



Bylaws of the Longleaf Pine REALTORS®

Adopted: August 18, 2026



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**BYLAWS OF THE
LONGLEAF PINE REALTORS®, INC.
A 501(c)(6) Organization***

ARTICLE I - Name

Section 1. Name. The name of this organization is LONGLEAF PINE REALTORS®, INCORPORATED hereinafter referred to as the "Association."

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

ARTICLE II – Objectives

The objectives of the Association are:

Section 1. To unite, encourage and assist those engaged in the recognized branches of the real estate profession in this community for the purposes of promoting and exerting a beneficial influence upon the real estate business and related interests.

Section 2. To promote and maintain high standards of conduct in the real estate business and in transactions and among various real estate concerns and the general public.

Section 3. To create and support interest in the building and maintenance of homes, commercial structures, and other real properties commensurate with the best interests and welfare of the community and in conjunction with high standards of workmanship and structural design to the end that our community will be a better one to live.

Section 4. To bring together those in the real estate profession and related professions who are interested in promulgating, safeguarding, and advancing their best interests in relation to the construction, maintenance, management, and development of real property interests.

Section 5. To unite those engaged in the real estate business in this community with the North Carolina Association of REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the State of North Carolina and the United State of America and obtaining the benefits and privileges of membership therein.

Section 6. To give to the general public, in whose interest this corporation is formed, a forum for the discussion of the ways and means whereby real estate firms can best serve them.

Section 7. To designate, for the benefit of the public, those individuals within its jurisdiction authorized to use the term REALTOR® as prescribed and controlled by the NATIONAL ASSOCIATION OF REALTORS® and not in derogation of any laws of the State of North Carolina.

**A 501(c)6 is a nonprofit association of people or businesses in the same industry that works to improve business conditions for that industry as a whole.*

ARTICLE III - Jurisdiction

Section 1. The territorial jurisdiction of the Association as a member of the NATIONAL ASSOCIATION OF REALTORS® is all of Cumberland County, Hoke County, Lee County and parts of Harnett County, North Carolina.

Section 2. Territorial jurisdiction is defined to mean:

(a) 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 in the terms.

ARTICLE IV - Membership

Section 1. Membership classes within the Association are as follows:

(a) REALTOR® Members. REALTOR® Members, whether primary or secondary shall be:

(1) Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the state of North Carolina 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 or a state contiguous thereto, unless otherwise qualified for Institute Affiliate Membership.

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.

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

(3) Franchise REALTOR® Membership. Corporate officers (who may be licensed or unlicensed) of a real estate broker 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 (or to mediate if required by the association) pursuant to Article 17 of the Code and Ethics and the payment of association dues. 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.

(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) of this Section, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Association.

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

(e) REALTOR® Emeritus Members. Dues shall be waived for individuals who have been designated by NAR as REALTOR® Emeritus members.

Privileges of REALTOR® Members.

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

Obligation of REALTOR® Members.

It shall be the duty and responsibility of every REALTOR® member of this association to safeguard and promote the standards, interests, and welfare of the association and the real estate profession, and to protect against conduct that may cause a lack of public confidence in the real estate profession or in REALTORS®. REALTOR® members also must abide by the governing documents and policies of the association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®, as well as the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to

arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and in accordance with the procedures set forth in the Code of Ethics and Arbitration manual.

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

ARTICLE V - Qualification & 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/herself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitutions, Bylaws, and Rules and Regulations of the Association, the State and National Associations, and if elected a Member, will abide by the Constitutions and Bylaws and Rules and Regulations of the Association, State and National Associations, and if a REALTOR® Member, will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® including the obligation to arbitrate (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 (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 a 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 is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence of or explanation about the following 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 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 within the last three years*, has no record of official sanctions involving unprofessional conduct**, agrees to complete a course of instruction covering the Bylaws and rules and regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examination thereon, as may be required and shall agree if elected to membership, he/she will abide by such Constitutions, Bylaws, rules and regulations, and Code of Ethics.

*If the applicant or the applicant's real estate firm is named as a debtor in such bankruptcy proceeding, membership may not be denied unless the Association establishes that its interests and those of its members and the public could not be adequately protected by requiring that the applicant pay cash in advance for association dues and MLS fees for up to one (1) year from the date that membership is approved. 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 member has been discharged from bankruptcy.

