MAINE ASSOCIATION OF REALTORS® BYLAWS
Last Revised Date: October 7, 2026

ARTICLE I - NAME AND OBJECTS

Section 1. **NAME** - The name of the organization shall be the Maine Association of REALTORS®, hereinafter referred to as the ASSOCIATION or MAR.

Section 2. **OBJECTS** - The objects of this Association shall be to unite Boards/Councils, their Members and REALTOR® Members in the State of Maine for the purpose of exerting effectively a combined influence upon matters affecting real estate, to elevate the standards of the real estate business throughout the state and the professional conduct of persons engaged therein. The Association has been established for such purposes as are permitted to organizations exempt from federal income tax and described in Section 501(c)(6) of the Internal Revenue Code of 1986, amended (the "Code"), and the Association shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(6) of the Code and the applicable regulations as they now exist or as they may hereafter be amended. No part of the Association's net earnings or assets, on dissolution or otherwise, shall inure to the benefit of any individual, including any Members of the Association, any member of any Member Board, any member of the Board of Directors, or any officer of the Association.

ARTICLE II - MEMBERSHIP

Section 1. **CLASSIFICATION**

The Members of this Association shall consist of eleven classes:

1. Member Boards
2. Board Members
3. Member Councils
4. Council Members
5. REALTOR® Members
6. Institute Affiliate Members
7. Affiliate Members
8. Life Members
9. Honorary Members
10. Student Members
11. REALTOR® Emeritus Members

Section 2. **MEMBER BOARDS** - A Member Board shall be a Board chartered by the National Association of REALTORS® within the State of Maine. All the REALTOR® Members who hold primary membership in the Association shall hold membership in this Association and the NATIONAL ASSOCIATION OF REALTORS®.

Section 3. **BOARD MEMBERS** - Board Members shall be any REALTOR® or Institute Affiliate Member of a Member Board as herein defined in good standing.

Section 4. **MAR MEMBER COUNCILS** – A Member Council shall be any Council within the State of Maine, all REALTOR® Members of which hold membership in the Association and in the National Association of REALTORS®.

Section 5. **MAR COUNCIL MEMBERS** – A Council Member shall be any REALTOR® Member of a MAR Member Council as herein defined in good standing.

Section 6. **REALTOR® MEMBER DEFINED** – A REALTOR® Member shall be any individual engaged in the real estate profession as a principal, partner, corporate officer, or branch office manager acting on behalf of the firm's principal(s), and Maine licensed or certified individuals affiliated with said REALTOR® Member whose place of business is located in an area outside the jurisdiction of any Member Board who meets the qualifications for REALTOR® membership established by the state association. Secondary REALTOR® membership shall also be available to individuals who are licensed or certified in Maine, hold primary membership in an association in

another state and who desire to obtain direct membership in the state association without holding membership in a local association in the state.

Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers, in order to qualify for REALTOR® membership, shall at the time of application, be associated either as an employee or independent contractor with a designated REALTOR® member of the association or a designated REALTOR® member of another association (if a secondary member) whose place of business is located in an area outside the jurisdiction of any Member Board and who hold REALTOR® Membership in this Association. These members may choose membership in a Member Council.

The Board of Directors may establish procedures and standards whereby salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with a REALTOR® Member may become REALTOR® Members in the Association.

Designated REALTOR® Members. Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® member who shall be responsible for all duties and obligations of membership, including the obligation to arbitrate (or to mediate if required by the association) pursuant to Article 17 of the Code of Ethics and the payment of association dues as established in 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 the Bylaws.

Section 7. **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® Membership, subject to payment of applicable dues for such membership. Individuals whose places of business are located in an area outside the jurisdiction of a Member Board of REALTORS® shall be eligible to apply for Institute Affiliate Membership in the State Association if they meet the requirement as specified above.

Section 8. **AFFILIATE MEMBERS** - Affiliate Members shall be those individuals and firms who are sympathetic to the objects of the Association, but who are not eligible for membership as herein before defined, and who hold Affiliate Membership in a Member Board or Member Council.

Section 9. **LIFE MEMBERS** - Life Members shall be those REALTORS® who have held membership in the Association for a period of thirty (30) years, who have completed at least 5 years of service at the Maine Association of REALTORS® or National Association of REALTORS® level as an officer, director, committee member, Professional Standards mediator or ombudsman and who are deemed qualified for Life Membership by the Member Board or Member Council.

Section 10. **HONORARY** - Honorary Members shall be individuals other than those engaged in the real estate business who are sympathetic to the objects of the Association and, who have contributed notably to the Association, the real estate business, and the public and who are deemed qualified for Honorary Membership by the Member Board or Member Council.

