

FLORIDA KEYS BOARD OF REALTORS®, INC.

BYLAWS

18 June 2010

*(last revision 31 March 09, no changes in 2011 from 2010,
option to mediate added in 2012, no changes in 2013 from 2012)*

ARTICLE I – NAME

Section 1: Name. The name of this organization is the Florida Keys Board of REALTORS®, Incorporated, hereinafter referred to as the “Board”.

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

ARTICLE II – OBJECTIVES

The objectives of the Board are:

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

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

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

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

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

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

ARTICLE III- JURISDICTION

Section 1: The territorial jurisdiction of the Board as Member of the NATIONAL ASSOCIATION OF REALTORS® is that part of the Florida Keys between the northerly end of Key Largo and the southerly end of Long Key, as allocated by the board of Directors of the NATIONAL ASSOCIATION OF REALTORS®

Section 2: Territorial jurisdiction is defined to mean:

(a) The right and duty to control the use of the terms REALTOR® and REALTORS®, subject to the conditions set forth in these Bylaws and those of the NATIONAL ASSOCIATION OF REALTORS®, in return for which the Board agrees to protect and safeguard the property rights of the National Association in the terms.

ARTICLE IV – MEMBERSHIP

Section 1: There shall be four classes of Members 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 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 in a Board of REALTORS® within the state or a state contiguous thereto unless otherwise qualified for Institute Affiliate Membership as described in Section 1(b) of Article IV.

In the case of a real estate firm, partnership, or corporation, whose business activity is substantially all commercial, only those principals actively engaged in the real estate business in connection with the same office, or any other offices within the jurisdiction of the association in which one of the firm's principals holds REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate membership, as described in Section 1(b) of Article IV. (Amended 1/05)

NOTE: REALTOR® Members may obtain membership in a “secondary” Board in another state.

- (2) Individuals who are engaged in the real estate profession, other than sole proprietors, partners or corporate officers, or branch office managers who are associated with a REALTOR® Member and meet the qualifications set out in Article V.

- (3) **Franchise REALTOR® Membership:** Corporate officers (who may be licensed or unlicensed) of real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions and the commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR Constitution and Bylaws. Such individuals shall enjoy all of the rights, privileges and obligations of REALTOR® Membership (including compliance with the Code of Ethics) except: obligations related to board mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization’s name; and the right to hold elective office in the local board, state association and National Association. (Adopted 1/96)

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

- (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 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. (Amended 11/11)

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

(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.

(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 AND ELECTION

Section 1: Application

(a) An application for membership shall be made in such manner and form as may be prescribed by the board of directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to membership to thoroughly familiarize himself/herself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitutions, Bylaws, and Rules and Regulations of the association, the State and National Associations, and if elected a member, will abide by the Constitutions and Bylaws and Rules and Regulations of the association, State and National Associations and, if a REALTOR® member, will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the obligation to arbitrate (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 Regulations, and Code of Ethics referred to above. (Amended 11/11)

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 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 committee, and shall agree that if elected to membership, he/she will abide by such Constitution, Bylaws, rules and regulations, 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, corporate officer, or branch office manager, is not involved in any pending bankruptcy or insolvency proceedings or, has not been adjudged bankrupt in the past three (3) years. If a bankruptcy proceeding as described above exists, membership may not be rejected unless the association establishes that its interests and those of its members and the public could not be adequately protected by requiring that the bankrupt applicant pay cash in advance for association and MLS fees for up to one (1) year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that an existing member initiates bankruptcy proceedings, the member may be placed on a "cash basis" from the date that bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.

