

GREENSBORO REGIONAL REALTORS® ASSOCIATION, INC.

CONSTITUTION AND BYLAWS

Version 1.2025

ARTICLE I - NAME

Section 1. Name. The name of this organization shall be the Greensboro Regional REALTORS® Association, Incorporated, hereinafter referred to as the "Association."

Section 2. REALTORS®. Inclusion and retention of the Registered Collective Membership Mark REALTORS® in the name of the Association shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® 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 for the purpose of exerting a beneficial influence upon the profession and related interests.

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

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

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

Section 5. To unite those engaged in the real estate profession in this community with the North Carolina 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, those 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:

All of Rockingham County and all of Guilford County except the area south and west of a line described as follows: Beginning at the intersection of I-40 and the Forsyth County line proceeding easterly along I-40 to the intersection of Pegg Road; thence south to Gallimore Dairy Road; thence easterly to the intersection of Chimney Rock Road; thence easterly to the city limits of Greensboro; thence southerly along the limits of the city of Greensboro to the intersection at Guilford College Road; thence southerly along Guilford College Road to the intersection of Ruffin Road; thence easterly along Ruffin Road to the limits of the city of Greensboro; thence southerly along the limits of the city of Greensboro to the intersection of Mackey Road and 29A/70A known as High Point/Greensboro Road; thence southwesterly along 20A/70A to the intersection of Millis Road; thence southerly to 29/70 also known as Temp I-85 or Business Loop I-85, leaving the following roads within the jurisdiction of the High Point BOR Inc.: Millis Road, Merlin Dr., Clarfield Dr., Tar Dr., Vickery Chapel Rd., Wiley Davis Rd. from Vickery Chapel Rd. to Trailwood Dr., Grady Dr., Yarmouth Dr., Tarkington Dr., Milburn Dr., Woodcroft Circle, Camelot Dr., Roundtable Rd., Hollister Dr., Memorial Lane, Kacia Court, Newkirk Dr., Trailwood Dr., Lockhaven Circle, Woodmark Dr., and leaving the following roads in the jurisdiction of the Greater Greensboro BOR: Rockingham Roads (North, South and East), Wiley Davis Road from Trailwood easterly to Holden Rd., Roberson Rd., Neuse Ct., Gaston Rd., Badenridge Ct., Dare Ct., Duplin Dr., Catawba Rd., and the Koury Corporation property yet to be developed bounded by 29A/70A and Millis Rd., north of Vickery Chapel; thence easterly to the intersection of Groometown Road, thence southerly along Groometown Road to the Randolph County line. The High Point BOR and the Greater Greensboro BOR hereby agree that should the cities of High Point, Jamestown or Greensboro annex land belonging in the other board's jurisdiction, then the respective board will cede that territory to the other's jurisdiction. If the address of a particular office should be changed from one city to another, the office shall change primary membership from their former Board to the new board. The new board shall waive any new member initiation fee to the incoming member. The former Board is permitted to retain the initiation fee which the member paid. It is further agreed that all roads which serve as a divider between the Greater Greensboro BOR and the High Point BOR shall be divided in mid road with each Board retaining jurisdictional control over their respective side of the road(s) and intersection(s) and all of Randolph County, except the communities of Archdale, Trinity and Glenola.

Section 2. Territorial jurisdiction is defined to mean:

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

ARTICLE IV - MEMBERSHIP

There shall be six classes of Members as follows:

Section 1. REALTOR® Membership

- a) REALTOR® Members. REALTOR® Members whether primary or Secondary shall be: 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, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the state of North Carolina or a state contiguous thereto. All persons who are partners or all officers in a corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto shall qualify for REALTOR® membership only, and each is required to hold REALTOR® membership (except as provided in the following paragraph) in an Association of REALTORS® within the state or a state contiguous thereto, unless otherwise qualified for Institute Affiliate membership

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

Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers and are associated with a REALTOR® member and meet the qualifications.

