

**BYLAWS OF THE
FREDERICKSBURG AREA ASSOCIATION OF REALTORS® INC.
(Amended 2023)**

ARTICLE I. Name.

- Section 1. Name. The name of this organization shall be the FREDERICKSBURG AREA ASSOCIATION OF REALTORS®, INC., hereafter referred to as the "Association".
- Section 2. REALTORS®. Inclusion and retention of the term, REALTORS®, in the name of the Association shall be governed by the Constitution and Bylaws of the National Association of REALTORS® as from time to time amended.

ARTICLE II. Objectives.

The objectives of the Association are:

- Section 1. To unite those engaged in the recognized branches of the real estate profession in this community 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 interest may be safeguarded and advanced.
- Section 4. To further the interest of home and other real property ownership.
- Section 5. To unite those engaged in the real estate profession in this community with the Virginia Association of REALTORS® and the National Association of REALTORS®, thereby furthering their own objectives throughout the State and Nation and obtaining the benefits and privileges of membership therein.
- Section 6. To designate, for the benefit of the public individuals authorized to use the term REALTOR® as licensed, prescribed and controlled by the National Association of REALTORS®.

ARTICLE III. Jurisdiction.

Section 1. The territorial jurisdiction of the Association as a member of the National Association of REALTORS® shall include Caroline County, City of Fredericksburg, King George County, Orange County, Spotsylvania County, Stafford County, and the Washington District of Westmoreland County.

Section 2. Territorial Jurisdiction is defined to mean:

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

ARTICLE IV. Membership.

Section 1. There shall be six classes of members, as follows:

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

- (1) Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the state of Virginia or a state contiguous thereto. Individuals, duly licensed by the Virginia Real Estate Board or Appraisal Board and maintain a current valid real estate license or is licensed or certified to engage in the appraisal of real property, as principals, partners, or corporate officers, who are engaged actively in the real estate profession, and who maintain or are associated with an established real estate office in the State of Virginia 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 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.(1/01)

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

- (b) Class II - Institute Affiliate Members. Institute Affiliate Members shall be individuals who hold a professional designation awarded by an Institute, Society, or Council affiliated with the National Association of REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society, or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® membership, subject to payment of applicable dues for such membership. (5-03)
- (c) Class III - 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 paragraph (a) or (b) of this Section, have interest requiring information concerning real estate and are in sympathy with the objectives of this Association provided the applicant is engaged exclusively in a specialty of real estate business other than brokerage of real property. They shall not be eligible to vote. Further, affiliate membership may be granted to licensed or certified appraisers who, if otherwise eligible, do not elect to hold REALTOR® membership in the Association.
- (d) Class IV - Public Service Members. Public service members shall be individuals who are interested in the real estate profession as salaried employees of education, 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 office. They shall not be eligible to vote or hold elective office.
- (e) Class V – 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. They shall not be eligible to vote or hold elective office.
- (f) Class VI - Student Members. Student members shall be individuals who are seeking a undergraduate or graduate degree with a specialization or major in real estate at an institution 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 real estate practice on their own account or not associated with an established real estate office. They shall not be eligible to vote or hold elective office.
- (g) Class VII- REALTOR® Emeritus. A members who for a cumulative period of 40 years has been a REALTOR® member in one or more Associations. Upon the approval of the Board of Directors of the National Association of REALTORS®,

a member no longer has to pay NAR, VAR and FAAR dues. Additionally, the NAR Triennium Ethics Training is no longer required. (In FAAR's case, the member does not have to take ethics training every two years even if he or she applies for a FAAR award.) (2010)

ARTICLE V. Qualification and Election

Section 1. Application.

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 for REALTOR® Membership shall contain statements to be signed by the applicant (1) that he has or had access to, has carefully reviewed, and, if elected a member, will abide by the Constitution and Bylaws of State Association, and the Constitution and Bylaws and the Code of Ethics of the National Association of REALTORS®, and (2) that applicant consents that the Association may invite and receive information and comment about applicant from any member or other person 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, Constitutions, Rules and Regulations and Code of Ethics referred to above.

