

NOTE E
(Protected area 15 CFR 922)
The following activities are prohibited within the Starbuck Bank Marine Sanctuary:
Certain discharging or dumping
Industrial exploring or developing
Dredging and dredging
Removing historical artifacts
Lightening
Refer to 15 CFR 922 for details of Sanctuary regulations.

LORAN LINEAR INTERPOLATOR

MICROSECONDS

CURRENT DIAGRAM
GEORGES BANK AND NANTUCKET SHOALS
Explanation
Hourly directions and velocities of tidal currents at thirteen stations are shown by arrows. The length of the arrow from the center of the circle represents the average velocity on a scale of one inch equals two knots. The figures at the arrow heads are the hours after the time of maximum flood at Pollock Rip Channel, the daily predicted times of which are given in the National Ocean Service Atlantic Coast Current Tables. The velocities plotted should be increased by 20 percent when the moon is full or new and decreased by 20 percent when the moon is in first or third quarters. For effect of wind on tidal currents, see Current Tables, Atlantic Coast.

SCALE OF VELOCITIES
0 1 2 KNOTS

CAUTION
Temporary changes or defects in aids to navigation are not indicated on this chart. See Local Notice to Mariners.
During some winter months or when endangered by ice, certain aids to navigation are replaced by other types or removed. For details, see U.S. Coast Guard Light List.

CAPE COD & ISLANDS
ASSOCIATION OF REALTORS®

BYLAWS

Organized April 30, 1926

Affiliated With
MASSACHUSETTS ASSOCIATION OF REALTORS®
NATIONAL ASSOCIATION OF REALTORS®

REVISED JANUARY, 2024

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I. Name

A. Name

The name of this organization shall be the Cape Cod & Islands Association of REALTORS®, Inc. hereinafter referred to as the “CCIAOR”.

B. REALTORS®

Inclusion and retention of the Registered Collective Membership Mark REALTORS® in the name of the CCIAOR shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS® as from time to time amended.

C. Office Location

The principal office of the corporation in the Commonwealth of Massachusetts shall be located in the town of Yarmouth, Village of West Yarmouth, County of Barnstable, Commonwealth of Massachusetts.

II. Objectives

A. To Engage

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.

B. To Promote

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®.

C. To Provide

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.

D. To Further

To further the interest of home and other real property ownership.

E. To Unite

To unite those engaged in the real estate profession in this community with the Massachusetts Association of REALTORS® and the NATIONAL ASSOCIATION OF REALTORS®, thereby furthering their own objectives throughout the state and the nation, and obtaining the benefits and privileges of membership therein.

F. To Designate

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®.

III. Jurisdiction

A. Territorial Jurisdiction

The territorial jurisdiction of the CCIAOR as a member of the NATIONAL ASSOCIATION OF REALTORS® is Barnstable County, Township of Wareham in Plymouth County, Nantucket County and Dukes County, as allocated by the Board of Directors of the NATIONAL ASSOCIATION.

B. Territorial Jurisdiction Defined

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 CCIAOR agrees to protect and safeguard the property rights of the NATIONAL ASSOCIATION in the terms.

C. Proportional Representation

For the purpose of determining proportional representation on the CCIAOR Board of Directors, the CCIAOR is divided into five (5) regions, (a) the Islands, incorporating Dukes and Nantucket counties, (b) the Upper Cape Region comprised of the Towns of Bourne, Falmouth, Mashpee, Sandwich and Wareham, (c) the Mid-Cape Region comprised of Barnstable, Dennis and Yarmouth and (d) the Lower Cape Region comprised of Brewster, Chatham, Eastham, Harwich, Orleans, Provincetown, Truro and Wellfleet.

IV. Membership

A. REALTOR® Members.

REALTOR® Members, whether primary or secondary shall be:

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 Massachusetts or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation 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 an association of REALTORS® within the state or a state contiguous thereto, unless otherwise qualified for Institute Affiliate membership as described in these Bylaws.

In the case of a real estate brokerage, 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 association in which one of the brokerage's principals holds REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate membership as described in these Bylaws.

B. Other Real Estate Professions

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 these Bylaws.

C. Franchise REALTOR® Membership

Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees 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 association-mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the local association, state association, and National Association.

D. Primary and Secondary REALTOR® Members

An individual is a primary member if the association pays state and National dues based on such member. An individual is a secondary member if state and National dues are remitted through another association. One of the principals in a real estate brokerage must be a designated REALTOR® member of the association in order for licensees affiliated with the brokerage to select the association as their "primary" association.

E. Designated REALTOR® Members

Each brokerage (or office in the case of brokerages with multiple office locations) shall designate in writing one REALTOR® member who shall be responsible for all duties and obligations of membership, including the obligation to arbitrate (or to mediate if required by the association) pursuant to Article 17 of the Code of Ethics and the payment of association dues. The "Designated REALTOR®" must be a sole proprietor, partner, corporate officer, or branch office manager acting on behalf of the brokerage's principal(s) and must meet all other qualifications for REALTOR® membership established in these Bylaws.

F. Institute Affiliate Members

Institute Affiliate members shall be individuals who hold a professional designation awarded by an Institute, Society, or Council affiliated with the NATIONAL ASSOCIATION OF REALTORS that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society, or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® or REALTOR-ASSOCIATE® membership, subject to payment of applicable dues for such membership.

G. Affiliate Members

Affiliate Members shall be individuals or companies who are not directly engaged in the real estate profession but support the objectives of the CCIAOR and have an interest in acquiring information and knowledge concerning real estate and/or providing ancillary services to real estate professionals.

