Emerald Coast Association of Realtors®

Bylaws

Amended & Adopted on October 21, 2026

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Article I
Name

Section 1. Name. The name of this organization shall be the Emerald Coast 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®, hereafter referred to as NAR®.

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 NAR® Code of Ethics.
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 Florida REALTORS®, and NAR®, 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 NAR®.

Article III
Jurisdiction

Section 1. The territorial jurisdiction of the Association as a Member of NAR® is: All of Okaloosa and Walton Counties, Florida, unless otherwise modified for the reasons allowed by NAR® and after compliance with NAR® procedures. In such event, the territorial jurisdiction shall likewise be automatically amended and incorporated herein.

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 NAR®.

Article IV
Membership

Section 1. There shall be three (3) classes of members, as follows.

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

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

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

ii. 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.

iii. 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 & Bylaws. Such individuals shall enjoy all of the rights, privileges, and obligations of REALTOR® membership (including compliance with the Code of Ethics) except: obligations related to Association-mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the local association, state association, and National Association.

iv. 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.

v. 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 and mediate as required by the Association's approved local board policy and 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.

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

(c) **Affiliate Members.** Affiliate members shall be individuals, partnerships, corporations, or associations who are engaged in a business other than the sale or lease of real estate which does not require a real estate license, but who have interests that benefit from the services of the Association and who are in agreement with the objectives of the Association. Membership conveys to the business entity, not an individual member of the business.

(d) All other classes of membership shall be approved at the discretion of the Board Of Directors, hereafter referred to as BOD.

Article V
Qualification and Election

Section 1. Application.

An application for membership shall be made in such manner and form as may be prescribed by the BOD and shall be reviewed and evaluated in a uniform and non-discriminatory manner made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant the following in addition to any others prescribed by the BOD or recommended or required by the NAR®:

(a) That applicant agrees as a condition to membership to thoroughly familiarize himself/herself and if elected a member shall abide by the NAR® Code of Ethics, its Constitution and Bylaws, and Policies and Procedures, and the governing documents of the Association, the State and National Associations. If the member is a REALTOR® member, he/she will abide by the NAR® Code of Ethics, 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 NAR® Code of Ethics and Arbitration Manual, and

(b) That applicant consents that the Association, through its membership committee or otherwise, may invite and receive information and comment about applicant from any member or other persons, and that 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 Constitution and Bylaws, Policies and Procedures and Code of Ethics referred to above.

Section 2. Qualification.

(a) An applicant for REALTOR® membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Association, through its membership committee or otherwise, that he/she is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of official sanctions involving unprofessional conduct, agrees to complete a course of instruction covering the Bylaws and Policies and Procedures of the Association, the Bylaws of the State Association, the Constitution and Bylaws and NAR® Code of Ethics, and shall pass such reasonable and nondiscriminatory written examination thereon, as may be required and shall agree that if elected to membership, he/she will abide by the governing documents described herein for the Association, State Association and National Association.

As provided above the phrase "no record of official sanctions involving unprofessional conduct" is intended to mean that the Association may only consider:

- Civil record judgments imposed against the applicant within the past seven (7) years involving judgments of
  - civil rights laws
  - real estate license laws, or
  - other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities; or
- Criminal conviction record within the past seven (7) years involving a crime that reasonably relates to the real estate business, or a crime that puts clients, customers, or other real estate professionals at risk. In such event, the applicant must provide and the Association must consider mitigating factors relating to that criminal history. Such mitigating factors may include, but are not limited to, 1) applicant's age at the time of conviction, 2) nature and seriousness of the crime,

3) extent and past criminal history, 4) rehabilitative efforts take by applicant, and 5) evidence of current fitness to practice real estate.

(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 real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has no record of official sanctions involving unprofessional conduct, shall complete a course of instruction (Orientation Course) covering the Bylaws and Policies and Procedures of the Association, the Bylaws of the State Association, and the Constitution & Bylaws and NAR® Code of Ethics, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the membership committee, and shall agree in writing that if elected to membership he/she will continuously abide by such Constitution, Bylaws, Policies and Procedures and the Code of Ethics.

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

- All final findings of Code of Ethics violations and violations of other membership duties in this or any other REALTOR® association within the past three (3) years
- Pending ethics complaints (or hearings)
- Pending unsatisfied discipline
- Pending arbitration requests (or hearings)
- Unpaid arbitration awards or unpaid financial obligations to this or any other REALTOR® association or REALTOR® association MLS
- 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 pending unsatisfied discipline in another association (except for violations of the Code of Ethics); provided all other qualifications for membership have been satisfied. Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six (6) months from the date that provisional membership is approved. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration request

pending, the Association may condition membership on the applicant's written certification that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the Association to which the applicant has made application) and will abide by the decision of the hearing panel after board ratification of such decision.

