

**BYLAWS OF THE
SAVANNAH BOARD OF REALTORS®**

Adopted January 1, 1985

ARTICLE I - NAME

Section 1. Name. The name of this organization shall be the Savannah Real Estate Board, Inc., hereinafter referred to as the "Board". The registered trade name of the organization shall be SAVANNAH BOARD OF REALTORS®.

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

ARTICLE II - OBJECTIVES

The objectives of the Board are:

Section 1. To unite those engaged in the recognized branches of the real estate profession for the purpose of exerting a beneficial influence upon the profession and related interests.

Section 2. To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®.

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

Section 4. To further the interest of home and other real property ownership.

Section 5. To unite those engaged in the real estate profession in this community with the GEORGIA ASSOCIATION OF REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of Membership therein.

Section 6. To designate, for the benefit of the public, those individuals authorized to use the terms REALTOR® AND REALTORS® as licensed, prescribed, and controlled by the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE III - JURISDICTION

Section 1. The territorial jurisdiction of the Board as a Member of the NATIONAL ASSOCIATION OF REALTORS® is: Bryan, Chatham and Effingham Counties.

Section 2. Territorial jurisdiction is defined to mean:

(a) The right and duty to control the use of the terms REALTOR® and REALTORS® subject to the conditions set forth in these Bylaws and those of the NATIONAL ASSOCIATION OF REALTORS®, in return for which the Board agrees to protect and safeguard the property rights of the National Association in the terms.

REVISED: JUNE 1989: JUNE 1991: OCTOBER 1991: MAY 1992 (Reprinted 9/92): APRIL 1993:
JULY 1993: SEPTEMBER 1994: OCTOBER 1995: SEPTEMBER 1997: SEPTEMBER 1998, JUNE 1999
SEPTEMBER 1999, MARCH 2000, JANUARY 2001, MARCH 2002, OCTOBER 2002, MAY 2004,
SEPTEMBER 2006, JULY 2007, OCTOBER 2008, April 2009, November 2010

ARTICLE IV - MEMBERSHIP

Section 1. There shall be six classes of Members as follows: (9/99)

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

(1) Individuals who, as sole proprietors, partners, or corporate officers, or branch office managers are engaged actively 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, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the State of Georgia or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto shall qualify for the REALTOR® Membership only, and each is required to hold REALTOR® Membership *(except as provided in the following paragraph)* in a Board of REALTORS® within the state or a state contiguous thereto unless otherwise qualified for Institute Affiliate Membership as described in Section 1 (b) of ARTICLE IV.

In the case of a real estate firm, partnership, or corporation, whose business activity is substantially all commercial, only those principals actively engaged in the real estate business in connection with the same office, or any other offices within the jurisdiction of the board in which one of the firm's principals holds REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate Membership as described in Section 1(b) of Article IV.

NOTE: REALTOR® Members may obtain Membership in a "secondary" board in another state.

(2) Individuals who are engaged in the real estate profession other than as sole proprietors, partners, or corporate officers, or branch office managers, and are associated with a REALTOR® Member and meet qualifications set out in ARTICLE V.

(3) Corporation officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions and the Commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR Constitution and Bylaws. Such individuals shall enjoy all of the rights, privileges and obligations of REALTOR® membership (including compliance with the Code of Ethics) EXCEPT: obligations related to Board 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; the right to hold elective office in the local Board, State Association and National Association.

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

(5) Designated REALTOR® Members. Each firm shall designate in writing one REALTOR® Member who shall be responsible for all duties and obligations of Membership including the obligation to arbitrate pursuant to Article 17 of the code of Ethics and the payment of Board dues as established in Article X of the Bylaws. The "Designated REALTOR®" must be a sole proprietor, partner, corporate officer or branch office manager acting on behalf of the firm's principal(s) and must meet all other qualifications for REALTOR® Membership established in Article V, Section 2, of the Bylaws.

(6) State President. The current President of the Georgia Association of REALTORS® shall be a member of the Savannah Board of REALTORS® during his or her term of office and shall be authorized to represent the Savannah Board of REALTORS® as a delegate to the National Association of REALTORS® Delegate Body. Such authorization must be made annually in the proper written format and submitted to both the Georgia Association of REALTORS® and the National Association of REALTORS® in a timely manner. Savannah Board of REALTORS® dues for the President of the Georgia Association of REALTORS® shall be waived. (9/99)

(b) Institute Affiliate Members. Institute Affiliate Members shall be individuals who hold a professional designation awarded by an Institute, Society or Council affiliated with the NATIONAL ASSOCIATION OF

REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of Membership in such Institute, Society or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® or REALTOR-ASSOCIATE® Membership, subject to payment of applicable dues for such Membership. *(Amended 1/02)*

(c) **Affiliate Members.** Affiliate Members shall be real estate owners and other individuals or firms who, while not engaged in the real estate profession as defined in paragraph (a) or (b) of this Section, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Board.

(d) **Public Service Members.** Public Service Members shall be individuals who are interested in the real estate profession as employees of or affiliated with educational, public utility, governmental or other similar organizations, but are not engaged in real estate profession on their own account or in association with an established real estate business.

(e) **Honorary Members.** Honorary Members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for the Board, or for the public.

(f) **Student Members.** Student Members shall be individuals who are seeking an undergraduate or graduate degree with a specialization or major in real estate at institutions of higher learning, and who have completed at least two years of college and at least one college level course in real estate, but are not engaged in the real estate profession on their own account or not associated with an established real estate office.