H. Public Service Members

Public Service Members shall be individuals who are interested in the real estate profession as employees of or affiliated with educational, public utility, governmental or other similar organizations, but are not engaged in the real estate profession on their own account or in association with an established real estate business. Membership shall be granted with the approval of the CCIAOR Board of Directors.

I. Honorary Members

Honorary Members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for the CCIAOR, or for the public. Membership shall be granted with the approval of the CCIAOR Board of Directors.

J. 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, and who have completed at least two (2) years of college and at least one (1) college level course in real estate, but are not engaged in the real estate profession on their own account or not associated with an established real estate office. Membership shall be granted with the approval of the CCIAOR Board of Directors.

V. Qualification and Election of Membership

A. Application

An application for membership shall be made in such manner and form as may be prescribed by the CCIAOR Board of Directors and made available to anyone requesting it. The application form shall contain a signed statement by which the applicant agrees as a condition to membership to thoroughly familiarize and abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitutions, Bylaws, policies and Rules and Regulations of the CCIAOR , the State and National Associations, including the obligation to mediate and 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.

B. Qualifications

1. Qualifications

An applicant for REALTOR® Membership who is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license in the Commonwealth of Massachusetts, 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 official sanctions involving unprofessional conduct*, agrees to complete a course of instruction covering the Bylaws, policy and Rules and Regulations of the CCIAOR , the Bylaws of the State Association, and the Constitution Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall agree that if elected to membership, he/she will abide by such Constitution, Bylaws, policies, Rules and Regulations, and Code of Ethics.

*No record of official sanctions involving unprofessional conduct is intended to mean that the CCIAOR may only consider:

(A.) Judgments against the applicant within the past seven (7) years of violations of (1) civil rights laws, (2) real estate license laws, or (3) other laws prohibiting unprofessional conduct rendered by the courts or other lawful authorities.

(B.) Criminal convictions within the past seven (7) years involving a crime that reasonably relates to the real estate business or puts clients, customers, or other real estate professionals at risk. The applicant must provide, and CCIAOR must consider mitigating factors relating to that criminal history.

CCIAOR is prohibited from knowingly granting REALTOR® Membership to any applicant who has an unfulfilled sanction pending which was imposed by another Board or Association of REALTORS® for violation of the Code of Ethics.

2. Determining Qualifications

The CCIAOR will also consider the following in determining an applicant's qualifications for REALTOR® Membership:

- 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
- Pending ethics complaints (or hearings)
- Pending unsatisfied discipline pending
- Pending arbitration requests (or hearings)
- Unpaid arbitration awards or unpaid financial obligations to this or any other REALTOR® association or REALTOR® association MLS.
- Any misuse of the term REALTOR® or REALTORS® in the name of the applicant's brokerage.

"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; provided all other qualifications for membership have been satisfied). CCIAOR 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. If a member resigns from another association with an ethics complaint or arbitration request pending, the CCIAOR 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 CCIAOR to which the applicant has made application) and will abide by the decision of the hearing panel.

C. Election

1. Provisional Membership

The chief staff executive (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership. Applicants for REALTOR® Membership, who meet all qualifications established in these Bylaws, may be granted Provisional Membership upon submission of a completed application form and remittance of applicable CCIAOR dues and any application fee. Provisional Members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional Members shall be considered Provisional until completion of the new member requirements as outlined in these Bylaws and in the CCIAOR Policy.

2. Pro-Rated Dues

Dues shall be computed from the date of application and shall be non-refundable.

3. Notice of Termination

The CCIAOR may not terminate any Membership without providing the Member with advance notice and the reason(s) for termination. Additionally, if requested, the Member shall have the opportunity to appear before the CCIAOR Board of Directors to make such statements as he/she deems relevant.

D. New Member Requirements

1. New Member Orientation

Provisional REALTOR® members shall complete an orientation program on the responsibilities and benefits of REALTOR® membership as defined in the Policy Manual. Failure to satisfy this requirement within 120 days of the date membership was granted will result in termination of provisional membership.

2. New Member Code of Ethics Training.

Provisional REALTOR® members shall complete an orientation program on the Code of Ethics of not less than two hours and thirty minutes of instructional time. This requirement does not apply to 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 year or less. Failure to satisfy this requirement within 120 days of the date membership was granted will result in termination of provisional membership.

3. New Member Education Requirements

Within 120 days of the date membership is granted, Provisional REALTOR® members shall be required to complete an education program approved by the Board of Directors and comprised of not more than six (6) cumulative hours of instruction with respect to Board or Member practices that might result in a significant legal vulnerability and possible liability to the Board and its Members, such as violations of antitrust laws, agency laws, civil rights laws, or other similar public policies.

This requirement will be considered satisfied upon presentation of evidence that the member has completed an educational program conducted by this Association or any other recognized educational institution which, subject to the opinion of the Board of Directors, is an adequate substitute for the training programs conducted by the Association. Any member who fails to meet this requirement will be suspended until this requirement is fulfilled.

E. New Designated REALTOR® Education Requirements

Within 120 days of the date of membership is granted, Provisional Designated REALTOR® members shall be required to complete an education program approved by the Board of Directors and comprised of not more than six (6) cumulative hours of instruction with respect to brokerage management or Board of Member practices that might result in a significant legal vulnerability and possible liability to the Board and its Members, such as violations of antitrust laws, agency laws, civil rights laws, or other similar public policies. This requirement will be considered satisfied upon presentation of evidence that the member has completed an educational program conducted by this Association or any other recognized educational institution which, subject to the opinion of the Board of Directors, is an adequate substitute for the training programs conducted by the Association. Any member who fails to meet this requirement will be suspended until this requirement is fulfilled.

