



January 2025

**Bylaws
of the
DeKalb Association of REALTORS[®], Inc.**

**BYLAWS OF THE
DEKALB ASSOCIATION OF REALTORS[®], INC.**

ARTICLE I - NAME

- Section 1.** Name. The name of this organization shall be the DeKalb Association of REALTORS[®] Inc., hereafter 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 in this community for the purpose of exerting a beneficial influence upon the profession and related interests.
- Section 2.** To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the National Association of REALTORS[®].
- Section 3.** To provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interests may be safeguarded and advanced.
- Section 4.** To further the interest of home and other real property ownership.
- Section 5.** To unite those engaged in the real estate profession in this community with the Georgia 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[®] shall include DeKalb County, Georgia, except that portion of DeKalb County, Georgia, which lies within the corporate limits of the City of Atlanta and that portion of DeKalb County, Georgia, which lies North and West of the Southern Railroad in North DeKalb County, as allocated by the Board of Directors of the National Association.

Section 2. Territorial Jurisdiction is defined to mean:

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

ARTICLE IV - MEMBERSHIP

Section 1. There shall be four classes of Members, as follows:

- (a) **REALTOR® Members.** REALTOR® Members, whether primary or secondary, shall be: Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the state of Georgia, or a state contiguous thereto. All persons who are partners in a partnership or all officers in a Corporation, who are actively engaged in the real estate profession within the state or a state contiguous thereto shall qualify for REALTOR® membership only, and each is required to hold REALTOR® membership (except as provided in the following paragraph) in an Association of REALTORS® within the state of Georgia, or a state contiguous thereto, and in the Georgia Association of REALTORS® 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.

- (1) **NOTE:** REALTOR® Members may obtain membership in a “secondary” Association in another state.
- (2) Individuals who are licensed or certified by the Georgia Real Estate Commission who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers and who 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® membership, subject to payment of applicable dues for such membership

- (c) **Affiliate Members.** Affiliate Members shall be real estate owners and other individuals or firms who, while not engaged in the real estate profession as defined in paragraph (a) or (b) of this Section, have interests requiring information concerning real estate and are in sympathy with the objectives of the Association.

- (d) **REALTOR® Emeritus:** Membership classification requires membership in one or more REALTOR® Associations for a cumulative period of 40 years, plus meeting any additional requirements of the National Association of REALTORS®. REALTOR® Emeritus: For the DeKalb Association, membership classification requires membership in one or more

REALTOR® Associations for a cumulative period of 40 years and provides full membership privileges.

ARTICLE V - QUALIFICATION AND ELECTION

Section 1. Application.

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

Section 2. Qualification.

- (a) An applicant for REALTOR® Membership who is a sole proprietor, partner, or corporate officer or branch office manager of a real estate firm shall supply evidence satisfactory to the Association through its Membership Committee or otherwise that he/she 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 the appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of official sanctions involving unprofessional conduct, agrees to complete a course of instruction covering member benefits, the Bylaws and Rules and Regulations of the Association, the Bylaws of the Georgia Association of REALTORS®, and the *Constitution and Bylaws* and Code of Ethics of the National Association of REALTORS®, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Committee, and shall agree that if elected to membership, will abide by such *Constitution*, Bylaws, Rules and Regulations, and the Code of Ethics.

Notwithstanding the foregoing, if applicant is or has been a member in good standing of another Association of REALTORS® within the State of Georgia, such applicant shall not have to complete said course and examination if the member applicant has completed a comparable orientation in another association of REALTORS®, provided that REALTOR® membership has been continuous, or that any break in membership is for one year or less.

- (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 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 covering member benefits, 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 Membership Committee and shall agree in writing that if elected to membership he or she will abide by such *Constitution*, Bylaws, Rules and Regulations and the Code of Ethics.
- (c) 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 (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 association or association MLS.
 - 6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm.

“Provisional” membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics; See Article V, Section 2(a) 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 may 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 hearing (in accordance with the established procedures of the association to which the applicant has made application) and will abide by the decision of the hearing panel.

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

Section 3. Election.

The procedure for election to membership shall be as follows:

- (a) The Chief Staff Executive (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership.
- (b) The Board of Directors shall review the qualifications of the applicant and the recommendation of the Chief Staff Executive (or duly authorized designee) and then vote the applicant's eligibility for membership. If the applicant receives a majority vote of the Board of Directors, he or 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 the findings an opportunity to appear before the Board of Directors, to call witnesses in his/her behalf, to be represented by counsel, and to make such statements as he/she deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall require that written minutes to be made of any hearing before it or may electronically or mechanically record the proceedings.
- (d) If the Board of Directors determines that the application should be rejected, it shall record its reasons with the Chief Staff Executive (or duly authorized designee). If the Board of Directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the Association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.

