

**Bylaws of the
Greater Baltimore Board of REALTORS®, Inc.
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**Bylaws of the
Greater Baltimore Board of REALTORS®, Inc.**

Adopted Date: September 10, 2026
Effective Date: January 1, 2027

Article I – Name

Section 1. Name. The name of this organization shall be the Greater Baltimore Board of REALTORS®, Incorporated, hereinafter referred to as the "Association" or "GBBR".

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 Maryland 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 terms 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: Baltimore City and Baltimore County. GBBR shall maintain at least one office in Baltimore City or Baltimore County.

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

Article IV – Membership

Section 1. There shall be nine 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, or branch office managers, are engaged actively in the business of real estate, and who maintain or are associated with an established real estate office in the state of Maryland or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto shall qualify for REALTOR® membership only, and each is required to hold REALTOR® membership (except as provided in the following paragraph) in an association of REALTORS® within the state or a state contiguous thereto, unless otherwise qualified for Institute Affiliate membership, as described in Section 1(b) of Article IV.

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.
(Amended 1/05)

NOTE: REALTOR® members may obtain membership in a "secondary" association 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 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) franchisees located within the United States, its insular possessions and the commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR *Constitution and Bylaws*. Such individuals shall enjoy all of the rights, privileges, and obligations of REALTOR® membership (including compliance with the Code of Ethics) except: obligations related to association-mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the local association, state association, and National Association. (Adopted 1/96)

4) Primary and Secondary REALTOR® Members. An individual is a primary member if the association pays state and National dues based on such member. An individual is a secondary member if state and National dues are remitted through another association. One of the principals in a real estate firm must be a designated REALTOR® member of the Association in order for licensees affiliated with the firm to select the Association as their "primary" association.

5) Designated REALTOR® Members. Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® member who shall be responsible for all duties and obligations of membership, including the obligation to arbitrate 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, 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 awarded by an Institute, Society, or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS® that addresses a specialty area other than residential brokerage or individuals who

otherwise hold a class of membership in such Institute, Society, or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® 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 the 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 the Association, provided the applicant is engaged exclusively in a specialty of the real estate business other than brokerage of real property.

D. Public Service Members. Public Service members shall be individuals who are interested in the real estate profession as employees of or affiliated with 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 business.

E. 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.

F. Student Members. Student members shall be individuals who are 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 the real estate profession on their own account or not associated with an established real estate office.

[Permanently Deleted]

G. Legacy Members. Legacy members shall be individuals that have been REALTOR® members for forty (40) or more consecutive years and have five (5) years of volunteer service to the Association.

H. Emeritus Members. Emeritus members shall be individuals that have been REALTOR® members for forty (40) or more years and have one (1) year of volunteer service to the NATIONAL ASSOCIATION OF REALTORS®.

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 directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to membership to thoroughly familiarize himself/herself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitutions, Bylaws, and Rules and Regulations of the association, the State and National Associations, and if elected a member, will abide by the Constitutions and Bylaws and Policies and Procedures 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, **Policies and Procedures**, 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 Association, through its membership committee or otherwise, that he/she is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy*, has no record of official sanctions involving unprofessional conduct**, agrees to complete a course of instruction covering the Bylaws and **Policies and Procedures** 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/she will abide by such *Constitution*, Bylaws, **Policies and Procedures**, and Code of Ethics.

*No recent or pending bankruptcy is intended to mean that the applicant or any real estate firm in which the applicant is a sole proprietor, general partner, corporate officer, or branch office manager, is not involved in any pending bankruptcy or insolvency proceedings or, has not been adjudged bankrupt in the past three (3) years. If a bankruptcy proceeding as described above exists, membership may not be rejected unless the 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 the Association may only consider:

- 1) Judgments against the applicant within the past three (3) years of violations of (1) civil rights laws, (2) real estate license laws, and (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.
- 2) 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 (10) 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.

B. Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers, in order to qualify for REALTOR® membership, shall at the time of application be associated either as an employee or as an independent contractor with a designated REALTOR® member of the Association or a designated REALTOR® member of another association (if a secondary member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has no record of official sanctions involving unprofessional conduct*, shall complete a course of instruction covering the Bylaws and Policies and Procedures 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 examinations thereon as may be required by the membership committee, and shall agree in writing that if

elected to membership he/she will abide by such *Constitution*, Bylaws, rules and regulations, and the Code of Ethics.

