

# WINSTON-SALEM REGIONAL ASSOCIATION OF REALTORS®, INC.\*

(Organized in 1917)



These Bylaws were adopted on August 16, 1988 after becoming an all REALTOR® Association. Prior to that time, we had REALTOR® and REALTOR®-Associate members. Since that adoption the Bylaws have from time to time been revised; their last revision having been made on December 4, 2018.

*\* Formerly Winston-Salem Real Estate Board, Inc.; changed to the Winston-Salem Board of REALTORS®, Inc. in December 1941; changed to Winston-Salem Association of REALTORS®, Inc. in November 1990; changed to Western Piedmont Association of REALTORS®, Inc. in March 1995; changed to Winston-Salem Regional Association of REALTORS®, Inc. in April 1999.*

**WINSTON-SALEM REGIONAL ASSOCIATION OF REALTORS®, INC.**  
195 Executive Park Boulevard  
Winston-Salem, North Carolina 27103

REALTOR® is a registered collective membership mark which identifies real estate professionals who are members of the NATIONAL ASSOCIATION OF REALTORS® and subscribe to its strict Code of Ethics.

**BYLAWS OF THE  
WINSTON-SALEM REGIONAL ASSOCIATION OF REALTORS<sup>®</sup>, INC.**

(Adopted 1988)

**ARTICLE I - NAME**

**Section 1. Name.** The name of this organization shall be the Winston-Salem Regional Association of REALTORS<sup>®</sup>, Incorporated, hereafter referred to as the "Association."

**Section 2. REALTORS<sup>®</sup>.** Inclusion and retention of the Registered Collective Membership Mark use of the term REALTORS<sup>®</sup> in the name of the Association shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup> 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<sup>®</sup>.

**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 this community with the North Carolina Association of REALTORS<sup>®</sup>, Inc. and the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup>, 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<sup>®</sup> and REALTORS<sup>®</sup> as licensed, prescribed and controlled by the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup>.

**ARTICLE III - JURISDICTION**

**Section 1.** The territorial jurisdiction of the Association as a member of the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup> is Forsyth County; Stokes County; Davie County; Wilkes County; Yadkin County; and Davidson County

**Section 2.** Territorial Jurisdiction is defined to mean:

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

## ARTICLE IV - MEMBERSHIP

**Section 1.** There shall be six classes of Members as follows:

(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 in the state of North Carolina or a state contiguous thereto. All persons who are partners in a partnership, or all officers in the 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 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.

**NOTE:** REALTOR® Members may obtain membership in a "secondary" Board in another state.

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

(3) Franchise REALTOR® Membership. Corporate officers (who may be licensed or unlicensed) of 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 REALTORS® in connection with their franchise organizations name; the right to hold elective office in the local association, state association and National Association.

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

(5) Designated REALTOR® Members. Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® Member who shall be responsible for all duties and obligations of membership, including the obligation to arbitrate (or to mediate if required by the association) pursuant to Article 17 of the Code of Ethics and the payment of association dues as established in Article X of the Bylaws. The "Designated REALTOR®" must be a sole proprietor, partner, corporate officer or branch 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® or REALTOR-Associate® 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 paragraphs (a) and (b) of this Section, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Association. Affiliate Membership shall also be granted to individuals licensed or certified to engage in real estate practice who, if otherwise eligible, do not elect to hold REALTOR® membership in the board, provided the applicant is engaged exclusively in a specialty of the real estate business other than brokerage of real property.

(d) Public Service Members. Public Service Members shall be individuals who are interested in the real estate profession as employees of or affiliated with educational, public utility, governmental or other similar organizations, but are not engaged in the real estate profession on their own account or in association with an established real estate business.

(e) Honorary Members. Honorary Members shall be individuals not actively engaged in the real estate profession who have performed notable service for the real estate profession, for the Association, or for the public.

(f) Life Members. Life Members shall be individuals who have at least twenty-five (25) continuous years of service to the Association that are no longer actively engaged in the real estate profession and are at least sixty-five (65) years old. Payment of dues to the local Association shall be waived. Life Members who wish to remain a member of the State and National Associations may pay State and National dues only.

## **ARTICLE V - QUALIFICATION AND ELECTION**

### **Section 1. Application.**

(a) An application for membership shall be made in such manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to membership to thoroughly familiarize himself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitution, Bylaws, Rules and Regulations of the Local, State and National Associations, and if elected a Member will abide by the Constitution, Bylaws, Rules and Regulations of the Local, State and National Associations, 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 or other persons, and that applicant agrees that any information and comment fshed to the Association by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the form of application, have access to a copy of the Constitution, Bylaws, Rules and Regulations, and Code of Ethics referred to above.

## **Section 2. Qualification.**

(a) An applicant for 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 is actively engaged in the real estate profession, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of official sanctions involving unprofessional conduct, has no recent or pending bankruptcy, agrees to complete a course in instruction covering the Bylaws and Rules and Regulations of the Local Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and non-discriminatory written examination thereon as may be required by the Board of Directors, and shall agree that if elected to membership, he will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics. REALTOR® Members must hold a current, 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. (SEE APPENDIX)

**NOTE:** Article IV, Section 2, of the NAR Bylaws prohibits Member Boards from knowingly granting REALTOR® or REALTOR-ASSOCIATE® membership to any applicant who has an unfulfilled sanction pending which was imposed by another Board or Association of REALTORS® for violation of the Code of Ethics.