Section 4. New Member Code of Ethics Orientation.

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

This requirement must be satisfied by attending an orientation program. Failure to satisfy this requirement within 90 days following the date of application will result in suspension of the membership. *(Adopted 07/18)*

NOTE: Orientation programs must meet the learning objectives and minimum criteria established from time to time by the National Association of REALTORS®.

Section 5. Continuing Member Code of Ethics Training.

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

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any three (3) year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three (3) year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated. *(Adopted 1/01, Amended 11/08, Amended 11/2016, Amended 11/2019).*

Section 6. Continuing Fair Housing Training

Effective January 1, 2025, through December 31, 2027 and for successive three year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete Fair Housing training of not less than two (2) hours of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this

or another REALTOR® association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed Fair Housing training as a requirement of membership in another association shall not be required to complete additional Fair Housing training until a new three year cycle commences. Failure to satisfy the required periodic Fair Housing training shall be considered a violation of a membership duty. Failure to meet the requirement in any three year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

New Member Fair Housing Orientation Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete Fair Housing training of not less than two (2) hours of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to gain or maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less. Failure to satisfy this requirement within _____ 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 7. 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 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 requirements established in these Bylaws for the category of membership to which they have transferred within 30 days of the date they advised the Association of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

A REALTOR® who is transferring his/her 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 30 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.

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

- (b) Any application fee related to a change in membership status shall be reduced by an amount equal to any application fee previously paid by the applicant.
- (c) Dues shall be prorated from the first day of the quarter in which the member is notified of election by the Board of Directors and shall be based on the new membership status for the remainder of the year.

ARTICLE VI - PRIVILEGES AND OBLIGATIONS

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

Section 2. It shall be the duty and responsibility of every REALTOR member of this Association to abide by the Constitution and Bylaws and the rules and regulations of the Association, the Constitution and Bylaws of the Georgia 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. *(Adopted 07/18)*

- Section 3.** Any Member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Association Rules and Regulations not inconsistent with these Bylaws, after a hearing as described 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 Membership Committee, or upon recommendation by a Hearing Panel of the Professional Standards Committee, be subject to discipline as described above, or for conduct which in the opinion of the Board of Directors applied on a non-discriminatory basis, reflect adversely on the terms REALTOR®, 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 Georgia Association of REALTORS® and the NATIONAL ASSOCIATION of REALTORS®.
- Section 4.** Any REALTOR® Member of the Association or GAMLS member 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 5.** Resignations of Members shall become effective when received in writing by the Board of Directors, provided, however, that if any Member submitting the resignation is indebted to the Association for dues, fees, fines, or other assessments of the Association or any of its services, departments, divisions, or subsidiaries, the Association may condition the right of the resigning Member to reapply for membership upon payment in full of all such monies owed.
- Section 6.** If a Member resigns from the Association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by this association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR(r), the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethic respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS(r).

- (a) If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration (or to mediation if required by the association) continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR® (*Amended 1/00 and 11/11*).

Section 7. 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; Only REALTOR® Members may use the term REALTOR® or 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, and to protect against conduct that may cause a lack of public confidence in the real estate profession or in REALTORS®. REALTOR® members also must abide by the governing documents and policies of the association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®, as well as the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and in accordance with the procedures set forth in the Code of Ethics and Arbitration manual.

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

- (a) If a REALTOR® Member is a sole proprietor in a firm, partnership, or corporation, and is suspended, expelled, or voluntarily resigns the firm, partnership, or corporation of which he is a principal 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 until connection of the disciplined Member with the firm, partnership, or corporation is severed, whichever may apply. Further, the membership of REALTORS® other than principals who are employed by or affiliated as independent contractors with the disciplined Member shall suspend or terminate during the period of suspension of the disciplined Member or until readmission of the disciplined member or until connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR® Member (non-principal) elects to sever his connection with the REALTOR® and affiliate with another REALTOR® Member in good standing in the Association, 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 8. Institute Affiliate Members. Institute Affiliate Members shall have rights and privileges and be subject to such obligations prescribed by the Board of Directors consistent with the *Constitution and Bylaws* of the National Association of REALTORS[®]. No Institute Affiliate Member may be granted the right to use the term REALTOR[®] or the REALTOR[®] logo; to serve as president of the Association, or to be a participant in the Association's multiple listing service.

Section 9. Affiliate Members. Affiliate Members shall have such privileges and rights and be subject to such obligations as may be prescribed by the Board of Directors.

Section 10. REALTOR[®] Emeritus. The dues of REALTOR[®] Members who are REALTOR[®] Emeriti (as recognized by the National Association), Past Presidents of the National Association or recipients of the Distinguished Service Award shall be determined by the NAR Board of Directors. DeKalb Association of REALTORS[®] Emeriti meeting the 40 year membership requirement are exempt from local dues.

