

**BYLAWS of the  
SUMMIT REALTORS®**

**(2020)**

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## **ARTICLE I – NAME**

**Section 1. Name.** The name of this organization shall be the SUMMIT REALTORS®, hereinafter referred to as the “Association”.

**Section 2. REALTORS®.** Inclusion and retention of the Registered Collective Membership Mark REALTORS® in the name of the Association shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® as from time to time amended.

## **ARTICLE II – OBJECTIVES**

The objectives of the Association are:

**Section 1.** To unite those engaged in the recognized branches of the real estate profession for the purpose of exerting a beneficial influence upon the profession and related interests.

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

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

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

**Section 5.** To unite those engaged in the real estate profession in this community with the Colorado Association of REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein.

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

## **ARTICLE III – JURISDICTION**

**Section 1.** The territorial jurisdiction of the Association as a Member of the NATIONAL ASSOCIATION OF REALTORS® is Summit County, Colorado, and such parts of Park County and Lake County.

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

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

## ARTICLE IV – MEMBERSHIP

The classes of Members are 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 Colorado or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation or any other entity required by law who are actively engaged in the real estate profession within the state or a state contiguous thereto shall qualify for REALTOR® Membership only, and each is required to hold REALTOR® Membership (except as provided in the following paragraph) in an association of REALTORS® within the state or a state contiguous thereto unless otherwise qualified for Institute Affiliate Membership as described in Section 1(b) of Article IV.

In the case of a real estate firm, partnership, or corporation, whose business activity is substantially all commercial, only those principals actively engaged in the real estate business in connection with the same office, or any other offices within the jurisdiction of the Association in which one of the firm's principals holds REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate Membership as described in Section 1(b) of Article IV. (Amended 1/05)

NOTE: REALTOR® Members may obtain membership in a "secondary" board/association 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 REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the local Association, state association and National Association.

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

(5) Designated REALTOR® Members. Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® Member who shall be responsible for all duties and obligations of Membership including the obligation to arbitrate pursuant to Article 17 of the Code of Ethics and the payment of Association dues as established in Article X of the Bylaws. The

“Designated REALTOR®” must be a sole proprietor, partner, corporate officer, or branch office manager acting on behalf of the firm’s principal(s) and must meet all other qualifications for REALTOR® Membership established in Article V, Section 2, of the Bylaws.

(b) Institute Affiliate Members. Institute Affiliate Members shall be individuals who hold a professional designation awarded by an Institute, Society, or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® or REALTORS®-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) or (b) of this Section, have interest 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 Association, 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 engaged in the real estate profession who have performed notable service for the real estate profession, for the Association, or for the public.

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

(g) Classification Determination by Association. All determinations regarding membership status in this Association shall be made by the Board of Directors which shall not unreasonably restrict or limit membership consistent with the objectives of the Association as set forth in Article II.

(h) CAR President. The current President of the Colorado Association of Realtors shall automatically be a REALTOR® Member in the Summit Realtors. Dues from this membership shall be waived.

## **ARTICLE V – QUALIFICATION and ELECTION**

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

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 become thoroughly familiar with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitutions Bylaws, and Rules and Regulations of the Association, the State and National Associations, and if elected a Member, will abide by the Constitutions and Bylaws and Rules and Regulations of the Association, State and National Associations, and if a REALTOR® Member, 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, through its Board of Directors or otherwise, may invite and receive information and comment about applicant from any Member or other persons, and that applicant agrees that any information and comment furnished to the Board by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the form of application, have access to a copy of the Bylaws, Constitution, Rules and Regulations, and Code of Ethics referred to above.

## **Section 2. Qualification.**

(a) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Board of Directors that the applicant is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary Member), has no record of recent or pending bankruptcy\*, has no record of official sanctions involving unprofessional conduct\*\*, agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and to complete, within three months of becoming a REALTOR® Member, the CAR classes in Ethics and Agency, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Association and shall agree that if elected to membership, the applicant will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics. Failure to satisfy this requirement will result in membership being suspended from the date it otherwise would be renewed until such time that the member provides evidence of completion of the aforementioned educational requirements. (Added August 2002)

NOTE 2: Article IV, Section 2, of the NAR Bylaws prohibits Members Boards from knowingly granting REALTOR® or REALTOR®-ASSOCIATE membership to any applicant who has an unfulfilled sanction pending which was imposed by another Board or Association of REALTORS® for violation of the Code of Ethics. (Adopted 1/01)

(\*) 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 Board of Directors 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.

