

Governing Documents Committee Proposed Bylaws Amendments



Amendment 1 – Adding capitalization

Amendment 2 – Removing duplicative language

Amendment 3 (Multiple Parts) – Removing “Appendix A” and duplicative language; creating a new document entitled “MAAR Schedules and Policies on Dues, Fees and Assessments” separate from the Bylaws; referencing to “Schedule of Dues & Fees” / “Appendix A”; putting specific dollar amounts in “MAAR Schedules and Policies on Dues, Fees, and Assessments” rather than in Bylaws; and adding NAR info to “MAAR Schedules and Policies on Dues, Fees and Assessments”

Amendment 4 (Two Parts) - Allowing for conducting annual or special meetings of members virtually if in-person meetings are restricted or prohibited by governmental authorities; and providing that exceptions to the requirement for notice of the scope of a meeting apply to meetings held virtually.

Amendment 5 – Committee meeting attendance

Amendment 6 – Board of Directors meeting attendance

Amendment 7 – Nominating Committee meetings location and timing

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

PROPOSED AMENDMENT #1: Adding Capitalization

Capitalize “a” in the word “association,” “b” in “board” when referring to the “board of directors,” “d” in “directors,” “o” in “officers,” and “m” in “members” each time any of those words is used in the Bylaws to refer to MAAR or to officers, directors, or members of MAAR.

RATIONALE: Promote clarity and uniformity, as this is done sporadically but not consistently in the present Bylaws.

PROPOSED AMENDMENT #2: Removing Duplicative Language

[pgs. 9 & 10] Delete duplicative language from subsections (a), (b) and (e) that appear in full in subsection (f) from Article V, Section 3, and delete one line from subsection (f) that appears in subsection (e).

~~(a) Applicants for REALTOR® and REALTOR-ASSOCIATE® membership shall be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee. Provisional members shall be considered REALTORS® or REALTOR-ASSOCIATES® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to subsequent review of the application by the Board of Directors. 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, completion of a mandatory orientation program) within ninety (90) days from the association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated.~~

~~(b) Dues shall be computed from the date of application and shall be nonrefundable unless the association's Board of Directors terminates the individual's membership in accordance with subsection (a) above. 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.~~

~~(c) The Executive Vice President or duly authorized designee shall determine whether the provisional member is applying for the appropriate class of membership.~~

~~(d) Thereafter, within ninety (90) days from the Member Services Committee meeting at which the application was first presented for consideration, the Member Services Committee shall report its recommendation to the Board of Directors in writing. If the recommendation is averse to the approval of the application, the reasons shall be specifically stated. If any member of the Member Services Committee submits a dissenting recommendation, it shall also be reported to the Board of Directors.~~

~~(e) Within forty-five (45) days of receipt of the written recommendation of the Member Services Committee, the Board of Directors shall review the qualifications of the applicant and the recommendations of the Committee and then vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the Board of Directors, he shall be declared elected to membership and shall be advised by written notice.~~

~~(f) 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, completion of a mandatory orientation program) within ninety (90) days from the association's receipt of their application, membership may, at the discretion 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.~~

RATIONALE: Duplicative language. The exact language in Article V, Section 3, subsection (f) is already included in portions of Article V, Section 3 in subsections (a), (b) and (e). Doing it this way, the order of events in the Bylaws will be chronological, with provisions regarding action by the Board, which occurs after the Board receives a recommendation from the Member Services Committee, being grouped together in Subsection (f).

PROPOSED AMENDMENT #3 – NOTE THAT THERE ARE FOUR PARTS TO THIS AMENDMENT, ALL OF WHICH ARE BEING VOTED ON TOGETHER.

PART 1: Remove “Appendix A” and Duplicative Language & Create a new document entitled “MAAR Schedules and Policies on Dues, Fees and Assessments” (a copy of which is set forth below) separate from the Bylaws.

[pp. 45-46] Remove Appendix A entirely, which will have the effect of deleting the two paragraphs with asterisks (**), which are covered elsewhere in the Bylaws.

