

**Bylaws of the**  
**Virgin Islands Territorial Association of REALTORS®, Incorporated**  
(Approved by NAR May 2007)  
(Amended October 2007)  
(Amended June 2008)  
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**BYLAWS  
of the  
VIRGIN ISLANDS TERRITORIAL ASSOCIATION OF REALTORS®, INC.**

(Approved by NAR May 2007)  
(Amended October 2007)

**ARTICLE I**

**Name and Objects**

Section 1. The name of this organization shall be Virgin Islands Territorial Association of REALTORS®, Incorporated, hereinafter referred to as the Association.

Section 2. The objects of this Association shall be to unite local Boards of REALTORS®, hereinafter referred to as Boards, their members, and REALTOR® and REALTOR®-ASSOCIATE Members in the Territory of The United States Virgin Islands, for the purpose of exerting effectively a combined influence upon matters affecting real estate, to elevate the standards of the real estate business throughout the Territory and the professional conduct of persons engaged therein.

**ARTICLE II**

**Membership**

Section 1. The members of this Association shall consist of seven classes: (1) Member Boards, (2) Board Members, (3) REALTOR® Members, (4) REALTOR®-ASSOCIATE Members, (5) Institute Affiliate Members, (6) Affiliate Members, and (7) Honorary Members.

Section 2. A Member Board shall be any Board within the Territory of The U.S. Virgin Islands, all the REALTOR® and REALTOR®-ASSOCIATE Members of which hold membership in this Association and in the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. A Board Member shall be any REALTOR® or REALTOR®-ASSOCIATE Member of a Member Board as previously defined.

Section 4. A REALTOR® Member shall be any individual engaged in the real estate profession as a principal, partner, or officer of a corporation, or branch office manager acting on behalf of the firm's principal(s), and licensed or certified individuals affiliated with said REALTOR® member whose place of business is located in an area outside the jurisdiction of any Member Board and who meets the qualifications for REALTOR® Membership established by Territorial Association (which must be consistent with NAR Membership Qualification Criteria). Secondary REALTOR® membership shall also be available to individuals who hold primary membership in another state and who desire to obtain direct membership in the territorial association without holding membership in a local/board/association in the territory.

Section 5. REALTOR®-ASSOCIATE Members shall be individuals who are engaged in the real estate profession other than as principals, partners or corporate officers, or branch office managers and do not qualify for or seek REALTOR® membership. Salespersons or licensed or

certified appraisers who are employed by or affiliated as independent contractors with a REALTOR® Member of this Association shall be eligible for REALTOR®-ASSOCIATE Membership. REALTOR®-ASSOCIATE membership shall also be available to individuals who hold primary membership in an association in another state and who desire to obtain direct membership in the territorial association without holding membership in the local association in the territory.

Section 6. The Association will also consider the following in determining an applicant's qualifications for REALTOR® membership:

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

“Provisional” membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics provided all other qualifications for membership have been satisfied. Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six months from the date that provisional membership is approved. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration request pending, the association may condition membership on the applicant's certification that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the association to which the applicant has made application) and will abide by the decision of the hearing panel.

Section 7. Institute Affiliate members shall be individuals who hold a professional designation awarded by a 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. Individuals whose places of business are located in a area outside the jurisdiction of a Member Board of REALTORS® shall be eligible to apply for Institute Affiliate Membership in the Territorial Association if they meet the requirements as specified above. Institute Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® .

NOTE: Local associations establish the rights and privileges to be conferred on Institute Affiliate Members except that no Institute Affiliate Member may be granted the right to use the term REALTOR®, REALTOR-ASSOCIATE®, or the REALTOR® logo; to serve as President of the local association; or to be a participant in the local association's Multiple Listing Service.

Section 8. Affiliate Members shall be real estate owners and other individuals or firms who while not engaged in the real estate profession having interest requiring information concerning real estate, and are in sympathy with the objects of the Board.

Section 9. Honorary Members shall be individuals other than those engaged in the real estate business who have contributed notably to this Association.

