



Bylaws of the Realtor® Association of Pioneer Valley, Inc.

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Mission

To champion private property rights and advocate for our members.

ARTICLE I - NAME

Section 1. Name. The name of this organization shall be the REALTOR® Association of Pioneer Valley, Inc., hereinafter referred to as the “Association”.

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

ARTICLE II - OBJECTIVES

The objectives of the Association are:

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

Section 2. To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the National Association of REALTORS®.

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

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

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

Section 6. To designate, for the benefit of the public, individuals authorized to use the term REALTOR® and REALTORS®, as licensed, prescribed, and controlled by the National Association of REALTORS®.

ARTICLE III - JURISDICTION

Section 1. The territorial jurisdiction of the Association as a member of the National Association of REALTORS® is:

Agawam, Amherst, Ashfield, Belchertown, Bernardston, Blandford, Brimfield, Buckland, Charlemont, Chester, Chesterfield, Chicopee, Colrain, Conway, Cummington, Deerfield, Erving, East Longmeadow, Easthampton, Gill, Goshen, Granby, Granville,

Greenfield, Hadley, Hampden, Hawley, Hatfield, Heath, Holland, Holyoke, Huntington, Leverett, Leyden, Longmeadow, Ludlow, Middlefield, Monroe, Monson, Montague, Montgomery, New Salem, Northfield, Northampton, Palmer, Pelham, Plainfield, Rowe, Russell, Shelburne, Shutesbury, South Hadley, Southampton, Southwick, Springfield, Sunderland, Tolland, Wales, Ware, Warwick, Wendell, West Springfield, Westfield, Westhampton, Whately, Wilbraham, Williamsburg, and Worthington, all in the Commonwealth of Massachusetts.

Section 2. Territorial jurisdiction is defined to mean:

The right and duty to control the use of the term(s) 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 rights of the National Association in the terms.

ARTICLE IV - MEMBERSHIP

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

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

1. Individuals who, as sole proprietors, partners, corporate officers, trustees 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 Massachusetts, or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation, or all trustees of a trust 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 a association of REALTORS® within the state or a state contiguous thereto, unless otherwise qualified for Institute Affiliate Membership as described in Section 1 (b) of Article IV. Note: REALTOR® Members may obtain membership in a secondary Association in another state.

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

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

3. Franchise REALTOR® Membership. Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchises 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/or 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 shall designate in writing one REALTOR® Member who shall be responsible for all duties and obligations of Membership including the obligation to arbitrate pursuant to Article 17 of the Code of Ethics and the payment of Association dues as established in Article X of the Bylaws. The Designated REALTOR® must be a sole proprietor, partner, corporate officer, trustee or branch office manager acting on behalf of the firm's principal(s) and must meet all other qualifications for REALTOR® Membership established in Article V, Section 2, of the Bylaws.

(b) Institute Affiliate Members. Institute Affiliate Members shall be individuals who hold a professional designation 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 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 paragraphs (a) or (b) 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. A recommendation for Honorary Membership may be made by any Association Member. Approval of such recommendation shall be by the Board of Directors at a regular or special meeting.

(e) Life Members. Life Members shall be individuals who have had continuous active REALTOR® membership in good standing and who have performed outstanding and effective service to the Association for not less than 35 years, and have reached the age of 65. A recommendation for Life Membership may be made by any Association Member. Approval of such recommendation shall be by the Board of Directors at a regular or special meeting.

(f) Public Service Members. Public Service Members shall be individuals who are interested in the real estate profession as salaried employees of educational, public utility, governmental or other similar organizations, but are not engaged in the real estate profession on their own account or in association with an established real estate office.

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

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 of membership to thoroughly familiarize himself with the Code of Ethics of the National Association of REALTORS®, the Constitution, Bylaws, Policies, and Rules and Regulations of the Association, the State and National Associations, and if elected a Member, will abide by the Constitution, Bylaws, Policies and Rules and Regulations of the Association, State and National Associations, and if a REALTOR® Member, will abide by the Code of Ethics of the National Association of REALTORS®, including the obligation to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further specified in the Code of Ethics and Arbitration Manual of the National Association of REALTORS®, as from time to time amended, and (2) that applicant consents that the Association, through its Membership Committee or otherwise, may invite and receive information and comment about applicant from any Member or other persons, and that applicant agrees that any information and comment furnished to the Association by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the form of application, have access to a copy of the Bylaws, Constitution, Rules and Regulations, and Code of Ethics referred to above.