**The association will only consider civil judgements imposed within the past seven (7) years involving judgements of (1) civil rights laws, (2) real estate license laws, and (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities. The association will only consider criminal convictions within the past seven (7) years involving a crime that reasonably relates to the real estate business or puts clients, customers, or other real estate professionals at risk: and if such a crime exists, the applicant must provide and the association must consider mitigating factors relating to that criminal history. NAR Bylaws prohibits Member Boards from knowingly granting REALTOR® Membership to any applicant who has an unfulfilled sanction pending which was imposed by another Association of REALTORS® for violation of the Code of Ethics.

(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, has no record of official sanctions involving unprofessional conduct*, shall complete a course of instruction covering the Bylaws and rules and regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and the 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/she will abide by such Constitution, Bylaws, rules and regulations, and the Code of Ethics.

*The association will only consider civil judgements imposed within the past seven (7) years involving judgements of (1) civil rights laws, (2) real estate license laws, and (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities. The association will only consider criminal convictions within the past seven (7) years involving a crime that reasonably relates to the real estate business or puts clients, customers, or other real estate professionals at risk: and if such a crime exists, the applicant must provide and the association must consider mitigating factors relating to that criminal history.

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

The qualifications in these bylaws must be interpreted by, and will not be read to exceed, the Membership Qualification Criteria set by the National Association of REALTORS®.

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. If the association has adopted provisional membership, applicants for REALTOR® membership may be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to final review of the application by the board of directors.

(b) If the board of directors determines that the individual does not meet all of the qualifications for membership as established in the association's Bylaws, or, if the individual does not satisfy all of the requirements of membership (for example, completion of a mandatory orientation program) within 180 days from the association's receipt of their application, membership may, at the discretion of the board of directors, be terminated. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received association services and any application fee. The board of directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the board of directors, he/she shall be declared elected to membership and shall be advised by written notice.

(c) The Board of Directors may not reject an application without providing the applicant with advance notice of the findings, an opportunity to appear before the board of directors, to call witnesses on 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 be made of any hearing before it or may electronically or mechanically record of 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 and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than (2) two hours and (30) thirty 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 (1) one year or less.

Failure to satisfy this requirement within 60 days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

Section 5. Continuing REALTOR® Code of Ethics Training

Effective January 1, 2019, through December 31, 2021, and for successive three-year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State Association of REALTORS®, or the NATIONAL ASSOCIATION OF REALTORS®, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any three-year cycle shall not be required to complete additional ethics training until a new three-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-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.

Section 6. 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 90 days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

Section 7. Continuing Fair Housing Orientation

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.

Section 8. Status Changes.

(a) A REALTOR® who changes the conditions under which he/she holds membership shall be required to provide written notification to the Association within 30 (thirty) days. A REALTOR® (non-principal) who becomes a principal in the firm with which he has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals may be required

to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) Members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred with 30 (thirty) days of the date they advised the Association of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

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

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

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

(c) Dues shall be prorated from the first day of the month in which the membership application is received 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 as specified in this Article.

Section 2. Any member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws or the Association's policies, rules or regulations consistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the Association. Although Members other than REALTORS® are not subject to the Code of Ethics nor its enforcement by the Association, such Members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, Members other than REALTORS® may, upon recommendation of the Membership Committee, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct which in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR®, REALTORS® and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the Association, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

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

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

Section 5. If a member resigns from the association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by 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®, 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®.

(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®.

Section 6. REALTOR® Members. REALTOR® Members, whether primary or secondary, in good standing are entitled to vote and to hold office in the association and may use the term REALTOR®. For purposes of this section, the term "good standing" means the member satisfies the "Obligations of REALTOR® Members," is current with all financial and new member requirements and complies with NAR's trademark rules.

(a) If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership or an officer in a corporation and is suspended or expelled, the firm, partnership, or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® Membership, or unless connection with the Firm, partnership, or corporation is severed, whichever may apply. The membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member, or until readmission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, whichever may apply. Further, the membership of REALTORS® other than principals who are employed by or affiliated as independent contractors with the disciplined Member shall suspend or terminate during the period of suspension of the disciplined Member or until readmission of the disciplined Member or until connection 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 7. Institute Affiliate Members. Institute Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

Section 8. Affiliate Members. Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 9. Honorary Members. Honorary Membership shall confer only the right to attend meetings and participate in discussions.

Section 10. REALTOR® Emeritus Members. Dues shall be waived for individuals who have been designated by NAR as REALTOR® Emeritus Members.