Section 11. **STUDENT** - Student Members shall be individuals who are deemed qualified for Student Membership by the Member Board or Member Council and 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 study with at least one college level course in real estate. Student Members shall not be engaged in the real estate business on their own nor shall they be associated with a real estate firm.

Section 12. **REALTOR® EMERITUS** - REALTOR® Emeritus Members shall be REALTORS® who have held membership in the Member Board or Member Council as a REALTOR® for a period of forty (40) years and completed one (1) year of service at the National Association level upon certification by the National Association of REALTORS®.

ARTICLE III - USE OF THE TERMS REALTOR® AND REALTORS®

Section 1. **USE OF THE TERMS** - Use of the terms REALTOR® or 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 State Association shall have authority to control, jointly and in full cooperation with the **NATIONAL ASSOCIATION OF REALTORS®**, use of the terms within those areas of the State not within the jurisdiction of a Member Board. Any misuse of the terms by members is a violation of 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** - REALTOR® members of the State 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. **PRINCIPALS** – 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 a state contiguous thereto are REALTOR® or Institute Affiliate Members.

Section 4. **INSTITUTE AFFILIATE MEMBERS** - An Institute Affiliate Member shall not use the terms REALTOR® and REALTORS® and shall not use the imprint of the emblem seal of the National Association of REALTORS®.

ARTICLE IV - RIGHTS AND PRIVILEGES

Section 1. **VOTING** - Only REALTORS®, REALTOR® Emeritus Members and Life Members in good standing and whose financial obligations are paid in full shall be entitled to vote in the Association.

Section 2. **ELECTIVE OFFICE** - Only REALTORS®, REALTOR® Emeritus Members and Life Members in good standing and whose financial obligations are paid in full shall be entitled to hold elective office in the Association.

ARTICLE V - OFFICERS AND DUTIES

Section 1. **ELECTIVE OFFICERS** - The elective officers of the Association shall be a President, a President Elect, a First Vice President, and a Treasurer. In addition, the Chief Executive Officer of the Association shall serve as Secretary of the Association.

Section 1.1 **NOMINATION** - In accordance with ARTICLE X, Section 1, the Nominating Committee shall meet at least sixty (60) days prior to the date of the Annual Meeting for the purpose of naming one candidate for each elective office to be filled. The report of the Nominating Committee shall be announced, and written notice of it furnished to all voting members at least thirty (30) days prior to the date of the election.

Additional nominations for all elective offices except that of President may be placed in nomination by petition signed by at least five percent (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 before the election.

Section 1.2 **ELECTION AND INAUGURATION** - The elective officers shall be elected by majority vote at the Annual Membership Meeting and shall be inaugurated following their election at a time and place to be determined by the Board of Directors.

Section 1.3 **TERM** - The elective officers shall serve for one year or until their successors are elected, except the Treasurer which shall be a two-year term.

Section 1.4 **VACANCIES** - Vacancies among the elective officers shall be filled by majority vote of the Board of Directors until the next election.

Section 1.5 **DUTIES** - The duties of the officers shall be such as their titles, by general usage, would indicate 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. The President Elect shall perform the duties of the President in the event of his or her absence or disability and shall, in the absence of unforeseen events, succeed to the office of President.

Section 2. **CHIEF EXECUTIVE OFFICER** – There shall be a Chief Executive Officer, appointed by the Board of Directors, who shall be the chief administrative officer and Secretary of the Association. The Chief Executive Officer shall have the authority to hire, supervise, evaluate and terminate other staff, if any, and shall perform such other duties as prescribed by the Board of Directors.

Section 3. **REMOVAL OF ELECTED OFFICERS OR DIRECTORS** - In the event that an elected 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 33 ⅓% 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 subject thereof is deemed disqualified from further service.

b. Upon receipt of the petition, and not less than 20 days or more than 45 days thereafter, a special meeting of the Board of Directors shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director who is the subject of the petition and to render a decision on such petition.

c. The special meeting shall be noticed to all voting Members of the Board at least ten (10) days prior to the meeting and shall be conducted by the President 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 Board. A two-thirds vote of the entire membership of the Board of Directors shall be required for removal from office.