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

- 1) Judgments against the applicant within the past three (3) years of violations of (1) civil rights laws, (2) real estate license laws, and (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.
- 2) 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.

Section 3. Election.

The procedure for election to membership shall be as follows:

A. The Chief Executive Officer (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership. If the Association has adopted provisional membership, applicants for REALTOR membership may be granted provisional membership immediately upon submission of a completed application form and remittance of applicable Association dues and any application fee. Provisional members shall be considered REALTORS and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to final review of the application by the board of directors.

B. If the board of directors determines that the individual does not meet all of the qualifications for membership as established in the association's Bylaws, or, if the individual does not satisfy all the requirements of membership (for example, completion of a mandatory orientation program) within 30 days from the Association's receipt of their application, membership may, at the discretion of the board of directors, be terminated. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received Association services and any application fee. The board of directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the board of directors, he/she shall be declared elected to membership and shall be advised by written notice.

C. The board of directors may not reject an application without providing the applicant with advance notice of the findings, an opportunity to appear before the board of directors, to call witnesses on his/her behalf, to be represented by counsel, and to make such statements as he/she deems relevant. The board of directors may also have counsel present. The board of directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.

D. If the board of directors determines that the application should be rejected, it shall record its reasons with the Chief Executive Officer (or duly authorized designee). If the board of directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the Association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.

Section 4. New Member Code of Ethics Orientation.

Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two (2) hours and thirty (30) 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 (1) year or less.

Failure to satisfy this requirement within 90 days of the date of application (or, alternatively, the date that provisional membership was granted), **may** 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. REALTOR® Code of Ethics and Fair Housing Training.

A. Code of Ethics Training. Effective January 1, 2001, through December 31, 2004, and for successive three-year periods thereafter, each REALTOR® member of the Association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another 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 three (3)-year cycle shall not be required to complete additional ethics training until a new three (3)-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 for the second in any three (3) year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three (3) 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 the date will be automatically terminated.

B. Fair Housing Training. Effective January 1, 2025, through December 31, 2027 and for successive three-year periods thereafter, each REALTOR® member of the Association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete Fair Housing training of not less than two (2) hours of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed Fair Housing training as a requirement of membership in another association shall not be required to complete additional Fair Housing training until a new three-year cycle commences.

Failure to satisfy the required periodic Fair Housing training shall be considered a violation of a membership duty. Failure to meet the requirement in any three-year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three-year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

C. New Member Fair Housing Orientation. Applicants for REALTOR membership and provisional REALTOR members (where applicable) shall complete Fair Housing training of not less than two (2) hours of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR association, the

State association of REALTORS, the NATIONALASSOCIATION OF REALTORS, or Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to gain or maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS from time to time. This requirement does not apply to applicants for REALTOR membership or provisional members who have completed comparable orientation in another association provided that REALTOR membership has been continuous, or that any break in membership is for one (1) year or less.

Failure to satisfy this requirement within 90 days of the date of application, **may** result in denial of the membership application or termination of provisional membership.

Section 6. Status Changes.

A. A REALTOR® who changes the conditions under which he/she holds membership shall be required to provide written notification to the Association within 30 days. A REALTOR® (non-principal) who becomes a principal in the firm with which he/she 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 30 days of the date they advised the Association of their change in status, their new membership application will terminate automatically unless otherwise so directed by the board of directors.

A REALTOR® (or REALTOR-ASSOCIATE®, where applicable) who is transferring his/her license from one firm comprised of REALTOR® principals to another firm comprised of REALTOR® principals shall be subject to all of the privileges and obligations of membership during the period of transition. If the transfer is not completed within 30 days of the date the Association is advised of the disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the board of directors.

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

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

C. Dues shall be prorated from the first day of the month in which the 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 **and the Association's Policies and Procedures**, 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 **Policies and Procedures** consistent with these Bylaws, after a hearing as provided in the *Code of Ethics and Arbitration Manual* of the association. Although members other than REALTORS® are not subject to the Code of Ethics, nor its enforcement by the Association, such members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, members other than REALTORS® may, upon recommendation of the membership committee, or upon recommendation by a hearing panel

of the professional standards committee, be subject to discipline as described above, for any conduct, which in the opinion of the board of directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR® 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 reapply for membership upon payment in full of all such monies owed.