### **ARTICLE III**

#### **Dues and Fees**

Section 1. The annual dues of each Member Board as defined in Article II of these Bylaws shall be an amount (1) as established annually by the Board of Directors times the number of REALTOR® and REALTOR®-ASSOCIATE Members who hold primary membership in the Board, plus an amount (2) as established annually by the Board of Directors times the number of real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with REALTOR® Members of the Board who are not themselves REALTOR® or REALTOR®-ASSOCIATE Members. In calculating the dues payable by a Member Board, non-members, as defined in the preceding sentence, shall not be included in the computation of dues if dues have been paid in another Board in the Territory, provided the Board notifies the Territorial Association in writing of the identity of the Board to which dues have been remitted. The annual dues of REALTOR® or REALTOR®-ASSOCIATE members holding secondary membership directly in the territorial association shall be an amount established annually by the Board of Directors, to accommodate secondary members.

Section 2. The annual dues of each REALTOR® Member actively engaged in the real estate business from areas not within the jurisdiction of a Member Board shall be (1) an amount as established annually by the Board of Directors plus an amount equal to (2) an amount as established annually by the Board of Directors times the number of real estate salespersons and licensed or certified appraisers who (a) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® Member, and (b) are not REALTORS® or REALTOR®-ASSOCIATES, provided however, that if two or more REALTORS® are principals of the same firm, partnership or corporation, then only that REALTOR® designated from time to time in writing (the "designated" REALTOR®) by the firm, partnership or corporation shall be required to pay that portion of the dues which is computed on the basis of the real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with such firm, partnership or corporation, and the dues of the remaining REALTORS® who are principals of such firm, partnership or corporation shall be an amount as established annually by the Board of Directors and (c) are no REALTOR® Members of any Board in the state or a state contiguous thereto or Institute Affiliate Members of the Board. In calculating the dues payable to the Board by a Designated REALTOR® has paid dues based on said non-member licensees in another Board in the state or a state contiguous thereto, provided the Designated REALTOR® notifies the Board in writing of the identity of the Board to which dues have been remitted. In the case of a Designate REALTO Member in a firm, partnership, or corporation whose business activity is substantially all commercial, and assessments of non-member licensees shall be limited to licensees affiliated with the Designated REALTOR® (as defined in 9a) and © of this paragraph) in the office where the Designated REALTOR holds membership and any other offices of the firm located within the jurisdiction of this board.

- (i) 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®.

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.

Section 3. The annual dues of each REALTOR®-ASSOCIATE Member actively engaged in the real estate business from an area not within the jurisdiction of Member Boards shall be an amount as established annually by the Board of Directors. Member dues to be billed each November for the following calendar year.

Section 4. The annual dues of each Institute Affiliate Member shall be an amount as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS.

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

Section 5. Upon payment to The Virgin Islands Territorial Association of REALTORS® of the dues required under Sections 1, 2, 3, and 4 of this Article, each REALTOR® and REALTOR®-ASSOCIATE Member of Member Boards within the Territory, and each REALTOR®, REALTOR®-ASSOCIATE and Institute Affiliate Member from areas not within the jurisdiction of a Member Board within the Territory shall be deemed a REALTOR®, REALTOR®-ASSOCIATE or Institute Affiliate Member, as the case may be, in good standing of The Virgin Islands Territorial Association of REALTORS®. Upon payment of dues required

under any other Sections of this Article, the individual making such payment shall be deemed a Member as designated in good standing of The Virgin Islands Territorial Association of REALTORS®.

Section 6. The annual dues of each Affiliate Member shall be an amount as established annually by the Board of Directors.

Section 7. In November of each year, each Member Board shall file with The Virgin Islands Territorial Association of REALTORS®, in such format as shall be determined by The Virgin Islands Territorial Association, a list of its REALTOR®, REALTOR®-ASSOCIATE and Institute Affiliate Members and the real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with such REALTOR® Members, certified by the President and Secretary of the Board, and that Member Board shall pay dues for the new year on the basis of such list; provided, however, that adjustments shall be made each quarter for Members dropped or enrolled by the Member Board during the preceding quarter. On a quarterly basis, the Member Board shall report to the Territorial Association the names and addresses of REALTOR®, REALTOR®-ASSOCIATES and Institute Affiliate Members dropped or enrolled during the preceding quarter. Any Member Board or other Member delinquent in payment of dues by more than 90 days may be dropped from membership in the Association by the Board of Directors.

## **ARTICLE IV**

### **Officers**

Section 1. The elective officers of the Association shall be a President, President-Elect, a Secretary and a Treasurer. In the absence of the President, the President-Elect shall perform his duties. All officers shall serve for one year or until their successors are elected and qualified and shall be ex officio members of the Board of Directors. Amended/Adopted 08/15/97

Section 2. The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them respectively by the Board of Directors from time to time, and such as are required by law.