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

(b) Individuals who are actively engaged in the real estate profession other than as sole proprietors, 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 Board/Association (if a secondary Member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, shall complete a course of instruction, in person or remotely and within the first two available training sessions after membership acceptance, covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Board and shall agree in writing that if elected to membership the applicant will abide by such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics. Failure to attend training sessions in allocated time frames will result in expulsion of membership and loss of all application and membership fees. (SAR 9/2015)

(c) The Association will also consider the following ethics and arbitration matters concerning the applicant and any other Association in determining an applicant's qualifications for REALTOR® membership: (SAR 8/2002)

1. All final findings of Code of Ethics violations and violations of other membership duties in any other REALTOR® 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 this or any other REALTOR® association or REALTOR® 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 Boards/Associations or where the applicant for membership has unsatisfied discipline pending in another Board/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. Boards/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 Board/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. (NAR 11/09)

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

(a) The Board of Directors shall determine whether the applicant is applying for the appropriate class of membership. If the association has adopted provisional membership, applicants for REALTOR® membership may 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 final review of the application by the board of directors.

(b) 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 ninety (90) days from the association's receipt of their application, membership may, at the discretion of the board of directors, be terminated. The board of directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the board of directors, he/she shall be declared elected to membership and shall be advised by written notice.

(c) The Board of Directors may not reject an application without providing the applicant with advance notice of its findings and recommendations, an opportunity to appear before the Board of Directors, to call witnesses on his behalf, to be represented by council, and to make such statements as the applicant deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.

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

**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® memberships 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 90 days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

**Section 5. Continuing REALTOR® Code of Ethics Training.** Effective January 1, 2017, through December 31, 2018, and for successive two 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 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 two (2) year cycle shall not be required to complete additional ethics training until a new two (2) year cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty for which REALTOR® membership shall be suspended until such time as the training is completed. Failure to meet the requirement in any two (2) year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any two (2) year cycle or until the requirement is met, whichever occurs sooner. In addition to the foregoing, a reinstatement fee of \$100 will be assessed to such suspended member upon such member's reinstatement. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated. (Adopted 1/01, Amended 5/05)

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

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

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 sixty (60) days of the date the Association is advised of the disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the Board of Directors. (Amended 1/98)

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

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

(c) 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. Non-exclusive.** The privileges and obligations of Members, in addition to those otherwise provided in these Bylaws, shall be specified in this Article.

**Section 2. Discipline.** Any Member of the Association may be disciplined by the Board of Directors for a violation of the Code of Ethics, or other duties of membership, 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® are not subject to the Code of Ethics nor its enforcement by the Association, such Members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, Members other than REALTORS® may, upon recommendation of the Board of Directors, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR® or REALTORS®, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local Association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

**Section 3. Consistency.** Any REALTOR® Member of the Association may be disciplined by the Board of Directors for violations of the Code of Ethics or other duties of membership, after a hearing as described in the Code of Ethics and Arbitration Manual of the Association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the Code of Ethics and Arbitration Manual of the National Association.

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

**Section 5. Re-Application for Membership.** If a Member resigns from the Association or otherwise causes membership to terminate with an ethics complaint or arbitration request pending, the Board of Directors may condition the right of the resigning Member to reapply for membership upon the applicant's certification that he or she will submit to the pending ethics or arbitration proceeding and will abide by the decision of the hearing panel.

(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®.

**Section 6. REALTOR® Members.** Only REALTOR® Members, whether primary or secondary, in good standing whose financial obligations to the Association are paid in full shall be entitled to vote and to hold elective office in the Association; may use the terms REALTOR® and REALTORS®, which use shall be subject to the provisions of Article VIII; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Association and the real estate profession.