(b) Individuals who are actively engaged in the real estate profession other than as principals, partners, corporate officers, or branch office managers in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of the Association, or a Designated REALTOR® Member of another Association (if a secondary member), no record of official sanctions involving unprofessional conduct, shall complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Board of Directors, and shall agree in writing that if elected to membership he will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and by the Constitution, Bylaws, Rules and Regulations of the Local Association, State Association, and the National Association. REALTOR® Members must hold a current, 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. (SEE APPENDIX)

(c) The Winston-Salem Regional of Association REALTORS® will also consider the following determining an applicant's qualifications of REALTOR® membership:

1. All final findings of Code of Ethics violations and violations of other membership duties in this or any other REALTOR® association with the past three (3) years
2. Pending ethics complaints (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 ethic complaints or arbitration requests (or hearings) are pending in other association 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 REALTORS® 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 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.

### **Section 3. Election.**

The procedure for election to membership shall be as follows:

(a) Applicants for REALTOR® membership shall be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to subsequent review of the application by the Board of Directors. If the Board of Directors determines that the individual does not meet all of the qualifications for membership as established in the Association's bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of a mandatory orientation program) within 180 days from the Association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated.

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

Note: Orientation programs must meet the learning objectives and minimum criteria established from time to time by the NATIONAL ASSOCIATION OF REALTORS®.

### **Section 5. Continuing Member Code of Ethics Training.**

Effective January 1, 2019 through December 31, 2021, and for successive three year periods thereafter, each REALTOR® member of the Association (with the exception of REALTOR® members granted 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®, 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 (3) year cycle shall not be required to complete additional ethics training until a new three (3) year cycle commences.

Failure to satisfy this requirement shall be considered a violation of a membership duty. Failure to meet the requirement in any three (3) 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 (3) year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

### **Section 6. Status Changes.**

(a) A REALTOR® who changes the conditions under which he holds membership shall be required to provide written notification to the Board within 30 days. A REALTOR® (non-principal) who becomes a principal in the firm with which he has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy 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 60 days of the date they advised the Board of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

A REALTOR® who is transferring their license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all of the privileges and obligations of membership during the period of transition. If the transfer is not completed within 60 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.

(The Board of Directors, at its discretion, may waive any qualification which the applicant has already fulfilled in accordance with the Board'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) 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.

## ARTICLE VI - PRIVILEGES AND OBLIGATIONS

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

**Section 2.** Any Member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a 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 Association. Although Members other than REALTORS<sup>®</sup>, 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<sup>®</sup> and conduct their business and professional practices accordingly. Further, Members other than REALTORS<sup>®</sup> 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<sup>®</sup> or REALTORS<sup>®</sup> 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<sup>®</sup>.

**Section 3.** Any REALTOR<sup>®</sup> 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<sup>®</sup> as set forth in the *Code of Ethics and Arbitration Manual* of the National Association.

**Section 4.** Resignations of Members shall become effective when received in writing by the Board of Directors, provided, however, that if any Member submitting the resignation is indebted to the Association for dues, fees, fines, or other assessments of the Association or any of its services, departments, divisions, or subsidiaries, the Association may condition the right of the resigning Member to reapply for membership upon payment in full of all such monies owed.

**Section 5.** If a Member resigns from the Association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by the 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<sup>®</sup>, the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethics respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS<sup>®</sup>.

(a) 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<sup>®</sup>.



**Section 6. REALTOR® Member.**

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

(a) If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership or an officer in a corporation and is suspended or expelled, the firm, partnership, or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® Membership, or unless connection with the firm, partnership, or corporation is severed, whichever may apply. The membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member, or until readmission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, whichever may apply. Further, the membership of REALTORS® other than principals who are employed by or affiliated as independent contractors with the disciplined Member shall suspend or terminate during the period of suspension of the disciplined Member or until readmission of the disciplined Member or until connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR® member (non principal) elects to sever his connection with the REALTOR® and affiliate with another REALTOR® member in good standing of the board whichever may apply.

If a REALTOR® Member who is other than a principal in the firm, partnership, or corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership, or corporation shall not be affected.

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

**Section 7. Institute Affiliate Members.** Institute Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors consistent with the Constitution and Bylaws of the National Association of REALTORS®.

**NOTE:** Local associations establish the rights and privileges to be conferred on Institute Affiliate Members except that no Institute Affiliate Member may be granted the right to use the term REALTOR® 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 such obligations prescribed by the Board of Directors.

**Section 9. Public Service Members.** Public Service Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

**Section 10. Honorary Members.** Honorary Members shall confer only the right to attend meetings and participate in discussions.

**Section 11. Life Members.** Life Members shall confer only the right to attend meetings and participate in discussions.

**Section 12. Certification by 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 with the REALTOR®'s firm(s) and shall designate a primary Board for each individual who holds membership. Designated REALTORS® shall also identify any nonmember licensees in the REALTOR®'S firm(s) and if Designated REALTOR® dues have been paid to another Board based on said non-member licensees, the Designated REALTOR® shall identify the Board to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2 (a) of the Bylaws. "Designated" REALTOR® Members shall also notify the Association of any additional individual(s) licensed or certified with the firm(s) within thirty (30) days of the date affiliation or severance of the individual.

**Section 13. Harassment.** Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an Association or MLS employee or an 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 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 or President-Elect, 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 is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with state laws shall be deleted or amended to comply with state law.

**Section 2.** It shall be the duty and responsibility of every REALTOR® member of this 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 Board, which by this reference is made a part of these Bylaws.

#### **ARTICLE VIII - USE OF THE TERMS REALTOR® AND REALTORS®**

**Section 1.** Use of the terms REALTOR® and REALTORS®, by Members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® and to the Rules and Regulations prescribed by its Board of Directors. The 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 term 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.

**Section 2.** REALTOR® Members of the Association shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their places of business within the state or a state contiguous thereto so long as they remain REALTOR® Members in good standing. No other class of members shall have this privilege.

**Section 3.** A REALTOR® Member who is a principal of a real estate firm, partnership, or corporation may use the terms REALTOR® and REALTORS® only if all of 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 or Institute Affiliate Members as described in Section 1 (b) of Article IV.

