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## *FRANKLIN COUNTY BOARD OF REALTORS® BYLAWS*

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Bylaws Adopted September 5<sup>th</sup>, 1990  
Amended November 1 1990, October 19<sup>th</sup> 1992, January 18<sup>th</sup> 1993, November 14<sup>th</sup> 1994  
Revised May 15<sup>th</sup> 1997  
Amended March 5 1998  
Revised January 8<sup>th</sup> 2001, July 25<sup>th</sup> 2003, July 2<sup>nd</sup> 2004  
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Revised August 21<sup>st</sup> 2007  
Amended May 1<sup>st</sup> 2009  
Revised May 7<sup>th</sup> 2009  
Amended March 17<sup>th</sup> 2014  
Revised October 5<sup>th</sup> 2017  
Amended May 11<sup>th</sup> 2018  
Revised January 2021

## ARTICLE I – NAME

**Section 1. Name.** The name of this organization shall be the Franklin County Board of REALTORS®, Incorporated, hereinafter referred to as the “FCBR”.

**Section 2. REALTORS®.** Inclusion and retention of the Registered Collective Membership Mark REALTORS® in the name of the FCBR 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 FCBR 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 interests of home and other real property ownership.

**Section 5.** To unite those engaged in the real estate profession within the FCBR, the Missouri REALTORS® (MR) and the National Association of REALTORS® (NAR), 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, 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 FCBR as a member of the National Association of REALTORS® is: Franklin, Crawford, and Gasconade counties in the State of Missouri.

**Section 2.** Territorial jurisdiction is defined to mean:

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

## ARTICLE IV – MEMBERSHIP

**Section 1.** There shall be six classes of members, as follows: REALTOR® Members, Institute Affiliate, Affiliate Member, Life Member, Honorary Member, and Student Members.

**A. REALTOR® Members:** REALTOR® Members, whether primary or secondary shall be:

1. Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the state of Missouri or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a cooperation who are actively engaged in the real estate profession within the state or a state contiguous thereto shall qualify for 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 firms 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.

2. Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers and are associated with a REALTOR® member and meet the qualifications set out in Article V.
3. Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchises 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 FCBR-mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organizations name and the right to hold elective office in the FCBR, Missouri REALTORS® and National Association of REALTORS®.
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 principles 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 (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 pursuant to Article 17 of the Code of Ethics and the payment of FCBR 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. The current president of the Missouri REALTORS® shall be a member in good standing without further payment of dues. The state Association president may serve as the accredited alternate voting delegate at the Annual Meeting of the members of the National Association of REALTORS®.

**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 that 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.

**C. Affiliate Members.** Affiliate membership shall also be granted to individuals licensed or certified to engage in real estate industry who, if otherwise eligible, do not elect to hold REALTOR® membership in the association, provided the applicant is engaged exclusively in a specialty of the real estate business other than brokerage of real property.

**D. Life Members.** Life Membership shall be conferred by a two-thirds (2/3) vote of the local board of directors upon the recommendation of an individual member and upon certification of the following:

1. Membership in FCBR for a minimum of thirty (30) years, and
2. Notable contributions to the real estate profession.

Such certification shall be submitted by affidavit from the local board of directors to the directors of the Missouri REALTORS®. However, life membership shall be automatically conferred upon past presidents of the Missouri REALTORS® upon completion of their term of office. There shall be no local dues for this classification.

**E. Honorary Members.** Honorary members shall be individuals not engaged in real estate profession who have performed notable service for the real estate profession, for the association, 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, but who are not licensed or engaged in the real estate profession on their own account, nor 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 applicant agrees as a condition of membership to thoroughly familiarize himself/herself with the Code of Ethics of the National Association of REALTORS®, the Constitutions, Bylaws, and Rules and Regulations of the FCBR, the State and National Associations, and if elected, members will abide by the Constitutions and Bylaws and Rules and Regulations of the FCBR, State and National Associations and, if a REALTOR® member, 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 of REALTORS®, as from time to time amended, and (2) that applicant consents that the FCBR, through its membership committee or otherwise, may invite and receive information and comment and that any information and comment furnished to the FCBR by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the form of application, have access to a copy of the Bylaws, Constitution, Rules and Regulations, and Code of Ethics referred to above.