Section 2. Qualification:

- (a) An applicant for REALTOR® Membership who is a sole proprietor, partner, or corporate officer, or branch office manager, of a real estate firm shall supply satisfactory evidence satisfactory to the association, through its membership committee or otherwise that he 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, has no record of recent or pending bankruptcy, 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 will abide by such Constitution, Bylaws, Rules and Regulations and Code of Ethics.

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 Board or 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, or corporate officers, branch office manager, 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 is 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 Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the membership Committee, and shall agree in writing that if elected to membership he will abide by and the code of ethics.

Individuals who are actively engaged in the real estate profession other than as principals, partners, or corporate officers, branch office manager, 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 Designated REALTOR® Member of another Association, and maintain a current valid real estate license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, shall complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Committee, and shall agree in writing that if elected to membership he will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and by the Constitution, Bylaws, and Rules and

Regulations of the local Association, State Association, and the National Association.

- (c) The Association will also consider the following in determining an applicant's qualification for REALTOR® membership:
1. All final findings of Code of Ethics violations and violations of other membership duties in any other association within the past three(3) years
 2. Pending ethics complaints or (hearings)
 3. Unsatisfied discipline pending
 4. Pending arbitration requests (or hearings)
 5. Unpaid arbitration or unpaid financial obligations to any other association or association MLS (Approved 9-98)
 6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm. ('09)

Section 3. Election.

The procedure for election to membership shall be as follows:

(a) Applicants for REALTOR® membership shall be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to subsequent review of the application by the Board of Directors. If the Board of Directors 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 a mandatory orientation program) within days from the association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated.

(b) Dues shall be computed from the date of application and shall be non-refundable unless the association's Board of Directors terminates the individual's membership in accordance with subsection (a) above. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received association services.

(c) The Board of Directors may not terminate any provisional membership without providing the provisional member with advance notice, an opportunity to appear before the Board of Directors, to call witnesses on his behalf, to be represented by counsel, and to make such statements as he deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall

require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.

(d) If the Board of Directors determines that provisional membership should be terminated, it shall record its reasons with the Secretary. If the Board of Directors believes that termination of provisional membership may become the basis of litigation and a claim of damage by a provisional member, it may specify that termination shall become effective upon entry in a suit by the Association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the termination violates no rights of the individual.

(9/03)

Section 4. New Member Code of Ethics Orientation:

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

Failure to satisfy this requirement within 120 days (Adopted 9/14) of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

Note: Orientation programs must meet the learning objectives and minimum criteria established from time to time by the NATIONAL ASSOCIATION OF REALTORS®.(Adopted 1/01)

Section 5. Continuing Member Code of Ethics Training:

Effective January 1, 2019, through December 31, 2021, and for successive three year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR® members granted Emeritus status by the National Association of REALTORS®) shall be required to complete ethics training of not less than two hours and thirty minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members

who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any three-year cycle shall not be required to complete additional ethics training until a new three-year cycle commences. Failure to satisfy this required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any three year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three-year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of member who is still suspended as of that date will be automatically terminated.

ARTICLE VI. Privileges and Obligations.

Section 1. Privileges of REALTOR® Members

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

Section 2. Obligations of REALTOR® Members

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 *NATIONAL ASSOCIATION OF REALTORS®*, as well as the Code of Ethics of the *NATIONAL ASSOCIATION OF REALTORS®*, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and in accordance with the procedures set forth in the Code of Ethics and Arbitration manual.

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.

Any REALTOR® member of the association may be disciplined by the board of directors for violations of the Code of Ethics or other duties of membership, after

a hearing as described in the Code of Ethics and Arbitration Manual of the association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the Code of Ethics and Arbitration Manual of the National Association.

Section 3.

Resignations of members shall become effective when received in writing by the board of directors, provided, however, that if any member submitting the resignation is indebted to the association for dues, fees, fines, or other assessments of the association or any of its services, departments, divisions or subsidiaries, the association may condition the right of the resigning member to reapply for membership upon payment in full of all such monies owed.

Section 4.

If a member resigns from the association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by this association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards 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 Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®.