Section 5. If a member resigns from the Association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the Association with respect to disposition of the complaint is final by this Association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR, the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint final. In any instance where an ethics hearing is held subsequent to an ethics respondent's resignation or membership termination, and discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS.

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

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

A. If a REALTOR® member is a sole proprietor in a firm, a partner in a partnership or an officer in a corporation, and is suspended or expelled, the firm, partnership or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® membership, or unless connection with the firm, partnership or corporation is severed, or management control is relinquished, 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, or unless the REALTOR® who is suspended or expelled removes himself/herself from any form or degree of management control of the firm for the term of the suspension or until readmission 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 or degree of management control of the firm, the membership of other partners, corporate officers, or other individuals affiliated with the firm shall not be

affected, and the firm, partnership 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 admitted 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 readmission of the disciplined member, or unless connection of the disciplined member with the firm, partnership, or corporation is severed, or management control is relinquished, or unless the REALTOR® member (non-principal) elects to sever his/her 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, or an officer of a corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.*

*Concerning Article VI, Section 6A, associations are advised to select one rule from the two alternatives. The association may wish to consult with legal counsel prior to adoption.

B. In any action taken against a REALTOR® member for suspension or expulsion under Section 6(a) hereof, notice of such action shall be given to all REALTORS® employed by or affiliated as independent contractors with such REALTOR® member and they shall be advised that the provisions in Article VI, Section 6(a) shall apply.

Section 7. Institute Affiliate Members. Institute Affiliate members shall have rights and privileges and be subject to obligations prescribed by the board of directors consistent with the *Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®*.

NOTE: Local associations establish the rights and privileges to be conferred on Institute Affiliate members except that no Institute Affiliate member may be granted the right to use the term REALTOR®, REALTOR-ASSOCIATE®, or the REALTOR® logo; to serve as President of the Association; or to be a participant in the Association's multiple listing service.

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

Section 9. Public Service Members. Public Service members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 10. Honorary Members. Honorary membership shall confer only the right to attend meetings and participate in discussions.

Section 11. Student Members. Student members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 12. Legacy Members and Emeritus Members. Legacy and Emeritus members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

Section 13. Certification by REALTOR®. "Designated" REALTOR® members of the Association shall certify to the Association during the month of November on a form provided by the Association, a complete listing of all individuals licensed or certified in the REALTOR®'s office(s) and shall designate a primary association for each individual who holds membership. Designated REALTORS® shall also identify any non-member licensees in the REALTOR®'s office(s) and if designated REALTOR® dues have been paid to another association based on said non-member licensees, the designated REALTOR® shall identify the association to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2(a) of the Bylaws" Designated" REALTOR® members shall

also notify the Association of any additional individual(s) licensed or certified with the firm(s) within 30 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 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, and President-elect and/or Vice President and one member of the Board of Directors selected by the highest-ranking officer not named in the complaint, upon consultation with legal counsel for the Association. Disciplinary action may include any action authorized in the Association's Code of Ethics and Arbitration Manual. If the complaint names the President, President-elect or 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 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 Association, as amended from time to time, which is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

Section 2. It shall be the duty and responsibility of every REALTOR® member of this Association to safeguard and promote the standards, interests, and welfare of the Association and the real estate profession; and to protect against conduct that may cause a lack of public confidence in the real estate profession or in REALTORS®. REALTOR® members also must abide by the governing documents and policies of the Association, the State Association and NATIONAL ASSOCIATION OF REALTORS®, as well as the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to mediate and arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual.

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

Section 3. The responsibility of the Association and Association's members relating to the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and procedures incident thereto, shall be consistent with the cooperative professional standards enforcement agreement entered into by the Association, which by this reference is made a part of these Bylaws

Article VIII – Use of the Terms 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. 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® and REALTORS® in connection with their places of business within the state or a state contiguous thereto so long as they remain REALTOR® members in good standing. No other class of members shall have this privilege.

Section 3. A REALTOR® 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 or Institute Affiliate members, as described in Section 1(b) of Article IV.