(a) If a REALTOR® Member is a principal in a firm, partnership, or 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 is good standing in the Board, whichever may apply. If a REALTOR® Member who is other than a principal in a 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®.

**Section 8. Affiliate Members.** Affiliate Members shall have rights and privileges and be subject to 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 Membership shall confer only the right to attend meetings and participate in discussions.

**Section 11. Student Members.** Student Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

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

unwelcomed sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and President-elect and/or immediate Past-President and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the Association. Disciplinary action may include any sanction authorized in the associations Code of Ethics and Arbitration manual. If the complaint names the President, President-Elect or Immediate Past-President, they may not participate in the proceedings and shall be replaced by an alternative 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. Governing Authority.** The responsibility of the Association and of Association Members relating to the enforcement of the Code of Ethics, the disciplining of Members, and the arbitration of disputes, and the organization and procedures incident thereto, shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as amended from time to time, which is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

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

## **ARTICLE VIII – USE of the TERMS REALTOR® and REALTORS®**

**Section 1. NAR Authority.** Use of the terms REALTOR® and REALTORS® by Members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® and to the Rules and Regulations prescribed by its Board of Directors. The Association shall have the authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS®, use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the association's Code of Ethics and Arbitration Manual. (Amended 05/2006)

**Section 2. Member Use of Realtor Name.** 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. All Principals Must Be Members.** A REALTOR® Member who is a principal of a real estate firm, partnership, or corporation may use the terms REALTOR® and REALTORS® only if all the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession

within the state or a state contiguous thereto are REALTOR® Members of the Association 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 office manager of the firm, partnership, or corporation holds REALTOR® membership. If a firm, partnership or corporation operates additional places of business in which no principal, partner, corporate officer, or branch office manager holds REALTOR® membership, the term REALTOR® or REALTORS® may not be used in any reference those additional places of business. (Amended 01/2001)

**Section 4. Institute Affiliate Limitation.** 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 the Colorado Association of REALTORS®. 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 Colorado Association of REALTORS® without further payment of dues. The Association shall continue as a Member of the State and National Associations, unless by a majority vote of all of its REALTOR® Members, decision is made to withdraw, in which case the State and National Associations shall be notified at least one month in advance of the date designated for the termination of such membership.

**Section 2. Exclusivity of Name.** 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. Adoption of Code of Ethics.** 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 Colorado Association of REALTORS®.

## **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 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 an amount set annually by the Board of Directors, plus an additional amount to be established annually

by the Board of Directors times the number of real estate brokers, salespersons, and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® Member, and (2) are not REALTOR® Members of any board or 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 board or association in the state or a state contiguous thereto, provided the Designated REALTOR® notifies the Association in writing of the identity of the Board/Association to which dues have been remitted. In the case of a Designated REALTOR® Member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the Designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this Association. (Amended 01/2005)

(1) For the purpose of this Section, a REALTOR® Member of a Member Board/Association 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 a real estate 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 a direct or indirect ownership interest and which is engaged in other aspects of the real estate business (except as provided for in Section 2 (a) (1) hereof) provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner, corporate officer, or branch office manager of the entity.

A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, renting, managing, counseling or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this section and shall not be included in calculating the annual dues of the Designated REALTOR®. Designated REALTORS® shall notify the association within three (3) days of any change in status of licensees in a referral firm. The exemption for any licensee included on the certification form shall automatically be revoked upon the individual being engaged in real estate licensed activities (listing, selling, leasing, renting, managing, counseling or appraising real property) other than referrals, and dues for the current fiscal year shall be payable. Membership dues shall be prorated for any licensee included on a certification form submitted to the association who during the same calendar year applies for REALTOR® or REALTOR® ASSOCIATE membership in the association. However, membership dues shall not be prorated if the licensee held REALTOR® or REALTOR® ASSOCIATE membership during the preceding calendar year. (Amended 05/2003)

(b) REALTOR® Members. The annual dues of REALTOR® Members other than the Designated REALTOR® shall be the same amount set yearly by the Board of Directors for the Designated Realtor for each firm, partnership, or corporation. (Amended 01/2005)

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

(d) Affiliate Members. The annual dues of each Affiliate Member shall be established annually by the Board of Directors. (Amended 01/2005)

(e) Public Service Members. The annual dues of each Public Service Member shall be established annually by the Board of Directors. (Amended 01/2005)

(f) Honorary Members. Dues payable, if any, shall be at the discretion of the Board of Directors. (Amended 01/2005)

(g) Student Members. Dues payable, if any, shall be at the discretion of the Board of Directors. (Amended 01/2005)

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

(a) In the event a sales licensee 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(a)) 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 of termination.