- (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 5. Honorary Members. Honorary members shall have such privileges and rights and be subject to such obligations as may be prescribed by the Board of Directors.

Section 6. Student Members. Student members shall have such privileges and rights and be subject to such obligations as may be prescribed by the Board of Directors.

- Section 7. All REALTOR® members entering the Fredericksburg Area Association of REALTORS®, Inc., must attend a mandatory orientation seminar and ethics course prior to being administered the Oath of Membership.
- Section 8. Applicants must be approved for membership by the Board of Directors and administered the Oath of Membership before they are accorded the privilege of Association membership, including the use or distribution of materials or forms displaying the registered logo of REALTORS®.
- Section 9. Oath of Membership. The approved new member will be scheduled and informed in writing of the date of his Oath of Membership Ceremony.
- Section 10. Orientation Seminar. The approved new member will be scheduled and informed in writing of the date of his Orientation Seminar and Ethics Course. Absence from either of these, which is not previously approved by the Board of Directors, is cause for termination of membership approval.
- Section 11. Certification by REALTOR®. "Designated" REALTOR® Members of the Association shall certify to the Association in the 2d quarter of the year, within 10 business days, (2008) on a form provided by the Association, a complete listing of all individuals licensed or certified with the REALTOR®'s firm(s) within the state, and shall designate a primary Association for each individual. Designated REALTORS® shall also identify any non-member licensees in the REALTORS®'s office (s) and if the Designated REALTOR® dues have been paid to another Board based on said non-member licensees, the Designated REALTOR® shall identify the Board to which dues have remitted. (2008) 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 ten days of the date of affiliation or severance of the individual.
- Section 12. 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. ('09) 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. ('09) 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. (5-03)

ARTICLE VII. Professional Standards and Arbitration.

- Section 1. The responsibility of the Association and of Association members relating to the enforcement of the Code of Ethics, the disciplining of members and the arbitration of disputes and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the National Association of REALTORS®, as from time to time amended, which by this reference is made a part of 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 the Association to abide by the Constitution and Bylaws and the Rules and Regulations of the Association, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 (rev.1999)of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this Association as from time to time amended.
- Section 3. The Association shall enter into a Joint Professional Standards Enforcement Agreement with the Blue Ridge Association of REALTORS® (BRAR), Dulles Area Association of REALTORS® (DAAR), Greater Piedmont Association of REALTORS® (GPAR), Massanutten Association of REALTORS® (MAR) and the Prince William Association of REALTORS®

(PWAR) for the purpose to create regional professional standards enforcement procedures providing for the appointment of Mediation Officers and the establishment of a joint Grievance Committee, Professional Standards Committee, and an Appeal Panel comprising members from each signatory Association for enforcement of the Code of Ethics, including the mediation of disputes and the conduct of hearings on a basis designed to provide this service in case of inter-Association Ethics and Arbitration issues and where applicable meet the responsibilities of the signatory Associations an efficeient effective basis to better serve their members. The regional group also admimisters a Citation Prgam and an Ombudsmmanship Program.

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 the cooperative professional standards enforcement agreement entered into by the Board, which by this reference is made a part of these Bylaws.

ARTICLE VIII. REALTOR® Trademark

Inclusion and retention of the registered collective membership Mark REALTORS® in the name of the Association shall be governed by the Constitution and Bylaws of the National Association of REALTORS® as from time to time amended.

- Section 1. Use of the terms REALTOR® and REALTORS® by Members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® and to the Rules and Regulations prescribed by its Board of Directors. The Association shall have the authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS®, use of the terms within its jurisdiction. Any misuse of the terms by the 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. ('09)
- Section 2. REALTOR® Members of the Association shall have the privilege of using the terms REALTOR® or 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

(a) In the case of a REALTOR® principal member whose business activity is substantially all commercial, the right to use the term REALTOR® or REALTORS® shall be limited to office locations in which a principal holds REALTOR® membership. 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. (Amended 1/22)

Section 4. Institute Affiliate Members shall not use the Terms REALTOR® or REALTORS® nor the imprint of the emblem seal of the National Association of REALTORS®.

ARTICLE IX. State and National Memberships.