F. Continuing REALTOR® Member Requirements

1. Continuing Member Code of Ethics Training

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

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any three year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three year two (2)-year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

2. Continuing Member Education Requirements

Effective January 1, 2022, through December 31, 2024 and for successive three year periods thereafter, each REALTOR® member of the association shall be required to complete an education program approved by the Board of Directors and comprised of not more than six (6) hours of cumulative instruction with respect to brokerage management or Board of Member practices that might result in a significant legal vulnerability and possible liability to the Board and its Members, such as violations of antitrust laws, agency laws, civil rights laws, or other similar public policies.

This requirement will be considered satisfied upon presentation of evidence that the member has completed an educational program conducted by this Association or any other recognized educational institution which, subject to the opinion of the Board of Directors, is an adequate substitute for the training programs conducted by the Association. Any member who fails to meet this requirement will be suspended until this requirement is fulfilled.

G. Status Changes

A REALTOR® Member whose employment status changes must provide written notification of such change to the CCIAOR within thirty (30) days.

A REALTOR® (non-principal) who becomes a principal in the brokerage with which he/she has been licensed or, alternatively, becomes a principal in a new brokerage 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 30 days of the date they advised the association of their change in status, their new membership application will terminate automatically unless otherwise so directed by the board of directors.

A REALTOR® who is transferring his/her license from one brokerage comprised of REALTOR® principals to another brokerage comprised of REALTOR® principals shall be subject to all of the privileges and obligations of membership during the period of transition. If the transfer is not completed within 30 days of the date the association is advised of the disaffiliation with the current brokerage, membership will terminate automatically unless otherwise so directed by the board of directors. (The board of directors, at its discretion, may waive any qualifications which the applicant has already fulfilled in accordance with the association's Bylaws.)

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.

Dues shall be prorated from the first day of the month in which the member changes membership status and shall be based on the new membership status for the remainder of the year.

VI. Privileges and Obligation of Membership

A. Privileges

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

B. Obligations

REALTOR® members, whether primary or secondary, in good standing are entitled to vote and to hold elective office in the association, and may use the terms REALTOR®. For purposes of this section, the term “good standing” means the member satisfies the “Obligations of REALTOR® Members”, is current with all financial and disciplinary obligations to the association and MLS, has completed any new member requirements, and complies with NAR’s trademark rules.

1. Suspension

If a REALTOR® Member is a sole proprietor in a brokerage, a partner in a partnership or an officer in a corporation and is suspended or expelled, the brokerage, 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 brokerage, 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 brokerage, 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 brokerage 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 CCIAOR 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 brokerage, the membership of other partners, corporate officers, or other individuals affiliated with the brokerage shall not be affected, and the brokerage, 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 readmitted to membership in the CCIAOR. 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 REALTORS® other than principals who are employed by 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 brokerage, 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 CCAOR, whichever may apply.

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

2. Action Taken

In any action taken against a REALTOR® Member for suspension or expulsion, 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 these Bylaws shall apply.

Any REALTOR® Member of the CCAOR may be disciplined by the CCAOR 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, 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.

Resignations of members shall become effective when submitted in writing to the CCAOR, provided, however, that if any member submitting the resignation is indebted to the CCAOR for dues, fees, fines, or other assessments of the CCAOR or any of its services, departments, divisions, or subsidiaries, the CCAOR may condition the right of the resigning member to reapply for membership upon payment in full of all such monies owed.

If a member resigns from the CCAOR or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision by the CCAOR with respect to disposition of the complaint is final by the CCAOR (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 CCAOR 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®.

C. Institute Affiliate Member.

Institute Affiliate Members shall have rights and privileges and be subject to obligations as prescribed by the CCIAOR Board of Directors consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

D. Affiliate Members.

Affiliate Members shall have rights and privileges and be subject to obligations as prescribed by the CCIAOR Board of Directors.

E. Public Service Members.

Public Service Members shall have rights and privileges and be subject to obligations as prescribed by the CCIAOR Board of Directors.

F. Honorary Members.

Honorary Membership shall confer only the right to attend meetings and participate in discussions.

G. Student Members.

Student Members shall have rights and privileges and be subject to obligations as prescribed by the CCIAOR Board of Directors.

H. Certification of Roster

Designated REALTOR® Members of the CCIAOR, when requested, shall certify to the CCIAOR on a form provided by the CCIAOR, a complete listing of all individuals licensed or certified with the REALTOR®'s office and shall designate a primary Association/Board for each individual who holds membership.

Designated REALTORS® shall also identify any non-member licensees in the REALTOR®'s office(s) and if Designated REALTOR® dues have been paid to another Association/Board based on said non-member licensees, the Designated REALTOR® shall identify the Association/Board to which dues have been remitted.

These declarations shall be used for purposes of calculating dues under the NAR Bylaws. Designated REALTOR® Members shall also notify the CCIAOR of any additional individual(s) licensed or certified with the brokerage(s) within thirty (30) days of the date of affiliation or severance of the individual.

I. Conflict of Interest.

The CCIAOR has a conflict of interest policy which is detailed in the Policy Manual and is strictly enforced.

J. Harassment.

The CCIAOR has a harassment policy which is detailed in the Policy Manual and is strictly enforced.

VII. Professional Standards and Arbitration

A. Enforcement of the Code

The responsibility of the CCAOR and of CCAOR 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.

