



**BYLAWS OF THE
REALTOR® ASSOCIATION OF GREATER FORT LAUDERDALE, INC.
Effective February 10, 2009**

ARTICLE I - NAME

SECTION 1. NAME. The name of this Organization shall be the REALTOR® ASSOCIATION OF GREATER FORT LAUDERDALE, INC., hereinafter referred to as the "Association."

SECTION 2. ADDRESS. The physical and mailing address of the REALTOR® ASSOCIATION OF GREATER FORT LAUDERDALE, INC. is: 1765 Northeast 26 Street, Fort Lauderdale, Florida 33305-1438.

SECTION 3. REALTORS®. Inclusion and retention of the Registered Collective Marks 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 the Fort Lauderdale Area for the purpose of exerting a beneficial influence upon the profession and related interests.

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

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

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

SECTION 5. To unite those engaged in the real estate profession in the Fort Lauderdale area with the FLORIDA ASSOCIATION OF REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the state and nation and obtaining the benefits and privileges of membership therein.

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

ARTICLE III - JURISDICTION

SECTION 1. The territorial jurisdiction of the Association as a member of the NATIONAL ASSOCIATION OF REALTORS® is:

NORTHERN BOUNDARY: Beginning at the Atlantic Ocean, thence West along the Palm Beach/ Broward County line to Hendry County.

WESTERN BOUNDARY: Thence South on the Hendry/Collier/Broward County line to the South New River Canal.

SOUTHERN BOUNDARY: Beginning at the South New River Canal extended, thence East to the Dania cut-off Canal and the West and North City limits of Dania to the City limits of Hollywood, and East to the Atlantic Ocean.

EASTERN BOUNDARY: Thence North along the Atlantic Ocean to the Palm Beach/Broward County line.

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 the terms.

ARTICLE IV - MEMBERSHIP

SECTION 1. There shall be 10 classes of membership. The Board of Directors may establish other classes of membership at their discretion. Membership in the Association shall be individual, non-transferable and non-assignable. However, in the event of death, retirement, or other special circumstances, the Board of Directors may waive the payment of an application fee for the person replacing the Designated REALTOR[®] Member. Each Designated REALTOR[®] Member and REALTOR[®] Member shall, by virtue of membership in the local Association, hold membership in the Florida Association of REALTORS[®] and the NATIONAL ASSOCIATION OF REALTORS[®]. The Designated REALTOR[®] member shall be responsible and accountable to the Association for all his/her office and branch offices within the territorial jurisdiction of the Association, if any.

(a) REALTOR[®] MEMBERS: REALTOR[®] Members, whether primary or secondary shall be:

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

In the case of a real estate firm, partnership, or corporation, whose business activity is substantially all commercial, only those principals actively engaged in the real estate business in connection with the same office, or any other offices within the jurisdiction of the Association in which one of the firm's principals holds REALTOR[®] membership, shall be required to hold REALTOR[®] membership unless otherwise qualified for Institute Affiliate Membership as described in Section 1(b) of Article IV. (Amended 1/01)

(2) Individuals who are engaged in the real estate profession other than as sole proprietors, partners, or corporate officers, but who are in positions of management control may also hold REALTOR[®] membership in the Association.

(3) Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers and do not qualify for or seek Designated REALTOR[®] Membership as described in Article IV 1(a) above. Salesmen and other Associates of a real estate office shall be eligible for REALTOR[®] Membership if they are employed by, or affiliated as an independent contractor with a Designated REALTOR[®] Member as provided in this Article. REALTOR[®] Members may transfer to Designated REALTOR[®] Membership by meeting the requirements for such Membership as set out in ARTICLE V.

(4) Franchise REALTOR[®] Membership. Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions and the Commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR Constitution and Bylaws. Such individuals shall enjoy all the rights, privileges and obligations of REALTOR[®] membership (including compliance with the Code of Ethics) EXCEPT: obligations related to 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; the right to hold elective office in the local Board, State Association and National Association.

(5) Primary and secondary REALTOR[®] Members. An individual is a primary member if the Board/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 Board/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.

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

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

(c) AFFILIATE MEMBERS: 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 interests requiring information concerning real estate and are in sympathy with the objectives of the Association. An Affiliate shall not vote, hold elective office in the Association, nor use the term, "REALTOR®". Where a firm, partnership, or corporation makes application for Affiliate Membership, such Membership shall be held in the name of one person designated by the firm, partnership, or corporation. Such membership is transferable at the request of the corporation. Where an individual makes application for Affiliate Membership, such membership remains with that individual and is transferable with that individual if they move from one firm to another. Additional Affiliate Members, in the same firm, may be admitted to membership at reduced dues as determined annually by the Board of Directors.

(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) STUDENT MEMBERS: Student Members shall be individuals who are seeking an undergraduate or graduate degree with specialization or major in real estate, in 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 real estate business on their own account, nor associated with an established real estate office.

(f) LIFE MEMBERS: A Life members shall be former or current REALTOR® or members of the Association who have been recognized for outstanding performance in the service of the Association and furtherance of the principles and ideals of the Association, the Florida Association of REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®. To qualify for Life Membership the recipients must have been actively affiliated with or participated in the affairs of the Association for at least twenty (20) years. Nothing contained in these criteria is to be construed as automatically qualifying an individual for Life membership. The conferring of Life Membership shall not be an annual award, but subject to the discretion of the Board of Directors.

(g) HONORARY MEMBERS: Honorary Members shall be individuals who have performed notable service for the real estate profession, for the Association, or for the Public at large and shall be other than past or present members of the Association. The conferring of Honorary Membership shall not be an annual award, but subject to the discretion of the Board of Directors.

(h) CHARTER MEMBERS: Individuals who were active REALTOR® members of the Association at its inception.

(i) APPRAISER MEMBERS: Individuals engaged in the appraisal of real property and licensed by an appropriate state regulatory agency to engage in the appraisal of real property who wish to obtain membership and who are not eligible to hold membership under Section 1 (a) of Article IV. Active real estate licensees under Chapter 475, FS are ineligible for the category of Appraiser Member.

(j) PIONEER CLUB: REALTOR® members who have held membership in the Association for twenty-five (25) years or longer. These members will be recognized by the Association as determined by the Board of Directors and the Activities Committee of the Association.

ARTICLE V - QUALIFICATION, ELECTION AND TERMINATION OF MEMBERSHIP

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 of membership to thoroughly familiarize himself or herself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS[®], the Constitution, Bylaws, and Rules and Regulations of the Association, the Florida Association of REALTORS[®] and the NATIONAL ASSOCIATION OF REALTORS[®], and if a Designated REALTOR[®] or REALTOR[®] will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS[®] including the obligation to arbitrate controversies arising out of real estate transactions as specified in Article 17 of the Code of Ethics, and as further specified in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS[®], as from time to time amended, and

(2) that applicant consents that the Association, may invite and receive information and comment about applicant from any Member or other persons, and that applicant agrees that any information and comment furnished to the Association by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the form of application, have access to a copy of the Bylaws, Constitution, Rules and Regulations, and Code of Ethics referred to above.