Section 3. Election.

The procedure for election to membership shall be as follows:

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

(b) If the BOD determines that the individual does not meet all of the qualifications for membership as established in the Association's Bylaws, or if the individual does not satisfy all of the requirements of membership (for example, completion of the mandatory orientation program within in ninety (90) days from the Association's receipt of their application, membership may, at the discretion of the BOD, be terminated. The BOD shall vote, on the applicant's eligibility for membership. If the applicant receives a majority of the vote of the BOD, he/she shall be declared elected to membership and shall be advised by written notice.

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

(d) If the BOD determines that the application should be rejected, it shall record its reasons with the AE, or duly authorized designee. If the BOD believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the Association for a declaratory judgement by a court of competent jurisdiction of a final judgement declaring that the rejection violates no rights of the applicant.

Section 4. New Member Code of Ethics and New Member Fair Housing Orientation.

Applicants for REALTOR® membership and provisional REALTOR® members shall complete an orientation program as stipulated by the NAR®, which shall include a class 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.

Applicants for REALTOR® membership shall complete Fair Housing training of not less than two (2) hours 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 the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to gain or maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to 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 these requirements within ninety (90) days of the date of application (or, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

Section 5. REALTOR® Continuing Code of Ethics and Fair Housing Training.

Each REALTOR® member of the Association (with the exception of REALTOR® members granted REALTOR® Emeritus status by NAR®) shall be required to complete ethics training for a stated cycle as required by NAR®. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another association, Florida REALTORS®, or NAR®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by NAR®. REALTOR® members who have completed this cycle of training as a requirement of membership in another association and REALTOR® members who have completed the Code of Ethics training as part of the member orientation program shall not be required to complete additional ethics training until the new cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of membership. Failure to meet the requirement will result in suspension of membership until the requirement is met. On March 1 of that year, any member who is still suspended will be automatically terminated.

Continuing Fair Housing Training Effective January 1, 2025, through December 31, 2027 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 Fair Housing training of not less than two (2) hours 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 the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed Fair Housing training as a requirement of membership in another association shall not be required to complete additional Fair Housing training until a new three year cycle commences. Failure to satisfy the required periodic Fair Housing 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.

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

Section 6. Status Changes

(a) A REALTOR® who changes the conditions under which he/she holds membership shall be required to provide written notification to the Association within thirty (30) days.

A REALTOR® (non-principal) who becomes a principal in the firm with which he/she has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within thirty (30) days of the date the

Association was notified in writing of their change in status, their new membership application will terminate automatically unless otherwise so directed by the BOD.

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

(c) 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.

Article VI
Privileges and Obligations

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

Section 2. Any member of the Association may be reprimanded, disciplined, fined, placed on probation, suspended, or expelled by the BOD or NAR® for a violation of the Bylaws and the Association's Policies and Procedures consistent with the 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 NAR® and conduct their business and professional practices accordingly. Further, members other than REALTORS® may, 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 BOD, 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 NAR®.

Section 3. Any REALTOR® member of the Association may be reprimanded, disciplined, fined, placed on probation, suspended or expelled by the BOD 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 NAR® as set forth in the Code of Ethics and Arbitration Manual.

Section 4. A member's resignation shall become effective when received in writing by the BOD, 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.

(a) If a member resigns from the Association or otherwise causes membership to terminate or lapse with an ethics complaint pending against the member as a named respondent, the complaint shall be processed until the decision of the Association with respect to disposition of the complaint is final by this Association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership, and the complainant shall be so notified. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the Association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethics respondent's resignation or membership termination, any discipline ratified by the BOD shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®. If a complainant does not proceed with a filed ethics complaint, whether due to termination or resignation of membership, the procedures set forth in the Code of Ethics and Arbitration Manual shall govern the process as to whether the complaint will be processed for disposition of the complaint.

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

Section 6. REALTOR® Members.

REALTOR® members, whether primary or secondary, in good standing are entitled to vote and to hold elective office in the Association; may use the terms REALTOR® and REALTORS®. For purposes of this section, the term "good standing" means the member satisfies the "Obligations of Realtor® members," is current with all financial and disciplinary obligations to the Association and MLS, has completed any new member requirements, and complies with NAR®'s trademark rules.