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 and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that he has or has had access to, has carefully reviewed, and if elected a Member, will abide by the Constitution and Bylaws and the Rules and Regulations of the Board, The Constitution and Bylaws of the State Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and if a REALTOR®, will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, including the obligation to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further specified in the Code of Ethics and Arbitration Manual of the National Association, as from time to time amended, and (2) that applicant consents that the Board, through its Membership Committee or otherwise, may invite and receive information and comment about applicant from any Member or other persons, and that applicant agrees that any information and comment furnished to the board 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 or corporate officer or branch office manager of a real estate firm shall supply evidence satisfactory to the Membership Committee that he is actively engaged in the real estate profession and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the State or State contiguous thereto (unless a secondary Member), has no record of official sanctions involving unprofessional conduct, has no recent or pending bankruptcy*, agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of the Board, the Bylaws of the State Association and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Committee, and shall agree that if elected to Membership, will abide by the Constitution, Bylaws, Rules and Regulations, and Code of Ethics.

(*) **NOTE:** NO RECORD OF OFFICIAL SANCTIONS INVOLVING UNPROFESSIONAL CONDUCT is intended to mean that the Board may only consider judgments within the past three (3) years of violations of (1) civil rights laws; (2) real estate license laws; (3) or other

laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.

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, or 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 years.

If a bankruptcy proceeding as described above exists, Membership may not be rejected unless the Board 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 Board 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.

Article IV, Section 2, of the NAR Bylaws prohibits Member Boards from knowingly granting REALTOR® or REALTOR ASSOCIATE® membership to any applicant who has an unfulfilled sanction pending which was imposed by another Board or Association of REALTORS® for violation of the Code of Ethics (Adopted 1/01)

(b) Individuals who are engaged in the real estate profession other than as sole proprietors, partners, or corporate officers or branch office manager, 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 Board or a Designated REALTOR® Member of another Board (if a secondary Member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, shall complete a course of instruction covering the Bylaws and Rules and Regulations of the Board, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examinations thereon as may be required by the Committee, and shall agree in writing that if elected to Membership, he will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and by the Constitution, Bylaws, Rules and Regulations of the local Board, the State Association, and the National Association.

Section 3. Election.

The procedure for election to Membership shall be as follows:

(a) The Membership Committee shall determine whether the applicant is applying for the appropriate class of Membership. It shall then give written notice to the REALTOR® Members of such application and invite written comment. If one or more REALTOR® Members object to the approval of the application, basing such objection on lack of qualification as set forth in these Bylaws, the Committee shall invite any objecting Member to appear and substantiate his objections. Objections which are not substantiated shall be totally disregarded. The Committee may not find objections substantiated without (1) informing the applicant in advance, in writing, of the objections and identifying the objecting Member, and (2) giving the applicant a full opportunity to appear before the Committee and establish his qualifications. The Committee shall thereafter make a written report of its findings. The Membership Committee shall conduct all proceedings with strict attention to the principles of due process and compliance with the Bylaws of the Board.

(b) Thereafter, within 31 days, the Membership Committee shall report its recommendation to the Board of Directors in writing. If the recommendation is adverse to the approval of the application, the reasons shall be specifically stated. If any Member of the Membership Committee submits a dissenting recommendation, it shall also be reported to the Board of Directors.

(c) The Board of Directors shall review the qualifications of the applicant and recommendation of the Committee and then vote on the applicant's eligibility for Membership. If the applicant receives a

majority vote of the Board of Directors, he shall be declared elected to Membership and shall be advised by written notice.

(d) The Board of Directors may not reject an application without providing the applicant with advance written notice of the findings and recommendations of the Membership Committee; an opportunity to appear before the Board of Directors, to call witnesses on his behalf, to be represented by counsel, and to make such statements as he 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 the application should be rejected, it shall record its reasons with the Secretary. If the Board of Directors believes that denial of Membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the Board for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.

ARTICLE VI - PRIVILEGES AND OBLIGATIONS

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

Section 2. Any Member of the Board may be reprimanded, fined, placed on probation, suspended or expelled by the Board of Directors for a violation of these Bylaws and Board Rules and Regulations not inconsistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the Board. Although Members other than REALTORS® are not subject to the Code of Ethics nor its enforcement by the Board, such Members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, Members other than REALTORS® may, upon recommendation of the Membership Committee, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct which in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects adversely on the terms REALTOR® or REALTORS®, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local Board, the State Association, and the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. Any REALTOR® of the Board 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 authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the Code of Ethics and Arbitration Manual of the National Association.

Section 4. Resignations of Members shall become effective when received in writing by the Board of Directors, provided, however, that if the Member submitting the resignation is indebted to the Board for dues, fees, fines, or other assessments of the Board or of any of its' services, departments, divisions, or subsidiaries, the Board 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 Board 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 applicant's certification that he/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel. (1999)

(a) If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®. (1999)

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

(a) If a REALTOR® Member is a principal in a firm, partnership, or corporation and is suspended or expelled, the firm, partnership, or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® Membership, or unless connection with the firm, partnership, or corporation is severed, whichever may apply. The Membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member, or until readmission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, whichever may apply. Further, the Membership of REALTORS® other than principals who are employed by or 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, whichever may apply. If a REALTOR® Member who is other than a principal in a firm, partnership, or corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership, or corporation shall not be affected.

(b) In any action taken against a REALTOR® Member for suspension or expulsion under 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 shall be advised that the provisions in Article VI, Section 6 (a) shall apply.

(c) **Lockboxes:** Because the SAVANNAH BOARD OF REALTORS® (SABOR) does offer Lockboxes, it must make them available to every REALTOR®, and every non-principal broker, sales licensee and licensed or certified appraiser who is affiliated with a REALTOR® Member in accordance with the Rules and Regulations of SABOR, Section 1, Central Lockbox System. Nothing shall prevent the owner's right to refuse to have a Lockbox on his property.

Section 7. Institute Affiliate Members. Institute Affiliate Members shall be entitled to serve on non-standing committees, including sub committees and workgroups, make motions and vote. They shall not hold elective office, chair or vice chair committees, sub committees or workgroups.

