



Guam Association of REALTORS®
Your Voice for Real Estate on Guam

Ste. 236A, Julale Center
424 West O'Brien Drive
Hagatna, GU 96910
Office: (671) 477- 4271
Fax: (671) 477- 4275
www.guamrealtors.com
email: eo@guamrealtors.com

**Bylaws of the
GUAM ASSOCIATION OF REALTORS®, Inc.**

Article I — Name

Section 1. Name. The name of this organization shall be the GUAM ASSOCIATION OF REALTORS®, Inc. (hereinafter referred to as the “Association”).

Section 2. 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® (hereinafter referred to as “NAR®”), as amended from time to time

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 NAR®’S Code of Ethics.

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 Association and NAR®, thereby furthering their own objectives throughout the 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 NAR®.

Section 7. To promotes and support all Real Estate affiliated Education in any form as deemed appropriate by the Board of Directors.

Article III — Jurisdiction

Section 1. The territorial jurisdiction of the Association as a Member of NAR® is the Territory of Guam.

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 the Bylaws of NAR®, in return for which the Association agrees to protect and safeguard NAR®'s property rights in those terms.

Article IV — Membership

Section 1. There shall be six classes of Members, as follows.

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

(a) Individuals who, as sole proprietors, partners, corporate Officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the territory of Guam. 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 territory of Guam 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 territory of Guam, unless otherwise qualified for Institute Affiliate Membership.

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.

REALTOR® Members may obtain Membership in a "secondary" Association in another state.

(b) 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.

(c) Franchise REALTOR® Membership. Corporate Officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions and the commonwealth of Puerto Rico, elected to Membership pursuant to the provisions in NAR Constitution and Bylaws. Such individuals shall enjoy all of the rights, privileges, and obligations of REALTOR® Membership

(including compliance with the Code of Ethics) except: 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 Association and NAR®.

(d) **Primary and Secondary REALTOR® Members.** An individual is a primary Member if the Association pays territorial and national dues based on such Member. An individual is a secondary Member if territorial 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.

(e) 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 (or to mediate if required by the association) pursuant to Article 17 of the Code of Ethics and the payment of Association dues. 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.

(2) Institute Affiliate Members. Institute Affiliate Members shall be individuals who hold a professional designation awarded by an Institute, Society, or Council affiliated with NAR® 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.

(3) 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.

(4) 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.

(5) 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.

(6) 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 associate with an established real estate office.

(f) Privileges of REALTOR® Members.

REALTOR® members, whether primary or secondary, in good standing whose financial obligations to the association are paid in full shall be entitled to vote and to hold elective office in the association; may use the terms REALTOR® and REALTORS; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the association and the real estate profession.

(g) Obligation of REALTOR® Members.

It shall be the duty and responsibility of every REALTOR® member of this association to abide by the Constitution and Bylaws and the rules and regulations of the association, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to mediate and arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this association, as from time to time amended.

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.

Article V — Qualification and Election

Section 1. Application

(a) An application for Membership shall be made in such manner and form as may be prescribed by the Board of Directors or its duly authorized designee 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 NAR®, the Constitutions, Bylaws, and Rules and Regulations of the Association and National Associations, and if elected a Member, will abide by the Constitutions and Bylaws and Rules and Regulations of the Association and National Associations and, as a REALTOR® Member, will abide by the Code of Ethics of NAR®, 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 NAR®, as from time to time amended, and (2) that applicant consents that the Association, through its Chief Executive Officer or otherwise, may invite and receive information and comment about applicant from any Member or other persons, and that applicant agrees that any information and comment furnished to the Association by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the form of application, have access to a copy of the Bylaws, Constitution, Rules and Regulations, and Code of Ethics referred to above.

Section 2. 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 Chief Executive Officer 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 territory of Guam or a state contiguous thereto (unless a secondary Member), has no record of recent or pending bankruptcy*, has no record of official sanctions involving unprofessional conduct**, agrees to complete a course of instruction covering the Bylaws and rules and regulations of the Association, the Constitution and Bylaws and Code of Ethics of NAR®, and shall pass such reasonable and nondiscriminatory written examination thereon, as may be required by the Chief Executive Officer (or duly assigned designees) , and shall agree that if elected to Membership, he/she will abide by such Constitution, Bylaws, rules and regulations, 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:

A. 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

B. criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted, and (2) no more than ten (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 rules and regulations of the Association, and the Constitution and Bylaws and Code of Ethics of NAR®, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Chief Executive Officer (or duly assigned designees), 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.