B. Duties

It shall be the duty and responsibility of every REALTOR® member of this association to safeguard and promote the standards, interests, and welfare of the association and the real estate profession, and to protect against conduct that may cause a lack of public confidence in the real estate profession or in REALTORS®. REALTOR® members also must abide by governing documents and policies of the association, the State Association, and NATIONAL ASSOCIATION OF REALTORS®, as well as 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 in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual. Controversies shall first be submitted to mandatory mediation as a prerequisite to arbitration.

Every REALTOR® member shall maintain a high level of integrity and adhere to the association's membership criteria. Any violent act or threat of violence to person or property, hateful conduct, or acts of moral turpitude impacting the public shall not be tolerated and may be cause for disciplinary action, up to and including termination of membership.

C. Cooperative Professional Standards

The responsibility of CCAOR and of CCAOR 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 the CCAOR, which by this reference is made a part of these Bylaws.

VIII. Use of the Terms Realtor® and Realtors®

A. By Members

Inclusion and retention of the Registered Collective Membership Mark REALTORS® in the name of the association shall be governed by the *Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®* as from time to time amended.

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 the CCIAOR Board of Directors. The CCIAOR 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 CCIAOR Board of Directors after a hearing as provided for in the CCIAOR Code of Ethics and Arbitration Manual.

B. By Member's Business

REALTOR® Members of the CCIAOR shall have the privilege of using the terms REALTOR® and 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.

C. By Principal Members

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

1. Commercial Entities

In the case of a REALTOR® Member who is a principal of a real estate brokerage, partnership, trust 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, trustee, corporate officer, or branch office manager of the brokerage, partnership, trust or corporation holds REALTOR® Membership. If a brokerage, partnership, trust or corporation operates additional places of business in which no principal, partner, trustee, 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.

Institute Affiliate Members shall not use the terms REALTOR® or REALTORS®, or the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS®.

IX. State and National Membership

A. NAR/MAR Membership

The CCIAOR shall be a member of the NATIONAL ASSOCIATION OF REALTORS® and the Massachusetts Association of REALTORS®. By reason of the CCIAOR's membership, each REALTOR® Member of the CCIAOR shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the Massachusetts Association of REALTORS® without further payment of dues. The CCIAOR shall continue as a member of the State and National Associations, unless by a majority vote of all of its REALTOR® Members, decision is made

to withdraw, in which case the State and National Associations shall be notified at least one (1) month in advance of the date designated for the termination of such membership.

B. Exclusive Property Rights of NAR

The CCIAOR recognizes the exclusive property rights of the NATIONAL ASSOCIATION OF REALTORS® in the terms REALTOR® and REALTORS®. The CCIAOR shall discontinue the 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 CCIAOR Board of Directors of the National Association that it has violated the conditions imposed upon the terms.

C. Adoption of NAR Code of Ethics

The CCIAOR adopts the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and agrees to enforce the Code among its REALTOR® Members. The CCIAOR and all of its members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the National Association and the Massachusetts Association of REALTORS®.

X. Dues and Assessments

A. Application Fee.

The CCIAOR 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 CCIAOR upon final approval of the application.

B. Dues.

The annual dues of members shall be as follows:

1. Designated REALTOR® Members.

The annual dues of each Designated REALTOR® Member shall be in such amount as established annually by the CCIAOR Board of Directors, plus an additional amount to be established annually by the CCIAOR Board of Directors multiplied by 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 Board in the state or a state contiguous thereto or Institute Affiliate Members of the CCIAOR. In calculating the dues payable to the CCIAOR 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 Board in the state or a state contiguous thereto, provided the Designated REALTOR® notifies the CCIAOR in writing of the identity of the Board to which dues have been remitted.

In the case of a Designated REALTOR® Member in a brokerage, partnership, trust 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® in the office where the Designated REALTOR® holds membership, and any other offices of the brokerage located within the jurisdiction of CCAIOR.

Members Defined

For the purpose of this Section, a REALTOR® Member of a member Association/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, trustee, corporate officer, or branch office manager of a real estate brokerage, partnership, trust, or corporation, is actively engaged in the real estate profession as defined in Article III, Section 1, of the Constitution of the NATIONAL ASSOCIATION OF REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business (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, trustee, or corporate officer 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 CCAIOR on a form approved by the CCAIOR 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, managing, counseling or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this Section and shall not be included in calculating the annual dues of the Designated REALTOR®. Designated REALTORS® shall notify the association within three (3) days of any change in status of licensees in a referral brokerage.

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

2. REALTOR® Member other than Designated REALTOR®.

The annual dues of REALTOR® Members other than the Designated REALTOR® shall be an amount determined annually by the CCAIOR Board of Directors, providing that any increase in annual CCAIOR dues in excess of ten percent (10%) over the previous year's annual CCAIOR dues shall not take effect unless voted favorably by a meeting of the members called in accordance with the provisions of Article XII.

3. 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®.

The Institutes, Societies, and Councils of the National Association of REALTORS®, shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate Members (NAR designated fee). The National Association shall credit the NAR designated fee to the account of CCIAOR for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of CCIAOR, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the NAR designated fee amount will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the CCIAOR. The National Association shall also credit the NAR designated fee 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.

4. Affiliate Members.

The dues of each Affiliate Member shall be established by the CCIAOR Board of Directors and listed in the Policy Manual.

5. Public Service Members.

Dues payable, if any, shall be at the discretion of the CCIAOR Board of Directors.

6. Honorary Members.

Dues payable, if any, shall be at the discretion of the CCIAOR Board of Directors.

7. Student Members.

Dues payable, if any, shall be at the discretion of the CCIAOR Board of Directors.

