



GREATER PROVIDENCE
BOARD OF REALTORS®
ETHICS • PROFESSIONALISM • INTEGRITY

PROPOSED BYLAW CHANGES FOR 9/14/22

Additions are indicated by red, underlined text
Strikeouts are indicated with ~~strikeouts~~

ARTICLE IV – MEMBERSHIP .

(c) Affiliate Members. ~~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. (4/2012)~~ Affiliate Members shall be: (1) Principal Affiliate Members shall be real estate owners and other individuals of firms who, while not engaged in the real estate profession as defined in paragraphs (a) or (b) of this Section, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Association. (2) Additional Affiliate Members shall be employees of or associated with Principal Affiliate Members and shall be employed by or associated with the same firm as the Principal Affiliate Member. The Principal Affiliate Member shall be a member in good standing of the Association in order for an Additional Affiliate Member to apply for and maintain membership.

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 themselves with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, The Constitution, Bylaws, and Rules and Regulations of the Board, the State and National Associations, and if elected a Member, will abide by the Constitution and Bylaws and Rules and Regulations of the Board, State and National Associations, and if a REALTOR® will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® including the obligation to arbitrate (or to mediate if required by the association) 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 (4/2012)

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 through its Membership Committee or otherwise that they are he 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 Board, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Committee, and shall agree that if elected to membership, they he will abide by such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics.

- (*) 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 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 Board 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 Board may only consider judgments within the past three (3) years of violations of (1) civil rights laws; (2) real estate license laws; (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.

NOTE 1: One or more of the requirements for REALTOR® Membership set forth above in Article V, Section 2(a) may be deleted at the Board's discretion. However, Boards may NOT adopt membership qualifications more rigorous than specified in the Membership Qualification Criteria for REALTOR® Membership approved by the Board of Directors of the National Association.

NOTE 2: Article IV, Section 2, of the NAR Bylaws prohibits Member Boards from knowingly granting REALTOR® 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).

(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 Board, or a Designated REALTOR® Member of another board (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 the Bylaws and Rules and Regulations of the Board, 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 **they he** will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and by the Constitution, Bylaws, and Rules and Regulations of the local Board, State Association, and the National Association.

(c) The Board/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 this or any other REALTOR® association within the past three (3) years (4/2011).
2. Pending ethics complaints (or hearings)
3. Unsatisfied discipline pending
4. Pending arbitration requests (or hearings)
5. Unpaid arbitration awards or unpaid financial obligations to any other association or association MLS
6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm

"Provisional" membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics; see Article V, Section 2(a), NOTE 2), provided all other qualifications for membership have been satisfied. Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six (6) months from the date that provisional membership is approved. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration re-

quest pending, the association may condition membership on the applicant's certification that ~~he/she~~ **they/them** 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. (Amended 11/2009)

Section 3. Election.

The procedure for election to membership shall be as follows:

(b) The Board of Directors shall review the qualifications of the applicant and the recommendations of the Chief Staff Executive (or duly authorized designee) and then vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the Board of Directors, **they/them** ~~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 the findings, an opportunity to appear before the Board of Directors, to call witnesses on **their** ~~his/her~~ behalf, to be represented by counsel, and to make such statements as **they** ~~he/she~~ 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.

Section 6. Status Changes

(a) A REALTOR® who changes the conditions under which **they/them** ~~he~~ holds membership shall be required to provide written notification to the Board within ten (10) days. A REALTOR® (non-principal) who becomes a principal in the firm with which **they/them** ~~he~~ has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) Members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within ten (10) days of the date they advised the Board of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

A REALTOR® who is transferring their license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all of the privileges and obligations of membership during the period of transition. If the transfer is not completed within 30 days of the date the Board is advised of the disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the Board of Directors.

A REALTOR® who has allowed their real estate license to expire at the renewal period designated by the governing regulatory agency, shall have a period of 10 days to provide proof of license reinstatement to the Board. If no such evidence is provided, membership shall terminate automatically.

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

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

(c) Dues shall be prorated from the first day of the month in which the member is notified of election by the Board of Directors and shall be based on the new membership status for the remainder of the year.

ARTICLE VI – PRIVILEGES AND OBLIGATIONS

Section 6. REALTOR® Members

(b) 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 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, unless the REALTOR® Member (non-principal) elects to sever **their his** connection with the REALTOR® and affiliate with another REALTOR® member in good standing in the Board. 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.

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

Section 12. REALTOR® Emeritus Members. REALTOR® Emeritus Members shall be REALTORS® who have been designated REALTOR® Emeritus under the provisions of Article III Section 10 of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®. They shall continue to have all the REALTOR® privileges of an Active Member of **their his/her** Board.