NOTE: Local associations establish the rights and privileges to be conferred on Institute Affiliate Members except that no Institute Affiliate Member may be granted the right to use the term REALTOR®, REALTOR ASSOCIATE®, or the REALTOR® logo; to serve as President of the local association; or to be a Participant in the local association's Multiple Listing Service.

Section 8. Affiliate Members. Affiliate Members shall be entitled to serve on non-standing committees, including sub committees and workgroups, make motions and vote. They shall not hold elective office, chair or vice chair committees, sub committees or workgroups.

Section 9. Public Service Members. Public Service Members shall only have the right to attend meetings and participate in discussions.

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

Section . 11. Student Members. Student Members shall only have the right to attend meetings and participate in discussions.

Section .12. Certification by REALTOR®. "Designated" REALTOR® Members of the Board shall certify to the Board during the month of January, on a form provided by the Board a complete listing of individuals licensed or certified with the REALTOR®'s office(s) and shall designate a primary Board 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 Board based on said non-member licensees, the Designated REALTOR® shall identify the Board 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 Board of any additional individual(s) licensed or certified with the firm(s) within thirty days of the date of affiliation or severance of the individual.

Section 13. 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 SABOR'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. (amended 5/03)

ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION

Section 1. The responsibility of the Board and of 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 the Board, which shall be 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 2. It shall be the duty and responsibility of every REALTOR® of this Board to abide by the Constitution and Bylaws and the Rules and Regulations of the Board, 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 Board as from time to time amended.

Section 3. The responsibility of the Board and of 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 Board, which by this reference is made part of these Bylaws. Appointments to the Professional Standards and Grievance Committees shall be consistent with the cooperative professional enforcement agreements of the Board.

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

Failure to satisfy this requirement within 180 days of the date of application will result in denial of the membership application.

Section 5. Continuing Member Code of Ethics Training. Effective January 1, 2001, through December 31, 2004, and for successive four year periods thereafter, each REALTOR® member of the association shall be required to complete quadrennial ethics training of not less than two hours and thirty minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another association, the Georgia Association of REALTORS®, the

National Association of REALTORS®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the National Association of REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any four year cycle shall not be required to complete additional ethics training until a new four year cycle commences.

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

Members suspended for failing to meet the requirement for the first four (4)-year cycle (2001 through 2004) will have until December 31, 2005 to meet the requirement. Failure to meet the requirement by that time will result in automatic termination of membership. Failure to meet the requirement for the second (2005 through 2008) cycle and subsequent four (4)-year cycles will result in suspension of membership for the first two months (January and February) of the year following the end of any four (4)-year cycle or until the requirement is met, whichever comes sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated (adopted 1/01, revised 5/05)

ARTICLE VIII - USE OF THE TERMS

REALTOR® AND REALTORS®

Section 1. Use of the terms REALTOR® and REALTORS® by Members shall at all times be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and to the Rules and Regulations prescribed by its Board of Directors. The Board shall have authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS®, use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the association's Code of Ethics and Arbitration Manual (amended 6/06)

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

Section 3. A REALTOR® Member who is a principal of a real estate firm, partnership, or corporation may use the terms REALTOR® or REALTORS® only if all of the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the state or state contiguous thereto are REALTOR® Members of the Board or Institute Affiliate Members as described in Section 1(b) of Article IV.

(a) In the case of a REALTOR® member who is a principal of a real estate firm, partnership, or corporation whose business activity is substantially all commercial, the right to use the term REALTOR® or REALTORS® shall be limited to office locations in which a principal, partner, corporate officer, or branch office manager of the firm, partnership or corporation holds REALTOR® membership. If a firm, partnership, or corporation operates additional places of business in which no principal, partner, corporate officer, or branch office manager holds REALTOR® membership, the term REALTOR® or REALTORS® may not be used in any reference to those additional places of business (Amended 1/01)

Section 4. Institute Affiliate Members shall not use the terms REALTOR® or REALTORS®, nor the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®

ARTICLE IX - STATE AND NATIONAL MEMBERSHIPS

Section 1. The Board shall be a Member of the NATIONAL ASSOCIATION OF REALTORS® and the GEORGIA ASSOCIATION OF REALTORS®. By reason of the Board's Membership, each REALTOR® Member of the Member Board shall be entitled to Membership in the NATIONAL ASSOCIATION OF REALTORS® and the GEORGIA ASSOCIATION OF REALTORS® without further payment of dues. The Board shall continue as a Member of the State and National Associations, unless by a majority vote of all its REALTOR® Members, decision

is made to withdraw, in which case the State and National Associations shall be notified at least one month in advance of the date designated for the termination of such Membership.

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

Section 3. The Board adopts the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and agrees to enforce the Code among its REALTOR®. The Board and all of its Members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the National Association and the Georgia Association.

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 Board upon final approval of the application.

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

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

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

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

Membership dues shall be prorated for any licensee included on a certification form submitted to the association who during the same calendar year applies for REALTOR® or REALTOR-ASSOCIATE® membership in the association. However, membership dues shall not be prorated if the licensee held REALTOR® or REALTOR-ASSOCIATE® membership during the preceding calendar year. (amended 2003)

(2) In the event a sales licensee who holds REALTOR® Membership is dropped for non-payment of Board dues, and the licensee remains with the Designated REALTOR®'s firm, the dues obligation of the "designated" REALTOR® will be increased to reflect the addition of a non-Member licensee. Dues shall be calculated from the first day of the current fiscal year and are payable within 30 days of the notice of termination.

(b) The annual dues of each REALTOR® Member other than a principal, partner or corporate officer shall be in such amount as established annually by the Board of Directors.

(c) Institute Affiliate Members. The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the National Association of REALTORS®.

NOTE: The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate Members (\$75). The National Association shall credit \$25 to the account of a local association for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the \$25 amount will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the other board. The National Association shall also credit \$25 to the account of the state associations for each Institute Affiliate Member whose office address is located within the territorial jurisdiction of the state association. Local and state associations may not establish any additional entrance, initiation fees or dues for Institute Affiliate Members, but may provide service packages to which Institute Affiliate Members may voluntarily subscribe.