(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, terminated or expelled, the firm, partnership or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® membership, or unless connection with the firm, partnership or corporation is severed, or management control is relinquished, whichever may apply. The membership of all other

principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined member, or until readmission of the disciplined member or unless connection of the disciplined member with the firm, partnership, or corporation is severed, or unless the REALTOR® who is suspended, terminated or expelled removes himself/herself from any form or degree of management control of the firm for the term of the suspension or until readmission to membership, whichever may apply. Removal of an individual from any form or degree of management control must be certified to the Association by the member who is being suspended, terminated or expelled and by the individual who is assuming management control and the signatures of such certification must be notarized. In the event the suspended, terminated or expelled member is so certified to have relinquished all form or degree of management control of the firm, the membership of other partners, corporate officers, or other individuals affiliated with the firm shall not be affected, and the firm, partnership or corporation may continue to use the terms REALTOR® and REALTORS® in connection with its business during the period of suspension or until the former member is admitted to membership in the Association. The foregoing is not intended to preclude a suspended or expelled member from functioning as an employee or independent contractor, providing no management control is exercised. Further, the membership of REALTORS® other than principals who are employed or affiliated as independent contractors with the disciplined member shall suspend or terminate during the period of suspension of the disciplined member or until readmission of the disciplined member, or unless connection of the disciplined member with the firm, partnership, or corporation is severed, or management control is relinquished, or unless the REALTOR® member (non-principal) elects to sever his/her connection with the REALTOR® and affiliate with another REALTOR® member in good standing in the Association, whichever may apply.

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

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

(c) It shall be the duty and responsibility of every REALTOR® member of this Association to safeguard and promote the standards, interests and welfare of the Association and the real estate profession, and to protect against conduct that may cause a lack of public confidence in the real estate profession or in REALTORS®. REALTOR® members also must abide by the governing documents and policies of the Association, the State Association, and the NAR® as well as the Code of Ethics of the NAR® including the duty to mediate and 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.

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

Section 7. Institute Affiliate Members.

Institute Affiliate members shall have rights and privileges and be subject to obligations prescribed by the BOD consistent with the Constitution and Bylaws of NAR®.

Section 8. Affiliate Members.

Affiliate members shall have rights and privileges and be subject to obligations prescribed by the BOD.

Section 9. "Designated" REALTOR.

"Designated" REALTOR® members shall also notify the Association of any additional individual(s) licensed or certified with the firm(s) within thirty (30) days of the date of affiliation or severance of the individual.

Section 10. Florida REALTORS® President and Florida REALTORS® President-elect.

The President and President-elect of the Florida REALTORS®, for their respective terms in office, are members in good standing of the Association and as such are qualified to serve as the official voting delegate or alternate at NAR® for the Association. Further, all local association dues are waived for such president and president-elect during their respective terms of office.

Section 11. Harassment.

Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an Association or MLS employee or an Association officer, director, committee chair, or any other member conducting business or volunteering on behalf of the Association after an investigation in accordance with the Policies and 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 an investigatory team comprised of the President, President-elect, and one member of the BOD 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 within NAR®'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 another member of the BOD selected by the highest-ranking officer not named in the complaint.

Article VII
Professional Standards and Arbitration

Section 1. Association Obligations. The Association shall enforce all requirements and duties and comply with all procedures set forth in the National Association of Realtors® Code of Ethics and Arbitration Manual (CEAM), as amended, which is hereby incorporated by reference into these Bylaws, provided that any provision inconsistent with state law shall be deleted or amended to comply with state law. Grievance matters shall be reviewed by the Grievance Committee, hearings shall be conducted by the Professional Standards Committee, and the Association may implement alternative expedited administration procedures and processes in accordance with CEAM, to include local board options and policies.

Section 2. Member Obligations. All REALTOR® members, as a condition of membership, agree to abide by all established requirements, duties and procedures, to include adopted local board policies, as set forth in the National Association of Realtors® Code of Ethics and Arbitration Manual. It shall be the duty and responsibility of every REALTOR® member of this Association to abide by the governing documents and Bylaws and the Policies and Procedures of the Association, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the NAR®, and to abide by the Code of Ethics of NAR® including the duty to mediate and 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. For all arbitrable disputes under Article 17 of the Code of Ethics and Arbitration Manual prior to an arbitration hearing every REALTOR® member shall participate in mandatory mediation after a request to arbitrate has been filed.

Section 3. Cooperative Agreements and Interboard Arbitration. The responsibility of the Association and Association members relating to the enforcement of the Code of Ethics, disciplining of members, arbitration of disputes, and the organization and procedures incident thereto, shall be consistent with the cooperative professional standards enforcement agreement entered into by the Association, which by this reference is made a part of these Bylaws.

Section 4. Discipline and Enforcement. All matters related to the process, procedures or enforcements of the obligations required by the NAR® Code of Ethics and Arbitration Manual, to include discipline for any violation, mediation, or arbitration of disputes shall authorized or required by the NAR® Code of Ethics and Arbitration Manual. Any discipline that may be imposed, to include a letter of warning, letter of reprimand, fine, attendance at a relevant education session, suspension or termination of membership or other sanction shall be strictly limited to only those expressly authorized by the NAR® Code of Ethics and Arbitration Manual, as amended.