(c) The state/territorial Association will also consider the following in determining an applicant's qualifications for REALTOR® Membership:

1. All final findings of Code of Ethics violations and violations of other Membership duties in this or any other REALTOR® Association within the past three (3) years
 2. Pending ethics complaints (or hearings)
 3. Unsatisfied discipline pending
 4. Pending arbitration requests (or hearings)
 5. Unpaid arbitration awards or unpaid financial obligations to any other Association or Association MLS
 6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm
- "Provisional" Membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other Associations or where the applicant for Membership has unsatisfied discipline pending in another Association (except for violations of the Code of Ethics; see Article V, Section 2(a), NOTE 2), provided all other qualifications for Membership have been satisfied. Associations may reconsider the Membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six (6) months from the date that provisional Membership is approved. Provisional Members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® Membership. If a Member resigns from another Association with an ethics complaint or arbitration request pending, the Association may condition Membership on the applicant's certification that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the Association to which the applicant has made application) and will abide by the decision of the hearing panel.

Section 3. Election

The procedure for election to Membership shall be as follows.

(a) The Chief Executive Officer (or its duly assigned designee) shall determine whether the applicant is applying for the appropriate class of Membership.

(b) Applicants for REALTOR® Membership shall be granted provisional Membership immediately upon submission of a completed application form and remittance of applicable Association dues and any application fee. Provisional Members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of Membership. Provisional Membership is granted subject to subsequent review of the application by the Board of Directors or its duly authorized designee. If the Board of Directors determines that the individual does not meet all of the qualifications for Membership as established in the Association's Bylaws, or, if the individual does not satisfy all of the requirements of Membership

(for example, completion of a mandatory orientation program) within (30) days from the Association's receipt of their application, Membership may, at the discretion of the Board of Directors, be terminated.

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

(d) The Board of Directors may not terminate any provisional Membership without providing the provisional Member with advance notice, an opportunity to appear before the Board of Directors, to call witnesses on 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.

(e) If the Board of Directors determines that provisional Membership should be terminated, it shall record its reasons with the Chief Executive Officer. If the Board of Directors believes that termination of provisional Membership may become the basis of litigation and a claim of damage by a provisional Member, it may specify that termination shall become effective upon entry in a suit by the Association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the termination violates no rights of the individual.

Section 4. New Member Code of Ethics Orientation

Applicants for REALTOR® Membership and provisional REALTOR® Members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two (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 REALTOR® 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 (30) days of the date of application (or, alternatively, the date that provisional Membership was granted), will result in denial of the Membership application or termination of provisional Membership.

Section 5. Continuing Member Code of Ethics Training

Effective **January 1, 2019, through December 31, 2021**, 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 quadrennial ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. **This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction authorized and conducted only by the**

Guam Association of REALTORS® or another REALTOR® association, or the NATIONAL ASSOCIATION OF REALTORS®, 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 year cycle shall not be required to complete additional ethics training until a new three year cycle commences.

Failure to complete the required periodic ethics training shall be considered a violation of a membership duty.

Failure to satisfy the required periodic ethics 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.

Discipline of REALTOR® Members.

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.

Enforcement of the Code.

The responsibility of the association and of association members relating to the enforcement of the Code of Ethics, the disciplining of members, and the arbitration of disputes, and the organization and procedures incident thereto, shall be governed by the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as 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 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 thirty (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

thirty (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 or its duly authorized designee.

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 thirty (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 or its duly authorized designee.

The Board of Directors or its duly authorized designee, 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 for the current term of membership.

(c) Dues shall be prorated from the month in which the member is notified of provisional membership election by the Board of Directors or its duly authorized designee and shall be based on the new membership status for the remainder of the year.

(d) In the event the real estate broker, salesperson or appraiser license of a REALTOR® member expires or real estate broker, sales person or appraiser license of a REALTOR® member becomes invalid for any reason, then REALTOR® membership shall be automatically terminated.

Article VI — Privileges and Obligations

Section 1. The privileges and obligations of Members, in addition to those otherwise provided in these Bylaws, shall be specified in this Article.

Section 2. Any Member of the Association may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Association rules and regulations 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 NAR® and conduct their business and professional practices accordingly. Further, Members other than REALTORS® may, upon recommendation of the Chief Executive Officer (or its duly assigned designees), 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, and NAR®.

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 NAR®'s Code of Ethics and Arbitration Manual.

Section 4. Resignations of Members shall become effective when received in writing by Chief Executive Officer (or its duly assigned designee), 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, that Board of Directors may condition the right of the resigning Member to reapply for membership upon the Member's written agreement to continue to be subject to the jurisdiction of the pending ethics proceeding and will abide by the decision of the hearing panel.

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

Section 6. Privileges of REALTOR® Members. REALTOR® members, whether primary or secondary, in good standing whose financial obligations to the association are paid in full shall be entitled to vote and to hold elective office in the association; may use the terms REALTOR® and REALTORS; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the association and the real estate profession.

