

Governing Documents Committee

Proposed Bylaws Changes 2024



- **Proposed Amendment #1:** Use of the term “REALTOR”
- **Proposed Amendment #2:** Awards Committee Appointments
- **Proposed Amendment #3:** Nominating Committee Appointments
- **Proposed Amendment #4:** Nominating Committee Appointments, Grievance Committee
- **Proposed Amendment #5:** Standing Committees, Renaming Diversity & Inclusion Committee
- **Proposed Amendment #6:** Allowing for Virtual Membership Meetings and Voting on Amendments to the Bylaws
- **Proposed Amendment #7:** Removal of Leaders

(Proposed Amendments #8 & #9 will be presented together, but voted on separately):

- **Proposed Amendment #8:** Removal of Schedules and Policies on Dues, Fees and Assessments into MAAR Policy & Giving the Board Purview Over This Policy
- **Proposed Amendment #9:** Duties of the Secretary-Treasurer

All Proposed Bylaws Amendments are recommended by the Governing Documents Committee and supported by the Board of Directors.

PROPOSED AMENDMENT #1: USE OF THE TERM “REALTOR®”

(pg. 20) Article VIII - Section 1. Use of the terms “REALTOR® and “REALTOR Associate®,” etc.

Use of the terms “REALTOR®,” “REALTORS®,” “REALTOR Associate®,” and REALTOR® Associates” 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 Association 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 NATIONAL ASSOCIATION OF REALTORS® Code of Ethics and Arbitration Manual.

Section 2. *REALTOR® Members of the Association shall have the privilege of using the term “REALTOR®” or “REALTORS®” in connection with their places of business within the state or a state contiguous thereto so long as they remain REALTOR® Members in good standing. No other class of Members shall have this privilege.*

Section 4. *REALTOR Associate® Members of the Association shall have the right to use the terms “REALTOR®,” “REALTORS®,” “REALTOR Associate®,” or “REALTOR Associates®” so long as they remain REALTOR Associate® Members in good standing and the REALTOR® Member with whom they are associated as independent contractors or by whom they are employed is also a REALTOR® Member in good standing.*

RATIONALE:

This change would allow all MAAR members to use the term “REALTOR®” to refer to themselves in their marketing if their MAAR membership type is REALTOR Associate®. It is NAR’s trademark and rule, so our Bylaws should align with the NAR rule. This rule applies to the NAR Trademark Rules, not whether the Association allows for REALTOR® and REALTOR Associate® memberships.

PROPOSED AMENDMENT #2: AWARDS COMMITTEE APPOINTMENTS

(pg. 39) Article XIII - Committees, Section 6. Standing Committees

(a.) *The Awards Committee for the selection of REALTOR® of the Year, REALTOR Associate® of the Year, and Affiliate of the Year shall be appointed by the President and confirmed by the Board of Directors no later than March 1 of each year. It shall be composed of seven (7) REALTORS® and REALTOR Associates® as follows: five (5) recipients of REALTOR® of the Year or REALTOR Associate® of the Year awarded within the past seven (7) years with no less than two (2) from either category; and two (2) past Officers, ~~and Directors, committee chairmen, or Chapter Presidents as recognized by the Memphis Area Association of REALTORS®~~ who served in the last ~~three (3) years~~ five (5) years.*

RATIONALE:

This will widen the pool of eligible appointees, which, in its current format, is a short list and often results in repetition year to year.

PROPOSED AMENDMENT #3: NOMINATING COMMITTEE APPOINTMENTS

(pgs. 31 – 32) Article XI, Section 19. Election of Officers and Directors

(b) Nominating Committee. *At least two (2) months before the annual election, a Nominating Committee consisting of seven (7) Members, six (6) of whom shall be REALTOR® Members and one (1) of whom shall be a REALTOR Associate® Member, shall be appointed by the President and confirmed by the Board of Directors as follows:*