Section 11. Certification by REALTOR[®]. "Designated" REALTOR[®] Members of the Association shall certify to the Association during the month of May on a form provided by the Association, a complete listing of all individuals licensed or certified with the REALTOR[®]'s office(s) within the state of Georgia and shall designate a primary Association for each individual who holds membership. Designated REALTORS[®] shall also identify any non-member licensees in the REALTOR[®]'s office(s) and if Designated REALTOR[®] Dues have been paid to another Association based on said non-member licensees, the Designated REALTOR[®] shall identify the Association to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2(a) of the Bylaws. "Designated" REALTOR[®] Members shall also notify the Association of any additional individual(s) licensed or certified with the firm(s) within thirty (30) days of the date of affiliation or severance of the individual.

Section 12. Harassment: Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an Association or MLS employee or harassment of a member in connection with a DAR association program, service or event after an investigation in accordance with the procedures of the Association. As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The

decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and President-elect and/or Vice President and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with counsel for the Association. Disciplinary action may include any sanction authorized in the association's *Code of Ethics and Arbitration Manual*. If the complaint names the President, President Elect or Vice President, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.

ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION

- Section 1.** The responsibility of the Association and 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.** It shall be the duty and responsibility of every REALTOR[®] Member of this Association to abide by the Constitution and Bylaws and the Rules and Regulations of the Association, the Constitution and Bylaws of the Georgia Association of REALTORS[®], the *Constitution and Bylaws* of the National Association of REALTORS[®], and to abide by the Code of Ethics of the National Association of REALTORS[®], including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the *Code of Ethics and Arbitration Manual* of the National Association of REALTORS[®] as from time to time amended.
- Section 3.** The responsibility of the Association and Association members relating to the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and procedures incident thereto, shall be consistent with the cooperative professional standards enforcement agreement entered into by the Association, which by this reference is made a part of these Bylaws.

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

- Section 1.** 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*.

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

Section 3. A REALTOR® Member who is a principal of a real estate firm, partnership or corporation may use the terms REALTOR® and REALTORS®, only if all of the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the state of Georgia 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, corporation officer, or branch office manager holds REALTOR® membership, the term REALTOR® or REALTORS® may not be used in any reference to those additional places of business.

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

ARTICLE IX - STATE AND NATIONAL MEMBERSHIPS

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

Section 2. The Association recognizes the exclusive property rights of the National Association of REALTORS® in the terms REALTOR® and REALTORS®. The Association shall discontinue use of the terms in any form in its name, upon ceasing to be a member of the National Association, or upon a determination by the Board of Directors of the National Association that it has violated the conditions imposed upon the terms.

Section 3. The Association adopts the Code of Ethics of the National Association of REALTORS® and agrees to enforce the Code among its REALTOR® members. The Association and all of its Members agree to abide by the *Constitution, Bylaws, Rules and Regulations*, and policies of the National Association and the Georgia 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 (3) times the amount of 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 receipt of the application.

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

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

(1) For the purpose of this Section, a REALTOR® Member of a Member Association shall be held to be any member who has a place or places of business within the state of Georgia 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.

- (2) 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 of 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. *(Adopted 07/24/18)*

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

- (b) REALTOR[®] Members. The annual dues of REALTOR[®] members other than the Designated REALTOR[®] shall be as established annually by the Board of Directors. *(Adopted 07/18)*
- (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 in such amount as established annually by the Board of Directors.
- (e) Secondary Members. The annual dues of each Secondary Member shall be the same as the Association dues of a Primary REALTOR[®] Member.
- (f) REALTOR[®] Emeritus of the National Association of REALTORS[®]. Exempt from local, state and national dues.
- (g) Distinguished Service Award – Recipients of National Association of REALTORS[®] shall be exempt from local, state and national dues.

Section 3. Dues Payable. Dues for all Members shall be payable annually in advance on the first day of October. Dues for new members shall be computed from the first day of the month in which a member is notified of election and shall be prorated for the remainder of the year.

In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is dropped for nonpayment of Association dues, and the licensee 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 are not paid within one (1) month after the due date (November 1), the nonpaying Member is subject to suspension at the discretion of the Board of Directors. Two (2) months after the due date (December 1), membership of the nonpaying Member may be terminated at the discretion of the Board of Directors. Three (3) months after the due date (January 1), membership of the nonpaying Member shall automatically terminate unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a Member for 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 accounts due as of the date of termination.

Section 5. Deposits and Expenditures. Deposits and expenditures of funds shall be in accordance with policies established by the Board of Directors.

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

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

ARTICLE XI - OFFICERS AND DIRECTORS

Section 1. Officers. The elective Officers of the Association shall be: a President, a President Elect, an Immediate Past-President, a Vice-President of Financial Management, a Vice-President of Membership Services, a Vice-President of Political Affairs, and a Vice-President of

Professional Development. They shall be elected for terms of one year. There shall also be an Association Executive of the Association, who shall have no voting privileges.