(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.*

(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.

(c) Notwithstanding the above, in the event the real estate broker, salesperson or appraiser license of REALTOR® Member expires or the real estate broker, salesperson or appraiser license of a REALTOR® Member becomes invalid for any reason then REALTOR® Membership is automatically terminated. If such terminated Member is also the principal of the firm, partner in a partnership, or officer of a corporation, the remaining Members of the firm, partnership or corporation shall have thirty (30) days within which to associate with a licensed Principal Broker in good standing with the Association, failing which their REALTOR® Membership shall be terminated, until such time as the firm, partnership or corporation has engaged another licensed or certified principal and such principal broker or appraiser has been accepted for REALTOR® Membership.

(d) In the event the firm, partnership or corporation has no licensed Principal Broker or Appraiser, the remaining Members of the firm, partnership or corporation shall have thirty (30) days within which to associate with a licensed Principal Broker in good standing with the Association, failing which their REALTOR® Membership shall be terminated until such time as the firm, partnership or corporation has engaged another licensed or certified principal and such principal broker or appraiser has been accepted for REALTOR® Membership.

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®.

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

Section 9. Public Service Members. Public Service Members shall have rights and privileges

and be subject to written obligations prescribed by the Board of Directors.

Section 10. Honorary Members. Honorary Members 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. Certification by REALTOR®. "Designated" REALTOR® Members of the Association shall certify to the Association during the month of March and October, 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 13. Legal Liability Training. Within two years of the date of election to Membership, and every two years thereafter, each REALTOR® Member of the Association shall be required to demonstrate that they have completed a course of instruction on anti-trust laws, agency laws, civil rights laws or the REALTORS® Code of Ethics, its interpretation and meaning and/or the procedures related to its enforcement.

This requirement will be considered satisfied upon presentation of evidence that the member has completed an educational program conducted by another Association of REALTORS®, NAR® or any of its affiliated institutes, societies or councils, or any other recognized educational institution which, in the opinion of the Board of Directors, is an adequate substitute for the training programs conducted by the Association.

Failure to satisfy this requirement biennially will result in Membership being suspended from the date it otherwise would be renewed until such time that the Member provides evidence of completion of the required educational requirements. Any education requirement must comply with Interpretation No. 37 of Article I, Section 2, of NAR®'s Bylaws.

Section 14. Harassment. Any member of the association may be reprimanded, placed on probation, suspended or expelled for harassment of an association or MLS employee or Association Officer or Director after an investigation in accordance with the procedures of the association. As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, 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 sanction 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 the Board 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 NAR®, 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. Obligation of REALTOR® Members. It shall be the duty and responsibility of every REALTOR® member of this association to abide by the Constitution and Bylaws and the rules and regulations of the association, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this association, as from time to time amended.

Section 3. The responsibility of the Association and Board 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- REALTORS® Trademark

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.

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 NAR® 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 NAR®, 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 territory of Guam 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® principal member 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 territory of Guam or a state contiguous thereto are REALTOR® members or Institute Affiliate members.

(a) In the case of a REALTOR® principal member 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 holds REALTOR® membership. If a firm, partnership, or corporation operates additional places of business in which no principal 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®, or the imprint of the emblem seal of NAR®.

Article IX — State and National Memberships

Section 1. The Association shall be a Member of NAR®. By reason of the Association's

By reason of the Association's membership, each REALTOR® Member of the Guam Association of REALTORS® shall be entitled to Membership in NAR® without further payment of dues. The Association shall continue as a Member of the National Association, unless by majority vote of all of its REALTOR® Members, decision is made to withdraw, in which case the National Association 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 NAR® 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 of 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 NAR® and agrees to enforce the Code among its REALTOR® Members. The Association and all of its Members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the National Association 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 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) **Designated REALTOR® Members' Dues.** 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 territory of Guam 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

A REALTOR® member of a Member Board shall be held to be any member who has a place or places of business within the territory of Guam or a state contiguous thereto and who, as a principal is actively engaged in the real estate profession as defined in Article III, Section 1 of the Constitution of the NATIONAL ASSOCIATION OF REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business provided that such licensee is not otherwise included in the computation of dues payable by the principal of the entity.

A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, 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®. Designated REALTORS® shall notify the association within three (3) days of any change in status of licensees in a referral firm.

The exemption for any licensee included on the certification form shall automatically be revoked upon the individual being engaged in real estate licensed activities (listing, selling, leasing, renting, managing, counseling, or appraising real property) other than referrals, and

dues for the current fiscal year shall be payable.

Membership dues shall be prorated for any licensee included on a certification form submitted to the association who during the same calendar year applies for REALTOR® 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 NAR®.

(d) **Affiliate Members** The annual dues of each Affiliate Member shall be in such amount as established annually by the Board of Directors.