#### **Section 3**

(a). The Board of Directors may employ an Association Executive; who shall be the chief administrative officer of the Association, subject to the President and the Executive Committee, and who shall perform such duties as may be delegated to him by the Board of Directors. The Association Executive, with the approval of the Board of Directors, may employ such other persons as may be necessary to conduct the activities of the Association.

(b). Annually, the Board of Directors shall select a Committee for the express purpose of conducting the Association Executive's annual review. This Committee shall consist of the VITAR President, President-Elect and two members of the Board of Directors.

(c). A review Committee shall meet with the Association Executive for an annual review on the Association Executive's anniversary date. The review Committee shall report all recommendations and findings to the Board of Directors in closed session.

(d) All personnel changes, including salary and benefits shall be approved by the Board of Directors in closed session.

Section 4. The Board of Directors may retain legal and other professional counsel and fix the terms of compensation thereof.

## **ARTICLE V**

### **Board of Directors**

#### **Section 1**

(a). The government of the Association shall be vested in a Board of Directors, consisting of the following:

Elected Positions for a term of one year shall be the President and President-Elect, Secretary and Treasurer as well as two Past VITAR Presidents.

(b). Elected Positions shall be two National Directors with staggered three-year terms.

(c). Automatic Slots for a term of one year shall be as follows:

Director	St. Thomas President
Director	St. Thomas President-Elect
Director	St. Croix President
Director	St. Croix President –Elect
Director	St. John President
Director	St. John President-Elect
Director	Immediate Past President of VITAR

(d). The Immediate Past President shall serve as the ex officio Member of the Board of Directors for one year or until replaced by the next succeeding Immediate Past President, whichever shall be the shorter term. It is recommended that no one individual shall hold more than one position as Officer or Director on the Board of Directors. If this does occur, then the individual shall be entitled to only one vote. (Amended 12/17/98)

Section 2. Proposals for Directors to be elected from the REALTOR® Membership of the several Member Boards shall be sent to the Nominating Committee at least one month in advance of the date of the annual meetings.

Section 3. The Board of Directors shall administer the finances of the Association and shall have sole authority to appropriate money. The accounts of the Association shall be reviewed and/or audited annually by a Certified Public Accountant. A Certified Public Accountant shall prepare annually a financial statement for the Association and submit taxes on behalf of the Association.

Section 4. The Board of Directors shall meet a minimum of four times each year at a time and place to be determined by it.

Section 5 . There shall be an Executive Committee of the Board of Directors, composed

of the President, President-Elect, Member Board Presidents, Treasurer, and Secretary. This committee shall make recommendations to the Board of Directors, shall transact business of an emergency nature between meetings of the Board of Directors, and shall report such actions in full to the Board of Directors at its next meeting.

Section 6 . Special meetings of the Board of Directors may be called at any time upon five days' written notice by the President or by a quorum of the Directors.

## **ARTICLE VI**

### **Meetings**

Section 1. The Association shall hold an annual general membership meeting for the Election of the elected positions for the next calendar year, in the month of June the time and place to be designated by the Board of Directors. Board Members and REALTOR® and REALTOR®-ASSOCIATE Members present at any meeting of this Association shall be delegates entitled to participate in all discussions and deliberations.

Section 2. The Association shall hold annually a convention in October, which shall be open to all members upon payment of a registration fee to be determined by the Board of Directors.

Section 3. Other meetings may be called by the Board of Directors. Any call for a meeting shall state the purpose, time and place of the meeting, and shall be issued in writing at least ten days in advance.

Section 4. Five Directors shall constitute a quorum of the Board of Directors, provided that at least two are from St. Croix and two from St. Thomas and one from St. John.

## **ARTICLE VII**

### **Committees**

Section 1. The President, subject to the approval of the Board of Directors, shall appoint the following standing committees, the members of which shall serve for one year, or until their successors are appointed and qualified.

- |                                 |                                     |
|---------------------------------|-------------------------------------|
| a. Bylaws                       | f. REALTOR® Communications          |
| b. Convention - <u>Meetings</u> | g. Political Affairs                |
| c. Education                    | h. REALTOR® of the Year             |
| d. Professional Standards       | i. Real Estate Commission Relations |
| e. Legislation and Taxation     | j. RPAC                             |

Additionally, members of the REALTOR® of the Year Committee shall be comprised of previous REALTORS® of the Year and the Chairman and Vice-Chairman shall be the two immediate past REALTORS® of the Year.