ARTICLE VI - ADMINISTRATION

Section 1. **BOARD OF DIRECTORS** - The Association's Board of Directors shall consist of the following: (a) the elective officers of the Association, (b) the National Association Directors from Maine, (c) the Immediate Past President, (d) the President of each Member Board and each Member Council for the duration of his or her term of office, (e) the Directors-at-Large from each of the Member Boards and Member Councils, and (f) the Directors-At-Large from the three largest real estate firms in Maine. The President of MREIS shall serve as an ex-officio, non-voting member of the Board of Directors. The minimum number of Directors shall not be less than three and in any event shall include all voting Association officers, Local Member Board Presidents and Local Member Council Presidents. The maximum number of Directors shall be determined based upon the number of Directors identified in subsections (a) through (d) of this Article VI, Section 1 plus the number of Directors-At-Large identified in subsections (e) and (f) of this Article VI, Section 1 (calculated in accordance with Article VI, Section 1.1). Directors shall serve for a one year term unless otherwise specified.

Section 1.1 **ELECTION OF DIRECTORS-AT-LARGE** – The following procedures shall be used for election of Directors-At-Large.

a. Directors-At-Large for Member Boards and Member Councils shall be elected by and from each Member Board and Member Council on the basis of one Director-At-Large for each one hundred fifty (150) REALTOR® Members or any fraction thereof, plus one additional Director-At-Large for each two hundred fifty (250) REALTOR® Members or major fraction thereof in excess of the first one hundred fifty (150) REALTOR® Members. Director-At-Large entitlements shall be calculated annually on December 15, for the new elective year commencing January 1.

b. The election of Directors-At-Large for Member Councils shall be conducted after solicitation of candidates from among the Council Members and a membership vote by whatever mechanism determined by the MAR President and allowable under State Corporate Law.

c. The three largest firms in Maine, each of which shall be entitled to be represented by a Director-At-Large shall be determined according to the number of REALTOR® members reflected in MAR's membership records database effective December 15, for the new year commencing January 1. The Director-at-Large representing each of the three largest firms in Maine shall be named by his or her respective firm annually prior to January 1 from the corporate officers, owners or managers of the firm who are REALTORS®.

Section 1.2 **DUTIES** - The Board of Directors shall govern the affairs and policies of the Association and shall administer Association finances. Deposits and expenditures of funds shall be in accordance with policies established by the Board of Directors.

Section 1.3 **VACANCIES** - Vacancies among the Board of Directors shall be filled by majority vote of the Board of Directors until the next election except for vacancies among the Directors-At-Large which shall be filled by the respective Member Boards, Member Councils or Large Firms. The directorship of any Director-At-Large for a Member Board or Member Council shall terminate without the necessity of a vote in the event that director terminates or ceases to hold membership in their respective Member Board or Member Council, and any vacancy created by such termination shall be filled by the respective Member Board or Member Council in accordance with this section.

Section 1.4 **MEETINGS** - The Board of Directors shall meet quarterly on such days as determined by the President. Special meetings of the Board of Directors may be called upon three (3) days' notice by the President or upon the written request of a majority of Directors provided a statement of purpose for the meeting accompanies said notice or request.

Section 1.5 **ELECTRONIC TRANSACTION OF BUSINESS -** To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means, and meetings of the Board of Directors or membership need not be held at any place, but may instead be held solely by means of remote communication, including by teleconference, videoconference, or communications technology or equipment whereby all persons participating in the meeting can hear each other. All persons participating in a meeting by means of remote communication shall be deemed present and may vote at the meeting, provided that, with respect to membership meetings, the Association has implemented reasonable measures and procedures pursuant to, and such meeting otherwise complies with, the requirements set forth in Section 602(1) of the Maine Nonprofit Corporation Act.

Section 1.6 **MEETING NOTICE** - Due notice and agenda shall be transmitted at least seven (7) days in advance of regularly scheduled Director's Meetings.

Section 1.7 **QUORUM AND VOTING** - A quorum for the transaction of business at any Directors' meeting shall consist of one-third of the Directors. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number is required elsewhere in these Bylaws, by applicable law (including the Maine Nonprofit Corporation Act) or Robert's Rules of Order, latest edition.

Section 1.8 **REQUIRED ATTENDANCE** - Absence from two regular meetings of the Board of Directors without a written excuse shall be construed as a resignation. The President shall send written notice of the resignation to the director within 10 days of the second unexcused absence. Appeals may be made in writing to the Board of Directors within 15 days of notice of resignation which must have a two-thirds vote to reinstate.

Section 1.9 **BALLOTING** - At the call of the President, Board of Directors business may be transacted electronically or by mail. Ten (10) days will be allocated from the MAR transmittal or postmark date to return transmittal or postmark date for voting. To verify the participant, each Director will sign and date the bottom of the voting ballot. All Directors will be considered present during balloting.

Section 2. **EXECUTIVE COMMITTEE** - There shall be an Executive Committee of the Board of Directors consisting of the following: (a) the President, (b) President Elect, (c) First Vice President, (d) the Treasurer, (e) the

Immediate Past President and (f) the President of each Member Board and Member Council for the duration of his or her term of office. The President shall serve as Chairman of the Executive Committee.