- b) Franchise REALTOR® Membership. Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions and the commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR Constitution and Bylaws. Such individuals shall enjoy all of the rights, privileges, and obligations of REALTOR® membership (including compliance with the Code of Ethics) except: obligations related to association-mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the local association, state association and National Association.
- c) Primary and Secondary REALTOR® Members. An individual is a primary member if the association pays state and National dues based on such member. An individual is a secondary member if state and National dues are remitted through another association. One of the principals in a real estate firm must be a Designated REALTOR® member of the association in order for licensees affiliated with the firm to select the association as their "primary" association.
- d) Designated REALTOR® Members. Each firm (or office in the case of firms with

multiple office locations) shall designate in writing one REALTOR® member who shall be responsible for all duties and obligations of membership, including the obligation to arbitrate (or to mediate if required by the association) pursuant to Article 17 of the Code of Ethics and the payment of association dues. 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.

All REALTOR® Members of the Association, Inc. shall hold a valid real estate license from the State of North Carolina or be licensed or certified by an appropriate State Regulatory Agency to engage in the appraisal of real property.

Section 2. Institute Affiliate Members. Institute Affiliate members shall be individuals who hold a professional designation awarded by an Institute, Society, or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society, or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® or REALTOR-ASSOCIATE® membership, subject to payment of applicable dues for such membership.

Section 3. Affiliate/Associate Members. Affiliate/Associate Members shall be individuals engaged in a specialty of the real estate business other than brokerage or managing real property for others, and who do not qualify under Section 1(a) or (b) and who recognize and support the high standards of the real estate business as promulgated by the Association, Inc.

Section 4. Life Members. Life Members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for the Association or for the public, or members who have reached the age of 62 or more, who were members of the Association, Inc. for a minimum of 15 years and who are no longer active in the real estate business.

Section 5. 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.

Section 6. Student Members. Student members shall be individuals who are seeking an undergraduate or graduate degree with a specialization or major in real estate at institutions of higher learning, and who have completed at least two years of college and at least one college-level course in real estate but are not engaged in the real estate profession on their own account or not associated with an established real estate office.

ARTICLE V - QUALIFICATION AND ELECTION

Section 1. Application. An application for membership shall be made in such a manner and form

as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to membership to thoroughly familiarize himself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitutions, Bylaws, and Rules and Regulations of the Association, State and National Associations, and, if elected a Member will abide by the Constitution, Bylaws, and Rules and Regulations of the Association, Inc., the State Association, and the NATIONAL ASSOCIATION OF REALTORS®, and if a 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 by Article 17 of the Code of Ethics, and as further specified in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended, and (2) that applicant consents that the Association may invite and receive information and comment about applicant from any member of 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, Regulations, and Code of Ethics referred to above.

Section 2. Qualification.

- a) An applicant for REALTOR® Membership who is a sole proprietor, partner or corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the membership that he is actively engaged in the real estate profession and maintains a current, valid real estate broker's license or salesperson's license or is a licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of official sanctions involving unprofessional conduct; no recent or pending bankruptcy; agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution, Bylaws and Code of Ethics or the NATIONAL ASSOCIATION OF REALTORS®; and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required and shall agree that if elected to membership, he will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.
- b) Individuals who are actively engaged in the real estate profession other than as principals, partners or corporate officers, or branch office managers, in order to qualify for REALTOR® Membership, shall at the time of application be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of the Association, or a Secondary member, and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by the North Carolina Real Estate Commission to engage in the appraisal of real property, shall have the written recommendation of such REALTOR® Member, shall complete a course of instruction

covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution, 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 and shall agree in writing that, if elected to membership, he will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and the Constitution, Bylaws and Rules and Regulations of the local Association, the State Association and the National Association, and shall hold an active valid real estate license from the State of North Carolina.

- c) A REALTOR® who changes the conditions under which he holds membership shall be required to provide written notification to the Association within 30 days. A REALTOR® (non-principal) who becomes a principal in the firm with which he has been licensed, or alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals, may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) Members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within 90 days of the date they advised the Association of their change of status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.
 - 1) 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.
 - 2) Dues shall be prorated from the first day of the month in which the member is notified of election by the Board of Directors and shall be based on the new membership status for the remainder of the year.

