

**BYLAWS  
of the  
New York State Commercial Association of REALTORS<sup>®</sup>, INC.**

**ARTICLE 1 - NAME**

Section 1. Name. The name of this organization shall be the New York State Commercial Association of REALTORS<sup>®</sup>, Incorporated, hereinafter referred to as the "Association," or "NYSCAR."

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

**ARTICLE II - OBJECTIVES**

The objectives of this Association are:

Section 1. To unite those engaged in real estate with an emphasis in the branches of the commercial 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 commercial real estate profession as expressed in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup>.

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

Section 4. To further the interests of commercial, industrial and investment real property ownership.

Section 5. To unite those engaged in the commercial, industrial, and investment real estate profession in this community with the New York State Association of REALTORS<sup>®</sup> and the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup>, 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, those individuals authorized to use the terms REALTOR<sup>®</sup> and REALTORS<sup>®</sup> as licensed, prescribed, and controlled by the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup>.

Section 7. To provide for the collection of information for commercial, industrial and investment real estate to be made available to the membership.

Section 8. To provide meetings in which members will have the opportunity to exchange views, information and general knowledge regarding commercial real estate.

**ARTICLE III - JURISDICTION**

Section 1. The territorial jurisdiction of this Association as a Member of the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup> is the geographic area of New York State.

Section 2. Territorial jurisdiction is defined to mean: The right and duty to control the use of the terms REALTOR<sup>®</sup> and REALTORS<sup>®</sup>, subject to the conditions set forth in these Bylaws and those of the NATIONAL ASSOCIATION OF REALTORS<sup>®</sup>, in return for which this Association agrees to protect and safeguard the property rights of the National Association in the terms.

**ARTICLE IV - MEMBERSHIP**

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

A. REALTOR® MEMBERS. REALTOR® Members whether primary or secondary, shall be:

1. Individuals who hold a license to engage in the real estate business, 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 New York, or a state contiguous thereto, or be a licensed or certified appraiser in the State of New York 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 a Board/Association of REALTORS® within the state, or a state contiguous thereto, unless otherwise qualified for Institute Affiliate Membership as described in Section 1 (b) of Article IV.

In 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 this 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.

NOTE 1: REALTOR® Members may obtain membership in a "secondary" Board in another state.

2. Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers and are associated with a REALTOR® Member and meet the qualifications set out below.
3. Franchise REALTOR® Membership. Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions and the Commonwealth of Puerto Rico elected to membership pursuant to the provisions in 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 with regards to obligations related to Board mandated education, meeting attendance, 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 REALTOR® 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 the Code of Ethics and the payment of Association dues as established in these Bylaws. The “Designated REALTOR®” must be a sole proprietor, partner, corporate officer or branch office manager acting on behalf of the firm’s principals) and must meet all other qualifications for REALTOR® Membership established in these Bylaws.

B. INSTITUTE AFFILIATE MEMBERS. Institute Affiliate members shall be individuals who hold a professional designation awarded by a Institute, Society, or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® or REALTOR-ASSOCIATE® membership, subject to payment of applicable dues for such membership.

C. AFFILIATE MEMBERS. Affiliate Members shall be real estate owners and other individuals or firms who, while not engaged in the real estate profession as defined in paragraphs A. or B. of this Section, have interests requiring information concerning real estate, and are in sympathy with the objectives of this Association. Affiliate Membership shall also be granted to individuals licensed or certified to engage in real estate practice who, if otherwise eligible, do not elect to hold REALTOR® membership in this Association, provided the applicant is engaged exclusively in a specialty of the real estate business other than brokerage of real property.

D. HONORARY MEMBERS. Honorary Members shall be individuals not engaged in real estate profession who have performed notable service for the real estate profession, for this Association, or for the public.

#### **ARTICLE V - QUALIFICATION AND ELECTION**

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

Section 2. Qualification.