**No record of official sanctions involving unprofessional conduct is intended to mean that the association may only consider:

A. Judgments against the applicant 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

B. Criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted, and (2) no more than ten (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 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 unfulfilled 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, 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 Board or a Designated REALTOR® Member of another Board (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 covering the Bylaws and Rules and Regulations of the Board, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Membership Committee and shall agree in writing that if elected to membership he will abide by such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics. (Amended 5/07)

*No record of official sanctions involving unprofessional conduct is intended to mean that the association may only consider:

A. Judgments against the applicant 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

B. Criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted, and (2) no more than ten years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date (Adopted 5/07)

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

1. All final findings of Code of Ethics violations and violations of other membership duties in this or any other REALTOR® 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

"Provisional" membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics; see Article V, Section 2(a), NOTE 2), provided all other qualifications for membership have been satisfied.

Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six (6) months from the date that provisional membership is approved. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration request pending, the association may condition membership on the applicant's certification that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the association to which the applicant has made application) and will abide by the decision of the hearing panel. (Amended 11/09)

Section 3: Election: The procedure for election to membership shall be a follows:

(a) The membership committee shall determine whether the applicant is applying for the appropriate class of membership. It shall then give written notice to the REALTOR® members of such application and invite written comment. If one or more of the REALTOR® members object to the approval of the application, basing such objection on lack of qualification as set forth in these Bylaws, the committee shall invite any objecting member to appear and substantiate his/her objections. Objections, which are not substantiated, shall be totally disregarded. The committee may not find objections substantiated without (1) informing the applicant in advance, in writing, of the objections and identifying the objecting Member, and (2) giving the applicant a full opportunity to appear before the committee and establish his/her qualifications. The committee shall thereafter make a written report of its findings. The membership committee shall conduct all proceedings with strict attention to the principles of due process and compliance with the Bylaws of the association.

(b) Thereafter, within ten days, the membership committee shall report its recommendation to the board of directors in writing. If the recommendation is adverse to the approval of the application, the reasons shall be specifically stated. If any member of the membership committee submits a dissenting recommendation, it shall also be reported to the board of directors.

(c) The board of directors shall review the qualifications of the applicant and the recommendations of the committee and then 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.

(d) The board of directors may not reject an application without providing the applicant with advance notice of the findings and recommendations of the membership committee, 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.

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

Section 4- New Member Code of Ethics Orientation:

Applicants for REALTOR® membership 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 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 90 days of the date of application will result in denial of the membership application.

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, 2001, through December 31, 2004, and for successive four 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 quadrennial 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 association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any four (4)-year cycle shall not be required to complete additional ethics training until a new four (4)-year cycle commences.

Failure to complete the required periodic ethics training shall be considered a violation of a membership duty.

Failure to meet the requirement will result in suspension of membership for the first two months (January and February) of the year following the end of any four (4)-year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated. (Adopted 1/01, Amended 11/08)

Section 6: Status Changes

(a) A REALTOR® who changes the conditions under which he holds membership shall be required to provide written notification to the Board within 30 days. A REALTOR® (non-principal) who becomes a principal in the firm with which he has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy 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 30 days of the date they advised the Board of their change in status, his/her new membership application will terminate automatically unless otherwise so directed by the Board of Directors. The Florida Keys Board of REALTORS®, Inc. shall retain only that portion of an application fee necessary to the Board's costs in processing the application.

(b) A REALTOR® (or REALTOR-ASSOCIATE®, where applicable) who is transferring their license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all of the privileges and obligations of membership during the period of transition. If the transfer is not completed within 30 days of the date the board is advised of the disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the Board of Directors.

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

(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.

(d) Dues shall be prorated from the first day of the month in which the member is notified of election by the Board of Directors and shall be based on the new membership status for the remainder of the year. (Amended 1/05)

(e) Any REALTOR® Member leaving the Board while in good standing may reapply in the same category of Membership, within a 2-year period, without further payment of an application fee. However, if application is made within the 2-year period for a different category of Membership, requiring a higher application fee than previously paid, applicant shall be required to pay the applicable fee for the category of Membership requested.

(f) Any Member expelled from the Board and wishing to reapply for Membership at a later date, in the same category of Membership, shall make application as set out herein, as though no previous Membership has been held. Applicant shall make known, however, in the new application, the conditions under which the expulsion took place. The maximum amount of consecutive time an individual may be expelled from the board is three (3) years.