### **Section 2. Qualification**

- A. An applicant for REALTOR® membership who is a sole proprietor, partner, corporate officer, or branch office manager of a real estate firm shall supply evidence satisfactory to the association, through its membership committee or otherwise, that he/she is actively engaged in the real estate profession, and maintains a current, valid real estate brokers or salesperson 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 a state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy\*, has no record of official sanctions involving unprofessional conduct\*\*, agrees to complete a course of instruction covering the Bylaws and rules and regulations of the association, the 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 examination thereon, as may be required by the committee, and shall agree that if elected to membership, he/she will abide by such Constitution, Bylaws, rules and regulations, and Code of Ethics. (amended 1/05)

\*NO RECENT OR PENDING BANKRUTPCY is intended to mean that the applicant or any real estate firm in which the applicant is a sole proprietor, general partner, corporate officer, or branch office manager, is not involved in any pending bankruptcy or insolvency proceedings or, has not been adjudged bankrupt in the past three (3) years. If a bankruptcy proceeding as described above exists, membership may not be rejected unless the FCBR 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 FCBR and MLS fees for up to one (1) year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that an existing member initiates bankruptcy proceedings, the member may be placed on a “cash” basis” from the date that bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.

\*\*NO RECORD OF OFFICIAL SANCTIONS INVOLVING UNPROFESSIONAL CONDUCT is intended to mean that the FCBR may only consider judgements against the applicant within the past three (3) years of violations of (1) civil rights laws, (2) real estate license laws, and (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.

**B.** Individuals who are actively engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers, in order to qualify for REALTOR® membership, shall at the time of application be associated either as an employee or as an independent contractor with a Designated REALTOR® member of the FCBR or a Designated REALTOR® member of another board (if secondary member) and must maintain a current, valid real estate brokers or salespersons license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has no record of official sanctions involving unprofessional conduct\*, shall complete a course of instruction covering the Bylaws and rules and regulation of the FCBR, 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 membership committee, and shall agree in writing that if elected to membership he/she will abide by such Constitution, Bylaws, rules and regulations, and the Code of Ethics.

\*No record of official sanctions involving unprofessional conduct is intended to mean that the FCBR may only consider judgments against the applicant within the past three (3) years of violations of (1) civil rights laws, (2) real estate license laws, and (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.

**C.** FCBR will also consider the following in determining an applicant’s qualifications for REALTOR® membership:

1. All final findings of Code of Ethics violations and violations of other membership duties in this or any other REALTOR® association within the past three (3) years.
2. Pending ethics complaints (or hearings).
3. Unsatisfied discipline pending.
4. Pending arbitration requests (or hearings)
5. Unpaid arbitration awards or unpaid financial obligations to this or any other REALTOR® association or REALTOR® association MLS.
6. Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's firm.

“Provisional” membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics; see Article V, Section 2(a), Note 2), provided all other qualifications for membership have been satisfied. Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six (6) months from the date that provisional membership is approved. Provisional members shall be considered REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration request pending, the Board may condition membership on the applicant's certification that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the association to which the applicant has made application) and will abide by the decision of the hearing panel.

### **Section 3. Election**

The procedure for election to membership shall be as follows:

- a) The chief staff executive (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership. If the association has adopted provisional membership, applicants for REALTOR® membership may be granted provisional membership immediately upon submission of completed application form and remittance of applicable association dues and any application fee. Provisional members shall be subject to all the same privileges and obligations of membership. Provisional membership is granted subject to final review of the application by the board of directors.
- b) If the Board of Directors determines that the individual does not meet all of the qualifications for membership as established in the association's Bylaws, or if the individual does not satisfy all of the requirements of membership (for example, complete a mandatory orientation program) within 180 days from the associations

- receipt of their application, membership may, at the discretions of the Board of Directors, be terminated. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received association services and any application fee. The Board of Directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the Board of Directors, he/she shall be declared elected to membership and shall be advised by written notice.
- c) The Board of Directors may not reject an application without providing the applicant with advance notice of the findings, an opportunity to appear before the Board of Directors, to call witnesses on his/her behalf, to be represented by counsel, and to make such statements as he/she deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.
  - d) If the Board of Directors determines that the application should be rejected, it shall record its reasons with the chief staff executive (or duly authorized designee). 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 association for a declaratory judgment declaring that the rejection violates no rights of the applicant. (Adopted 1/98, Amended 1/05)