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. It shall be the particular duty of the Association Executive to designate an individual to keep the records of the Association and to carry on all necessary correspondence with the National Association of REALTORS® and the Georgia Association of REALTORS®.

Section 3. Board of Directors. The governing body of the Association shall be a Board of Directors consisting of the seven (7) officers and fourteen (14) REALTOR® Members, which shall include:

- The President of Metropolitan Multi-List, Inc.
- The current President of the Women’s Council of REALTORS®
If any one of said representatives is not a REALTOR® Member in good standing of the DeKalb Association, the President of the Association shall replace that person with another member of said organization who is a REALTOR® Member in good standing of the Association to represent said organization on the Board of Directors of the Association.
- Two (2) Directors appointed by the Incoming President of the Association to serve for a term of one (1) year
- Ten (10) Directors elected to serve for terms of two years with terms staggered so that five (5) of those Directors shall be elected each year

In addition to the above, serving on the Board of Directors are any current and past Presidents of the Georgia Association of REALTORS® who have formerly served as President of the DeKalb Association and are members in good standing of the DeKalb Association.

A Director may serve no more than six (6) successive years. After one (1) year’s absence as Director, the Director may be eligible for reelection or appointment. Time served as an Officer of the Association or elected as a current Officer of the Georgia Association of REALTORS® will not be considered in the above computation.

- (a) **Special Directors** - All past Presidents of the DeKalb Association who have Primary membership in the DeKalb Association are Special Directors with voting privileges on matters pertaining to the wholly owned subsidiary, Metropolitan Multi-List, Inc., and/or the ownership of the Headquarters Building, or financing of the same.

Section 4. Election of Officers and Directors.

- (a) At least two months before the annual election, the President shall appoint a Nominating Committee of seven REALTOR® members who are active members in good standing and willing to serve subject to the approval of the Executive Council and the Board of Directors.

The Nominating Committee consists of:

- The Immediate Past President, who serves as Chairperson
- Two Past Presidents
- At least one member currently serving on the Board of Directors who is not a Past President
- Balance of Committee shall be members who are not Past Presidents and not currently serving on the Board of Directors

The Current President and/or President-elect shall attend all meetings and shall be ex-officio non-voting members. Candidates for Officer positions shall not serve on the Nominating Committee. Any member(s) of the committee being considered for election as a Director or State Director shall recuse themselves at the time of discussion regarding their own candidacy. Excluding the Chair, of the six other committee members, no more than one representative from any principal broker shall serve as a voting member on this committee.

The Nominating Committee shall select one candidate for each office, one candidate for each place to be filled on the Board of Directors, one candidate for each place to be filled on the Executive Committee as set forth in these Bylaws, and a candidate for the number of positions as Directors of the Georgia Associations of REALTORS® (“GAR”) as set forth in the Bylaws of GAR. Members of the DeKalb Association of REALTORS® may not serve as an Officer or Director if they currently serve as an Officer or Director of another association of REALTORS® or MLS other than GAMLS. After approval of the Board of Directors, the report of the nominating committee shall be mailed or electronically transmitted to each member eligible to vote (15) days preceding the election. Additional candidates for the offices to be filled may be placed in nomination by-petition signed by at least ten percent (10%) of the Active REALTOR® members. The petition shall be filed with the Association Executive at least five (5) business days before the election. The Association Executive shall send notice of such additional nominations to all Active REALTOR® members before the election.

NOTE: Except as otherwise provided herein, all notices shall be in writing and delivered by (1) facsimile transmission (FAX); (2) by US Postal Service (letter/magazine); or (3) by electronic mail (e-mail or web site). Notice shall be deemed to have been given as of the date and time transmitted or mailed by the Association.

- (b) The election of Officers and Directors shall take place at the September, October or November business meeting. In the event more than one candidate has been nominated for a single office, election shall be by ballot and all votes shall be cast in person. The ballot shall contain the names of all candidates and offices for which they are nominated. Otherwise, all voting may be by voice vote in person. At the direction of the Board of Directors, any vote may be cast by mail.
- (c) The President, with the approval of the Board of Directors, shall appoint an election committee of three (3) REALTOR® Members to conduct the election. In case of a tie vote, the issue shall be determined by lot.

Section 5. Chief Staff Officer. There shall be a Chief Staff Officer (Association Executive), appointed by the Board of Directors, of the Association. The Association Executive shall have the authority to hire, supervise, evaluate and terminate other staff, if any, and shall perform such other duties as prescribed by the Board of Directors.