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 members shall not use the terms REALTOR® or REALTORS®, nor the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

Article IX – State and National Memberships

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

Section 2. The Association recognizes the exclusive property rights of the NATIONAL ASSOCIATION OF REALTORS® in the terms REALTOR® and REALTORS®. The Association shall discontinue use of the terms in any form in its name, upon ceasing to be a member of the National Association, or upon a determination by the board of directors of the National Association that it has violated the conditions imposed upon the terms.

Section 3. The Association adopts the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and agrees to enforce the Code among its REALTOR® members. Enforcement of the Code of Ethics also 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. The Association and all of its members agree to abide by the *Constitution, Bylaws, Policies and Procedures*, and policies of the National Association and Maryland Association of REALTORS®.

Article X – Dues and Assessments

Section 1. Application Fee. The Board of Directors may adopt an application fee for REALTOR® membership in reasonable amount, not exceeding three (3) times the amount of the annual dues for

REALTOR® membership, which shall be required to accompany each application for REALTOR® membership and which shall become the property of the Association upon final approval of the application.

Section 2. Dues. 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 Institute Affiliate members of the association. In calculating the dues payable to the Association by a designated REALTOR® member, non-member licensees as defined in (1) and (2) of this paragraph shall not be included in the computation of dues if the designated REALTOR® has paid dues based on said non-member licensees in another association in the state or a state contiguous thereto, provided the designated REALTOR® notifies the association in writing of the identity of the association to which dues have been remitted. In the case of a designated REALTOR® member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this association.

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 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 (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.

REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the Association on a form approved by the Association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, renting, managing, counseling, or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this section and shall not be included in calculating the annual dues of the designated REALTOR®.

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® 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® Members. The annual dues of REALTOR® members other than the designated REALTOR® shall be as established annually by the Board of Directors.

C. Institute Affiliate Members. The annual dues of each Institute Affiliate member shall be as established in Article II of the *Bylaws of the NATIONAL ASSOCIATION OF REALTORS®*.

D. Affiliate Members. The annual dues of each Affiliate member shall be as established annually by the Board of Directors.

E. Public Service Members. The annual dues of each Public Service member shall be as established annually by the Board of Directors.

F. Honorary Members. Dues payable, if any, shall be at the discretion of the Board of Directors.

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

[Permanently Deleted]

H. Legacy Members. GBBR Dues shall be waived.

I. Emeritus Members. GBBR and NAR dues shall be waived.

Section 3. Dues Payable. Dues for all members shall be payable annually in advance on the first day of July. Dues for new members shall be computed from the first day of the month in which a member is notified of election and shall be prorated for the remainder of the year.

Section 4. Nonpayment of Financial Obligations. If dues, fees, fines, or other assessments including amounts owed to the Association or the Association's multiple listing service 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. Two (2) months after the due date, membership of the nonpaying member may be terminated at the discretion of the Board of Directors. Three (3) months after the due date, membership of the nonpaying Member shall automatically terminate unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former member who has had his/her 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. Deposits and Expenditures. Deposits and expenditures of funds shall be in accordance with policies established by the Board of Directors.

Section 6. Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members. All dues, fees, fines, assessments, or other financial obligations to the association or association multiple listing service shall be noticed to the delinquent Association member in writing setting forth the amount owed and due date.

Section 7. The dues of REALTOR® members who are REALTOR® Emeriti (as recognized by the National Association), past presidents and past treasurers of the National Association or recipients of the Distinguished Service Award shall be as determined by the Board of Directors.

Article XI – Officers and Directors

Section 1. Officers.

Primary REALTOR® members in good standing may hold elected office. The elected officers of the Association shall be: a President, a President-elect, a Vice President, Secretary and a Treasurer. The President, President-elect, Vice President, and Secretary shall be elected for terms of one (1) year

beginning on January 1st following their election to office. The Treasurer shall be elected for a term of two (2) years beginning January 1st following the election to office.

Section 2. Duties of Officers.

The duties of the officers shall be such as their titles, by general usage, would indicate as supplemented by the duties described in more detail in the Association's Policies and Procedures Manual and/or which may be assigned to them from time to time by the Board of Directors. If the President should be absent, or if the office of President should become vacant between elections, the President-elect shall preside if present, or shall fill the vacancy. The President-elect who fills a vacancy shall automatically become President for a full term after completion of the unexpired term.