ARTICLE VI – PRIVILEGES AND OBLIGATIONS

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

Section 2: Any member of the Board may be reprimanded, fined, placed on probation, suspended or expelled by the Board of Directors for violation of these Bylaws, and Board Rules and Regulations consistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the Board. Although Members other than REALTORS® are not subject to the Code of Ethics or its enforcement by the board, such Members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, Members other than REALTORS® may, upon recommendation of the Membership Committee, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors applied on a nondiscriminatory basis, reflects adversely on the terms, “REALTOR®” or “REALTORS®” and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local board, the State association and the NATIONAL ASSOCIATION OF REALTORS®.

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

Section 4: Resignations of Members shall become effective when received in writing by the Board of Directors, provided, however, that if the Member submitting the resignation is indebted to the Board for dues, fees, fines or other assessments of the Board or any of its services, departments, divisions or subsidiaries, the Board 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 Board or otherwise causes membership to terminate with an ethics complaint pending, that Board of Directors may condition the right of the resigning Member to reapply for membership upon the applicant’s certification that he/she will submit to the pending ethics proceeding and abide by the decision of the hearing panel.

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

Section 6: REALTOR® Members: REALTOR® Members, whether primary or secondary, in good standing whose financial obligations to the Board are paid in full shall be entitled to vote and hold elective office in the Board; may use the terms REALTOR® and REALTORS®, which use shall be subject to the provisions of Article VIII; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Board and the real estate profession.

(a) If a REALTOR® Member is a principal in a firm, partnership or 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 of 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 Members or until readmission of the disciplined Member or until connection of the disciplined Member with the firm, partnership or corporation is severed, or unless the REALTOR® Member (non-principal) elects to sever his connection with the REALTOR® and affiliate with another REALTOR® Member in good standing in the Board, 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 rights and privileges and be subject to obligations prescribed by the Board of Directors consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

NOTE: Local associations establish the rights and privileges to be conferred on Institute Affiliate members except that no Institute Affiliate member may be granted the right to use the term REALTOR®, REALTOR-ASSOCIATE®, or the REALTOR® logo; to serve as president of the local association; or to be a participant in the local association's multiple listing service. (Amended 1/02)

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

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

Section 10. Honorary Members. Honorary membership 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 board of directors.

Section 12. Certification by REALTOR®. "Designated" REALTOR® members of the association shall certify to the association during the month of October on a form provided by the association, a complete listing of all individuals licensed or certified in the REALTOR®'s office(s) and shall designate a primary association for each individual who holds membership. Designated REALTORS® shall also identify any non-member licensees in the REALTOR®'s office(s) and if designated REALTOR® dues have been paid to another association based on said non-member licensees, the designated REALTOR® shall identify the association to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2(a) of the Bylaws. "Designated" REALTOR® members shall also notify the association of any additional individual(s) licensed or certified with the firm(s) within 10 days of the date of affiliation or severance of the individual.

Section 13. Harassment. Any member of the association may be reprimanded, placed on probation, suspended or expelled for harassment of an association or MLS employee or association officer or director after an investigation in accordance with the procedures of the association. As used in this section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the president, and president-elect and/or vice president and one member of the board of directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the association. Disciplinary action may include any sanction authorized in the association's Code of Ethics and Arbitration Manual. If the complaint names the president, president-elect or vice president, they may not participate in the proceedings and shall be replaced by the immediate past president or, alternatively, by another member of the board of directors selected by the highest ranking officer not named in the complaint.

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

ARTICLE VII – PROFESSIONAL STANDARDS AND ARBITRATION

Section 1: The responsibility of the Board and the Board 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 Board to abide by the Constitution and Bylaws and the Rules and Regulations of the Board, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this Board as from time to time amended.