- (1) Five (5) of the seven (7) appointments shall be Past Presidents, Officers or Directors, or committee chairmen whose terms expire during the current calendar year or whose terms expired during the immediate past ten (10) years.
- (2) The President shall appoint a chairman among the committee Members. By his acceptance of appointment to the committee, each member shall declare himself, and he shall be, ineligible for candidacy for the immediate election of Association Officers and Directors, including the position of President-Elect.
- (3) The Nominating Committee shall meet at a time and place determined by the Nominating Committee Chair not less than fourteen (14) days prior to the date of the election, for the purpose of making the nominations. Written notice of this Nominating Committee meeting shall be given to all Members at least seven (7) days prior thereto, requesting that Members submit, orally or in writing, suggested names of candidates for office. Said notice may be electronically submitted, where permitted by state law.
- (4) The Nominating Committee shall select two (2) candidates for each position of Director to be filled excluding the position of MAAR Commercial Council Director as described in part five (5) of Section 19 (b) of Article XI. The Nominating Committee shall strive to nominate a balanced representation of the Membership. All candidates shall give their consent in writing.
- (5) On or before each June 1, the MAAR Commercial Council Nominating Committee shall provide to the Nominating Committee the name of a MAAR Commercial Council member (“MAAR Commercial Council Director”), who has been appointed by the MAAR Commercial Council to serve as a MAAR Director for the next two calendar years. Said Commercial Council Director shall be treated the same as though elected by REALTOR® Members at the next election of Directors held in accordance with Article XI, Section 19 (a). In order to be appointed, a MAAR Commercial Council Director shall first be approved by the MAAR Commercial Council Membership in accordance with the MAAR Commercial Council Bylaws and shall satisfy the same qualifications, shall have the same term of office, and upon assuming office, shall be subject to the same requirements and limitations as a Director other than a REALTOR Associate® Director. Any vacancy in the position of MAAR Commercial Council Director caused by death, resignation, or removal shall be filled by the Directors,

with the replacement Director being a qualified MAAR Commercial Council member.

RATIONALE:

This aligns with the Awards Committee appointment process and streamlines the work.

PROPOSED AMENDMENT #4: NOMINATING COMMITTEE APPOINTMENTS, GRIEVANCE COMMITTEE

(pg. 38) Article XIII - Committees, Section 1. Appointment and Composition.

Section 1. Appointment and Composition. *The President shall have authority to appoint, subject to confirmation by the Directors, Membership of standing and special committees, except the Nominating Committee, which is appointed ~~by the Directors; in accordance with Article XI, Section 19(b).~~ and the Awards Committee, which is appointed in accordance with Section 6 below, to carry out the work of the Association. Each committee shall consist of three (3) or more Members in addition to a Chairman and Sponsor. The President shall appoint a Chairman for each committee, ~~except the Nominating Committee, which shall be subject to the provisions outlined in Article XI Section 19(b).~~ The President may appoint a Vice Chairman for any committee, apart from the Nominating Committee, ~~and Grievance Committee. The Vice Chairman of the Grievance Committee shall be appointed by the President of the MAAR Commercial Council from MAAR Commercial Council Members who are REALTOR® and REALTOR Associate® Members of MAAR.~~*

RATIONALE:

Professional standards matters are now administered by the state association. The Commercial Council has the right to have a Grievance Committee to handle Commercial Grievance issues, which are not handled at the state level at this point.

PROPOSED AMENDMENT #5: STANDING COMMITTEES, RENAMING DIVERSITY & INCLUSION COMMITTEE

(pg. 39) Article XIII - Committees, Section 6. Standing Committees.

Section 6. Standing Committees. *There shall be the following standing committees:*

Awards

Budget & Finance

Community Development

Fair & Affordable Housing

~~*Diversity & Inclusion*~~ *Diversity, Equity & Inclusion*

Governing Documents

Governmental Affairs

~~*Grievance*~~

Member Services

MLS Information Network

Nominating

~~*Past Presidents Advisory*~~

~~*Professional Standards*~~

~~*RPAC Fundraising*~~

~~*Young Professionals Network*~~

RATIONALE:

Diversity & Inclusion Committee renamed to align with the state and as requested by the 2024 MAAR Diversity & Inclusion Committee. This is an area of study that continues to expand, and adding “equity” reflects that.