Section 11. Certification by REALTOR®. "Designated" REALTOR® Members of the Association shall certify to the Association during the month of January on a form provided by the Association, a complete listing of all individuals licensed or certified in the REALTOR®'s office (s) and shall designate a primary 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 30 (thirty) days of the date of affiliated 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 another member, Association staff, or MLS employee or Association Officer or Director after an investigation in accordance with the procedures of the Association. The Board of Directors may, at its sole discretion, adopt a harassment policy to define, clarify, and expand the definition of harassment as well as outline the procedure(s) to be followed when a complaint of harassment is filed.

ARTICLE VII - Professional Standards & Arbitration

Section 1. Enforcement of the Code. The responsibility of the association and of association members relating to the enforcement of the Code of Ethics, the disciplining of members and the arbitration of disputes, and the organization and procedures incident thereto, shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as amended from time to time, which is by this reference incorporated into these bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

Section 2. 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 State Association, the Constitution and Bylaws of the NATIONAL

ASSOCIATION OF REALTORS®, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to mediate and 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.

Section 3. The responsibility of the Association and of 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 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.

ARTICLE VIII - REALTOR® Trademark

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.

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 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® principal member may use the terms REALTOR® and REALTORS®, only if all the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto are REALTOR® members or Institute Affiliate members.

(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 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 Membership

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

Section 2. 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.

ARTICLE X - Dues

Section 1. Application Fee. The board of directors may adopt an application fee for REALTOR® Membership in reasonable amount, not exceeding three (3) times the amount of the annual dues for REALTOR® membership, which shall be required to accompany each application for REALTOR® membership and which shall become the property of the association upon final approval of the application.

Section 2. Dues.

(a) Designated REALTOR® Members Dues. The annual dues of each Designated REALTOR® Member shall be in such amount 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 appraiser 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 or a state contiguous thereto or Institute Affiliate members of the association. In calculating the dues payable to the association by a designated REALTOR® member, non-member licensees as defined in (1) and (2) of this paragraph shall not be included in the computation of dues if the designated REALTOR® has paid dues based on said non-member licensees in another association in the state or a state contiguous thereto, provided the designated REALTOR® notifies the association in writing of the identity of the association to which dues have been remitted. In the case of a designated REALTOR® member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees 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.

A REALTOR® member of a Member Board shall be held to be any member who has a place or places of business within the state or a state contiguous thereto and who, as a principal 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 provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner, corporate officer, or branch office manager of the entity.

A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, renting, managing, counseling or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for the purposes of this Section and shall not be included in calculating the annual dues of the designated REALTOR®. Designated REALTORS® shall notify the association within three (3) days of any change in status of licensees in a referral firm.

The exemption for any licensee included on the certification form shall automatically be revoked upon the individual being engaged in real estate licensed activities (listing, selling, leasing, renting, managing, counseling, or appraising real property) other than referrals, and dues for the current fiscal year shall be payable.

Membership dues shall be prorated for any licensee included on a certification form submitted to the association who during the same calendar year applies for REALTOR® 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 Dues. The annual dues of REALTOR® members other than the designated REALTOR® shall be as established annually by the board of directors.
- (c) Institute Affiliate Members Dues. The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. Dues Payable. Membership dues for the calendar year are due on January 1, payable by January 31. Notice will be given on February 1 that the membership will be terminated on February 15 if payment is not received by that date. If a member is terminated for nonpayment of dues, a reinstatement fee to be determined annually by the board of directors will be charged. Dues for new members are payable with application for membership and will be prorated from the first day of the month in which the membership application is received.

Section 4 (a). Nonpayment of Financial Obligations. If dues, fees, fines, or other assessments, except MLS fees, are not paid within one (1) month after the due date, the nonpaying Member is subject to suspension. Two (2) months after the due date, membership of the nonpaying Member may be terminated at the discretion of the Board of Directors. Three (3) months after the due date, 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 4 (b). Multiple Listing Service Fee. Responsibility for Payment of Charges. Payment of all MLS service fees shall be the responsibility of the Participant, including those charges incurred by brokers and appraisers who are duly licensed or certified and associated with the Participant firm. Every licensee (including licensed and certified appraisers (who is affiliated with the Participant's firm as determined by the MLS shall be enrolled as a subscriber of the MLS service, except those licensees subject to a fee waiver under Section 6 Service Charges, MLS Rules and Regulations.