A. An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the Membership Committee that they are 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 this 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, they shall abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics, or an applicant for membership as an affiliate shall supply satisfactory evidence to the membership committee to support their application affirming that they are in a specialty of the real estate profession other than brokerage and are not associated with a firm engaged in brokerage, has no record of official sanctions involving unprofessional conduct, and shall agree that if elected to membership to abide by the Bylaws and Rules of this Association, and further is encouraged to abide by the principles established in the NAR Code of Ethics .

\*No recent or pending bankruptcy is intended to mean that the applicant or any real estate firm in which the applicant is a sole proprietor, general partner, corporate officer, or branch office manager, is not involved in any pending bankruptcy or insolvency proceedings or, has not been adjudged bankrupt in the past three (3) years. If a bankruptcy proceeding as described above exists, membership may be rejected unless this Association establishes that its interests and those of its members and the public could not be adequately protected by requiring that the bankrupt applicant pay cash in advance for Association and MLS fees for up to one (1) year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that an existing member initiates bankruptcy proceedings, the member may be placed on a "cash basis" from the date that bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.

\*\*No record of official sanctions involving unprofessional conduct is intended to mean that this Association may only consider

- A. judgments within the past three (3) years of violations of (1) civil rights laws; (2) real estate license laws; (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.
- B. criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted, and (2) no more than ten years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date. (Amended 5/07)

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

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 the Designated REALTOR® Members of this 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, has no record of official sanctions involving unprofessional conduct\*\*shall complete a course of instruction covering the Bylaws and Rules and Regulations of this Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Membership Committee and shall agree in writing that if elected to membership they will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.

\*\*No record of official sanctions involving unprofessional conduct is intended to mean that this Association may only consider

- B. judgments within the past three (3) years of violations of (1) civil rights laws; (2) real estate license laws; (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.
- C. criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted, and (2) no more than ten years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date. (Amended 5/07)

C. The Board/Association will also consider the following in determining an applicant's qualifications for REALTOR® membership:

- 1. All final findings of Code of Ethics violations and violations of other membership duties in 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 REALTOR® 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.

### Section 3 - Election to Membership

A. Applicants for REALTOR® (and REALTOR-ASSOCIATE®, where applicable) 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 REALTOR® (or REALTOR-ASSOCIATE®) 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 Governors. If the Board of Governors 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 thirty (30) days from the association's receipt of their application, membership may, at the discretion of the Board of Governors, be terminated.

B. Dues shall be computed from the date of application and shall be non-refundable unless the association's Board of Governors terminates the individual's membership in accordance with subsection (a) above. In such instances, dues shall be returned to the individual less the prorated amount to cover the number of days that the individual received association services and any application fee.

C. The Board of Governors may not terminate any provisional membership without providing the provisional member with advance notice, an opportunity to appear before the Board of Governors, to call witnesses on his behalf, to be represented by counsel, and to make such statements as he deems relevant. The Board of Governors may also have counsel present. The Board of Governors 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 Governors determines that provisional membership should be terminated, it shall record its reasons with the Secretary. If the Board of Governors believes that termination of provisional membership may become the basis of litigation and a claim of damage by a provisional member, it may specify that termination 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 termination violates no rights of the individual.

Section 4. New Member Code of Ethics Orientation. Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional membership who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one year or less.

Failure to satisfy this requirement within thirty (30) days of the date of application (or, alternatively, the date that provisional membership is 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®.

Section 5. Continuing Member Code of Ethics Training. Effective January 1, 2001, through December 31, 2004, and for successive four year periods thereafter, each REALTOR® member of this Association shall be required to complete quadrennial ethics training of not less than two hours and thirty 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 four year cycle shall not be required to complete additional ethics training until a new four year cycle commences.

Failure to satisfy this requirement shall be considered a violation of a membership duty for which REALTOR® membership shall be suspended until such time as the training is completed.