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

(f) **Honorary Members** Dues payable, if any shall be at the discretion and amount as established by the Board of Directors.

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

Section 3. Dues Payable. Dues for all Members shall be payable annually in advance on the first day of January. Dues for new Members shall be computed from the date of application and granting of provisional Membership. Notice of dues payable shall be sent by the Chief Executive Officer (or its duly assigned designees) to each Principal Broker's Designated REALTOR®, and each such Principal Broker shall thereafter be responsible for personally and promptly hand delivering the notice of dues payable to each Association Member in his or her real estate firm.

(a) In the event a sales licensee or licensed or certified appraiser who holds REALTOR® Membership is dropped for nonpayment of Association dues, and the individual remains with the designated REALTOR®'s firm, the dues obligation of the "designated" REALTOR® (as set forth in Article X, Section 2(a)) will be increased to reflect the addition of a non-Member licensee. Dues

shall be calculated from the first day of the current fiscal year and are payable within thirty (30) days of the notice of termination.

Section 4. Nonpayment of Dues, Fees, Fines and Penalties.

a. **Dues, Fees, Fines and Penalties Related to Association Membership.** If dues, fees, or other assessments arising from Association Membership, including amounts owed to the Association or the Association's multiple listing service, are not paid within fifteen (15) days from the due date, a late fee will be assessed by the Association based on a written late fee schedule adopted in

advance by the Board. One (1) month after the due date, the nonpaying Member shall be suspended. Two (2) months after the due date, Membership of the nonpaying Member shall automatically terminate. However, no action shall be taken to suspend or terminate any Membership as herein provided for until the accuracy of the amount claimed to be owed has been reviewed and confirmed by the Board of Directors or its duly authorized designee. 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. Any resignation or termination of membership, if not timely processed within fifteen (15) days from when the Dues are due, shall remain billable and must be paid to the Association.

b. **Dues, Fees, Fines and Penalties Unrelated to Association Membership.** If fees, fines, penalties or other financial obligations ("Sanctions") not arising by reason of Association Membership are owed by Members to the Association, and if such Sanctions are not paid within fifteen (15) days of the date specified for payment by the Board of Directors, a late fee will be assessed to the delinquent Member (but not his or her Principal Broker) by the Board of Directors. All such late fees shall be based on a written late fee schedule adopted in advance by the Board. One (1) month after the due date, the nonpaying Member shall be suspended. Two (2) 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 terminate any Membership as herein provided for until the accuracy of the amount claimed to be owed has been reviewed and confirmed by the Board of Directors or its duly authorized designee. 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. **Any resignation or termination of membership, if not timely processed within fifteen (15) days from when the Dues are due, shall remain billable and must be paid to the Association.**

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. Written notice of dues and fees arising from Association Membership shall be delivered to each Principal Broker's Designated REALTOR® setting forth the amount owed and due date. Written notice (electronic notification is acceptable) of all fees, fines, penalties or other financial obligations ("Assessments") not arising by reason of Association Membership shall be delivered to the delinquent Association Member, setting forth the amount owed and the 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. Elected Officers. The elected Officers of the Association shall consist of a President, a President-Elect, Immediate Past President, a Vice President/Treasurer and a Secretary. The Vice President and Treasurer may be the same person. The Elected Officers shall be elected for terms of one year except for the President-Elect, who shall serve the first elected year as President-Elect, the second year as President, and the third year as the Immediate Past President.

Section 2. Term of Office.

(a) All Elected Officers shall serve for a one year term commencing on January 1 of each year succeeding their election, or until their successors are elected and qualified. All Elected Officers shall be Members of the Board of Directors.

(b) The Officers shall have additional titles for the purposes of representation at the national level wherein the President by virtue of his position shall be a one year term National Director; the President-Elect shall be a one-year term State Realtor Political Action Committee Chairperson, and the immediate past President shall serve as the State Broker Involvement Counsel Representative.

(c) Term Limits. No Member shall serve in the same position more than two consecutive years as Vice President/Treasurer or Secretary.

Section 3. Duties of Officers.

(a) President. The President shall be the Chief Presiding Officer of the Association and the Chairman of the Board of Directors. The President shall preside over meetings of Members, Directors, and Executive Committees, if established by the Board of Directors. The President shall have such additional titles as the Board of Directors deems necessary for the purpose of the Association's representation at the national level, or as may be required by NAR®. The President shall have the power to appoint one or more Directors to participate in one or more committees to represent the Association at the national level before NAR®, including but not limited to the State Representative for Membership Policy & Board Jurisdiction Committee, the State Representative

for Multiple Listing and Issues & Policies Committee, the State Representative for Professional Standards Committee, the State Representative for Housing Opportunity, the State Representative for Risk Management Committee; the Federal Political Coordinator, and to serve as a representative of the political advocacy team of NAR, namely the REALTOR® Party.

