

BYLAWS

REALTORS® Commercial Alliance of Southeastern North Carolina of the Cape Fear REALTORSⁱ

Article I. NAME

Section 1. Name. The name of the organization shall be the REALTORS® Commercial Alliance of Southeastern North Carolina, a Council of the Cape Fear REALTORS®, hereinafter called *RCASENC*.

Article II. PURPOSE

The objectives of the *RCASENC* shall be:

Section 1. To unite those who are engaged in buying, selling, developing, or leasing commercial and industrial real estate.

Section 2. To encourage the exchanging of specialized information between the Members of *RCASENC* and to encourage Members in their pursuit of educational and professional education relating to commercial, industrial and investment real estate. To provide an organization for the collection of and dissemination of information that will prove helpful to its Members.

Section 3. To advance the economic growth of this community by effectively exerting a beneficial influence upon matters affecting the developing of commercial, industrial and investment real estate.

Section 4. To protect and promote the property rights of owners of commercial, industrial and investment real estate and to advance the economic growth of this community through *RCASENC* in cooperation with the Cape Fear REALTORS®, hereinafter called *CFR*.

Article III. ORGANIZATION

Section 1. This *RCASENC*, whose membership shall be unlimited in number, shall at all times be a Council of *CFR*. None of the *RCASENC*'s Bylaws or Rules and Regulations shall be in conflict with the Bylaws, Rules and Regulations and Policies of *CFR*, the NC REALTORS® or the National Association of REALTORS®.

Article IV. MEMBERSHIP AND VOTING

Section 1. REALTOR® Membership. Any North Carolina REALTOR® or REALTOR® who holds membership within a state contiguous thereto shall be eligible to participate in the *RCASENC* and shall be entitled to all benefits of the *RCASENC* upon submitting an application. The application shall state that the applicant agrees to conform to the Bylaws and Rules and Regulations thereof, to uphold the resolutions of the *RCASENC*, to accept the decisions of its various Officers, Board of Directors and committees, and to pay the costs incidental thereto.

Section 2. Allied Members. Allied Members shall be those persons who while not qualified to hold REALTOR® membership are engaged in the financing, leasing, or constructing of commercial and industrial property(ies) or are affiliated with a governmental or quasi-governmental agency. Allied Members shall submit an application to the Board of Directors and upon approval shall be eligible to participate in the *RCASENC*. Allied members are encouraged to abide by the principles established in the

Code of Ethics on the NATIONAL ASSOCIATION OF REALTORS® but are not subject to disciplinary authority of CFR, with regard to conduct inconsistent with the Code of Ethics.

Section 3. Honorary Members. Honorary Members shall be individuals not engaged in the real estate profession but who have interest in the RCASENC. Honorary Members shall only be allowed to attend meetings.

Section 4. Alliance Members. Alliance Members shall be organizations who are interested in the real estate profession whose business is educational, public utility, local government, local economic development, or other similar business, but are not engaged in the real estate profession on their own account or in association with an established real estate business.

Section 5. Voting. Only REALTOR® Members who do not have any unpaid financial obligations are eligible to vote.

Section 6. Eligibility for Hold an Office. Only REALTOR® Members may serve as the President or President Elect. Allied Members are eligible to serve in all other elected or appointed positions.

Section 7. Resignation. Resignations shall become effective when received in writing and approved by the Board of Directors.

Article V. ADMINISTRATION

Section 1. Officers The elected officers shall be a President, a President Elect, a Treasurer and the most immediate Past President willing to serve. The Chief Staff Executive or her/his appointee shall serve as the Secretary (non-voting). Those elected shall serve one-year terms.

a) **President.** The President shall appoint committees or task forces and chairs for them as necessary to carry on the work of the RCASENC.

b) **President-Elect.** The President-Elect shall perform the duties of the President when the President is unable to do. If the office of the President becomes vacant, the President-Elect will immediately become President and perform the duties of both offices and, thereby, no vacancy is created for the office of the President-Elect.

c) **Treasurer.** The Treasurer shall perform all the duties ordinarily incidental to the office unless those duties are delegated to other officers or employees by the Board of Directors.

Section 2. Board of Directors. The governing body of the RCASENC shall be a Board of Directors comprised of the officers, six Directors, anyone serving as the Wilmington representative on the NC REALTORS® RCA Board of Governors and the President of CFR. Directors shall be elected to two-year staggered terms. To be eligible to serve as an officer, a Member must have served as a Director for at least one year prior to their installation. The duties of the officers shall be such as their titles, by general usage, would indicate, and such as may be assigned to them by the Board of Directors. The Board of Directors may delegate powers and duties of any officer to another officer or to the chief staff executive of CFR.

Section 3. Vacancies on the Board of Directors shall be filled by a simple majority vote of the Directors.