#### **Section 4. New Member Orientation and Code of Ethics Orientation**

Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program to include Code of Ethics orientation 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 180 days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

#### **Section 5. REALTOR® Code of Ethics Training**

Effective January 1, 2017 through December 31, 2018, and for successive two 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 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 association, the State 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 two (2) year cycle shall not be required to complete additional ethics training until a new two (2) 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 two (2) year cycle will result in suspension of membership for the first two (2) months (January and February) of the year following the end of any two (2) year cycle or until the requirement is met, whichever occurs sooner. On March 1 of the year, the membership of a member who is still suspended as of that date will be automatically terminated. (Adopted 1/01, Amended 11/08, Amended 11/2014)

## **Section 6. Status Changes**

- a) A REALTOR® who changes the conditions under which he/she holds membership shall be required to provide written notification to the FCBR within thirty (30) days. A REALTOR® (non-principal) who becomes a principal in the firm with which he/she has been licensed or, alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within forty-five (45) days of the date they advised the FCBR of their change in status, their new membership application will terminate automatically unless otherwise so directed by the Board of Directors.

NOTE: The Board of Directors, at its discretion, may waive any qualification which the applicant has already fulfilled in accordance with the FCBR Bylaws.

- b) Any application fee related to a change in membership status shall be reduced by an amount equal to any application fee previously paid by the applicant.
- c) Dues shall be prorated from the first day of the month in which the member is notified of election by the Board of Directors and shall be based on the new membership status for the remainder of the year.

## **Article VI – Privileges and Obligations**

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

**Section 2.** Any member of the FCBR may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and FCBR rules and regulations not inconsistent with these Bylaws, after a hearing as provided in the *Code of Ethics and Arbitration Manual* of the National Association of REALTORS®. Although members other than REALTORS® are not subject to the Code of Ethics, nor its enforcement by the FCBR, 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 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 FCBR, the State Association, and the National Association of REALTORS®.

**Section 3.** Any REALTOR® member of the FCBR may be disciplined by the Board of Directors for violations of the Code of Ethics or other duties of membership, after a hearing as described in the *Code of Ethics and Arbitration Manual* of the FCBR, 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.

**Section 4.** Resignations of members shall become effective when received in writing by the Board of Directors, provided, however, that if any member submitting the resignation is indebted to the FCBR for dues, fees, fines, or other assessments of the FCBR or any of its services, departments, division, or subsidiaries, the FCBR may condition the right of the resigning member to reapply for membership upon payment in full of all such monies owed.

**Section 5.** If a member resigns from the association or otherwise causes membership to terminate with an ethics complaint pending, that Board of Directors may condition the right of the resigning member to reapply for membership upon the applicant's certification that he/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel 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®.

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®. (Amended 1/00 and 11/11)

**Section 6. REALTOR® Members.** REALTOR® members, whether primary or secondary, in good standing whose financial obligations to the FCBR are paid in full shall be entitled to vote and to hold elective office in FCBR; 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 FCBR and the real estate profession.

- a) If a REALTOR® member is a sole proprietor in a firm, a partner in a partnership or an officer in a corporation, and is suspended or expelled, the firm, partnership or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® membership, or unless connection with the firm, partnership or corporation is severed, or management control is relinquished, whichever may apply. The membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined member, or until readmission of the disciplined member or unless connection of the disciplined member with the firm, partnership, or corporation is severed, or unless the REALTOR® who is suspended or expelled removes himself/herself from any form or degree of management control of the firm for the term of the suspension or until readmission to membership, whichever may apply. Removal of an individual from any form or degree of management control must be certified to the FCBR by the member who is being suspended or expelled and by the individual who is assuming management control, and the signatures of such certification must be notarized. In the event the suspended or expelled member is so certified to have relinquished all form or degree of management control of the firm, the membership of other partners, corporate officers, or other individuals affiliated with the firm shall not be affected, and the firm, partnership or corporation may continue to use the terms REALTOR® and REALTORS® in connection with its business during the period of suspension or until the former member is admitted to membership in FCBR. The foregoing is not intended to preclude a suspended or expelled member from functioning as an employee or independent contractor, providing no management control is exercised. Further, the membership of REALTOR® other than principals who are employed or affiliated as independent contractors with the disciplined member shall suspend or terminate during the period of suspension of the disciplined member or until readmission of the disciplined member, or unless connection of the disciplined member with the firm, partnership, or corporation is severed, or management control is relinquished, or unless the REALTOR® member (non-principal) elects to sever his/her connection with the REALTOR® and affiliate with another REALTOR® member in good standing in the FCBR, whichever may apply.