The RPAC Fundraising and Young Professionals Network are standing committees and should be listed as well.

Removing Grievance and Professional Standards Committees since those are now managed by Tennessee REALTORS through the statewide Professional Standards Cooperative and we no longer have local committees for those at MAAR.

Removing the Past Presidents Advisory from the list of standing committees, as that has not been a standing committee in practice historically and can always be appointed by the President at any time the President chooses from year to year.

PROPOSED AMENDMENT #6: ALLOWING FOR VIRTUAL MEMBERSHIP MEETINGS AND VOTING ON AMENDMENTS TO THE BYLAWS

(pgs. 37 - 38) Article XII – Meetings

Section 11. Election of Officers and Directors by Written Ballot Without a Meeting.

Conducting Annual or Special Meetings of Members Virtually. Any election of Officers and Directors as outlined in Article XI, Section 19 (d) and (e) may be taken without a meeting provided the Association sends a written ballot to every member entitled to vote in the election. At the discretion of the Board of Directors, written ballots may be transmitted to the Members and returned to the Association using any form of electronic communication commonly available, including, but not limited to, electronic mail and Internet websites. An election by written ballot without a meeting shall be valid only if: (1) the written ballot sent to every member specifies the date and time by which a ballot must be received by the Association in order to be counted; and (2) the number of votes cast by ballot equals or exceeds the quorum required to be present at such an election. Other than the election of Officers and Directors as set forth in this Section 11, any action required or permitted to be taken at an Annual Meeting or a Special Meeting of the Members, such as the approval of amendments to the Bylaws, ~~shall occur only at an in-person meeting of the Members except when laws, ordinances, or other governmental mandates restrict or prohibit the Association from holding such an in-person meeting of the Members. In that event, any action required or permitted to be taken at an Annual or Special Meeting of the Members, such as the approval of amendments to the Bylaws,~~ may be transacted by conference telephone call or video conference or by any means of communication by which all Members participating may simultaneously hear each other during the meeting, provided that a quorum exists. A meeting that is not in-person but conducted in accordance with procedure described in the preceding sentence is referred to herein as a “virtual meeting,” and those who participate in a meeting in that manner are said to be in attendance “virtually.” Also in that event, written notification must be given to the Membership at least ten (10) days prior to the date of such Annual or Special Meeting of the Members. Notice shall state the date, time, and place of such meeting and the substance of any proposed amendment. Said notice may be electronically submitted, where permitted by state law.

RATIONALE:

This amendment streamlines meetings of the Association now that most people are accustomed to and comfortable with virtual meetings. It also aligns with the state and NAR video conferencing option for Board of Directors to participate in Board meetings.

PROPOSED AMENDMENT #7: REMOVAL OF LEADERS

(pg. 27) Article XI - Officers and Directors, Section 9. General Powers and Duties of the Board of Directors

Section 9. General Powers and Duties of the Board of Directors. In addition to the powers and duties of the Directors provided elsewhere in these Bylaws, ~~they the Board of Directors~~ shall have power: ~~(a) to remove; or suspend or appoint in case of removal, with or without cause, an officer or, agent, or committee chair or vice-chair of the Association by two-thirds vote of the Directors present and voting, except that a Director whose removal or suspension as an officer, agent, or committee chair or vice-chair is being considered shall not be entitled to vote on his removal or suspension;~~ (b) to suspend or remove any Director for cause by unanimous vote of the other Directors; ~~(c) by majority vote of the Directors present and voting to fill any vacancy due to removal of a Director, officer, agent, or committee chair or vice-chair of the Association by appointing a qualified person to fill the vacancy until the next annual election in the case of an officer or until the end of his term in the case of a committee chair or vice-chair;~~ (d) by majority vote of the Directors present and voting, to fill ~~any vacancyies in their own number caused by death, resignation or removal; due to resignation or death of a Director~~ by appointing a ~~member~~ qualified person to fill the vacancy until the next annual Association election; ~~(e) to install and maintain a Multiple Listing Service as provided for in Article XVIII of these Bylaws;~~ ~~(f) to promulgate policies and procedures for proper and efficient operation of the Association and to protect the Association from liability and reputational harm, including policies and procedures that Association-affiliated organizations shall be required to follow;~~ and (g) generally to regulate the business and affairs of the Association. ~~Written notice stating that a vote will be taken on removal or suspension of a designated person or persons shall be provided to all Directors and such person or persons at least ten (10) days prior to the vote. Notwithstanding any other provision of these Bylaws, for purposes of voting to remove or suspend an individual, a quorum shall be eight (8) members of the Board of Directors or seventy-five percent (75%) of the total number of Directors then in office, whichever is greater.~~

