

**BYLAWS
of the
RHODE ISLAND ASSOCIATION OF REALTORS® , INC.**

Approved: October 9, 2024
Latest Revision: August 20, 2024
NAR Approved: October 30, 2020

**ARTICLE 1
Name and Objectives**

Section 1. The name of this organization shall be: RHODE ISLAND ASSOCIATION OF REALTORS®, INCORPORATED, (“ASSOCIATION”). *(Revised 10/16)*

Section 2. The objectives of this ASSOCIATION shall be

(a) to unite Member Boards of REALTORS®, (“Boards”), and their members including, but not limited to, the State of Rhode Island for the purpose of exerting effectively a combined influence upon matters affecting real estate and to elevate the standards of the real estate business throughout the state and the professional conduct of persons so engaged; *(Revised 10/16)*

(b) to designate, for the benefit of the public, individuals authorized to use the terms REALTOR® and REALTORS® as licensed, prescribed and controlled by the NATIONAL ASSOCIATION OF REALTORS®.

**ARTICLE II
Membership**

Section 1. The members of this ASSOCIATION shall consist of eight classifications: (1) Member Boards, (2) Board Members, (3) REALTOR® Members, (4) Institute Affiliate Members, (5) Affiliate Members, (6) Honorary Members, (7) Secondary Association Members, and (8) REALTOR® Emeritus Members. Board Members shall be REALTOR® Members of the ASSOCIATION.

Section 2. A Member Board shall be any Board/Association, all the REALTOR® Members of which hold membership in this ASSOCIATION and in the NATIONAL ASSOCIATION OF REALTORS®. *(Revised 10/16)*

Section 3. A Board Member shall be any REALTOR® of a Member Board, as previously defined, who is a licensed or certified appraiser or is licensed to practice real estate under Rhode Island law or whose real estate practice does not require a license as defined by the Rhode Island Real Estate License Law (Chapter 5-20.5-2 “Persons Exempt” of the General Laws).

Section 4. 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® membership, subject to payment of applicable dues for such membership.

Section 5. Affiliate Members shall be individuals or firms who, while not engaged in the real estate profession as defined in Sections 3 or 4 of this Article, have interests that relate to real estate and are aligned with the objectives of the ASSOCIATION. *(Revised 09/23)*

Section 6. Honorary Members shall be ex-officio, non-voting individuals other than those engaged in the real estate business who have contributed notably to this ASSOCIATION. *(Revised 10/16)*

Section 7. A Secondary Member shall be a Board Member whose primary office location and Board affiliation is in another state or in another Member Board within the state.

Section 8. The ASSOCIATION shall recognize a REALTOR® as a REALTOR® Emeritus after approval of such status by the NATIONAL ASSOCIATION OF REALTORS® and notification to the ASSOCIATION. *(Revised 09/23)*

Section 9. Any member whose license is suspended or revoked by the licensing authority shall no longer be a member in good standing and shall no longer be eligible to hold membership in the ASSOCIATION.

ARTICLE III

Dues

Section 1. The annual dues of each Member Board as defined in ARTICLE II of these Bylaws shall be an amount as established by the Board of Directors, and as stated in the ASSOCIATION'S *Policy and Procedures Manual*. *(Revised 10/16)*

Section 2. The annual dues of each Affiliate and Institute Affiliate Member shall be as established pursuant to Article II, Section 2 (a) of the NATIONAL ASSOCIATION OF REALTORS® Bylaws.

ARTICLE IV

Officers

Section 1. The elective Officers of the ASSOCIATION shall be a President, a President-Elect, a Vice President, a Treasurer, and a Secretary, who hold primary REALTOR® membership in any Member Board and who are members in good standing of the ASSOCIATION.

For the elective term beginning in 2024 to 2025 and for all elective terms going forward, the elective Officers of the ASSOCIATION shall be a President, a President-Elect, a Vice President, and a Secretary/Treasurer, who hold primary REALTOR® membership in any Member Board and who are members in good standing of the ASSOCIATION.
(Revised 09/23)

In the absence or disability of the President, the President-Elect shall perform his/her duties. All Officers and Directors of the ASSOCIATION shall be sworn into their office. An elective term is defined as the term of office consisting of the period of time immediately following the installation of Officers of the NATIONAL ASSOCIATION OF REALTORS® and running until the next installation of Officers of the NATIONAL ASSOCIATION OF REALTORS®.

- (a) The term of office of the President shall be limited to one elective term, except where the President-Elect is not able to assume office; in that case, the President shall be eligible to serve a second consecutive elective term.
(Revised 10/24)
- (b) No person shall hold the Office of the President or President-Elect for more than two successive elective terms.
- (c) No person shall concurrently serve as an Officer of the ASSOCIATION and as an Officer of their Member Board.