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

- a) The Association Staff shall determine whether the applicant is applying for the appropriate class of membership.
- b) The Board of Directors shall review the qualifications of the applicant and then vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the Board of Directors, he shall be declared elected to membership and shall be so advised by written notice.
- c) The Board of Directors may not reject an application for REALTOR® Membership without first giving the applicant an opportunity to appear before it, to be advised in writing of its findings, to call witnesses in 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 cause written minutes to be made of any

hearing before it or may electronically or mechanically record the proceedings.

- d) If the Board of Directors determines that the application should be rejected, it shall record its reasons with the Secretary. If the Board of Directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the Association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant, or the Association may take other appropriate legal action or procedure.

Section 4. Status Changes. If, upon a duly conducted hearing of the N.C. Real Estate Commission, a member of this Association has been adjudged guilty of a violation of a provision thereof, and the license of said member is suspended or revoked, then said member shall be suspended or expelled for a like period of time and ineligible to practice real estate. Upon reactivation of a member's license by the N.C. Real Estate Commission, an expelled member may make application to the Association under the prescribed conditions set forth in the Bylaws.

- a) A REALTOR® who is transferring their license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals to shall be subject to all of the privileges and obligations of membership during the period of transition. If the transfer is not completed within 30 days of the date the board is advised of the disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the Board of Directors.
- b) Any application fee related to a change in membership status shall be reduced by an amount equal to any application fee previously paid by the applicant.
- c) Dues shall be prorated from the first day of the quarter in which the member is notified of election by the Board of Directors and shall be based on the new membership status for the remainder of the year.

Section 5 - New Member Code of Ethics Orientation. Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less.

Failure to satisfy this requirement within 180 days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

Section 6 - Continuing REALTOR® Code of Ethics Training. Effective January 1, 2019, through December 31, 2021 and for successive three year periods thereafter, each REALTOR® member

of the association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State Association of REALTORS® or the NATIONAL ASSOCIATION OF REALTORS®, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any three-year cycle shall not be required to complete additional ethics training until a new three-year cycle commences.

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

Section 7 – Discipline of REALTOR® Members. Any REALTOR® member of the association may be disciplined by the board of directors for violations of the Code of Ethics or other duties of membership, after a hearing as described in the *Code of Ethics and Arbitration Manual* of the association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the *Code of Ethics and Arbitration Manual* of the National Association.

Section 8 – Enforcement of the Code. The responsibility of the association and of association members relating to the enforcement of the Code of Ethics, the disciplining of members, and the arbitration of disputes, and the organization and procedures incident thereto, shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as amended from time to time, which is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

Section 8 - Continuing Fair Housing Training
Effective January 1, 2025, through December 31, 2027 and for successive three year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete Fair Housing training of not less than two (2) hours of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing

requirement to maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed Fair Housing training as a requirement of membership in another association shall not be required to complete additional Fair Housing training until a new three-year cycle commences.

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

Section 9 - New Member Fair Housing Orientation

Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete Fair Housing training of not less than two (2) hours of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to gain or maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less.

Failure to satisfy this requirement within 180 days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

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.

Any member of the Association may be reprimanded, fined, placed on probation, suspended or expelled by the Board of Directors for a violation of these Bylaws, Board 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 REALTORS® are not subject to the Code of Ethics nor its enforcement by the Association, such members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and

professional practices accordingly. Further, members other than REALTORS® may, upon recommendation 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®.

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

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, fees, fines or other assessments of the Association or any of its services, departments, divisions or subsidiaries, the Association may condition the right of the resigning member to reapply to membership upon payment in full of all such monies owed.

If a member resigns from the Association or otherwise causes membership to terminate with an ethics complaint or pending, the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by this association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethic respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®.

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 2. REALTOR® Members.

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

- b) If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership, or an officer of 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 according to the definition, "Designated REALTOR®" as defined in Article IV, Section 2(a) and 2(b), 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 readmitted 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 by or affiliated as independent contractors with the disciplined member shall suspend or terminate during the period of suspension of the disciplined Member or until readmission of the disciplined Member, or until connection of the disciplined Member with the firm, partnership or corporation is severed, or management control is relinquished, 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 term REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

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

Section 3. Institute Affiliate Members. Institute Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

Section 4. Affiliate/Associate Members. Affiliate/Associate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 5. Public Service Members. Public Service members shall have rights and privileges and be subject to obligations prescribed by the board of directors.