The President shall also have such other powers and duties as may be directed by the Board of Directors, and such powers and duties as set forth in the most current edition of Robert's Rules of Order.

(b) President-Elect. In the absence or disability of the President, the President-Elect shall preside over meetings of Members, Directors, and Executive Committees, if established by the Board of Directors. The President-Elect shall perform all other duties of the President in the absence or disability of the President. The President-Elect shall have such duties as may be assigned by the

President, or as may be assigned by the Board of Directors, or as may be set forth elsewhere in these Bylaws.

(c) Vice President/Treasurer. In the absence or disability of the President and President-Elect, the Vice President shall assume all duties of the President. The Vice President/Treasurer shall review the annual budget, prepare and present periodic financial reports at duly assigned meetings, The Vice President/Treasurer shall have such other duties as may be assigned by the President, or as may be assigned by the board of Directors, or as may be set forth elsewhere in these Bylaws.

(d) Secretary. The Secretary shall keep notes at duly assigned Board Meetings and other Association meetings, which will be used for the official minutes of such meetings.

(e) Chief Executive Officer. There shall be a Chief Executive Officer employed by the Board of Directors who shall conduct the day-to-day business of the Association, report to the Board of Directors, maintain the records of the Association, and be the liaison between the Association and NAR®. The Chief Executive Officer shall have the authority to hire, supervise, evaluate and terminate other staff as deemed necessary to properly conduct the activities of the Association. The Chief Executive Officer shall also be the Government Affairs Director, unless otherwise determined by the Board of Directors. The Board of Directors shall determine the Chief Executive Officer's other duties, term of office, compensation, and other requirements of office, which shall be memorialized in a duly executed written employment contract with the Board of Directors. It shall be the particular duty of the Chief Executive Officer to keep the records of the Association and to carry on all necessary correspondence with the National Association.

Section 4. 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 seven (7) elected REALTOR® Members of the Association. Directors shall be elected to serve for the full terms of three (3) years, except that at organization, one-third of the Directors shall be elected for terms of one (1), two (2), and three (3) years, respectively, or for lesser terms as may be necessary to complete the first fiscal year. Thereafter, as many Directors shall be elected each year as are required to fill vacancies, serving the remainder terms of the vacated position.

(a) Duties and Responsibilities. Members of the Board of Directors shall act at all times in the best interests of the Association. In the event that any Director assumes a position that brings his or her personal interests into conflict with the Association, such Director shall immediately disclose such conflict to the Board of Directors. The Board of Directors shall have overall responsibility for the property, business and finances of the Association, including approval of budgets, Membership dues, and policies. Each Director shall read and understand the Association's Bylaws and the Association's Code of Ethics and Arbitration.

(b) Executive Committee. There shall be an Executive Committee of the Board of Directors comprised of the President, the President-Elect, the Immediate Past President, Vice President and Treasurer, Vice President and Treasurer Elect, Secretary and the Chief Executive Officer (in a non-voting capacity). The Executive Committee shall make recommendations to the Board of Directors, transact the business of the Association on behalf of the Board and with the Board's full authority between meetings of the Board of Directors, and shall report to and be accountable to the Board for all such transactions at each succeeding meeting of the Board, but not at Executive Sessions. The Board shall be authorized to create such other Executive Committees on such terms as it deems necessary and desirable.

(c) Term Limits. No Director shall serve for more than two consecutive 3-year terms; provided, however, that if a Director is elected to serve as an Officer of the Association while in office, the term during which such Director is so elected shall not be counted for the purpose of this prohibition.

(d) National Director. The Board shall appoint two (2) National Directors for a three (3) year term, who need not be a current Director or Officer of the Association, to represent the Association in national meetings. The National Director must have at least five (5) years of active experience in the real estate business, and a minimum of two (2) years' experience as either an Officer or Director of the Association. The National Director shall have such authority and responsibility as established in NAR® Bylaws or other governing documents, and at a minimum must perform the following additional duties: (1) disseminate NAR® information to the Association's Directors and Officers, as directed by the President; (2) serve as a voting Member and attend Association Board of Directors meetings; (3) submit reports on NAR® meetings and other meetings attended on behalf of the Association, as requested by the President. No National Director shall be appointed by the Board for consecutive terms.

Section 5. Vacancies of Officers and Directors. Vacancies among the Officers and Directors shall be filled by a simple majority vote of the Board of Directors until the next annual election. In the event of a tie, the Immediate Past President of the Association shall have the right to two (2) votes.