(a) In the case of a REALTOR® member who is a principal of a real estate firm, partnership, or corporation whose business activity is substantially all commercial, the right to use the term REALTOR® or REALTORS® shall be limited to office locations in which a principal, partner, corporate officer, or branch 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.

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

#### **ARTICLE IX - STATE AND NATIONAL MEMBERSHIPS**

**Section 1.** The Association shall be a Member of the NATIONAL ASSOCIATION OF REALTORS® and of the North Carolina Association of REALTORS®, Inc. By reason of the Association's membership, each REALTOR® Member of the Member Association shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the North Carolina Association of REALTORS®, Inc. 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.

**Section 2.** 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.

**Section 3.** 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 and the North Carolina Association of REALTORS®, Inc.

## 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 annual dues for REALTOR® membership, which shall be required to accompany each application for REALTOR® membership and which shall become the property of the Association upon final approval of the application.

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

(a) **REALTOR® Members.** The annual dues of each Designated REALTOR® Member shall be in such amount as established annually by the Board of Directors, and approved at a regular meeting of the Membership, 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® member 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 affiliate with the Designated REALTOR® (as defined in Section 2(a)(1) and (2) of this article) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this Association.

(1) For the purpose of this Section, a REALTOR® Member of a Member Board shall be held to be any Member who has a place or places of business within the state or a state contiguous thereto and who, as a principal, partner, corporate officer, or branch office manager of the firm, partnership or corporation is actively engaged in the real estate profession as defined in Article III, Section 1 of the Constitution of the National Association of REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has 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, 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. The annual dues of REALTOR® Members other than Designated REALTORS® shall be in such amount as established annually by the Board of Directors.

(c) Institute Affiliate Members. 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 (\$105.00). The National Association shall credit \$35.00 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 \$35.00 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 \$35.00 to the account of the 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.

(d) Affiliate Members. The annual dues of each Affiliate Member shall be in such amount as established annually by the Board of Directors.

(e) Public Service Members. The annual dues of each Public Service Member shall be in such amount as established annually by the Board of Directors.

**Section 3. Dues Payable Annually.** Dues for all Members shall be payable annually in advance of the first day of January. Dues shall be computed from the date of application and granting of provisional membership.

(a) In the event a broker or licensed or certified appraiser who holds REALTOR® membership is dropped for nonpayment of Association dues, and the individual remains with the designated REALTOR®'s firm, the dues obligation of the "designated" REALTOR® (as set forth in Article X, Section 2) will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from the first day of the current fiscal year and are payable within 30 days of the notice or termination.

**Section 4. Nonpayment of Financial Obligation.** 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 bill date, the non-paying Member is subject to suspension at the discretion of the Board of Directors. Two (2) months after the bill date, membership of the non-paying Member may be terminated at the discretion of the Board of Directors. Three (3) months after the bill date, membership of the non-

paying Member shall automatically terminate unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former Member who has had his membership terminated for nonpayment of dues, fee, 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 the 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 and Expenditures.** Deposits and expenditures of funds shall be in accordance with policies established by the Board of Directors.

**Section 6. Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members.** All dues, fees, fines, assessments, or other financial obligations to the Association or the Association's Multiple Listing Service shall be noticed to the delinquent Association member in writing setting forth the amount owed and due date.

**Section 7.** The dues of REALTOR® Members who are REALTOR® Emeriti (as recognized by the National Association), Past Presidents of the National Association, or recipients of the Distinguished Service Award shall be determined by the Board of Directors.

NOTE: A Member Association's dues obligation to the National Association is reduced by an amount equal to the amount which the Association is assessed for a REALTOR® Member, times the number of REALTOR® Emeriti (as recognized by the National Association), Past Presidents of the National Association, or recipients of the Distinguished Service Award of the National Association who are REALTOR® Members of the Association. The dues obligation of such individuals to the local Association should be reduced to reflect the reduction in the Association's dues obligation to the National Association. The Association may, at its option, choose to have no dues requirement for such individuals except as may be required to meet the Association's obligation to the State Association with respect to such individuals. Member Associations should determine whether the dues payable by the Association to the State Association are reduced with respect to such individuals. It should be noted that this does not affect a "designated" REALTOR®'s dues obligation to the Association with respect to those licensees employed by or affiliated with the "designated" REALTOR® who are not Members of the local Association.

## **ARTICLE XI - OFFICERS AND DIRECTORS**

**Section 1. Officers.** The elective officers of this Association shall consist of President, President-Elect, and a Secretary-Treasurer, who may or may not succeed themselves. The President, with the approval of the Board of Directors, may delineate the specific committee assignments. The duties of the different officers shall be such as are usually discharged by such officers; and they shall serve without compensation, unless otherwise provided for. The President-Elect shall carry out the President's duties in his absence where appropriate.

**Section 2. Board of Directors.** The governing body of this Association shall be vested in a Board of Directors of seventeen (17) REALTOR® Members. The Officers of the Association and the Immediate Past President are automatically members of the Board of Directors. The other members are to be elected at the regular annual meeting with the exclusion of the division heads. Two Directors will be elected each year, and their terms of office shall be for a three-year term. In addition, two directors will be elected each year and their terms of office shall be for a one-year term. The Chairman of the Winston-Salem Multiple Listing Service, the President of the Winston-Salem Property Management Division, the Chairman of the Winston-Salem REALTORS® Commercial Alliance, and the Presidents of the Wilkes County and Lexington Davidson County Chapters of the Winston-Salem Regional Association of REALTORS®, shall serve a one year term on the Board of Directors of the Winston-Salem Regional

Association of REALTORS® , Inc. concurrent with their term of office as a division head and shall also have full voting rights. NAR Director will be elected, and their terms of office shall be three-year term with no consecutive terms. If WSRAR membership as measured at the July 31<sup>st</sup> of any year, drops below the threshold required for the NAR Directorship to be a WSRAR allocation, then the Directorship shall terminate at that year's end, regardless of time remaining on the original appointment.