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

Section 6. Expenditures. The Board of Directors shall administer the finances of the Association but shall not incur any obligation in excess of \$500.00 over the available cash on hand without the authorization by vote of a majority of all the REALTOR® Members. The Board of Directors shall not obligate the Association for any civic or charitable contributions or pledges that would place any commitment on a future Board of Directors.

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

Section 8. The dues of REALTOR® members who are REALTOR® Emeriti (as recognized by the National Association), past presidents of the National Association or recipients of its Distinguished Service Award shall be as determined by the board of directors.

ARTICLE XI - Officers and Directors

Section 1. Officers. The Officers of the Association shall be: a President, a President-Elect, three Vice Presidents (Member Engagement, Community Outreach and Education), a Secretary and a Treasurer, and the Immediate Past President. The Secretary and Treasurer may be the same person. Beginning in 2027 and for subsequent years thereafter, the officers of the association shall be: a President, a President-Elect, a Secretary-Treasurer, and the Immediate Past President. The officers shall serve for a term of one (1) year per position. The President-Elect shall automatically succeed to the position of President in the year after his or her term without the necessity of standing for election. In order to be eligible for election to President-Elect, the candidate must have served in some capacity on the Board of Directors for a minimum of one (1) year within the last five (5) years.

Section 2. Duties of Officers. The duty of the officers shall be such as their title, 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 Chief Executive Officer to keep the records of the Association and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the NC REALTORS®. The President, Treasurer/Secretary-Treasurer and Chief Executive Officer shall have custody of all funds, property, and securities of the Association.

Section 3. Board of Directors.

(a) The governing body of the Association shall be a Board of Directors consisting of the Officers and nine elected REALTOR® Members of the Association, the Chairman of the Multiple Listing Committee, and a REALTOR® Member of the Association designated by the Association's Sanford Council ("Sanford Council Director"). Directors, except as otherwise specified in these bylaws, shall be elected to serve for terms of three (3) years, except that at organization, one-third of elective Directors shall be elected for terms of one, two, and three years, respectively, or for such 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. The Chairman of the Multiple Listing Committee shall serve as a Director for a term of one (1) year. Effective January 1, 2027, the chairs of the following committees may serve as ex-officio/non-voting members of the Board: Community Outreach, DEI, Education, Legislative & Public Affairs, Member Engagement, and New Professionals Network (YPN). The Chief Executive Officer shall be a non-voting member of the Board of Directors.

(1) Term limits. No director shall serve for more than two (2) consecutive three-year terms.

(2) No more than four (4) REALTORS® from the same firm may simultaneously serve on the Board of Directors. This provision will be waived however, if more than four members from the same office results from a company merger, acquisition, or personnel transfer during the members' terms of office. In this event, everyone serving through the same firm will be permitted to complete his/her term of office.

(b) Executive Committee -The Executive Committee shall be comprised of the officers, the Chairperson of the Multiple Listing Committee, and the Chief Executive Officer, who shall be a non-voting member. The Executive Committee shall meet at the call of the President and have the authority to act for the Board of Directors between meetings with the full authority of the Board of Directors on matters on which the Directors could act in a formal meeting, except that the Executive Committee shall not, unless specifically authorized by vote of the Board of Directors, take any of the following actions in lieu of the Board of Directors: 1) Act to change the corporate status or amend the charter or bylaws of the association or its subsidiaries and affiliates; 2) Determine to institute or resolve any lawsuit involving the association in which the potential exposure to the association exceeds \$10,000; 3) Approve any expense or obligation not set forth in the approved budget; 4) Fill any vacancies of the officers or directors which would otherwise be filled by the association; 5) Terminate or employ the Chief Executive Officer; or 6) Approve or enter into any contract to purchase or sell real property. All actions taken by the Executive Committee shall be reported at the next regularly scheduled meeting of the Board of Directors and are subject to review by the Board of Directors.

Section 4. Election of Officers and Directors.

(a) **Nominating Committee** - At least two months before the annual election a nominating committee of five (5) REALTOR® Members shall be appointed by the President with the approval of the Board of Directors. The nominating committee shall select one or more

candidates for each office, one or more candidates for each place to be filled on the Board of Directors and MLS Committee.