C. Dues Payable.

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. Annual dues are non-refundable.

In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is dropped for nonpayment of association dues, and the individual remains with the designated REALTOR®'s brokerage, the dues obligation of the "designated" REALTOR®, as established in these Bylaws, 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.

D. CCIAOR Emeriti Members

CCIAOR members may qualify for CCIAOR Emeritus status if they:

- Have held membership in the Cape Cod & Islands Association as a REALTOR®, for a cumulative period of forty (40) years; AND
- Have completed at least five (5) years of service via membership on the CCIAOR Board of Directors, or any CCIAOR committee, task force or group. The five (5) years are not required to have been continuous.

Future Cape Cod & Islands Association of REALTORS® dues shall be waived for such a member, who shall retain the rights and privileges of CCIAOR membership as otherwise qualified.

XI. Officers and Directors

The governance of the CCIAOR shall be vested in a CCIAOR Board of Directors comprised of Officers and Directors elected as described in this article. The CCIAOR Board of Directors in conjunction with the Chief Executive Officer (CEO) and consistent with the Bylaws, shall be responsible for development of policy. The CEO shall be responsible for the implementation of policy and for the administration of the daily operations of the CCIAOR.

A. Officers.

The Officers of the CCIMLS shall consist of a President, President-Elect, Immediate Past President, Treasurer, and Secretary. The Treasurer shall serve as both the Treasurer and Secretary of the Corporation.

B. Duties of Officers.

The duties of the elected Officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the CCIAOR Board of Directors.

C. CCIAOR Board of Directors.

The governing body shall be a thirteen (13) member Board of Directors consisting as follows:

- Four (4) elected CCIAOR Officers (namely the President, the President-Elect, the Immediate Past President and the Treasurer)
- Four (4) elected regional representatives, consisting of one representative from each of the four (4) CCIAOR Regions (Upper Cape, Lower Cape, Mid-Cape, Islands communities consisting of Nantucket and Dukes counties)
- Two (2) elected brokerage-size representatives, consisting of one (1) small brokerage representative and one (1) large brokerage representative
- Three (3) elected at large REALTOR® Members.

For purposes of this section, brokerage-size shall be defined at the time of credentialing as follows:

- A small brokerage shall consist of fifty (50) or fewer affiliated licensed brokers, salespersons or appraisers in Massachusetts
- A large brokerage shall consist of fifty-one (51) or more affiliated licensed brokers, salespersons or appraisers in Massachusetts

D. Qualifications.

All Officers and Directors must have been CCIAOR REALTOR® Members for the past three (3) years and must currently be a REALTOR® Member in good standing. REALTOR® members with findings of code of ethics violations in CCIAOR or any other Associations within the three prior years will not be eligible for Officer or Director positions.

Any candidate for an Officer position at CCIAOR must have served on the CCIAOR Board of Directors, on any subsidiary Board of Directors, the CCIAOR Finance Committee, or as an MAR or NAR Director in the last five (5) years.

No more than two (2) members of the Board of Directors shall be from one (1) brokerage.

The eligibility of candidates elected to regional or brokerage size director seats will be established at the time of credentialing and their eligibility shall remain for the duration of their term.

E. Terms of Office.

Officers shall be elected for the term of one (1) year. The Officer positions of President, President Elect and Immediate Past President are one term positions. The Officer position of Treasurer may serve for up to three (3) consecutive one (1) year terms. The Officer positions of President and Past President are automatically ascended to positions:

- The current President-Elect shall be the sole uncontested candidate for election to the office of President unless the current President-Elect is unable or unwilling to serve as President, and then the candidate or candidates for President shall be determined pursuant to these Bylaws.
- The current President shall be the sole and uncontested candidate for election to the office of immediate Past President unless the current President is unable or unwilling to serve, if unwilling or unable to serve as Immediate Past President, then the office may be filled by any previous President pursuant to these Bylaws.

The non-Officer Directors shall serve for staggered three (3) year terms. For purposes of election and term staggering, non-Officer Directors shall be divided into three (3) groups as follows:

Group 1. Islands Director, Upper Cape Director and Mid-Cape Director

Group 2. Lower Cape Director and two (2) At Large Director

Group 3. Small Brokerage Director, Large Brokerage Director, and one (1) At-Large Director

No one may serve more than two (2) consecutive terms as a Director or serve more than nine (9) consecutive years as an Officer and/or Director. A tenth (10th) consecutive year, however, may be served by the position of the Immediate Past President. The Immediate Past President shall be disqualified from serving as an Officer or Director for the twenty-four (24) months following the end of their term unless appointed by the Board of Directors under these Bylaws to fill the role of the Immediate Past President. Serving multiple terms shall be considered a consecutive period unless one remains inactive, not serving for a period of at least twenty-four (24) months.

Officers and Directors shall take office upon the commencement of the first day of the forthcoming fiscal year and shall continue in office until the end of the fiscal year of their elected term or until their successor is duly qualified and elected.

F. Credentialing of Officers and Directors.

The Officers and Directors of the CCIAOR shall be elected by a vote of the REALTOR® Members in accordance with these Bylaws and upon completion of the credentialing procedure set forth below. The Leadership Development Committee shall qualify candidates for the ballot, oversee the election process and ensure compliance with these Bylaws.

1. Candidates for Office.

Any member who is eligible pursuant to these Bylaws may submit a petition with the signatures of at least twenty-five (25) REALTOR® Members of the CCIAOR to the Membership Secretary no later than sixty (60) days prior to the Annual Meeting and shall appear on the ballot for the eligible position.