If a REALTOR® member other than a sole proprietor in a firm, partner in a partnership, or an officer of a corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership or corporation shall not be affected.

- b) In any action taken against a REALTOR® member for suspension or expulsion under Section 6 (A) hereof, notice of such action shall be given to all REALTORS® employed by or affiliated as independent contractors with such REALTOR® member and they shall be advised that the provisions in Article VI, Section 6 (a) shall apply.

**Section 7. Institute Affiliate Members.** Institute Affiliate members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors consistent with the *Constitution and Bylaws of the National Association of REALTORS®*.

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

**Section 9. Life Members.** Life members shall have the rights and privileges of a REALTOR® member and be subject to obligations prescribed by the Board of Directors.

**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 have rights and privileges and be subject to obligations prescribed by the Board of Directors.

**Section 12. Certification by REALTOR®.** “Designated” REALTOR® members of the FCBR shall certify to the FCBR during the month of January, on a form provided by the FCBR, a complete listing of all individuals licensed or certified 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 FCBR of any additional individual(s) licensed or certified with the firm(s) within then (10) days of the date affiliation or severance of the individual.

**Section 13. Legal Liability Training.** Within two (2) years of the date of election to membership, and every two (2) years thereafter, each REALTOR® member of the association shall be required to demonstrate that they have completed a course of instruction on antitrust laws, agency laws, civil rights laws, or the REALTORS® Code of Ethics, its interpretation and meaning and/or the procedures related to its enforcement.

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

Failure to satisfy this requirement biennially will result in membership being suspended from the date it otherwise would be renewed until such time that the member provides evidence of completion of the aforementioned educational requirements.

**Section 14. Harassment.** Any member of FCBR may be reprimanded, placed on probation, suspended, or expelled for harassment of a FCBR employee or FCBR Officer or Director after an investigation in accordance with the procedures of the FCBR. 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 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 FCBR. Disciplinary action may include any sanction authorized in the National Association of REALTORS®'s *Code of Ethics and Arbitration Manual*. If the complaint names the president or president-elect, they may not participate in the proceedings and shall be replaced by the immediate past president or alternatively, by another member of the Board of Directors selected by the highest-ranking officer not named in the complaint.

## **Article VII – Professional Standards and Arbitration**

**Section 1.** The responsibility of the FCBR and of FCBR members relating to the enforcement of the Code of Ethics, the disciplining of members, and the arbitration of disputes, and the organization and procedures incident thereto, shall be governed by the *Code of Ethics and Arbitration Manual* of the National Association of REALTORS®, as amended from time to time, which is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

**Section 2.** It shall be the duty and responsibility of every REALTOR® member of this association to abide by the Constitution and Bylaws and the rules and regulation of the association, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the National Association of REALTORS®, and to abide by the Code of Ethics of the National Association of REALTORS®, including the duty to mediate and arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the *Code of Ethics and Arbitration Manual* of this Association, as from time to time amended.

**Section 3.** The responsibility of the FCBR and FCBR 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 FCBR, which by this reference is made a part of these Bylaws.

## **Article VIII – Use of 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. FCBR shall have the 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 FCBR's *Code of Ethics and Arbitration Manual*.

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

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

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.

**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 Membership**

**Section 1.** The FCBR shall be a member of the National Association of REALTORS® and the Missouri REALTORS®. By reason of the FCBR's membership, each REALTOR® member of the FCBR shall be entitled to membership in the National Association of REALTORS® and the Missouri REALTORS® without further payment of dues. FCBR shall continue as a member of the State and National Association, unless by a majority vote of all of its REALTOR® members, decisions 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 FCBR recognizes the exclusive property rights of the National Association of REALTORS® in the terms REALTOR® and REALTORS®. FCBR shall discontinue use of the terms in any form in its name, upon ceasing to be a member of the National Association, or upon a determination by the Board of Directors of the National Association that it has violated the conditions imposed upon the terms.