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

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

Section 1: Use of the terms REALTOR® and REALTORS® by Members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® and to the Rules and Regulations prescribed by its Board of Directors. The Board shall have the authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS®, use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the association’s Code of Ethics and Arbitration Manual. (Amended 5/06)

Section 2: REALTOR® Members of the Board 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® Member who is a principal of a real estate firm, partnership, or corporation 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 Board or Institute Affiliate Members as described in Section 1(b) of Article IV.

(a) In the case of a REALTOR member who is a principal of a real estate firm, partnership, or corporation whose business activity is substantially all commercial, the right to use the term REALTOR or REALTORS shall be limited to office locations in which a principal, partner, corporate officer, or branch office manager of the firm, partnership or corporation holds REALTOR membership. If a firm, partnership, or corporation operates additional places of business in which no principal, partner, corporate officer, or branch office manager holds REALTOR membership, the term REALTOR OR REALTORS may not be used in any reference to those additional places of business. (Amended 1/01).

Section 4: Institute Affiliate Members shall not use the terms REALTOR®, REALTORS®, nor the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE IX – STATE AND NATIONAL MEMBERSHIPS

Section 1: The Board shall be a Member of the NATIONAL ASSOCIATION OF REALTORS® and the Florida REALTORS®. By reason of the Board’s Membership, each REALTOR® Member of the Member Board shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the Florida REALTORS® without further payment of dues. The Board shall continue as a Member of the State and National Associations, unless by a majority vote of all its REALTOR® Members, decision is made to withdraw, in which case the State and National Associations shall be notified at least one month in advance of the date designated for the termination of such membership.

Section 2: The Board recognizes the exclusive property rights of the NATIONAL ASSOCIATION OF REALTORS® in the terms REALTOR® and REALTORS®. The Board shall

discontinue use of the terms in any form in its name, upon ceasing to be a Member of the National Association or on a determination by the Board of Directors of the National Association that it has violated the conditions imposed upon the terms.

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

ARTICLE X – DUES AND ASSESSMENTS

Section 1: Application Fees: Each applicant for Membership in the Board shall present, with a fully executed application, application fee in amounts established annually by the Board of Directors. The Board of Directors may adopt an application fee for REALTOR® membership not exceeding three times the amount of the annual dues for one applicable category of Membership. The application fee shall become the property of the Board upon final approval of the application or shall be refunded if the application is not approved.

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 board of directors, plus an additional amount to be established annually by the board of directors times the number of real estate salespersons and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® member, and (2) are not REALTOR® members of any association in the state or a state contiguous thereto or Institute Affiliate members of the association. In calculating the dues payable to the association by a designated REALTOR® member, non-member licensees as defined in (1) and (2) of this paragraph shall not be included in the computation of dues if the designated REALTOR® has paid dues based on said non-member licensees in another association in the state or a state contiguous thereto, provided the designated REALTOR® notifies the association in writing of the identity of the association to which dues have been remitted. In the case of a designated REALTOR® member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this association. (Amended 1/05)

1 For the purpose of this section, a REALTOR® member of a Member Board shall be held to be any member who has a place or places of business within the state or a state contiguous thereto and who, as a principal, partner, corporate officer, or branch office manager of a real estate firm, partnership, or corporation, is actively engaged in the real estate profession as defined in Article III, Section 1 of the Constitution of the NATIONAL ASSOCIATION OF REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest 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, corporate officer, or branch office manager of the entity.

(b) 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®.

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. (Amended 11/09)

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

(d) Affiliate Members. The annual dues of each Affiliate member shall be as established annually by the board of directors. (Amended 1/05)

(e) Public Service Members. The annual dues of each Public Service member shall be as established annually by the board of directors. (Amended 1/05)

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

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

Section 3. Dues Payable. Dues for all members shall be payable annually on the 1st day of December for the next fiscal year. Dues for new members shall be computed from the first day of the month in which a member is notified of election and shall be prorated for the remainder of the year. (Amended 1/05)

(a) In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is dropped for nonpayment of Board 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 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 Board or the Board's Multiple Listing Service, are not paid within one (1) month after the due date, the nonpaying Member is subject to suspension at the discretion of the Board of Directors. Two (2) months after the due date, membership of the nonpaying Member may be terminated at the discretion of the Board of Directors. Three (3) months after the due date, membership of the nonpaying Member shall automatically terminate unless within that time, the amount due is paid. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the Board of Directors has confirmed the accuracy of the

amount owed. A former Member who has had his membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Board 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 and Expenditures: All monies received by the Board, for any purpose, shall be deposited to the credit of the Board, in a financial institution or institutions selected by resolution of the Board of Directors.