**Section 3. Chief Staff Executive.** There shall be a Chief Staff Executive, appointed by the Board of Directors, who shall be the chief administrative officer of the Association. The Chief Staff Executive shall have the authority to hire, supervise, evaluate and terminate other staff, if any, and shall perform such other duties as prescribed by the Board of Directors.

**Section 4. Legal Counsel.** The Board of Directors may retain legal counsel and fix the terms of their compensation.

**Section 5. Election of Officers and Directors.**

(a) At least sixty (60) days before the September meeting, a Nominating Committee composed of seven (7) REALTORS® shall be selected. At least three committee members shall be MLS Participants (Principals). They shall be selected in the following manner: One (1) member to be appointed by the President, who shall serve as temporary chairman; three (3) members to be appointed by the Board of Directors; and three (3) members, not currently serving on the Board of Directors, to be selected from the membership at a meeting of the four (4) existing members of the Nominating Committee at least sixty (60) days prior to the Annual Elections. The Nominating Committee shall meet and elect its permanent chairman.

(b) In May, the notice of the election and the nomination form shall be sent out to REALTOR® members. Anyone who is interested in serving can be nominated or can self-nominate. All nominations should be sent to the Association Office to the attention of the Chief Staff Executive. The nominations must be received by the due date. Nominations received after the due date will be invalid. The nomination form must be included with the nomination along with a picture.

The Nominating Committee will certify whether individuals are qualified and interested in serving in the nominated position.

Once verified, all names that are nominated will appear on the ballot. The Nominating Committee may nominate candidates. The slate of officers and directors, along with information and photos of candidates will be sent out to the REALTOR® members during the month of August.

**Qualifications to Run for an Elected Position**

Qualifications for President-Elect must be met by the beginning of their term to be served.

General Qualifications for all Candidates: Satisfactory evidence must be provided to the Nominating Committee that a candidate meets the following general qualifications:

- (1) The candidate must be in good standing with the Association.
- (2) The candidate's principal residence must be located in North Carolina, and the candidate must be engaged as a real estate broker (or in another recognized branch of the real estate business as set forth in Article V, Section 2) at an office located within the boundaries of the State according to the records of the North Carolina Real Estate Commission or other appropriate State licensing authority.

- (3) Neither the candidate nor any real estate firm in which the candidate is a sole proprietor, general partner, or corporate officer, is involved in any bankruptcy or insolvency proceedings, or has been adjudicated bankrupt in the past three (3) years; and
- (4) In the past three (3) years, the candidate has not been found by a court, licensing authority or other lawful authority to be in violation of any civil rights laws, any real estate/appraisal license/certification laws, other laws prohibiting unprofessional conduct, and/or the REALTOR® Code of Ethics if such violation resulted in the suspension or expulsion of the candidate from the Association.
- (5) Statement of Volunteer Conduct: A candidate must submit a signed statement of volunteer conduct and, if elected, agree to sign a Service Statement and acknowledge receipt of WSRAR Leadership Policies.

**President-Elect Qualifications:**

- (1) Have five (5) years of real estate experience and have been a REALTOR® member of this or another REALTOR® Association for no less than three (3) years; and
- (2) Served as a Committee Chair, Co-Chair, or Division Head for at least one year; or completed the National, State or Regional Leadership Academy; or
- (3) Served on the Association's Board of Directors for at least one (1) year; or
- (4) Have experience that the Nominating Committee finds acceptable.

**Secretary-Treasurer Qualifications:**

- (1) Have been a REALTOR® member of this or another REALTOR® Association for at least three years; and
- (2) Have been a member of the Association Board of Directors for at least one year; or
- (3) Have experience that the Nominating Committee finds acceptable.

**MLS Committee Vice-Chair/Triad MLS Director Qualifications:**

- (1) Have served on the MLS Committee for at least one year; or
- (2) Have experience that the Nominating Committee finds acceptable

**NAR Director Qualifications:**

- (1) Have served as officer or director of WSRAR Board of Directors
- (2) Have served any ONE of the following positions: NCR Director, NCR Executive Committee, NCR Committee Chair or NAR Committee Member (within five years of date of application for this position) or have experience the Nominating Committee finds acceptable.
- (3) Willing to travel to NAR meetings – some travel expenses are reimbursed.

In the event of a non-contested election, the slate, as presented by the Nominating Committee, shall be voted on and approved by acclamation at the September Membership Meeting.



There will be four methods of voting in the September election.

(1) Voting at the Association Office. REALTOR® members may vote on the Tuesday, Wednesday or Thursday the week before the September election by casting their ballot at the Association Office. Polls will be open from 8:30 a.m. to 4:30 p.m. each day. The ballot shall contain the names of the candidates and the office for which they are running.

(2) Absentee Voting. REALTOR® members may vote by absentee ballot by contacting the Association office and securing his/her ballot. A letter regarding procedures and an Official Ballot will be forwarded upon receipt of the request. Photo copied, faxed and emailed ballots will be invalid. The ballot must be signed by the REALTOR® to ensure that a member does not vote twice. All ballots must be received by the Thursday before the election. Ballots received after the deadline will be void.

(3) Online Voting. REALTOR® members may vote online through the REALTOR® Association approved medium starting the Tuesday of the week prior to the September meeting, up until one (1) hour prior to the September membership meeting.

(4) Voting at the September Membership Meeting. Voting shall also take place at the September Membership Meeting. Any REALTOR® who has not previously voted may cast their vote in writing at the membership meeting.