The Association shall be a member of the National Association of REALTORS® and of the Virginia Association of REALTORS®. By reason of the association's membership, each REALTOR® member of the Member Board shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the Virginia Association of REALTORS® without further payment of dues. The association shall continue as a member of the State and National Associations, unless by a majority vote of all of 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.

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

The association adopts the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and agrees to enforce the Code among its REALTOR® members. The

association and all of its members agree to abide by the *Constitution, Bylaws, Rules and Regulations*, and policies of the National Association.

ARTICLE X. Dues, Fees, and Finances.

Section 1. Application fee. The Board of Directors may adopt an application fee for membership in reasonable amount, not exceeding three times the amount of the annual dues for REALTOR® membership, which shall be required to accompany each application for REALTOR® membership and which shall become the property of the Association upon final approval of the application.

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

a. Designated REALTOR® member dues. 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 (1) employed by or affiliated as independent contractors, who are otherwise directly or indirectly licensed with such REALTOR® member, and (2) who 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 Section 2(a)(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 the association. (amended 1/05)

(1) 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 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 provided that such licensee is not otherwise included in the computation of dues payable by the principal of the entity. (5-03)

(2) 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 REALTOR® shall notify the Association within three days of any change in status of licensees in a referral firm.

(3) 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.

(4) 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. (5-03)

- b. REALTOR® Member Dues The annual dues of REALTOR® Members other than the Designated REALTOR® shall be as established annually by the Board of Directors.
- c. Institute Affiliate Members Dues The annual dues of the Institute Affiliate member shall be established in Article II of the Bylaws of the National Association of REALTORS®.

d. Affiliate, Public Service, Honorary and Student Members dues shall be established annually by the Board of Directors.

Section 3. Dues Payable. Dues for all members shall be payable annually and due by the date stated on the member account. (2011) Dues for new members shall be computed from the date of application and granting a provisional membership. ('09) Membership shall be prorated for the year from the date of application. Proration shall be on a quarterly basis. No refunds shall be made on dues. (5-97)

Section 4. Non-Payment of Dues. If dues are not paid by the date stated on the member account, the member will be assessed a late fee as established annually by the Board of Directors. (2023) If dues and late fee are not paid by December 31, membership will be terminated. A former member who has had their membership terminated may apply for reinstatement in the manner prescribed for new applicants for membership.(5-97)

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

Section 6. Funds of the Association. The Board of Directors shall administer the finances of the Association by preparing and monitoring the annual budget; reviewing monthly financial statements and annual tax returns; overseeing the activities of the Investment Working Group. The Investment Working Group, with a minimum of five members, one of whom shall be the Association Treasurer, and another a staff person designated by the Executive Vice President who serves as an ex officio member, reports to the Board of Directors quarterly. The Group recommends and monitors investment instruments of monies in excess of current needs within the parameters set by the Board of Directors. (9-98)

ARTICLE XI. Officers and Directors.

Section 1. Officers. The elective officers of the Association shall be: President Elect, Vice President, a Secretary and a Treasurer. Secretary and Treasurer may be the same person. Officers shall be elected for terms of one year, except that of Treasurer (or Secretary/Treasurer) who shall be elected for a two-year term. (rev. 9-00) The President Elect shall accede to the office of President at the conclusion of the incumbent President's term or when the office of the President is declared vacant by the Board of Directors for reason of resignation, incapacity or death.

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 by the Board of Directors.

Section 3. Directors. Six duly elected REALTOR® Members of the Association shall serve as the Directors of the Board. Directors shall be elected to serve for terms of two years. (2023) Thereafter, as many Directors shall be elected each year as are required to fill vacancies. Directors may serve no more than two consecutive terms. One affiliate Director may serve for one year, no more than two consecutive terms. (2016)

Section 4. Executive Committee

There shall be an Executive Committee consisting of the President, President-elect, Vice President, Secretary, Treasurer, Immediate Past President and Chief Executive Officer. (Amended 2005)

(a) The Executive Committee has the authority to meet, to discuss Association matters and to make recommendations to the Board of Directors. It also shall be authorized to make budgetary adjustments within a total line item, and to make decisions regarding policy interpretations between meetings of the Board of Directors.