Section 6: Expenditures: The Board of Directors shall administer the day-to-day finances of the Board. Capital expenditures and non-budgeted items in excess of \$5,000 may not be made unless authorized by 51 percent of the General Members eligible to vote in attendance at a duly authorized meeting where a quorum is present.

Section 7: Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members: All dues, fees, fines, assessments, or other financial obligations to the Board or Board Multiple Listing Service shall be noticed to the delinquent Board Member in writing setting forth the amount owed and due date.

Section 8: Special Assessments:

(a) The Board of Directors may, by resolution, because of a particular emergency or a requirement for funds, other than those already budgeted, for reasonable cause, impose equally, upon all Members, a special assessment to be paid by each Member, in accordance with the terms of the said resolution. Such assessment shall only be considered as an alternative to the necessity for a dues increase and shall not exceed a sum equal to the annual dues payable by a REALTOR® Member and shall not be imposed more than one time in any one calendar year.

(b) Each and every Member shall be apprised of the reason for the special assessment and granted a period of one month in which to pay the said special assessment.

(c) The rights, obligations, duties and procedures for nonpayment of special assessments shall be the same as set out in ARTICLE X, Section 4 that deals with the nonpayment of dues.

(d) Nothing herein contained shall prohibit the resignation of any Member prior to paying said special assessment if the said Member is otherwise qualified to resign.

ARTICLE XI – OFFICERS AND DIRECTORS

Section 1: Officers: The elected officers of the Board shall be: a President, a President-elect, a Secretary, and a Treasurer. The Secretary and Treasurer may be the same person. They shall be elected for terms 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 Board of Directors. It shall be the particular duty of the Secretary to keep the records of the Board and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the Florida of REALTORS®.

Section 3: Board of Directors: The Board of Directors shall consist of eleven REALTOR® Members. Not more than two Directors shall be affiliated with the same Designated REALTOR®

Member. If Members of the Board of Directors, during their terms in office, become associated with the same firm by way of merger, transfer of license or any similar change, they shall be permitted to finish the term in which the change took place, thus eliminating disruption of the Board of Directors.

(a) A REALTOR® Member shall have been actively affiliated with the Florida Keys Board of REALTORS® for a term of no less than one year immediately preceding his/her election as a Director.

Section 4: Term of Office:

(a) Directors shall serve overlapping 2-year terms. Six or more Directors shall be elected every year, as required to fill the Board vacancies, to serve for a term of one or two years, together with the hold-over Directors from the previous year. The eleventh Director shall be the immediate Past President (see paragraph (d) below).

(b) In the event there is a vacancy in the office of President-elect, a new President-elect shall be selected as provided in this section and then ratified by the voting Membership of the Florida Keys Board of REALTORS® at the next regular meeting.

(c) A Director may serve no more than three consecutive terms except where the outgoing President has just completed his/her term, then that person may serve one additional year as immediate past-President.

(d) In the event there is a vacancy to be filled on the Board of Directors, it shall be filled by the Directors at either a regular or special meeting called for that purpose. The Director shall meet the qualifications stated in Sections 1(a) through 1(c) of this Article. This appointee shall serve until the next election.