Section 3. Board of Directors.

The governing body of the Association shall be a Board of Directors consisting of the elected officers, the Immediate Past President of the Association, and nine (9) elected members of the Association, two (2) of nine (9) may be non-Realtor®/Affiliate members, seven (7) of the nine (9) must be REALTOR® members. These Directors shall be elected to serve for terms of two (2) years beginning on January 1st following the election, except that at organization, one-half of the elected directors shall be elected for terms of one (1) and two (2) respectively, or for terms as may be necessary to complete the first calendar year. Thereafter, as many directors shall be elected each year as are required to fill vacancies. The GBBR Board of Directors shall include any member of GBBR serving on the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®, in any office of the Maryland Association of REALTORS® or the NATIONAL ASSOCIATION OF REALTORS® and any GBBR members serving as Chairperson or presiding officer of the local chapter of any NATIONAL ASSOCIATION OF REALTORS® Institute, Council or Society (or his/her designee that is a member of GBBR), the Chairperson for the GBBR Charitable Foundation, and any Presidential Appointee; these Directors shall be elected as ex-officio voting members of the Board of Directors for a term of one (1) calendar year running concurrent with their elected office.

- A. Term Limits. No Director shall serve for more than two (2) consecutive two (2) year terms.
- B. The President may appoint a voting representative of their choosing for a one-year term to run concurrent with the President's term.

Section 4. Election of Officers and Directors.

Qualifications of Officers and Directors. Any candidate for the elected office of Director, Treasurer, Secretary, Vice-President or President-elect shall first be qualified as eligible for election, whether nominated by the Nominating Committee or by petition, as follows:

- A. Candidates for a position as a Director must, as a minimum, have served on a committee or task force of the Association, and must have been a REALTOR® or Affiliate Member for a minimum of three (3) years.
- B. May not be serving on the Board of Directors of another local REALTOR® association.
- C. Candidates for a position as an Officer must be a primary REALTOR® Member in good standing AND have served on the Board of Directors for a minimum of one (1) year.
- D. In addition to the above qualifications, candidates for the position of Treasurer should possess a degree in finance or accounting or may substitute other experience that demonstrates an understanding of the principles of finance and accounting.
- E. Vacant Officer and Directors positions shall be voted on at the Annual Meeting as herein provided. Within 90 days prior to the Annual Meeting, a Nominating Committee shall be formed by the Board of Directors that shall consist of three Board members or past Board members who have served on the Board of Directors within five years immediately preceding appointment to the Nominating Committee,

and two REALTOR® members who are not members of the Board of Directors. The Immediate Past President shall serve as the non-voting chairperson of the Nominating Committee. Any voting member of the Nominating Committee shall not be nominated or become a candidate by petition for any office or position on the Board of Directors. The Nominating Committee shall recommend one candidate for each vacant officer position and one candidate for each vacant position on the Board of Directors. Additionally, the Nominating Committee shall nominate, from the eligible directors, one member to serve on the Executive Committee. A list of the individuals recommended by the Nominating Committee shall be provided to the CEO and President, who shall in turn provide the list to the Executive Committee. Thereafter, the Board of Directors shall vote on whether to adopt the recommendations of the Nominating Committee as the slate of candidates to be voted upon at the annual meeting of the Association.

- 1) Members of the Nominating Committee must meet the same qualifications as Directors.
- 2) Once approved, the slate must be posted to the Association's website and emailed to each REALTOR® member at least FIVE (5) weeks preceding the election.
- 3) Any Member not nominated by the Nominating Committee who meets the qualifications for a vacant position may be placed in nomination by a petition signed by at least five percent (5%) of the REALTOR® members as of the end of the Association's most recent fiscal year. The petition shall be filed with the CEO at least three (3) weeks before the election. Such additional nominations shall be posted to the Association's website and an email notification sent to each REALTOR® member before the election. A vacant position that has more than one candidate shall be removed from the Nominating Committee's approved slate, and the position shall be voted on as a separate ballot item.

Section 5. "In-term" Vacancies. If an officer (excluding the President) or director is removed or otherwise unable to complete the term to which the officer or director has been elected, such vacancies shall be filled by a simple majority vote of the Board of Directors until the next annual election. If the president is removed or otherwise unable to complete his/her term, then the president-elect shall complete the remainder of the president's current term.