**Section 4. Nonpayment of Financial Obligations.** If dues, fees, fines, or other assessments including amounts owed to the Association or the Association's Multiple Listing Service are not paid within one (1) month after the due date, the nonpaying Member is subject to suspension at the discretion of the Board of Directors. Two (2) months after the due date, membership of the nonpaying Member shall automatically terminate unless within that time the amount dues 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, fees, fines or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Association or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all account due as of the date of termination. No such back dues shall be assessed, however, if the reinstated Member gave notice to the Board of Directors of his intention to not renew his membership, and the notice was received by the Board not more than twenty days after the annual membership renewal notices were sent to Members.

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

**Section 6. Expenditures.** The Board of Directors shall govern the day to day finances of the Association. The Association shall establish and ensure adherence to clearly articulated policies regarding the budgeting and management of SAR's financial affairs.

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

**Section 8.** 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 as determined by the Board of Directors.

NOTE: A Member Board's/Association dues obligation to the National Association is reduced by an amount equal to the amount which the Board is assessed for a REALTOR® Member, times the number of REALTOR® Emeriti (as recognized by the National Association), Past Presidents of the National Association, and 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 Boards should determine whether the dues payable by the Board 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 board/Association.

**Section 9.** Waiver of fees for Veteran Members: A REALTOR® member who has held membership in the Association for a cumulative period of twenty five (25) years and has completed one year of service to the Association as an officer in either the Association, Colorado Association of REALTORS®, or the National Association of REALTORS®, been named REALTOR® of the year, and is a member of the Association in good standing is eligible for the Association REALTOR® Emeritus Status.

The Executive Director shall waive the local dues for the Association and, if possible the monthly fees to the Multiple Listing Service of the Association, for any individual REALTOR® member who has been in good standing with the Association for 15 or more consecutive years and is over 80 years old. (Added 08/2002)

## **ARTICLE XI – OFFICERS and DIRECTORS**

**Section 1. Officers.** The officers of the Association shall be REALTOR® members of the Association and shall consist of a President, and President-elect, who shall also be Directors. They shall be appointed by the Board of Directors for terms of one year or until their successors are elected. The President-Elect shall automatically succeed to the office of President of the Association after the completion of his or her term as President-Elect. In the event of a vacancy occurring in any elected office, the Board of Directors shall appoint a qualified director to fill such office. The President of the Association shall not be eligible to serve more than two (2) terms of that office.

(a) At the first meeting of the newly-elected Board of Directors following the Annual Meeting, the members of the Board of Directors shall elect from among those Directors properly qualified, a President-Elect. The Directors shall vote for the office of President-Elect by secret ballot and those officers shall be elected by majority vote of those present. The President-Elect shall take office immediately upon their election.

(b) An Association member elected to the position of President-Elect will automatically ascend to the positions of President and Immediate Past President for one year each. Fulfilling this ascendancy of office will extend, as necessary, his/her current term on the Board of Directors, and limitations on terms will be excepted for the fulfillment of such ascendancy of office.

**Section 2. Duties of Officers.** The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. In addition, the officers shall have the following responsibilities and requirements:

(a) President. The President shall be the chief governing officer of the Association and shall preside at its meetings and those of the directors; shall appoint people to serve on committees established by the Board of Directors unless otherwise directed in these Bylaws or by the Board of Directors; shall be an ex-officio member of all such committees without vote; shall represent the Association at all REALTOR® Conferences (State and National) and at civic meetings; shall perform all other duties as prescribed by the Board of Directors.