Section 5: Election of Officers and Directors:

(a) At least two (2) months before the annual election, a nominating committee of three REALTOR® Members, none of whom shall be with the same firm, shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall select one or more candidates to fill the vacancies on the Board of Directors. It is recommended that the number of candidates shall exceed the number of vacancies by three or more. The report of the Nominating Committee shall be mailed to each voting Member at least three (3) weeks prior to the election. Additional candidates for the vacancies, meeting the qualifications for office as set forth in the bylaws, may be placed in nomination by petition signed by at least fifteen (15) voting Members. The petition shall be filed with the secretary at least two (2) weeks before the election. Upon receipt of the petition, the Secretary shall send notice of such additional nominations to all voting Members before the election.

1Where permitted by state law, and in accordance with applicable state requirements, election of officers may be conducted by electronic means, in accordance with procedures established by the board of directors. (Adopted 1/05)

(b) The election of President, President-elect and Directors shall take place annually. The ballot shall contain the names of all persons qualified and who have agreed to serve as President-elect and/or Directors. Qualified individuals from the President-elect slate may also be included on the slate to fill Director vacancies. The voting Membership will select the President-elect and the additional number needed to bring the Board of Directors to eleven. Absentee ballots can be cast providing they are received at the board office within three (3) days prior to the Election Day and the absentee ballot signature is witnessed by the Association Executive or Staff person. At the discretion of the Board of Directors, voting may be permitted on the same day as the meeting in a place

designated for that purpose. There will be no electioneering within 10 feet from the ballot box where the voting meeting is being held. The ballots, however, will not be counted until such a time as a quorum has been established. Absentee ballots will be counted as part of the quorum. In the event there is no quorum, the ballots will be discarded and the election will be rescheduled. The elected Directors shall take office at the start of the fiscal year.

(c) The President, with the approval of the Board of Directors, shall appoint an Election Committee of three REALTOR® Members to conduct the election. In case of a tie vote, lot shall determine the issue. The Election Committee shall conduct the tie-breaking draw before announcing the election results.

Within two (2) weeks of the election, all of the Directors for the coming year will meet to elect a Secretary and a Treasurer.

The newly elected Directors shall be inducted into office at an Installation Ceremony to be held in October of each year, when possible, or not later than the first week in November, if necessary due to constraints.

Section 6: Duties of Directors:

(a) The property and affairs of the Board shall be administered by the Board of Directors. They shall have the power of supervision and control over such officers as they have elected and their acts, as such, together with the power to remove them for cause (see Article XII, Section 4).

(b) The Board of Directors may operate such Board services, as they deem necessary.

(c) The Directors may retain legal counsel, accountants or other specialists in any particular field and fix the terms of their compensation.

(d) The Directors may also designate or employ such assistant secretaries, treasurers, executive officers or other officers, agents or employees, at such remuneration, for such a period of time and with such powers and duties as they may determine and prescribe, including a review of the performance of the employees, from time to time, as they determine.

(e) The Directors shall have jurisdiction over the funds of the Board.

(f) Each Director has the responsibility of bringing to the attention of the Board of Directors any infraction and/or violation of these Bylaws of which he/she is made aware or which is brought to his/her attention. After determination by the Bylaws Committee that a violation exists, then the Board of Directors shall either channel the complaint to the proper committee or shall themselves take action to enforce compliance as stated in Article VI, Sections 1 and 3 of these Bylaws.

Section 7: Removal of Directors: In the event that a Director is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Director may be removed from office under the following procedures:

(a) A petition requiring the removal of a Director and signed by not less than one-third of the voting Membership or a majority of all Directors, shall be filed with the President, or if the President is the subject of the petition, with the next ranking officer, and shall specifically set forth the reason(s) the individual is deemed disqualified from further service.

(b) Upon receipt of the petition, and not less than twenty days or more than forty-five days thereafter, a special meeting of the voting Membership of the Board shall be held and the sole

business of the meeting shall be to consider the charge against the Director and to render a decision on such petition.

(c) The special meeting shall be noticed to all voting Members at least ten days prior to the meeting and shall be conducted by the President of the Board or in his/her absence, by the next ranking Officer. Provided a quorum is present, a three-fourths vote of Members present and voting shall be required for removal from office.