(a) If there are contested races, then election of Officers and Directors shall take place in September. On election night candidates for President-Elect will be allowed five (5) minutes for nominating and candidate speeches. Candidates for all other offices will be allowed two (2) minutes per candidate. The elections will begin with the President-Elect for one elective year who shall automatically become President the following elective year. Second, the election of a Secretary-Treasurer. Third, the election of the two (2) Directors for three (3) years. Fourth, the election of the two (2) Directors for one (1) year.

(b) An Election Committee shall be appointed by the Board of Directors. The committee shall have the sole responsibility as to the validity of ballots and their decision is final. All ballots are considered confidential. The Election Committee shall be in charge of all ballots that are cast. In the cases where there is more than one candidate for a single position, the candidate receiving the most votes shall be declared the winner by the Election Committee. In cases of contested Director positions, those candidates receiving the most votes will be declared the winners.

Unless the President-Elect serves a full one-year term, the President-Elect must stand for election as the nominee for President.

After the elections are completed, the Chief Staff Executive of the Association shall file the voting ballots and results in the local Association Office for a period of two (2) years which may be inspected by any REALTOR® Member with the permission of the Board of Directors.

**Section 6. Vacancies.** Vacancies among the officers and directors, including a vacancy caused by recall, shall be filled by the Board of Directors until the next election.

Any officer or director may be removed from the office as a result of a recall vote held according to the following procedure:

(a) Thirty (30%) percent of the REALTOR® Members in good standing shall sign a petition calling for the recall of an officer or director without the necessity of specific reference to acts of wrong doing.

(b) Within ten (10) days of receipt of a petition for recall, the Board of Directors shall cause to be sent to all REALTOR® Members, a notice of the meeting when the vote to recall a director or officer will be held. Said notice to be received at least five (5) days prior to the meeting. The meeting shall occur no more than thirty (30) days from receipt of petition.

(c) Upon an affirmative vote for recall which carries by a 3/4 majority of the vote duly cast, the officer or director identified in the petition for recall shall be removed from office without further action.

## ARTICLE XII - MEETINGS

**Section 1. Meetings of Directors.** The Board of Directors shall meet at regular times duly announced to the members. Absence from three (3) consecutive regular meetings, without an excuse deemed valid by the Board of Directors, shall be construed as a resignation.

**Section 2. Annual Meeting.** The annual meeting of Association shall be held during the month of January of each year, the place and hour to be designated by the Board of Directors.

**Section 3. Other Meetings.** Meetings of members may be held at such other times as the President or Board of Directors may determine, or upon the written request of ten per cent (10%) of the REALTOR® Members in good standing.

**Section 4. Notice of Meeting.** Due notice shall be given to every member at least two (2) days preceding all meetings accompanied by a statement of the purpose of the meeting, except for established regular meetings; annual meetings and the regular scheduled meeting for election of officers and directors may be moved forward or backward for a period of time not in excess of two weeks upon a two-thirds vote of the Board of Directors, and in such event one week's notice be given of the change of meeting time, purpose and place to each member.

**Section 5. "Quorum".** A Quorum consists of those REALTOR® members who attend the membership meeting and nine (9) of the Board of Directors at the Board of Directors meeting.

## ARTICLE XIII - COMMITTEES

**Section 1. Standing Committees.** The President shall appoint, subject to confirmation by the Board of Directors, the following standing committees: Administrative, Budget and Finance, Grievance, Multiple Listing Service, Professional Standards, and any other standing committees as deemed necessary to carry on the work of the Association. Appointments to the Professional Standards Committee and Grievance Committee shall be consistent with the cooperative professional standards enforcement agreement of the Association.

**Section 2. Special Committees.** The President shall appoint, subject to confirmation of the Board of Directors, such special committees as he may deem necessary.

**Section 3. Organization.** All committees shall be of such size and shall have such duties, functions and powers as need be assigned to them by the President or the Board of Directors, except as otherwise provided in these Bylaws.

**Section 4. President.** The President and President-Elect shall be ex-officio members of all committees, except the Grievance Committee, Nominating and Professional Standards Committee and shall be notified of their meetings.

**Section 5.** In addition to duties, functions and powers as may be assigned by the President and Board of Directors, the following standing committees shall be composed, function and have the duties as set forth hereinafter.

A. Administrative Committee.

(1) This committee shall consist of the following: President, President-Elect, Immediate Past President (who shall serve as chairperson of this committee), Secretary/Treasurer, MLS Chairman, RCA Chairman, PMD President, Wilkes County Chapter President, Lexington Davidson County Chapter President, one (1) Member at Large, and two Past Presidents appointed by the President who will serve a one-year, non-consecutive term (not to be a Director or Officer of the Association of REALTORS<sup>®</sup>, MLS, RCA or PMD).

(2) Duties of the Administrative Committee: shall be to carry out the Board of Director's desires in supervising, coordinating and generally overseeing all of the activities in connection with the Association Office, properties, equipment and personnel within the budgeted expenditures.

B. Budget and Finance Committee. The duty of this committee is to submit the budget to the Board of Directors, showing by classification past disbursements and proposed ones.

C. Grievance Committee. Duties are as outlined in the *Code of Ethics and Arbitration Manual* of the Association (latest edition, as amended from time to time, of the National Association of REALTORS<sup>®</sup>). Total membership is at least six (6).

D. Multiple Listing Service

(1) Authority. The Winston-Salem Regional Association of REALTORS<sup>®</sup> shall maintain for the use of its Members a Multiple Listing Service which shall subject to the Bylaws of the Winston-Salem Regional Association of REALTORS<sup>®</sup> and such rules and regulations as may be hereinafter adopted. The Winston-Salem Regional Association of REALTORS<sup>®</sup> is a recognized shareholder in the Triad Multiple Listing Service, Inc.

(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 databases; 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).