Section 4. In the event the President, any elective officer, or any other Member of the Board of Directors is found guilty of a violation of the **Code of Ethics** of the NATIONAL ASSOCIATION of REALTORS® by CFR, or in the event such elected Member of the Board of Directors is censured or reprimanded by the North Carolina Real Estate Commission, thereby bringing discredit to the office to which he or she was elected, such individual may be removed from the office by action of the Board of Directors after due

notice being given. In the event the Board of Directors by a majority vote determines that the individual should be removed from office, such action shall cause the immediate removal of the individual from their office.

Section 5. At least six (6) months before the annual election, a Recruiting/Certifying Committee of three REALTOR® Members shall be appointed by the President. The Recruiting/ Certifying Committee shall select at least one but no more than three candidates for each office or for each position created by a vacancy which was not filled by the Board of Directors. The Recruiting/Certifying Committee shall not submit the name of any REALTOR® so as to permit more than three REALTORS® from the same firm to serve on the Board of Directors (“firm” is defined as an entity whose owners are the same or substantially the same). The Recruiting/Certifying Committee shall send notice to the REALTOR® members setting forth the time, place, and other pertinent conditions of the meeting to elect those so noticed on a date at least twenty (20) days prior to the proposed meeting.

Article VI. DUES

Section 1. Members. The annual dues of each REALTOR® and Allied RCASENC Member shall be in such amount as established annually by the Board of Directors.

Section 2. Responsibility for Dues Payment. All dues, fees, fines, or other financial obligations are due on the first day of the month in which the statement is sent. They become past due on the last day of the month in which the statement is sent. Dues for new Members shall be computed beginning on the day of the month in which the Member makes application and shall be prorated for the remainder of the month.

Section 3. Nonpayment of Financial Obligations. If dues, fees, fines, or other financial obligations 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. Forty-five (45) days after the due date, the membership of the nonpaying Member may be terminated at the discretion of the Board of Directors. Sixty (60) days after the due date, membership of the nonpaying Member shall automatically terminate, unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former Member who has had his membership terminated for nonpayment of charges, fees, fines or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations may reinstate by paying a reinstatement fee and making payment in full of all accounts due as of the date of termination if application is made within sixty (6) days of termination; after sixty (60) days all other who apply for reinstatement must do so in the manner prescribed for new applicants for membership, after making payment in full for all obligations due as of the date of termination.

Section 4. New Members. The Board of Directors may adopt an application fee for Membership which shall be required to process each application for REALTOR® and Allied Membership and which shall become the property of the RCASENC.

Section 5. Budget. The moneys of RCASENC shall be expended in accordance with a budget approved by the Board of Directors subject to the approval by CFR Board of Directors.

Article VII. MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the RCASENC shall be held during September of each year; the date, place, and hour are to be designated by the Board of Directors. The election of officers and directors shall take place at the annual meeting.

Section 2: Voting shall be in the same manner as that established by the Bylaws of CFR. The president shall inform the membership of the results of the balloting.

Section 2. Meetings of Directors. The Board of Directors shall designate a regular time and place of meetings. Absence from three regularly scheduled meetings shall be construed as resignation. At least fifty percent (50%) plus one of the members elected to serve on the Board of Directors must be present to conduct business.

Section 3. Other Meetings. Meetings of the Members may be held at other times as the President or the Board of Directors may determine or upon the written request of at least ten percent (10%) of the Members eligible to vote.

Section 4. Notice of Meetings. Notice¹ shall be given to every Member entitled to participate at least one (1) week preceding all meetings except regularly scheduled meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

Section 5. Quorum. There shall be no minimum number of REALTOR® members required to be present at the meetings of the Membership. Association business shall be transacted by those REALTOR® members present at the meeting.

Article VIII. FISCAL AND ELECTIVE YEAR

The fiscal and elective year of the RCASENC shall be the same as the calendar year.

Article IX. RULES OF ORDER

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the RCASENC, its Board of Directors, and committees.

Article X. AMENDMENTS

Section 1. These Bylaws may be amended by majority vote of the Members present and eligible 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. Further, ballots may be cast as provided in Article VII, Section 2. Amendments are effective immediately upon their adoption unless another time is specified for them becoming effective. The Board of Directors may, at any regular or special meeting at which a quorum is present, approve amendments to the Bylaws, which are mandated by NAR policy, created by clerical error, or added for the purpose of clarification and not causing any change to the intent of the Bylaws. Such amendment(s) shall be noticed to all members. Such amendments shall be subject to approval by the Board of Directors of CFR.

Section 2. Notice of all meetings at which amendments are to be considered shall be noticed to every Member eligible to vote at least one (1) week prior to the meeting.

Article XI. COMMERCIAL MULTIPLE LISTING SERVICE

Section 1. Authority. The RCASENC shall maintain for the use of its Members a Multiple Listing Service, hereinafter called NCCOMMERCIALMLS, which shall be subject to the Bylaws of CFR, and such Rules and Regulations as may be hereinafter adopted.

Section 2. Purpose. A Multiple Listing Service is a means by which authorized Participants make blanket

¹For the purposes of these bylaws, "notice" shall include: U.S. mail, electronic mail, publication in the Association's newsletter, or delivery to the "Designated" REALTOR® for further distribution to the REALTOR® Members.

unilateral offers of compensation to other Participants (acting as subagents, buyer agents, or in other agency or nonagency capacities defined by law); by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized Participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which Participants engaging in real estate appraisal contribute to common databases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as procuring cause of sale (or lease).