Section 2. The duties of the Officers shall be such as their titles by general usage would indicate and as outlined in the *Policy and Procedures Manual*, and such as may be assigned to them respectively by the Board of Directors from time to time, and such as are required by law. *(Revised 10/16)*

Section 3. Officers of the ASSOCIATION who are absent from two (2) regularly scheduled Board of Directors meetings during any twelve-month period shall be deemed to have resigned from their office and the ASSOCIATION Board of Directors. An Officer deemed to have resigned will be notified in writing by the President. For purposes of this Section, vacancies shall be filled as provided in the ASSOCIATION *Policy and Procedures Manual*. *(Approved 10/24)*

Section 4. Upon MAJORITY VOTE of the Board of Directors, an Officer may, at the discretion of the Board of Directors, be removed from office during his/her term of office.

ARTICLE V

Board of Directors

Section 1. The government of the ASSOCIATION shall be vested in a Board of Directors, consisting of the Officers and the following:

- (a) The President of each Member Board during his/her term of office will be counted toward the ASSOCIATION Director allocation of the respective Member Board.
- (b) Each Member Board shall have three (3) elected Directors to serve an initial term of two years. At the discretion of the Member Board, a Director may be reappointed by the Member Board to serve additional two-year terms. Additional Director appointments: Each Member Board shall be granted one additional Director appointment for each 25% of the total ASSOCIATION REALTOR® membership as determined by the previous December 31 membership, to serve a term of two years. Where the December 31 membership review finds membership to drop below the 25% increment, any Director so affected will be allowed to complete the two-year term. *(Revised 10/24)*
- (c) Representatives: The President of an Institute, Society and Council of a duly authorized State Chapter approved and chartered by NAR, or a division, network or subsidiary of ASSOCIATION, shall have the right to serve as ex-officio Directors on the Board of Directors with full voting privileges. The chapter or network must be in good standing with NAR and its National affiliates and maintain a base membership of 1% of the total ASSOCIATION REALTOR® membership as of December 31 of the previous year. *(Revised 10/24)*
- (d) Upon MAJORITY VOTE of the Board of Directors, a Director may, at the discretion of the Board of Directors, be removed from directorship.
- (e) Directors of the ASSOCIATION, who serve according to subsection (b) above and are absent from two (2) regularly scheduled Board of Directors meetings during any twelve-month period shall be deemed to have resigned from their office. A Director deemed to have resigned will be notified in writing by the President. For purposes of this subsection, vacancies shall be filled as provided in Article V, Section 12. *(Approved 10/24)*
- (f) Directors who serve according to subsections (c) of this Section or subsection (a) of Section 2 and are absent from two regularly scheduled Board of Directors meetings, in a twelve-month period, shall be deemed to have resigned from the ASSOCIATION Board of Directors. Any such vacancy that occurs during the Director's term shall not be filled. *(Approved 10/24)*

Section 2. *(Approved 10/24)*

- (a) For the elective term beginning in 2024 to 2025 and for all elective terms going forward, the two (2) most recent Past ASSOCIATION Presidents, who are members in good standing of the ASSOCIATION, shall have the right to serve as ex-officio Directors of the ASSOCIATION with full voting privileges. The most recent Past Presidents means the people who served as the President of the ASSOCIATION during any of the two (2) elective terms immediately prior to the elective term of the current President. Any Past ASSOCIATION President who has previously resigned from or was removed from the Board of Directors shall not serve as an ex-officio Director in accordance with this Section.
- (b) All other Past ASSOCIATION Presidents shall no longer serve as Directors for the elective term beginning in 2024 to 2025 and for all elective terms going forward.

Section 3. Only ASSOCIATION Directors shall have the right to vote at Board of Directors meetings provided, however, that any ASSOCIATION member may attend a Board of Director's meeting with no voting privileges. If the Board of Directors goes into executive session, all non-voting members will be excused. *(Revised 10/24)*

Section 4. The Board of Directors shall administer the finances of the ASSOCIATION and shall have sole authority to appropriate money. The accounts of the ASSOCIATION shall be audited annually by a certified public accountant.

Section 5. Directors shall at all times act in the best interest of the ASSOCIATION and shall disclose any personal or professional interest, financial or otherwise, when an item concerning such interest is under discussion. A majority vote of the Board of Directors, excluding that affected Director, shall decide if that Director shall be allowed to vote on the discussion item.