Section 6. Removal of Officers and Directors. In the event that an Officer or Director is deemed by majority vote of the Board 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 as follows: (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 Vice President, and shall specifically set forth the

reasons the individual is deemed to be disqualified from further service. (b) Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting Membership of the Association shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director, and to render a decision on such petition. (c) The special meeting shall be noticed to all voting Members at least ten (10) days prior to the meeting, and shall be conducted by the President of the Association, unless disqualified as set forth above, in which case the Vice President will conduct the meeting. Provided a quorum is present, a three-fourths vote of Members present and voting shall be required for removal from office.

Section 7. Eligibility for Elective Position.

(a) To be eligible for election as an Officer or Director of the Association, an individual shall be

an active Member of the Association in good standing, nominated in accordance with the procedure set forth in these Bylaws, and shall have (1) no record of formal or official sanctions involving unprofessional conduct rendered by a court or other lawful authority within the past three years, (2) no violations of civil rights laws, real estate license laws, or other laws prohibiting unprofessional conduct, and (3) no felony or misdemeanor convictions involving moral turpitude.

(b) The following factors shall also be considered in the determination of eligibility (1) final findings of Code of Ethics violations or violations of other Membership duties within the past three years; (2) pending ethics complaints (or hearings) or arbitration requests (or hearings); (3) unsatisfied discipline pending; unpaid arbitration awards or unpaid financial obligations to the Association; (4) any material and knowing misuse of the term REALTOR® or REALTORS®, or (5) individuals in elected office should commit to becoming an active contributor to RPAC.

(c) **President-Elect.** Individuals running for the position of President-Elect must have held a leadership position for at least two (2) full years as an Officer or Director of the Board and at least one (1) full year of active role as a committee chair or vice chair within the Association or in another REALTOR® Association or in other locally recognized and reputable organization, as determined by the nomination committee. The individual must have demonstrated active participation in past Association meetings and events as well as other related projects and initiatives. The individual must have at least five (5) years of active experience in the real estate business. The individual must also hold a broker license.

(d) Director, Vice-President/Treasurer, Secretary. Individuals running for the position of Director, Vice-President/Treasurer or Secretary must have at least two (2) full years in an active role as either Chair or Member of a Committee and have demonstrated active participation in past Association meetings and events as well as other related projects and initiatives. Such individuals must also have at least five (5) years of active experience in the real estate business.

Article XII – Election of Officers and Directors

Section 1. Nomination Committee.

(a) The President shall appoint a nominating committee for the purpose of nominating candidates for elective office and the Realtor® of the Year award consisting of not less than (5) REALTOR® Members who are familiar with the Association's activities. The Immediate Past President shall serve as the nominating committee's chairperson. The President's appointments to the nominating committee shall be presented to the Board of Directors for approval during the first Board of Directors' meeting of the fiscal year.

(b) The chair of the nominating committee shall call meetings as often as necessary for purposes of organizing itself and reviewing each candidate's application to verify compliance with the qualifications for each elected office. The nominating committee may in its discretion interview some or all candidates.

(c) Sessions of the committee, being of a confidential nature, are closed to Members except by invitation. The Chief Executive Officer shall attend all nominating committee meetings for the purpose of recording information until the committee report is approved and filed.

(d) Nominations (including self-nominations) shall be submitted in writing at such times established by the nominating committee.

(e) Candidates for elected office shall apply for only one (1) such office

(f) The Chief Executive Officer shall send notice of all such nominations for elected office by mail or by electronic transmission to all Association Members eligible to vote at least three (3) weeks preceding the election.

Section 2. Election Committee.

(a) The President with the approval of the Board of Directors shall appoint an election committee of no less than (3) REALTOR® Members to conduct the election.

(b) No election committee Member shall be a candidate for any elective position.

(c) All discussions within the nominating committee shall be held in strict confidence. The Chief Executive Officer shall be present at meetings for the purposes of recording information until the final election results are tallied.

(d) The election of Officers and Directors shall take place within a 72-hour period preceding the date of the annual meeting. Members may vote at any convenient location where internet access is available. Voting shall only take place during this 72-hour period. Proxy voting is not permitted.

(e) Where permitted by territorial law and in accordance with applicable territorial requirements,

election of Officers and Directors shall be conducted electronically through e-voting, in accordance with procedures as established by the Board of Directors.

(f) Where electronic means are not available, election shall be by ballot and all votes shall be cast in person.

(g) Eligible voters are REALTOR® Members whether primary or secondary in good standing whose financial obligation to the Association are paid in full

(h) The newly elected Officers and Directors shall be announced at the annual meeting and will be installed during the Association's inaugural event.

Article XIII – REALTOR® Of The Year

Since 1956, NAR® has been honoring the state REALTORS® of the Year at the Annual Convention in November. The program is designed to give recognition to REALTORS® who have served not only their profession, but also their communities.