Section 2.1 **DUTIES** - The Executive Committee shall make recommendations to the Board of Directors and, when deemed necessary by the Executive Committee, shall be empowered to act for the Board of Directors. All actions and minutes of the Executive Committee shall be reported to the Board of Directors at its ensuing meeting. The Executive Committee is authorized to spend a maximum of twenty thousand dollars ($20,000) on an action. The Executive Committee shall not have or exercise the authority of the Board of Directors to: (a) amend the Association's articles of incorporation; (b) adopt a plan of merger or consolidation; (c) recommend to the members the sale or other disposition of all or substantially all of the property and assets of the Association other than in the usual course of business; (d) recommend to the members voluntary dissolution of the Association or revocation of such dissolution; or (e) amend these Bylaws.

Section 2.2 **VACANCIES** - Vacancies among the Executive Committee shall be filled by the Board of Directors.

Section 2.3 **MEETINGS** - The Executive Committee shall meet as required at the call of the President or the Board of Directors.

Section 2.4 **ELECTRONIC TRANSACTION OF BUSINESS** - To the fullest extent permitted by law, the Executive Committee may conduct business by electronic means in the same manner as described with respect to the Board of Directors in Article VI, Section 1.5.

Section 2.5 **MEETING NOTICE** - Special meetings of the Executive Committee may be called upon one (1) day telephone or electronically transmitted notice of the President or three (3) days' written notice of the President or Board of Directors.

Section 2.6 **QUORUM** – Two-thirds of the Executive Committee members shall constitute a quorum for the transaction of business.

Section 2.7 **BALLOTING** - At the call of the President, Executive Committee business may be transacted electronically or by mail. Seven days will be allocated from the MAR transmittal or postmark date to return transmittal or postmark date for voting. To verify the participant, each Executive Committee member will sign the bottom of the voting ballot. All Executive Committee members will be considered present during balloting.

Section 3. **CORPORATE OFFICE** - The Corporate Office of the Association shall be maintained in a location determined by the Board of Directors.

Section 4. **BONDING** - All Officers and employees authorized to handle funds of the Association shall be bonded by the Association in an amount determined by the Board of Directors.

Section 5. **AUDIT/REVIEW** - The Association's financial accounts and records shall be audited or reviewed annually by a Certified Public Accountant at the close of each fiscal year.

Section 6. **PROFESSIONAL COUNSEL** - The Board of Directors shall retain legal and other professional counsel. Terms and compensation shall be within the established budget or financial policies of the Association.

ARTICLE VII - DUES

Section 1. **MEMBER BOARD DUES AND MEMBER COUNCIL DUES** - The annual dues of each Member Board and Member Council shall be (1) an amount as established by the Board of Directors times the number of REALTOR® Members who hold primary membership in the Board or Council, plus (2) an amount as established by the Board of Directors times the number of real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with REALTOR® Members of the Board or Council who are not themselves REALTOR® or Institute Affiliate Members of the Board or Council, State or National Associations, plus (3) an amount equal to an amount established annually times the number of Affiliate Members of the Board or Council. In calculating the dues payable by a Member Board or Member Council, non-members, as defined in the preceding sentence, shall not be included in the computation of dues if dues have

been paid in another Board or Council in the state or a state contiguous thereto, provided the association notifies the State Association in writing of the identity of the association to which dues have been remitted.

The dues payable by a Member Board or Member Council to the State Association shall be reduced by an amount equal to an amount established annually by the Board of Directors times the number of Life Members (as recognized by the Maine Association), REALTOR® Emeritus (as recognized by the National Association), Past Presidents of the National Association and recipients of the Distinguished Service Award who are Members of the Board or Council.

Section 1.1 **LICENSEE DEFINED** - An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by a REALTOR® or by any broker affiliated with a REALTOR® or by an entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in soliciting and/or referring clients or customers to the REALTOR® for consideration on a substantially exclusive basis, provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner or corporate office of the entity.

Section 2. **DESIGNATED REALTOR® MEMBERS DUES -** The annual dues of each Designated REALTOR® Member shall be in such amount as established annually by the Board of Directors, plus an additional amount to be established annually by the Board of Directors times the number of real estate salespersons and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® member, and (2) are not REALTOR® Members of any association in the state or a state contiguous thereto or Institute Affiliate Members of the association. In calculating the dues payable to the association by a designated REALTOR® member, non-member licensees as defined in (1) and (2) of this paragraph shall not be included in the computation of dues if the designated REALTOR® has paid dues based on said non-member licensees in another association in the state or a state contiguous thereto, provided the designated REALTOR® notifies the association in writing of the identity of the association to which dues have been remitted. In the case of a designated REALTOR® member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the designated REALTOR® holds membership, and any other offices of the firm located within the jurisdiction of this association. Dues shall be payable to the Association in accordance with the Association's Dues and Assessment Policy, as such policy may be amended from time to time in accordance with its terms.