Section 6. Life Members. Life Membership shall confer only the right to attend meetings and participate in discussions.

Section 7. Student Members. Student members shall have rights and privileges and be subject to obligations prescribed by the board of directors.

Section 8. Certification of REALTOR®. "Designated" REALTOR® Members of the Association shall certify to the Association during the month of January on a form provided by the Association, a complete listing of all individuals licensed or certified in the REALTOR®'s office(s) and shall designate a primary Association for each individual who holds membership. Designated REALTORS® shall also identify any non-member licensees in the REALTOR®'s office(s) and if Designated REALTOR® dues have been paid to another Association based on said non-member licensees, the Designated REALTOR® shall identify the Association to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2(a) of the Bylaws. "Designated" REALTOR® Members shall also notify the Association of any additional individual(s) licensed or certified with the form(s) within ten (10) days of affiliation or severance of the individual.

Section 9. Legal Liability Training. Within one (1) years of the date of election to membership, and every four (4) years thereafter, each REALTOR® member of the association shall be required to demonstrate that they have completed a course of instruction on antitrust laws, agency laws, civil rights laws or the REALTORS® Code of Ethics, its interpretation and meaning and/or the procedures related to its enforcement.

This requirement will be considered satisfied upon presentation of evidence that the member has completed an educational program conducted by another Member Board, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS® or any of its affiliated Institutes, Societies or Councils, or any other recognized educational institution which, in the opinion of the board of directors, is an adequate substitute for the training programs conducted by the association.

Failure to satisfy this requirement biennially will result in membership being suspended from the date it otherwise would be renewed until such time that the member provides evidence of completion of the aforementioned educational requirements.

Section 10. Harassment. Any member of the association may be reprimanded, placed on probation, suspended or expelled for harassment of an association or MLS employee or Association Officer, Director, or other member 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.

ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION

Section 1. The responsibility of the Association and of Association Members relating to the enforcement of the Code of Ethics, the disciplining of Members and the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as amended from time to time, which by this reference is incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with North Carolina state law shall be deleted or amended to comply with state law.

- a) Fees and deposits shall be in the amounts determined by the Board of Directors from time to time.
- b) References to State or State law shall refer to the State of North Carolina.

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

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

Section 3. The responsibility of the association and association members relating to the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and

the organization and procedures incident thereto, shall be consistent with the cooperative professional standards enforcement agreement entered into by the association, which by this reference is made a part of these Bylaws.

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

Section 1. REALTOR® Trademark. Inclusion and retention of the Registered Collective Membership Mark REALTORS® in the name of the association shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® as from time to time amended.

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

REALTOR® Members of the Association shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their places of business within the State or a state contiguous thereto so long as they remain REALTOR® Members in good standing. No other class of Members shall have this privilege.

A REALTOR® principal member may use the terms REALTOR® and REALTORS® only if all the principals of such firm, partnership or corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto are REALTOR® Members or Institute Affiliate Members.

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

Section 2. Institute Affiliate Members shall not use the terms REALTOR® or REALTORS® nor the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE IX - STATE AND NATIONAL MEMBERSHIPS

The association shall be a member of the NATIONAL ASSOCIATION OF REALTORS® and the North Carolina REALTORS®. By reason of the association's membership each REALTOR®

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

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

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

ARTICLE X - DUES AND ASSESSMENTS

Section 1. Application Fee. The board of directors may adopt an application fee for REALTOR® membership, in reasonable amount, not exceeding three (3) times the amount of the total annual dues for REALTOR® memberships, which shall be required to accompany each application for REALTOR® membership and which shall become the property of the association upon final approval of the application.

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

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

and any other offices of the firm located within the jurisdiction of this association.

A REALTOR[®] member of a Member Board shall be held to be any member who has a place or places of business within the state or a state contiguous thereto and who, as a principal is actively engaged in the real estate profession as defined in Article III, Section I, of the Constitution of the NATIONAL ASSOCIATION OF REALTORS[®]. An individual shall be deemed to be licensed with a REALTOR[®] if the license of the individual is held by the REALTOR[®], or by any broker who is licensed with the REALTOR[®], or by any entity in which the REALTOR[®] has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner, corporate officer, or branch office manager of the entity.