(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. There shall be no dues for Honorary Members.

(g) Student Members. There shall be no dues for Student Members.

Section 3. Annual Dues Payable. Annual dues for all Members shall be payable on the first day of January for the current year. Dues for new members shall be computed from the first day of the first full month after the broker receives a new licensee and shall be prorated for the remainder of the year.

Section 4. Nonpayment of Financial Obligations. If dues, fines, or other assessments including amounts owed to the Board's Multiple Listing Service are not received at the designated location within thirty (30) days after the due date, a late fee of \$75.00 will automatically be added to the amount past due, and the nonpaying REALTOR® Member is subject to suspension at the discretion of the Board of Directors. Sixty (60) days after the due date, Membership of the nonpaying Member may be terminated at the discretion of the Board of Directors. Ninety (90) days after the due date, Membership of the nonpaying REALTOR® 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 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 Board or any of its services, departments, divisions, or subsidiaries apply for reinstatement in a manner prescribed for new applicants for Membership, after making payment in full of all accounts due as of the date of termination.

Section 5. Deposit. All money received by the Board for any purpose shall be deposited to the credit of the Board in a financial institution or institutions selected by resolution of the Board of Directors.

Section 6. Expenditures. The Board of Directors shall administer the day to day finances of the Savannah Board of REALTORS®. Capital expenditures in excess of \$25,000 may not be made unless authorized by 5% of the REALTOR® Members eligible to vote.

Section 7. Notice of Dues, Fees, Fines, Assessments, or Other Financial Obligations of Members. All dues, fees, fines, assessments, or other financial obligations to the Board or Board Multiple Listing Service shall be noticed to the delinquent Board Member in writing setting forth the amount owed and due date.

Section 8. The dues of REALTOR® Members who are REALTOR® Emeriti (as recognized by the National Association), Past Presidents of the National Association or recipients of the Distinguished Service Award shall be as determined by the Board of Directors. (*)

(*) NOTE: A Member Board's dues obligation to the National Association is reduced by an amount equal to the amount which the Board is assessed for a REALTOR® Member, times the number of REALTOR® Emeriti (as recognized by the National Association), Past Presidents of the National Association, and recipients of the Distinguished Service Award of the National Association who are REALTOR® Members of the Board. The dues obligation of such individuals to the local Board should be reduced to reflect the reduction in the Board's dues obligation to the National Association. The Board may, at its option, choose to have no dues requirement for such individuals except as may be required to meet the Board's obligation to the State Association with respect to such individuals. Member Boards should determine whether the dues payable by the Board to the State Association are reduced with respect to such individuals.

It should be noted that this does not affect a "Designated" REALTOR®'s dues obligation to the Board with respect to those licensees employed by or affiliated with the "Designated" REALTOR® who are not themselves Members of the local Board.

ARTICLE XI - OFFICERS AND DIRECTORS

Section 1. Officers. The elected officers of the Board shall be: a President, a President-Elect, a Vice President of Professional Development, a Vice President of Public and Community Relations, a Vice President of Member Services and a Vice President of Governmental Affairs. To serve as an Officer, a member must have served at least one year as a member of the SABOR Board of Directors. To serve as President-Elect, a member must have served at least one year as an officer of SABOR. They shall be elected for terms of one year, or until successors are elected. No member shall serve more than four consecutive years as a Vice-President. The President-Elect shall succeed to the office of President. Only the office of President-Elect is automatic for election to the office of President the following year. The election to any other executive position is not necessarily a prerequisite to ultimate election to the office of President-elect, and/or President in subsequent years. The Board of Directors shall also appoint a "Association Executive" who shall serve at the discretion of the Board of Directors and shall have such duties as the Board of Directors may determine from time to time. The Association Executive does not have to be a Member, and shall not be a member of the Board of Directors.

Section 2. Duties of Officers. 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. It shall be the particular duty of the Association Executive to keep the records of the Board and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the GEORGIA ASSOCIATION OF REALTORS®.

Section 3. Board of Directors. The governing body of the Board shall be a Board of Directors consisting of elected officers and twelve (12) REALTOR® Members of the Board. Directors shall be elected to serve for terms of three years, except that at organization one-third of the elected Directors shall be elected for terms of one, two, and three years respectively, or for lesser terms as may be deemed necessary to complete the first fiscal year. Thereafter, as many Directors shall be elected each year as are required to fill vacancies. Directors shall be limited to two consecutive terms. In addition to the twelve (12) REALTOR® Members of the Board, the immediate Past President, the President of WOMEN'S COUNCIL OF REALTORS®, the President of the SAVANNAH MULTI-LIST CORPORATION, a Representative of the Past President's Advisory Workgroup, and the

Chairperson of the SAVANNAH YOUNG COUNCIL OF REALTORS® shall be voting Members of the Board of Directors. The President of the RCA will be invited to the SABOR Directors meetings with voice but no vote.

Section 4. Election of Officers and Directors.

(a) At least two (2) months before the annual election, a Nominating Committee shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall consist of five REALTOR® members and three alternates (2 at large alternates and one past president alternate able and willing to serve) appointed as follows: Chairman: Past President twice removed (note: if the Past President twice removed cannot serve, the President shall appoint the Chairman), two most recent Past Presidents of SABOR able and willing to serve, and one at-large member chosen by the SABOR President and two alternates, and one at-large member and one alternate chosen by the current President Elect. The at-large member terms will be staggered. No SABOR Past President may serve as an at-large member. The chairman shall be the past president twice removed. The alternate shall serve only in the event a Member of the nominating committee is unable to attend. The alternate(s) shall be notified and attend all nominating committee meetings with no voice or vote. In the event a Member of the committee is unable to attend, the alternate will become a voting Member of the committee with voice and vote. The Nominating Committee shall select one candidate for President, President Elect and 4 candidates for Vice Presidents and one candidate for each place to be filled on the Board of Directors. Prior to the report of the nominating committee going out the President Elect will designate which Vice President candidate shall fill each of the four positions. The report of the Nominating Committee shall be mailed to each Member eligible to vote at least three (3) weeks preceding the election. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least 5% of the Members eligible to vote. The petition shall be filed with the Chief Executive Officer at least two (2) weeks before the election. The Chief Executive Officer shall send notice of such additional nominations to all Members eligible to vote at least seven (7) days before the election.