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

A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, renting, managing, counseling or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this Section and shall not be included in calculating the annual dues of the Designated REALTOR®. Designated REALTORS® shall notify the association within three (3) days of any change in status of licensees in a referral firm.

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

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

membership dues shall not be prorated if the licensee held REALTOR® membership during the preceding calendar year.

Section 3. **REALTOR® MEMBERS DUES -** The annual dues of REALTOR® members other than the Designated REALTOR® shall be established annually by the Board of Directors.

Section 4. **AFFILIATE MEMBERS DUES -** The annual dues of Affiliate members shall be as established annually by the board of directors.

Section 5. **INSTITUTE AFFILIATE DUES** - The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

Section 6. **REALTOR® EMERITUS DUES** - No annual dues shall be payable to the Association by REALTOR® Emeritus Members. A REALTOR® Emeritus Member shall be liable to pay only that portion of the Association dues which is computed on the basis of the number of individuals licensed with him or her who is not themselves REALTOR® Members.

Section 7. **LIFE MEMBER DUES -** No Association dues shall be payable by Life Members. A Life Member shall be liable to pay only that portion of the Association dues which is computed on the basis of the number of individuals licensed with him and who are not REALTOR® Members.

Section 8. **HONORARY MEMBER DUES -** No Association dues shall be payable by Honorary Members.

Section 9. **STUDENT MEMBER DUES -** No Association dues shall be payable by Student Members.

Section 10. **DUES ASSESSMENTS –** The Board of Directors may assess the members by class, provided that notice of the classes of membership to be assessed, the amount of the assessment for each of the classes to be assessed, the purpose of the assessment and when the assessment is due shall be noticed to all affected classes of members at least 30 days prior to the approval of the assessment by the Board of Directors.

Section 11. **GOOD STANDING -** Upon payment to the Maine Association of REALTORS® of the dues required under Sections 1, 2, 3, 4, and 5 of this Article, each REALTOR®, Affiliate Member and Institute Affiliate Member of a Member Board or Member Council within the state and each REALTOR® Member and Institute Affiliate Member from areas not within the jurisdiction of a Member Board or Member Council within the state shall be deemed a REALTOR®, Affiliate Member or Institute Affiliate Member, as the case may be, in good standing of the Maine Association of REALTORS®. Upon payment of dues required under any other Sections of this Article, the individual making such payment shall be deemed a Member as designated in good standing of the Maine Association of REALTORS®.

Section 12. **DUES PAYMENT AND DELINQUENCY –** Annual dues shall be paid in accordance with the Association's Dues and Assessment Policy, as such policy may be amended from time to time in accordance with its terms.

Section 13. **NEW MEMBERS -** Dues for new members who join the Association after the start of the fiscal year shall begin on the first day of the month of active affiliation and shall be prorated monthly.

Section 13.1 **APPLICATION FEE -** The Board of Directors may adopt an application fee for REALTOR® membership in reasonable amount, not exceeding three (3) times the amount of the annual dues for REALTOR® membership, which shall be required to accompany each application for REALTOR® membership and which shall become the property of the association upon final approval of the application.

ARTICLE VIII - MEETINGS

Section 1. **ANNUAL MEMBERSHIP MEETING** - The annual meeting of the Association shall be held during the month of September or October each year, the time and place to be designated by the Board of Directors.

Section 1.1 **SPECIAL MEMBERSHIP MEETINGS** - Special meetings of the membership may be called by the Board of Directors or upon the written request of 15% of the REALTOR® Members. Any call for a special meeting shall state the purpose, time and place of the meeting and shall be issued at least fifteen (15) days in advance of the meeting.

Section 1.2 **QUORUM AND VOTING AT MEMBERSHIP MEETINGS** - A quorum for the transaction of business at any membership meeting shall consist of two percent (2%) of the members eligible to vote. The vote of a majority of the members eligible to vote that are present at a meeting at which a quorum is present shall be the act of the membership unless the vote of a greater number is required elsewhere in these Bylaws, by applicable law (including the Maine Nonprofit Corporation Act) or Robert's Rules of Order, latest edition.