Section 6. The Board of Directors shall meet a minimum of two (2) times each elective term on a date, and at a place to be determined by it. *(Revised 10/16)*

Section 7. For the elective term beginning in 2024 to 2025 and for all elective terms going forward, there shall be an Executive Committee of the Board of Directors, composed of the ASSOCIATION Immediate Past President; the following Officers of the Association: President, President-Elect, Vice President, and Secretary/Treasurer. This Committee shall make recommendations to the Board of Directors, shall transact business between meetings of the Board of Directors within the approved budget, and shall report in full to the Board of Directors at its next meeting. *(Revised 10/24)*

Section 8. The Board of Directors may employ a Chief Executive Officer of the ASSOCIATION, under the supervision of the President and the Executive Committee, who performs such duties as may be delegated to him or her by the Board of Directors. The Chief Executive Officer may employ such other persons as may be necessary to conduct the activities of the ASSOCIATION.

Section 9. Special meetings of the Board of Directors may be called at any time upon seven (7) days' written notice by the President or by a minimum of ten (10) Directors. *(Revised 10/16)*

Section 10. A majority of the Directors shall constitute a quorum of the Board of Directors.

Section 11. The Board of Directors shall adopt a *Policy and Procedures Manual* governing the various activities of the ASSOCIATION. Such Policy and Procedures may be amended by a majority vote of the ASSOCIATION Board of Directors provided that written notice of the substance of any proposed amendment(s) shall have been first transmitted to the Directors at least seven (7) days in advance of the meeting. *(Revised 10/16)*

Section 12. Vacancies in the Board of Directors created by other than an expiration of an elective term shall be filled by the Member Board for the unexpired elective term with the approval of the Board of Directors. However, vacancies on the Board of Directors for representatives of Institutes, Societies, or Councils of duly authorized State Chapters shall be filled by their respective organizations with the approval of the Board of Directors.

ARTICLE VI

National Association of REALTORS® Directors

Section 1. The President shall serve as a NATIONAL ASSOCIATION OF REALTORS® (NAR) Director for an elective term as defined by Article IV of the NAR Constitution. *(Approved 08/22)*

Section 2. The President-Elect shall serve as an NAR Director for an elective term of one year, subject to the annual allocation that NAR releases on July 31st or such other deadline established by NAR in accordance with Article IV of the NAR Constitution. *(Approved 08/22)*

Section 3. The Board of Directors shall appoint a primary member of (a) a Member Board with 500 – 1999 members as an NAR Director and (b) a Member Board with 499 members or fewer to serve as an NAR Director. Such appointments are subject to the annual allocation that NAR releases in accordance with Article IV of the NAR Constitution. Each Director appointed pursuant to this section shall serve as an NAR Director for an elective term of one year and shall be eligible to serve a maximum of three consecutive terms. *(Approved 08/22)*

Section 4. All NAR Directors shall meet the requirements established by NAR. *(Approved 08/22)*

Section 5. The ASSOCIATION shall report the names of NAR Directors appointed by the Board of Directors to NAR on or before September 15th or such other annual deadline established by NAR. *(Approved 08/22)*

Section 6. Any vacancies by other than an expiration of an elective term shall be filled by the President for the unexpired elective term with the approval of the Board of Directors. *(Approved 08/22)*

ARTICLE VII

Insurance

The ASSOCIATION shall maintain Professional Liability Insurance for all voting Officers and Directors, who are members in good standing of the ASSOCIATION, to cover them in their scope of activities for the ASSOCIATION. *(Revised 10/16)*

ARTICLE VIII

Annual/Special Membership Meetings

Section 1. The ASSOCIATION shall hold an annual membership meeting, which includes the election of the Officers and Directors; the time and place to be designated by the Board of Directors, with written notice of the substance of the meeting transmitted to each member at least 30 days in advance. *(Revised 08/22)*

Section 2. Special membership meetings may be called by a majority of the ASSOCIATION Board of Directors or by ASSOCIATION members in good standing who comprise a minimum of one twentieth (1/20th) of the general membership. Any call for such meeting shall state the purpose, time, and place of the meeting, and shall be issued in writing at least seven (7) days in advance. *(Revised 10/16)*

Section 3. Thirty-five (35) REALTOR® members present and in good standing shall constitute a quorum for the transaction of all business at membership meetings of the ASSOCIATION. *(Revised 10/16)*

ARTICLE IX

Committees

Section 1. The President, subject to the approval of the Board of Directors, shall appoint the following committees, the members of which shall serve for an elective term, or until their successors are appointed and qualified, except when the description of committee's authorities and duties provide otherwise. *(Revised 10/16)*

Committees:

- | | |
|-------------------------------------|-----------------------------------|
| a. Grievance Committee | d. REALTOR® of the Year Committee |
| b. Nominating Committee | e. RVP Nominating Committee |
| c. Professional Standards Committee | |

Section 2. The President, with the approval of the Board of Directors, may appoint such other standing, special, temporary, or other committees or task forces as he/she deems advisable.