The Leadership Development Committee ("LDC") shall meet at least fifty (50) days prior to the annual meeting to determine the candidates for the ballot. The LDC shall place on the ballot for election by the members at least one eligible member, pursuant to these Bylaws, for each open Officer and Director position. All eligible petitioned candidates shall be automatically placed on the ballot. The LDC shall have discretion to place additional candidates for any and all positions.

2. Credentialing Process

The Leadership Development Committee, with assistance from the CEO and his or her designee, shall be the coordinator of all candidates for elected office. The Leadership Development Committee shall present to the Board of Directors the candidates for Officer and Director positions no later than 40 days prior to the annual meeting date.

3. Notice of Qualified Candidates

No later than thirty (30) days prior to the annual meeting, the list of all qualified candidates shall be provided to all members of CCIAOR, setting forth the time, place, and other pertinent details of the annual meeting and election process.

G. Election Process

The Election of Officers and Directors shall take place at the Annual Meeting. The procedure for conducting the elections will depend on the number of candidates for each position. The candidates shall be provided with an opportunity to address the membership live before the election.

1. Ballot

The ballot shall contain the names of all candidates and the positions and terms for which they are seeking election.

2. More than One (1) Candidate

For each Officer and Director position for which there is more than one (1) candidate the election shall be conducted as follows: Election shall be by ballot among members and all votes shall be cast in person or remotely/electronically. The candidate obtaining the highest number of votes will be deemed elected.

3. Brokerage Association Limitations

There shall be a maximum of two (2) people from the same brokerage on the Board of Directors.

When credentialing candidates for office, no candidate can be approved if there are two (2) active and ongoing board members from the same brokerage as the candidate.

If the results of an election will cause more than two (2) members from the same brokerage, then board positions shall be filled based on the following priority: (1) officers/directors in the middle of a term shall remain in office; (2) newly elected officers/directors with highest rank shall take office; and (3) if ranking is the same between candidates, then the candidate with the most votes in the election shall take office. When calculating votes, candidates who are running unopposed will assume office over candidates running opposed. The remaining positions shall be filled by candidates from different companies with the next highest vote total. Any vacancies shall be filled in accord with the provisions of the Bylaws.

If at any time, for any reason, including a brokerage merger or member moving to a new brokerage, there are more than two (2) directors from the same brokerage then a representative of that brokerage shall notify the board of directors which directors shall remain in office and which director shall vacate the board. Any directors who are required to vacate under this provision may remain in their position until the end of the pending year, at which time their position will be filled pursuant to these Bylaws.

4. Only One (1) Candidate

For each Officer and Director position for which there is only one (1) candidate, the election may be conducted as follows: The Leadership Development Committee may cast one (1) vote for all such candidates upon a motion approved under the voting procedures in effect. If the motion is not so approved, the election of the unopposed candidate(s) must be conducted in the manner described above.

5. Association Limitation

CCIAOR shall use no resources to promote any individual candidacy for election.

H. Vacancies.

Vacancies among the Officers and Directors shall be filled by a simple majority vote of the CCIAOR Board of Directors until the expiration of the term.

I. Resignation.

An Officer or Director may resign at any time by giving written notice to the CCIAOR Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt and that individual shall cease all responsibilities and duties assigned to that position. Any individual who has resigned their Officer or Director position shall be disqualified from serving on the CCIAOR or CCIMLS Board of Directors for a period of twenty-four (24) months following their resignation.

Any Officer or Director who is absent for three (3) consecutive Board of Directors meetings will be deemed to be a resignation unless the Director petitions the Board to remain in office and the Board unanimously agrees.

J. Removal of Officers and Directors.

In the event that an Officer or Director of the CCIAOR is considered incapable of fulfilling his/her fiduciary duties to the CCIAOR, but will not resign from office, the Officer or Director may be removed from office under the following procedure:

1. Petition

A petition requiring the removal of an Officer or Director and signed by not less than one-third (1/3) of the voting members or a majority of all CCIAOR 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.

2. Special Meeting

Upon receipt of the petition, and not less than twenty (20) days, nor more than forty-five (45) days thereafter, a special meeting of the CCIAOR members eligible to vote shall be held, and the sole business of the meeting shall be to consider the allegations made in the petition and to vote on the removal of the subject Officer or Director.

3. Notice

The special meeting shall be noticed to all voting members within Ten (10) days prior to the meeting and shall be conducted by the President of the CCIAOR 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. In order for the meeting to proceed, a quorum of members as well as two-thirds (2/3) of the petitioners must be present. A three-fourths (3/4) vote of members present and voting shall be required for removal from office.

K. Manner of Acting.

The act of the majority of the CCIAOR Board of Directors present at a meeting at which a quorum is present shall be the act of the CCIAOR Board of Directors.

L. Chief Executive Officer.

There shall be a Chief Executive Officer (“CEO”), appointed by the CCIAOR Board of Directors, who shall be responsible for all daily operations of the CCIAOR. The CEO shall have the authority to hire, supervise, evaluate and terminate other staff and shall perform such other duties, as prescribed by the CCIAOR Board of Directors. The CEO shall also keep the records of the CCIAOR and carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the Massachusetts Association of REALTORS®.

XII. Meetings

A. Meetings of Members.

1. Annual Meeting.

The annual meeting of the CCIAOR shall be held during the month of November and/or December of each year, the date, place, and hour to be designated by the CCIAOR Board of Directors.

2. Other Meetings.

Meetings of the members may be held at such other times as the President or the CCIAOR Board of Directors may determine, or upon the written request of at least ten percent (10%) of the REALTOR® Members.