(3) Participation. Any REALTOR<sup>®</sup> Member of this or any other Board who is a principal, partner, or corporate officer, or branch manager acting on behalf of the principal, without further qualification, except as otherwise stipulated in these bylaws, shall be eligible to participate in Multiple Listing upon agreeing in writing to conform to the rules and regulations thereof and to pay the costs incidental thereto. However, under no circumstances is any individual or firm, regardless of membership status, entitled to Multiple Listing Service "membership" or "participation" unless they hold a current, valid real estate broker's license and offer or accept compensation to and from other Participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property.\*\* Use of information developed by

or published by 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 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.

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.

\*\* When there is more than one principal in a real estate firm, the chief principal officer of the firm is defined as the MLS "Participant". Brokers other than principals are not considered "Participants" in the Service, but have access to and use of the Service through the principal(s) with whom they are affiliated.

(4) Supervision. The activity shall be operated under the supervision of the Multiple Listing Committee, in accordance with the rules and regulations, subject to approval of the Board of Directors of the Winston-Salem Regional Association of REALTORS®.

(5) MLS Committee. The WSRAR MLS Committee Vice-Chair shall be elected annually by the MLS Participants who will ascend to serve as the WSRAR MLS Chair the following year. The representatives to the Triad MLS shall be the current chair of MLS, the current Vice-Chair of MLS, and the Immediate Past Chair of MLS. The WSRAR MLS Committee members will be appointed by the incoming President of the Winston-Salem Regional Association of REALTORS®, Inc. and the incoming MLS Committee Chairperson. There will be a total of fifteen (15) members and a quorum is six (6) members. No more than two (2) representatives per office will be allowed participation on the committee.

(6) Vacancies. Vacancies in unexpired terms shall be appointed by the Board of Directors of the Winston-Salem Regional Association of REALTORS®.

(7) Attendance. Any Committee member who fails to attend three (3) consecutive regular or special meetings of the Committee, without excuse acceptable to the Chairperson of the Committee, shall be deemed to have resigned from the Committee and the vacancy shall be filled by the Board of Directors of the Winston-Salem Regional Association of REALTORS®.

(8) Subscribers. Subscribers (or users) of the MLS include non-principal brokers and licensed or certified appraisers affiliated with Participants. Subscribers also include affiliated unlicensed administrative and clerical staff, personal assistants, and individuals seeking licensure or certification as real estate appraisers who are under the direct supervision of an MLS Participant or the Participant's licensed designee.

E. Professional Standards Committee. Duties as outlined in the "Code of Ethics and Arbitration Manual" of the Association (latest edition, as amended from time to time, of the National Association of REALTORS®). Total membership is at least fifteen (15).

**Section 6. 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 7. Attendance by Telephone.** Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall be at the discretion of the President and shall constitute presence at the meeting.

#### **ARTICLE XIV - FISCAL AND ELECTIVE YEAR**

The fiscal and elective year of this Association shall be the Calendar year.

#### **ARTICLE XV - RULES OF ORDER**

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

#### **ARTICLE XVI – AMENDMENTS**

**Section 1.** These Bylaws may be amended by majority vote of the REALTOR® Members present and qualified to vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting, except that the Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy. Article IX may be amended only by a majority vote of all REALTOR® Members.

**Section 2.** Notice of all meetings at which such amendments are to be considered shall be given to every REALTOR® Member at least five (5) days prior to the time of the meeting.

**Section 3.** Amendments to these Bylaws affecting the admission or qualification of REALTOR® and Institute Affiliate Members, the use of the terms REALTOR® and REALTORS®, or any alternation in the territorial jurisdiction of the Association shall become effective upon 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 this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the North Carolina Association of REALTORS®, Inc. or within its discretion, to any other non-profit tax exempt organization.

#### **ARTICLE XVIII - NULL AND VOID**

Any words, phrase, portion, or section of this Constitution and Bylaws which is officially ruled to be inconsistent by the REALTOR® Members of the Winston-Salem Regional Association of REALTORS®, Inc., or any court, governmental body, or organizational body of high order such as the NATIONAL ASSOCIATION OF REALTORS® with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® or with Local, State or National laws shall be considered null and void without having effect on the remainder of this said Constitution and Bylaws.

#### **ARTICLE XIX – WINSTON-SALEM PROPERTY MANAGEMENT ASSOCIATION**

The Winston-Salem Regional Association of REALTORS®, Inc. recognizes, endorses and authorizes the establishment of the Winston-Salem Property Management Association as a division of the Winston-Salem Regional Association of REALTORS®, Inc. which shall be operated by its own Operation Policy.

Provided, however, that the Operations Policy shall not be inconsistent with the "Code of Ethics" of the NATIONAL ASSOCIATION OF REALTORS® and/or its Constitution and Bylaws and the current "Official Interpretations" together with the current recommended policies and practices of the NATIONAL ASSOCIATION OF REALTORS® or inconsistent with the Bylaws of the Winston-Salem Regional Association of REALTORS®, Inc.

#### **ARTICLE XX - WINSTON-SALEM REALTORS® COMMERCIAL ALLIANCE**

The Winston-Salem Regional Association of REALTORS®, Inc. recognizes, endorses and authorizes the establishment of the Winston-Salem REALTORS® Commercial Alliance as a division of the Winston-Salem Regional Association of REALTORS®, Inc. which shall be operated by its own Operations Policy.

Provided, however, that the Operations Policy shall not be inconsistent with the "Code of Ethics" of the NATIONAL ASSOCIATION OF REALTORS® and/or its Constitution and Bylaws and the current "Official Interpretations" together with the current recommended policies and practices of the NATIONAL ASSOCIATION OF REALTORS® or inconsistent with the Bylaws of the Winston-Salem Regional Association of REALTORS®, Inc.