SECTION 2. QUALIFICATIONS:

(a) APPLICATION FOR DESIGNATED REALTOR[®] MEMBERSHIP: An applicant for Designated REALTOR[®] Membership who is a principal, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Board of Directors that he/she is actively engaged in the real estate profession and maintains a current, valid real estate broker's license, or is licensed, certified or registered by the 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 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 local Association, the Bylaws of the Florida Association of REALTORS[®], and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS[®], and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Association, and shall agree that if elected to Membership, he/she 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[®] 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) APPLICATION FOR REALTOR[®] MEMBERSHIP: An applicant for REALTOR[®] Membership shall supply evidence to the Board of Directors that he/she is actively engaged in real estate profession, holds a current and valid Broker, Broker/Salesman's or Salesman's license, or is licensed, certified or registered by the appropriate state regulatory agency to engage in the appraisal of real property, and is employed by or is affiliated with a Designated REALTOR[®] Member as an independent contractor or employee, shall complete a course of instruction covering the Bylaws and Rules and Regulations of the local Association, the Bylaws of the Florida Association of REALTORS[®], 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 Board of Directors, and shall agree in writing that if elected to Membership, he/she will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS[®], and by the Constitution, Bylaws, Rules and Regulations of the local Association, the Florida Association of REALTORS[®] and the NATIONAL ASSOCIATION OF REALTORS[®]. (Revised 3/91)

(c) ADDITIONAL CONSIDERATIONS FOR DESIGNATED REALTOR[®] AND REALTOR[®] MEMBERSHIP: The Association will also consider the following in determining an applicant's qualifications for Designated REALTOR[®] and REALTOR[®] membership:

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

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

membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six months from the date that provisional membership is approved. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration request pending, the association may condition membership on the applicant's certification that 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 5/06)

SECTION 3. ELECTION AND REJECTION OF APPLICATIONS FOR DESIGNATED REALTOR®, AND REALTOR® MEMBERSHIP:

(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 the time specified by the Board of Directors, 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 or MLS services and any application fee.

(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 Board for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the termination violates no rights of the individual.

SECTION 4. NEW MEMBER CODE OF ETHICS ORIENTATION: Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have 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 the time prescribed by the Board of Directors, 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, 2001, through December 31, 2004, and for successive four year periods thereafter, each REALTOR® member of the association shall be required to complete quadrennial ethics training of not less than two hours and thirty minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another association, the Florida Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS®, from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any four year cycle shall not be required to complete additional ethics training until a new four year cycle commences.

Failure to satisfy this requirement shall be considered a violation of a membership duty for which REALTOR® membership shall be suspended until such time as the training is completed. (Adopted 1/01)

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

Failure to meet the requirement for the second (2005 through 2008) cycle and subsequent four (4)-year cycles will result in suspension of membership for the first two months (January and February) of the year following the end of any four (4)-year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated. (Adopted 1/01, revised 5/05)

SECTION 6. STATUS CHANGES.

(a) A Member who changes the conditions under which he/she holds membership shall be required to provide written notification to the Association within 30 days. A REALTOR® who becomes a principal in the firm with which he/she has been licensed or, alternatively, becomes a principal in a new firm where he/she will function as the Designated REALTOR®, may be required to satisfy any previously unsatisfied membership requirements

applicable to Designated REALTOR® 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 Designated REALTOR®. 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 Association of their change in status, their new membership application 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 Association's Bylaws.

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

(c) Local Association dues shall be prorated from the first day of the quarter in which the member is notified of election by the Board of Directors and shall be based on the new membership status for the remainder of the year.

SECTION 7. TERMINATION OF MEMBERSHIP.

(a) Membership can be terminated at any time a Member fails to maintain the qualifications required for applicants as established in Section 2 of ARTICLE V of the Bylaws. Membership can also be terminated for failure to comply with the provisions of these Bylaws, the Rules and Regulations referred to herein, the Code of Ethics and/or failure to pay dues and fees within the time prescribed. Before the Association should terminate the membership of any Members for any reason other than the non-payment of dues or fees, the Member should be afforded a full hearing in accordance with the Code of Ethics and Arbitration procedures as described and adopted by the Association in ARTICLE VII.

(b) If the Membership of a Member of this Association is terminated for any reason, such Member, (if deceased - his/her estate, heirs or assigns), shall not have any rights, title or interest in Association property by virtue of such Membership.

(c) Under no circumstances are application fees refundable except where a REALTOR® Member joins the Association and leaves before taking the Orientation Course, at which time a portion of the fee may be refundable at the discretion of the Board of Directors.

(d) Any Designated REALTOR® Member, REALTOR® Member, or secondary Member leaving the Association, while in good standing, may reapply in the same category of Membership, within a two year period, without further payment of an application fee, but subject to payment in full of any reinstatement fee as determined by the Board of Directors. However, if application is made within the two 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.

(e) Any Member expelled from the Association and wishing to reapply for Membership at a later date, in the same or other category of Membership, shall make application as set out herein, as though no previous

Membership had been held. Applicant shall make it known, however, in the new application the conditions under which the expulsion took place.

(f) Any Designated REALTOR[®], or REALTOR[®] Member who leaves the Association for any cause whatsoever, shall be advised immediately that he/she is no longer permitted to use the terms "REALTOR[®]" or "REALTORS[®]" nor use any forms in their possession bearing the name of the REALTOR[®] Association of Greater Fort Lauderdale, Inc., nor any certificates, nor insignia issued by the Florida Association of REALTORS[®] nor the NATIONAL ASSOCIATION OF REALTORS[®] and/or any other material which would indicate they are still a Member of the local, State or National Organizations.

ARTICLE VI - PRIVILEGES AND OBLIGATIONS

SECTION 1. The privileges and obligations of Members, in addition to those otherwise provided in these Bylaws, shall be as specified in this ARTICLE.

SECTION 2. SANCTIONS. Any Member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for violation of these Bylaws, and Association Rules and Regulations not inconsistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS[®]. Although Members other than Designated REALTORS[®] and REALTORS[®] are not subject to the Code of Ethics, nor its enforcement by the Association, such Members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS[®] and conduct their business and professional practices accordingly. Further, Members other than Designated REALTORS[®] and REALTORS[®], may, upon action of the Board of Directors, 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 non-discriminatory basis, reflects adversely on the terms "REALTOR[®]" or "REALTORS[®]", and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local Association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS[®].

SECTION 3. DISCIPLINE.

(a) Any Designated REALTOR[®] or REALTOR[®] 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 NATIONAL ASSOCIATION OF REALTORS[®], 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.

(b) Members of the Association may be disciplined by the Board of Directors for misconduct or conduct detrimental to the Association that shall include, but not limited to the following: Engaging in a course of conduct or repeatedly committing act(s) that is/are disruptive of the legitimate Association business activity as conducted by the Association Chief Executive Officer, the Association staff, and/or the Association Officers and Directors. As used in this section of Article VI, "course of conduct" shall mean a pattern of actions composed of more than one act over a period of time, however short, evidencing a continuity of conduct. The term includes lewd, lascivious, threatening or obscene words, language, drawings, caricatures or actions that include strikes, shoves, kicks, or other similar physical contact, or attempts to threaten to do the same, and that serve no legitimate purpose.