3. Quorum.

A quorum for the transaction of business at any General Membership Meeting shall consist of fifty (50) REALTOR® Members entitled to vote. Electronic votes shall be counted towards the quorum.

4. Notice of Meeting.

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.

5. Action without Meeting.

Unless specifically prohibited by the Articles of Incorporation, any action required or permitted to be taken at a meeting of the CCIAOR Board of Directors may be taken without a meeting if written consent of all Directors, setting forth the action so taken, is obtained. The consent shall be in the form of one (1) or more written approvals, each of which sets forth the action taken and bears the signature of one (1) or more Directors. All approvals shall be delivered to the Chief Executive Officer (CEO) to be filed in the corporate records. The action taken shall become effective upon the written approval of all Directors, unless otherwise specified.

6. Voting Procedure

Each member entitled to vote shall be entitled to one (1) vote, either in person or remotely/electronically. The vote upon any question before the meeting shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation or the laws of this Commonwealth or these Bylaws. After the close of the meeting a full accounting of all votes shall be provided to the membership forthwith. Elections of Officers and Directors shall be decided in accordance with the terms of these Bylaws.

B. CCIAOR Board of Director Meetings.

1. Regular Meetings of the CCIAOR Board of Directors

The CCIAOR Board of Directors will meet as necessary and at a minimum of four (4) a year. The CCIAOR Board of Directors shall designate a regular time and place of meeting and meetings shall be publicized to the membership, no later than forty-eight (48) hours prior to the meeting. All members are invited to attend Board of Director meetings. Members may not be present for any Executive Session meetings. Any member who attends a Board of Director meeting may be recognized at the pleasure of the Chair. Approved Minutes of the meetings of the CCIAOR Board of Directors shall be made available online for members to access.

2. Special Meetings of the CCIAOR Board of Directors.

Special meetings of the CCIAOR Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the CCIAOR Board of Directors may fix the place for holding any special meeting of the CCIAOR Board of Directors called by them. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting and meetings shall be publicized to the membership at least forty-eight (48) hours prior to the meeting.

3. Quorum.

At any meeting of the CCIAOR Board of Directors, a majority of the entirety shall constitute a quorum for the transaction of business.

4. Virtual Attendance

Members of the Board of the Directors may participate in a meeting virtually with approval by the CCIAOR President.

C. Committee Meetings.

At committee, task force, workgroup or Presidential Advisory Group (PAGS) meetings a majority shall constitute a quorum, except that when a committee, task force, workgroup or Presidential Advisory Group consists of more than nine (9) members, five (5) shall constitute a quorum.

D. Robert's Rules of Order

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the CCIAOR, its Board of Directors, and committees, in all instances wherein its provisions do not conflict with the Bylaws.

XIII. Committees

A. Standing Committees.

Unless otherwise specified in these Bylaws, the President shall appoint from among the CCIAOR Members, subject to confirmation by the CCIAOR Board of Directors, the following standing committees:

- Professional Standards
- Grievance
- Executive
- Finance
- Leadership Development

1. Standing Committee Terms

All standing committee terms end on December 31st of the last year of their respective term.

2. Chairs and Vice Chairs.

Unless otherwise stated in these Bylaws, each committee shall have a Chair and Vice-Chair appointed by the President and President-Elect, respectively. If any Vice Chair is unwilling or unable to serve as Chair, then the incoming President shall appoint a Chair.

Appointments to the Professional Standards Committee and Grievance Committee shall be consistent with the cooperative professional standards enforcement agreement of the CCIAOR.

B. Executive Committee

1. Members

The CCIAOR Executive Committee shall consist of the President, the President-Elect, the Immediate Past President, the Treasurer, the Cape Cod & Islands MLS President, and the Chief Executive Officer ("CEO") as a non-voting ex-officio member. Should a voting member be in two of these roles, that member shall have only one vote.

2. Meetings

At any meeting of the CCIAOR Executive Committee three (3) voting members of the committee present shall constitute a quorum for the transaction of business.

C. The Finance Committee.

1. Role

The role of the Finance Committee is to provide financial oversight to the CCIAOR and to develop and recommend a budget to the Board of Directors of CCIAOR.

2. Members.

The Finance Committee shall consist of Seven (7) members. The Treasurer of CCIAOR shall serve as the chairperson. There is no vice chairperson. All Finance Committee Members, other than the Treasurer, must not currently serve on the board of directors.

3. Terms.

Appointees shall serve for staggered two (2) year terms. The CCIAOR Treasurer shall be appointed to a one (1) year term as Chair.

D. Leadership Development Committee

1. Role.

The role of the Leadership Development Committee is to qualify candidates for the ballot, to oversee the annual election process and ensure compliance with these bylaws

2. Members.

The Leadership Development Committee shall be composed of seven (7) CCIAOR members. No member seeking elected office for that year shall be appointed to serve. The CCIAOR Immediate Past President shall serve as the chairperson. There is no vice chairperson. No other members of the Board of Directors shall serve on the committee.

3. Terms.

Terms, if any, shall be established in the Policy Manual.

E. Non-Standing Special Committees.

The President shall appoint, subject to confirmation by the CCIAOR Board of Directors, special task forces, work groups or Presidential Advisory Groups as deemed necessary.

XIV. Fiscal and Elective Year

The fiscal and elective year of the CCIAOR shall be January 1st through December 31st of each year.

XV. Files and Records

A. Availability of Records.

Copies of all records of CCIAOR shall be available to members to the extent required by law. Requests for the inspection of records shall be made in writing and shall state the specific purpose of the request. Please refer to Policy Manual for all records request.