Members suspended for failing to meet the requirement for the first four (4)-year cycle (2001 through 2004) will have until December 31, 2005 to meet the requirement. Failure to meet the requirement by that time will result in automatic termination of membership. Failure to meet the requirement for the second

(2005 through 2008) cycle and subsequent four (4)-year cycles will result in suspension of membership for the first two months (January and February) of the year following the end of any four (4)-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. Status Changes.

- A. A REALTOR® who changes the conditions under which they hold membership shall be required to provide written notification to this Association within thirty (30) days. A REALTOR® non-principal) who becomes a principal in the firm with which they have 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 thirty (30) days of the date they advised this Association of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Governors.
- B. The Board of Governors may waive any qualification for an applicant.
- C. Any application fee related to a change in membership status shall be paid by the applicant.
- D. Dues shall be prorated from the first day of the quarter in which the member is notified of election by the Board of Governors 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 this Association may be disciplined, reprimanded, fined, placed on probation, suspended, or expelled by the Board of Governors for a violation of these Bylaws, Association Rules, and Regulations not inconsistent with these Bylaws, after a hearing as provided in the NAR Code of Ethics and Arbitration Manual. 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 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 Governors, 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 this Association, the New York State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. Any REALTOR® Member of this Association may be disciplined by the Board of Governors 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 this 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 Governors, provided, however, that if any Member submitting the resignation is indebted to this

Association for dues, fees, fines, or other assessments of this Association or any of its services, departments, divisions, or subsidiaries, this 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 this Association or otherwise causes membership to terminate with an ethics complaint pending, the Board of Governors may condition the right of the resigning Member to reapply for membership upon the applicant's certification that they will submit to the pending ethics and will abide by the decision of the hearing panel. If a Member resigns, or otherwise causes membership to terminate, the duty to submit to arbitration continues in effect after membership lapses or is terminated, provided that the dispute arose while the member was a REALTOR®.

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

### **Section 7. Institute Affiliate Members**

A. Institute Affiliate Members. Institute Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Governors consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, but shall not have voting privileges nor hold office in this Association.

B. Additional services of the New York State Commercial Association of REALTORS® may be subscribed to by Institute Affiliate Members for a fee established by the Board of Governors.

C. Institute Affiliate Members who choose to pay the full NYSCAR dues will be considered Institute Affiliate Supporting members which will allow them to receive benefits and services approved by the Board of Governors, as well as voting privileges and the right to hold elective office (other than President).

Section 7. Affiliate Members. Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Governors, consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, but shall not have voting privileges nor hold office in this Association.

Section 8. Honorary Members. Honorary Members shall have the right to attend meetings and participate in discussions, but shall not have voting privileges nor hold office in this Association.

Section 9. Certification by REALTOR®. "Designated" REALTOR® Members of this Association shall certify during the month of January on a form provided by the Association, a complete listing of all individuals licensed or certified in the REALTORS® offices and shall designate a primary Board or Association for each individual who holds membership. Designated REALTORS® shall identify any non-member licensees in the REALTORS® offices and if Designated REALTORS® dues have been paid to another Board or 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 XI, Section 2(a) of the Bylaws. "Designated" REALTOR® members shall also notify the association of any individual(s) licensed or certified with the firm(s) within \_\_\_\_ days of the date of affiliation or severance of the individual.



Section 10. Harassment. Any member of this Association may be reprimanded, placed on probation, suspended or expelled for harassment of any association employee or association officer or director after an investigation in accordance with the procedures of this 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 threat to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment.

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

#### **Article VII -SUSPENSION**

A. If a REALTOR® Member is a principal in a firm, partnership, or corporation and is suspended or expelled, the firm, partnership, or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® Membership, or unless connection with the firm, partnership, or corporation is severed, whichever may apply. The membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member, or until readmission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, whichever may apply. Further, the membership of REALTORS® other than principals who are employed by or employed by or affiliated as independent contractors with the disciplined Member shall suspend or terminate during the period of suspension of the disciplined Member or until readmission of the disciplined Member or until connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR® Member non-principal) elects to sever his connection with the REALTOR® and affiliate with another REALTOR® Member in good standing in this 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 these Bylaws, 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 shall apply.