(b) The Executive Committee shall report its actions to the Board of Directors as appropriate except for personnel issues. The Executive Committee shall meet upon the call of the President or three of the voting members, stating the time and place of the meeting. A majority of the voting members of the Executive Committee, one of which must be the President, shall constitute a quorum. Participation by conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other, shall constitute presence in person at a meeting. (2004)

Section 5. Governing Body of the Association/Board of Directors. The governing body of the Association shall consist of the elective officers, the immediate past president, who will serve for one year, and the local Directors of the Board and one affiliate member.

Affiliate Member Director

An affiliate may serve on the Board of Directors based on the following terms: The Affiliate has full voting rights, serves no longer than two terms and may not serve as an Officer. Affiliate members applying for consideration follow the same application and vetting process

(interviewed by the Nominating Committee) as an agent member would follow in applying to run for the Board of Directors.

Applications are reviewed by the Nominating Committee and those persons who meet the basic requirements of service to the Association, exhibit leadership characteristics and a willingness to dedicate time and energy will be considered for an interview by the Committee. The Committee can recommend all the applicants, one or none, but not more than three may be placed on the ballot. The candidate getting the highest number of votes receives the position. The election of an affiliate to the Board increases the number of elected Board members to 13. (2016)

Section 6. Chief Executive Officer. The Chief Executive Officer (CEO) is a salaried employee of the Fredericksburg Area Association of REALTORS®. The CEO reports directly to the President of the Fredericksburg Area Association of REALTORS®, who in turn reports to the Board of Directors.

Section 7. Multiple Listing Service.

(a) Authority. The Association of REALTORS® shall maintain for the use of its members a Multiple Listing Service which shall be subject to the Bylaws of the Association of REALTORS® and such Rules and Regulations as may be hereinafter adopted. The Association is a stockholder in Bright MLS, a regional MLS. (rev. 1999)

(b) Purpose. A Multiple Listing Service is a means by which authorized Participants make blanket unilateral offers of cooperation and compensation to the other Participants (acting as subagents, buyer agents, or on other agency or nonagency capacities defined by law (rev. 1999) by which cooperation among participants is enhanced; information is accumulated and disseminated to enable authorized Participants to prepare appraisal, analyses, and other valuations of real property for bonafide clients and customers ('09), by which Participants engaging in real estate appraisal contribute to common data bases, and is a facility for the orderly correlation and dissemination of listing information (among the Participants) so (that they) may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as procuring cause of sale (or lease).

(c) Participation. Any REALTOR® Member of this or any other Member Association, who is a principal, partner, corporate officer, or branch office manager acting on behalf of the principal, without further qualification, shall be eligible to participate in Multiple Listing Service 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 "Membership" or "Participation" unless such individual or firm

holds a current, valid real estate broker's license and offers or accepts ('09) compensation (rev.1999) 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.

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

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

applied in a nondiscriminatory manner to all participants and potential participants. (Adopted 11/08)

Section 8. Election of Officers and Directors.

- (a) During the first quarter of each year a Nominating Committee of seven (7) REALTOR® Members shall be appointed . The Nominating Committee shall consist of the Immediate Past President as Chairman, the President-Elect as Vice Chairman, the prior year's Chairman and four (4) members at large from the general membership of which no more than two (2) may be current local directors. The At-Large members must be or have been a director or officer or VAR Director or committee chairperson. Members of the Nominating Committee are appointed by the Committee Chairman subject to approval by the Board of Directors.

The Nominating Committee shall select one but not more than three (2011) nominees for each office to be filled. The report of the Nominating Committee shall be sent to each REALTOR® Member at least three weeks preceding the election. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least twenty percent of the REALTOR® Members. The petition shall be filed with the Secretary at least two weeks before the election. The Secretary shall send notice of such additional nominations to all REALTOR® Members before the election.