- (b) **Criteria to Serve as a Director** - To be eligible for nomination for Director, a candidate must:
- a. Have no less than three (3) consecutive years of REALTOR® Membership in the Association as of January 1st following election; and,
 - b. Be a member in good standing; and,
 - c. Be free of unresolved ethics and arbitration matters; and,
 - d. Not have been involuntarily removed from office in the last ten (10) years and;
 - e. Served one complete term of service on two different association committees withing the last five (5) years.
- (c) **Criteria to Serve as an Officer** – To be eligible to serve as an Officer, a candidate must:
- a. Have no less than three (3) consecutive years of REALTOR® Membership in the Association as of January 1st following election; and,
 - b. Be a member in good standing; and,
 - c. Be free of unresolved ethics and arbitration matter; and,
 - d. Not have been involuntarily removed from office in the last ten (10) years; and,
 - e. Meet at least two of the following criteria:
 - Served one complete term of service on two different association committees withing the last five (5) years.
 - Have completed a full term of service in an elected LPR position.
 - Served at least one full year on the association's Board of Directors within the last five (5) years.
 - Have graduated from one of the following leadership academies: Longleaf Pine REALTORS®, NC REALTORS®, or the National Association of REALTORS®.
- (d) **Nominating Committee Report** - The report of the nominating committee shall be mailed or where permitted by State law, electronically transmitted to each REALTOR® Member eligible to vote, at least three weeks preceding the election. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least twenty (20%) percent of the REALTOR® Members. The petition shall be filed with the Chief Executive Officer at least two (2) weeks before the election. The Chief Executive Officer shall send notice of such additional nominations to all members eligible to vote before the election. To be placed on the ballot by petition, the candidate must meet the same eligibility requirements as those mentioned elsewhere in this Article.
- (e) **Election of Officers & Directors** - The election of Officers and Directors shall take place in person, by written ballot or electronically annually, prior to December 1. Electronic voting may be used only for members who have consented to receive electronic communications in accordance with applicable state requirements. Members who have not consented to electronic communications must be provided with a written ballot or other non-electronic means to vote. No Officer, Director, or MLS Committee Member shall succeed him or herself other than the Secretary-Treasurer. The Secretary-Treasurer may succeed him or herself one (1) time. In accordance with applicable state requirements, the election may be conducted in accordance with any procedures established by the Board of Directors. Candidates receiving the largest number of votes cast are elected, except that in any case in which three or more candidates are vying for one seat and a majority of votes is not secured

by one candidate, a run-off election between the top two vote-securers for that seat shall be held to determine the winner. In case of a tie vote, the election shall be determined by lot.

(f) **Sanford Council Director.** The Sanford Council Director shall be selected by the Sanford Council in such manner as the Council may determine, providing that the Sanford Council Director shall not be subject to the requirements set forth elsewhere in this Article.

Section 5. Vacancies. Vacancies among the Officers and Directors or the MLS Committee, with the exception of the President-Elect, shall be filled by appointment by the President with a simple majority vote of the Board of Directors until the next annual election. Any appointees must meet eligibility criteria. If the President-Elect position becomes vacant, it shall be filled by a special election to be held as soon as practicable.

Section 6. Removal of Officers and Directors. In the event that an officer or director is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the officer or director may be removed from office under the following procedure.

For the purposes of this section, "incapable" includes, but is not limited to, an Officer or Director: suffering from incapacity for any health reason; engaging in any conduct in violation of, or at all detrimental to, the Association (including, but not limited to, the objectives outlined in these Bylaws); violating any obligation of a REALTOR® Member; failing to uphold any part of these Bylaws or other Association policies or rules, state or federal laws, or the REALTOR® Code of Ethics.

(a) Removal of Board-Elected Officers and Directors. A petition requiring the removal of a Board-elected Officer or Director and signed by a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the President-Elect, and shall specifically set forth the reasons the individual is deemed disqualified from further service.

Upon receipt of the petition, and after a thorough review and examination of pertinent facts by the Executive Committee and legal counsel, a special meeting of the Board of Directors of the Association shall be held within 30 days, and the sole business of the meeting shall be to consider the charge against the Board-elected Officer or Director and to render a decision on such petition.

Notice of the special meeting, which shall be mandatory for all voting Directors, shall be given at least ten (10) days prior to the meeting. The meeting 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. A three-fourths vote of the voting Directors present shall be required for the removal from office.

(b) Removal of Member-Elected Officers and Directors. A petition requiring the removal of a Member-elected Officer or Director and signed by not less than one-third (1/3) 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 President-Elect, and shall specifically set forth the reasons the individual is deemed disqualified from further service.

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 and the sole business of the

meeting shall be to consider the charge against the member-elected Officer or Director and to render a decision on such petition.