#### **ARTICLE VIII - PROFESSIONAL STANDARDS AND ARBITRATION**

Section 1. The responsibility of this 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 in these Bylaws, provided, however, that any provision deemed inconsistent with New York State law shall be deleted or amended to comply with New York 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 Rules and Regulations of this Association, the Constitution and

Bylaws of the State Association, the Constitution and Bylaws 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.

The Certification of Cooperative Enforcement in accordance with NAR's recommendation per the "Cooperative Enforcement of the NAR Code of Ethics" has been executed with approval of the Board of Governors at the January, 2000 Board meeting and has been authorized to be submitted to NAR.

#### **ARTICLE IX - USE OF THE TERM "REALTOR® AND REALTORS®"**

Section 1. Use of the terms REALTOR® and REALTORS® by Members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® and to the Rules and Regulations prescribed by its Board of Directors. This Association shall have the authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS®, use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the association's Code of Ethics and Arbitration Manual. (Amended 05/06)

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

Section 3. A REALTOR® Member who is a principal of a real estate firm, partnership, or corporation may use the terms REALTOR® and REALTORS® only if all the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto are REALTOR® Members of this 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 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® and 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 X - STATE AND NATIONAL MEMBERSHIP**

Section 1. This Association shall be a Member of the NATIONAL ASSOCIATION OF REALTORS®. By reason of the Association's Membership, each REALTOR® Member of this Association shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the New York State Association of REALTORS® without further payment of dues. This 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. This 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. This Association adopts the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and agrees to enforce the Code among its REALTOR® Members. The Board and all of its Members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the National Association and the New York State Association of REALTORS®

#### **ARTICLE XI - DUES AND ASSESSMENTS**

Section 1. Application Fee. The Board of Governors may adopt an application fee for REALTOR® Membership in reasonable amount, not exceeding three times the amount of the annual dues for REALTOR® Membership, which shall be required to accompany each application for REALTOR® Membership and which shall become the property of this Association upon final approval of the application.

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

A. Designated REALTOR® Members. The annual dues of each Designated REALTOR® Member shall be in such an amount as established annually by The Board of Governors, plus an additional amount to be established annually by the Board of Governors 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 Board in the state or a state contiguous thereto or Institute Affiliate Members of the Board. [In calculating the dues payable to the Board by a Designated REALTOR® Member, non-member licensees as defined in (1) and (2) of this paragraph shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on said non-member licensees in another Board in the state or a state contiguous thereto, provided the Designated REALTOR® notifies the Board 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, an any other offices of the firm located within the jurisdiction of this Association.\*

(1) For the purpose of this Section, a REALTOR® Member of a Member 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, partner, corporate officer, or branch office manager of a real estate firm, partnership, or corporation, is actively engaged in the real estate profession as defined in Article III, Section I, of the Constitution of the NATIONAL ASSOCIATION OF REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business (except as provided for in Section 2 (a) (1) hereof) provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner, corporate officer, or branch office manager of the entity.

A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees

affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, 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.

B. REALTOR® Member. The annual dues of each REALTOR® Member, Institute, or Affiliate Member shall be an amount established annually by the Board of Governors.

C. Institute Affiliate Members. The annual dues of each Institute Affiliate Member shall be as established in Article II of the bylaws of the National Association of REALTORS®.

NOTE: The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate Members (\$75.00). The National Association shall credit \$25.00 to the account of a local association for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the \$25.00 amount will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the other board. The National Association shall also credit \$25.00 to the account of state associations for each Institute Affiliate Member whose office address is located within the territorial jurisdiction of the state association. Local and state associations may not establish any additional entrance, institution fees or dues for Institute Affiliate Members, but may provide service packages to which Institute Affiliate Members may voluntarily subscribe.

D. Affiliate Member. The annual dues of each Affiliate Member shall be an amount established annually by the Board of Governors.