Any complaint alleging conduct of the nature described in the preceding paragraph shall be heard by the Board of Directors at a special meeting called by the President where an evidentiary hearing shall take place. The procedures for notice, time of hearing, and conduct of the hearing prescribed for matters before an Ethics Hearing Panel set forth in the NATIONAL ASSOCIATION OF REALTORS[®] Code of Ethics and Arbitration Manual shall apply. The questions of fact for the Directors to decide will be whether the person whose conduct is complained of has engaged in such conduct and if so, whether the conduct was engaged in with a lack of legitimate reason and whether the acts or course of conduct interfered with the legitimate business purposes of the Association. Such must be established by clear and convincing evidence. The Board of Directors shall determine the appropriate sanction to impose from those authorized in the Code of Ethics and Arbitration Manual. The sanction of termination of membership may only be imposed if approved by a two-thirds vote of those Directors present at the special meeting.

Nothing in this section is intended to preclude discipline of members for other reasons as may be provided for in the other sections of the Bylaws of the Association or as provided by the NATIONAL ASSOCIATION OF REALTORS[®] Code of Ethics and Arbitration Manual.

(c) The real estate practice of REALTOR[®] Members of any firms, partnerships or corporations with which a REALTOR[®] Member is associated shall be conducted in compliance with the Bylaws and the Rules and Regulations of this ASSOCIATION which pertain to the conduct of real estate practice and in full accord with the Constitution and Bylaws and the Code of Ethics of the National Association of REALTORS[®].

(d) When a Designated REALTOR[®] resigns from or loses membership in the ASSOCIATION for any reason, the firm shall have thirty (30) days, unless extended by the Board of Directors, in which to name another Designated REALTOR[®] without loss to the firm of ASSOCIATION or Multiple Listing Service benefits.

SECTION 4. RESIGNATIONS. 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 Association for dues, fee, fines, or other assessments of the Association or any of its services, departments, divisions, or subsidiaries, the Association may condition the right of the resigning Member to reapply for Membership upon payment in full of all such monies owed.

SECTION 5. RESIGNATIONS WITH PENDING COMPLAINTS. If a member resigns from the Association 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 will abide by the decision of the hearing panel. If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR[®].

SECTION 6. DESIGNATED REALTOR[®] AND REALTOR[®] MEMBERS.

(a) DESIGNATED REALTOR[®] and REALTOR[®] Members, whether primary or secondary, in good standing whose financial obligations to the Association are paid in full shall be entitled to vote and hold elective office in the Association; may use the terms "REALTOR[®]" and "REALTORS[®]", which use shall be subject to the provisions of ARTICLE VIII; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Association and the real estate profession.

(b) If a Designated REALTOR[®] or REALTOR[®] Member is a sole proprietor in a firm, a partner in a partnership or an officer in a corporation, and is suspended or expelled, the firm, partnership or corporation shall not use the terms REALTOR[®] or REALTORS[®] in connection with its business during the period of suspension, or until readmission to REALTOR[®] membership, or unless connection with the firm, partnership or corporation is severed, or management control is relinquished, whichever may apply. The membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member, or until readmission of the disciplined Member or unless connection of the disciplined Member with the firm, partnership or corporation is severed, or unless the REALTOR[®] who is suspended or expelled removes himself from any form or degree of management control of the firm for the term of the suspension or until readmission to membership, whichever may apply. Removal of an individual from any form or degree of management control must be certified to the Association by the Member who is being suspended or expelled and by the individual who is assuming management control, and the signatures of such certification must be notarized. In the event the suspended or expelled Member is so certified to have relinquished all form or degree of management control of the firm, the membership of other partners, corporate officers, or other individuals affiliated with the firm shall not be affected, and the firm, partnership or corporation may continue to use the terms REALTOR[®] and REALTORS[®] in connection with its business during the period of suspension or until the former Member is admitted to membership in the Association.

The foregoing is not intended to preclude a suspended or expelled Member from functioning as an employee or independent contractor, providing no management control is exercised. Further, the membership of REALTORS[®] other than principals who are employed or affiliated as independent contractors with the disciplined Member shall suspend or terminate during the period of suspension of the disciplined Member or until readmission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, or management control is relinquished, or unless the REALTOR[®] Member (non-principal) elects to sever his connection with the REALTOR[®] and affiliate with another REALTOR[®] Member in good standing in the Association, whichever may apply. If a REALTOR[®] Member other than a sole proprietor in a firm, partner in a partnership, or an officer of a corporation is suspended or expelled, the use of the terms REALTOR[®] or REALTORS[®] by the firm, partnership or corporation shall not be affected.

(c) In any action taken against a Designated REALTOR[®] Member for suspension or expulsion under Section 6 (b) hereof, notice of such action shall be given to all REALTOR[®] Members employed by or

affiliated as independent contractors with such Designated REALTOR[®] Member and they shall be advised that the provision in ARTICLE VI, Section 6(b) shall apply.

SECTION 7. INSTITUTE AFFILIATE MEMBERS. Institute Affiliate Members shall have the 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[®], 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.

SECTION 8. AFFILIATE MEMBERS. Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors, including the right to serve on certain committees at the discretion of 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. LIFE MEMBERS. Life members shall have all the privileges and rights as well as the responsibilities they previously enjoyed under the particular category of membership held by such individuals at the time Life membership was conferred upon them. A benefit of Life membership will be the waiver of the local Association portion of any dues.

SECTION 11. HONORARY MEMBERS. Honorary Membership shall confer only the right to attend meetings and participate in discussions.

SECTION 12. STUDENT MEMBERS. Student Members shall have rights and privileges and shall be subject to such obligations prescribed by the Board of Directors.

SECTION 13. CERTIFICATION BY REALTOR[®]. Designated REALTOR[®] Members of the Association shall certify to the Association during the month of June, on a form provided by the Association, a complete listing of all individuals licensed or certified with the Designated REALTOR[®] Member's firm(s) and shall designate a primary Board for each individual. 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 30 days of the date of affiliation or severance of the individual.

SECTION 14. HARASSMENT. Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an Association 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 online through <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 Association and of the Association Members relating to the enforcement of the Code of Ethics, the Bylaws and Rules of Operation of this Association of REALTORS[®], 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 Florida law shall be deleted or amended to comply with Florida law.

SECTION 2. It shall be the duty and responsibility of every Designated REALTOR[®] and REALTOR[®] Member of this Association to abide by the Constitution and Bylaws and the Rules and Regulations of the Association, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS[®], and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS[®], including the duty to arbitrate controversies arising out of real estate transactions as specified by ARTICLE 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS[®] as from time to time amended.

SECTION 3. The recipient of an award in arbitration may be advised by the Association of his/her statutory right to seek judicial enforcement of the award and may seek financial assistance for such judicial enforcement from the Legal Protection Committee of the Association.