(b) The election of Officers and Directors shall take place at the annual meeting. If there is only one (1) candidate for an office, then the election may be by voice vote. Otherwise election shall be by ballot and all votes shall be cast in person. The ballots shall contain the names of all candidates and the offices for which they are nominated.

(c) The President, with the approval of the Board of Directors, Shall appoint an Election Committee of five (5) REALTOR® Members to conduct the election. In case of a tie vote, the issue shall be determined by lot.

(d) No firm shall have more than two (2) voting Directors at any one time serving on the Board of Directors. In the event the President of Women's Council, or the Chairperson of Young Council are from a firm with two elected Directors, they shall appoint a Member from their elected officers to represent them. If an Officer or Director also serves as President or Chairperson of one of the above groups, that group shall appoint an alternate voting representative.

Section 5. Vacancies. Vacancies among the Officers and the Board of Directors shall be filled by a simple majority vote of the Board of Directors until the next annual election. If the offices of President and President-Elect become vacant, the most recent Immediate Past President, willing and able to serve, shall succeed to the office of President until such time as the Board of Directors selects a new President.

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

(a) A petition requiring the removal of an Officer or Director and signed by not less than one-third of the voting Membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next ranking officer, and shall specifically set forth the reasons the individual is deemed 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 Board 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 of the Savannah Board of REALTORS® at least ten (10) days prior to the meeting, and shall be conducted by the President of the Board unless the President's continued service in office is being considered at the meeting. In such case, the next ranking officer will conduct the meeting of the hearing by the Members. Provided a quorum is present, a three-fourths vote of Members present and voting shall be required for removal from office.

Section 7. Election of State Directors. The President-Elect shall present to the Board of Directors, for their approval, the names of qualified, active REALTORS® to serve as Directors of the State Association. The number of Directors shall be designated by the State Association based on Active REALTOR® Membership according to August 31 Membership figures. The approved Directors shall take office on the beginning of the fiscal year and serve a term of two years (or until their successor has been elected). Any vacancy occurring shall be filled by an eligible REALTOR® selected by the President and approved by the Board of Directors.

ARTICLE XII - MEETINGS

Section 1. Annual Meetings. The annual meeting of the Board shall be held during October of each year, the date, place and hour to be designated by the Board of Directors.

Section 2. Meetings of Directors. The Board of Directors shall designate a regular time and place of meetings. A Director who has been absent from three regular meetings within a calendar year shall be subject to removal from the Board of Directors, pending review by the Executive Committee. The decision of the Executive Committee is final. In the case of the appointed Directors representing the WCR, SMLC, YCR the absent Director will be replaced with another member of the elected officers.

- (a) **Quorum.** A quorum for Board of Directors meetings shall consist of a majority, (50% plus one) of Directors eligible to vote. A majority vote by such Directors present shall be required for passage of motions.
- (b) **Special meetings of the Board of Directors may be called by the Board of Directors President or upon written request of 25% of the current directors. Written notice must be provided at least three (3) business days prior to the meeting and shall include purpose of said called meeting.**

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 10% of the Members eligible to vote.

Section 4. Notice of Meetings. Written notice shall be mailed 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. Publication of said notice in the Board's newsletter to every REALTOR® Member shall be deemed sufficient written notice.

Section 5. Quorum and Voting. A quorum for the transaction of business shall consist of 5% of the Members eligible to vote. A majority vote by such Members present and voting shall be required for passage of motions.

Section 6. Electronic Transaction of Business. The Board of Directors or Committees may conduct business by conference call or other electronic means by which all Directors or Committee Members participating may simultaneously hear each other at the meeting. A Director or Member participating by this means is deemed to be present in person at the meeting.

Section 7. Action without Meeting. Any action required or permitted to be taken at a Board of Director's meeting or Committee meeting may be taken without a meeting if the action is taken by all members of the Board of Directors or Committee. The action must be evidenced by each Director or Committee Member, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A consent signed and delivered by a Director or Committee Member shall have the effect of a meeting vote and may be described as such in any document. Said consent may be delivered by electronic transmission.

NOTE: For purposes under these Bylaws, the term "electronic transmission" or "electronically transmitted" means any form of communication not directly involving the physical transmission of paper. An electronic transmission creates a record that may be retained, retrieved, and reviewed by a recipient thereof and that may be directly reproduced in paper form by such a recipient through an automated process. Electronic

transmissions may include, but are not limited to, e-mail, facsimile transmissions, telegraphs, telegrams, cablegrams or teletypes.

ARTICLE XIII - COMMITTEES

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

Budget & Finance	Grievance
Bylaws	Professional Standards

Section 2. Executive Committee. The Savannah Board of REALTORS® Executive Committee shall consist of the current President, President Elect, Vice Presidents, the Immediate Past President of the Savannah Board of REALTORS® along with the current President and President-Elect of the Savannah Multi-List Corporation. The SABOR President and President-Elect shall be the Chairman and Vice Chairman, respectively. The Executive Committee shall review such business of the Board brought to it by the President, act as an Advisory Council to the President, bring matters to the Board of Directors for their consideration and make recommendations to the Budget Committee each year with regard to staff salaries.

Section 3. Special Committees. The President shall appoint, subject to confirmation by the Board of Directors, special committees as deemed necessary.