Section 6. Removal of Officers and Directors. In the event that an Officer or Director is deemed to be unwilling to fulfill the duties for which elected, but will not resign from office voluntarily, or is deemed incapacitated and is also unable to resign due to that incapacitation, the Officer or Director may be removed from office under the following procedure:

- (a) A petition requiring the removal of an Officer or Director and signed by not less than one-third of the voting membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next-ranking officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.
- (b) Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the Association shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director, and to render a decision on such petition.
- (c) The special meeting shall be noticed to all voting members at least ten (10) days prior to the meeting, and shall be conducted by the President of the Association unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking officer will conduct the meeting of the hearing by the Members. Provided a quorum is present, a three-fourths vote of Members present and voting shall be required for removal from office.
- (d) Absence from three meetings during one year may be construed as resignation and may constitute automatic immediate removal from the Board of Directors.
- (e) In the event an Officer or Director is deemed incapacitated and is also unable to resign due to that incapacitation, the Board of Directors may vote that the person be deemed incapacitated by a three-fourths vote. In that case, Section 7 will apply. *(Updated 2/2018)*

Section 7. Vacancies. The Nominating Committee in place at the time of a vacancy shall recommend a replacement to the Executive Committee. If the Executive Committee approves of the replacement(s) then the Nominating Committee shall present the recommendation to the Board of Directors at the next Director's meeting for their approval.

ARTICLE XII DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

This Article is pursuant to Part 5 of the Georgia Non-Profit Corporation Code enacted 1991.

Section 1. Definitions for Indemnification Provision. As used in this Article XII, the term:

- (a) “Association” includes any domestic or foreign predecessor entity united with the DeKalb Association of REALTORS[®], Inc. in a merger, asset acquisition, or other transaction in which the predecessor ceased to exist or transact business upon consummation of the transaction,
- (b) “Director” means an individual who is or was a director of the Association or an individual who, while a director of the Association, is or was serving at the Association’s request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. A director is considered to be serving an employee benefit plan at the Association’s request if the director’s duties to the Association also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. Director includes, unless the context requires otherwise, the estate or personal representative of a director,
- (c) “Expenses” include attorney’s fees,
- (d) “Liability” means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding,
- (e) “Proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal.

Section 2. Mandatory Indemnification Against Expenses.

To the extent that a director has been successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party, or in defense of any claim, issue, or matter therein, because the director is or was a director of the Association, the Association shall indemnify the director against reasonable expenses incurred by the director in connection therewith.

Section 3. Authority for Permissive Indemnification.

- (a) Except as provided in subsections (d) and (e) of this Section 3, or as otherwise provided in the Articles of Incorporation, the Association may indemnify or obligate itself to indemnify an individual made a party to a proceeding because such individual is or was a director against liability incurred in the proceeding if the director acted in a manner believed by the director in good faith to be in or not opposed to the best interests of the Association and, in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual’s conduct was unlawful.
- (b) A director’s conduct with respect to an employee benefit plan for a purpose believed by the director in good faith to be the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection (a) of this Section 3.

- (c) The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct set forth in this Section 3.
- (d) The Association may not indemnify a director under this Section
 - (1) In connection with a proceeding by or in the right of the Association in which the director was adjudged liable to the Association; or
 - (2) In connection with any other proceeding in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.
- (e) Indemnification permitted under this Section 3 in connection with a proceeding by or in the right of the Association is limited to reasonable expenses incurred in connection with the proceeding.

Section 4. Determination and Authorization of Permitted Indemnification.

- (a) The Association may not indemnify a director under Section 3 of this Article XII unless authorized thereunder and a determination has been made in the specific case that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 3.
- (b) The determination required by subsection (a) hereof shall be made:
 - (1) By the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding;
 - (2) If a quorum cannot be obtained under paragraph (1) of this subsection (b), by majority vote of a committee duly designated by the Association (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding;
 - (3) By special legal counsel:
 - (A) Selected by the Board of Directors or its committee in the manner prescribed in paragraph (1) or (2) of this subsection; or
 - (B) If a quorum of the Association cannot be obtained under paragraph (1) of this subsection and a committee cannot be designated under paragraph (2) of this subsection, selected by majority vote of the full Board of Directors in which selection directors who are parties may participate; or
 - (4) By the members, but directors who are at the time parties to the proceeding may not vote as members on the determination.

- (c) Authorization of indemnification or an obligation to indemnify and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, as set forth in subsection (b) hereof, except that if such determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under paragraph (3) of subsection (b) of this Section 4 to select such counsel.