Article VIII
Use of the Terms REALTOR® and 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 NAR®.

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 NAR® and to the Policies and Procedures prescribed by its BOD. The Association shall have the authority to control, jointly and in full cooperation with NAR®, 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 BOD 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.

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 or Institute Affiliate members.

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

Section 4. Institute Affiliate members shall not use the terms REALTOR® or REALTORS®, nor the imprint of the emblem seal of NAR®.

Article IX
State and National Memberships

Section 1. The Association shall be a member of NAR® and Florida REALTORS®. By reason of the Association's membership, each REALTOR® member of the Association shall be entitled to membership in NAR® and Florida REALTORS® without further payment of dues. The Association shall continue as a member of the State and National Associations, unless by a

majority vote of all of its REALTOR® members, decision is made to withdraw, in which case the State and National Associations shall be notified at least one (1) month in advance of the date designated for the termination of such membership.

Section 2. The Association recognizes the exclusive property rights of the NAR® in the terms REALTOR® and REALTORS®. The Association shall discontinue use of the terms in any form in its name, upon ceasing to be a member of 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 NAR® and agrees to enforce the Code among its REALTOR® members. The Association and all of its members agree to abide by the Constitution, Bylaws and Policies and Procedures of the NAR® and Florida REALTORS®.

Article X
Dues and Assessments

Section 1. Application Fee.

The BOD may adopt an application fee for REALTOR® membership in a reasonable amount, not exceeding three (3) times the amount of the annual dues for REALTOR® membership, which shall be required to accompany each application for REALTOR® membership and which shall become the property of the Association upon final approval of the application.

Section 2. Dues.

The annual dues of members shall be as follows.

(a) REALTOR® Members. The annual dues of each designated REALTOR® member shall be in such amount as established annually by the BOD, plus an additional amount to be established annually by the BOD times the number of real estate salespersons and licensed or certified appraisers who:

  i. Are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® member, and

  ii. Are not REALTOR® members of any association in the state or a state contiguous thereto or Institute Affiliate members of the Association.

(b) In calculating the dues payable to the Association by a designated REALTOR® member, non-member licensees as defined in (1) and (2) of this paragraph shall not be included in the computation of dues if the designated REALTOR® has paid dues based on said non-member licensees in another association in the state or a state contiguous thereto, provided the designated REALTOR® notifies the Association in writing of the identity of the association to which dues have been remitted.

(c) 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.

A REALTOR® member of a Member Board shall be held to be any member who has a place or places of business within the state or a state contiguous thereto and who, as a principal is actively engaged in the real estate profession as defined in Article III, Section 1 of the Constitution of NAR®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business provided that such licensee is not otherwise included in the computation of dues payable by the principal 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, renting, managing, counseling, or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this section and shall not be included in calculating the annual dues of the designated REALTOR®. Designated REALTORS® shall notify the Association within three (3) days of any change in status of licensees in a referral firm.

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

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

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

(e) Institute Affiliate Members. The annual dues of each Institute Affiliate member shall be as established in Article II of the Bylaws of NAR®.

(f) Affiliate Members. The annual dues of each Affiliate member shall be as established annually by the BOD.

Section 3. Dues Payable.
Dues for all members shall be payable annually in advance on the first day of January. Dues for new members shall be computed from the date of application and granting of provisional membership. 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 thirty (30) days of the notice of termination.

Section 4. Nonpayment of Financial Obligations.
If dues and/or other financial obligations to the Association are not paid after the due date, the member is subject to the Association's policy regarding late payments as determined by the BOD.

Section 5. Deposits and Expenditures.
Deposits and expenditures of funds shall be in accordance with policies established by the BOD.

Section 6. 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 member in writing setting forth the amount owed and due date.

Section 7. The dues of REALTOR® members who are REALTOR® Emeriti (as recognized by the National Association), past presidents of the National Association or recipients of the Distinguished Service Award shall be as determined by the BOD.

Article XI
Officers and Directors

Section 1. Officers.
The elected officers of the Association shall be: a President, a President-Elect, a Vice President, a Treasurer, and an Assistant Treasurer. The term of each elected officer shall be for one (1) year. Those elected as Vice-President will serve a total of three (3) years, (one
(1) year as Vice-President, one (1) year as President-Elect, and one (1) year as President.) Those serving in the office as President-Elect will serve a total of two (2) years (one (1) year as President-Elect and one (1) year as President). Those elected as Assistant Treasurer will serve a total of two (2) years (one (1) year as Assistant Treasurer, and one (1) year as Treasurer).