~~***In addition to the \$385, the Designated REALTOR® Member dues are \$385 times the number of non-member licensees and licensed or certified appraisers who are employed by or affiliated as independent contractors with or who are otherwise directly or indirectly licensed with such Designated REALTOR® Member or his firm and are not REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate Members.~~

~~***An individual shall be deemed to be licensed with a Designated REALTOR® Member if the license of the individual is held by the Designated REALTOR® Member, or by any broker who is licensed with the Designated REALTOR® Member, or by an entity in which the Designated REALTOR® Member has a direct or indirect ownership interest and which is engaged in soliciting and/or referring clients and customers to the Designated REALTOR® Member or his firm on a substantially exclusive basis, or be licensed or certified by an appropriate regulatory agency of the State of Tennessee to engage in the appraisal of real property.~~

PART 2 : Replace all references to “schedule of dues and fees” and “Appendix A” with “as set forth in the MAAR Schedules and Policies on Dues, Fees, and Assessments then in effect” everywhere that language appears in the Bylaws.

RATIONALE: Having a “MAAR Schedules and Policies on Dues, Fees and Assessments” under the purview of MAAR’s Board of Directors and separate from the Bylaws will bring MAAR into compliance with NAR policy, which requires that MAAR and other local associations of REALTORS® have the following bylaw provision: “The annual dues of REALTOR® Members, other than the designated REALTOR® Members, shall be as established annually by the board of directors.” This also allows the Association to remain nimble and respond quickly to any shifts in the economy, market and/or membership.

PART 3: Removing Specific Dollar Amounts

Where dollar amounts are stated in the Bylaws (excluding Appendix A), those dollar amounts will be changed to “as set forth in the MAAR Schedules and Policies on Dues, Fees, and Assessments then in effect,” excluding Article X, Section 4 (e) [page 24], which refers to splits to NAR for Institute Affiliates.

RATIONALE: Defined dollar amounts in the Bylaws do not allow for flexibility, as 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. Splits to NAR for Institute Affiliates are excluded because those are addressed in the next proposed amendment.

To effectuate allowing the Board 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, all as set forth below:

Section 2. ~~Application fees and dues shall be as set forth in Appendix A – Schedule of Fees and Dues which may be amended from time to time in the same manner hereinafter provided for other amendments to these Bylaws. All fees, dues, and other assessments shall be as set forth in MAAR Schedules and Policies on Dues, Fees, and Assessments, as may be revised from time to time by a two-thirds majority vote of the Board of Directors consistent with these Bylaws and with policies and other requirements of the NATIONAL ASSOCIATION OF REALTORS®. The Board of Directors shall notify the members at least 60 days in advance of the effective date of any changes to MAAR Schedules and Policies on Dues, Fees and Assessments.~~

PART 4: Add NAR Info to MAAR Schedules and Policies on Dues, Fees and Assessments (SEE BELOW)

[pg. 24] Article X, Section 4 (e) Note - Remove all of the “Note” portion of this section and insert it in MAAR Schedules and Policies on Dues, Fees, and Assessments, along with the current dollar amounts set by NAR, but after each specific dollar amount add “(as set by NAR).” Add decimal points for all dollar amounts in “Note” portion to make them consistent. Also, add a sentence at the end of Subsection (e): “See MAAR Schedules and Policies on Dues, Fees, and Assessments for information on the amount of the collecting and remitting of such dues.”

(e) The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®. See MAAR Schedules and Policies on Dues, Fees, and Assessments for information on the amount of and the collecting and remitting of such dues.

~~Note: The Institutes, Societies, and Councils of the NATIONAL ASSOCIATION shall be responsible for collecting and remitting dues to the NATIONAL ASSOCIATION for Institute Affiliate Members. The NATIONAL ASSOCIATION shall credit \$25.00 to the account of a local association for each (\$105) 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 amount will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the other association. The NATIONAL ASSOCIATION shall also credit \$35.00 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.~~

RATIONALE: Splits to NAR for Institute Affiliates are determined by NAR. When NAR changes these figures, our Bylaws already allow us to make corresponding changes to the amounts stated in the Bylaws without a vote of the full REALTOR® membership as long as the change passes by a 2/3rds vote of the Board of Directors. Removing altogether any specific dollar amounts from the Bylaws allows us to abide by the current NAR amounts and splits, whatever those are. NAR does not mandate specific dollar amounts. The NAR-mandated language for our Bylaws states only: “*Institute Affiliate Member 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®.*” That provision is already in MAAR’s Bylaws