Section 2. Qualifications.

(a) An applicant for REALTOR® Membership who is a sole proprietor, partner, trustee, corporate officer or branch office manager of a real estate firm shall supply evidence satisfactory to the Membership Committee that 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 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 by the Committee, and shall agree that if elected to membership, he will abide by such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics.

(b) Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, trustees or branch office managers, in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of the Association or a Designated REALTOR® Member of another board (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 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 by the Committee, and shall agree in writing that if elected to membership will abide by the Code of Ethics of the National Association of REALTORS®, and by the Constitution, Bylaws, and Rules and Regulations of the Association, State Association, and the National Association.

(c) Applicants for REALTOR® Membership and Provisional REALTOR® Members must successfully complete the Association orientation program within six (6) months from the date of application. If not completed within this period, the provisional member must submit a new application for membership, along with all appropriate fees as called for with the initial application, in order to be considered for membership. REALTOR® Members who are applying for a different status of membership within their current membership category, and who had previously completed the Association orientation program and exam, will not be required to retake the program.

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

Failure to satisfy this requirement within six (6) months of the date that provisional membership was granted will result in denial of the membership application or termination of provisional membership.

Note: Orientation programs must meet the learning objectives and minimum criteria established from time to time by the NATIONAL ASSOCIATION OF REALTORS®.

(e) Effective January 1, 2017, through December 31, 2018, and for successive two year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any two (2) year cycle shall not be required to complete additional ethics training until a new two (2) year cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any two (2) year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any two (2) cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated. *(Adopted by NAR 1/01, Amended 11/08, Amended 11/16)*

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.

“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 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.

(e) An applicant for Affiliate Membership shall supply evidence to the Membership Committee that he meets the qualifications as defined in Article IV, Section 1 of these Bylaws, and shall agree, if elected to membership, to abide by the Bylaws and Rules and Regulations of the Association, as applicable.

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

(a) Applicants for REALTOR® membership shall 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 subsequent review of the application by the Board of Directors. 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 six (6) months from the association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated.

(b) Dues shall be computed from the date of application and shall be non-refundable unless the association's Board of Directors terminates the individual's membership in accordance with subsection (a) above. 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.

(c) The Board of Directors may not terminate any provisional membership without providing the provisional member with advance notice, an opportunity to appear before

the Board of Directors, to call witnesses on the provisional member's behalf, to be represented by counsel, and to make such statements as the applicant deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.

(d) If the Board of Directors determines that provisional membership should be terminated, it shall record its reasons with the Chief Executive Officer. If the Board of Directors believes that denial of provisional membership to the applicant may become the basis of litigation and a claim of damage by a provisional member, 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 denial violates no rights of the individual.

Section 4. Status Changes.

(a) A REALTOR® who changes the conditions under which he holds membership shall be required to provide written notification to the Association within thirty (30) days. A REALTOR® (non-principal) who becomes a principal in the firm with which he has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) Members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within sixty (60) days of the date they advised the Association of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

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

ARTICLE VI - PRIVILEGES AND OBLIGATIONS

Section 1. The privileges and obligations of Members, in addition to those otherwise provided in these Bylaws, shall be 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 and Association Rules and Regulations not inconsistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the Association. Although Members other than REALTORS® are not subject to the Code of Ethics nor its enforcement by the Association, such Members are encouraged to abide by the principles established in the Code of Ethics of the National Association of REALTORS® and conduct their business and professional practices accordingly. Further, Members other

than REALTORS® may, upon recommendation of the 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® or 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. 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 any Member submitting the resignation is indebted to the Association for dues, fees, fines, or other assessments of the Association or any of its services, departments, divisions, or subsidiaries, the Association may condition the right of the resigning Member to re-apply 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, that Board of Directors may condition the right of the resigned Member to re-apply for membership upon certification that the resigned member will submit to the pending ethics proceeding and will abide by the decision of the hearing panel or Board of Directors, as the case may be; or comply with the ethics discipline previously imposed.