The President shall serve as the Chief Governing Officer of the Association, and, unless otherwise specifically directed, shall be the official spokesperson for the official policy of the Association. The President's authority to speak and/or make decisions on behalf of the Association is subject to the direction of the Board of Directors, as stated in its Governing Policies. The President shall be presiding officer at meetings of the membership and of the Board of Directors. The President shall also have such rights and responsibilities provided by the NATIONAL ASSOCIATION OF REALTORS® to the holder of the highest elective office of the Association.

(b) President-Elect. In the event the President is absent or incapacitated, the President-Elect shall fulfill the duties of the President. The President-Elect shall also fulfill other responsibilities as may be delegated by the Board of Directors in its Governing Policies.

**Section 3. Board of Directors.** The governing body of the Association shall be a Board of Directors of eleven (11) members. Four (4) of the members of the Board of Directors shall be persons who are appointed by the Board, and Seven (7) of the members of the Board of Directors shall be persons who are elected by the membership of the Association. The four (4) appointed members of the Board shall be comprised of: (i) the President; (ii) President-Elect; (iii) the immediate Past President; (iv) the President of Summit MLS, Inc. The seven (7) elected members of the Board of Directors shall be comprised of one (1) REALTOR® Member from each of the five geographical areas consisting of (1) Keystone, (2) Frisco/Copper Mountain, (3) Breckenridge, (4) Dillon/Silverthorne, (5) Park County, and two At-Large directors, who will be elected to represent the jurisdiction of the Association as a whole. At the time that the name of a candidate for election to one of the positions on the Board to be elected by the Members is placed in nomination, the candidate shall be required to declare which of the seven (7) particular positions (i.e. Keystone, Frisco/Copper Mountain, Breckenridge, Dillon/Silverthorne, Park County or one of the two At-Large positions) the candidate would represent if elected. In order to serve on the Board of Directors, each director must meet the following qualifications: (a) be an active primary REALTOR® in Summit County, Park County or Lake County; (b) be a resident of an area covered by the Summit MLS; (c) have an office or home in Summit County, Park County or Lake County; (d) attend two (2) Board meetings within the year prior to being nominated as a director of the Association; (e) be willing to attend a minimum of seventy-five percent (75%) of the regularly scheduled meetings of the Board of Directors in a calendar year; (f) have no recorded felonies; (g) is a participant, user or subscriber in the Summit MLS; (h) REALTOR® members with findings of code of ethics violations in Summit REALTORS® or any other Associations within three prior years will not be eligible for Officer or Director positions; (i) no more than two (2) elected members of the Board of Directors shall be from one (1) firm having the same employing broker. In addition to the foregoing eligibility requirements, in selecting candidates for election to the Board of Directors of the Summit REALTORS®, the Nominating Committee may consider any additional factors it deems relevant. The Board of Directors shall designate a regular time and place of meetings. Absence from three (3) of the Board of Directors meetings in any Board of Directors planning year will be construed as that Director's resignation from the Board of Directors. This provision may be waived in specific instances by majority vote of the Board of Directors.

#### **Section 4. Election of Directors.**

(a) At least two (2) months before the annual elections, a Nominating Committee of no fewer than three (3) REALTOR® Members shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall select at least one candidate for each office and one candidate for each place to be filled on the Board of Directors. The report of the Nominating Committee shall be mailed, faxed or emailed to each Member eligible to vote at least three weeks preceding the election. Additional candidates for the offices to be filled may be placed in nomination by petition signed by a least ten percent (10%) of the REALTOR® Members eligible to vote. The petition shall be filed with the ED at least two weeks before the election. The ED shall send notice of such additional nominations to all Members eligible to vote before the election. *(Amended 08/2008)*

(b) Except as otherwise provided herein, the seven (7) Directors who are elected by the REALTOR® members shall be elected to serve three-year terms, with efforts made to continually stagger the terms of the elected Directors so that the term of roughly one-third of all such elected Board of Directors members shall expire in any given year. No member of the Board of Directors shall be elected for more than two consecutive three-year terms. The terms of the four (4) members of the Board who are appointed shall not be staggered. The President of Summit MLS, Inc., shall be appointed each year for a one-year term, and a Director elected to the position of President-elect shall continue through the ascendancy of office (President-Elect, President and Immediate Past-President).