ARTICLE VIII - USE OF THE TERMS "REALTOR[®]" AND "REALTORS[®]"

SECTION 1. Use of the terms "REALTOR[®]", AND "REALTORS[®]" by Members shall at all times be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS[®] and to the Rules and Regulations prescribed by its Board of Directors. The Association shall have the authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS[®], the 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 06/2006)

SECTION 2. Designated REALTOR[®] and REALTOR[®] Members of the Association shall have the privilege of using the terms "REALTOR[®]" and "REALTORS[®]" in connection with their places of business within the State or a state contiguous thereto so long as they remain Designated REALTOR[®] or 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 Association of 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[®].

SECTION 5. REALTOR[®] Members of the Association are urged to identify themselves as REALTORS[®] and to use the term in accordance with the regulations governing its use in their advertising, correspondence, signs and promotion and educational activities.

ARTICLE IX - STATE AND NATIONAL MEMBERSHIPS.

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

SECTION 2. The Association recognizes the exclusive property right 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 OF REALTORS® or upon a determination by the Board of Directors of the NATIONAL ASSOCIATION that it has violated the conditions imposed upon the terms.

SECTION 3. The Association adopts the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and agrees to enforce that Code among its Designated REALTOR® and 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 OF REALTORS® and the Florida Association of REALTORS®.

ARTICLE X - DUES, FEES AND FINANCES.

SECTION 1. APPLICATION FEES. The Board of Directors may adopt an application fee for Designated REALTOR® and REALTOR® Members, in reasonable amount, not to exceed three times the amount of the annual dues for the applicable category of Membership. The application fee shall accompany each application and shall become the property of the Association upon final approval of the application, or shall be refunded if the application is not approved. 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.

SECTION 2. DUES.

(a) The dues for 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 Designated REALTOR® Member, and (2) who are not REALTOR® Members, or Institute Affiliate Members of any Board/Association in the State. 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 Article 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 1/01)

(b) For the purpose of this section, a REALTOR® Member of the Association shall be held to be any member who has a place 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 business 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 (b) 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.

Upon payment to the Association of the dues required under Section 2 hereof, each Designated REALTOR® and REALTOR® shall be deemed respectively a REALTOR® Member in good standing with the Florida Association of REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®.

A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the Association on a form approved by the Association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, managing, counseling or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for the purposes of this Section and shall not be included in calculating the annual dues of the Designated REALTOR®.

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

(c) Dues for other categories of Membership shall be in such amounts as established annually by the Board of Directors.

(d) The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

NOTE: The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate Members (\$75.00). The National Association shall credit \$25.00 to the account of a local association for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the \$25.00 amount will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the other board. The National Association shall also credit \$25.00 to the account of state associations for each Institute Affiliate Member whose office address is located within the territorial jurisdiction of the state association. Local and state associations may not establish any additional entrance, initiation fees or dues for Institute Affiliate Members, but may provide service packages to which Institute Affiliate Members may voluntarily subscribe.

(e) Dues for each classification of Membership shall be published and distributed to all Members and shall be published and redistributed to all Members when changes in dues are approved by the Board of Directors.

(f) Dues will not be refunded except as authorized by the Board of Directors.

SECTION 3. DUES PAYABLE. Dues for all members shall be payable annually in advance on or before October 1st. Members who have not paid their dues in full by October 31st will be charged a service fee as determined by the Board of Directors. Each application for membership shall be accompanied by payment in full of a pro-rated portion of the dues for the year in which the application was made. Dues for new members shall be computed from date of application and granting of provisional membership.

(a) In the event a sales licensee or licensed, registered or certified appraiser who holds REALTOR® membership is dropped for non-payment of Association dues, and that licensee or appraiser remains with the Designated REALTOR®'s firm, the dues obligation of the Designated REALTOR® will be increased to reflect the addition of a non-member licensee or appraiser. Such increased dues must then be paid in full within 14 days of the date such non-member licensee is dropped from membership in the Association. Dues shall be calculated from the first day of the current fiscal year.

SECTION 4. NONPAYMENT OF FINANCIAL OBLIGATIONS. If dues, fees, fines, or other assessments including amounts owed to the Association or the Association'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 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 non-payment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former Member who has had his/her membership terminated for non-payment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Association or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination. Provided, however, that a former Member who makes application for reinstatement shall, in addition to making payment in full of all accounts due as of the date of termination, pay the prescribed application fee for that category of membership.

SECTION 5. 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 SECTION 4 of ARTICLE X which 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.

SECTION 6. DEPOSITS. Deposits of funds shall be in accordance with policies established by the Board of Directors.

SECTION 7. EXPENDITURES. The Board of Directors shall administer the finances of the Association, but shall not incur any obligation in excess of the amount authorized by the Charter.

SECTION 8. NOTICE OF DUES, FEES, FINES, ASSESSMENTS, AND OTHER FINANCIAL OBLIGATIONS OF MEMBERS. All dues, fees, fines, assessments, or other financial obligations to the Association or Association Multiple Listing Service shall be noticed to the delinquent Association Member in writing, setting forth the amount owed and due date.

SECTION 9. DUES FOR REALTOR® EMERITI AND LIFE MEMBERS.

The local dues of REALTOR® Members who are REALTOR® Emeriti (as recognized by the National Association) and Life Members of the Association shall be waived. The state and national dues to the Association for such Members will be as determined by the Board of Directors from time to time.

ARTICLE XI - OFFICERS AND DIRECTORS OF THE ASSOCIATION

SECTION 1. OFFICERS. The elected Officers of the Association shall be a President and a President-Elect, elected by a plurality vote of the general membership. A Vice President, a Secretary and a Treasurer will be appointed by a majority vote of the newly elected Board of Directors at its first official meeting at which a quorum is present. The Society of Commercial REALTORS®, appointed representative to the REALTOR® Association of Greater Fort Lauderdale's Board of Directors can serve as vice president, treasurer or secretary, as long as that appointed representative has met all the criteria of Article XI, Section 3 of the REALTOR® Association of Greater Fort Lauderdale's Bylaws.

SECTION 2. QUALIFICATIONS OF PRESIDENT-ELECT. The President-Elect shall have served on the Board of Directors for at least two years, or served on the Board of Directors for at least one year and served as a Committee chairman of a Standing Committee of the REALTOR® Association of Greater Fort Lauderdale, Inc. for at least one year, during the five years immediately preceding the date of election.

SECTION 3. QUALIFICATIONS OF DIRECTORS. Directors shall have served on a Committee, Task Force or Work Group of the REALTOR® Association of Greater Fort Lauderdale, Inc. during two preceding administrations or served as chairman of a Committee, Task Force or Work Group of the REALTOR® Association of Greater Fort Lauderdale, Inc. at any time during the five years preceding the date of election. No more than three Directors can be members of the same firm. Any Director who has served an uninterrupted period of four (4) years, is qualified to be re-elected as a Director after one (1) full year of absence from the Board of Directors, unless he or she is running for President-Elect. Past Presidents are not qualified to serve on the Board of Directors until five (5) years have elapsed following their service as Immediate Past President, or after five (5) years have elapsed following their service as President, in the event the President does not serve as the Immediate Past President.

SECTION 4. BOARD OF DIRECTORS. The Association's governing body shall be a Board of Directors consisting of the following: President, President-Elect, Vice President, Treasurer, Secretary; four (4) Directors-At-Large, the Immediate Past President, plus a representative of the Board of Directors of the Society of Commercial REALTORS® serving as a Director, who will serve a one-year term.