Section 4. Organization. All committees shall be of 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 5. President and President-Elect. The President and President-Elect shall be an ex-officio Member of all standing committees and shall be notified of their meetings.

Section 6. Quorum. A quorum for committee meetings shall consist of a minimum of three (3) members eligible to vote. A majority vote by such members present shall be required for passage of motions.

ARTICLE XIV - FISCAL AND ELECTIVE YEAR

Section 1. The fiscal and elective year of the Board shall be the calendar year.

ARTICLE XV - RULES OF ORDER

Section 1. Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Board, its Board of Directors, and committees, in all instances wherein its provisions do not conflict with these Bylaws.

ARTICLE XVI - AMENDMENTS

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

Section 2. Written 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. Publication of said notice in the Board's newsletter to every REALTOR® Member shall be deemed sufficient written notice.

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

Section 4. Amendments to the Rules and Regulations of SABOR shall be by consideration and approval of the Board of Directors of SABOR, in accordance with the provisions of Article XII Section 2, concerning Meetings of the Board of Directors.

ARTICLE XVII - DISSOLUTION

Section 1. Upon the dissolution or winding up of affairs of this Board, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the GEORGIA ASSOCIATION OF REALTORS® or, within its discretion, to any other non-profit tax exempt organization. Section 14-3-621 of the Georgia Nonprofit Corporation Code, effective July 1, 1991, shall not apply to this corporation or its Members.

ARTICLE XVIII - MULTIPLE LISTING

Section 1. Authority. The BOARD OF REALTORS® shall maintain for the use of its Members a Multiple Listing Service which shall be the lawful corporation of the State of Georgia, all the stock of which shall be owned by the BOARD OF REALTORS®.

Section 2. Purpose. A Multiple Listing Service is a means by which authorized Participants make blanket unilateral offers of compensation to other Participants (acting either as buyer agents, sub agents, or in agency and 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 data bases; 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. Governing Documents. The Board of Directors shall cause any Multiple Listing Service established by it pursuant to this Article to conform its Corporate Charter, Constitution, Bylaws, Rules, Regulations, and Policies, Practices, and Procedures at all times to the Constitution, Bylaws, Rules, Regulations, and Policies of the NATIONAL ASSOCIATION OF REALTORS®.

Section 4. Participation.

(a) Any REALTOR® of this or any other Board 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 MLS 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 MLS "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 SMLC 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 SMLC where access to such information is prohibited by law. (Amended 11/08)

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 in 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 state law. (Adopted 11/08).

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 in 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 non-discriminatory manner to all Participants and potential Participants. (Adopted 11/08)

(b) Participation in the service is also available to nonmember principals who meet the qualifications established in the association's bylaws and MLS rules and regulations. However, under no circumstances is any

individual or firm, regardless of membership status, entitled to multiple listing service participation or membership 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 or published by an association multiple listing service where access to such information is prohibited by law. The nonmember principal of any firm, partnership, corporation, or the branch office manager designated by said firm, partnership, or corporation as the Participant shall have only those rights, benefits, and privileges as specified by 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 Participant who utilize the service (Amended 4/98)

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 in 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 state law. (Adopted 11/08).

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 in 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 non-discriminatory manner to all Participants and potential Participants. (Adopted 11/08)

Section 5. Access to Comparable and Statistical Information. Board Members who are actively engaged in real estate brokerage, management, mortgage financing, appraising, land development or building, but who do not participate in the MLS, are nonetheless entitled to receive, by purchase or lease, information other than current listing information that is generated wholly or in part by the MLS including "comparable" information, "sold" information, and statistical reports. This information is provided for the exclusive use of Board Members and individuals affiliated with Board 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 MLS Rules and Regulations. Board Members who receive such information, either as a Board service or through the Board's MLS, are subject to the applicable provisions of the MLS rules and Regulations whether they participate in the MLS or not.

ARTICLE XIX - FINANCE

Section 1. Financial Statements. Quarterly financial statements will be made available for member review at a designated location at the Board Office during normal business hours.

Section 2. Accountant Audits and Reviews. The accounts of the Savannah Board of REALTORS® shall be Audited at least every other year by a Certified Public Accountant designated by the Board of Directors. On years an Audit is not conducted, there will be a Review. An Audit or Review will be at the discretion of the Budget & Finance Committee

RULES AND REGULATIONS

Section 1. CENTRAL LOCKBOX SYSTEM

A Lockbox is a container affixed to a property containing a device to gain access to the property being marketed by a licensee in the SABOR. REALTORS®, and every non-principal broker, sales licensee and licensed or certified appraiser who is affiliated with a REALTOR® Member are authorized under certain conditions to open these lockboxes under terms specified by the listing broker. Cooperating licensees, must contact the listing broker to disclose their agency status and to arrange appointments to show listed property even if the property has a Lockbox affixed to it unless the listing broker has given specific permission (through information published in the MLS or otherwise) to show the property without first contacting the listing broker. All keyholders must contact the listing broker to arrange appointments for access to listed property.

Lockboxes must be removed within two (2) days of the property closing, expiring or being withdrawn from market.(8/00)

Key Control: Under no circumstances will a key be issued to a prospective keyholder until he has signed a "Keyholder Lease Agreement" (the "Lease"), (made a part of these Rules and Regulations by reference), with the GE Security, Inc., its successors and/or assigns. It is further stated that any keyholder who shares or loans his key, will be in violation of this section and will be fined \$200.00 for the first offense and may have his key privileges revoked by the Board of Directors of the SABOR. Any additional offenses may result in revocation or suspension of key privileges and a fine up to \$500.00, by said Directors.

Termination of Keyholders: When a keyholder transfers, terminates his association, or goes inactive, he shall immediately notify SABOR.

Lost Key Policy: In the event of lost, misplaced or stolen keys, the keyholder shall notify SABOR within twenty-four (24) hours from the time the loss is discovered, and fill out all necessary documents required by Supra/NCB, if applicable.