Section 1. Criteria. **REALTOR® Spirit:** high principles of integrity, adherence to the REALTOR® Code of Ethics, and furtherance of the principles of good real estate practice among brokers, agents and the general public. **Civic Activity:** Local, state and national level participation in civic and service clubs, charitable activities, political commissions, fraternal or religious groups. **Business Accomplishments:** Public recognition of business conduct, service to clients, imaginative and creative advertising programs, rehabilitation work, land utilization, etc. **State & Local Association/Board Activity:** Offices held and committee work, special assignments, seminar activity and educational work, attendance and participation in state/local meetings and events, Membership and offices held in local chapters of Institutes, Societies and Councils. **National Association Activity:** National offices and committee work, Membership and work in Institutes, Societies and Councils, attendance at national conventions and Directors' meetings.

Section 2. Nomination and Election. The President's nominating committee shall be in charge of the selection of qualified individuals for the REALTOR® Of The Year ("ROTY") award. The nominating person must provide a description or explanation of the nominee setting forth the individual's qualifications based on the specific criteria for the ROTY award as established by the Board of Directors. If the nomination materials submitted do not address criteria for the ROTY award, the Board of Directors may choose to disqualify the nomination.

Section 3. The same individual may not be awarded the ROTY for two consecutive years.

Section 4. Members shall nominate the candidates for the ROTY award to the Nominating Committee. The Nominating Committee shall review the qualifications of the ROTY nominees. The ROTY shall be announced at the Annual Meeting of the members of the Association.

Article XIV - Meetings

Section 1. Annual Meetings The annual meeting of the Association shall be held during August of each year, the date, place, and hour to be designated by the President or its duly authorized designee

Section 2. Meetings of Directors. The President or its duly authorized designee shall designate a regular time and place of meetings. The Association shall conduct the Board of Director's meeting no less than four (4) times annually. A majority of the Members of the Board of Directors shall constitute a quorum at any annual or special meeting of the Directors. Absence from two (2) consecutive regular meetings without prior written notice (electronic notification is acceptable) of excuse deemed valid by the Board of Directors shall be construed as resignation.

Section 3. Annual Inaugural. The President or its duly authorized designee shall designate a time and place for the Annual Inaugural, at which time the leadership team of the Association shall be installed.

Section 4. Other Meetings Meeting of the Members may be held at other times as the President or its duly authorized designee may determine, or upon the written request of at least fifteen percent (15%) of the Members eligible to vote.

Section 5. Notice of Meetings Written notice shall be given 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 (E-mail is an acceptable form of written notice).

Section 6. Quorum A quorum for the transaction of business at any general or special meetings and/or (see NAR sheet) shall consist of twenty five percent (25%) of the Members eligible to vote, which includes Members present at the meeting in person plus Members voting by electronic means.

Section 7. Electronic Transaction of Business To the fullest extent permitted by law, the Board of Directors or Membership may conduct business such as voting on amendments 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 Executive Officer 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 XV - Committees

Section 1. Standing Committees.

(a) The Association shall maintain the following standing committees:

- professional standards
- grievance
- multiple listing (when the MLS is a committee)
- continuing education committee

(b) The Professional Standards Committee shall consist of at least thirteen (13) board Members in good standing, appointed by the President, subject to confirmation by the Board of Directors. Members of the professional standards committee shall be selected to serve on hearing panels as required to hear matters of alleged unethical conduct by board Members or to provide arbitration as requested. The committee shall annually select its own chairperson and vice chairperson (or alternatively, the President with the cooperation of the President-Elect shall annually designate the chairperson and vice chairperson of the committee). In selecting Members of the professional standards committee, the President should consider the following recommended criteria from

NAR's COEA manual: number of years as a REALTOR®, number of years in the real estate business. Primary and secondary fields of real estate endeavor/expertise, participation in post-licensing real estate education, training in the Code of Ethics, position in firm (principal/non-principal), size of firm, common sense, open mindedness, familiarity with state laws and regulations, receptiveness to instruction/training, other relevant professional or procedural training. It is suggested that to the extent practical, Members of the professional standards committee not serve simultaneously on the grievance committee or on the Board of Directors to avoid conflict with the prohibition on serving on more than one (1) tribunal in the same matter.