E. HONORARY Member. Dues payable, if any, shall be at the discretion of the Board of Governors.

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

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

Section 4. Nonpayment of Financial Obligations. If dues, fees, fines, or other assessments included 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 Governors. Two (2) months after the due date, membership of the nonpaying Member may be terminated at the discretion of the Board of Governors, unless paid three (3) months after the due date, membership of the nonpaying Member shall automatically terminate. A former Member who has had their 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 this 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. Deposit. All monies received by this Association for any purpose shall be deposited to the credit of this Association in a financial institution or institutions selected by resolution of the Board of Governors.

Section 6. Expenditures. The Executive Board shall administer the day to day finances of this Association. Capital expenditures in excess of \$2,500 (twenty five hundred dollars) require approval of the Board of Governors.

Section 7. Notice of Dues, Fees, Fines, Assessments, and other Financial Obligations of Membership. All dues, fees, fines, assessments, or other financial obligations to this Association shall be notice to the delinquent Association Member in writing setting forth the amount owed and due date.

## **ARTICLE XII - CHAPTERS**

Section 1. Local chapters - The Board of Governors shall authorize and approve the formation of local chapters upon written request and review.

Section 2. Application shall be made in writing to the Board of Directors by ten or more REALTORS® residing, or working, in a common geographical area for the formation of a local chapter. The Executive Board of the Association will review and either approve or disapprove said application within 45 days of receipt, and shall notify the applicants of the decision. If disapproved, the Board shall provide the reasons) thereby permitting reapplication.

Section 3. Local chapters will be governed by the Association bylaws and shall provide their own bylaws which shall contain the name of the local chapter; membership fees, if any, in addition to Association dues and assessments; goals and objectives; composition of their Board of Governors; designation of selected members; and time and place of meetings.

Section 4. Annual reports - each local chapter shall submit an annual report to the Association by December 1<sup>st</sup> of each year listing the names, addresses, company affiliation, and elected position of all officers and directors, plus a roster of all members.

## **ARTICLE XIII - OFFICERS AND GOVERNORS**

Section 1. Officers. The elected officers of this Association are: President, First Vice President, Second Vice President, Secretary, and Treasurer. The Secretary and Treasurer may be the same person. They shall each be elected for terms of one year, and may succeed themselves. All elected or appointed Officers must be REALTOR® members in good standing of NYSCAR at the time of their appointment or election, and must remain in said good standing throughout their term.

Section 2. Duties of Officers. The duties of the officers shall be such as their titles, by general usage, would indicate and such as many be assigned to them by the Board of Governors. It shall be the particular duty of the Secretary to keep the records of this Association and conduct all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the New York State Association of REALTORS®.

3. Board of Governors.

A. The governing body of this Association shall be a Board of Governors consisting of the elected officers, four past presidents, and up to twelve (12) elected, or appointed Governors. The Immediate

Past President will automatically serve on the Board of Governors and up to 3 other past presidents will be appointed to serve a one year term by the incoming President.

Past Presidents volunteering to serve on the Board of governors will be selected in order of most recently served as President, until the 3 seats are filled.

All elected or appointed Governors must be REALTOR® members or Institute Affiliate Supporting Members in good standing of NYSCAR at the time of their appointment or election, and must remain in said good standing throughout their term. Each elected Governor shall serve a three-year term (except the Elected Officers and Immediate Past President, who serve a one year term), with up to four (4) elected each year and persons may serve succeeding terms, without limit.

B. The duly elected President, or their designee, of a NYSCAR approved chapter will serve on the Board of Governors.

C. The duly elected President of the NYS CCIM Chapter and the Upstate Chapter President of SIOR will serve on the Board of Governors, provided they are REALTOR® members or Institute Affiliate Supporting Members of the Association.