Section 2. **MEETING NOTICES** - Due notice of meetings shall be mailed or electronically transmitted to all voting members at least seven (7) days preceding meeting dates.

ARTICLE IX - FISCAL AND ELECTIVE YEAR

Section 1. **FISCAL YEAR** - The fiscal year of the Association shall be January 1 to December 31.

Section 2. **ELECTIVE YEAR** - The elective year of the Association shall be January 1 to December 31.

ARTICLE X - COMMITTEES

Section 1. **STANDING COMMITTEES**

a. The number, purpose, composition, organization and operating policies of all standing committees, as herein defined, shall be established in the Statement of Policy on Committees as approved by the Board of Directors. Amendments to the Statement of Policy on Committees shall be approved by the Board of Directors.

b. The President shall appoint the chairmen, vice chairmen and members of all committees.

Section 1.1 **SPECIAL GROUPS** - Special groups include ad hoc committees, study committees, task forces, forums and other special committees or sub-committees which the President may from time to time create. The President shall appoint the chairmen, vice chairmen and members of all special groups.

Section 2. **DUTIES AND AUTHORITY** – Committees and special groups shall have such duties as their titles and statement of purpose indicate, and as the President and Board of Directors may assign. All actions of committees and special groups shall be subject to approval of the Board of Directors. All committees shall be subject to the policies and procedures established and prescribed in the Statement of Policy on Committees.

Section 3. **EX-OFFICIO MEMBERS** - The President shall be an ex-officio member, without a vote, of all Association committees and special groups except the Nominating, Grievance and Professional Standards Committees. The President may appoint ex-officio members to all Association committees and special groups, except Grievance and Professional Standards.

ARTICLE XI - CODE OF ETHICS

Section 1. **ADOPTION** - The Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® is adopted as the Code of Ethics of the association and shall be considered a part of its Rules and Regulations, and the Code of Ethics and the Rules and Regulations of the Association shall, in the future, be deemed to be amended and changed whenever said Code of Ethics is amended or changed by the National Association.

Section 1.1 **ENFORCEMENT OF THE CODE** – The responsibility of the association and of association members relating to the enforcement of the Code of Ethics, the disciplining of members, the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the *Code of Ethics and Arbitration Manual* of the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended, which by this reference is made a part of these Bylaws.

Section 1.2 **DISCIPLINE OF REALTOR® MEMBERS** – Any REALTOR® member of the association may be disciplined by the Board of Directors for violations of these Bylaws, the Code of Ethics, or other duties of membership, after a hearing as described in the *Code of Ethics and Arbitration Manual* of the association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS®, as set forth in the *Code of Ethics and Arbitration Manual* of the National Association.

ARTICLE XII - PROFESSIONAL STANDARDS

Section 1. **JURISDICTION** - A local Board, prior to referring an ethics complaint or arbitration request for review to the State Association, should exhaust all efforts to impanel an impartial tribunal to conduct either the original hearing or the appeal or procedural review. These efforts may include the appointment of knowledgeable members of the Board on an ad hoc basis to serve on either a Hearing Panel or on behalf of the Board of Directors. If, because of notoriety, etc., the Board cannot impanel an impartial tribunal, the Board may refer the matter to the State Association, and the State Association may delegate to another Board or a regional enforcement facility, the authority to hear the case on behalf of the State Association. No Board or regional enforcement facility, however, may be required to accept this delegation of authority. If no other entity is amenable to conducting the review, the State Association shall be responsible for conducting the hearing.

Section 2. **DISPUTES WHICH MAY BE HEARD** - Allegations of ethical violations and contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® and between REALTORS® and their customers or clients may be submitted to an ethics or arbitration panel at the State Association level under the following circumstances:

a. Allegations of unethical conduct made against a REALTOR® or REALTOR-ASSOCIATES® who is directly a member of the State Association and not a member of any local Board.

b. Allegations of unethical conduct made against a REALTOR® or REALTOR-ASSOCIATE® in the instance in which the local Board, because of size or other valid reason, determines that it cannot provide a due process hearing of the matter and petitions the State Association to conduct a hearing.

c. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are not members of the same Board where the matter has been referred to the State Association by both local Boards.

d. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTORS® who are directly members of the State Association and are not members of any Board.

e. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between a REALTOR® who does not hold membership in any Board, but is directly a members of the State Association, and a REALTOR® who is a member of a Board.

f. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between REALTOR® Members of the same Board where the Board with good and sufficient reason is unable to arbitrate the controversy. (Explanation: This provision is not designed to relieve a local Board of its primary responsibility to resolve differences arising between members of the same Board. The section recognizes that in some Boards with limited membership, usual arbitration procedures may be impossible.)

g. Contractual disputes between a customer or a client and a REALTOR® where the Board with good and sufficient reason is unable to arbitrate the dispute or the REALTOR® is a direct member of the State Association.