A REALTOR[®] with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR[®] for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, renting, managing, counseling or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR[®] filing the form for purposes of this section and shall not be included in calculating the annual dues of the designated REALTOR[®]. Designated REALTORS[®] shall notify the association within three (3) days of any change in status of licensees in a referral firm.

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

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

- b) REALTOR[®] Members Dues. The annual dues of REALTOR[®] members other than the designated REALTOR[®] shall be as established annually by the board of directors.
- c) Affiliate/Associate Members. The annual dues of each Affiliate/Associate member shall be set and from time to time amended by the board of directors.
- d) Institute Affiliate Members Dues. The annual dues of each Institute Affiliate Member shall be established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS[®].

- e) Public Service Members. The annual dues of each Public Service member shall be as established annually by the board of directors.
- f) Life Members. No dues shall be payable for this category of membership.
- g) Student Members. Dues payable, if any, shall be at the discretion of the board of directors.

Section 3. Dues Payable. Dues for all members shall be payable annually, in advance, on the first day of July (local dues & fee) and January (state & national Dues & fees), unless otherwise specified by the Board of Directors. Dues shall begin on the first day of each month in which a member shall be notified of election and shall be prorated for the remainder of the year.

Section 4. Nonpayment of Financial Obligations. If dues, fees, fines or other assessments including amounts owed to the Association are not paid within one (1) month after the due date, the nonpaying member is subject to suspension at the discretion of the Board of Directors. Forty-five (45) days after the due date, membership of the nonpaying member shall automatically be suspended unless within that time the amount due is paid. Seventy-five (75) days after due date, membership of the nonpaying member shall be terminated at the discretion of the Board of Directors. However, no action shall be taken to suspend or expel a member for nonpayment of disputed amounts until the Board of Directors has confirmed the accuracy of the amount owed. A former member who has had his membership terminated for nonpayment of dues, fees, fines or other assessments duly levied in accordance with the provisions of these Bylaws of the provisions of other Rules and Regulations of the Association may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

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

Section 6. Expenditures. The Board of Directors shall administer the finances of the Association but shall not incur an obligation in excess of the available cash on hand without the authorization by a majority vote of REALTOR® Members present and voting, providing there exists a quorum and providing that the substance of the proposal is set forth in written notification to the REALTOR® membership seven days prior to the meeting.

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

Section 8. Returned Checks. Checks returned to the Board by a bank for any reason, including but not limited to, insufficient funds or account closed, will result in a fee to be charged to the

maker of the check in an amount to be determined from time to time by the Board of Directors.

Section 9. The dues of REALTOR® Members who are REALTOR® Emeriti (as recognized by the National Association), Past Presidents of the National Association and recipients of the Distinguished Service Award shall be as determined by the Board of Directors.

ARTICLE XI - OFFICERS AND DIRECTORS

Section 1. Officers. The officers of the Association shall be REALTOR® Members. The elected officers of the Association shall be: a President, a President-Elect, a Treasurer and an Assistant Treasurer. They shall be elected for terms of one year. They and the immediate past President shall constitute the Executive Committee of the Association with the Chief Executive Officer acting as the Corporate Secretary. Actions of the Executive Committee are subject to review and approval by the Board of Directors.

- a) Meetings of the Executive Committee. The President may, at his discretion, call periodic meetings of the Executive Committee.

Section 2. Duties of Officers. The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors and as noted in the association's policy and procedures manual. It shall be the particular duty of the Secretary to keep the record of the Association and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the North Carolina Association of REALTORS®.

Section 3. Board of Directors. The governing body of the Association shall be a Board of Directors consisting of the elected officers and eight (8) REALTOR® Members of the Association, including the immediate past President. Directors shall be elected in such a manner as to create staggered two-year terms of the Directors to ensure continuity of knowledgeability and experience by the Board of Directors. One additional Director may be appointed by the incoming president, with approval by the Board of Directors, to serve a one-year term. This individual may be from a related business organization.

Each Officer and Director shall be required to have no less than three consecutive years of membership in the Association as of January 1st following the election.

Section 4. 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.

Section 5. Election of Officers and Directors.

