaws amendments are mandated by NAR policy, these Bylaws may be automatically amended to reflect the mandate as of the effective date of the mandatory policy authorized by the NATIONAL ASSOCIATION OF REALTORS®. The association shall provide notice of that change in a regular or special membership communication. *(Adopted 1/05)*

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

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

ARTICLE XVII – BUSINESS AND FINANCE

Section 1. All contracts and written instruments of the Association shall be signed by the ~~C~~hief ~~E~~xecutive ~~O~~fficer, or in his/her absence, the ~~P~~resident or ~~P~~resident-~~E~~lect, and shall be impressed with the Association's ~~C~~orporate ~~S~~eal digital or stamped. *(Amended 3/23)*

Section 2. The ~~C~~orporate ~~S~~eal shall have inscribed thereon the corporate name of the ~~C~~orpor~~A~~ssociation, the year of its organization, and words “Corporate Seal” and “Maryland”. The seal shall be in the custody of the chief ~~E~~xecutive ~~O~~fficer. The ~~S~~ecretary shall attest with his/her signature and impress with the ~~C~~orporate ~~S~~eal all contracts, agreements, and other instruments executed on behalf of the CorporationAssociation.

Section 3. The funds of the AssociationCorporation shall be deposited in such banks, savings institutions, or trust companies, as the board of ~~D~~irectors of the CorporationAssociation shall designate, from time to time.

ARTICLE XVIII – DISSOLUTION

Section 1. Upon dissolution of this Association, the ~~B~~board of ~~D~~irectors, after providing for the payment of all obligations, shall distribute any remaining assets to Maryland REALTORS®, or within its discretion, to any other non-profit tax-exempt organization.

ARTICLE XIX – MULTIPLE LISTING

Section 1. Authority. ~~The Coastal Association of REALTORS® of Maryland, Inc., may maintain for the use of its members a Multiple Listing Service which would be subject to the Bylaws of the Coastal Association of REALTORS® and/or the Service, and such Rules and Regulations as may be hereinafter adopted. Upon approval by the Board of Directors, the Association may subscribe to a multiple listing service existing as a lawful corporation, in which the Association shall have an ownership interest, serving the jurisdiction of the Association delimited in Article III of these Bylaws. The Association's participation in any such multiple listing service shall be controlled by and subject to the corporate charter, constitution, bylaws, rules, regulations, practices and procedures of the multiple listing service to which the Association subscribes. Authorized participants in any such multiple listing service shall include broker-principals, non-principal brokers, associate real estate brokers, real estate salespersons, and licensed or certified appraisers affiliated with authorized participants.~~

Section 2. Purpose. ~~A Multiple Listing Service is a means by which authorized Participants make blanket unilateral offers of compensation to the other Participants (acting either as subagents, buyer agents, or in other agency or non-agency capacities defined by law); by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized Participants to prepare appraisals; analyses, and other valuations of real property for bona fide clients and customers; by which Participants engaging in real estate appraisal contribute to common data bases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as a procuring cause of the sale or lease. (Amended 11/04)~~

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, without further qualification, except as otherwise stipulated in these Bylaws, shall be eligible to participate in multiple listing upon agreeing in writing to conform to the rules and regulations thereof and to pay the costs incidental thereto. However, under no circumstances is any individual or firm, regardless of membership status, entitled to multiple listing service "membership" or "participation" unless they hold a current, valid real estate broker's license and offer or accept compensation to and from other participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. The use of information developed by or published by a association multiple listing service is strictly limited to the activities authorized under a participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey "participation" or "membership" or any right of access to information developed by or published by an association multiple listing service where access to such information is prohibited by law. (Amended 11/08) (Amended 03/23)~~

~~Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm offers or accepts cooperation and compensation means that the participant actively endeavors during the operation of its real estate business to list real property of the type listed on the MLS and/or to accept offers of cooperation and compensation~~

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

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

~~**Section 4. Multiple Listing Service.** In the event the Association, by and through its Board of Directors, shall elect to establish, maintain or subscribe to a Multiple Listing Service existing as a lawful corporation in which the Association shall own part of the authorized stock as provided in Section 1 of this Article XIX, the following provisions of these Bylaws, subject to the provisions of Section 3 of this Article, shall be superseded by and shall be controlled conclusively by the terms of the Corporate Charter, Constitution, Bylaws, Rules and Regulation, Policies, Practices and Procedures of the Multiple Listing Service established, maintained or subscribed to by the Association as herein provided:~~

- ~~_____ Section 1. _____ Authority (including the definition of subscribers;~~
- ~~_____ Section 2. _____ Purpose;~~
- ~~_____ Section 3. _____ Participation;~~
- ~~_____ Section 4. _____ Multiple Listing Service;~~
- ~~_____ Section 5. _____ Subscribers;~~
- ~~_____ Section 6. _____ MLS Data Sharing~~

~~Upon the election of the Board of Directors of the Association to establish, maintain or subscribe to a Multiple Listing Service existing as a lawful corporation of the State of Maryland, or any other state, the authorized stock of which shall be owned, in part, by the Association with other Boards or Associations of REALTORS® as herein provided, the Association, in the sole and absolute discretion of the Board of Directors of the Association, shall not be required and shall not be obligated to provide, establish, maintain or subscribe to any other Multiple Listing Service for the benefit of its members. (Amended 3/23)~~

Section 5. Subscribers. ~~Subscribers and authorized users of the Multiple Listing Service include non-principal brokers, real estate associate brokers, real estate salespersons and licensed or certified appraisers affiliated with a Participant.~~

Section 6. New MLS Policy Statement MLS – Data Sharing Defined

~~An MLS “statewide data share” is defined as follows: A statewide data share should deliver MLS data through a common technology interface (e.g., API) of all data fields, including offers of compensation, to all Participants of MLSs in that statewide data share. However, the data should not include MLS-only data fields that are viewable only to the Listing Participant and the respective MLS.~~

~~Note: Considerations should be given to:~~

- ~~• Inclusion of local data fields (non-RESO Standard fields).~~
 - ~~• Any different compensation models such as percentage of the net vs. gross sales price, tiered commission arrangements, and other models that are used by Participants in MLSs.~~
 - ~~• Individual MLS’s “attached documents” retention policies and state laws regarding the sharing and retention of documents related to a previous transaction (privacy laws).~~
- (Adopted)*