SECTION 5. TERMS OF ELECTED OFFICERS AND DIRECTORS-AT-LARGE. Directors will be elected for two-year terms. REALTORS® may serve as Officers or Directors-at-Large for a consecutive period of no more than two (2) consecutive two-year terms, except in the event an Officer or Director-at-Large is elected as President-Elect and in the event a Board member has been appointed or elected to the Board of Directors to fill a vacancy pursuant to these Bylaws. The President-Elect will automatically become the President in the succeeding year and the Immediate Past President thereafter. The Immediate Past President shall automatically serve a one-year term. An elected Officer or Director may complete serving a particular year during his/her term of office, if during that particular year of office for which he/she is elected, circumstances change which result in more than three (3) directors from the same firm serving on the Board of Directors, and the President-Elect shall serve as president.

SECTION 6. VACANCIES. Vacancies among the Officers and the Board of Directors shall be filled by a two-thirds (2/3) vote of the Board of Directors and such Officers and Directors shall serve until the next election, at which time the members will vote to fill the vacancy for the remainder of that two-year term in order to maintain

the staggering. The vacancy will be filled by the eligible candidate receiving the next highest number of votes after the positions for the two-year terms have been filled. In the event an elected Director or Officer resigns prior to installation, the seat can only be filled after the installation of the incoming Board of Directors and not by the sitting Board of Directors. However, the Immediate Past President position, if vacated, shall remain vacant until the next installation.

SECTION 7. DISQUALIFICATION OF OFFICERS AND DIRECTORS. - Notwithstanding anything contained in Article XI, Section 8, in any fiscal year an Officer or Director who fails to attend four (4) regularly called Directors' meetings or three (3) consecutive regularly called Directors' meetings, shall be deemed disqualified and said office would become vacant upon ratification by a two thirds (2/3) vote of the Board of Directors at a regularly called meeting. (Revised 5/94)

SECTION 8. REMOVAL OF OFFICERS OR DIRECTORS. In the event that an Officer or Director is deemed incapable of fulfilling the duties for which elected, but will not resign voluntarily, the Officer or Director may be removed from office under the following procedures:

(a) FORM OF PETITION. A petition requiring the removal of an Officer or Director of the Association signed by no less than one tenth of the voting Membership of the Association, or a majority of the Board of Directors, shall be filed with the President, or if the President is the subject of the petition, with the President-Elect, and shall specifically set forth the reasons the individual is deemed disqualified from further service.

(b) SPECIAL MEETING. Upon receipt of the petition, and no less than twenty days or more than forty-five days thereafter, a special meeting of the voting Membership of the Association shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director of the Association and to render a decision on such petition.

(c) NOTICE OF SPECIAL MEETING. 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 Association, unless the President's continued service in office is being considered when the meeting shall be conducted by the President-Elect. Provided a quorum is present, a three-fourths vote of Members present and voting shall be required for removal from office.

SECTION 9. DUTIES OF DIRECTORS.

(a) ASSOCIATION PROPERTY AND AFFAIRS. The property and affairs of the Association shall be administered by the Board of Directors. They shall have 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 XI, Section 8.)

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

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

(d) EMPLOYMENT OF STAFF AND AGENTS. The Directors may also designate or employ such assistant secretaries, treasurers, executive officers or other officers, agents or employees, at such remuneration, for such period of time, and with such powers and duties as they may determine and prescribe.

(e) CONTROL OF ASSOCIATION FUNDS. The Directors shall have jurisdiction over the funds of the Association.

SECTION 10. DUTIES OF OFFICERS.

(a) PRESIDENT. The President shall preside at all meetings of the Board of Directors or Membership meetings; shall with the Secretary or Treasurer or other signing officer, sign all contracts and obligations of the Association and shall exercise the usual functions, powers and duties pertaining to the office as President of the Association.

(b) PRESIDENT-ELECT. It shall be the duty of the President-Elect to assist the President with duties, as assigned from time to time, and to perform the President's duties in the President's absence. The

President-Elect shall be authorized to make such tentative appointments as are necessary for the performance of duties as President in the succeeding year.

(c) VICE PRESIDENT. It shall be the duty of the Vice President to assist the President and President-Elect with duties as assigned from time to time, and in the absence of the President and President-Elect, to serve in their place and preside over any meeting of the Association.

(d) SECRETARY. The Secretary shall keep the minutes and records of the Association and the Board of Directors, in addition to other duties as may be prescribed by the Board of Directors from time to time. The Secretary may, with another signing officer of the Association, sign all written contracts and obligations of the Association and have custody of the Corporate Seal and shall otherwise perform the usual duties pertaining to this office.

(e) TREASURER. The Treasurer shall collect and receive all monies due and belonging to the Association and shall have custody of the funds, securities and title deeds thereof. The Treasurer shall keep regular and accurate accounts and submit reports when requested to do so by the Board of Directors. The Treasurer may, with another signing officer of the Association, sign all financial obligations of the Association and shall submit an annual report showing the financial condition of the Association, which may be made available to the general Membership, and otherwise perform the usual duties pertaining to this office.

(f) POWER TO SIGN CONTRACTS. In the event of the incapacity of any of the officers to sign contracts or obligations, then, at the discretion of the Board of Directors, any two officers may sign.

(g) SURETY BONDS. Any officer or employee who handles Association funds, shall furnish a surety bond in such amount as the Board of Directors shall deem necessary, the cost to be paid by the Association.

SECTION 11. ELECTION OF OFFICERS AND DIRECTORS.

(a) CANDIDATES FOR ELECTION. Any qualified REALTOR[®] who wishes to be considered for any office, including any Officer position or a position as Director-At-Large, shall complete a standard form resume, clearly indicating the type of office sought, and submit same to the Chief Executive Officer, by a date to be determined by the Board of Directors, but no later than 60 days prior to the week set for elections. Such resume shall require that the candidate provide information in standard form covering his activities with the local Association, the State Association, the National Association, local Community Service and any Awards or special recognition received, during the five years immediately preceding the election year. Once such standard form resume has been filed it cannot be amended or altered in any way and may not be disclosed to anyone, until published to all members. Each candidate may include his/her photograph with the application to run for office. All candidates for election shall be fully apprised of the duties and responsibilities associated with each office sought.

(1) Any Director who places his name in nomination for a particular office forfeits his right to complete his term as a Director in the event he is not elected to the office sought. A Member may not be a candidate for more than one position on the Board at the same time; that is, no Member can be a candidate for an Officer Position at the same time as a candidate for a position as Director-At-Large.

(2) In the event that any Officer or Director position remains vacant with no candidates for election, such fact shall be published to the membership at large and the deadline for filing extended for two calendar weeks. After such period of extension has expired and in the event that any Officer or Director position still remains vacant, then the Board of Directors shall actively seek out and invite qualified REALTOR[®] members to seek election to such vacant office or offices. In such case, no less than two candidates shall appear on the official ballot for each vacant position.

(b) NOTICE OF ELECTIONS. The Association will publish to all members, the standard form resumes of all qualified candidates for Officers or Directors of the Association.