(a) If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®.

Section 6. REALTOR® Members.

(a) REALTOR® Members, whether primary or secondary, in good standing whose financial obligations to the Association are paid in full shall be entitled to vote and to hold elective office in the Association. Voting by proxy shall not be permitted.

(b) REALTOR® Members, whether primary or secondary, may use the terms REALTOR® and REALTORS®, which use shall be subject to the provisions of Article VIII.

(c) REALTOR® Members, whether primary or secondary, have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Association and the real estate profession.

(d) If a REALTOR® Member is a sole proprietor in a firm, a partner in a partnership, a trustee in a trust, or an officer in a corporation, or is an individual in a position of management control on behalf of any of the above, and is suspended or expelled, the firm, partnership, trust, or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until re-admission to REALTOR® Membership, or unless connection with the firm, partnership, trust, or corporation is severed, or management control is relinquished, whichever may apply. The membership of all other principals, partners, trustees, or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member, or until re-admission of the disciplined Member or unless connection of the disciplined Member with the firm, partnership, trust, or corporation is severed, or unless the REALTOR® who is suspended or expelled removes himself from any form or degree of management control of the firm for the term of the suspension or until re-admission to membership, whichever may apply. Removal of an individual from any form or degree of management control must be certified to the Association by the Member who is being suspended or expelled and by the individual who is assuming management control, and the signatures of such certification must be notarized. In the event the suspended or expelled Member is so certified to have relinquished all form of management control of the firm, the membership of other partners, trustees, corporate officers, or other individuals affiliated with the firm shall not be affected, and the firm, partnership, trust, or corporation may continue to use the terms REALTOR® and REALTORS® in connection with its business during the period of suspension or until the former Member is readmitted to membership in the Association. The foregoing is not intended to preclude a suspended or expelled Member from functioning as an employee or independent contractor, providing no management control is exercised. Further, the membership of REALTORS® other than principals who are employed or affiliated as independent contractors with the disciplined Member shall suspend or terminate during the period of suspension of the disciplined Member or until re-admission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, trust, or corporation is severed, or management control is relinquished, 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 other than a sole proprietor in a firm, partner in a partnership, trustee in a trust, or an officer of a corporation, or an individual in a position of management control on behalf of any of the above, is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership, trust, or corporation shall not be affected.

(e) In any action taken against a REALTOR® Member for suspension or expulsion under Section 6 (d) 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 (d) 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®.

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; or to serve as President of the local association.

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 members shall only have the right to attend meetings and participate in discussions.

Section 10. Life Members. Life Members shall be subject to all obligations, except as set forth in Article X, Section 2 (f), and have all the rights and privileges of REALTOR® Members, as applicable.

Section 11. Public Service Members. Public Service Members shall have such privileges and rights and be subject to such obligations as may be prescribed by the Board of Directors.

Section 12. Student Members. Student Members shall have such privileges and right and shall be subject to such obligations as may be prescribed by the Board of Directors.

Section 13. Certification by REALTOR®. Designated REALTOR® Members of the Association shall certify to the Association during the third quarter of the year, on a form provided by the Association, a complete listing of all individuals licensed or certified in the REALTOR®'s firm(s) within the state and shall designate a primary board for each individual who holds membership. Designated REALTORS shall also identify any non-member licensees in the REALTOR®'s firm(s) and if Designated REALTOR® dues have been paid to another board based on said non-member licensees, the Designated REALTOR® shall identify the board 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 individuals licensed or certified with the firm(s) within thirty (30) days of the date of affiliation or severance of the individual.

Section 14. Harassment. Any member of the association may be reprimanded, placed on probation, suspended or expelled for harassment of an association or MLS employee or Association Officer or Director after an investigation in accordance with the procedures of the association. As used in this Section, harassment means any verbal or physical

conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, President-Elect, and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with counsel for the association. Disciplinary action may include any sanction authorized in the association's Code of Ethics and Arbitration Manual. If the complaint names the President or President-Elect, they may not participate in the proceedings and shall be replaced by the Immediate Past President, or alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.

ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION

Section 1. The responsibility of the Association and 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 from time to time amended, which by this reference is made a part of 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 arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this Association as from time to time amended.

ARTICLE VIII - USE OF THE TERMS REALTOR® OR REALTORS®

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

Section 2. REALTOR® Members of the Association shall have the privilege of using the terms REALTOR® or 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 Membership shall have this privilege.

Section 3. A REALTOR® Member who is sole proprietor of a real estate firm, partner in a partnership, officer in a corporation, branch office manager, or trustee in a trust may use the terms REALTOR® and REALTORS® only if all the proprietors, partners, officers, branch office managers, or trustees of such firm, partnership, corporation, or trust who are actively engaged in the real estate profession within the state or a state contiguous thereto are REALTOR® Members of the Association or Institute Affiliate Members as described in Section 1(b) of Article IV.

(a) In the case of a REALTOR® member who is a principal of a real estate firm, partnership, or corporation whose business activity is substantially all commercial, the right to use the term REALTOR® or REALTORS® shall be limited to office locations in which a principal, partner, corporate officer, or branch office manager of the firm, partnership, or corporation holds REALTOR® membership. If a firm, partnership, or corporation operates additional places of business in which no principal, partner, corporate officer, or branch office manager holds REALTOR® membership, the term REALTOR® or REALTORS® may not be used in any reference to those additional places of business.

Section 4. Institute Affiliate and 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 & NATIONAL MEMBERSHIPS

Section 1. The Association shall be a member of the National Association of REALTORS® and the Massachusetts Association of REALTORS®. By reason of the Association's Membership, each REALTOR® Member of the Association shall be entitled to membership in the National Association of REALTORS® and the Massachusetts Association of REALTORS® without further payment of dues. The Association shall continue as a Member of the State and National Associations, unless by a majority vote of all of its REALTOR® Members, decision is made to withdraw, in which case the State and National Associations shall be notified at least one (1) 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 the Association has violated the conditions imposed upon the terms.

Section 3. The Association adopts the Code of Ethics of the National Association of REALTORS® and agrees to enforce the Code among its REALTOR® Members. The

Association and all of its Members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the National Association and the Massachusetts Association of REALTORS®.

ARTICLE X - DUES AND ASSESSMENTS

Section 1.

(a) Application fee. The Board of Directors may adopt a non-refundable 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.

The application fees do not include application fees charged by the Massachusetts Association or the National Association of REALTORS®, if any, which fees shall be separately charged to the applicant.

(b) Reassociation fee. If a REALTOR® Member resigns from the Association and, within one (1) year after the date of resignation, decides to reassociate with the Association, a reassociation fee of an amount established annually by the Board of Directors and shall be due and payable by the applicant upon submission of the reassociation paperwork. This sum does not include the reassociation fees, if any, charged by the Massachusetts Association or the National Association of REALTORS® which fees shall be separately charged to the applicant. Also, any outstanding fees and/or dues owing to the Association by the applicant shall be paid or brought current at the time of reassociation.

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

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

holds membership, and any other offices of the firm located within the jurisdiction of this association.

1. For the purpose of this Section, a REALTOR® Member of the Association shall be held to be any Member who has a place or places of business within the state or a state contiguous thereto and who, as a principal, partner, trustee, corporate officer or branch manager of a real estate firm, partnership, trust, or corporation, is actively engaged in the real estate profession as defined in Article III, Section 1, of the Constitution of the National Association of REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in soliciting and/or referring clients or customers to the REALTOR® or his firm on a substantially exclusive basis or which is engaged in other aspects of the real estate business (except as provided for in Section 2 (a) (1) hereof) provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner, trustee, or corporate officer 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, managing, counseling or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this Section and shall not be included in calculating the annual dues of the Designated REALTOR®.

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

2. Dues Adjustments. The dues amounts shall be automatically adjusted by any increase or decrease of dues charged by the Massachusetts Association of REALTORS® or the National Association of REALTORS®.

(a) Institute Affiliate Members. The annual dues of each Institute Affiliate Member shall be established in Article II of the Bylaws of the National Association of REALTORS®.