Section 2. The President, with the approval of the Board of Directors, may appoint such other committees as he deems advisable. The President shall be an ex officio member of all committees.

Section 3. Committees shall have such duties as their titles indicate, and as the Board of Directors may assign. All actions of committees shall be subject to the approval of the Board of Directors.

Section 4. The Past Presidents of the Association shall constitute an Advisory Committee which shall be available for consultation by the President or by other officers and by the Board of Directors.

## **ARTICLE VIII**

### **Election of Officers**

Section 1. The election of officers and directors shall be held at the general membership meeting in June of the Association. Election shall be by ballot. The ballot shall contain the names of all candidates and the office for which they are nominated. An official absentee ballot, will be accepted to be cast at the annual meeting election of Officers and Directors. An official absentee ballot shall be

- (a) filed in person with the Secretary, of the respective Boards, who is to certify the count of ballots received by each member board/ or
- (b) a notarized ballot received by the Territorial Secretary prior to the election of officers and directors. A facsimile shall be accepted.

Section 2 (a). At a regular meeting of the Board of Directors, not less than three months before the annual membership meetings, the President, with the approval of the Board of Directors, shall appoint a Nominating Committee composed of one Board Member from each District, together with one alternate member. The Immediate Past President of the Association shall serve ex officio as chairman with the right to vote in the event of a tie. The Nominating Committee shall name at least one candidate for President, President-Elect, Secretary ~~and~~ Treasurer and two past presidents and each vacancy on the Board of Directors.

(b). The report of the Nominating Committee shall be announced and conspicuously displayed at each member firm's office at least 30 days before the election is held. Additional candidates for the offices to be filled may be placed in nomination by a petition signed by at least 20 percent of the REALTOR® Members. The petition shall be filed with the Secretary at least two weeks before the election. The Secretary shall send notice of such additional nominations to all REALTOR® Members before the election.

Section 3. Vacancies among the Officers and the Board of Directors shall be filled by the Board of Directors until the next annual election.

Section 4. The Nominating Committee shall accept applications for the position of National Director forty-five (45) days prior to the annual general membership meeting in June. Candidates shall submit their names and bio to the Nominating Committee. Qualifications-for National Director shall include only past Board service. National Director shall be elected by simple majority count. In the event of a tie vote, "Robert's Rules" shall apply.

## **ARTICLE IX**

### **Quorum**

Section 1. A quorum for the transaction of business shall consist of 10 percent of VITAR REALTOR® Members.

Section 2. A quorum for any Bylaw change shall consist of 10 percent of VITAR REALTOR® Members.

### **ARTICLE X**

#### **Fiscal Year**

Section 1. The fiscal year of the Association shall be the calendar year.

### **ARTICLE XI**

#### **Code of Ethics**

Section 1. The Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® is adopted as the Code of Ethics of the Association and shall be considered a part of its Rules and Regulations, and the Code of Ethics and the Rules and Regulations of the Association shall, in the future, be deemed to be amended and changed whenever said Code of Ethics is amended or changed by the National Association.

### **ARTICLE XII**

#### **Professional Standards**

Section 1. The responsibility of the Board and of Board 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 NAR Code of Ethics and Arbitration Manual\*, as from time to time amended, which by this reference is made a part of these Bylaws.

Section 2. It shall be the duty and responsibility of every Realtor Member of this Board to abide by the Constitution and the Bylaws and the Rules and Regulations of the Board, the Constitution and Bylaws of the Association, the Constitution and Bylaws of the National Association of Realtors, and to abide by the Code of Ethics of the National Association of Realtors, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this Board as from time to time amended.

Section 3. The responsibility of the Board and Board members relating to the enforcement of the Code of Ethics, the disciplining of member, 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.

Section 4. Allegations of ethical violations and contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® and between REALTORS® and their customers or clients may be submitted to an ethics or arbitration panel at the Territorial Association level under the following circumstances:

(a) Allegations of unethical conduct made against a REALTOR® or REALTOR-ASSOCIATE® who is directly a member of the Territorial Association and not a member of any local Board.

(b) Allegations of unethical conduct made against a REALTOR® or REALTOR-ASSOCIATE® in the instance in which the local Board, because of size or other valid reason, determines that is cannot provide a due process hearing of the matter and petitions the Territorial Association to conduct a hearing.

(c) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are not members of the same Board where the matter has been referred to the Territorial Association by both local Boards.