D. The total board shall not be more than thirty one (31).

#### **Section 4. Election of Officers and Governors**

At least two (2) 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 Governors. The Nominating Committee shall be chaired by the Immediate Past President. The Nominating Committee shall select one candidate for each office and one candidate for each place to be filled on the Board of Governors. The report of the Nominating Committee shall be mailed to each Member eligible to vote at least four (4) weeks preceding the election. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least ten (10) percent of the REALTOR® Members eligible to vote. The petition shall be filed with the Secretary at least two (2) weeks before the election. The Secretary shall, within two business days of receipt, send notice of such additional nominations to all members eligible to vote.

A. **Officers:** The election of Officers shall take place at the annual meeting of the Board of Governors at a venue to be determined by the Board of Governors, at the first meeting of the year. Election shall be by written ballot in any case where there are two or more nominees for the office. The ballot shall contain the names of all candidates and the offices for which they are nominated.

B. **Governors:** The election of governors shall take place at the annual meeting of the membership at a venue to be determined by the Board of Governors, at the first meeting of the year. Election shall be by ballot in any case where there are two or more nominees for the office. The election ballot shall contain the names of all candidates and the offices for which they are nominated. Proxy voting is permitted.

Should a member be unable to attend the annual meeting of the New York State Commercial Association of REALTORS® to elect members of the Board of Governors, he or she may assign their vote to the Election Committee Chair. A written, signed proxy\* must be presented to the Chair of the Election Committee no later than seven days before the meeting. The chair of the Election Committee shall cast the proxy vote as directed by the member for members of the Board of Governors standing for election.

\*Form of Proxy: The signed, written statement of a member authorizing the Chair of the Election Committee to vote on their behalf on a specific candidate or candidates identified in the notice of the annual meeting and/or all other business transacted at a meeting shall constitute a proxy.

- C. The President, with the approval of the Board of Governors, shall appoint an Election Committee of three (3) REALTOR® Members to conduct the election. In case of a tie vote, the issue will be determined by vote of the Board of Governors.
- D. No member in arrears shall be entitled to be recognized or vote at annual or special meetings.

Section 5. The Executive Board of the Board of Governors is comprised of President, up to three Vice Presidents, Secretary, Treasurer and Immediate Past President. The Executive Board shall direct the policy and direction of activities of the Board of Governors and the Association.

Section 6. Removal of Officers and Governors. In the event that an Officer or Governor is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Officer or Governor may be removed from office as follows:

- A. A petition requiring the removal of an Officer or Governor and signed by not less than one-third of the voting membership or a majority of all Governors 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 this Association shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Governor, and to render a decision on such petition.
- C. Notice of the special meeting shall be sent to all voting Members at least ten (10) days prior to the meeting, and shall be conducted by the President of this 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. A three-fourths vote of ballots cast shall be required for removal from office. Absentee ballots are permitted.

Section 8. Vacancies. Vacancies among the Officers and Board of Governors shall be filled by a simple majority vote of the Board of Governors until the next annual election.

#### **ARTICLE XIV - MEETINGS**

Section 1. Annual Meetings.

- A. The annual meeting of this Association shall be held at the time, date, place, and hour to be designated by the Board of Governors. Only members in good standing may vote. Absentee and proxy voting is permitted. A quorum consists of 20% or at least 25 of the members eligible to vote.
- B. Special Meetings of the membership may be held at the request of the president, or the Board of Governors, or upon the written request with the reason for the request for said meeting, of at least 25% of the members eligible to vote.

Section 2. Meetings of Governors.

- A. The Board of Governors shall designate a regular time and place of meetings. Absence from three regular meetings without an excuse deemed valid by the Board of Governors shall be construed as resignation.
- B. The Board of Governors may meet by teleconferencing. Absentee and proxy voting is not permitted.
- C. Special meetings of the Board of Governors can be called by the President or by written request of 40% of the Board of Governors stating the reason for the special meeting.
- D. Quorum for the Board of Governors should be a majority number i.e., with 17 persons would be nine and with 29 persons would be 15.