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 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 Board of Directors 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. Provided a quorum is present, a three-fourths vote of members present and voting shall be required for removal from office.

Section 7. Meetings of Directors. The Board of Directors shall designate a regular time and place of 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 the transaction of business shall be a majority of the Board of Directors, except as may otherwise be required by state law.

Section 8. Chief Executive Officer. The Association Board of Directors may employ a Chief Executive Officer who shall conduct administrative duties of the Association and who shall perform such other duties

as may be delegated by the Association Board of Directors. The CEO may employ such other persons as may be necessary to conduct the activities of the Association. The Board of Directors shall be responsible for supervision of the CEO's performance, while the CEO shall be responsible for supervision of all other Association employees. It shall be the particular duty of the CEO to keep the records of the Association and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the Maryland Association of REALTORS®.

Article XII – Meetings of the Members

Section 1. Annual Meeting of the Members. The annual meeting of the Association shall be held each year, the date, place, and hour to be designated by the Board of Directors. At the Annual Meeting, the Membership eligible to vote shall, by a majority vote:

- A. Elect candidates to fill vacancies for officers and directors for the upcoming calendar year;
- B. Review the Financial Reports for the immediately preceding fiscal year.

Additional items to be added for Members vote as determined by the Board of Directors prior to the annual meeting.

Section 2. Voting by Members. Voting by members shall be by secure, electronic ballot commencing no less than 1 (one) week ahead of and ending twenty-four (24) hours before the start of the Annual Meeting. Paper balloting shall not be permitted. Voting by electronic ballot shall be pursuant to rules and procedures established by the Board of Directors, which, among other things, shall establish where, when, and by what means the electronic ballot shall be cast. At the Annual Meeting, the Association's auditor shall certify the results of the election by confirming the existence of a quorum and the identities of the candidate elected to fill the vacant position.

Section 3. Proxy Voting. (There may be an occasion GBBR will utilize proxy voting as needed.)

- A. Authorization. A member entitled to vote at any meeting of the membership may authorize another person to act on the member's behalf by proxy, provided that the person appointed as proxy holder is, at the time the proxy is exercised, a member of the Board in good standing and eligible to vote.
- B. Form of Proxy. Every proxy must be in writing, signed by the member granting it (or the member's authorized representative), and must state the date of the meeting for which it is granted. A proxy is valid only for the meeting specified and any adjournment of that meeting and expires automatically thereafter. No proxy shall be valid for a period longer than eleven (11) months from the date of its execution.
- C. Limitation on Proxies Held. No member shall hold or exercise more than one proxy at any single meeting, in addition to that member's own vote.
- D. Delivery and Deadline. To be counted, a completed and signed proxy form must be delivered to the Chief Executive Officer or Secretary no later than 5:00 p.m. the last business day prior to the scheduled meeting date. Proxies not timely and properly delivered shall not be counted for any purpose.
- E. Revocation. A proxy is revocable at any time before it is exercised. A member may revoke a proxy by (i) delivering a signed written revocation to the Board office, (ii) executing and delivering a later-dated proxy, or (iii) attending the meeting in person and voting.
- F. Effect on Quorum. A properly executed and timely delivered proxy shall count toward the establishment of a quorum for the meeting for which it is granted but shall not be counted on any substantive matter unless it either (i) grants the proxy holder general discretionary authority to vote on all matters properly brought before the meeting, or (ii) contains specific voting instructions on each such matter.

G. General vs. Directed Proxy. A proxy may be either (i) a general proxy, authorizing the proxy holder to vote in their discretion on all matters properly brought before the meeting, or (ii) a directed proxy, instructing the proxy holder how to vote on one or more specific matters.

H. Validation. The Chief Executive Officer / Secretary / Credentials Committee shall verify the eligibility of each proxy grantor and proxy holder before any proxy is counted, and its determination shall be final absent a successful challenge under the Board's governing procedures.

Section 4. Meetings of the Members. Other than the Annual Meeting, meetings of the members may be held at times as the President or the Board of Directors may determine, or upon the written request of at least five (5) % of the members eligible to vote.