- (b) The election of Officers and Directors shall take place on election day, which shall coincide with the Annual Meeting in September. Election shall be by ballot and all votes shall be cast

- (1) in person at the annual meeting.
- (2) at the official polling place(s) during specified hours.
- (3) by approved electronic means using a certified ballot (8-99)

An absent Member shall be allowed to cast a vote, but only as provided below:

- (1) Any Member eligible to vote who cannot be present at the annual election have the ability to vote by approved electronic means

- (c) The President, with the approval of the Board of Directors, shall appoint an Election Committee of up to seven (7) REALTOR® members to conduct the election. In case of a tie vote, the issue will be determined by lot.

Section 9. Succession in Office.

Vacancies among Officers and the Board of Directors shall be filled by the Board of directors. In the event of the death, disability, resignation, or removal from office of the President, the President-Elect shall succeed to the Presidency and a President-Elect will be elected to serve the remainder of the term of office by the Board of Directors at a meeting called by the new President within (15) fifteen days of such occurrence. In the event of the death, disability, resignation, or removal from office of the President-Elect, the President shall, within (15) fifteen days of such occurrence, call a meeting of the Board of Directors to elect a successor. In the event of the death, disability, resignation, or removal from office of both the President and President-Elect, the Immediate Past President shall temporarily assume the duties of the office of the President and shall, within (15) fifteen days of such occurrence, call a meeting of the Board of Directors to elect successors. (Approved 9-98)

ARTICLE XII. Meetings.

Section 1. Annual Meetings. The annual meeting of the Association shall be held during September of each year - the date, place and hour to be designated by the Board of Directors.

Section 2. Meetings of Directors. The Board of Directors shall designate a regular time and place of meetings. Absence from three consecutive regular meetings without an excuse deemed valid by the Board of Directors shall be construed as resignation therefrom. Participation by conference call or similar communication equipment by means of which all persons participating in the meeting can hear each other, shall constitute presence in person at a meeting. (Approved 9-98)

Section 3. Other Meetings. Meetings of the members may be held at other times as the President or the Board of Directors may determine, or upon written request of at least ten percent of the REALTOR® Members.

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

Section 5. Quorum.

- (a) General Membership Meeting. A quorum for the transaction of business at the General Membership Meetings (scheduled or unscheduled) shall consist of no less than forty (40) REALTOR® Members in good standing.
- (b) Board of Directors Meetings. (Scheduled or unscheduled). A quorum for the transaction of business at the Board of Directors meeting shall consist of any number over one-half the membership of the Board of Directors.
- (c) Standing or Special Committees. (Scheduled or unscheduled). A quorum for the transaction of business at a Standing or Special Committee meeting shall consist of any number over one-half the membership of the Standing or Special Committee.

ARTICLE XIII. Committees.

- Section 1. Committees. The President shall appoint such committees as is deemed necessary.
Appointments to the Professional Standards Committee and Grievance Committee shall be consistent with the cooperative professional standards enforcement agreement of the Board.
- Section 2. Organization. All committees shall be of such size and shall have such duties, functions and powers as may be assigned to them by the President or the Board of Directors, except as otherwise provided in these Bylaws.
- Section 3. President. The President shall be ex-officio, a member of all standing committees and shall be notified of their meetings.

ARTICLE XIV. Fiscal and Elective Year.

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

ARTICLE XV. Rules of Order.

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

ARTICLE XVI. Amendments

- Section 1. These Bylaws may be amended by majority vote of the REALTOR® Members present and qualified to vote at any meeting at which a quorum is present or by approve electronic means, (8-99) provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting except that the Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy. Article IX may be amended only by a majority vote of all REALTOR® Members.
- Section 2. Notice in writing of all meetings at which such amendments are to be considered shall be given to every REALTOR® Member at least seven days prior to the time of the meeting.
- Section 3. Amendments to these Bylaws affecting the admission or qualifications of REALTOR® Members and Institute Affiliate Members, the use of the term REALTOR® and REALTORS®, or any alteration in the territorial jurisdiction of the Association shall become effective only upon their approval by the Board of Directors of the National Association.

ARTICLE XVII. Dissolution.

Upon the dissolution or winding up of the affairs of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Virginia Association of REALTORS®, or, within its discretion to any other nonprofit tax exempt organization.