(b) Affiliate Members. The annual dues of the first Affiliate Member from a company shall be an amount established annually by the Board of Directors; each additional individual affiliate member from said company shall pay an amount established annually

by the Board of Directors plus the annual dues for membership in the Massachusetts Association of REALTORS®, if such membership is available.

(c) Honorary Members. There shall be no annual dues for Honorary Members.

(d) The annual Association dues of each Life Member shall be waived. Life Members shall continue to be responsible for NAR and MAR dues, if applicable, as well as all dues required to be paid pursuant to Article X, Section 2 (a), as applicable.

(e) Public Service Members. The annual dues of each Public Service member shall be in such amount as established annually by the Board of Directors.

(f) Student Members. Dues payable, if any, shall be at the discretion of the Board of Directors.

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

(a) In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is dropped for nonpayment of Association dues, and the licensee remains with the “Designated” REALTOR®’s firm, the dues obligation of the “Designated” REALTOR® (as set forth in Article X, Section 2, (a) will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from the first day of the current fiscal year and are payable within thirty (30) days of the notice of termination.

Section 4. Non-payment of Financial Obligations. If dues, fees, fines, or other assessments including amounts owed to the Association are not paid within one (1) month after the due date, the nonpaying Member is subject to suspension at the discretion of the Board of Directors, or, a penalty will be imposed, as set forth by the Board of Directors. The amount of said penalty will be determined annually by 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 nonpaying Member shall automatically terminate unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former Member who has had his membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Association or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

Section 5. Refunds and Waivers. No dues, fees, assessments, or other charges paid by Members shall be refunded or waived except on approval of the Board of Directors.

Section 6. 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 and/or investment vehicle or vehicles selected by resolution of the Board of Directors.

Section 7. Expenditures.

(a) The Board of Directors shall administer the day to day finances of the Association. The Board of Directors shall not expend funds in excess of the annual budget without authorization at a meeting of the Board of Directors.

(b) Capital expenditures in excess of \$10,000 may not be made unless authorized at a meeting of the Board of Directors.

(c) The Board of Directors shall cause an audit or review of financial operations to be made in January of each year and further, to assure that monthly financial statements are prepared throughout the course of the year. These reports shall be available for Members' review upon request.

Section 8. Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members. All dues, fees, fines, assessments, or other financial obligations to the Association shall be noticed to the delinquent Association Member in writing, setting forth the amount owed and due date.

ARTICLE XI - OFFICERS AND DIRECTORS

Section 1. Officers. The elected officers of the Association shall be: a President, a President-Elect, a Treasurer and a Secretary. They shall be elected for terms of one (1) year.

Section 2. Duties of Officers. The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors.

Section 3. Board of Directors. The governing body of the Association shall be a Board of Directors consisting of the elected officers, eight (8) REALTOR® members of the Association, and the immediate Past President of the Association. Directors shall be elected to serve for terms of three (3) years, except that at organization, one-third 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 firm, partnership, trust, corporation or other business entity may have three (3) members on the Board of Directors. There shall be at least one director from each county within the Association's jurisdiction; Franklin, Hampden and Hampshire.

(a) In order to be considered for election to the Board of Directors a member must be a member in good standing and:

(1) **DIRECTOR:** To be eligible for position of director, a member must have held REALTOR® membership in the Association for a period of not less than one (1) year prior to election and must have served as a Committee, Task Force, or President's Advisory Group (PAG) chairman for one (1) year within the past three (3) years, or have served on at least one Committee, Task Force, or President's Advisory Group (PAG) in the past three (3) years.

(2) **PRESIDENT-ELECT:** To be eligible for the Office of President-Elect, a member must have served as an Officer or Director for one (1) year within the past three (3) years.

(3) **TREASURER:** To be eligible for the Office of Treasurer, a member must have served as an Officer or Director for one (1) year within the past three (3) years.

(4) **SECRETARY:** To be eligible for the Office of Secretary, a member must have served as an Officer or Director for one (1) year within the past three (3) years.

Section 4. Election of Officers and Directors.