- (a) The President shall be an ex-officio, non-voting member of all committees with the exception of Grievance, Professional Standards, REALTOR® of the Year, and Regional Vice President (RVP) Nominating Committees.
- (b) In the event that a committee and its members are not selected, the Board of Directors shall act in the capacity of that committee.

(Revised 10/16)

Section 3. Committees shall have such duties as their titles indicate and as the Board of Directors may assign. All actions of committees shall be subject to the approval of the Board of Directors except for Professional Standards Committee, Grievance Committee, Nominating Committee, REALTOR® of the Year Committee, and Regional Vice President (RVP) Nominating Committee. *(Revised 10/16)*

ARTICLE X

Election of Officers/Board of Directors

Section 1. The election of Officers and Directors shall be held at the annual membership meeting of the ASSOCIATION.

Section 2. At a meeting of the Board of Directors not less than two (2) months before the Annual Membership Meeting, the Board of Directors, shall approve a Nominating Committee, composed of one Board Member and one alternate Board Member appointed by each Member Board. (The alternate Board Member shall serve only in the absence of the member.) The current state President and President-Elect shall be deemed voting members of the Nominating Committee. The two (2) most recent voting Past Presidents of the ASSOCIATION, available to serve, shall be members of the Nominating Committee, with the most Immediate Past President of the ASSOCIATION serving as Chairman, with the right to vote in

the event of a tie. If neither of such ex-officio Directors is able to serve, the President-Elect shall serve as Chairman and have the right to vote only in the event of a tie. *(Revised 10/24)*

Section 3. In the event the President-Elect is unable to assume the office of President, the Nominating Committee shall be charged with the responsibility of selecting a nominee for the office of President and, if vacated, President-Elect. In this case, the President and/or President-Elect will be elected at the Annual Meeting.

ARTICLE XI

Selection of State REALTOR® of the Year

Section 1. The REALTOR® of the Year Committee shall meet annually to select the State REALTOR® of the Year. The Committee shall be composed of the current Member Board REALTORS® of the Year, with the current State REALTOR® of the Year serving as Chairperson. *(Revised 10/16)*

ARTICLE XII

Right to Vote

At all meetings of the ASSOCIATION, each Board Member in good standing shall be entitled to vote, but no one shall be entitled to vote by proxy. Other members shall not be entitled to vote.

Section 1. The ASSOCIATION may hold meetings, conduct business, and allow voting by electronic means to the fullest extent allowed by law. *(Approved 08/22)*

ARTICLE XIII

Fiscal Year

Section 1. The fiscal year of the ASSOCIATION shall be the calendar year.

ARTICLE XIV

Code of Ethics

Section 1. The ASSOCIATION adopts the *Code of Ethics* and the *Code of Ethics and Arbitration Manual* of the NATIONAL ASSOCIATION OF REALTORS®, as may be amended from time to time, to govern the Professional Standards policies and procedures of the ASSOCIATION. *(Revised 10/16)*

ARTICLE XV

Professional Standards

Section 1. Allegations of ethical violations and contractual disputes (and specific non-contractual disputes as defined in the NAR *Code of Ethics*) between REALTORS® and between REALTORS® and their customers or clients may be submitted to an ethics or arbitration panel at the ASSOCIATION level under the circumstances specified in the ASSOCIATION'S *Policy and Procedures Manual*. *(Revised 10/16)*

ARTICLE XVI

Use of the Terms REALTOR®, REALTORS®

Section 1. Use of the terms REALTOR®, or REALTORS®, by members shall at all times be subject to the provision of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® and to the Rules and Regulations prescribed by its Board of Directors. 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 business so long as they remain REALTOR® Members in good standing. No other class of members shall have this privilege.

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

Section 4. The right to use the term REALTOR® or REALTORS® in connection with a firm, partnership, corporation or branch office shall be limited to office locations 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 which no principal, partner, corporate officer, or branch manager holds REALTOR® membership, the term REALTOR® or REALTORS® may not be used in any reference to those additional places of business.

Section 5. An Institute Affiliate Member shall not use the terms REALTOR® or REALTORS® and shall not use the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

ARTICLE XVII

Divisions

Section 1. The Board of Directors may establish such Divisions of this ASSOCIATION as it may deem proper.