ARTICLE X

DUES ASSESSMENTS AND FINANCIAL OBLIGATIONS

Section 4. Nonpayment of Financial Obligations. If dues, fees, fines, sponsorships or other assessments including amounts owed to the Board or the Board's Multiple Listing Service are not paid within one (1) month after the due date, the non-paying Member is subject to suspension at the discretion of the Board of Directors. Two (2) months after the due date, membership of the non-paying Member may be terminated at the discretion of the Board of Directors. Three (3) months after the due date, membership of the non-paying Member shall automatically terminate unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former Member who has had **their 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 or Regulations of the Board or any of its services, departments, divisions or subsidiaries may apply for reinstatements in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination. (4/2009)

ARTICLE XI – OFFICERS AND DIRECTORS

Section 1. Officers. The elected officers of the Board shall be: a President, a President-Elect, a Secretary, and a Treasurer. The Secretary and Treasurer may be the same person. They shall be elected for terms of one year. In order to become an Officer of the Board, one must have actively served as a Director (4/2011). **Officers shall not serve more than two consecutive terms in the same position. After serving two consecutive terms, to remain on the Board of Directors, the Officer must be elected to a higher office. The hierarchy of elected Officers shall be President, President-Elect, Treasurer and Corporate Secretary, with the President being the highest-ranking elected Officer.**

No more than 2 persons representing the same brokerage shall be elected to the Offices of President, President-Elect and Treasurer concurrently.

Section 3. Board of Directors. The governing body of the Board shall be a Board of Directors consisting of the elected officers and eight (8) REALTOR® Members of the Board. Directors shall be elected to serve for terms of three (3) years, except that at organization, one-third (1/3) of the elected Directors shall be elected for terms of one (1), two (2), and three (3) years, respectively, or for lesser terms as may be necessary to complete the first fiscal year. Thereafter, as many Directors shall be elected each year as are required to fill vacancies. A maximum of two (2) Past Presidents may serve with voting rights on the Board of Directors. Past Presidents serving as a Director Emeritus would not be included in this count. The Directors of the Board are volunteers and receive no compensation (9/2017). Composition of the Board shall always consist of less than twenty five percent (25%) of Officers or Directors from the same brokerage and no more than 2 persons from the same team. An Officer position takes precedence over a Director position for elections only.

Section 5. Election of Officers and Directors.

The election of Officers and Directors shall be held at the annual membership meeting of the Association.

At a meeting of the Board of Directors not less than two (2) months before the Annual Membership Meeting, the Board of Directors, shall approve a Nominating Committee, composed of two five Board Members. The current Board President and President-Elect and Director Emeritus shall be deemed voting members of the Nominating Committee. The two most recent Past Presidents of the Board, available to serve, shall be members of the Nominating Committee

a. The Nominating Committee shall interview the potential officer candidates at the Nominating Committee meeting. A candidate shall be interviewed individually for each office for which they/they applied.

b. The Nominating Committee shall name at least one candidate for each office. For each vacancy on the Board of Directors and for elective offices, the Nominating Committee shall present the candidate as submitted. Candidates for Officers and Directors shall be REALTOR® Members in good standing of the Board and must have 2 years' industry experience.

c. A member cannot hold two (2) elected Board positions simultaneously, with the exception noted in Article XI, Section 1 of these Bylaws..

d. Elected Officers and Directors may not serve in an Officer or Director role in any other local REALTOR® Association at the same time.

e. e. The report of the Nominating Committee, listing candidates for Officers and Directors to be elected from among the REALTOR® Membership of the Boards, shall be included in the notice of the Annual Meeting that is sent to each member at least 21 days in advance of the meeting.

f. d. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least twenty percent (20%) of the REALTOR® Members eligible to vote. The petition shall be filed with the Secretary at least two (2) weeks before the election. The secretary shall send notice of such additional nominations to all Members eligible to vote before the election

g. e. A candidate for a GPBOR Corporate Secretary, Treasurer or President-Elect or Director shall not be a member of the Nominating Committee.

h. f. All Nominating Committee members shall sign a confidentiality agreement.

(a) Upon MAJORITY VOTE of the Board of Directors, an Officer or Director may, at the discretion of the Board of Directors, be removed from office during their his/her term of appointment or election to office.

(a) Nothing in this section shall affect the right of the Board of Directors to remove a Director under Article XII, Section 2 of these Bylaws or to remove an appointed Officer with or without cause.

Section 8. Electronic Transaction of Business. To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means.

Section 9. Professional Liability Insurance. The Board shall maintain Professional Liability Insurance for all voting Officers and Directors, who are members in good standing of the Board, to cover them in their scope of activities for the Board.

Section 10. National Directors. The process for selection of the Board's NAR Director(s) shall be outlined in the Board's Policies and Procedures Manual.

ARTICLE XII – MEETINGS

Section 6. Right to Vote. At all meetings of the Board, each Board Member in good standing shall be entitled to vote, with one ballot per person, but no one shall be entitled to vote by proxy. Other members shall not be entitled to vote.

ARTICLE XV – AMENDMENTS

Section 1. These Bylaws may be amended by a majority vote of the Members present and qualified to vote at any meeting, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting. However, those revisions and amendments that are ~~required~~ recommended by the National Association of REALTORS® may be adopted by a majority vote of the Board of Directors present and voting, provided the substance of such proposed revisions or amendments shall be plainly stated in the call for the meeting.