Section 5. Advances for Expenses. A director of the Association who is party to a proceeding may apply for indemnification or advances of expenses to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification or advances for expenses in the amount it considers proper if it determines:

- (a) The director is entitled to mandatory indemnification under Section 2 of this Article, in which case the court also shall order the corporation to pay the director's reasonable expenses incurred to obtain court ordered indemnification;
- (b) The director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director met the standard of conduct set forth in Section 3 of this Article or was adjudged liable as described in subsection (d) of Section 3 of this Article, but if the director was adjudged so liable, indemnification is limited to reasonable expenses incurred; In the case of advances for expenses, the director shall remain entitled, pursuant to the articles of incorporation, bylaws, or any applicable resolution or agreement, to payment or reimbursement of the director's reasonable expenses incurred as a party to a proceeding in advance of final disposition of the proceeding.

Section 6. Indemnification of Officers, Employees, and Agents. An officer, employee or agent of the Association who is not a director is entitled to mandatory indemnification under Section 2 of this Article XII and is entitled further, consistent with public policy, to permissive indemnification under Section 3 and advancement of expenses under the standards and procedures set forth in Sections 3, 4 and 5 of this Article XII to the same extent as a director.

Section 7. Insurance. The Association shall purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Association or who while a director, officer, employee, or agent of the Association is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against liability asserted against or incurred by the individual in that capacity or arising from his status as a director, officer, employee, or agent of the Association whether or not the Association would have power to indemnify the individual against the same liability under this Article XII of applicable law.

Section 8. Expenses for Appearance as Witness. Nothing contained in this Article XII shall be deemed to limit the Association's power to pay or reimburse expenses incurred by a director or officer in connection with his or her appearance as a witness in a proceeding at a time when he or she has not been made a named defendant or respondent to the proceeding.

ARTICLE XIII – MEETINGS

Section 1. Annual Meetings. The annual meeting of the Association shall be held during September, October or December of each year, the date, place, and hour to be designated by the Board of Directors. A quorum for the transaction of business at general and/or special meetings of the membership, after proper notice has been given, shall consist of 1% (one percent) of the members eligible to vote, except as may otherwise be required by state law.

Section 2. Meetings of Directors. The Board of Directors shall designate a regular time and place of meeting. Absence from three regular meetings shall be construed as resignation there from and member shall be notified by e-mail and letter. At its discretion, the Board of Directors may vote to reinstate the member of the Board of Directors with a vote of $\frac{3}{4}$ of the Board of Directors.

A quorum for the transaction of business shall constitute more than fifty percent (50%) of the total number of Directors; however, the absence of Past Presidents who are members of the Board because of their Presidency of both the DeKalb and Georgia Associations will not be considered to the detriment of establishing quorum. Ex-Officio Directors are not included in determining a quorum. When deemed necessary, the President and/or five members of the Board of Directors may call a special meeting of the Board of Directors.

Section 3. Executive Committee Meetings. The Executive Committee shall meet monthly at the discretion of the President. Absence from three regular meetings shall be construed as resignation there from and member shall be notified by e-mail and letter. At its discretion, the Board of Directors may vote to reinstate the member of the Executive Committee with a vote of $\frac{3}{4}$ of the Board of Directors. A quorum for the transaction of business shall constitute more than fifty percent (50%) of the Executive Committee.

Section 4. Other Meetings. Meetings of the Members may be held at such other times as the President or the Board of Directors may determine, or upon the written request of at least ten percent (10%) of the Active Members. A majority vote of the Active Members present shall be sufficient to transact business already approved by the Board of Directors. A quorum for the transaction of business at general and/or special meetings of the membership, after proper notice has been given, shall consist of 1% (one percent) of the members eligible to vote, except as may otherwise be required by state law.

Section 5. Presiding Officers. In the event the President is unable to preside at any of the approved meetings, the President Elect will preside. In the event the President Elect is unable to serve in this capacity, the President will appoint the presiding officer.

Section 6. Notice of Meetings. Notice shall be given to every member entitled to participate in the meeting at least one week preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

Section 7. Electronic Transaction of Business. To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means.

Section 8. Action Without Meeting. Unless specifically prohibited by the articles of incorporation, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Directors. All the approvals evidencing the consent shall be delivered to the Chief Staff Executive to be filed in the corporate records. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date.

ARTICLE XIV - COMMITTEES

Section 1. Standing Committees. The President shall appoint from among the REALTOR® Members, subject to confirmation by the Board of Directors, members eligible to serve on the following standing committees:

Bylaws & Policy
Executive (*two members*)
Finance
Professional Standards

Appointments to the statewide Professional Standards Committee and Grievance Committee shall be consistent with the cooperative professional standards enforcement agreement of the Association.

Executive Committee. The membership of the Executive Committee shall be the elective officers and four (4) appointed members of the Board of Directors. Two (2) of the four (4) appointed members shall be appointed by the President to serve one (1) year each. The two (2) Directors appointed by the President to serve on the Board of Directors shall be ineligible to serve on the Executive Committee.