Section 3. **PROCEDURES** - Professional Standards hearings and the organization and procedures incident thereto shall be governed by the CODE OF ETHICS AND ARBITRATION Manual of the National Association of REALTORS®, as from time to time amended, which by this reference is made part of these Bylaws.

Section 4. **RESIGNATION OF MEMBERS** – If a member (as defined in Article II, Section 6 of these bylaws) resigns from the association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by this association (if respondent does not hold membership in any other association) or by any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethic respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®.

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

Section 5. **NEW MEMBER CODE OF ETHICS ORIENTATION** - Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less.

Failure to satisfy this requirement within 90 days of the date of application (or alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

NOTE: This orientation program must meet the learning objectives and minimum criteria, established from time to time by the NATIONAL ASSOCIATION OF REALTORS®.

Section 6. **CONTINUING REALTOR® CODE OF ETHICS TRAINING** - Effective January 1, 2019, through December 31, 2021, and for successive three year periods thereafter, each REALTOR® member of the Board (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State Association of REALTORS®, or the NATIONAL ASSOCIATION OF REALTORS®, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any three year cycle shall not be required to complete additional ethics training until a new three year cycle commences.

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

Section 7. **NEW MEMBER FAIR HOUSING ORIENTATION** - Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete Fair Housing training of not less than two (2) hours of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to gain or maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. This requirement does not apply to applicants for REALTOR® membership or

provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less.

Failure to satisfy this requirement within 90 days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

Section 8. **CONTINUING FAIR HOUSING TRAINING** - Effective January 1, 2025, through December 31, 2027, and for successive three-year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete Fair Housing training of not less than two (2) hours of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR® association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed Fair Housing training as a requirement of membership in another association shall not be required to complete additional Fair Housing training until a new three-year cycle commences.

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

Article XIII - DEFENSE AND INDEMNIFICATION OF OFFICERS, DIRECTORS AND EMPLOYEES

Section 1**. DEFENSE AND INDEMNIFICATION -** In the event of suits or claims in which one or more current or past officers or directors or employees of the Association are named as a result of their status as such or decisions or actions taken in good faith and reasonably understood to be within the scope of their authority or employment during their term as such, the Maine Association shall, directly or through insurance secured for the benefit of such officers and directors and employees, secure counsel to act on behalf of and provide a defense for such officers, directors and employees; pay reasonable defense expenses incurred in advance of final disposition of such case; and indemnify such officers, directors and employees with respect to any liability assessed or incurred as a result of any such claim, suit or action, provided that no indemnification shall be provided for any officer, director or employee with respect to any matter as to which that individual has been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that the individual's action was in the best interests of the Association or, with respect to any criminal action or proceeding, had reasonable cause to believe that the individual's conduct was unlawful.

Section 1.1. A promissory note will be signed by an individual prior to receiving MAR funds that will require repayment of any MAR funds should courts find actions were not taken in good faith.

Section 2**. OTHER COVERAGE** - The above stated defense and indemnification of officers, directors and employees shall extend to those individuals when serving at the request of the Association as a director, officer or employee of another entity, but only after indemnification and insurance coverage from such other entity has been exhausted.

Article XIV - LEGAL ACTION FUND

Section 1. **PURPOSES AND USES -** There shall be a Legal Action Fund of the Association for such purposes and uses as follows:

a. to defray attorney's fees and legal costs for litigating, mediating or otherwise resolving claims or charges in which the Maine Association of REALTORS® is named as a defendant;

b. to defray attorney's fees and other costs for activities authorized by the Board of Directors which are not specifically covered in the Association's legal services agreement with counsel;
c. to defray costs associated with member and/or staff participation in seminars and conferences involving legal topics of importance to the Association;
d. to defray MAR attorney's fees and legal costs for initiating or participating in litigation, regulatory proceedings or other legal proceedings which involve issues, principles or questions of significant importance to the Association, its Member Boards, Board Members, Member Councils, or Council Members; and
e. to defray attorney's fees and other legal costs for activities authorized by the Board of Directors which are deemed to have significant impact to the Association, its Member Boards, Board Members, Member Councils and Council Members.

Section 2. **LEGAL ACTION FUND REVENUE ALLOCATION AND DEDICATION** - Annually, the Board of Directors may designate an amount of revenue which would be allocated from the General Fund to the Legal Action Fund. Allocation of revenue may be as a per-capita dues allocation, calculated on the same basis as membership dues, or as a single lump sum. Revenue allocated to the Fund shall be deposited in the Fund account before December 31 of the fiscal year for which it is allocated.