RATIONALE:

This proposed revision makes explicit the power of the Board of Directors to remove officers, Directors, agents, and committee chairs and vice-chairs, as well as the procedure and requirements for doing so.

The existing verbiage for removal or suspension of an officer or agent does not specify the vote required and does not mention removal or suspension of a committee chair or vice-chair. The proposed amendment provides safeguards against injudicious exercise of removal and suspension powers by setting the required vote at a two-thirds majority in favor of removal or suspension and requiring advance written notice that removal or suspension will be considered at a Board meeting or other specially called meeting. The vote required for the appointment of a replacement, being a less serious action, is a simple majority.

The proposed amendment also adds an express provision for the Board to set formal written policies and procedures for the Association, including policies and procedures for Association-affiliated organizations, since such organizations may use Association facilities and staff time and their acts or omissions could result in liability to or adverse publicity for the Association.

PROPOSED AMENDMENT #8: REMOVAL OF SCHEDULES AND POLICIES ON DUES, FEES AND ASSESSMENTS INTO MAAR POLICY & GIVING THE BOARD PURVIEW OVER THIS POLICY

PROPOSED AMENDMENTS #8 & #9 WILL BE PRESENTED TOGETHER, BUT VOTED ON SEPARATELY.

PART 1: Remove the “MAAR Schedules and Policies on Dues, Fees and Assessments” from the Bylaws and put into MAAR Policy & Procedures. Refer to pages 14 – 16 of this packet for the current MAAR Schedules and Policies on Dues, Fees, and Assessments as shown in pgs. 46 – 48 of the current Bylaws.

RATIONALE:

The current “MAAR Schedules and Policies on Dues, Fees and Assessments” is an addendum to the Bylaws, which is treated like any other part of the Bylaws, and changing them requires a vote of the full REALTOR® membership and a 2/3 vote to pass. Full membership meetings where amendments are presented are typically only held once a year, in August or September. By instead placing all specific dollar amounts in MAAR Policies and Procedures, these amounts may be changed by a vote of the Board of Directors on an as-needed basis. This allows the Association to remain nimble and respond quickly to any shifts in the economy, market and/or membership.

PART 2: To effectuate allowing the Board of Directors to set dues and fees, and assessments, MAAR needs an amendment to Article X, Section 2 (pg. 21) and approval of the initial Schedules and Policies on Dues, Fees, and Assessments as set forth below.

(pg. 21) Article X, Section 2 – Dues, Fees, and Other Assessments

Section 2. All dues, fees, and other assessments shall be as set forth in the addendum to these Bylaws entitled “MAAR Schedules and Policies on Dues, Fees, and Assessments,” which may be revised from time to time ~~in the same manner hereinafter provided for other amendments to these Bylaws. by a two-thirds majority vote of Directors in attendance at a meeting of the Board of Directors consistent with these Bylaws and for which written notice specifying that changes to dues, fees, or other assessments will be considered has been sent to all Directors at least fourteen (14) days in advance of said meeting. The Association Secretary-Treasurer will provide the voting membership with a general accounting of the assets, liabilities, and net worth of the Association at each Annual Meeting and prior to any increase of Association membership or MLS dues. Said notice shall: (a) include a general accounting of the assets, liabilities, and net worth of the Association by the Association Secretary-Treasurer, and (b) also be provided to the Budget and Finance Committee, whose advice shall be solicited by the Board of Directors prior to said meeting.~~

RATIONALE:

It is cumbersome, time-consuming, and unnecessary to have the membership vote on changes to dues, fees, and other assessments. The Board of Directors is in charge of all other financial matters except dues, fees, and assessments. The Association needs to be nimble and allow for centralized financial decision-making by the Board of Directors after considering a general accounting of the assets, liabilities, and net worth of the Association and providing an opportunity for input by the Budget and Finance Committee.