- (a) **Duties of the Executive Committee.** The Executive Committee shall conduct the affairs of the Association in accordance with the policies and instructions of the Board of Directors. During the intervals between Association meetings, the Executive Committee shall possess and exercise all powers of the Board of Directors, and all actions shall be subject to ratification by the Board of Directors. The Executive Committee shall meet at the request of the President or Association Executive.

Section 2. Special Committees. The President may appoint a Task Force, as he/she may deem necessary, to study matters of importance to the Association. Results shall be presented to the Board of Directors.

Section 3. Organization. All committees shall be of such size and shall have such duties, functions, and powers as may be assigned to them by the President of the Board of Directors, except as otherwise provided in these Bylaws. Any recommendations by committees requiring action of the Association or appropriation of funds shall first be brought to the Executive Committee for review prior to reporting to the Board of Directors. All amendments to the Bylaws must be with prior approval of the Board of Directors.

Section 4. President. The President shall be an ex-officio member of all standing committees and shall be notified of their meetings.

Section 5. Attendance. Any committee member who fails to attend three regular meetings of the committee shall be deemed to have resigned from the committee and vacancy shall be filled as herein provided for original appointments, unless the Board of Directors votes for reinstatement, with a three-fourths vote being required.

ARTICLE XV – FISCAL AND ELECTIVE YEAR

Section 1. The fiscal year of the Association shall be from October 1 to September 30. The elective year of the Association shall be November 15-November 14.

ARTICLE XVI - RULES OF ORDER

Section 1. Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Association, its Board of Directors and committees, in all instances wherein its provisions do not conflict with these Bylaws.

ARTICLE XVII - AMENDMENTS

Section 1. These Bylaws may be amended by the majority vote of the REALTOR[®] Members present and qualified to vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting. Irrespective of the presence of a quorum, a majority vote of the REALTOR[®] members present shall be sufficient to vote on amendments already approved by the Board of Directors. Article IX may be amended only by a majority vote of all REALTOR[®] members.

When Bylaws amendments are mandated by NAR policy, these Bylaws may be automatically amended to reflect the mandate as of the effective date of the mandatory policy authorized by the NATIONAL ASSOCIATION OF REALTORS[®]. The

Association shall provide notice of that change in a regular or special membership communication.

Section 2. Every REALTOR® member shall receive Notice of all meetings at which amendments are to be considered. Notice shall be sent to every REALTOR® member at least one (1) week prior to the time of the meeting.

Section 3. Amendments to these Bylaws affecting the admission or qualification of REALTOR® Members 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 by the Board of Directors of the National Association of REALTORS®.

ARTICLE XVIII - NOTICES

Amendments to these Bylaws shall be deemed fulfilled when notice has been sent to the membership.

ARTICLE XIX - DISSOLUTION

Section 1. Upon the dissolution of this Association, the Board of Directors, after providing for the payments of all obligations, shall distribute any remaining assets to any nonprofit or tax exempt organization.

ARTICLE XX - MULTIPLE LISTING SERVICE

Section 1. Authority. The DeKalb Association of REALTORS®, Inc. shall maintain for the use of its members and others a multiple listing service which is a for-profit corporation formed under the laws of the State of Georgia. This corporation is named Metropolitan Multi-List, Inc. In order to provide for orderly management of Metropolitan Multi-List, Inc., the DeKalb Association of REALTORS®, Inc. has established a Voting Trust. All shares of stock are held in Trust for the benefit of the DeKalb Association of REALTORS®, Inc., by the Voting Trustees of the Voting Trust Agreement (A copy of the Voting Trust Agreement, dated September 13, 1995, and amended July 28, 2015, is attached as Exhibit “A” for informational purposes only).

Section 2. Purpose. 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. Governing Documents. The Board of Directors shall cause any Multiple Listing Service established by it pursuant to this Article to conform its Corporate Charter, Constitution, Bylaws, Rules, Regulations, Policies, Practices, and Procedures at all times to the Constitution, Bylaws, Rules, Regulations, and Policies of the National Association of REALTORS®.

Section 4. Participation.

(a) **REALTOR® Member:** Any REALTOR® Member of this or any other Member Association who is a principal, partner or corporate officer, or branch manager acting on behalf of the principal without further qualification, shall be eligible to participate in Multiple Listing upon agreeing in writing to conform to the Rules and Regulations thereof and to pay the costs incidental thereto. However, under no circumstances, is any individual or firm, regardless of membership status, entitled to Multiple Listing Service "Membership" or "Participation" unless they hold a current, valid 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 the DeKalb Association Multiple Listing Service is strictly limited to the activities authorized under a Participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey "Participation" or "Membership" or any right of access to information developed or published by a Association Multiple Listing Service where access to such information is prohibited by law.