Section 3. **ADMINISTRATION AND DISBURSEMENTS** - The Legal Action Fund shall be maintained in a designated, interest-bearing account separate from other Association funds. The interest on the balance in the Fund shall accrue to the benefit of the Fund. A Legal Action Fund Committee, with members authorized by the MAR Board of Directors, shall have the authority to make decisions about MAR participation in legal cases. Disbursement of moneys from the Fund shall be expressly approved by the Legal Action Fund Committee, up to a cap established through policy by Executive Committee or the Board of Directors and shall be made in accordance with policies and procedures established and from time to time amended by the Board of Directors.

ARTICLE XV - MAINE ASSOCIATION OF REALTORS® POLITICAL ACTION COMMITTEE AND MAINE ASSOCIATION OF REALTORS® CORPORATE POLITICAL ACTION COMMITTEE

Section 1. **PURPOSE** - There shall be a Maine Association of REALTORS® POLITICAL ACTION COMMITTEE, also known as MARPAC, and a Maine Association of REALTORS® Corporate POLITICAL ACTION COMMITTEE, also known as MARCPAC whose purposes shall be collecting political contributions as the term "political contribution" as defined in Maine Law and the Code, and expending such funds to further the candidacy of individuals for nomination or election to any statewide office in the State of Maine, statewide legislative/political issues that impact the real estate industry, to meet goals established by NAR and/or MAR, and to do any and all things necessary to accomplish such purposes, all as authorized by Maine Laws and the Federal Campaign Act.

Section 2. **BYLAWS** - The MARPAC shall be governed by the BYLAWS OF THE MAINE ASSOCIATION OF REALTORS® POLITICAL ACTION COMMITTEE, and the MARCPAC shall be governed by the BYLAWS OF THE MAINE ASSOCIATION OF REALTORS® CORPORATE POLITICAL ACTION COMMITTEE, as may be amended by the Board of Directors from time to time, and which, by this reference, are made part of these Bylaws.

ARTICLE XVI - NEW ENGLAND REALTORS® COMMITTEE

Section 1. **MEMBERSHIP** - The Maine Association of REALTORS® shall be a Member of the New England REALTORS® Committee. Participation in the New England REALTORS® Committee shall be governed by the policies and procedures adopted, and from time to time amended, by the New England REALTORS® Committee.

ARTICLE XVII - SUBSIDIARIES

Section 1. The Association may establish and maintain subsidiary organization(s) whose purpose and bylaws shall be determined by the Board of Directors.

Section 2. **ANNUAL MAINE REAL ESTATE INFORMATION SYSTEM (MREIS) SHAREHOLDERS MEETING** – In the third or fourth quarter of the year, the Board of Directors will conduct the Annual MREIS Shareholders Meeting.

ARTICLE XVIII - RULES OF ORDER

Section 1. **ROBERT'S RULES OF ORDER** - Robert's Rules of Order, latest edition, shall be recognized as the authority governing all meetings, committees and conferences when not in conflict with these Bylaws.

ARTICLE XIX- AMENDMENTS

Section 1. **PROCEDURES** – These Bylaws may be amended at any membership meeting of the Association by the affirmative vote of at least two-thirds of the members present, provided there is a quorum present, and provided that a written notice of the substance of any proposed amendment or amendments shall have been sent to each voting member at least thirty (30) days prior to the meeting at which the amendment or amendments are to be considered. Amendments to these Bylaws affecting the admission or qualification of REALTOR® Members, and Institute Affiliate Members, the use of the terms REALTOR® and REALTORS®, or any alteration in territorial jurisdiction of a Board shall become effective upon the approval of the National Association's Board of Directors.

Section 1.1. When Bylaws amendments are mandated by NAR policy, these Bylaws may be automatically amended to reflect the mandate as of the effective date of the mandatory policy authorized by the NATIONAL ASSOCIATION OF REALTORS®. MAR shall provide notice of that change in a regular or special membership communication.

Section 1.2. When Bylaws amendments are mandated by state law, these Bylaws may be automatically amended to reflect the mandate as of the effective date of the mandatory policy authorized by the State of Maine. MAR shall provide notice of that change in a regular or special membership communication.

ARTICLE XX - WITHDRAWAL AND DISSOLUTION

Section 1. **DISSOLUTION** - Upon dissolution of the Association, the Board of Directors, after providing for payment of all obligations, shall distribute any remaining assets to any non-profit or tax-exempt organization, consistent with the requirements of Section 501(c)(6) of the Code.