MAAR Schedules and Policies on Dues, Fees, and Assessments

Classifications:

Designated REALTOR® Member

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, the Tennessee Association 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 currently 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 \$35.00, 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:

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

PROPOSED AMENDMENT #4 - NOTE THAT THERE ARE TWO PARTS TO THIS AMENDMENT, BOTH OF WHICH ARE BEING VOTED ON TOGETHER.

PART 1: Allows for Conducting Annual or Special Meetings of the Membership Virtually If In-Person Meetings are Restricted or Prohibited by Governmental Authorities

[pg. 37] Article XII, Section 11 – add the following:

Section 11. Election of Officers and Directors by Written Ballot Without a Meeting; Conducting Annual or Special Meetings of Members Virtually Under Certain

Circumstances. Any election of Officers and Directors as outlined in Article XI, Section 18 (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. In 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 MAAR from holding such an in-person meeting of the Members. In that event, 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, 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: By adding this verbiage, the Bylaws would now allow for a vote on amendments to the Bylaws or MLS Rules and Regulations in a virtual format when in person meetings are restricted or prohibited by governmental authorities, as they were during the recent COVID pandemic. The current Bylaws only allow for votes on amendments to these documents at a live, in-person meeting. If we found ourselves in another situation like the 2020 COVID-19 pandemic where an in-person meeting was not possible due to Health Department or Government restrictions, this change would allow the membership to continue to move Association business forward in a virtual format if necessary. Some of the verbiage for this amendment was copied verbatim from the following existing section in the Bylaws:

[pg. 40] Article XVI – Amendments

(c) Notice. In all cases a copy of the proposed amendment shall be filed with the Executive Vice President, who shall cause written notice to be given to all REALTOR® Members, at least ten (10) days prior to the date of the annual or special meeting at which the proposed amendment is to be acted upon, which notice shall state the date, time and place of such meeting and the substance of the proposed amendment. Said notice may be electronically submitted, where permitted by state law.

PART 2: Provides That Exceptions to the Requirement for Advance Notice of the Scope of Meetings Applies to Meetings Held Virtually.

[pg. 36] Article XII, Section 3 – Clarify wording and add wording to allow the existing provision to also apply in the limited circumstances when virtual meetings are allowed.

Article XII – Meetings

Section 3. Membership Meetings. *At any scheduled membership meeting, with proper written notice to the membership, any business beyond the scope of the purpose stated in the notice may be transacted, provided that a quorum exists and all REALTOR® Members in attendance (whether in person or, if permitted, virtually) consent; notwithstanding the foregoing, however, amendments to the Association's Bylaws or the Rules and Regulations of the Multiple Listing Service may not be considered at a meeting unless amending the Association's Bylaws or the Rules and Regulations of the Multiple Listing Service, as the case may be, is stated as being a purpose of that meeting. ~~may be transacted with the unanimous consent of the REALTOR® Members present, providing a quorum is present, except that amendments to the Bylaws or the Rules and Regulations of the Multiple Listing Service may not be considered.~~ Said notice may be electronically submitted, where permitted by state law.*

RATIONALE: The current wording of this section of the Bylaws overrides the general requirement of stating the purpose of any membership meeting and prohibiting consideration of any matter beyond the scope of the stated purpose. That is, if there is a quorum and all REALTOR® Members present consent to waiving the prohibition against transacting business beyond the scope of the purpose stated in the meeting notice, existing Section 3 allows consideration of any matter beyond the scope of the stated purpose except for amendments to MAAR's Bylaws or MAAR's MLS Rules and Regulations. The proposed amendment does not change that result but clarifies the wording and allows this provision to apply also in the very limited circumstance when in-person meetings are restricted or prohibited by governmental authorities (such as occurred during the COVID pandemic) and thus meetings are occurring virtually and not in person.