All officers must have been a member of this Association continuously for the three (3) years immediately prior to the election application date, or any appointment, and must have served one (1) year as a director of this Association within the last five (5) years prior to election or

appointment, or in the alternative must satisfy (two) 2 of the following criteria:
• Current or former Chair of a Committee or Task Force at this Association
• Graduate of the Association's Leadership Development Program
• Served as a board member of another REALTOR® association, institute, council or society within the last five (5) years
• Successfully completed a full term as an officer of this Association

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 BOD. It shall be the particular

duty of the AE to keep the records of the Association and to carry on all necessary correspondence with the NAR® and Florida REALTORS®.

Section 3. Board of Directors.
The governing body of the Association shall be a BOD consisting of fifteen (15) Association members, all of whom shall be REALTOR® members of the Association: the five (5) elected officers, one (1) commercial director, and one (1) property manager director whose business is comprised of a minimum of fifty percent (50%) in their respective fields of real estate, and one (1) elected director from each of the following eight (8) geographic areas:
• Crestview - 25
• Destin – 14
• Fort Walton Beach - 12
• Navarre - 11
• Niceville - 13
• North Walton (Freeport/ DeFuniak Springs) – 20, 23
• Miramar Beach – 15
• South Walton – 16, 17, 18, 19

All Directors (not including Officers) shall serve a three-year term. The Directors' terms shall be staggered as follows: 1.) Destin, North Walton, South Walton, and Commercial, 2.) Crestview, Navarre and Property Management, and 3.) Fort Walton Beach, Miramar Beach and Niceville.

A REALTOR® member's geographic area shall be determined by the location of his/her office (as shown in the National REALTOR® Database System) or one of the following: Main Address, Mailing Address, which may be the home residence address, or the License Location Address as reflected in the Department of Business and Professional Regulations (DBPR) records. Directors shall be elected to serve for terms of three (3) years. Thereafter, as many directors may be elected each year as are required to fill vacancies.

Term Limits and Qualifications.

(a) No director shall serve a term of more than six (6) consecutive years, to include those who have been appointed as provided herein.
(b) The Immediate Past President is not eligible to serve as an Officer or Director until one (1) year from the date their Presidency has been concluded.
(c) No more than one (1) immediate family member may serve on the BOD simultaneously. The term "immediate family" means a Director's spouse or significant other, or the child, stepchild, parent, grandparent, grandchild, or sibling of the Director.
(d) No more than three (3) REALTORS® from the same real estate firm may simultaneously serve on the BOD. Should a situation arise whereby more than three (3) officers and/or directors represent a single broker or brokerage, one (1) or more directors from that brokerage will need to resign voluntarily, or as many directors from that brokerage will be determined ineligible to serve using the following process of elimination
until the number of officers and/or directors from that brokerage is at three (3).

(1) Directors who have been elected or re-elected to serve less than a full term will be considered ineligible to serve starting with the director who is serving the shortest term.
(2) Directors who have been newly elected to serve based on geographic area will be considered ineligible to serve.
(3) Directors who have been re-elected to serve based on geographic area will be considered ineligible to serve.
(4) The member elected to serve as assistant treasurer will be considered ineligible to serve.
(5) The member elected to serve as vice president will be considered ineligible to serve.
(6) If, at any point in the process, more members are eliminated than is required, the names of the two (2) or more members who are equally ineligible to serve will be submitted to the existing BOD who will determine, by secret ballot, which member or members should be determined ineligible to serve.
(7) All directors elected must have been a member of this Association continuously for two (2) of the last three (3) years prior to election application date or appointment, and

i. Have actively served on an Association committee or task force, for one (1) year or the term of the task force, or
ii. Must be a graduate of the Association's Leadership Development Program prior to application.

Section 4. Election of Officers and Directors.

(a) The President will appoint an Election Committee no later than June, for approval by the BOD at the June BOD meeting.

i. The Committee shall consist of six (6) members comprised of a Chairperson, who will be appointed by the President, two (2) Directors and three (3) members from

the general membership.

ii. Elections timeline: (The Association Policy manual or website will provide for the specific dates for the current year.)

1) June: Election Committee established.

2) June-July 31: Verify officer and director positions to be filled, collect and review applications submitted by members, determine applicant eligibility for nomination for each position to be filled.

3) August 15th: Deadline to prepare ballots and announce nominees to the Membership unless no election is required as provided below.

4) September: Association will allow five (5) business days for voting. Once the results have been certified by the Election Committee an announcement of the elected candidates shall be posted no later than the next business day. Any uncontested candidate that is deemed elected as provided below will be included in the announcement posted of the election results once the election has been completed.