PROPOSED AMENDMENT #9: DUTIES OF THE SECRETARY-TREASURER

(pg. 27) Article XI, Section 6 – Secretary-Treasurer.

There shall be a Secretary-Treasurer, elected at the same time as the President-Elect, for a term of one (1) calendar year beginning on January 1 following election. Among other responsibilities, the Secretary-Treasurer shall present a general accounting of the assets, liabilities, and net worth of the Association at the Annual Meeting of the Membership and upon request of the Association Board of Directors or Budget and Finance Committee from time to time.

RATIONALE:

It is helpful in understanding the duties of the Secretary-Treasurer to add in this section a reference to his duty under Article X, Section 2 to provide a general accounting of the assets, liabilities, and net worth of the Association.

ADDENDUM

MAAR Schedules and Policies on Dues, Fees and Assessments

Classification

Designated REALTOR®

REALTOR® Member

REALTOR Associate® Member

Annual dues for each Membership classification listed above shall be as follows:

	Annual Dees
National Association*	\$120
Tennessee Association**	\$105
MAAR	\$160
TOTAL:	\$385

**In addition to dues, the National Association assesses \$35 per member for the NAR Public Awareness Campaign.*

***In addition to dues, Tennessee REALTORS® assesses \$15 per member for the TR Issues Mobilization Fund.*

Designated REALTOR® Member – Per NAR policy, the annual dues of each Designated REALTOR® Member shall be in such amount as established annually by the Board of Directors (currently \$385), plus an additional amount to be established annually by the Board of Directors (currently \$385) 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 Tennessee or a state contiguous thereto or Institute Affiliate Members of the Association. In calculating the dues payable to MAAR 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 Tennessee or a state contiguous thereto, provided the Designated REALTOR® Member 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® Member (as defined in (1) and (2) of this paragraph) in the office where the Designated REALTOR® Member holds Membership, and any other offices of the firm located within MAAR's jurisdiction.

The application fee for each Membership classification is \$125. According to NAR policy, the Board of Directors may adopt an application fee for REALTOR® Membership in a 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.

Membership dues shall be prorated for any licensee included on a certification form submitted to the Association who during the same calendar year applies for REALTOR® or REALTOR Associate® Membership in the Association. However, Membership dues shall not be prorated if the licensee held REALTOR® or REALTOR Associate® Membership during the preceding calendar year.

Institute Affiliate Member – See Article X, Section 4 (e) in the MAAR Bylaws.

Note: The Institutes, Societies, and Councils of NAR shall be responsible for collecting and remitting dues to NAR for their respective Institute Affiliate Members. At present, NAR credits \$25, as set by NAR, to the account of a local Association for each \$105, as set by NAR, Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of that Association, provided, however, if the office location address is also within the assigned territorial jurisdiction of a Commercial Overlay Board (COB), the \$35, as set by NAR, will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the other Association. NAR also will credit \$35, as set by NAR, to the account of state Associations for each Institute Affiliate Member whose office address is located within the territorial jurisdiction of the state Association. Local and state Associations may not establish any additional entrance, initiation fees or dues for Institute Affiliate Members, but may provide service packages to which Institute Affiliate Members may voluntarily subscribe.

	Annual Dues	Application Fee
Primary Affiliate	\$250*	\$50
Individual Affiliate	\$160*	\$10
Public Service Affiliate	\$20	\$10
Student	\$10	\$10
REALTOR® Emeritus	\$0	\$0
Honorary	\$0	\$0
REALTOR® (retired)	\$10	\$0
REALTOR Associate® (retired)	\$10	\$0

**Prorated from the first day of the month in which the Member joins the Association.*

OTHER FEES AND CHARGES:

Application Fee	\$125
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Transfer Fee (to another Designated REALTOR® Member)	\$100
Reinstatement Fee (with same Firm)	\$100
Non-reported Licensee	\$50