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

The key is that the participant or potential participant actively endeavors to make or accept offers of cooperation and compensation with respect to properties of the type that

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

- (b) **Non-REALTOR® Member:** A nonmember applicant for MLS participation who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in these bylaws, shall be eligible to participate in Multiple Listing upon agreeing in writing to conform to the rules and regulations thereof and to pay the costs incidental thereto. However, under no circumstances is any individual or firm, regardless of membership status, entitled to Multiple Listing Service “membership” or “participation” unless they hold a current, valid real estate broker’s license and offer or accept compensation to and from other Participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by a Board Multiple Listing Service is strictly limited to the activities authorized under a Participant’s licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey “participation” or “membership” or any right of access to information developed by or published by a Board Multiple Listing Service where access to such information is prohibited by law.

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

Section 5. Supervision. The activity shall be operated as a subsidiary corporation with its Board of Directors elected by a majority of the Voting Trustees of the Service. Any amendments to the Metropolitan Multi-List, Inc. Bylaws by the Directors of the Multiple Listing Service shall become effective upon its approval by the Board of Directors of the DeKalb Association of REALTORS® and shall be in compliance with the Bylaws and Rules and Regulations of the National Association of REALTORS®.

Section 6. Vacancies. Vacancies in unexpired terms shall be filled by the Trustees of the Service.

Section 7. Metropolitan Multi-List, Inc. Building Ownership. A certain office building owned by the Metropolitan Multi-List, Inc., a wholly owned subsidiary of the DeKalb Association of REALTORS®, Inc., located at 1414 Montreal Road, Tucker, Georgia 30084, being more particularly described as: All that tract or parcel of land lying and being in Land Lots 144 and 145 of the 18th District of DeKalb County, Georgia, being more particularly described as follows: Beginning at an iron pin found on the westerly right-of-way line of Montreal Road (an 80-foot right-of-way) 235.48 feet northerly as measured along the westerly right-of-way line of Montreal Road from its intersection with the northeasterly right-of-way of abandoned Old Montreal Road; running thence North 82 degrees 43 minutes 38 seconds West 309.91 feet to an iron pin placed on the easterly right-of-way line of Interstate I-285 Expressway (northbound); running thence along said right-of-way line and following the curvature thereof the following courses and distances: northeasterly, a curvilinear distance of 222.42 feet (said arc being subtended by a chord bearing North 01 degrees 06 minutes 01 seconds East for a distance of 222.40 feet) to an iron pin placed: North 12 degrees 43 minutes 33 seconds East 34.21 feet to a point; and North 17 degrees 46 minutes 55 seconds East 87.97 feet to an iron pin placed on the southerly right-of-way and following the curvature thereof the following courses and distances: South 88 degrees 55 minutes 19 seconds East 97.14 feet to a point; and northeasterly, a curvilinear distance of 85.86 feet (said arc being subtended by a chord bearing North 74 degrees 54 minutes 14 seconds East for a distance of 85.24 feet) to an iron pin found; thence leaving the right-of-way line of Emrose Circle and running North 89 degrees 49 minutes 37 seconds East 227.80 feet to an iron pin placed on the northwesterly right-of-way line of Montreal Road; running thence along said northwesterly right-of-way line and following the curvature thereof the following courses and distances: South 25 degrees 02 minutes 14 seconds West 143.89 feet to a point; southwesterly, a curvilinear distance of

281.54 feet (said arc being subtended by a chord bearing South 16 degrees 03 minutes 48 seconds West for a distance of 280.37 feet) to the iron pin found at the point of beginning.

The above described property is more particularly shown and delineated on boundary and topographic survey for DeKalb Association of REALTORS® prepared by the Georgia Land Surveying Co., Inc., bearing the seal of Josh L. Lewis, III, Georgia registered land surveyor No. 1751, dated January 04, 1984, which is incorporated herein by reference as a part of this description shall not be sold, conveyed or encumbered without the prior written approval of seventy-five percent (75%) of the Board of Directors including Ex-Officio Directors of the DeKalb Association of REALTORS®, Inc.

Section 8. Amending Section 7 and 8 of Article XX. This section and Section 8 shall not be amended or deleted without the prior written approval of seventy-five percent (75%) of the Directors including Ex-Officio Directors and seventy-five percent (75%) of the membership present at a called meeting where a quorum is present.

Bylaws of the DeKalb Association of REALTORS®, Inc.

Adopted 1983 – Revised 5/93, 11/93, 8/95, 10/96, 4/97, 11/98, 1/99, 12/00, 8/01, 11/01, 10/02, 2/03, 9/03, 5/05, 1/06, 5/06, 7/06, 4/07, 4/08, 8/08, 03/10, 04/10, 10/10, 10/11, 10/12, 12/12, 10/13, 4/14, 9/14, 4/15, 10/15, 10/17, 8/18, 10/18, 11/19, 1/25