PROPOSED AMENDMENT #5: Committee Meeting Attendance

[pg. 38] Article XIII – Committees, Section 2. Attendance - Copy the above section regarding Board of Directors attendance for the section on committee member attendance.

Section 2. Attendance. Any committee member who fails to attend three (3) ~~successive regular or special~~ meetings of the committee during his term, ~~without an excuse acceptable to the Chairman of that committee~~, shall be deemed to have resigned from that committee and the vacancy shall be filled as hereinafter provided.

RATIONALE: “Successive” is being removed to prevent someone from missing two meetings, attending one meeting, missing two meetings, attending one meeting, and so on. If the rule is three meetings in a year, instead of three meetings in a row, we are asking committee members to commit to attending more meetings. “Regular” meetings are regularly scheduled monthly meetings (dates for the entire upcoming year are given to committee members typically in December of the previous year), versus “special” meetings, which come up and are scheduled short-term on an as-needed basis. It is more difficult to plan one’s schedule around “special” meetings, which is why the language was clarified to only include “regular” meetings. The Governing Documents Committee feels that an excused absence should not be treated as having attended the meeting. A committee member either attends the meeting, or he does not, regardless of whether it is excused, which typically means the member lets the Chair or Staff Support know in advance they cannot attend. Allowing for excused absences that do not count toward the three missed meetings accounted for in this section means that a member could potentially miss more than three absences if they are excused. Removing the verbiage means a committee member may only miss three meetings total, whether they are excused or not.

PROPOSED AMENDMENT #6 – Board of Directors Meeting Attendance

[pg. 27] Section 9 (d) - Add the word “regular” between “three (3)” and “meetings.” Add “annual calendar” before “year.” Strike everything after the comma regarding Board of Directors attendance (“unless he has a medical excuse found to be acceptable by majority vote of all other Directors”).

(d) Compulsory Attendance. If a Director fails to attend three (3) regular meetings of the Directors in any given annual calendar year of his term, he shall be removed from office as a Director, ~~unless he has a medical excuse found to be acceptable by majority vote of all other Directors.~~

RATIONALE: “Regular” meetings are regularly scheduled monthly meetings (dates for the entire upcoming year are given to Directors in October the prior year), versus “special” meetings, which come up and are scheduled short-term on an as-needed basis. It is more difficult to plan one’s schedule around “special” meetings, which is why the language was clarified to only include “regular” meetings. The Governing Documents Committee feels that an excused absence should not be treated as having attended the meeting. A Director either attends the meeting, or he does not, regardless of whether it is excused, which typically means the Director lets the CEO or President know in advance they cannot attend. Allowing for excused absences that do not count toward the three missed meetings accounted for in this section means that a Director could potentially miss more than three absences if they are excused. Removing the verbiage means a Director may only miss three meetings total, whether they are excused or not.

PROPOSED AMENDMENT #7 – Nominating Committee Meetings Location & Timing

[pg. 30] Section b (3) regarding the Nominating Committee - Replace “in the Association Office at a time approved by the Directors” with “at a time and place determined by the Nominating Committee Chair.” Change “2 weeks” to “14 days” and “1 week” to “7 days.” Add “Nominating Committee” in the second sentence.

(3) *The Nominating Committee shall meet at a time and place determined by the Nominating Committee Chair in the Association Office at a time approved by the Directors; not less than ~~two (2) weeks~~ 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 committee members at least ~~one (1) week~~ 7 days prior thereto, requesting that committee members submit, orally or in writing, suggested names of candidates for office. Said notice may be electronically submitted, where permitted by state law.*

RATIONALE: Allows the Nominating Chair flexibility to determine a time and place, including a virtual or hybrid option, that works for his committee members. The Board of Directors does not typically approve the time and place for the Nominating Committee meetings, nor is that necessary. Changing the time frames from weeks to days potentially allows more time, and accounts for holidays and weekends, as defined in Article XXI - Miscellaneous, Section 1 [pg. 44] of the Bylaws:

Section 1. In determining the period of time limited by any provision of these Bylaws expressed as a stated number of days, there shall be excluded all Saturdays and Sundays, National Holidays and all holidays observed generally by the national banking institutions of the State of Tennessee.