(b) Officers and Directors of the Association will be selected by a majority vote of the votes cast. If no candidate has a majority, the two (2) candidates with the highest vote count will be placed on a new ballot and a runoff election will be conducted. When required, an electronic runoff ballot will be created, notice will be sent to the members, and members will be given three (3) calendar days to vote in the runoff election. In the event of a tie, the procedure will be repeated until one candidate receives a majority.

(c) All members eligible to vote may vote for all director positions. When voting, members will make as many selections as there are seats to fill.

(d) In the event only one candidate qualifies to be nominated for any given open Board position applied for (Officer or Director), the President shall declare the nominee elected by acclamation and that candidate shall not be included in any ballot vote that may be required.

In the event all open Board positions (Officer or Director) are uncontested as only one candidate is qualified to be nominated, no election shall be required and those nominated candidates shall be deemed elected and an announcement of the elected candidates will be posted.

(e) In the event there is no qualified applicant candidate for any open Board position, the President-Elect may appoint, subject to Board approval, a Member from the Association to serve in that appointed position provided the Member meets all of the requirements and qualifications for the position. The term of the appointed Board position shall expire after one (1) year without further notice, and at the next election, shall be deemed open for candidate nominee submission to the election process. The elected candidate will serve the remainder of the term for that position.

Section 5. Vacancies.

The vacancy of an office may be filled by appointment of any former Officer in good standing, who has served within the last five (5) years. An appointed Officer or Director will only serve through the remainder of that year appointed until a new Officer or Director is elected and takes office. The vacancy of any Director may be filled by appointment from the general membership provided all conditions to qualify for such position are satisfied. The vacancy of an Officer or Director may

be filled by the appointment of the President with approval of the BOD, except vacancy of the office of the President shall be filled by the President-Elect.

Section 6. 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 written petition requiring the removal of an officer or director and signed by not less than one-third (1/3) of the voting membership or a majority of all directors shall be filed with the president, or if the president is the subject of the petition, with the next-ranking officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.

(b) If the BOD votes to remove a member of the BOD the member is immediately suspended from any further Board service until final resolution by the special membership meeting.

(c) Upon receipt of the written petition, and not 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. Notice of the special members meeting shall be in accordance with these Bylaws.

(d) The approval of a majority of the membership at which a quorum is present shall be required to remove an officer or director.

Section 7. Association Executive:

There shall be an AE, appointed by and under the direction of the BOD, who shall be the chief administrative officer of the Association. The AE shall have the authority to hire, supervise, evaluate and terminate other staff, if any, and shall perform such other duties as prescribed by the BOD.

Section 8. Executive Committee.

There shall be an executive committee of the BOD consisting of the following: President, President-Elect, Vice President, Treasurer, and Assistant Treasurer. The executive committee shall meet at the call of the President or AE and be empowered to act for the BOD in a fiduciary manner and as reasonably necessary to further the established objectives of the BOD during the interim between the directors meetings as needed. Acts and minutes of the executive committee shall be reported at the next meeting of the directors and subject to their approval/ratification, except in an emergency as provided under Florida law or a force majeure event.

Section 9. State and National Directors.

The incoming president shall submit to the BOD each year the names of recommended appointees to state and national director positions for the following year. To be eligible to serve as a state or national director, a member must currently be serving the Association as an officer, director, or a

committee chair at the local, state, or national level; or a member must be a past president of Association. Association Policy shall determine the selection of State and National Directors.

Article XII Meetings

Section 1. Annual Meeting.

(a) Date, Time, Location. The annual meeting of the Association shall be held on a date determined by the Board of Directors. The time, and location will be determined by the President. Other meetings of the membership that may be required or appropriate shall be referred to as Special Meetings of the Membership and may be called as provided herein.

(b) Notice. Written notice shall be given to every member entitled to participate in the meeting not less than ten (10) calendar days nor more than sixty (60) calendar days preceding the meeting as permitted by Florida law, Chapter 617.

(c) Quorum. A quorum shall consist of a minimum of fifty (50) members eligible to vote.

(d) Vote. Provided a quorum has been established, the approval of a majority of those present, in person or by limited proxy, shall constitute an action of the membership. Voting may be conducted in any method permitted under Florida law or Association policy.

Section 2. Meetings of Directors.

(a) The President may designate a regular time and place of meetings. To fulfill their fiduciary duty to the membership all Directors are expected to attend all regular meetings. Failure to fulfill the duties of office may result in removal by the Board of Directors as provided by these Bylaws and Florida law, Chapter 617. The Association Policies governing the Board of Directors shall address attendance and participation requirements.

(b) Notice. Written notice shall be given to every board member entitled to participate in the meeting at least ten (10) calendar days preceding the meetings.

(c) Quorum. A quorum shall consist of a super majority sixty percent (60%) of the members of the BOD.