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.

Section 7. Chief Executive Officer The Board of Directors may employ a Chief Executive Officer (CEO) and may delegate to the CEO all or part of the duties of Secretary and Treasurer and may otherwise prescribe his/her functions. The CEO shall be a non-voting member of the Board of Directors and executive committee, except as otherwise specified in the CEO's employment contract.

ARTICLE XII - Meetings

Section 1. Annual Meetings. The annual meeting of the Association shall be held by November 30 each year. The date, place, and hour to be designated by the Board of Directors.

Section 2. Meetings of Directors. The Board of Directors shall designate a time and place for regular meetings. Absence from three (3) regular meetings in any year shall be construed as a resignation therefrom, subject to review by the Executive Committee, which shall be empowered to forgive one or more absences. Fifty-one percent (51%) of the Board of Directors shall be a quorum. Special meetings of the Board of Directors may be called by the President or a by a majority of the Board of Directors by written notice at any time. If a special meeting is called, it shall be accompanied by a statement for the purpose of the meeting. Written or electronically transmitted notice shall be given to every member entitled to participate in the meeting at least 24 hours prior to the meeting date.

Section 3. Other Meetings. General 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 REALTOR® Members.

Section 4. Notice of Meetings. Notice of all meetings of members, whether annual, regular, or special, shall be given to all members entitled to vote in a manner that is fair and reasonable and consistent with these Bylaws. Notice shall state the date, time, place (if any), and purpose of the meeting and shall be provided at least ten (10) days before the meeting. Notice may be given in writing or by electronic communication. If a meeting is held remotely, the notice shall include sufficient instructions for members to access, participate, and vote in the meeting.

Section 5. Quorum. A quorum for the transaction of business at general or special membership meetings shall consist of those REALTOR® Members present.

Section 6. Electronic Transaction of Business. To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means. This includes, but is not limited to, sending notices electronically, taking votes electronically, and conducting any other activity in these bylaws that are permitted to be conducted electronically as provided under the NC Non-Profit Act and other North Carolina law, as applicable.

Section 7. Action without Meeting. - Unless prohibited by the Articles of Incorporation or applicable law, the Board of Directors may take action without a meeting if all Directors consent in writing or by electronic communication.

The consent must clearly state the action taken and may be executed in one or more counterparts, each signed (or electronically signed) by one or more Directors. Email approval or other verifiable electronic acceptance shall constitute a valid signature.

The action is effective when all Directors have provided written or electronic consent, unless a later effective date is specified in the consent. All signed consents shall be delivered to the President or the CEO (as applicable) for inclusion in the Association's records.

ARTICLE XIII - Committees

Section 1 Committees. The President shall appoint the members of the committees from the Association membership, with the chairpersons and vice chairpersons subject to the approval of the Board of Directors. The President, subject to confirmation of the Board of Directors may appoint special committees and task forces as deemed necessary. Appointments to the Professional Standards Committee and Grievance Committee shall be within the National Association of REALTORS® *Code of Ethics and Arbitration Manual*.

The committees are as follows: professional standards, grievance, MLS, and any other committees adopted by the Board of Directors.

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

Section 3. President. The President shall be an ex-officio member of all committees and task forces other than Nominating and shall be notified of their meetings.

Section 4. Action without Meeting. Unless prohibited by the Articles of Incorporation or applicable law, any committee may take action without a meeting if all committee members consent in writing or by electronic communication.

The consent must clearly state the action taken and may be executed in one or more counterparts, each signed (or electronically approved by one or more members). Email approval or other verifiable electronic acceptance shall constitute a valid signature.

The action is effective when all committee members have provided written or electronic consent, unless a later effective date is specified in the consent. All signed consents shall be delivered to the Committee Chair or the CEO (as applicable) for inclusion in the Association's records.

Section 5. Attendance by Electronic Means. Members of a committee may participate in any meeting through the use of electronic means or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall be at the discretion of the committee chairperson and shall constitute presence at the meeting.

Section 6. Attendance. Any Committee member who fails to attend three regular meetings of the Committee in a given year, without an excuse acceptable to the President shall be deemed to have resigned from the Committee subject to the Board of Directors review, and the vacancy shall be filled as herein provided for original appointments.