(c) TIME OF ELECTIONS. The date and time of elections each year will be as determined by the Board of Directors.

(d) ELECTION PROCEDURES. All Designated REALTOR[®] and REALTOR[®] members will be eligible to vote in the annual elections of the Association. The elections will be conducted by a mail-in or drop-off ballot procedures or by Internet On-Line ballot procedures approved by the Board of Directors on April 23, 2003, or by other policies adopted by the Board of Directors, which policies shall be adopted no later than 90 days prior to the week set for the elections. A member shall also be allowed to cast a ballot in person in accordance with

policies approved by the Board of Directors, so long as only one vote is cast by the member. Only those real estate licensees or certified appraisers who have complied with the Association orientation requirements and been admitted to full REALTOR® membership will be included on the Voting Rolls and permitted to vote. The Voting Rolls will close and be certified as correct by the Chief Executive Officer seven (7) calendar days prior to mailing official ballots. Members and applicants for membership not included on the certified Voting Rolls will not be permitted to vote unless it can be shown that their names have been omitted in error. For election procedures, proxy votes will not be allowed.

(e) BOARD OF TELLERS. The President shall each year, appoint a Board of Tellers to count the paper ballots and to certify the Internet On-Line ballots. The Board of Tellers shall include a Past President of the Association, a Designated REALTOR® and a REALTOR®. The Board of Tellers will count the paper ballots, certify the Internet On-Line ballots, and announce the results of the elections by 5:00pm on the day after the elections close. All eligible candidates shall be elected by a plurality vote.

(f) PROCEDURE FOR RESOLVING TIE VOTES. In the event of a tie vote, the successful candidate shall be determined by run-off election.

(g) INSTALLATION OF OFFICERS AND DIRECTORS. The newly elected Directors shall be inducted into office at an Installation Ceremony.

SECTION 12. 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 Association. The Chief Executive Officer 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 MEMBERSHIP MEETING. The annual meeting of the Association Membership shall be held at a time, date and place to be designated by the Board of Directors.

SECTION 2. MEETING OF DIRECTORS. The Directors shall designate a regular time and place of meetings for the coming year. A quorum for the transaction of business shall be a majority of the total number of Directors. Special meetings may be called at any time by the President, or by a majority of the Directors. Notice of such special meetings shall be given to all the Directors at least 48 hours in advance of the meeting.

SECTION 3. OTHER MEETINGS. Meetings of the Membership may be held at such other times as the President or the Board of Directors may determine, or upon written request of at least ten percent (10%) of the voting members.

SECTION 4. NOTICE OF MEMBERSHIP MEETINGS. Written notice shall be given to Members entitled to participate in the meeting at least two (2) weeks in advance of the meeting. If a special meeting, the notice shall be accompanied by a statement of the purpose of the meeting.

SECTION 5. QUORUM. A quorum for the transaction of business at Membership Meetings shall consist of three (3) percent of the Designated REALTOR® and REALTOR® members in good standing.

SECTION 6. 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 a consent in writing, setting forth the action so taken shall be signed by all of the directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All 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 unanimously approved the consent unless the consent specifies a different effective date.

ARTICLE XIII - COMMITTEES.

SECTION 1. COMMITTEES. The President shall each year, subject to confirmation of the Board of Directors, appoint Committees, representative of the Membership as a whole. The Board of Directors may direct the President to appoint specific Committees. The Committees may include the following:

Activities
Charter & Bylaws
Legal Protection
Multiple Listing Policy
REALTOR®/Lawyer

Audit & Finance
Government Affairs
Leadership Development
Professional Development
REALTORS® Political Action Committee

Awards
Grievance
Member Services
Professional Standards
Strategic Planning

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 determined by the Board of Directors and included in the Association Policy Manual, except as otherwise provided in these Bylaws.

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

(c) At Committee meetings, a third of the Committee shall constitute a quorum.

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

SECTION 4. PRESIDENT. The President shall be an ex-officio voting member 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.

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 simultaneously hear each other. Such participation shall be at the discretion of the President and shall constitute presence at the meeting.

ARTICLE XIV - FISCAL AND ELECTIVE YEAR.

The fiscal and elective year of the Association shall be as determined from time to time by the Board of Directors.

ARTICLE XV - RULES OF ORDER.

Roberts 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 and/or the Charter may be amended by a majority vote of the Members qualified to vote who vote by Internet On-Line ballot, or who mail, fax or drop off an official ballot to the association within the time frame specified in the call for the amendment and/or are present at any meeting at which a quorum is present, or who vote by other procedures adopted by the Board of Directors 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 NATIONAL ASSOCIATION OF REALTORS®, Policy.

SECTION 2. Bylaw amendment ballots shall be provided to all voting Members at least one week prior to the deadline for ballots to be returned to the Association.

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

ARTICLE XVII - DISSOLUTION.

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

ARTICLE XVIII - MULTIPLE LISTING/INFORMATION SYSTEMS.

SECTION 1. AUTHORITY. The REALTOR[®] Association of Greater Fort Lauderdale shall maintain, for the use of its Members, a Multiple Listing Service which shall be subject to the Bylaws of the Association and such Rules and Regulations as may be hereinafter adopted.

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 non-agency capacities defined by law); by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized Participants to prepare appraisals, analyses and other valuations of real property for bona fide clients and customers; by which Participants engaging in real estate appraisal contribute to common data bases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as a procuring cause of the sale (or lease). (Amended 1/05)

SECTION 3. PARTICIPATION. Any Designated REALTOR[®] or REALTOR[®] member of this or any other Member Board/Association who is a principal, partner, corporate officer or branch manager acting on behalf of a principal, without further qualification, 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 Florida 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 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)

SECTION 3 (a): NON-MEMBER PARTICIPATION: A non-member applicant for MLS Participation who is a principal, partner, corporate officer or branch office manager acting on behalf of a principal shall supply evidence satisfactory to the Membership Committee that he has no record of recent or pending bankruptcy*, has no record of official sanctions involving unprofessional conduct**, agrees to complete a course of indoctrination covering the MLS Rules and Regulations, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the MLS, and shall agree that if elected as a Participant, he will abide by such rules and

regulations and pay the MLS fees and dues, including any non-member fee differential, as from time to time established. Under no circumstances is any individual or firm entitled to Multiple Listing Service "Membership" or "Participation" unless they hold a current, valid Florida real estate broker's license and offer or accept compensation to and from other participants. Use of information developed by or published by the Multiple Listing Service is strictly limited to the activities authorized under a Participant's licensure(s) and unauthorized uses are prohibited. (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)

* NO RECORD OF OFFICIAL SANCTIONS INVOLVING UNPROFESSIONAL CONDUCT is intended to mean that the MLS may only consider judgements within the past three (3) years of violations of (1) civil rights laws; (2) real estate license laws; (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.