(a) At least three (3) months before the annual election, a Nominating Committee of seven (7) REALTOR® Members, composed of the immediate Past President and two (2) other Past Presidents, if still REALTOR® Members and willing to serve, and four (4) other REALTOR® Members shall be appointed by the President with the approval of the Board of Directors. The chairperson of the Committee shall be the immediate Past President, if still a REALTOR® Member and willing to serve. If the immediate Past President is unwilling or unable to serve, the President shall appoint a new chairperson from within the Committee. No more than one member of the Committee shall be from the same company.

1. No later than fourteen (14) days prior to the meeting of the Nominating Committee, a written notice shall be distributed to each REALTOR® Member requesting their recommendations in writing to the Nominating Committee for potential nominees for officers and Directors.

2. The Nominating Committee shall select one (1) candidate for each office, with the exception of a President, and one (1) candidate for each place to be filled on the Board of Directors.

3. The report of the Nominating Committee shall be distributed to each Member eligible to vote at least twenty-one (21) days prior to the November meeting.

4. Additional candidates for the offices to be filled may be placed in nomination by a petition signed by at least ten (10%) percent of the REALTOR® Members. The petition shall be filed with the Secretary at least two weeks before the election. The final report of nominations shall be distributed to each Member eligible to vote at least seven (7) days prior to the November membership meeting.

(b) The election of Officers and Directors shall take place at the annual meeting in November. Election shall be by ballot and all votes shall be cast in person. The ballot shall contain the names of all candidates and the offices for which they are nominated. The candidate receiving the majority vote shall be declared elected. If there are more than two (2) candidates for any office and at the end of the first ballot no candidate shall have received a majority of the votes cast, the candidate receiving the least number of votes shall be automatically eliminated and a new vote shall be taken on the remaining candidates. The procedure heretofore outlined shall be followed until one (1) candidate shall receive a majority of the votes cast.

(c) The President, with the approval of the Board of Directors, shall appoint an Election Committee of three (3) REALTOR® Members to conduct the election. Members of said Committee shall not be nominees for Officers or Directors.

Section 5. Vacancies occurring during the year. Vacancies among the Officers and the Board of Directors shall be filled by a simple majority vote of the Board of Directors until the next annual election.

Section 6. State Directors. Nominees for the Board of Directors of the Massachusetts Association of REALTORS® shall be made by the Nominating Committee and all procedures of nominations from the membership, as per other Association officers and Directors, will be followed, as will election procedures. There shall be at least one director from each county within the Association's jurisdiction; Franklin, Hampden and Hampshire.

Section 7. Chief Executive Officer. The Board of Directors may employ a Chief Executive Officer who shall serve as the administrator in execution of Association policy and other duties as may be designated by the Board of Directors. The Chief Executive Officer shall be the head of the Association staff and is charged with its selection and supervision.

Section 8. 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:

(a) A petition requiring the removal of an officer or Director and signed by no less than one-third of the voting membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next-ranking officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.

(b) Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the Association shall be held, and the sole business of the meeting shall be to consider the charge against the officer or Director, and to render a decision on such petition.

(c) The special meeting shall be noticed to all voting Members at least seven (7) 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 Members. Provided a quorum is present, a three-fourths vote of Members present and voting shall be required for removal from office.

ARTICLE XII - MEETINGS

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

Section 2. Other Meetings. Meetings of the Members may be held at other times as the President or the Board of Directors may determine, or upon the written request of at least ten percent (10%) of the Members eligible to vote.

Section 3. Quorum. A quorum for the transaction of business shall consist of a majority of those present of the Members eligible to vote.

Section 4. Notice of Meetings. Written notice shall be distributed to every Member entitled to participate in the meeting at least seven (7) days preceding all meetings, and it shall be accompanied by a statement of the purpose of the meeting.

Section 5. Meetings of Directors. The Board of Directors shall designate a time and place for regular meetings. Absence from three (3) regular meetings without an excuse deemed valid by the Board of Directors shall be construed as resignation. A quorum for a meeting of the Board of Directors shall consist of a simple majority.

ARTICLE XIII – COMMITTEES

Section 1. Standing Committees.

(a) The President shall appoint from among the REALTOR® Members, subject to confirmation by the Board of Directors, committees mandated by the National Association of REALTORS® or the Business Plan.