XVI. Amendments

A. Bylaw Amendments

These CCIAOR Bylaws may be altered, amended or repealed and new CCIAOR Bylaws may be adopted by the majority vote of the members present and voting in person or remotely/electronically at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments is plainly stated in the call for the meeting.

1. NAR Mandate

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

B. Preliminary Hearing

1. Informational Meeting

An informational meeting of all members eligible to vote will be held at least thirty (30) days prior to a meeting to amend the Bylaws to receive comment on the subject matter of the proposed amendments, except for amendments mandated by the NATIONAL ASSOCIATION OF REALTORS® or the Massachusetts Association of REALTORS®. Such informational meetings will be called pursuant to these Bylaws. Any votes taken at the informational meetings will be to gain a sense of the meeting and will not be binding.

2. Notice

Notice of all meetings shall be published at least fourteen (14) days prior to the meeting.

3. Clerical Edits.

The Board of Directors shall be authorized to correct article and section designations, punctuation, and cross-references and to make such other technical and conforming changes as may be necessary to reflect the intent of the CCIAOR in connection with their Bylaws.

XVII. Dissolution

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

XVIII. Multiple Listing Service

A. Authority.

The CCIAOR shall maintain for the use of its members a Multiple Listing Service (MLS) which shall be a lawful corporation of the Commonwealth of Massachusetts, all the stock of which shall be owned by CCIAOR.

B. Purpose.

A Multiple Listing Service (MLS) is a means by which authorized Participants make blanket unilateral offers of compensation to other Participants (acting as subagents, buyer agents, or in other agency or non-agency capacities defined by law); by which cooperation among Participants is enhanced, by which information is accumulated and disseminated to enable authorized Participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which Participants engaging in real estate appraisal contribute to common databases; and is a facility for the orderly correlation and dissemination of listing information so Participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as procuring cause of the sale (or lease).

C. Governing Documents.

The CCIAOR Board of Directors shall cause any Multiple Listing Service (MLS) established by it pursuant to this Article to conform its Corporate Charter, Bylaws, Rules, Regulations, Policies, Practices, and Procedures at all times to the Constitution, Bylaws, Rules, Regulations, and Policies of the NATIONAL ASSOCIATION OF REALTORS®.

D. Participation.

Any REALTOR® of this or any other Board who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in these Bylaws, shall be eligible to participate in the Multiple Listing Service (MLS) upon agreeing in writing to conform to the Rules and Regulations thereof and to pay the costs incidental thereto. However, under no circumstances is any individual or brokerage, regardless of membership status, entitled to Multiple Listing Service (MLS) "membership" or "participation" unless they hold a current, valid real estate broker's license and offer or accept compensation to and from other Participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by The CCIAOR's Multiple Listing Service (MLS) is strictly limited to the activities authorized under a Participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to

convey "participation" or "membership" or any right of access to information developed by or published by a Board Multiple Listing Service (MLS) where access to such information is prohibited by law.

The REALTOR® principal of any brokerage, partnership, corporation, or the branch office manager designated by said brokerage, partnership, or corporation as the Participant shall have all rights, benefits, and privileges of the MLS, and shall accept all obligations to the MLS for the Participant's brokerage, partnership, or corporation, and for compliance with the Bylaws and Rules and Regulations of the MLS by all persons affiliated with the Participant who utilize the MLS.

Mere possession of a broker's license is not sufficient to qualify for Multiple Listing Service (MLS) participation. Rather, the requirement that an individual or brokerage offers or accepts cooperation and compensation means that the Participant actively endeavors during the operation of its real estate business to list real property of the type listed on the Multiple Listing Service (MLS) and/or to accept offers of cooperation and compensation made by listing brokers or agents in the Multiple Listing Service (MLS). "Actively" means on a continual and ongoing basis during the operation of the Participant's real estate business. The "Actively" requirement is not intended to preclude Multiple Listing Service (MLS) participation by a Participant or potential Participant that operates a real estate business, on a part-time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny Multiple Listing Service (MLS) participation to a Participant or potential Participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit a Multiple Listing Service (MLS) to deny participation based on the level of service provided by the Participant or potential Participant as long as the level of service satisfies state law.

The key is that the Participant or potential Participant actively endeavors to make or accept offers of cooperation and compensation with respect to properties of the type that are listed on the MLS in which participation is sought. This requirement does not permit a Multiple Listing Service (MLS) to deny participation to a Participant or potential Participant that operates a "Virtual Office Website" (VOW) (including a VOW that the Participant uses to refer customers to other Participants) if the Participant or potential Participant actively endeavors to make or accept offers of cooperation and compensation. A Multiple Listing Service (MLS) may evaluate whether a Participant or potential Participant actively endeavors during the operation of its real estate business to offer or accept cooperation and compensation only if the Multiple Listing Service (MLS) has a reasonable basis to believe that the Participant or potential Participant is in fact not doing so. The membership requirement shall be applied in a nondiscriminatory manner to all Participants and potential Participants. The MLS may charge participants and subscribers not holding primary or secondary membership in a Realtor® association that owns the MLS a different amount than charged to members of the association, provided that such charge is reasonably related to the actual costs of serving those members.

1. Subscribers

Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with participants. Subscribers also include affiliated unlicensed administrative and clerical

staff, personal assistants, and individuals seeking licensure or certification as real estate appraisers who are under the direct supervision of an MLS participant or the participant's licensed designee.

XIX. Notice

Unless otherwise provided by law, whenever any notice is required to be given to any member or Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.