- a) At least two months before the annual election a Nominating Committee of five

REALTOR® Members shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall be made up of two past Presidents of the Association and three other REALTOR® Members. The Nominating Committee shall select more than one candidate for each office other than for the office of President and Treasurer, and more than one candidate for each place to be filled on the Board of Directors. Every other year the Nominating Committee shall place into nomination one or more candidate for at least one of the Director positions who spends a majority of their time in appraisal, property management or Commercial/Industrial brokerage field and one candidate representing the Asheboro Randolph Council of GRRRA and one candidate representing the Rockingham County Council of GRRRA. The nominees for this non-residential director position, named by the REALTORS® Commercial Alliance (RCA), shall be voted upon as a separate office on the ballot to ensure that at least one non-residential member will be on the Board of Directors. The nominees for this Asheboro Randolph director position, named by the Asheboro Randolph Council of GRRRA, shall be voted upon as a separate office on the ballot to ensure that at least one Asheboro Randolph member will be on the Board of Directors. The nominees for this Rockingham County director position, named by the Rockingham County Council of GRRRA, shall be voted upon as a separate office on the ballot to ensure that at least one Rockingham County member will be on the Board of Directors. The report of the Nominating Committee shall be distributed to each REALTOR® Member at least one week preceding the nominating meeting, which shall be held the first Tuesday in August, at which time the chair will call for nominations from the floor. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least ten (10) REALTOR® Members, which petition shall be filed with the Chief Executive Officer not later than five business days after the nominating meeting. The Chief Executive Officer shall send notice of such additional nominations to all REALTOR® Members prior to the distribution of the ballots.

- b) Voting for the election of officers and directors shall take place in accordance with the GRRRA Policies and Procedures preceding the Annual Meeting. Election shall be by electronic-ballot or written ballot or a combination of the two as called for in GRRRA Policies and Procedures. The Association CEO will tally all ballots and certify results. Members will be notified of results prior to the installation of officers and directors. In the case of a tie vote, the balloting shall be in accordance to the GRRRA Policies and Procedures.

Section 6. Vacancies. Vacancies among the Officers and Board of Directors shall be filled by a simple majority vote of the Board of Directors until the next annual election. The replacement shall serve until the end of the calendar year in which he is elected unless otherwise provided by the Bylaws.

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

- a) A petition requiring the removal of an Officer or Director and signed by not less than one-third of the voting membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next-ranking officer, and shall specifically set forth the reasons the individual is deemed disqualified from further service.
- b) Upon receipt of the petition, not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the Association shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director and to render a decision on such petition.
- c) The special meeting shall be noticed to all voting members at least ten (10) 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 at the meeting. In such case, the next-ranking officer will conduct the meeting of the hearing by the members. Provided a quorum is present, a three-fourths vote of members present and voting shall be required for removal from office.

ARTICLE XII - MEETINGS

Section 1. Membership Meetings.

- a) Annual Meetings. The annual meeting of the Association shall be held during the first seven days of September of each year. The date, the place and the hour to be designated by the Board of Directors.
- b) Other Meetings. Meetings of the Members may be held at such other times as the President of the Board of Directors may determine, or upon the written request of at least ten percent of the REALTOR® Members.
- c) Notice of Meetings. Electronic notification shall be given to every member entitled to participate in the meeting at least seven (7) business days preceding all meetings. If a special meeting, it shall be accompanied by a statement of the purpose of the meeting.
- d) Quorum. A quorum for the transaction of business shall consist of 2/3 majority of the REALTOR® Members in good standing present.

Section 2. Board of Director Meetings.

- a) Meetings of the Directors. The Board of Directors shall designate a regular time and place of meetings as noted in the association's policies and procedures manual. Absence from three regular meetings.
- b) Quorum. Quorum for the Board of Directors Meetings is as noted in the association's policies and procedures manual.

- c) Electronic Transaction of Business. To the fullest extent permitted by law, the board of directors or membership may conduct business by electronic means.
- d) 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 approved the consent unless the consent specifies a different effective date.

ARTICLE XIII - COMMITTEES

Section 1. The President shall, with approval of the Board of Directors, appoint such standing and special committees as he may deem necessary.

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

Section 3. President. The President and Chief Executive Officer shall be ex-officio members of all standing committees without voting privileges and shall be notified of their meetings.