(d) Vote. Provided a quorum has been established, the approval of a majority of the BOD at which a quorum exists shall constitute an action of the BOD. Voting may be conducted in any method permitted under Florida law or Association policy.

(e) Action without a meeting. Any action required or permitted to be taken at a meeting of the BOD may be taken without a meeting if the consent is in writing, sets forth the action taken, specifies an effective date and bears the signature of each director. Any such action must be by unanimous consent. A consent executed under this provision serves a meeting vote and may be described as such in any document. All the approvals evidencing the consent shall be delivered to the AE to be filed in the corporate records.

(f) Electronic transaction of business. To the fullest extent permitted by law, the BOD may conduct business by electronic means. The BOD is permitted to participate in a board meeting by e-mail voting only under two limited circumstances:

i. If there is a unanimous vote or,

ii. If the BOD has participated in a meeting in which they can all hear each other (even

if not physically present), and written consents are submitted describing the action taken.

Section 3. Special Meeting of the Members.

(a) Date, Time, Location. Any special meeting of the membership may be held at any time the President or a simple majority of the BOD may determine, or upon the written request of at least ten percent (10%) of the members eligible to vote. The time and location will be determined by the President.

(b) Notice. Written notice shall be given to every member entitled to participate in the meeting not less than ten (10) calendar days no more than sixty (60) calendar days preceding the meeting as permitted by Florida law, Chapter 617.

(c) Quorum. A quorum shall consist of a minimum of fifty (50) members eligible to vote.

(d) Vote. Provided a quorum has been established, the approval of a majority of those present, in person or by limited proxy, shall constitute an action of the membership. Voting may be conducted in any method permitted under Florida law or Association policy.

Section 4. Committee/Task Force or other Meetings.

Meetings may be called at the discretion of the chairperson. Unexcused absence from three (3) regular meetings shall be construed as resignation.

(a) Notice. Written notice shall be given to every member entitled to participate in the meeting at least ten (10) calendar days preceding all meetings.

(b) Quorum. A quorum shall consist of a simple majority fifty-one percent (51%) of the members of the Committee or Task Force.

(c) Vote. Provided a quorum is established, approval of a majority of those present and voting shall constitute an action of the Committee/Task Force.

(d) Action without a meeting. Unless specifically prohibited by the articles of incorporation, any action required or permitted to be taken at a committee/task force meeting may be taken without a meeting if the consent is in writing, sets forth the action taken, specifies an effective date, and executed by all members of the committee or task force.

(e) Electronic transaction of business. To the fullest extent permitted by law, business may be conducted by electronic means. Committees/Task Forces are permitted to participate in a meeting by email voting only under two (2) limited circumstances:

i. If there is a unanimous vote, or

ii. If the committee/task force has participated in a meeting in which they can all hear each other (even if not physically present), and written consents are submitted describing the action taken.

Section 5. Minutes of Meetings.

Minutes of all meetings, including meetings of the membership, Board of Directors, Committees and Task Forces shall be prepared and maintained as a part of the Association's permanent records in accordance with these Bylaws, the Association's Document Retention Policies and Florida law,

Chapter 617. The process and procedures for approval and distribution of Minutes shall be set forth in the Association's Policies.

Article XIII
Committees/Task Forces

All meetings of the Association's committees or task forces shall be open for attendance by all members except those meetings that may contain issues and discussion of a sensitive nature. The President or the committee/task force chair with the approval of the President may require certain regular or special meetings be closed. All committees/task forces shall be of such size and shall have the duties, functions, and powers as assigned by the President or the BOD, except as otherwise provided in these Bylaws. The President will be an ex-officio member of all committees and task forces and shall be notified of their meetings.

Section 1. Standing Committees.
The President shall appoint from among the REALTOR® members, subject to confirmation by the BOD, the following standing committees which are permanent committees: Finance, Grievance, and Professional Standards, all of which shall be conducted as authorized by NAR's® policies and procedures. The following committees are also standing committees, and the President may appoint Affiliate and REALTOR® members to these committees subject to the confirmation by the BOD: Public Policy and REALTORS® Political Action Committee (RPAC).

Section 2. Other Committees or Task Forces.
The President may appoint, subject to confirmation by the BOD, other committees or task forces as may be deemed necessary or appropriate. The specific objectives, duties, functions and powers of such committees and task forces shall be established in writing in conjunction with President and BOD and applicable Association policies.

Section 3. Task Force.
A task force is a temporary group under one chair for the purpose of accomplishing a definitive objective within a specific timeframe.

Section 4: Authority.
No committee or task force is authorized to make any decision, take any action or exercise any obligation or right that is imputed to the BOD and shall at all times operate solely within the permission granted by the BOD.

Article XIV
Fiscal and Elective Year

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

Section 2. The elective year of the Association shall be January 1 to December 31.