Section 7. Finance and Budget. This Committee will consist of the elected Secretary-Treasurer, who shall serve as Chairperson, and six (6) REALTOR® Members who shall serve for staggered three (3) year terms... This Committee will consider and recommend ways and means of properly financing the Association and submit to the Board of Directors fourteen (14) days prior to its regular November meeting a budget of estimated income and expenses for the coming year. The Committee may recommend amendments to the approved budget at any time during the year. All Association matters affecting finances shall be submitted first to the Finance and Budget Committee for their study and recommendations to the Board of Directors before any final action.

Section 8. Subdivisions. The Board of Directors may establish or dissolve divisions, sections, councils, or other subdivisions of the Association under such terms and conditions as the Board may deem necessary in its discretion. Any such division, section, council, or other subdivision shall at all times be operated in a manner consistent with the bylaws, policies and rules and regulations of the Association, NC REALTORS®, and the National Association of REALTORS®.

ARTICLE XIV - Fiscal and Elective Year

Section 1. Fiscal and elective year of the Association shall be the calendar year. The new Officers, new Directors, and new MLS Committee members shall be installed at the last general membership meeting of the year and will officially take office January 1st following.

ARTICLE XV - Rules or 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, committees, and general membership meetings in all instances wherein its provisions do not conflict with these Bylaws.

ARTICLE XVI - Amendments

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

Section 2. Notice of all meetings at which amendments are to be considered shall be mailed or where permitted by State law, electronically transmitted to every member eligible to vote at least fourteen (14) days prior to the meeting.

Section 3. Amendments to these Bylaws affecting the admission or qualification of REALTOR® and Institute Affiliate members, the use of the terms REALTOR® and REALTORS®, or any alteration

in the territorial jurisdiction of the association shall become effective upon their approval as authorized by the board of directors of the NATIONAL ASSOCIATION OF REALTORS®

ARTICLE XVII - Dissolution

Section 1. Upon the dissolution of this association, the board of directors, after providing for the payment of all obligations, shall distribute any remaining assets to the North Carolina Association of REALTORS®, or, within its discretion, to a 501(c)3 or 501(c)6 organization aligned with the Association's mission.

ARTICLE XVIII - Multiple Listing Service

Section 1. Authority. The Association shall maintain for the use of its members a Multiple Listing Service, which shall be subject to the Bylaws of the Association and such Rules and Regulations as may be hereinafter adopted. Members and non-members who participate in the MLS shall be referenced as "Participants" herein.

Section 2. Purpose. A multiple listing service is a means 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.

Section 3. Participation.

(a) REALTOR® Member - Any REALTOR® member of this or any other Association who is a principal, partner, corporate officer, or branch manager acting on behalf of a principal, without, further qualifications, 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 cooperate or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Cooperation is the obligation to share information on listed property and to make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interests of their clients. Use of information developed by or published by an Association Multiple Listing Service is strictly limited to the activities authorized under a Participant's licensure (s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey "Participation," or "Membership" or any right of access to information developed or published by an 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 cooperates 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, shares information on listed property, and makes property available to other brokers for showing to prospective purchasers and tenants when it is in the best interests of their clients, and to cooperate. "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 soon as the level of service satisfies state law.

The key is that the Participant or potential Participant cooperates with respect to properties of the type that are listed on the MLS in which participation is sought. Cooperation is the obligation to share information on listed property and to make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interests of their client(s). 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 cooperate. An MLS may evaluate whether a participant or potential participant actively endeavors during the operation of its real estate business to cooperate 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 non-discriminatory manner to all participants and potential participants.

(b) Nonmember Applicant - A nonmember applicant for MLS participation who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, shall supply evidence of or explanation about the following satisfactory to the membership committee: the applicant has no record of recent or pending bankruptcy within the last three years*; the applicant has no record of official sanctions involving unprofessional conduct**, the applicant has no pending or past Code of Ethics violations, and the applicant agrees that if elected as a Participant, they will abide by such rules and regulations and pay the MLS fees and dues, including the nonmember differential (if any), as from time to time established.

*If the applicant or the applicant’s real estate firm is named as a debtor in such bankruptcy proceeding, membership may not be denied unless the membership committee establishes that its interests and those of its members and the public could not be adequately protected by requiring that the applicant pay cash in advance for MLS fees for up to one year from the date that membership is approved. In the event that an existing Participant initiates bankruptcy proceedings, the Participant may be placed on a “cash basis” from the date that bankruptcy is initiated until one year from the date that member has been discharged from bankruptcy.