#### **ARTICLE XXI – WINSTON-SALEM REGIONAL ASSOCIATION OF REALTORS® WILKES COUNTY CHAPTER**

The Winston-Salem Regional Association of REALTORS®, Inc. recognizes, endorses and authorizes the establishment of the Winston-Salem Regional Association of REALTORS® Wilkes County as a chapter of the Winston-Salem Regional Association of REALTORS®, Inc. which shall be operated by its own Operations Policy.

Provided, however, that the Operations Policy shall not be inconsistent with the "Code of Ethics" of the National Association of REALTORS® and/or its Constitution & Bylaws and the current "Official Interpretations" together with the current recommended policies and practices of the National Association of REALTORS® or inconsistent with the Bylaws of the Winston-Salem Regional Association of REALTORS®, Inc.

**ARTICLE XXII – WINSTON-SALEM REGIONAL ASSOCIATION OF REALTORS® LEXINGTON  
DAVIDSON COUNTY CHAPTER**

The Winston-Salem Regional Association of REALTORS®, Inc. recognizes, endorses and authorizes the establishment of the Winston-Salem Regional Association of REALTORS® Lexington Davidson County as a chapter of the Winston-Salem Regional Association of REALTORS®, Inc. which shall be operated by its own Operations Policy.

Provided, however, that the Operations Policy shall not be inconsistent with the "Code of Ethics" of the National Association of REALTORS® and/or its Constitution & Bylaws and the current "Official Interpretations" together with the current recommended policies and practices of the National Association of REALTORS® or inconsistent with the Bylaws of the Winston-Salem Regional Association of REALTORS®, Inc.

**ARTICLE XXIII - TRIAD MULTIPLE LISTING SERVICE, INC.**

The Winston-Salem Regional Association of REALTORS®, Inc. recognizes, endorses and authorizes the establishment of the Triad Multiple Listing Service, Inc. The Winston-Salem Regional Association of REALTORS® is a recognized shareholder of said cooperation as outlined in the Shareholders Agreement of the Triad Multiple Listing Service, Inc. which shall be operated by its own Operations Policy.

Provided, however, that the Operations Policy shall not be inconsistent with the "Code of Ethics" of the National Association of REALTORS® and/or its Constitution & Bylaws and the current "Official Interpretations" together with the current recommended policies and practices of the National Association of REALTORS® or inconsistent with the Bylaws of the Winston-Salem Regional Association of REALTORS®, Inc.

**ARTICLE XXIV - EFFECTIVE DATE OF THIS CONSTITUTION AND BYLAWS**

This Constitution and Bylaws shall become effective and repeal and supersede all other Association Rules, immediately upon its adoption by the REALTOR® Members of the Winston-Salem Regional Association of REALTORS®, Inc. This, however, shall not invalidate any action taken under previous rules prior to this adoption, August 16, 1988.

*Revised 12/4/18*

## APPENDIX

### MEMBERSHIP QUALIFICATION CRITERIA FOR PRINCIPALS

Applicants for REALTOR® Membership who are sole proprietors, partners, corporate officers, or branch office managers in a real estate firm may be required to supply satisfactory evidence that they have:

**1. A valid real estate license (and actively engaged in the real estate business and its recognized branches)**

"A valid real estate license" is intended to mean that applicants for REALTOR® membership who are sole proprietors, partners, corporate officers, or branch office managers in a firm engaged in the real estate business must maintain a current, valid real estate broker's license or must be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property.

The term "actively engaged" in business contemplates that the licensed or certified applicants will have an office for the conduct of real estate business and shall hold themselves out to the public as being actively engaged in the real estate business, and shall actively seek and service real estate business. It does not contemplate that applicants must devote all or even a majority of their time to the real estate business or derive any particular percentage of their income from such business. It does not contemplate that applicants shall have no other job or occupation.

Where question arises as to whether or not applicants are "actively engaged" in the real estate business, they shall be given the opportunity to present evidence concerning the actual and intended scope of their business activities. In the event any applicant for membership is rejected on the bases of failure to be "actively engaged," the Board should promptly seek a declaratory judgement from a court of competent jurisdiction affirming the propriety of such rejection.

**2. A place of business within the state or a state contiguous thereto**

**3. No record of official sanctions involving unprofessional conduct**

"No record of official sanctions involving unprofessional conduct" is intended to mean that the Association may consider:

A. judgments against the applicant within the past three (3) years of violations

1. civil rights laws;
2. real estate license laws;
3. or other laws prohibiting unprofessional conduct rendered by the courts or other lawful authorities

B. criminal convictions if

1. the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted; and
2. no more than ten years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date.



#### **4. Membership File**

The Association may, at its discretion, also consider the following in determining an applicant's qualifications for membership:

1. All final findings of Code of Ethics violations and violations of other membership duties in any other association within the past three (3) years
2. Pending ethics complaints (or hearings)
3. Unsatisfied discipline pending
4. Pending arbitration requests (or hearings)
5. Unpaid arbitration awards or unpaid financial obligations to any other association or association MLS
6. Any misuse of 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 NOTE below) 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 within six months from the date that provisional membership is approved if such matters have not been resolved. 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.

NOTE: Article IV, Section 2, of the NAR Bylaws prohibits Members Associations from knowingly granting REALTOR® membership to any applicant who has an unfulfilled sanction pending which was imposed by another Association of REALTORSD® for violation of the Code of Ethics.

#### **5. No recent or pending bankruptcy**

No recent or pending bankruptcy is intended to mean that the applicant or any real estate firm in which the applicant is a sole proprietor, general partner, corporate officer or branch office manager is not involved in any pending bankruptcy or insolvency proceedings or has not been adjudged bankrupt in the past three (3) years. If a bankruptcy proceeding as described above exists, membership may not be rejected unless the Association establishes that its interests and those of its members and the public could not be adequately protected by requiring that the bankrupt applicant pay cash in advance for Association and MLS fees for up to one (1) year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that an existing member initiates bankruptcy proceedings, the member may be placed on a "cash basis" from the date that bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.