** NO RECENT OR PENDING BANKRUPTCY is intended to mean that the applicant or any real estate firm in which the applicant is a sole proprietor, general partner, or corporate officer 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, participation may not be rejected unless the MLS establishes that its interests and those of its Participants and the public could not be adequately protected by requiring that the bankrupt applicant pay cash in advance for MLS fees for up to one (1) year from the date that participation is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that an existing Participant initiates bankruptcy proceedings, the Participant may be placed on a "cash basis" from the date that bankruptcy is initiated until one (1) year from the date that the Participant has been discharged from bankruptcy.

NON-MEMBER PARTICIPATION DEFINED. Participation in the Service is also available to the firm, partnership, or corporation of a non-member principal who meets the qualifications established in the Association's Bylaws and these MLS Rules and Regulations. 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 Florida real estate broker's license and offer or accept compensation to and from other participants. Use of information developed by or published by a Board/Association Multiple Listing Service is strictly limited to the activities authorized under a Participant's licensure(s) 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 a Board/Association Multiple Listing Service, where access to such information is prohibited by law. The non-member principal of any firm, partnership, or corporation or the branch office manager designated by said firm, partnership, or corporation shall be termed the "Participant" in the Service and shall have all the rights, benefits and privileges of the Service, and shall accept all obligations to the Service for the Participant's firm, partnership or corporation, and for compliance with the Bylaws and Rules and Regulations of the Service by all persons affiliated with the Participant who utilize the Service. Such non-member Participant further acknowledges that he is responsible for payment of additional dues, fees and assessments in

respect of every real estate licensee affiliated with the firm, partnership or corporation under the same formula as established for the payment of dues and fees by Designated REALTOR[®] members of the Association in respect of non-member licensees, as set out in Article X, Sections 2, 3 and 4 of these Bylaws.

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

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

SECTION 4. SUPERVISION. The activity shall be operated under the supervision of the Multiple Listing Policy Committee, in accordance with the Rules and Regulations of the Multiple Listing Service, subject to the approval of the Board of Directors.

SECTION 5. APPOINTMENT OF COMMITTEE. The President shall appoint, subject to confirmation by the Board of Directors, a Multiple Listing Policy Committee of twenty REALTOR[®] Members, no less than five of whom shall be Designated REALTORS[®] and participants in the Multiple Listing Service. The Committee Members so named shall serve two-year terms. Initially 10 Committee members are to be appointed for a two year term and 10 Committee members for a one year term. The Chairman shall be designated by the President.

SECTION 6. VACANCIES. Vacancies in unexpired terms shall be filled as in the case of original appointees.

SECTION 7. ATTENDANCE. Any Committee Member who fails to attend three consecutive regular or special meetings of the Committee, without excuse acceptable to the Chairman of the Committee, shall be deemed to have resigned from the Committee and the vacancy shall be filled as herein provided for original appointees.

SECTION 8. ACCESS TO COMPARABLE AND STATISTICAL INFORMATION. REALTORS[®] 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 these members and individuals affiliated with these 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. MLS Participants, who are not Association members, are specifically excluded from access to such "Comparable" information, "Sold" information, and statistical reports as such information is strictly a service of the Association and access is limited to Association members. REALTORS[®] who receive such information, whether as an Association service or through the Association's MLS, are subject to the applicable provisions of the MLS Rules and Regulations whether they participate in MLS or not. (Amended 11/04 and 1/05)

ARTICLE XIX - SUBSIDIARY ENTITIES

In the event this corporation is or ever becomes owner of any stock of any other corporation or is or ever becomes owner of any other business interest or entity, then and in such event the then current Board of Directors of this

corporation shall, consistent with the Charter, Bylaws or contractual commitments of such other corporation, appoint the manager or managers thereof. If the said corporation or other business entity is a REALTOR®-related one, the said Board of Directors shall, in making all such appointments, nevertheless take into consideration the number of years of REALTOR® Membership, number of years of active participation, office location, other experience in real estate and related fields, prior service as an executive officer or member of the Board of Directors of this corporation and any and all other related factors to the end that such other real estate related entity may have as its Board of Directors or managers, as the case may be, persons who, as a group, truly and well represent the varied activities and interests of this corporation.

Appointment, nevertheless, shall be open only to any REALTOR® Member of this corporation who has agreed, in writing, to conform to the Charter and Bylaws or other contractual commitments of such other business entity.

Vacancies and unexpired terms shall be filled by appointment as with original appointees.

In the event the term of office of such appointees shall terminate while the then current Board of this corporation is holding office, it shall nevertheless have authority to appoint a successor Board pursuant to the terms hereof.

Nothing contained herein shall prevent, however, the members of the Board of Directors of this corporation from receiving notice of the meetings.

Removal of such appointees shall be made by a majority of the Board of Directors of this corporation present and voting at any meeting called for such purposes, for malfeasance, misfeasance or nonfeasance of the office.

ARTICLE XX - LEGAL PROTECTION/ASSISTANCE FUND

SECTION 1. AUTHORITY. The REALTOR® Association of Greater Fort Lauderdale shall maintain a Legal Protection Fund.

SECTION 2. PURPOSE. The Legal Protection Fund shall be established for the purpose of protecting and defending the Association, its Officers, Directors, Members and Employees, past and present, in litigation or judicial actions not covered by, or beyond the scope of, recognized Errors and Omissions insurance coverage, in such matters as are considered by the Board of Directors to be in the best interests of the Association and/or the Florida Association of REALTORS® and/or the NATIONAL ASSOCIATION OF REALTORS®. At such time as the funds shall reach a level deemed adequate by the Board of Directors, the Board of Directors is empowered to transfer funds as per Section 4 herein.

SECTION 3. APPOINTMENT OF A COMMITTEE.

(a) The President shall appoint, subject to confirmation by the Board of Directors, a Legal Protection Fund Committee of seven Designated REALTOR® Members and two REALTOR® Members, all of whom shall be REALTORS® in good standing with the Association.

(b) Starting in January 1980, three Members of the Committee shall serve for three years, two Members shall serve for two years, and two Members shall serve for one year. In subsequent years, the President shall appoint Members, as necessary, to fill the vacancies and each new Member shall serve for three years.

(c) In the event a vacancy occurs on the Committee, the President shall appoint a new Committee Member to serve out the remainder of the term of the Committee Member who is being replaced.

SECTION 4. FINANCING AND MAINTENANCE OF THE FUND. The financing of the Legal Protection Fund shall be from dues or special assessments, paid by all Designated REALTOR® and REALTOR® Members and shall be a budget item. The fund shall be maintained at a level to be determined by the action of the Board of Directors, annually.

All funds set aside for this purpose must be maintained in a separate account which shall be set aside exclusively for use in accordance with the purpose of the Fund. Further, at such time as the fund shall reach a level deemed adequate by the Board of Directors, the Board of Directors may transfer such excess funds into the Association General Operating Funds. Interest may be transferred into the Association General Operating Funds by action of the Board of Directors. The Legal Protection Fund Committee will be responsible for the Administration of the Fund and will be accountable to the Board of Directors for all disbursements. All decisions relative to disbursement of funds will be subject to ratification by the Board of Directors.