Section 4. 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 5. Attendance Virtually. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall be at the discretion of the president and shall constitute presence at the meeting.

ARTICLE XIV - FISCAL AND ELECTIVE YEAR

Section 1. The fiscal year of the association shall be October 1 to September 30.

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

ARTICLE XV - RULES OF ORDER

Section 1. Robert's Rules of Order, latest edition, shall be recognized as the authority governing

the meetings of the Association, its Board of Directors and committees, in all instances wherein its provisions do not conflict with these Bylaws.

ARTICLE XVI - AMENDMENTS

Section 1.

- a) These Bylaws may be amended by a 2/3 majority vote of REALTOR[®] Members present and voting, provided there exists a quorum and provided the substance of such proposed amendment(s) shall be plainly stated in the call for the meeting, except that the Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy.
- b) Voting for the proposed amendment(s) shall take place at the called meeting, the day of the called meeting and through the following six (6) calendar days.
- c) If an amendment is offered from the floor which, in the opinion of the presiding officer, does not change the substance or direction of the proposed Bylaws amendment, such amendment may be voted on and, if approved, would need no further review by the Board of Directors.
- d) If an amendment is offered from the floor, which, in the presiding officer's opinion, changes the substance or direction of the proposed amendment, then the proposed amendment and amendment from the floor shall be remanded to the Board of Directors.
- e) Further action by the Board of Directors shall follow the procedures of Section 1. (a) Above.

Section 2. Notice by mail of all meetings at which amendments are to be considered shall be given to every REALTOR[®] Member at least one week prior to the time of meeting.

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

ARTICLE XVII - DISSOLUTION

Section 1. Upon the dissolution or winding up of affairs of the Association, the Board of Directors, after providing for the payment of all obligation, shall distribute any remaining assets to the North Carolina Association of REALTORS[®] or, within its discretion, to any other nonprofit tax-exempt organization.

ARTICLE XVIII - MULTIPLE LISTING

Section 1. Authority. The Association, Inc. shall maintain for the use of its members a Multiple Listing Service, which shall be subject to the Bylaws of the Association, Inc. and such Rules and Regulations as may be hereinafter adopted.

Section 2. Purpose. A Multiple Listing Service is a means by cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized Participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which Participants engaging in real estate appraisal contribute to common databases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public.

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

Section 4. Participation. Any REALTOR® of this or any other Board who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in these bylaws, shall be eligible to participate in Multiple Listing upon agreeing in writing to conform to the rules and regulations thereof and to pay the costs incidental thereto.* However, under no circumstances is any individual or firm, regardless of membership status, entitled to Multiple Listing Service “membership” or “participation” unless they hold a current, valid real estate broker’s license and cooperate or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Cooperation is the obligation to share information on listed property and to make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interest of their clients. ** Use of information developed by or published by a Board Multiple Listing Service is strictly limited to the activities authorized under a Participant’s licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey “participation” or “membership” or any right of access to information developed by or published by a Board Multiple Listing Service where access to such information is prohibited by law.

Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm cooperates means that the participant actively endeavors during the operation of its real estate business to list real property of the type listed on the MLS shares information on listed property, and makes property available to other brokers for showing to prospective purchasers and tenants when it is in the best interests of their clients. “Actively” means on a continual and ongoing basis during the operation of the participant's real estate business. The “actively” requirement is not intended to preclude MLS participation by a participant or potential participant that operates a real estate business on a part-time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny MLS

participation to a participant or potential participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit an MLS to deny participation based on the level of service provided by the participant or potential participant as long as the level of service satisfies state law.

The key is that the participant or potential participant cooperates with respect to properties of the type that are listed on the MLS in which participation is sought. Cooperation is the obligation to share information on listed property and to make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interest of their clients. This requirement does not permit an MLS to deny participation to a participant or potential participant that operates a "Virtual Office Website" (VOW) (including a VOW that the participant uses to refer customers to other participants) if the participant or potential participant actively endeavors to cooperate. An MLS may evaluate whether a participant or potential participant actively endeavors during the operation of its real estate business to cooperate only if the MLS has a reasonable basis to believe that the participant or potential participant is in fact not doing so. The membership requirement shall be applied in a nondiscriminatory manner to all participants and potential participants.