(d) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are directly members of the Territorial Association and are not members of any Board.

(e) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between a REALTOR® who does not hold membership in any Board, but is directly a member of the Territorial Association, and a REALTOR® who is a member of a Board.

(f) Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTOR® the same Board where the Board with good and sufficient reason is unable to arbitrate the controversy. (Explanation: This provision is not designed to relieve a local Board of its primary responsibility to resolve differences arising between members of the same Board. The section recognizes that in some Boards with limited membership, usual arbitration procedures may be impossible.)

(g) Contractual disputes between a customer or a client and a REALTORS® where the Board with good and sufficient reason is unable to arbitrate the dispute or the REALTOR® is a direct member of the Territorial Association.

Section 5. Professional Standards hearing and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the National Association of REALTORS®, as from time to time amended, which by this reference is made a part of these Bylaws.

Section 6. "Limited" Regionalization for Island Boards - Each board shall retain it's respective Grievance Committees. Only the Professional Standards Committee of the Territorial Association will conduct hearings, and recommend sanctions, and only the Board of Directors of the Territorial Association will ratify sanctions and awards and hear Appeals. Panelists for the ethics or arbitration hearing will be drawn from the membership at large, but not so as to preclude a panel consisting of REALTORS® from a single island. The Territorial Executive Officer shall serve as the Secretary. Service on a panel shall be the duty of all VITAR

**Section 7. 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 8. Continuing Member Code of Ethics Training.**

Effective January 1, 2001, through December 31, 2004, and for successive four year periods thereafter, each REALTOR® member of the association shall be required to complete quadrennial ethics training of not less than two hours and thirty minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any four year cycle shall not be required to complete additional ethics training until a new four year cycle commences. Failure to satisfy this requirement shall be considered a violation of a membership duty for which REALTOR® membership shall be suspended until such time as the training is completed.

Members suspended for failing to meet the requirement for the first four (4) year cycle (2001 through 2004) will have until December 31, 2005 to meet the requirement. Failure to meet the requirement by that time will result in automatic termination of membership. Failure to meet the requirement for the second (2005 through 2008) cycle and subsequent four (4) year cycles will result in suspension of membership for the first two months (January and February) of the year following the end of any four (4) year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

### **ARTICLE XIII**

#### **Use of the Terms REALTOR®, REALTORS®, and REALTOR®-ASSOCIATE**

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

Section 2. REALTOR® Members of the Territorial Association shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their business 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® or REALTORS® only if all the principals of such firm, partnership or corporation who are actively engaged in the real estate profession within the Territory are REALTOR® or Institute Affiliate Members. (Amended/Adopted 10/18/97)

Section 4. REALTOR®-ASSOCIATE Members of the Territorial Association shall have the right to use the term REALTOR®-ASSOCIATE so long as they remain REALTOR®-ASSOCIATE Members in good standing and the REALTOR® Member with whom they are associated or by whom they are employed is also a REALTOR® Member in good standing.

Section 5. An Institute Affiliate Member shall not use the terms REALTOR®, REALTORS®, or REALTOR®-ASSOCIATE and shall not use the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

### **ARTICLE XIV**

#### **Districts**

Section 1. The Board of Directors shall, for administrative purposes, divide the Territory into Member Boards.

### **ARTICLE XV**

#### **Rules of Order**

Section 1. Robert's Rules of Order, latest edition, shall be recognized as the authority governing all meetings and conferences when not in conflict with the Bylaws of the Association.

## **ARTICLE XVI**

### **Amendments**

Section 1. These Bylaws may be amended by the majority vote of the 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.

Section 2. Amendments to these Bylaws affecting the admission or qualifications of REALTOR®, REALTOR®-ASSOCIATE, and Institute Affiliate Members, the use of the terms REALTOR®, REALTORS®, or REALTOR®-ASSOCIATE or any alteration in the territorial jurisdiction of a Board shall become effective upon the approval of the Board of Directors of the National Association.

## **ARTICLE XVII**

### **Harassment**

Section 1. Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an Association or MLS employee or Association Officer or Director after a hearing in accordance with the established procedures of the Association. Disciplinary action may also consist of any sanction authorized in the association's Code of Ethics and Arbitration Manual. 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 investigating team comprised of the President, President-Elect and/or Vice President and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the Association. If the complaint *names*/involves the President, President-Elect or Vice President, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.

## **Article XVIII**

### **Dissolution**

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