(c) The Grievance Committee shall consist of at least seven (7) board Members in good standing, appointed by the President, subject to confirmation by the Board of Directors, for a staggered three (3) year terms. The committee shall annually select its own chairperson and vice chairperson (or alternatively, the President with the cooperation of the President-Elect shall annually designate the chairperson and vice chairperson of the committee.) In selecting the Members of the Grievance Committee, the President should consider the following recommended criteria from NAR's COEA manual: number of years as a REALTOR®, number of years in the real estate business. Primary and secondary fields of real estate endeavor/expertise, participation in post-licensing real estate education, training in the Code of Ethics, position in firm (principal/non-principal), size of firm, common sense, open mindedness, familiarity with state laws and regulations, receptiveness to instruction/training, other relevant professional or procedural training. The committee should have balanced representative of REALTORS®, men and women, and should include representatives of various racial and ethnic groups. Committee Members should be mature, experienced, knowledgeable persons of a judicial temperament. It is suggested that to the extent practical, Members of the grievance committee not serve simultaneously on the professional standards committee or on the Board of Directors to avoid conflict with the prohibition on serving on more than one (1) tribunal in the same matter.

(d) The continuing education committee shall consist of the Executive Committee, education chair and vice chair for the term and the Chief Executive Officer (non-voting).

(e) The number, purpose, composition and organization of all committees shall be established by the President with the Chief Executive Officer and reported to the Board of Directors.

(f) The President shall appoint from among the REALTOR® Members, subject to confirmation by the Board of Directors, all committee chairpersons and the President-Elect shall appoint all the vice-chairpersons.

(g) Other committees which may be listed under this section include, but are not limited to and with the need as determined by the term President: Legislative, Community Service, Member Services, REALTOR® Trademark Protection, Education, RPAC fundraising, Workforce Housing, REALTOR®-of-the-year, etc.

Section 2. Special Committees. The President shall appoint special committees as deemed necessary. The number, purpose, composition and organization of all other committees shall be established by the President with the advice and consent of the Board of Directors.

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

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

Section 5. Action without Meeting. Any committee may act by unanimous consent in writing without a meeting. 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 of the Members of the committee.

Section 6. Attendance by Telephone. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall be at the discretion of the President and shall constitute presence at the meeting.

Article XVI – Delegate Body

Section 1. The President or his/her duly authorized designee shall be the Guam Association's duly accredited Delegate of the Delegate Body at the national meetings of the National Association of REALTORS®.

Article XV – Fiscal and Elective Year

Section 1. The fiscal and elective year of the Association shall be January 01 to December 31.

Article XVI – 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 XVII - Amendments

Section 1. These Bylaws shall 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 mailed to every Member eligible to vote at least one (1) week prior to the meeting. (E-mail is an acceptable form of written notice).

Section 3. Amendments to these Bylaws affecting the admission or qualification of REALTOR® and Institute Affiliate Members, the use terms REALTOR® and REALTORS®, or any alteration in the territorial jurisdiction of the Association shall become effective upon their approval as authorized by the Board of Directors of NAR®.

Article XIII - 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 the Guam Association of REALTORS® or, within its discretion, to any other non-profit tax exempt organization.

Article XIX - Gender

Section 1. As used in these Bylaws, the term "he" shall mean he or she.

Article XXI – Multiple Listing Service

Section 1. Authority. The Association of REALTORS® shall maintain for the use of its Members a Multiple Listing Service which shall be subject to the Bylaws of the Association of REALTORS® 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 unilateral offers of compensation to other participants (acting as subagents, buyer agents, or in other agency or non-agency 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 a procuring cause of the sale (or lease).

Section 3. Participation. Any REALTOR® of this 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 state 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.

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 ongoing 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 territorial 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 in a nondiscriminatory manner to all participants and potential participants.

(a) Any applicant for MLS participation and any licensee (including licensed or certified appraisers) affiliated with an MLS participant 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.

(b) Participants and subscribers are required, to complete additional training of not more than four (4) classroom hours every two (2) years, effective January 1, 2020 to familiarize participants and subscribers with system changes or enhancement and/or changes to MLS rules or policies. Participants and subscribers must be given the opportunity to complete any mandated additional training remotely.

Section 4. Supervision. The activity shall be operated under the supervision of the multiple listing committee and or its assigns, in accordance with the rules and regulations, subject to approval of the Board of Directors of the Association of REALTORS®.

Section 5. Appointment of Committee. The President shall appoint, subject to the confirmation of the Board of Directors, a multiple listing committee of at least five (5) REALTORS® Members. All Members of the committee shall be participants in multiple listing or REALTORS® affiliated with participants may be appointed to serve in annual terms. The committee shall select its chairperson from among the Members thereof. (The chairperson may be designated by the President.)

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 three (3) consecutive regular or special meetings of the committee, without excuse acceptable to the chairperson of the committee, shall be deemed to have resigned from the committee and the vacancy shall be filled as herein provided for original appointees.

Section 8. Subscribers. Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with participants.

(a) Subscribers also include affiliated unlicensed administrative and clerical staff, personal assistants, and individuals seeking licensure or certification as real estate appraisers who are under the direct supervision of an MLS participant or the participant's licensed designee.