**Section 3.** The FCBR adopts the Code of Ethics of the National Association of REALTORS® and agrees to enforce the Code among its REALTOR® members. FCBR and all of its members agree to abide by the Constitution, Bylaws, Rules and Regulations, and Policies of the National Association and the Missouri REALTORS®.

## **Article X – Dues and Assessments**

**Section 1. Application Fee.** The Board of Directors may adopt an application fee for REALTOR® membership in reasonable amount, not exceeding three (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 FCBR upon final approval of the application.

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

- a) **Designated REALTOR® Members.** 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 salesperson or state certified appraisers and their trainees 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/Board in the state or a state contiguous thereto or Institute Affiliate members of the FCBR.

In calculating the dues payable to FCBR 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/board in the state or a state contiguous thereto, provided the designated REALTOR® notifies the FCBR in writing of the identity of the association/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 the FCBR.

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 procession 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 is soliciting and/or referring clients or customers to the REALTOR® or his firm on substantially exclusive basis or 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 FCBR on a form approved by the FCBR 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®.

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 FCBR who during the same calendar year applies for REALTOR® membership in the FCBR. However, membership dues shall not be prorated if the licensee held REALTOR® membership during the preceding calendar year.

- b) **REALTOR® Members.** The annual dues of REALTOR® members other than the designated REALTOR® shall be as established annually be 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®*.
- d) **Affiliate Members.** The annual dues of each Affiliate member shall be as established annually be the Board of Directors.
- e) **Honorary Members.** Dues payable, if any, shall be at the discretion of the Board of Directors.
- f) **Student Members.** Dues payable, if any, shall be at the discretion of the Board of Directors.

**Section 3. Dues Payable.** Dues for all members shall be payable annually in advance on the first day of January Dues for all members shall be payable annually in advance on the first day of



January. Dues for new members shall be computed from the date of application and granting of provisional membership.

In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is dropped for nonpayment of FCBR dues, and the individual remains with the designated REALTOR®'s firm, the dues obligation of the "designated" REALTOR® (as set forth in Article X, Section 2 (a)) will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from the first day of the current fiscal year and are payable within thirty (30) days of the notice of termination.

**Section 4. Nonpayment of Financial Obligations.** If dues, fees, fines, or other assessments including amounts owed to the FCBR are not paid within one (1) month after the due date, the nonpaying member is subject to suspension at the discretion of the Board of Directors. Two (2) months after the due date, membership of the nonpaying member may be terminated at the discretion of the Board of Directors. Three (3) months after the due date, membership of the nonpaying member shall automatically terminate unless within that time the amount due is paid. However, no action shall be taken to suspend or 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/her membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the FCBR or any of its services, departments, divisions, or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

**Section 5. Deposits and Expenditures.** Deposits and expenditures of funds shall be in accordance with policies established by the Board of Directors.

**Section 6. Notice of Dues, Fees, Fines, Assessments, and Other Financial Obligations of Members.** All dues, fees, fines, assessments, or other financial obligations to the FCBR shall be noticed to the delinquent FCBR member in writing setting forth the amount owed and due date.

**Section 7. Dues.** 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.

It should be noted that this does not affect a "designated" REALTOR®'S dues obligation to the FCBR with respect to those licensees employed by or affiliated with the "designated" REALTOR® who are not members of the FCBR.

## **Article XI – Officers and Directors**

**Section 1. Officers.** The elected officers of the FCBR shall be a president, president-elect, treasurer, and a secretary. All officer positions, except the Treasurer, shall serve a one-year term, and those terms shall follow the elective year timeline in these bylaws.

**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 duty of the AE to keep the records of the FCBR and to carry all necessary correspondence with the National Association of REALTORS® and the Missouri REALTORS®.

**Section 3. Board of Directors.** The governing body of the FCBR shall be a Board of Directors consisting of the elected officers, the immediate past president, and at least five (5) elected REALTOR® members of the FCBR. Directors shall be elected to serve for terms of three (3) years, except that at organization, one-third of the elected directors shall be elected for terms of one (1), two (2), and three (3) years, respectively, or for lesser terms as may be necessary to complete the first fiscal year. Thereafter, as many directors shall be elected each year as are required to fill vacancies.