(b) The President may appoint Affiliate Members, subject to confirmation by the Board of Directors, to the committees in Section 1 (a), except for the Grievance, Mediation, and Professional Standards Committees.

Section 2. Finance Committee. The Finance Committee shall be comprised of the Treasurer, three (3) additional members of the Board of Directors, four (4) additional REALTOR® Members, of which at least two (2) shall be “Designated” REALTORS® (DRs), and two (2) additional REALTOR® Members appointed by the President and confirmed by the Board of Directors.

Section 3. REALTOR® of the Year Committee. The purpose of the Committee shall be to select the REALTOR® of the Year for the current year. The Committee shall consist of the three (3) most recent past REALTORS® of the Year who are willing and able to serve on the Committee, the Past President once removed, and two (2) Affiliate Members chosen by the Chief Executive Officer. The Committee shall have no less than five (5) Members. The Chief Executive Officer shall preside over the first meeting of the Committee at which time a Chairman shall be selected from within the Committee.

Section 4. Special Committees. The President shall appoint, subject to confirmation by the Board of Directors, special committees as deemed necessary.

Section 5. Committee Organization. All committees shall be of such size and shall have duties, functions and powers as assigned by the President or the Board of Directors, except as otherwise provided in these Bylaws. The President shall appoint the chairperson of each committee.

Section 6. President. The President shall be an ex-officio member of all standing committees, except the Nominating, Grievance and Professional Standards Committees, and shall be notified of their meetings.

Section 7. Absence. Absence from three (3) regular meetings of any committee or Board of Directors without an excuse deemed valid by the Board of Directors shall be construed as resignation therefrom. Further, absence from two (2) meetings of the Massachusetts Association of REALTORS® Board of Director's meetings, by a REALTOR® Association of Pioneer Valley, Inc., elected or appointed member, without an excuse deemed valid by the REALTORS® Association of Pioneer Valley, Inc., Board of Directors shall be construed as resignation therefrom.

ARTICLE XIV - FISCAL AND ELECTIVE YEAR

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

Section 2. Budget - The Board of Directors shall approve the annual budget.

ARTICLE XV - RULES OF ORDER

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

ARTICLE XVI - AMENDMENTS

Section 1. These Bylaws may be amended by a majority vote of the Members at any meeting at which a quorum is present, provided that the substance of such proposed amendment(s) shall be plainly stated in the call for the meeting. Written notice of all

Member meetings at which amendments are to be considered shall be distributed to every Member eligible to vote at least seven (7) days prior to the meeting.

Section 2. Subject to the provisions of this section, these Bylaws may also be amended by a majority vote of the Board of Directors at any meeting at which a quorum is present, provided that the substance of such proposed amendment(s) shall be plainly stated in the call for the meeting. Any proposed amendment(s) shall be submitted to the Members at least thirty (30) days prior to the date for action on such amendment(s) by the Board of Directors. Further, except as expressly provided in these Bylaws, the Board of Directors shall not approve any amendment(s), the effect of which is to change the monetary obligations of the Members, without the prior approval of the Members. Nothing in this section shall prohibit or otherwise limit the Members' right to rescind, modify or further amend any amendment(s) approved in accordance with the terms of this section.

Section 3. Subject to the provisions of this section, these Bylaws may also be amended by a majority vote of the Board of Directors at any meeting at which a quorum is present, of any mandated amendment by the National Association of REALTORS®, the Massachusetts Association of REALTORS®, State or Federal law.

Section 4. 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®.

Section 5. The Chief Executive Officer shall supply a copy of amendments to these Bylaws to every "Designated" REALTOR® Member within thirty (30) days after adoption.

ARTICLE XVII- DISSOLUTION

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

ARTICLE XVIII - NOTICE

Section 1. Whenever notice is required to be given to Members pursuant to these Bylaws, such notice shall be deemed duly given if one copy of such notice is communicated to membership by way of a flyer, published in the Association Newsletter and/or transmitted electronically. It shall be the responsibility of the "Designated" REALTOR® of each firm to provide such notice in accordance with the time requirements set forth in these Bylaws to each of its independent contractors and employees entitled to such notice.



As amended by the RAPV Board of Directors on February 7, 2017
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