** The membership committee will only consider civil judgments imposed within the past seven years involving judgements of: (1) civil rights laws; (2) real estate license laws; and (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities. The membership committee may will only consider criminal convictions within the past seven years involving a crime that reasonably relates to the real estate business or puts clients, customers, or other real estate professionals at risk; and if such a crime exists, the applicant must provide, and the membership committee must consider, mitigating factors relating to that criminal history.

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 any other Association or Association MLS.
6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm.

The membership committee 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 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 be made of any hearing before it or may electronically or mechanically record of the proceedings.

Under no circumstances is any individual or firm entitled to MLS Participation or membership unless they hold a current, valid real estate broker's license and cooperate, or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property.

Cooperation is the obligation to share information on listed property and to make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interest of their clients. Use of information developed by or published by an Association multiple listing service is strictly limited to the activities authorized under a Participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey participation or membership or any right of access to information developed by or published by an Association multiple listing service where access to such information is prohibited by law.

Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm cooperates means that the Participant actively endeavor during the operation of its real estate business to list real property of the type listed on the MLS, share information on listed property and make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interests of their client. "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 cooperate with respect to properties of the type that are listed on the MLS in which participation is sought. Cooperation is the obligation to share information on listed property and to make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interest of their clients. 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 cooperate. An MLS may evaluate whether a Participant or potential Participant actively endeavors during the operation of its real estate business to cooperate 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 4. Supervision. The activity shall be operated under the supervision of the Multiple Listing Committee, in accordance with the Rules and Regulations subject to the approval of the Board of Directors of the Association

Section 5. Election of Committee. Multiple Listing Service Committee of seven (7) REALTOR® Members, who subscribe to the Multiple Listing Service, and of which a minimum of three (3) must be Principal Brokers. Six (6) members of the Committee shall be elected by the membership in the same fashion as Officers and Directors of the Association are elected. A seventh (7th) member of the Committee shall be a REALTOR® Member of the Association designated by the Association's Sanford Council in such manner as it shall determine ("Sanford Council MLS Committee Member"). To be elected to the MLS Committee the member must be in good standing and an MLS Participant/Subscriber for at least thirty-six (36) months. Following their election or appointment, the members of the Multiple Listing Service Committee shall annually select the Chairman from among the members thereof who shall become a voting member of the Board of Directors of the Association. subject to the meeting the criteria to serve as stated in Article XI, Section 4 of these bylaws. No Officer or Director of the Association may serve on the Multiple Listing Committee, except the Chairman as provided for in Section 3, Article XI of these Bylaws.

Section 6. Vacancies. Vacancies of the MLS Committee in unexpired terms shall be filled by appointment of the President and approved by the Board of Directors. A vacancy in the position of Sanford Council MLS Committee Member shall be filled by the Sanford Council in such manner as the Council may determine.

Section 7. Attendance. Any Committee member who fails to attend (3) three regular or special meetings of the Committee within the calendar year shall be referred to the Board of Directors for consideration of removal. The Board of Directors will vote on the removal of the Committee member, and the vacancy shall be filled by appointment of the President and approved by the Board of Directors of the Association of REALTORS®. A vacancy in the position of Sanford Council MLS Committee Member shall be filled by the Sanford Council in such manner as the Council may determine.

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

Article XIX – Indemnification

The Association will indemnify, defend and hold and save the Association's Officers, Directors, employees, and agents harmless from any and all actions and causes of action, claims, demands, liabilities, losses, damages or expenses, of whatsoever kind and nature, including judgments, interest and attorney's fees and all other reasonable costs, expenses and charges for any reason resulting from such Officers, Directors, employees, and agents carrying out their duties to the Association and acting within that scope.

Provided, however, that the Association will have no duty to indemnify where there exists: any act of gross negligence; willful misconduct; any breach of these bylaws or any other rule or policy of the Association; criminal acts or omissions; any act of moral turpitude, dishonesty, misrepresentation, or fraud; any other act that could materially and negatively affect the Association or any member of the Association; or any act or omission materially harming the Association's goals, activities, purpose, or reputation.

Provided further that the Association must be promptly notified of adverse claims or threatened or actual lawsuits. Any indemnified person hereunder must cooperate in good faith with Association, its attorneys, and other agents in such case to the extent possible. The Association reserves the right to select legal counsel and to settle or otherwise dispose of any such claims as it may decide.

The Association shall purchase and maintain, to the extent available, insurance on behalf of any person indemnified hereunder against liability asserted against or incurred by him or her in any capacity described in this Section.

Adopted: August 18, 2026