**Section 4. Election of Officers and Directors.**

- a) At least two (2) months before the annual election, a nominating committee consisting of a minimum of three (3) REALTOR® members from different companies shall be appointed by the president with the approval of the Board of Directors. The nominating committee shall select a minimum of one (1) REALTOR® candidate for each officer and director position to be filled. The report of the nominating committee shall be communicated to each member eligible to vote at least three (3) weeks preceding the election. Additional candidates for the officers to be filled may be placed in nomination by petition signed by at least 15% of the REALTOR® members eligible to vote, provided the nominee has consented in writing to serve. The petition shall be filed with the Association Executive at least two (2) weeks before the election. The Association Executive shall send notice of such additional nominations to all members eligible to vote before the election.
- b) The president, with the approval of the Board of Directors, shall appoint an election committee of three (3) REALTOR® members from different companies to conduct the election at least thirty (30) days prior to the annual meeting. In case of a tie vote, the winner shall be determined by lot.
- c) The election of Officers and Directors shall take place at the annual meeting. Elections shall be by ballot and all votes shall be cast in person, by absentee ballot or by digital vote as outlined below in section d. The ballot shall contain the names of all candidates and the officers for which they are nominated. At least two (2) election committee representatives and the Association Executive shall be present to administer the voting.
- d) Where permitted by state law, and in accordance with applicable state requirements, election of officers may be conducted by electronic means, in accordance with procedures established by the Board of Directors.

**Section 5. Removal of Officers and Directors.** If 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 and 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 to be disqualified from further service.

- b) Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the FCBR shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director, and to render a decision on such petition.
- c) The special meeting shall be noticed to all voting members at least ten (10) days prior to the meeting and shall be conducted by the president of the FCBR 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 6. Association Executive.** There shall be an Association Executive, appointed/hired by the Board of Directors, who shall be the Chief Administrative Officer of the FCBR. The AE 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.

## **Article XII – Meetings**

**Section 1. Annual Meetings.** The annual meeting of the FCBR shall be held during September 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. Absence from two (2) meetings without an excuse deemed valid by the Board of Directors shall be constructed as resignation.

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

**Section 4. Notice of Meetings.** Written notice shall be given to every member entitled to participate in the meeting at least one (1) week preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

**Section 5. Quorum.** A quorum for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the total number of its members then serving and all actions of the Board of Directors must be approved by the majority vote of those present. A quorum for meetings of the members shall consist of those members present and eligible to vote.

**Section 6. Electronic Transaction of Business.** To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means, excluding text messaging.

**Section 7. Action without Meeting.** Unless specifically prohibited by the Articles of Incorporation, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be

approved by a majority of the Directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Directors. All the approvals evidencing the consent shall be delivered to the Association Executive to be filed in the corporate records. The action taken shall be effective when a majority of the Directors have approved the consent unless the consent specifies a different effective date.

### **Article XIII – Committees**

**Section 1. Standing Committees.** The President shall appoint from among the REALTOR® members, subject to confirmation by the Board of Directors, all committees noted in the policy manual, but specifically the following required by NAR: Professional Standards & Grievance.

**Section 2. Special Committees.** The President shall appoint, subject to confirmation by the Board of Directors, special committees as deemed necessary.

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

**Section 4. President.** The President shall be an *ex-officio* member of all standing committees and shall be notified of their meetings, except nominations and elections committees.

**Section 5. Action without Meeting.** Any committee may act by unanimous consent in writing without a meeting. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more of the members of the committee.

**Section 6. Electronic Transaction of Business.** To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means, excluding text messaging.

### **Article XIV – Fiscal and Elective Year**

**Section 1.** The fiscal year of the FCBR shall be January 1 to December 31.

**Section 2.** The elective year of the association shall be December Board of Directors meeting to December Board of Directors meeting.

### **Article XV – Rules of Order**

*Robert's Rules of Order*, latest edition, shall be recognized as the authority governing the meetings of the FCBR, 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 a majority vote of the members present and qualified to vote at any meeting at which a quorum is present, provided the substance of such

proposed amendment or amendments shall be plainly stated in the call for the meeting, except that the Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy.

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

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

## **Article XVII – Dissolution**

Upon the dissolution of the FCBR, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Missouri REALTORS® or, within its discretion, to any other non-profit tax-exempt organization.

### ***Adopted September 5, 1990***

Amended November 1, 1990  
Amended October 19, 1992  
Amended January 18, 1993  
Amended November 14, 1994  
Revised May 15, 1997  
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