Section 5. Notice of Meetings of the Members. Notice of Meetings of the Members shall be posted to the Associations website and emailed to every Member entitled to participate in the meeting at least one (1) week preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

Section 6. Quorum. A quorum for the transaction of business by the membership at the annual meeting, a general meeting, and/or special meetings of the membership shall consist of five (5) % of the members eligible to vote, except as may otherwise be required by state law.

Section 7. Electronic Transaction of Business. To the fullest extent permitted by law, the Board of Directors or membership may conduct business, including but not limited to voting, by electronic means.

Section 8. Action without Meeting. Unless specifically prohibited by the articles of incorporation, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the chief staff executive to be filed in the corporate records. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date.

Article XIII – Committees

Section 1. Standing Committees. Within thirty (30) days of taking office, the President shall appoint a chairperson and members of the following committees:

- A. Equal Opportunity Committee
- B. Professional Standards Committee
- C. Grievance Committee
- D. Legislative & Public Policy Committee
- E. Realtor Political Action Committee (RPAC)

Section 2. GBBR Committees. The President shall appoint such other committees as he/she may from time to time deem necessary or appropriate to carry out the objectives of GBBR and such other committees as may be authorized or directed by the Board of Directors. Any such committee may be dissolved at any time by a two thirds (2/3) vote of the Board of Directors.

Section 3. Executive Committee.

A. The Executive Committee shall consist of the President, President-elect, Vice President, Secretary, Treasurer, a nominee from the nominating committee and a Presidential Appointee. The Immediate Past President shall serve on the Executive Committee as an ex officio voting member. The term of office for the Executive Committee shall be concurrent with the term of the office to which the

Officers have been elected. The Executive Committee shall be presided over by the President and shall meet at his/her call or by the call of the majority of the Executive Committee members.

B. It shall be the duty of the Executive Committee to consider and recommend a budget, for adoption by the Board of Directors after the initial preparation of the same by the Budget & Finance Committee, as herein provided in Article XIV, Section 5. Thereafter, the Executive Committee, with the assistance of the Budget & Finance committee will supervise such budget. The Executive Committee shall have further power to make recommendations to the Board of Directors regarding the general conduct of the affairs of GBBR.

C. The Executive Committee shall have such other powers and duties as shall be prescribed by these Bylaws or from time to time by the Board of Directors.

Section 4. Terms of Committee Members. With respect to all committees for which the terms of members have not been otherwise specifically provided in the Bylaws, the terms of the committee members shall **end at the conclusion of the term of the then-current President**. Committee members may be appointed to serve one or more successive terms.

Section 5. Organization. The President, when appointing members to each committee, or filling the vacancies thereon, shall designate the person who shall serve as Chairperson and, if deemed appropriate by the President, the person who shall serve as Vice-Chairperson or Vice Chairpersons. The term of the Chairperson and Vice-Chairperson shall **end at the conclusion of the term of the then-current President**. All Committees shall be of such size and shall have such duties, and functions and powers as may be assigned to them by Board of Directors, except as otherwise provided in these Bylaws.

Section 6. President as Ex-officio Voting Member. The President of GBBR shall be an ex-officio voting member of all standing and other committees, except the committee on Professional Standards and the Grievance Committee, and shall be notified of their meetings.

Section 7. Removal of Committee Members. Any member of a committee, standing or other committee of GBBR, may be removed from such committee, with or without cause, and at any time, by two-thirds (2/3) vote of the Board of Directors.

Article XIV – 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 XV – Amendments

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

Section 2. Notice of all meetings at which amendments are to be considered shall be **posted to the Association's website** and emailed to every member eligible to vote at least one (1) week prior to the meeting.

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

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

Article XVI – Dissolution

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

Article XVII – Multiple Listing

Section 1. Authority. Until the Board of Directors, in its discretion, determines otherwise, the Association shall not maintain an independent Multiple Listing Service. The Association, by and through its Board of Directors, may enter into written contractual agreements with other Associations of REALTORS® to provide for access to the Multiple Listing Service of the other Associations, and/or to provide for participation in a regional Multiple Listing Service.

Section 2. Governing Documents. The Board of Directors shall cause any Multiple Listing Service established by the Association to conform to the Association's Corporate Charter, Constitution, Bylaws, Rules, Regulations, and Policies of the NATIONAL ASSOCIATION OF REALTORS®.