ARTICLE XXI – INSTITUTES, SOCIETIES AND COUNCILS (Amended 6/07)

SECTION 1. AUTHORITY:

(a) For the purpose of affording those Members of the REALTOR® Association of Greater Fort Lauderdale, Inc. a greater opportunity for cooperation and discussion of administrative and business problems of the particular phases of the real estate business in which they are individually interested, the Board of Directors may under its NAR Charter establish Institutes, Societies or Councils;

(b) No Institute, Society or Council shall be established or maintained which has less than one hundred members.

SECTION 2. ORGANIZATION:

(a) Institutes, Societies and Councils shall represent major fields of activity, or administrative and business problems in the real estate business. Institutes, Societies and Councils may, with the approval of the Board of Directors, adopt and amend Bylaws, elect governing bodies and officers, prescribe qualifications for membership, and establish and collect dues which shall be segregated in the REALTOR® Association of Greater Fort Lauderdale's books of account for their own use. Said dues shall be in addition to the membership dues required under Article X;

(b) Institutes, Societies or Councils created for the consideration of administrative and business problems may elect a Chairman and appoint committees but may not levy dues or establish special membership requirements without the expressed approval of the Board of Directors;

(c) Any existing Institute, Society, or Council shall modify any bylaws inconsistent with this Article on or before the effective date of this amendment. The effective date of this amendment shall be September 30, 2007;

(d) Any action, including but not limited to entering into agreements, by the Institutes, Societies, or Councils shall be subject to the approval of the REALTOR® Association of Greater Fort Lauderdale's Board of Directors. The Bylaws or any rules and regulations by the Institutes, Societies, or Council shall specifically make appropriate provisions for such approval;

(e) When bylaw amendments are mandated by the NATIONAL ASSOCIATION OF REALTORS® or the REALTOR® Association of Greater Fort Lauderdale's policy, the bylaws of the Institute, Society, or Council shall be automatically amended to reflect the mandate as of the effective date of mandatory policy authorized by the NATIONAL ASSOCIATION OF REALTORS® or the REALTOR® Association of Greater Fort Lauderdale. The Institute, Society, or Council shall provide notice of that change in a regular or special membership communication.

SECTION 3. PURPOSE. The purpose of such Institute, Society or Council is:

(a) To unite those engaged in the real estate profession in this community for the purpose of exerting a beneficial influence upon the profession and related interests;

(b) To promote and maintain high standards of ethical conduct in the real estate profession as expressed in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®;

(c) To provide a unified medium for the owners of such interests or entities and those engaged in the real estate profession, whereby their interests may be safeguarded and advanced;

(d) To further the interest of such property ownership;

(e) To unite those engaged in the specialties of the real estate profession in this community with the REALTOR® Association of Greater Fort Lauderdale, Inc., the Florida Association of REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the State and Nation, and obtaining the benefits and privileges of membership therein;

(f) To designate for the benefit of the public, those individuals authorized to use the term REALTOR® and REALTORS® as licensed, prescribed and controlled by the NATIONAL ASSOCIATION OF REALTORS®.

SECTION 4. ELECTION PROCESS. Election of officers or directors of any Institute, Society or Council shall be consistent with the provisions of Article XI, Section 11 hereof and in accordance with and governed by the Board of Directors of the REALTOR® Association of Greater Fort Lauderdale. No more than two Directors can be members of the same firm.

SECTION 5. LIAISON. The REALTOR® Association of Greater Fort Lauderdale's Board of Directors may appoint one member to serve as a Liaison to any Institute, Society or Council.

SECTION 6. DUTIES OF OFFICERS OF ANY INSTITUTE, SOCIETY OR COUNCIL.

(a) **PRESIDENT.** The President shall preside at all meetings of the Board of Directors or Membership meetings and shall exercise the usual functions, powers and duties pertaining to the office as President of the Institute, Society or Council;

(b) **PRESIDENT-ELECT.** It shall be the duty of the President-Elect to assist the President with duties, as assigned from time to time, and to perform the President's duties in the President's absence. The President-Elect shall be authorized to make such tentative appointments as are necessary for the performance of duties as President in the succeeding year;

(c) **VICE PRESIDENT.** It shall be the duty of the Vice President to assist the President and President-Elect with duties as assigned from time to time, and in the absence of the President and President-Elect, to serve in their place and preside over any meeting of the Institute, Society or Council;

(d) **SECRETARY.** The Secretary shall keep the minutes and records of the Institute, Society or Council and the Board of Directors, in addition to other duties as may be prescribed by the Board of Directors from time to time.

(e) **TREASURER.** The Treasurer shall keep regular and accurate accounts and submit reports when requested by the Board of Directors. The Treasurer shall submit an annual report showing the financial condition of the Institute, Society or Council, which shall be made available to the general Membership, and otherwise perform the usual duties pertaining to this office. Treasurer of such Institute, Society or Council shall be governed by the financial policies and procedures of the REALTOR® Association of Greater Fort Lauderdale and shall submit an annual budget no later than 90 days prior to the start of Association's fiscal year. In the event a budget is not submitted, the REALTOR® Association of Greater Fort Lauderdale's Board of Directors may create and approve the annual budget for the Institute, Society or Council.

SECTION 7. FIDUCIARY RESPONSIBILITIES. Officers and Directors of an Institute, Society or Council shall have a primary fiduciary responsibility to the REALTOR® Association of Greater Fort Lauderdale and a secondary fiduciary responsibility to the Institute, Society or Council.

SECTION 8. REMOVAL OF OFFICERS OR DIRECTORS. In the event that an Officer or Director of any Institute, Society or Council is deemed incapable of fulfilling the duties for which elected, but will not resign voluntarily, the Officer or Director may be removed from office by its Board of Directors or the REALTOR® Association of Greater Fort Lauderdale's Board of Directors by following the procedures set forth in Article XI, Section 8.

SECTION 9. MEMBERSHIP. Members of any Institute, Society or Council, must be a primary or secondary member of the REALTOR® Association of Greater Fort Lauderdale, Inc. The Institute, Society or Council shall otherwise determine its own membership criteria subject to compliance with the policies of the REALTOR® Association of Greater Fort Lauderdale, the Florida Association of REALTORS®, and the NATIONAL ASSOCIATION OF REALTORS®.

SECTION 10. AUTHORITY TO RESOLVE CONFLICTS. In the event of a conflict between the Bylaws or Rules and Regulations of any Institute, Society or Council, and the Bylaws of the REALTOR® Association of Greater Fort Lauderdale, Inc., the Bylaws of the Association will prevail. The Bylaws or Rules and Regulations of any Institute, Society or Council shall contain this provision.

Previous Amendments to Bylaws Approved:

December 27, 1979
June 27, 1980
April 9, 1981
October 9, 1981
July 29, 1982
June 2, 1983
April 6, 1984
June 6, 1985
September 7, 1994
August 1995

April 6, 1990
July 10, 1990
March 13, 1991
July 31, 1991
October 4, 1991
May 7, 1992
April 15, 1993
May 5, 1994
June 2, 1995
July 12, 1996

July 24, 1997
July 13, 1998
August 21, 2000
June 21, 2001
March 15, 2002
September 5, 2003
April 12, 2004
September 9, 2004
February 17, 2005
March 17, 2005

November 21, 2005
March 16, 2006
July 28, 2006
June 29, 2007
February 10, 2009