Section 2. Divisions shall represent major fields of activity, or administrative and business problems in the real estate business. Divisions shall, with the approval of the Board of Directors, adopt and amend bylaws, elect governing bodies and officers, prescribe qualifications for membership, and establish and collect dues which shall be segregated in the books of account for their own use. The Constitution, Articles of Incorporation and Bylaws of the Division shall specifically make appropriate provisions for such approval.

ARTICLE XVIII

Intra-State Election of Region 1 Regional Vice President

Section 1. Any Past President of the ASSOCIATION in good standing wishing to apply for NATIONAL ASSOCIATION OF REALTORS® Region 1 Regional Vice President (RVP) must report their intended candidacy to the Chief Executive Officer of the ASSOCIATION. In the event of a contested candidacy, the ASSOCIATION shall convene a Regional Vice President (RVP) Nominating Committee meeting to endorse one candidate to represent the ASSOCIATION. *(Revised 10/16)*

ARTICLE XIX

Subsidiaries and Other Entities

The Board of Directors of the ASSOCIATION, may, by a majority vote, create subsidiaries, foundations, and other entities that are consistent with the Articles of Incorporation and Bylaws of the ASSOCIATION. Any consent or other approval of action to be taken with respect to any subsidiary, foundation or corporation in which the ASSOCIATION is a member is to be taken by an Officer who is duly authorized by majority vote of the ASSOCIATION Board of Directors. *(Revised 10/24)*

ARTICLE XX

Rules of Order

Section 1. *Robert's Rules of Order, latest edition, shall be recognized as the authority governing all meetings and conferences when not in conflict with the Bylaws of the ASSOCIATION.*

Section 2. The Parliamentarian shall serve as a non-voting member of the Board of Directors. The Parliamentarian shall speak and work to the pleasure of the President.

ARTICLE XXI

Amendments

Section 1. These Bylaws may be amended at any meeting of the general membership by the affirmative vote of a majority of the members present and voting, provided that a quorum is present, and provided further that written notice of the substance of any proposed amendment shall first have been transmitted to each member at least 30 days in advance of the meeting. *(Revised 10/15)*

Section 2. Amendments to these Bylaws affecting the admission or qualifications of REALTOR® Members and Institute Affiliate Members, the use of the terms REALTOR®, REALTORS®, or an alteration in the territorial jurisdiction of a Board shall become effective upon the approval of the Board of Directors of the NATIONAL ASSOCIATION.

Section 3. Any Bylaw requirements mandated by NAR shall become effective upon the approval of the ASSOCIATION Board of Directors.

ARTICLE XXII

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. *(Revised 10/16)*

ARTICLE XXIII

Whistleblower Policy

The ASSOCIATION shall adopt a Whistleblower Policy to: (1) encourage ASSOCIATION staff and members to report illegal practices or serious violations of adopted policies of the ASSOCIATION or its subsidiaries; (2) specify that the ASSOCIATION will protect the person from retaliation; and (3) identify where such information can be reported. *(Revised 10/16)*

ARTICLE XXIV

Conflict of Interest and Disclosure Requirements

Section 1. Officers and Directors of the ASSOCIATION shall act in the best interest of the ASSOCIATION regardless of conflicting personal or business interests. The ASSOCIATION shall adopt a policy to define such fiduciary duties. *(Approved 10/16)*

Section 2. No Officer or Director in his or her capacity as an Officer or Director of the ASSOCIATION or State-Wide Multiple Listing Service shall accept personally and/or for any immediate family any gifts, gratuities, or benefits of any kind from an individual or business that does or seeks to do business with the ASSOCIATION or State-Wide Multiple Listing Service. *(Approved 10/16)*

Section 3. Officers and Directors of the ASSOCIATION shall disclose all conflicts of interest with the ASSOCIATION or its subsidiaries and shall be recused from deliberation and voting. *(Approved 10/16)*

ARTICLE XXV

Books, Records, and Minutes

The ASSOCIATION shall maintain at its principal office, books and records of account; records of the names and addresses of all entitled to vote in ASSOCIATION matters; and minutes of the following ASSOCIATION meetings: General Membership, Board of Directors, Executive Committee, and committee meetings. Such documents may be inspected by any member of the ASSOCIATION, his or her agent or attorney for any proper purpose during regular hours of operation. *(Approved 10/16)*

ARTICLE XXVI

Dissolution

Section 1. Upon the dissolution or winding up of the affairs of the ASSOCIATION, the Board of Directors, after providing for payment of all obligations, shall distribute any remaining assets, within its discretion, to any other non-profit and tax-exempt organization. *(Revised 10/16)*