Section 8: Chief Executive Officer. There shall be a Chief Executive Officer, appointed by the Board of Directors, who shall be the chief administrative officer of the Board. The Chief Staff Executive shall have the authority to hire, supervise, evaluate and terminate other staff, if any, and shall perform such other duties as prescribed by the Board of Directors.

ARTICLE XII - MEETINGS

Section 1: Annual Meetings: The annual meeting of the Board shall be held during August of each year, the date, place, and hour to be designated by the Board of Directors. The annual installation meeting shall be held in October of each year, when possible, or not later than the first week in November, if necessary, due to constraints.

In the event of a catastrophe (i.e., hurricane, fire, etc.), voting may be postponed until normal conditions resume. All current officers and chairpersons will stay in office until normal business can resume.

Section 2: Meetings of the Directors: The Board of Directors shall designate a regular time and place for meetings. Absence from three consecutive regular meetings, without an excuse deemed valid by the Board of Directors, shall be construed as resignation and any vacancy created thereby shall be filled by the Board of Directors in accordance with other parts of these Bylaws. An itemized, written agenda for each meeting shall be noticed to all Directors at least one week preceding each meeting. The only exception to the written agenda shall allow for the addition of an item under new business and only by unanimous approval of the Directors present at a meeting at which a quorum exists.

Section 3: Other Meetings: Meetings of the members may be held at such other times as the President or the Board of Directors may determine or upon the written request of at least 5 percent of the voting Membership.

Section 4: Notice of Meetings: A notice shall be given to every Member entitled to participate at least one week preceding all meetings. If a special meeting is called it shall be accompanied by a statement of the in the event a Directors' meeting is called with less than one week's notice, a minimum of nine (9) Directors must sign a waiver permitting said meeting to occur; such signatures may be obtained at the meeting.

Section 5: Quorum: A quorum for the transaction of business shall consist of seven Members of the Board of Directors at Board Meetings and 10 percent of the voting Members at the general Membership meetings.

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.

Section 7: Action without Meeting: Unless specifically prohibited by the articles of incorporation, any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by

all of the directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors.

All the approvals evidencing the consent shall be delivered to the **Chief Executive Officer** to be filed in the corporate records. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date.

ARTICLE XIII– COMMITTEES

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

- Bylaws/Rules
- Communications/Public Relations
- Education/Orientation
- Executive Committee
- Finance
- Grievance
- Professional Standards
- Property Management
- Realtors Political Action Committee / Governmental Affairs Committee

(a) Any vacancy to be filled shall be for the remaining term of the individual being replaced.

(b) The Executive Committee shall consist of the President, the past-President and the President-elect. Duties of the Executive Committee include but are not limited to employee evaluation; strategic planning and other concerns of the membership (see Article XI, Section 2, Paragraph d).

(c) A Member may chair only one committee except when deemed appropriate by the Board of Directors.

Section 2: Special Committees: The President shall appoint, subject to confirmation by the Board of Directors, special committees as deemed necessary.

Section 3: Organization:

(a) All committees shall be of such size and shall have duties, functions and powers as assigned by the President or the Board of Directors, except otherwise provided in these Bylaws.

(b) All committees shall make written reports to the Board of Directors. The actions of all committees shall be subject to the approval of the Board of Directors.

(c) At committee meetings, a simple majority of the committee shall constitute a quorum.

(d) Any committee Member failing to attend three (3) consecutive meetings, without prior notification to the Chairperson, may be replaced by the President.

Section 4: President and President-elect: The President together with the President-elect shall be the Ex-Officio, non-voting, members of all committees, and shall be notified of their meetings.

Section 5. Action without Meeting. Any committee may act by unanimous consent in writing without a meeting. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more of the members of the committee. (Adopted 1/05)

Section 6. Attendance by Telephone. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall be at the discretion of the president and shall constitute presence at the meeting. (Adopted 1/05)

ARTICLE XIV – FISCAL AND ELECTIVE YEAR

The fiscal year of the Board shall be January first to December 31st and the elective year of the Board shall be the same.