Section 3. Notice of Meetings. Written notice shall be given to every Member entitled to participate in the meeting at least three (3) weeks preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

**ARTICLE XV - COMMITTEES**

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

Professional Standards	Legislative	Bylaws
Membership Services	Education	Organizational Planning
Finance	Grievance	

Section 2. Special Committees. The President may appoint special committees as deemed necessary.

Section 3. Organization. All committees shall be of such size and shall have duties, functions, and powers as assigned by the President or the Board of Governors except as otherwise provided in these Bylaws.

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

**ARTICLE XVI – FISCAL AND ELECTIVE YEAR**

The fiscal and elective year of this Association shall be January 1 to December 31.

**ARTICLE XVII - RULES OF ORDER**

Robert’s Rules of Order, latest edition, shall be recognized as the authority governing the meeting of this Association, its Board of Governors, and committees, in all instances wherein its provisions do not conflict with these Bylaws.



**ARTICLE XVIII - AMENDMENTS**

Section 1. These Bylaws may be amended by the majority vote of the Members present and qualified to vote at any such meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting.

Section 2. The Board of Governors may also at any regular or special meeting of the Board of Governors at which a quorum is present, approve by two-thirds vote amendments to the Bylaws.

Section 3. Notice of all such meetings at which amendments are to be considered shall be mailed at least three (3) weeks prior to the meeting.

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 this Association shall become effective upon approval as authorized by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®.

**ARTICLE XIX - DISSOLUTION**

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

\* \* \* \* \*

*These Bylaws were adopted by the NYSCAR Board of Governors at their 1999 Annual Meeting. These Bylaws were amended by the NYSCAR Board of Governors at their September, 1999 Meeting. The following sections were amended: Article XIII, Section 1, Section 3B, 4A, 4B, Section 5, and Article XIII: Section (6) was added.*

*These Bylaws were amended by the NYSCAR Board of Governors at their January, 2000 Meeting. The following sections were amended: Article II, Section 6, Article IV, Section 1, Article V, Section 2, Article XI, Section 8 was added, Article XIII, Section 1, Article XV, Section 1, Article XIII: Sections 6, and Article XIII, Section 3.*

*These Bylaws were amended by the NYSCAR Board of Governors at their June, 2000 Meeting by amending Article XIII, Section 1; Article XIII, Section 3, paragraph A; Article XIII, Section 3, paragraph B, added paragraph C; and Article XIII, Section 1.*

*These Bylaws were amended by the NYSCAR Board of Governors at their January 2001 Meeting by amending Article IV, Section 1, A 5; Article V, 2, Article VI, 4.*

*These Bylaws were amended by the NYSCAR Board of Governors at their January 2002 Meeting by amending Article XIII, Section 1 and Section 4.*

*These Bylaws were amended by the NYSCAR Board of Governors at their June 2002 meeting By amending Article IV, Sec. 1, Article V., Sec. 2, 3, Article VI, Sec. 6, Article IX, Sec. 1, 2*

*These Bylaws were amended by the NYSCAR Board of Governors at their January 2003 meeting by amending Article XIII, Section 3 A, Section 4, A.*

*These Bylaws were amended by the NYSCAR Board of Governors at their September 2003 meeting by amending Article IV, Section 1 A 1, Section 1 A 3, Article V, Section 2 A, 2 B, 2 C, Section 3, Section 4, Section 5, Section 6, Article VI, Section 3, Section 10, Article IX, Section 3, 3 A, Article XI, Section 2 A, 2 B, 2 D, 2 E, Section 3, 3 A, Section 4.*

*These Bylaws were amended by the NYSCAR Board of Governors at their February 2004 meeting by amending Article VI, Section 6; Article XIII, Section 3C*

*These Bylaws were amended by the NYSCAR Board of Governors at the January 19, 2004 meeting by amending Article XIII, Section 4*

*These bylaws were amended by the NYSCAR Board of Governors at the February 8, 2015 meeting. Amending; Article VI Section 5, Article IV Section 1 (a)(3), Article V Section 1, Article VI Section 9, removal of Article XVI-CIE.*