(c) To establish and continue the staggered terms of the seven (7) elected Directors the following provisions shall apply:

(i) for the elections in 2019, 2022, and every third year thereafter, a Director from Dillon, a Director from Frisco/Copper and one At-Large Director shall each be elected to three year terms. In addition, in 2019, the Director from Breckenridge elected in 2018 to serve a three year term, the At-Large Director elected in 2018 to serve a three year term, and the Directors from Keystone and Park County who were in office in 2018, at the time these Bylaws were adopted, shall continue to serve.

(ii) for the elections in 2020, 2023, and every third year thereafter, a Director from Keystone, and a Director from Park County shall each be elected to three year terms. In addition, in 2020, the Director from Breckenridge elected in 2018 to serve a three year term, the At-Large Director elected in 2018 to serve a three year term, shall continue to serve.

(iii) for the elections in 2021, 2024, and every third year thereafter, a Director from Breckenridge, and one At-Large Director shall each be elected to three year terms.

(d) The election of Directors shall take place at or no more than thirty days prior to the annual meeting. Elections shall be by ballot and all votes shall be cast in person or electronically; voting by proxy shall not be allowed. The ballot shall contain the names of all candidates and the offices for which they are nominated. The Board of Directors may elect to conduct the elections by mail no less than three weeks prior to the annual meeting. *(Amended 08/2002)*

(e) The President shall appoint an Election Committee of three REALTOR® Members to conduct the election. In case of a tie vote, the issue shall be determined by lot.

**Section 5. Vacancies.** Vacancies among the Officers and the Board of Directors shall be filled by a simple majority vote of the Board of Directors until the end of the term.

**Section 6. Removal of Officers.** Officers may be removed with or without cause by the Board of Directors.

**Section 7. Removal of Directors.** In the event that a Director who is elected by the voting membership is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Director may be removed from office under the following procedure:

(a) A petition requiring the removal of the Director and signed by not less than one-third of the voting membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next-ranking officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.

(b) Upon receipt of the petition, and not less than twenty days or more than forty-five days thereafter, a special meeting of the voting membership of the Association shall be held, and the sole business of the meeting shall be to consider the charge against the Director, and to render a decision on such petition.

(c) The special meeting shall be noticed to all voting Members at least ten days prior to the meeting, and shall be conducted by the President of the Association unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking officer will conduct the meeting of the hearing by the Members. Provided a quorum is present, a three-fourths vote of Members present and voting shall be required for removal from office.

(d) In addition to the foregoing, Directors may be removed in the manner prescribed by law.

**Section 8. Executive Director.** There shall be an Executive Director hired by the Board of Directors, who shall be the chief administrative officer of the Association. The Executive Director shall have the authority to hire, supervise, evaluate and terminate other staff all under the direction of the Board of Directors, if any, and shall perform such other duties as prescribed by the Board of Directors. It shall be the duty of the Executive Director to keep the records of the *Association* and prepare all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the COLORADO ASSOCIATION OF REALTORS®.

## ARTICLE XII – MEETINGS

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

**Section 2. Meetings of Directors.** The Board of Directors shall designate a regular time and place of meetings, of which there shall be no fewer than six regularly scheduled meetings per year. Absence from three regular meetings without an excuse deemed valid by the Board of Directors shall be construed as resignation.

**Section 3. Other Meetings.** Meetings of the Members may be held at other times as the President or the Board of Directors may determine, or upon the written request of at least 10% of the Members eligible to vote.

**Section 4. Notice of Meetings.** Written notice shall be given to every Member entitled to participate in the meeting at least one week preceding all meetings.

**Section 5. Quorum and Voting.** A quorum for the transaction of business shall consist of 10% of the Members eligible to vote represented in person, or by electronic submission of ballots. If a quorum is present, the affirmative vote of a majority of the Members represented at the meeting shall be the act of the members. A quorum for a meeting of directors shall be a majority of directors. Once a quorum has been established it shall remain in effect until the meeting is adjourned. Should the number of Directors present fall below the number required for a quorum, the affirmative vote of the majority of the number constituting a quorum shall be required for a board action.