Annual Fee: Annual keyholder fees to be determined by the Board of Directors of SABOR.

Annual fees to be paid by June 1st of each year. Proration will be 1/2 the annual fee. June 1st to November 30th - FULL ANNUAL FEE, December 1st to May 31st - 1/2 ANNUAL FEE.

If a keyholder refuses or is unable to demonstrate that the key is within their physical control, then the key will be considered lost and the Lost Key Policy will be effective immediately, with the exception of the police report if the key can be physically produced.

Security Requirements:

- 1) Use of the system must be strictly limited to keyholders.
- 2) The listing agreement must have seller's specific authorization to participate in the Central Lockbox System.
- 3) Any Board Member or employee involved in the administration or operation of the system shall be bonded.

Training: SABOR offers a Lockbox Fundamentals Training Course that is voluntary for any REALTOR®, and every non-principal broker, sales licensee and licensed or certified appraiser who is affiliated with a REALTOR® Member who requests a key. This course should be attended and completed prior to issuance of a key. Upon completion and issuance of key privileges, keyholder agrees to abide by all documents pertaining to the use of the Lockbox system, including but not limited to: materials distributed at Lockbox Orientation Class, Supra Users Guide, Keybox Lease Agreement, Keybox Authorization Addendum, the Lease, the Administrative Agreement between NCB, SUPRA and SABOR, and all other related information distributed from time to time and made a part of these Rules and Regulations, by reference. Failure to abide by these collective rules will constitute an alleged violation of the Rules and Regulations and subject to Section 2. Compliance with Rules.

Section 2. LOCK BOX SECURITY REQUIREMENTS

Eligibility for coverage under NAR's blanket errors and omissions insurance program is contingent on compliance with the following security measures.

- 1. Any key, programmer, or other device (hereinafter referred to as key) by which a lock box can be opened shall be non-duplicative. By non-duplicative it is not meant that the key is necessarily covered by a current patent but that it cannot be readily copied in the manner that other types of keys ordinarily are.**
- 2. Keys must be obtained from the original manufacturer, from a recognized vendor of lock box systems or from any other legitimate source. Prior to utilizing previously used keys, lids, or boxes, information shall be obtained from the original manufacturer to determine whether the key's pattern, code, or configuration is already in use by other associations, multiple listing services, or other users in the vicinity. Surrounding associations and multiple listing services shall also be contacted to determine whether the key's pattern, code, or configuration is currently in use.**
- 3. The lock box is an activity of the Savannah Board of REALTORS® and every REALTOR® and every non-principal broker, sales licensee and licensed or certified appraiser affiliated with a REALTOR®, shall be eligible to hold a key subject to their execution of a lease agreement with the board. (Amended 11/96)**

Key lease agreements executed by non-principal brokers, sales licensees, and licensed or certified appraisers will be cosigned by the designated REALTOR® or the office's broker of record. Lease agreements shall spell out the responsibilities of the parties and shall incorporate by reference any applicable rules or regulations or other governing provisions of the board that relate to the operation of the lock box system. The lease agreement shall also provide that keys may not be used under any circumstances by anyone other than the keyholder except as provided elsewhere in this statement of policy. (Amended 2/98)

The board may refuse to sell or lease lock box keys, may terminate existing key lease agreements, and may refuse to activate or reactivate any key held by an individual convicted of a felony or misdemeanor if the crime, in the determination of the board, relates to the real estate business or puts clients, customers, or other real estate professionals at risk.

The board may suspend the right of lock box keyholders to use lock box keys following their arrest and prior to their conviction for any felony or misdemeanor which, in the determination of the board, relates to the real estate business or which puts clients, customers, or other real estate professionals at risk.

Factors that can be considered in making such determinations include, but are not limited to:

- the nature and seriousness of the crime**
- the relationship of the crime to the purposes for limiting lock box access**
- the extent to which access (or continued access) might afford opportunities to engage in similar criminal activity**
- the extent and nature of past criminal activity**
- time since criminal activity was engaged in**
- evidence of rehabilitation while incarcerated or following release and**
- evidence of present fitness (Adopted 11/99)**

No one shall be required to lease a key from the board except on a voluntary basis. The board may, at their discretion, lease keys to affiliate members of associations who are actively engaged in a recognized field of real estate practice or in related fields. In such instances, the lease agreement shall be signed by the keyholder and by a principal, partner, or corporate officer of the keyholder's firm. (Amended 11/97)

Key lease agreements may contain a liquidated damages provision to offset some or all of the costs in reestablishing the security of the system if it is determined that the security has been compromised through the negligence or fault of the keyholder. (Amended 11/97)

4. The board shall maintain current records as to all keys issued and in inventory. There shall be an audit, at least annually, of all keys, whether issued or in inventory. This requirement may be satisfied by a physical inventory or, alternatively, by receipt of a statement signed by the keyholder and the designated REALTOR®, broker of record, or, in the case of an affiliate member, by a principal, partner, or corporate officer of the keyholder's firm, attesting that the key is currently in possession of the keyholder. *This audit requirement does not apply to electronic lock box programmers or keypads which are sold or leased provided such devices may be deactivated within thirty (30) days.* (Amended 5/99)
5. Lock boxes may not be placed on a property without written authority from the seller. This authority may be established in the listing contract or in a separate document created specifically for the purpose. Inclusion in MLS compilations cannot be required as a condition of placing lock boxes on listed property. (Amended 11/05)
6. Keyholders and their cosignatories shall have the joint obligation of immediately reporting lost, stolen, or otherwise unaccountable for keys to the board. Upon receipt of notice, the board shall take any steps deemed necessary to re-secure the system.
7. All keyholders, whether board members or not, shall agree, as a condition of the key lease agreement, to be bound by the rules and procedures governing the operation of the lock box system. (Amended 11/05)

Section 3. COMPLIANCE WITH RULES

The following action may be taken for non-compliance with the rules:

\$ 100 1st Offense

\$ 250 2nd Offense

\$ 500 3rd Offense and attendance at appropriate SABOR orientation. The decision may be appealed to the Board of Directors prior to implementation. Final approval by the Board of Directors is required.