**6. Completed the Association's Orientation Course**

It is presumed that the Orientation Course to be completed as a prerequisite for membership is confined to the subjects of the Constitution, Bylaws, policies, rules and regulations of the Local Association, State Association, and the National Association as well as the Code of Ethics of the National Association. It is not contemplated that completion of the Orientation Course covering topics included in the licensing examination will be required for qualification.

**7. Signified their intention to abide by the NATIONAL ASSOCIATION OF REALTORS® Code of Ethics**

**8. Signified their intention to abide by the Constitution, Bylaws, Policy, and Rules and Regulations of the Local Association, the State Association and the NATIONAL ASSOCIATION OF REALTORS®**

By such agreement in the application, applicants assume a continuing membership obligation.

Important Note:

When an Association declines to accept an applicant on the basis of failure to satisfy Point 1. (actively engaged), Point 3. (no record of official sanctions involving unprofessional conduct), and/or Point 5. (no record or pending bankruptcy), it is recommended that the Association seek a declaratory judgment in the civil courts, affirming its decision. Association Legal Counsel will advise as to the proper form and procedures in seeing a declaratory judgment. A sample form which may be used for this purpose is included in the Code of Ethics and Arbitration Manual. No petition should be prepared except by Association Legal Counsel.

## MEMBERSHIP QUALIFICATION CRITERIA FOR NON-PRINCIPALS

Applicants for REALTOR® membership who are other than sole proprietors, partners, corporate officers or branch office managers of a real estate firm may be required to supply satisfactory evidence that they have:

### 1. A valid real estate license (and actively engaged in the real estate business and its recognized branches)

"A valid real estate license" is intended to mean that applicants for REALTOR® membership who are other than sole proprietors, partners, corporate officers, or branch office managers in a firm engaged in the real estate business must maintain a current, valid real estate broker's license or must be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property.

The term "actively engaged" in business contemplates that the licensed or certified applicants will have an office for the conduct of real estate business and shall hold themselves out to the public as being actively engaged in the real estate business, and shall actively seek and service real estate business. It does not contemplate that applicants must devote all or even a majority of their time to the real estate business or derive any particular percentage of their income from such business. It does not contemplate that applicants shall have no other job or occupation.

Where question arises as to whether or not applicants are "actively engaged" in the real estate business, they shall be given the opportunity to present evidence concerning the actual and intended scope of their business activities. In the event any applicant for membership is rejected on the bases of failure to be "actively engaged," the Board should promptly seek a declaratory judgement from a court of competent jurisdiction affirming the propriety of such rejection.

### 2. Employed by or affiliated with a REALTOR® as an independent contractor

The basic qualification is employment or affiliation with a REALTOR®. The qualification is met by individuals regardless of whether they operate out of the principal office of the REALTOR® or a branch office.

### 3. No record of official sanctions involving unprofessional conduct

"No record of official sanctions involving unprofessional conduct" is intended to mean that the Association may consider:

#### A. judgments against the applicant within the past three (3) years of violations

1. civil rights laws;
2. real estate license laws;
3. or other laws prohibiting unprofessional conduct rendered by the courts or other lawful authorities

#### B. criminal convictions if

1. the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted; and

2. no more than ten years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date.

**4. Must make written application for REALTOR® membership in the Association**

(Such application must be a voluntary act by applicants, and cannot be a requirement of the Association.)

The Association may not require that brokers affiliated with a REALTOR® be Members of the Association. Neither can the Association require that the REALTOR® have such a requirement.

**5. Membership File**

The Association may, at its discretion, also consider the following in determining an applicant's qualifications for membership:

1. All final findings of Code of Ethics violations and violations of other membership duties in any other association within the past three (3) years
2. Pending ethics complaints (or hearings)
3. Unsatisfied discipline pending
4. Pending arbitration requests (or hearings)
5. Unpaid arbitration awards or unpaid financial obligations to any other association or association MLS
6. Any misuse of 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 note below) 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 within six months from the date that provisional membership is approved if such matters have not been resolved. 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.

NOTE: Article IV, Section 2, of the NAR Bylaws prohibits Members Associations from knowingly granting REALTOR® membership to any applicant who has an unfulfilled sanction pending which was imposed by another Association of REALTORS® for violation of the Code of Ethics.

**6. Signified their intention to abide by the National Association of REALTORS® Code of Ethics**

**7. Signified their intention to abide by the Constitution, Bylaws, Policy, and Rules and Regulations of the Local Association, the State Association and the NATIONAL ASSOCIATION OF REALTORS®**

By such agreement in the application, applicants assume a continuing membership obligation.

**8. Completed the Association's Orientation Course**

It is presumed that the Orientation Course to be completed as a prerequisite for membership is confined to the subjects of the Constitution, Bylaws, policies, rules and regulations of the Local Association, State Association, and the National Association as well as the Code of Ethics of the National Association. It is not contemplated that completion of the Orientation Course covering topics included in the licensing examination will be required for qualification.

**9. Associations may require that applications for membership submitted by non-principal brokers and licensed or certified appraisers be “acknowledged” by the REALTOR® who is a sole proprietor, partner, corporate officer, or branch office manager of the firm**

Important Note:

When an Association declines to accept an applicant on the basis of failure to satisfy Point 1. (actively engaged), and/or Point 3. (no record of official sanctions involving unprofessional conduct), it is recommended that the Association seek a declaratory judgment in the civil courts, affirming its decision.

Association Legal Counsel will advise as to the proper form and procedures in seeing a declaratory judgment. A sample form which may be used for this purpose is included in the *Code of Ethics and Arbitration Manual*. No petition should be prepared except by Association Legal Counsel.