**Section 6. Action without a Meeting.** Any action required or permitted by these Bylaws to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors entitled to vote on the subject matter of the meeting. Such consent shall have the force and effect of a unanimous vote.

**Section 7. Proxies.** Proxies are not permitted for meetings of the Board of Directors or meetings of the Members of the Association.

**Section 8. Special Meeting.** A special meeting may be called by the President or any 5 directors with written notice given to every director at least 24 hours in advance. Notice shall include a specific purpose and agenda of the special meeting. Special meeting may not include any actions by the Board not stated in the posted notice and agenda.

**Section 9. Teleconference.** The board may vote to allow participation in meetings through the use of conference telephone or similar communications equipment which allows all participation of members to simultaneously hear each other.

**Section 10. Electronic Transaction of Business.** To the fullest extent permitted by law, the board of directors, shareholder or participants may conduct business by electronic means. For purposes of electronic voting, the votes of ten percent (10%) of the Members eligible to vote shall be considered a quorum.

## **ARTICLE XIII – COMMITTEES**

**Section 1. Committees.** The Board of Directors may establish, from time to time, such committees as it may deem necessary to assist it in its work. The resolution establishing such committees shall state the purpose, time line and authority of each committee. Unless stipulated otherwise in these Bylaws or the Association's governing policies, the President is authorized to appoint a Chairperson. The Chairperson will select the members of each Board Committee, subject to confirmation by the Board of Directors.

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

## **ARTICLE XIV – FISCAL and ELECTIVE YEAR**

The fiscal year of the Board shall be January 1 to December 31. The elective year shall be January 1 through December 31.

## **ARTICLE XV – RULES of ORDER**

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the membership meetings of the Association, and they may be invoked by the President, or by majority vote of a quorum for meetings of 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 a majority vote of the Members voting either in person or electronically at any meeting at which a quorum is represented, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting.

**Section 2.** Notice of all meetings at which amendments are to be considered shall be mailed or emailed to every member eligible to vote at least one (1) week prior to 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 alteration in the territorial jurisdiction of the Association shall become effective upon their approval as authorized by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®. (Revised 12/31/2007)

## **ARTICLE XVII – DISSOLUTION**

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 Colorado Association of REALTORS® or, within its discretion, to any other non-profit tax exempt organization.

## **ARTICLE XVIII – MULTIPLE LISTING**

**Section 1. Authority.** The Summit REALTORS® shall maintain for the use of its Members a Multiple Listing Service which shall be a lawful corporation of the state of Colorado, all the stock of which shall be owned by the Summit REALTORS®.

**Section 2. Purpose.** A Multiple Listing Service is a means by which authorized Participants make blanket unilateral offers of compensation to other Participants (acting as subagents, buyer agents, or in other agency or non-agency capacities defined by law); by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized Participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which Participants engaging in real estate appraisal contribute to common 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).

**Section 3. Participation.** Any REALTOR® member of this or any other Board/Association in Colorado who is a principal, partner, corporate officer, or branch office 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 an Association Multiple Listing Service is strictly limited to the activities authorized under a Participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey "participation" or "membership" or any right of access to information developed by or published by an Association Multiple Listing Service where access to such information is prohibited by law. (Amended 11/08)

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

Note: 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 on-going 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 on a nondiscriminatory manner to all Participants and potential Participants. (Adopted 11/08)

**Section 4. Subscribers.** Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with Participants.

**Section 5. Removal of Officers and Directors.** In the event that an officer or director of the multiple listing service is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the officer or director may be removed from office by a majority vote of the Board of Directors of the Association.

**ARTICLE XIX – AUDIT**

The Board of Directors shall cause the Association to engage an independent certified public accountant or accounting firm to audit the financial statements of the Association on an annual basis.

These Bylaws were amended by an affirmative vote of the Members of the Summit Realtors.

\_\_\_\_\_  
Executive Director

Date: \_\_\_\_\_