Any constant, repetitious violators who do not conform to the rules and spirit of SABOR shall be considered by the Bylaws/Rules and Regulations Committee for suspension or expulsion. Such action shall be subject to final approval by the Board of Directors. Constant repetitious violators shall be defined as any violator having more than three (3) offences in one twenty-four month period.

If the alleged offense is a violation of the Rules and Regulations of the Board and does not involve a charge of alleged unethical conduct or request for arbitration, it may be administratively considered and determined by the Bylaws/Rules and Regulations Committee, and if a violation is determined, the Committee may direct the imposition of sanction, provided the recipient of such sanction may request a hearing before the Professional Standards Committee of the Board in accordance with the Bylaws and rules and Regulations of the Board of REALTORS® within twenty (20) days following receipt of the Directors' decision.

Section 4. CHANGES TO RULES AND REGULATIONS

Amendments to the Rules and Regulations of SABOR shall be by consideration and approval of the Board of Directors of SABOR, in accordance with the provisions of Article XII Section 2, concerning Meetings of the Board of Directors.

Revised: March 10, 1997, approved by NAR September, 1997

November, 1998; June & August, 2000, February, 2001, SEPTEMBER 2006, JULY 200

Volunteer/Staff - Code of Conduct and Sexual Harassment Policy.

The members and staff must work together effectively as a team to accomplish the Board's goals. Such joint efforts are enhanced by an environment of courtesy and mutual respect. Offensive behavior not only impedes the effectiveness of the joint efforts, but can also create exposure to legal liability. The Savannah Board of REALTORS⁷ fully supports the rights and opportunities of all its directors, committee members and employees to work in an environment free from discrimination and without subjugation to sexual harassment. Sexual harassment does not include occasional compliments or voluntary relationships between members and staff. Sexual harassment may be overt or subtle. It includes behavior that is not welcome, that is personally offensive, that fails to respect the rights of others, that lowers morale and that, therefore, interferes with the effectiveness of our work. Sexual harassment may take different forms. One specific form is a demand for sexual favors. Other forms of harassment include:

- Verbal Sexual innuendoes, suggestive comments, jokes of a sexual nature, sexual propositions, threats.**
- Non-Verbal Sexually suggestive objects or pictures, graphic commentaries, suggestive or insulting sounds, leering, whistling, obscene gestures.**
- Physical Unwanted physical contact, including touching, pinching, brushing the body, coerced sexual intercourse, assault.**

Whatever form it takes -- verbal, non-verbal or physical -- sexual harassment is insulting and demeaning to the recipient and cannot be tolerated. Sexual harassment of any member or staff by any member or staff will not be tolerated. All staff and members will be expected to behave accordingly and take appropriate measures to ensure that such conduct does not occur. Appropriate disciplinary action will be taken against any staff or member who engages in sexual harassment.

Any director who believes he or she has been the subject of sexual harassment should report the alleged act immediately to his or her President. If the complaint involves the President, the complaint should be brought to the attention of the First Vice President.

Any committee member who believes he or she has been the subject of sexual harassment should report the alleged act immediately to the chairman or vice chairman of the committee. If the complaint involves the chairman or vice chairman, the complaint should be brought to the attention of the Association Executive. Sexual harassment is illegal conduct and is contrary to the policy of the Savannah Board of REALTORS⁷. Each and every employee is responsible for assuring that they do not engage in sexual harassment or any conduct which could be viewed as sexual harassment.

Sexual harassment includes: 1) Unwelcome sexual advances;

2) Unwelcome requests for sexual acts or favors;

3) Other verbal or physical conduct that has the purpose or effect of unreasonably interfering with an individual's work performance by creating an intimidating, hostile or offensive working environment.

Complaint Procedure - Any employee who believes he/she has suffered sexual harassment by any other employee, including supervisors and coworkers, or by any member of the Board or by any guest or visitor of the Board must bring the problem to the attention of any of the Association Executive

The complaint does not have to be in writing. It is helpful if details of dates, times, places and witnesses, if any, to the harassment can be provided.

Complaint Investigation and Confidentiality - All complaints will be investigated promptly by a team comprised of the Association Executive and Board Legal Counsel.

The identity of the employee making the complaint as well as the identity of the individual accused of sexual harassment will be kept strictly confidential. Information regarding the charge of sexual harassment and the investigation of that charge will not be made known to anyone who is not directly involved either as a party, a witness, a member of the investigatory team, or the Association Executive. Witnesses interviewed will be provided only such information as is necessary to elicit from them their observations and other relevant information.

During the investigation, both the complainant and the accused will be provided a full opportunity to tell their side of the story. Witnesses identified by the complainant or the accused will also be interviewed. Upon completion of the investigation, the investigatory team will prepare a written report of its findings and recommendations for the President. Authority for the final resolution of all charges and the determination of appropriate sanctions rests with the President.

Discipline - Sexual harassment is a serious offense and any employee found to have engaged in such conduct is subject to severe discipline, including termination.

It is contrary to Board policy for a supervisor to retaliate against any employee who files a charge of sexual harassment. All possible steps will be taken to eliminate the possibility of retaliation resulting from the filing of a complaint.

In the event a complaint of sexual harassment is found to be totally and completely without basis, appropriate disciplinary measures may be taken against the employee who brought the complaint. While this is in no way intended to discourage any employee who believes they have been the victim of sexual harassment from bringing a complaint, the Board recognizes that a charge of sexual harassment can cause serious damage to the accused's personal reputation and professional career.

Follow-up - In instances in which sexual harassment is found to have occurred, a member of the investigatory team will remain in communication with the victim to find out whether the harassment has ceased or if any retaliation has occurred.