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

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

Section 5. Supervision. The activity shall be operated under the supervision of the Triad Multiple Listing Committee, in accordance with the Rules and Regulations, subject to the approval of the Board of Directors.

Section 6. Access to Comparable and Statistical Information. Association Members in good standing who are actively engaged in real estate brokerage, management, mortgage financing, appraising, land development, or building, but who do not participate in the MLS, are nonetheless entitled to receive, by purchase or lease, 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 Association Members and individuals affiliated with Association 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. Association Members who receive such information, either 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 the MLS or not.

Section 7. Triad MLS. There will be a Board of Directors for the Triad MLS comprised of representatives from each of the shareholders. The President of the Association shall appoint one of the three representatives to a three-year term with Board of Directors approval. Terms for MLS Directors are staggered to assure continuity. If a MLS representative is not able to fulfill their three-year appointment, at the time of their resignation, the President shall appoint another representative to finish the term.

There will be a Triad MLS Committee to oversee the Triad Rules and Regulations for all the shareholders. The Greensboro Association may have additional MLS Rules and Regulations to oversee their MLS. The make up of the Greensboro MLS Committee will consist of the three appointed TRIAD MLS Representatives.

Section 8. Attendance. Any Triad MLS Representative for the Association who fails to attend three (3) regular or special meetings 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 9. Subscribers. Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with participants.

Section 10. Unlicensed Staff. Unlicensed Staff are clerical staff, personal assistants, and individuals seeking licensure or certification as real estate appraisers provided that any such individual is under the direct supervision of an MLS participant or the participant's licensed designee. Their access is subject to the Rules and Regulations of Triad MLS and the limitations and restrictions of state law. This access type does not grant membership to the Association and is considered an access only.

ARTICLE XIX – DIVISIONS AND COUNCILS OF ASSOCIATION

Section 1. Authority. The Association may maintain for the benefit of its members a REALTORS® Commercial Alliance, which shall be subject to the Bylaws of the Association and to the Bylaws of the Commercial Division and such Rules and Regulations as may from time to time be adopted.

Section 2. Authority. The Association may maintain for the benefit of its members a Asheboro Randolph Council of GRRRA, which shall be subject to the Bylaws of the Association and to the Bylaws of the Asheboro Randolph Council of GRRRA and such Rules and Regulations as may from time to time be adopted.

Section 3. Authority. The Association may maintain for the benefit of its members a Rockingham County Council of GRRRA, which shall be subject to the Bylaws of the Association and to the Bylaws of the Rockingham County Council of GRRRA and such Rules and Regulations as may from time to time be adopted.

ARTICLE XX - INDEMNIFICATION OF DIRECTORS, OFFICERS, COMMITTEE MEMBERS AND STAFF MEMBERS

Each Director, Officer, Committee Member and Staff Member now or hereafter serving as such shall be indemnified by the Association, Inc. against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such Director, Officer, Committee Member or Staff Member, or by reason of any action alleged to have been taken, omitted or neglected by him as such Director, Officer, Committee Member or Staff Member; and the Association shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his own willful misconduct or gross negligence.

That amount paid to any Director, Officer, Committee Member or Staff member by way of indemnification shall not exceed his actual reasonable and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by the Board of Directors (excluding the said Officer or Director to be indemnified) and any determination so made shall be binding on the indemnified Officer, Director, Committee Member or Staff Member.

The right of indemnification herein above provided for shall not be exclusive of any rights to which any Director, Officer, Committee member or Staff Member of the Association may otherwise be entitled by law.

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Updated - National Association of REALTORS® 11/2001
Updated - National Association of REALTORS® 1/2003
Updated - National Association of REALTORS® 3/2004
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Updated - National Association of REALTORS® 7/2007
Updated - National Association of REALTORS® 2/2010
Updated - BOD 10/2013
Updated - Membership 8/2014
Updated - BOD 9/2014
Updated - Membership 12/2014
Updated - National Association of REALTORS® 2/2015
Updated - Membership 10/2016
Updated - National Association of REALTORS® 3/2017
Updated - National Association of REALTORS® 2/2020
Updated - BOD 4/2021
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