Article XV
Rules of Order and Force Majeure

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

Section 2. Emergency Powers and Force Majeure.
In addition to the emergency powers provided under Florida law, if a rare or unusual event occurs (hurricanes, floods, extreme weather, earthquakes, fires, epidemics, pandemics, other acts of God) that preclude the BOD from following

the procedures set forth in these Bylaws, the BOD is permitted to use only such reasonable means as required during the force majeure or emergency event to meet its fiduciary obligations and duties to the Association and membership.

Article XVI
Amendments

Section 1. These Bylaws may be amended by the majority vote of the members present and qualified to vote at a special 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 BOD may, at any regular or special meeting of the BOD at which a quorum is present, adopt amendments to the Bylaws which are mandated by NAR® policy.

Section 2. Notice of all meetings at which amendments to the Bylaws are to be considered shall be distributed to every member eligible to vote at least ten (10) calendar days prior to the meeting.

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

Article XVII
Dissolution

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

Article XVIII
Multiple Listing Service

Section 1. Authority.

The Association is the sole Shareholder of a Florida for profit corporation, Emerald Coast MLS, Inc., filed under Florida Statutes, Chapter 607. Emerald Coast MLS, Inc. provides multiple listing services to the membership who are Participants and Subscribers of the Multiple Listing Service (MLS). All shares of Emerald Coast MLS, Inc. are wholly owned by the Association, Emerald Coast Association of Realtors®, Inc., and as such it shall be entitled to exercise all statutory and contractual rights as Shareholder in addition to those granted pursuant to the governing documents of Emerald Coast MLS, Inc..

Section 2. Purpose.

A multiple listing service is a means 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 the common database; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public.

Section 3. Governing Documents.

Notwithstanding Emerald Coast MLS, Inc. is a separate legal entity and corporation with an independent Board of Directors, the BOD of Emerald Coast Association of Realtors, Inc., as the sole Shareholder retains at all times its rights, authority and obligations as such whether exercised under Chapter 607, Florida Statutes, the governing documents of Emerald Coast MLS, Inc. or any written, executed agreement between the two entities. Emerald Coast Association of Realtors® shall also cause the multiple listing service provided by Emerald Coast MLS, Inc. to conform at all times to its Corporate Charter, Constitution, Article of Incorporation, Bylaws, rules, regulations, and the policies, practices, and procedures of the NAR® Constitution, Bylaws, rules, regulations, and policies, to include specifically the NAR® Handbook on Multiple Listing Policy, as amended.

Section 4. Supervision.

The governing documents of Emerald Coast MLS, Inc. set forth the actions, matters and decisions which require the approval of the BOD of Emerald Coast Association of Realtors®, Inc. as its sole Shareholder, to include by way of example and not limitation, amendments to the Emerald Coast MLS, Inc. Bylaws, its elections, and appointment of vacancies to its Board. These activities and any others that may be mandated by NAR® mandated policies and procedures shall be operated by Emerald Coast MLS, Inc. in accordance with the MLS rules and regulations, the MLS Service Policy Statements and all mandatory NAR® MLS provisions that are subject to approval of the BOD of the Association as the sole Shareholder.

Section 5. Participation.

Any REALTOR® of this or any other Association who is a principal (sole proprietor, 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 the multiple listing service upon agreeing in writing to conform to the rules and regulations thereof and to pay the costs incidental thereto. The multiple listing service is open to nonmember participants who are otherwise qualified individuals who do not hold REALTOR membership anywhere. The qualifications for nonmember participants membership shall be set forth in the policies, procedures or Bylaws of the MLS corporation and may incorporate those qualifications permitted by NAR®. A non-member applicant for the Multiple Listing Service participation who is a principal (sole proprietor, partner, or corporate officer or branch office manager acting on behalf of the principal)agrees to complete a course of instruction covering MLS Rules and Regulations and Service Policy Statements, and shall agree that if elected as a participant, will abide by such rules and regulations and Service Policy Statements and pay the MLS fees and dues as from time to time established.

Under no circumstances is any individual or firm entitled to multiple listing service membership or participation unless they hold a current, valid real estate broker's license and cooperate or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Cooperation is the obligation to share information on listed property and to make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interest of their clients. Use of information developed by or published by a 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.

Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm cooperates 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, share information on listed property and make property available to other brokers for showing to prospective purchases and tenants when it is in the best interest of their client. "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.

The key is that the participant or potential participant cooperate with respect to properties of the type that are listed on the MLS in which participation is sought. Cooperation is the obligation to share information on listed property and to make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interest of their clients. 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 cooperate. An MLS may evaluate whether a participant or potential participant actively endeavors during the operation of its real estate business to cooperate 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 uniform manner to all participants and potential participants consistent with NAR® policy.