ARTICLE XV – RULES OF ORDER

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

ARTICLE XVI – AMENDMENTS

Section 1: These Bylaws and/or Charter may be amended by a majority vote of the voting Members qualified to vote, present 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.

The only exception to a membership vote for a change in these Bylaws would be if the NATIONAL ASSOCIATION OF REALTOR® mandates or recommends a change. In this situation, the Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve the amendments to the Bylaws. The members shall be furnished a copy of the change to update their copies of the Bylaws.

Section 2: Notice of all meetings at which amendments are to be considered shall be mailed to every voting Member at least one week prior to the meeting.

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

ARTICLE XVII – DISSOLUTION

Upon the dissolution or winding up of affairs of this Florida Keys Board of REALTORS® Inc., the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Florida of REALTORS®, or within its discretion, to any other non-profit, tax-exempt organization.

ARTICLE XVIII – MULTIPLE LISTING

Section 1: Authority: The Florida Keys Board of REALTORS® shall maintain, for the use of its Members, a Multiple Listing Service, which shall be a lawful corporation of the State of Florida, all the stock of which shall be owned by the Florida Keys Board of REALTORS® Inc., named Florida Keys MLS, Inc.

Section 2: Purpose: A Multiple Listing Service is a means by which authorized Participants make blanket unilateral offers of compensation to other Participants (acting as subagents, buyer agents, or in other agency or no-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 databases; and is a facility for the orderly correlation and dissemination of listing information among the Participants so that they 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).

Section 3: Governing Documents: The Board of Directors of the Florida Keys MLS, Inc. shall cause any Multiple Listing Service established by it pursuant to this Article to conform to its corporate charter, constitution, bylaws, rules, regulations, policies, practices and procedures at all times as to the Constitution, Bylaws, Rules, Regulations, and Policies of the NATIONAL ASSOCIATION of REALTORS®.

Section 4. 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.** Use of information developed by or published by an association multiple listing service is strictly limited to the activities authorized under a participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey “participation” or “membership” or any right of access to information developed by or published by an association multiple listing service where access to such information is prohibited by law. (Amended 11/08)

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

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

Any applicant for MLS participation and any licensee (including licensed or certified appraisers) affiliated with an MLS participant who has access to and use of MLS generated information shall complete an orientation program of no more than eight (8) classroom hours devoted to the MLS rules and regulations and computer training related to MLS information entry and retrieval and the operation of the MLS within thirty (30) days after access has been provided.

Participants and subscribers may be required, at the discretion of the MLS, to complete additional training of not more than four (4) classroom hours in any twelve (12) month period when deemed necessary by the MLS to familiarize participants and subscribers with system changes or enhancement and/or changes to MLS rules or policies. Participants and subscribers must be given the opportunity to complete any mandated additional training remotely. (Amended 11/09)

Section 5: Access to Comparable and Statistical Information: Board Members who are actively engaged in real estate brokerage, management, appraising, land development, or building, but who do not participate in the MLS, are nonetheless entitled to receive, by purchase or lease, all information other than current listing information that is generated wholly or in part by the MLS including "comparable" information, "sold" information, and statistical reports. This information is provided for the exclusive use of Board Members and individuals affiliated with Board Members who are also engaged in the real estate business and may not be transmitted, retransmitted, or provided in any manner to any unauthorized individual, office, or firm except as otherwise specified in the MLS rules and regulations. Board members who receive such information, either as a Board service or through the Board's MLS, are subject to the applicable provisions of the MLS rules and regulations whether they participate in the MLS or not.

Section 6: Subscribers:

(a) Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with Participants.

(b) Subscribers also include affiliated unlicensed administrative and clerical staff, personal assistants, and individuals seeking licensure or certification as real estate appraisers who are under the direct supervision of an MLS Participant or the Participant's licensed designee. (12/09)