

**Proposed Revisions to the Bylaws
of the Greater Boston Association of REALTORS®**

(1) Amendment to the Process for Removal of GBAR Officers and Directors:

It is ***MOVED and SECONDED*** to recommend amending Article XI, Section 6, paragraphs (b) and (c) of the GBAR Bylaws to establish a new process by which association officers and directors shall be removed from their elected position and set forth new requirements for determining a quorum and conducting the vote, as follows:

Article XI – Officers

Newly proposed language is underlined in italic and deletions appear in bold and parenthesis ().

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

(a) A petition requiring the removal of an officer or director and signed by not less than one-third of the voting membership or a majority of all directors shall be filed with the president, or if the president is the subject of the petition, with the next-ranking officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.

(b) Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the *Board of Directors* (**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 either by mail or electronically to the *Board of Directors of the Association* (**all voting members**) at least ten (10) days prior to the meeting, and shall be conducted by the president of the Association unless the president's continued service in office is being considered at the meeting. In such case, the next-ranking officer will conduct the meeting (of the hearing by the members). (**Provided a quorum is present a three-fourths vote of members present and voting shall be required for removal from office.**) *A quorum for this special meeting shall be two-thirds (2/3) of the members of the entire Board of Directors present, in person, electronically, or telephonically. An affirmative ballot vote of two-thirds (2/3) of the entire Board of Directors of the Association submitted to a staff member by paper or electronic form shall be required for removal from office, and any such removal will become effective immediately upon the adjournment of the special meeting.*

(2) Amendment to the Composition of the GBAR Board of Directors:

It was ***MOVED and SECONDED*** to recommend amending Article XII, Section 1, (c) of GBAR Bylaws to increase the number of directors the association president may assign as regional directors from 4 (four) to 5 (five) to be consistent with the regional composition of the association's jurisdiction.

Article XII - Board of Directors

Newly proposed language is underlined in italic and deletions appear in bold and parenthesis ().

(c) Eleven Directors to be elected by the Directors at their first regular meeting in the fourth quarter of said year, to serve for a term of two years, beginning January 1, provided however that, in order to provide for a system of staggered elections, the length of such term shall initially be limited to one year in the case of three such Directors. Directors shall be representative of the membership and be selected based on factors that reflect residential practice within the Association such as geography, general and specialized practice or representation and affiliation. Of the said eleven directors, the incoming Association President may assign *five* (**four**) directors, but no more than one from each of the Association's regions, to also serve as Regional Directors for a term of one year to coincide with the term of the President.

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(3) Amendment to the Requirement for Continuing Member Code of Ethics Training:

It was **MOVED and SECONDED** to recommend amending Article V, Sections 5 of the GBAR Bylaws to clarify that mandatory training of two and one-half hours on the Code of Ethics is required during two-year cycles, effective with the 2017 calendar year.

Article V -- Qualification and Election

Newly proposed language is underlined in italic and deletions appear in bold and parenthesis ().

Section 5. Continuing Member Code of Ethics Training

Effective January 1, 2017 (2001), through December 31, 2018 (2004), and for successive two (four) 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 (***quadrennial***) 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 *ethics training (four (4)-year)* cycle shall not be required to complete additional ethics training until a new two (2) (four (4))-year cycle commences.

Failure to complete the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement will result in suspension of membership for the first two months (January and February) of the year following the end of any *ethics training (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.

(4) Amendment to Procedures for Handling Ethics Complaints When Membership Terminates

It was **MOVED and SECONDED** to recommend amending Article VI, Sections 5 of the GBAR Bylaws to create an additional, effective method of accountability on the part of terminated or resigned member respondents to an ethics complaint by conducting a hearing, at which participation is voluntary, and holding in abeyance any discipline until the member rejoins an association of REALTORS®.

Article VI – Privileges and Obligations

Newly proposed language is underlined in italic and deletions appear in bold and parenthesis ().

Section 5. If a member resigns from the Association or otherwise causes membership to terminate with an ethics complaint pending, *the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by this association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethics respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS® (that board of directors may condition the right of the resigning member to reapply for membership upon the applicant's certification that he/she will submit to the pending ethics proceeding 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 even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®.

(5) Amendment to Reporting Requirement for Designated REALTORS® With a Referral Firm

It was ***MOVED and SECONDED*** to recommend amending Article X, Section 2 (a) of GBAR Bylaws to require Designated REALTORS® to providing notification to the association regarding a change in status of licensees affiliated with a referral firm with three days.

Article X – Dues and Assessments

Newly proposed language is underlined in italic and deletions appear in bold and parenthesis ().

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

For the purpose of this Section, a REALTOR® Member of a Member association shall be held to be any Member who has a place or places of business within the state or a state contiguous thereto and who, as a principal, partner, corporate officer, or branch office manager of a real estate firm, partnership, or corporation, is actively engaged in the real estate profession as defined in Article III, Section 1, of the Constitution of the NATIONAL ASSOCIATION OF REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business 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®. *Designated REALTORS® shall notify the association within three (3) days of any change in status of licensees in a referral firm. The exemption for any licensee included on the certification form shall automatically be revoked upon the individual being engaged in real estate licensed activities (listing, selling, leasing, renting, managing, counseling, or appraising real property) other than referrals, and dues for the current fiscal year shall be payable.*

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