Section 3. Governing Documents. The Board of Directors shall cause any NCCOMMERCIALMLS established by it pursuant to this Article to conform its Bylaws, Rules and Regulations, and all Policies; at all times to the Constitution, Bylaws, Rules, Regulations, and Policies of the NATIONAL ASSOCIATION OF REALTORS®.

Section 4. Participation. Any REALTOR® of CFR or any other Association who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in these bylaws, shall be eligible to participate in multiple listing upon agreeing in writing to conform to the Rules and Regulations thereof and to pay the costs incidental thereto. However, under no circumstances is any individual or firm, regardless of membership status, entitled to Multiple Listing Service "membership" or "participation" unless they hold a current, valid real estate broker's license and offer or accept compensation to and from other participants, or are licensed or certified by an appropriate North Carolina regulatory agency to engage in the appraisal of real property. Use of information developed by or published by an Association Multiple Listing Service is strictly limited to the activities authorized under a participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey "participation" or "membership" or any right of access to information developed by or published by an Association Multiple Listing Service where access to such information is prohibited by law. The REALTOR® principal of any firm, partnership, or corporation, or the branch office manager designated by said firm, partnership, or corporation as the "participant" shall have all rights, benefits, and privileges of the Service and shall accept all obligations to the Service for the participant's firm, partnership, or corporation, and for compliance with the Bylaws and Rules and Regulations of the Service by all persons affiliated with the participants who utilize the Service.

Any applicant for MLS participation and any person affiliated with an MLS participant or his/her Subscriber who has access to and use of MLS-generated information shall complete an orientation program of no more than eight (8) classroom hours devoted to the MLS Rules and Regulations and computer training related to MLS information entry and retrieval within thirty (30) days after access has been provided.

Note: Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm 'offers or accepts cooperation and compensation' means that the Participant actively endeavors during the operation of its real estate business to list real property of the type listed on the MLS and/or to accept offers of cooperation and compensation made by listing brokers or agents in the MLS. "Actively" means on a continual and on-going basis during the operation of the Participant's real estate business. The "actively" requirement is not intended to preclude MLS participation by a Participant or potential Participant that operates a real estate business on a part time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny MLS participation to a Participant or potential Participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit an MLS to deny participation based on the level of service provided by the Participant or potential Participant as long as the level of service satisfies state law.

The key is that the Participant or potential Participant actively endeavors to make or accept offers of cooperation and compensation with respect to properties of the type that are listed on the MLS in which participation is sought. This requirement does not permit an MLS to deny participation to a participant or potential participant that operates a “Virtual Office Website” (VOW) (including a VOW that the participant uses to refer customers to other participants) if the participant or potential participant actively endeavors to make or accept offers of cooperation and compensation. An MLS may evaluate whether a Participant or potential Participant “actively endeavors during the operation of its real estate business” to “offer or accept cooperation and compensation” only if the MLS has a reasonable basis to believe that the Participant or potential Participant is in fact not doing so.

The membership requirement shall be applied on a nondiscriminatory manner to all Participants and potential Participants. (Adopted 11/08)

Section 4. Supervision. The activity shall be operated under the supervision of the RCASENC /MLS Committee in accordance with the Rules and Regulations, subject to the approval of the Board of Directors.

Section 5. Appointment of Committee: The President may appoint, subject to confirmation by the Board of Directors, a RCASENC MLS Committee.

Section 6. Vacancies: Vacancies in unexpired terms shall be filled as in the case of original appointees.

Section 7. Attendance: Any Committee member who fails to attend four (4) meetings during a calendar year shall be deemed to have resigned from the Committee and the vacancy shall be filled as herein provided for original appointees.

Section 8. Access to Comparable and Statistical Information. REALTORS® who are actively engaged in real estate brokerage, management, appraising, land development or building, but who do not participate in NCCOMMERCIALMLS are nonetheless entitled to receive by lease all information other than current listing information that is generated wholly or in part by the NCCOMMERCIALMLS including “comparable” information, “sold” information, and statistical reports. This information is provided for the exclusive use of these members and individuals affiliated with these members who are also engaged in the real estate business and may not be transmitted, retransmitted, or provided in any manner to any unauthorized individual, office, or firm except as otherwise specified in the NCCOMMERCIALMLS Rules and Regulations. Association Members who receive such information, either as an Association service or through the NCCOMMERCIALMLS are subject to the applicable provisions of the NCCOMMERCIALMLS Rules and Regulations whether they participate in the NCCOMMERCIALMLS or not.

Section 9. **Subscribers.** Subscribers (or users) of the NCCOMMERCIALMLS include nonprincipal brokers, sales associates, licensed and/or certified appraisers, Registered Trainees, affiliated unlicensed administrative and clerical staff, and person assistants who are affiliated with Participants or a Participant’s licensed designee.